

20 Feb 2010

Constitution [Statutory Rules]

of the Dutch Australian Society "Abel Tasman" Inc.

An Association registered under the "*Associations Incorporation Act, 1964.*"

NAME

1. (1) The name of the Association shall be Dutch Australian Society "Abel Tasman" Inc. (in these rules called 'The Association').
- (2) The office of The Association shall be at the Migrant Resource Centre, Hobart, and it's Postal address is P.O. Box 148 Sandy Bay Tas. 7006 and its website address is www.dutchaustraliansociety.org.au or such other place or address as the Committee may from time to time determine.
- (3) All previous rules are rescinded.

INTERPRETATION

2. In these rules, unless a contrary intention appears:-
 - (a) 'committee' means the committee of management of The Association
 - (b) 'ordinary committee Member' means the non-executive committee Member(s) as defined in clause 22.
 - (c) 'General Meeting' means a Meeting of members convened in accordance with rule 13.
 - (d) each gender reference is deemed to include the other gender
 - (e) unless the contrary intention appears, the singular shall include the plural and the plural shall include the singular
 - (f) a General proposition shall be read subject to any qualifying proposition
 - (g) expressions referring to writing shall include any mode of representing or reproducing words in a visible form.
 - (h) for membership purposes, each person in a couple is considered to be one individual Member excepting that a variation in fees may apply, as determined from time to time by the Committee.

AIM and PURPOSE

3. (1) The basic aim and purpose of The Association is:-
 - (a) the preservation of the cultural and historical heritage that links Tasmanians with the Netherlands
 - (b) the promotion of this heritage to all Tasmanians
 - (c) organising social and cultural activities to achieve (a) and (b) above
 - (d) to provide relevant information to the members and all Tasmanians
- (2) In furtherance of the basic aim and purpose, the objects of The Association shall include
 - (a) the purchase, taking on lease or in exchange, and the hiring or acquisition by other means, of real property;

- (b) buying, selling, supplying or dealing in goods of any kind;
- (c) construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the accepting of any gift, whether or not subject to a trust excepting if The Association is thereby bound to any trust provision or condition which they cannot reasonably perform and or which does not satisfy the basic aims and purposes of The Association
- (e) such action as The Association may from time to time deem expedient for the purpose of procuring contributions to its funds
- (f) the printing and publishing of any document whether in physical or electronic form considered desirable for the promotion of the basic aims and purposes of the organisation;
- (g) the borrowing and raising of money on such terms as The Association sees fit;
- (h) subject to the provisions of the Trustees Act 1898, invest the monies of The Association in any manner the Committee determines;
- (i) the establishment and support, or aiding the establishment and support, of associations, institutions, funds and trusts calculated to benefit employees or past employees of The Association and their dependants and the granting of pensions allowances or other benefits to employees or past employees of The Association and their dependants and the making of payments towards insurance in relation to any of those purposes.
- (j) the purchase, acquisition or undertaking of all or any part of the property assets and engagements of any association which has become or is being amalgamated with The Association, or which may, in the view of the Committee, become so amalgamated;
- (k) all such other lawful acts as are incidental or conducive to attainment of the basic objects of The Association or of any of the objects and purposes specified in the foregoing provisions of clause 3(2);
- (l) the making of gifts subscriptions or donations to any fund authority or institution to which section 78(1)(a) of the *Income Tax Assessment Act 1936* of the Commonwealth relates.

PATRON

4. The Association may by a resolution of a General Meeting invite a person identified by that resolution to become a patron of The Association.

MEMBERS

5. (1) Every person who was a Member immediately prior to the adoption of

these Rules shall retain that membership subject to these Rules.

- (2) A person who is nominated and approved for membership as provided in these Rules is eligible to be a Member of The Association on payment of the annual subscription fixed under these Rules or as otherwise provided for under these Rules.
- (3) There shall be the following classification of membership:-
 - (a) An 'Individual Member' shall be a person who has been accepted by the Committee and paid an annual individual membership subscription as set by the Committee from time to time.
 - (b) An 'Honorary Member' shall be a person upon whom the Committee, in recognition of special service to The Association has by resolution conferred that title for such period of time as the Committee may determine.
 - (c) A 'Life Member' shall be a person who has in the opinion of the Committee rendered special, distinguished and continuing service, over a period of not less than fifteen years, to The Association, and upon whom the Committee, in recognition of same, has resolved so to award and present at the next AGM.
 - (d) Honorary and Life Members are exempt from all ordinary membership fees but shall be entitled to all the benefits and privileges of ordinary members.

ADMISSION TO MEMBERSHIP

6.
 - (1) A person may apply for membership of The Association by lodging the appropriate form, as published from time to time on The Association website, with the Secretary and accompanied with the appropriate subscription fee.
 - (2) The Secretary shall present each application received to the next Committee Meeting.
 - (3) The Committee is free to deal with the application at any Meeting at which it sees fit, and may accept or otherwise any application without any obligation to give reason(s) for any decision made
 - (4) The Secretary shall advise the applicant of the success or otherwise of his application, and publish the names of successful applicants in The Association newsletter and return the subscription tendered by unsuccessful applicants.

CESSATION OF MEMBERSHIP

7.
 - (1) A Member may resign at any time from The Association by delivering to the Secretary an unconditional and unqualified written notice signed and dated by the Member.
 - (2) Such notice shall be effective immediately on receipt by the Secretary and:-
 - (a) every right and privilege of the person as Member will cease
 - (b) every obligation of the person as Member will cease except in

respect to Clause 8 and 9

- (3) No right, privilege or obligation of a Member shall be capable of transfer, transmission or assignment.
- (4) A Member shall cease to be a Member upon any of the following events:-
 - (a) upon resignation as in clause 7(1)
 - (b) should the Member sell or destroy or permit, arrange encourage or instigate such sale or destruction of any of the real property of The Association
 - (c) should the Member become of unsound mind
 - (d) should the Member become incapable of managing his or her own affairs
 - (e) upon the decision of the Committee, should the subscription of the Member fall into arrears by three or more months.

LIABILITY OF MEMBERS

8. (1) A person who ceases to be a Member shall remain liable to The Association for all unpaid subscriptions with respect to any period during which the person was a Member.
- (2) Neither Clause 8 or 9 (excepting (9)(1)) shall have application to Honorary and Life Members.

WINDING UP

9. (1) In the event The Association is wound up or dissolved:-
 - (a) every Member and any Life Member of less than twelve months standing shall be liable to contribute to the asset of The Association for payment of its debts and liabilities and for costs charges and expenses of the winding-up, such contribution not exceeding the amount of the unpaid membership contribution, as may be required.
- (2) Notwithstanding the provisions of clause 9 (1)(a), a former Member shall not be liable to contribute to debts and liabilities of The Association which were contracted after that person ceased to be a Member.
- (3) Surplus assets shall be made available to the organisations The Association has supported in the previous twelve months or as determined by resolution of the Members at a Special General Meeting called for the purpose.

INCOME and PROPERTY

10. (1) The income and Property of The Association, however derived, shall be applied solely towards the objects and purposes of The Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any Member of The Association.
- (2) The Association shall not pay any Member any monies whatsoever except for reimbursement of out of pocket expenses or for services rendered or goods supplied by a Member to the Association in the ordinary course of business.

- (3) An inventory of the real property of the Association shall be maintained in Schedule 'A' as attached to this document after clause 31.

RECEIPTS and EXPENDITURE

11. (1) The Treasurer, or such other person as may be nominated by the Committee, shall receive all money paid to the Association and issue a receipt for same on request .
- (2) The Treasurer or such other person as may be nominated by the Committee shall promptly deposit all monies received on behalf of The Association into its Bank account.
- (3) All payments made on behalf of the Association shall be authorised by the Committee and recorded in the Minutes.
- (4) The Treasurer shall faithfully keep all accounting books and records of receipts and expenditure of The Association in such form and manner as the Committee directs.
- (5) The Treasurer shall make regular reports detailing the cash receipts and disbursements and the financial status of The Association to the Committee from time to time at their behest.
- (6) All payments made by the Association shall be by instruments countersigned by two Executive members of the Committee. All payments made by and on behalf of The Association shall be made by such instruments.
- (7) The Treasurer shall draft a Profit and Loss Statement and a Balance sheet at the end of every financial year and present same with all records from which the accounts are derived to the auditor of The Association. Additionally, the Treasurer shall supply all explanations requested by the auditor concerning the accounts or any part thereof.

AUDITOR

12. (1) The AGM will affirm the appointed auditor
- (2) The Committee will appoint the auditor
- (3) A person appointed as Auditor may hold office until the close of the Annual General Meeting held next after his appointment, and shall be eligible for reappointment.
- (4) The Auditor shall certify in writing as to the correctness or otherwise of the accounts of The Association and shall report thereon to the Members present at the Annual General Meeting.
- (5) The report of the Auditor shall cover the full financial year of the Association
- (6) The Auditor and his report will satisfy the legal requirements laid down for his function by the State of Tasmania.

ANNUAL GENERAL MEETING

13. (1) The Association shall hold an annual General Meeting in each calendar year, within three months of the close of the previous financial year.
- (2) The financial year shall begin on the first day of January and end on

- the last day of December of each year.
- (3) The Annual General Meeting shall be specified as such in the notices convening it.
 - (4) The notice for an Annual General Meeting shall be given in the newsletter of The Association at least two weeks prior to the Meeting date.
 - (5) The ordinary business of the Annual General Meeting shall be:-
 - (a) to confirm the minutes of the previous Annual General Meeting
 - (b) to receive from the Committee and the Auditor reports upon the transactions of the preceding financial year.
 - (c) to elect the Executive Officers and the Ordinary Committee members
 - (6) To transact special business of which due notice has been given.

SPECIAL GENERAL MEETING

14.
 - (1) The Committee may convene at any time a Special General Meeting
 - (2) A Special General Meeting must be convened at the written request of ten or more members
 - (3) A requisition for a Special General Meeting shall state the objects of the Meeting and shall be signed by the requisitionists and deposited at the office of the Association
 - (4) The requisitionists may convene the Special General Meeting if the committee fails to do so within twenty-one days from the lodging of the requisition, but any Meeting so convened must be held within three months of that lodging date.
 - (5) A Special General Meeting convened by the requisitionists shall be convened as nearly as possible in the same manner as an ordinary Meeting and the requisitionists may be reimbursed for all out of pocket expenses incurred in calling, notifying and holding such Meeting.

GENERAL MEETINGS and QUORUMS

15.
 - (1) The Secretary of The Association shall advertise the dates of General meetings at least 14 days before each Meeting in the newsletter and on the website of The Association .
 - (2) No Business of The Association shall be dealt with at any Meeting of the Association unless a Quorum of members is present.
 - (3) All business that is transacted at a Special General Meeting and all special business that is transacted at an Annual General Meeting shall be deemed to be special business.
 - (4) Fifteen members personally present constitute a quorum for the transaction of business of a Special or Annual General Meeting.
 - (5) If within one half of one hour after the advertised start time of a General Meeting a quorum is not attained the Meeting, if convened on the requisition of the members, shall be dissolved and lapse; otherwise it shall be adjourned to the same time and place in the following week and if a quorum is not attained at the adjourned Meeting the Meeting is dissolved.

PRESIDENT to PRESIDE at GENERAL MEETINGS

16. (1) The president, or in his absence a Vice-President shall preside at a General Meeting.
- (2) If the President and the Vice-President are absent from a General Meeting, the members present shall elect one of their number to preside.

ADJOURNMENT of GENERAL MEETINGS

17. (1) The chairman of a General Meeting properly constituted may, with the consent of the Meeting adjourn the Meeting from time to time and place to place, but only unfinished business may be dealt with at such adjourned Meeting.
- (2) Where a Meeting is adjourned for 14 days or more, the Secretary shall give notice of the resumed General Meeting in the same manner as was given notice of the adjourned Meeting.
- (3) Every Member, as of right, shall be entitled to attend a General Meeting and a resumed General Meeting.

DETERMINATION of QUESTIONS ARISING at GENERAL MEETINGS

18. A question before a General Meeting shall be determined by a simple majority on a show of hands and, unless before or on the declaration of the result, a ballot is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried, or carried unanimously or by a declared margin, or lost together with an entry in accordance with such declaration in the minute book of The Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

VOTES

19. (1) Every Member present shall have one vote upon a matter or question arising at a General Meeting.
- (2) Members may vote personally at any General meeting or by postal vote if a voting slip is requested from the Secretary no less than seven days before a Meeting and returned 24 hours before the starting time of the Meeting.
- (3) In the case of an equality of voting on a question the person presiding over the Meeting is entitled to a second vote.

TAKING OF POLL

20. (1) If at a Meeting a poll on any question is demanded, it shall be taken in such manner as the chairman directs and the result of the poll shall be binding.
- (2) A poll that is demanded on the election of a chairman or on a question of adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken before the close of the Meeting as the chairman directs.

AFFAIRS OF ASSOCIATION TO BE MANAGED BY THE COMMITTEE

- 21 (1) The affairs of the Association shall be managed by a Committee as

- stipulated by these rules.[this constitution]
- (2) The Committee may exercise all powers and functions of The Association in managing its business and affairs, other than those powers or functions which are required to be exercised by a General Meeting.
 - (3) In managing the business and affairs of The Association the members of the Committee shall act in the bona fide interests of The Association and in good faith, and exercise due care and diligence.

OFFICERS OF THE ASSOCIATION

22. (1) The Committee shall be comprised of the following Officers:-
 - (a) The executive
 - (i) a President
 - (ii) a Vice-President
 - (iii) a Treasurer
 - (iv) a Secretary
 - (b) five Ordinary Committee members
- (2) The Officers of the Association shall be nominated for election as specified in these Rules [this Constitution]

ELECTION OF OFFICERS OF THE ASSOCIATION

23. (1) A nomination of a Member for election as an Officer of The Association shall be in writing signed by two nominating Members and the nominee, and that nomination shall specify the office for which the nomination is made.
- (2) Nominations shall be delivered to the Secretary at least 14 days before the pending Annual General Meeting.
- (3) In the event of insufficient nominations being received before the Annual General Meeting to fill all the Offices, nominations may be made from the floor for those vacancies.
- (4) Officers of the Association shall hold office from the end of the Annual General Meeting at which they were elected until the close of the following Annual General Meeting. Voting for Officers will be done at the Annual General Meeting.
- (5) In the case of a casual vacancy the Committee may appoint a Member to fill the vacancy until the end of the next following Annual General Meeting.
- (6) Voting will be by secret ballot for contested positions, at the direction of the President, and by acclamation for non-contested positions.
- (7) The Person Presiding shall declare the results of all or any polling and declare the result to the Meeting, that the persons so named are duly elected to the particular office named.

VACATION OF OFFICE

24. (1) An office shall become vacant in the event that the Member holding that office shall:-
 - (a) die; or
 - (b) becomes bankrupt or applies to take advantage of any law

relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit; or

- (c) becomes of unsound mind, or become unable to manage his or her personal affairs; or
- (d) resigns his office by writing under his hand addressed and delivered to the Committee; or
- (e) ceases to be a permanent resident of Tasmania; or
- (f) fails, without leave granted by the Committee, to attend three consecutive meetings of the Committee; or
- (g) fails to pay any portion of his annual subscription within 30 days of same being due.

COMMITTEE MEETINGS

25. (1) The Committee shall normally meet every month prior to a function or event of The Association.
- (2) The Executive shall meet monthly to deal with matters of expediency. All decisions made by them to be ratified by the next following Committee Meeting.
- (3) Meetings shall be held at a place and time as the Executive and or Committee may from time to time determine.
- (4) No Meeting shall proceed without a quorum present.
- (5) A quorum for any Executive or Committee Meeting shall be more than half of the officers present. If a quorum is not attained within half of one hour after the advertised starting time, the Meeting will be adjourned for one week. If a quorum is not achieved at the adjourned Meeting, the Meeting lapses.
- (6) At meetings of the Committee the president presides, and in his absence the Vice-President, and in the absence of both the Meeting may elect one of those present to preside.
- (7) Questions arising at any Meeting will be determined by a show of hands or, if demanded by a Member, by a poll, taken in such manner as the person presiding shall determine.
- (8) Each officer has one vote excepting that in a tied vote the person presiding may exercise a second vote.
- (9) Written notice of each Committee Meeting will be given to each Officer by email and will be advertised in the newsletter and the website of the Association. The Executive officers will provide reports as appropriate and as determined by the Committee.
- (10) Where Committee members are polled between regular meetings via email for an opinion on a matter, all submissions on the question will be tabled at the next meeting.
- (11) Minutes of all Executive and Committee meetings will be circulated to all officers of the Association as soon as possible after such Meeting.

DISCLOSURE of INTEREST in CONTRACTS

26. (1) A Member of the Committee who is interested directly or indirectly in any contract or arrangement made or proposed to be made with

the Association shall disclose that interest at the first Meeting of the Committee at which the contract or arrangement is first taken under consideration.

- (2) If a Member of the Committee becomes interested in a contract or arrangement with The Association after it is made or entered into that interest shall be disclosed to the first Meeting of the Committee after that interest arose.
- (3) No Member of the Committee having any interest falling under any provision of this rule 26 shall remain in a Meeting of the Committee whilst the interest or the contract or arrangement is under consideration.

SUB-COMMITTEES

27. (1) The Committee may at any time appoint a sub-Committee comprised of Members or of members of the Committee or both, and the Committee shall name the Presiding Person of each sub-Committee and shall specify the purpose of each sub-Committee and may at any time and from time to time change the membership of a sub-Committee and may specify and alter conditions and constraints upon a sub-Committee.
- (2) The Committee may appoint a person as an adviser to a sub-Committee and may remunerate such person as it sees fit if that person is not a Member and that person shall be entitled to attend meetings but shall have no voting rights.
- (3) The Presiding Person of each sub-Committee shall report to the Committee as requested by the Committee.
- (4) The Committee may abolish any sub-Committee at any time.
- (5) A sub-Committee may consist of one member especially appointed by the Committee to represent the Association in external organisations as the Committee deems desirable from time to time.

ANNUAL SUBSCRIPTION

28. (1) Every Member, other than an Honorary or Life Member shall pay to The Association an annual subscription in advance for each year at the commencement of each year.
- (2) The Committee shall determine the subscription fee for the coming year at the last Meeting of the current year.

TERMINATION OF MEMBERSHIP

29. (1) The Committee may, by a two-thirds majority decision, expel a Member of The Association if, in the opinion of the Committee the Member has been guilty of conduct detrimental to the interests of The Association.
- (2) Such expulsion will be notified to the Member by the Secretary in writing and without undue delay stating the expulsion decision and specifying the reasons for the expulsion and informing the Member of his right to call a Special General Meeting.
- (3) Such expulsion will take effect after 14 days except if the Member appeals by successfully calling a Special General Meeting.

- (4) If a Special General Meeting is called, it must be held within twenty-one days of being called.
- (5) Voting at such a Special General Meeting shall be by secret ballot.
- (6) The decision of the Special General Meeting is final.

THE SEAL

30. The Common Seal of the Association shall be in the care of the Secretary or such other Officer of the Committee as the Committee may from time to time name, and shall not be fixed to any document except on a resolution to that effect by the Committee and then shall be affixed in the presence of the Secretary and of two other Officers, or of three Officers, each of whom shall sign the document as attesting witness. Such attestation is sufficient for all purposes that the seal was fixed by authority of the Committee.

ALTERATION OF RULES

31. (1) A proposal for alteration repeal suspension or amendment of these Rules, and a proposal for a new rule shall be recommended by or approved by the Committee, and thereafter shall be submitted to Members in General Meeting as a proposal, and if passed shall become a Special Resolution.
- (2) The notice for a General Meeting at which it is proposed to present a new or amended rule shall include the proposed or amended rule and a resume of its intention.

SCHEDULE 'A'

The real property of the Association includes:-

50% of the trademark "ATAP™"

The website <www.dutchaustraliansociety.org.au>

A 'clomp' - (large yellow fibreglass)

A Dutch street façade comprised of 7 steel panels approx. 2 x 5 M each

An Apple laptop computer

A marquee, incl. roof & 4 walls, 6 x 3 M.

Sundry cooking equipment

This Constitution was accepted by the AGM of the DAS on 20 February 2010.