

**Constitution
of the
Overseas Aid Fund for the Education of
Children in Vietnam (Inc.)**

Name of Association

1. The name of the Association is Overseas Aid Fund for the Education of Children in Vietnam Inc.

Definitions

2. (1) In these rules, unless the contrary intention appears – “the Act” means the Associations Incorporation Act 1987 and includes any amendments to that Act;
“the Association” means the Association referred to in rule 1;
“the Chairperson” means –
 - (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 10; or
 - (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 9(1)(a) or, if that person is unable to perform his functions, the Vice-Chairperson;“the Committee” means the Committee of Management of the Association referred to in rule 9(1);
“Committee meeting” means meeting referred to in rule 14(1);
“Committee member” means a person referred to in rule 9(1);
“financial year” has the meaning given by section 3(1) of the Act; a reference in that section to -
 - (a) “an incorporated association” or “the association” being construed as a reference to the Association; and
 - (b) “the committee” being construed as a reference to the Committee;“general meeting” means meeting convened under rule 15;
“member” means member of the Association;
“ordinary resolution” means resolution other than a special resolution;

“the Secretary” means the Secretary referred to in rule 9(1)(c);
“special resolution” has the meaning given by section 24 of the Act;
“the Treasurer” means the Treasurer referred to in rule 9(1)(d); and
“the Vice-Chairperson” means the Vice-Chairperson referred to in rule 9(1)(b)

(2) The masculine gender includes the feminine gender and the singular includes the plural.

Objects of Association

3. (1) The Association is constituted for the understanding for the undertaking of benevolent and charitable works and services for the relief of poverty, suffering, and misfortune, distress and helplessness, and specifically,
 - (a) to relieve poverty and suffering in Vietnam by establishing a charitable trust fund (“the fund”) for the provision of bursaries for the education of Vietnamese children and the support of their families.
 - (b) to appoint trustees to administer the fund;
 - (c) to raise monies for the fund by creating community awareness in Australia of the means by which poverty and suffering can be relieved by education and encouraging donations to the fund by individuals, families and community groups;
 - (d) to establish the criteria by which bursaries may be awarded to Vietnamese children;
 - (e) to appoint suitably qualified persons in Vietnam to award bursaries from the fund, give receipts, administer payments and supervise the proper application of bursaries by recipient children and their families; and
 - (f) to report to members of Association and donors to the fund of the operation of the fund on an annual, or more frequent basis.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

(3) Association is established for the benefit of Vietnamese children and their families and the bursaries from the fund are available to every member of the class of the public as the Association aims to benefit, without discrimination of any sort.

Powers of Association

4. Association shall have the powers conferred by Section 13 of the Act.

Members

The Association shall consist of all members appearing in the Register of Members and be members of the Association as at the date of the adoption of these rules at a general meeting. Other persons may become members in the manner prescribed in rule 5.

Qualifications for membership of Association

5. (1) Membership of the Association is open to persons who support the objects of Association.

(2) Members of the Association shall pay such subscription fee as may be fixed by the Committee from time to time.

Register of members of Association

6. (1) The Secretary shall on behalf of the Association keep and maintain a register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at the Secretary's place of residence.

(2) The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 7 or 8 to be deleted from the register of members referred to in a sub rule (1).

Resignation of members of Association

7. A member who delivers notice in writing of his registration from the Association to the Secretary or another Committee member ceases on that delivery to be a member.

Expulsion of members of Association

8. (1) If the Committee considers that a member should be expelled from membership of the Association because of conduct detrimental to the interests of the Association, the Committee shall communicate, either orally or in writing, to the member-

(a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and

(b) particulars of that conduct

not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under sub rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by or to make representations in writing to the committee, expel or decline to expel that member from membership of the Association and shall forthwith, after deciding whether or not to expel that member. Communicate that decision in writing to that member.

(3) Subject to subrule (5), a member who is expelled under subrule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision to expel is communicated under subrule (2).

(4) A member who is expelled under subrule (2) from membership of the Association shall, if he wished to appeal that expulsion, given notice to the Secretary of his intention to do so within the period of 14 days referred to in subrule (3).

(5) When notice is given under subrule (4) –

(a) The Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard or to make representations in writing to the Association at the general meeting, confirm or set aside the decision of the Committee to expel that member;

and

(b) the member who gave that notice to appeal against expulsion does not cease to be a member unless and until the decision of the Committee to expel him is confirmed under this subrule.

Committee of Management

9. (1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of:

(a) a Chairperson;

(b) a Vice-Chairperson;

(c) a Secretary;

(d) a Treasurer; and

(e) not less than two other persons, and not more than 10 other persons

all of whom shall be members of the Association elected to membership of that Committee at an annual general meeting or appointed under subrule (7).

(2) At the commencement of the first annual general meeting to be held after the incorporation of that Association under Act -

(a) if the Committee consists of an even number of members, half of that number; or

(b) if the Committee consist of an odd number of members, the integral numbers of members nearest to, and exceeding, half of that odd number, chosen by ballot, shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.

(3) At the commencement of each, successive annual general meeting after the annual general meeting referred to in subrule (2), those two Committee members who have served for longer periods than the other Committee members shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.

(4) A person who is eligible for election or re-election under this rule may –

(a) propose or second himself or herself for election or re-election and

(b) vote for himself.

(5) (i) The Secretary by notice to all members shall call for nominations for Committee membership no later than 30 days prior to annual general meeting and such nominations shall be made not later than 14 days after the date of the notice.

(ii) Nominations may be made and seconded by any member of the Association and must be agreed to by the member nominated.

(6) The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all members at the time that notice is given to those members of the calling of the annual general meeting at which that election is to be held.

(7) Election of Committee members, except as provided under subrule (8), shall be by ballot.

- (8) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled –
- (a) the Secretary shall report accordingly to the Chairperson at the annual general meeting concerned and the Chairperson shall declare those persons to be duly appointed as members of the Committee at that meeting.
- (9) When a casual vacancy within the meaning of rule 13 occurs in the membership of the Committee, the Committee may appoint a member to fill the vacancy.
- (10) A member appointed under subrule (9) of rule 9 shall -
- (i) hold office until the commencement of; and
 - (ii) be eligible for election to membership of the Committee at the next following annual general meeting.

Chairperson

10. (1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.
- (2) In the event of the absence from a general meeting of-
- (a) the Chairperson – the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson – a member elected by the other members present shall preside.
- (3) In the event of the absence from a Committee meeting of –
- (a) the Chairperson- the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson – a Committee member elected by the other Committee members present shall preside.

Secretary

11. The Secretary shall –
- (a) co-ordinated the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
 - (c) comply on behalf of the Association with –
 - (i) section 27 of the Act in respect of the register of members of the Association;
 - (ii) section 28 of the Act in respect of the rules of Association; and
 - (iii) section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association;
 - (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 12 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (e) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

12. The Treasurer shall –
- (a) be responsible for the receipt of all moneys paid to or received by, or by him behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
 - (c) make payments from the funds of the Association with the authority of a general meeting or the Committee and in so doing ensure that all cheques are signed by one office bearer other than himself;
 - (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;

- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraph (d) and (e); and
- (g) perform such other duties as are imposed by those rules on the Treasurer.

Casual vacancies in membership of Committee

13. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-
- (a) dies;
 - (b) resigns from the Committee by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than –
 - (i) three consecutive Committee meetings; or
 - (ii) three Committee meetings in the same financial year of which he has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
 - (iii) ceases to be a member of the Association.

Proceedings of Committee

14. (1) The Committee shall meet together for the dispatch of business not less than once in each calendar month and the Chairperson may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberate vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberate vote.
- (4) At a Committee meeting four Committee member constitute a quorum.
- (5) Subject to these rules, the procedure and order or business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- (6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

General meetings

15. (1) The Committee –
- (a) may at anytime convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
 - (c) shall, within 30 days of –
 - (i) receiving a request in writing to do so from less than five members – convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 8 (4) – convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request to in subrule 1(c) (i) shall –
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not covered within the relevant period of 30 days referred to:
- (a) in subrule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in subrule (1) (c)(ii), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under subrule (3) (a) or (b) –
- (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all meetings; and

- (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.

- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.

- (6) A notice given under subrule (5) shall specify –
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

- (7) In the case of an annual general meeting, the order in which business is to be transacted is –
 - (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, the election of Committee members to replace outgoing Committee members; and
 - (c) third, and other business requiring consideration by the Association in a general meeting.

- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting as which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

- (9) The Secretary may give notice under subrule (5) or (8) by –
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register or members kept and maintained under section 27 of the Act.

(10) When a notice is sent by post under subrule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Quorum and proceedings at general meetings

16. (1) At a general meeting six members present in person or by proxy constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 15 (5) or (8) –

(a) as a result of a request or notice referred to rule 15 (1) (c) or as a result of action taken under rule 15 (3) a quorum is not present, the general meeting lapses; or

(b) otherwise than a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by subrule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 15 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting –

(a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and

(b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.

(8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).

(9) At a general meeting, a poll may be demanded by the Chairperson or by two or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.

(10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

Minutes of meetings of Association

17. (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and the then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under subrule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the care requires.

(3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that –

(a) the general meeting or Committee meeting to which they relate (in this subrule called “the meeting”) was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact place thereat; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

18. (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) A member which is a body corporate may appoint in writing a natural person, whether or not he is a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under subrule (2) shall be so made by resolution of the board or other governing body of the body corporate concerned –

(a) which resolution is authenticated under the common seal of that body corporate; and

(b) a copy of which resolution is lodged with the Secretary.

(4) A person appointed under subrule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a

member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

19. A member (in this rule called “the appointing member”) may appoint in writing another member who is natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

Rules of Association

20. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in section 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Association

21. (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 17.
- (3) The affixing of the common seal of the Association shall be witnessed by any two of the office-bearers.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or such other person as the Committee from time to time decides.

Inspection of records, etc of Association

22. A member may at any reasonable time inspect without charge the books, records and securities of the Association.

Distribution of surplus property on winding up Association

23. (1) The Association shall not be dissolved except by resolution passed by a three-fourths majority of the members present at a special Committee meeting.

(2) If on dissolution of the Association, there shall remain, after satisfaction of the expenses of the winding up and of all its debts and liabilities and property of whatever nature, the same shall not be paid to or distributed amongst members but shall be given upon trust to the Roman Catholic Archbishop of Perth, to hold these funds for an association or body with like objects to the Association to be chosen by him in his absolute discretion and which shall prohibit the distribution of its or their income among its or their members.