Erasmus Foundation

Netherlands Australian Cultural Society Inc.

Reg. No. A0024583P | ABN 38 227 754 980

RULES

20 October 2009

These Rules supersede the corresponding Rules ("Constitution"), effective from 15 October 1991

ASSOCIATIONS INCORPORATIONS ACT 1981,
INCORPORATING AMENDMENTS OF JULY 1998 AND APRIL 2009

RULES

of the
Erasmus Foundation Netherlands Australian Cultural Society Inc

RN A0024583P ABN 38 227 754 980

1. NAME

The name of the incorporated Association is "Erasmus Foundation Netherlands Australian Cultural Society Incorporated" (in these Rules called "the Society").

2. DEFINITIONS

2.1 In these Rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 1981, and incorporating subsequent amendments.

"Committee" means the Committee of Management of the Society.

"Financial Year" means the year ending on 30 June.

"General Meeting" means a general meeting of members convened according to Rule 14.

"Member" means a member of the Society.

"Model Rules" means the Model Rules for an Incorporated Association as suggested by the Associations Incorporations Act (1981), Schedule 5.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Society under Rule 21.

"Regulations" means regulations under the Act.

"Relevant documents" has the same meaning as under the Act.

2.2 In these Rules, a reference to the Public Officer of the Society is a reference:

(a) if the position of 'Public Officer' is recognised under the Act - to that person; and

(b) in any other case, to the Secretary of the Society.

3. OBJECTS

The Objects of the Society are:

(a) to promote knowledge and understanding of the culture of the Netherlands among Australians and Netherlanders living in Australia;

(b) to promote understanding and friendship between Australians and Netherlanders living in Australia;

(c) to undertake, sponsor and support such activities as will, in the opinion of the Committee of the Society, contribute to achieving the objects in (a) and (b) above.

4. ALTERATION OF THE RULES, NAME AND OBJECTS

These Rules, the name of the Society, and the objects of the Society may not be altered except in accordance with the Act.

5. MEMBERSHIP

5.1 Any person interested in the objects of the Society is eligible to apply for membership.

5.2 A person who applies and is approved for membership as provided in these Rules and by policy as set from time to time, is eligible to be a member of the Society on payment of the entrance fee and subscription payable under these Rules.

5.3 A person who was not a member of the Society at the time of the incorporation of the Society (or who was such a member at that time but has ceased to be a member) needs to apply as a new member.

5.4 Application for membership must be lodged with the Secretary of the Society on a form provided by the Society and accompanied by the applicable entrance fee and subscription.

5.5 As soon as is practicable after the receipt of an application, the Secretary must refer it to the Committee which, by correspondence, or at its next meeting, will determine whether to approve or reject the application.

5.6 As soon as the Committee has made a decision on an application, an officer of the Society must notify the applicant accordingly.

5.7 On approval of membership and receipt of the appropriate fees and subscriptions, the Secretary must cause the applicant’s name and contact details to be entered in the register of members, thus making the applicant a member of the Society.

5.8 A right, privilege, or obligation of a person by reason of being a member of the Society cannot be transferred or transmitted to another person and terminates upon the cessation of membership.

5.9 The Committee, at its discretion, may establish and maintain ancillary categories of membership, such as ‘honorary membership’ (e.g. in recognition of outstanding service to the Society) and ‘associate membership’ (e.g. for younger persons, students, or for people who do not participate actively in the Society’s activities but may wish to be otherwise involved).

6. MEMBERSHIP PRIVILEGES

A member has the right to attend all meetings, lectures, social functions and other events of the Society.

7. REGISTER OF MEMBERS

The Secretary or, at the discretion of the Committee, another officer of the Society, must keep and maintain a Register of Members in which are entered and maintained the full name, the address, and date of entry of each member. The register must be available for inspection free of charge by members, on request to the Secretary.

8. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

8.1 Whether a entrance fee is payable by new members and if so, how much, shall be determined by the Committee from time to time.

8.2 An annual subscription is payable by each member.

8.3 The amount of such annual subscription and its due date will be as determined by the Committee from time to time.

8.4 If, after reasonable reminders, any due membership subscription has not been paid within three months of the due date, the member will be deemed to be non-financial and the Committee may resolve to suspend or expel that member as per the provisions of Rule 10.

8.5 The Committee has power to refund in part or in whole a subscription paid by a member.

8.6 The Committee has power to waive any subscription or part thereof payable by a member.

9. RESIGNATION OF MEMBERSHIP

9.1 A member of the Society who has paid all moneys due and payable to the Society may resign from the Society by giving notice in writing to an officer of the Society.

9.2 Details of the resignation must be appropriately recorded in the Register of Members.

10. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

10.1 Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Society, the committee may, by resolution, suspend that member for a specified period, or expel that member from the Society.

10.2 A resolution as per 10.1 takes effect if and when the Committee confirms such resolution after all provisions of Rule 10 have been complied with or exhausted.

10.3 The Secretary must cause the member concerned to be advised of a resolution under 10.1 as soon as is practicable. The notice to that member must contain the grounds on which the resolution is based as well as a reminder about the provisions for appeals as per this Rule 10.

10.4 The member may, within 48 hours of receipt of a notice under 10.3, give written notice of his or her wish to appeal the resolution to the Committee.

10.5 The Committee must, no sooner than 14 days and not later than 28 days after receipt of such notice, call a Committee meeting to reconsider the resolution. The Secretary must cause the member to be notified of this meeting as soon as is practicable. The notice must include the date, place and time of the meeting and advise the member that he or she may attend the meeting, or provide a written statement to the meeting, or do both.

10.6 At the meeting called under 10.5 the Committee must give the member fair hearing and give fair consideration to any written statement, and decide whether to confirm or revoke its resolution.

10.7 If the Committee has confirmed its resolution, the member may, within 48 hours, give written notice that he or she wishes to appeal the decision to the Society.

10.8 On receipt of a notice under 10.7, the Committee must convene a Special General Meeting of the Society to be held within 21 days of receiving such notice.

10.9 At a Special General Meeting convened under 10.8:

(a) No business other than the appeal must be conducted;

(b) The Committee may present to the meeting its reasons for the resolution;

(c) The member concerned, or his or her representative, must be given an opportunity to be heard;

(d) The members present must vote by secret ballot on whether the resolution should be confirmed or revoked;

(e) The resolution is confirmed if not less than a two-thirds majority of those present, and entitled to vote, vote in its favour. Otherwise the resolution is revoked.

11. DISPUTES AND MEDIATION

11.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:

(a) a member and the Society; or

(b) a member and another member, in a matter concerning the affairs of the Society.

11.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.

11.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

11.4 The mediator must be:

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement:

(1) if the dispute is between a member and another member, a person appointed by the Committee of the Society;

(2) if the dispute is between a member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Justice Department), or such other body as may take its place.

11.5 A member of the Society can be a mediator.

11.6 The mediator cannot be a member who is a party to the dispute.

11.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

11.8 The mediator, in conducting the mediation, must:

(a) give the parties to the mediation process every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

11.9 The mediator must not determine the dispute.

11.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12. ANNUAL GENERAL MEETING

12.1 The Society must, in each calendar year, and as soon as practicable after the end of the financial year, convene an Annual General meeting of its members at such date, time and place as determined by the Committee, and so as to conform with the requirements of the Act.

12.2 The Annual General Meeting must be specified as such in the notice convening it.

12.3 The ordinary business of the Annual General Meeting shall be:-

(a) to confirm the minutes of the previous Annual General Meeting and of any other General Meeting held since that meeting;

(b) to receive from the Committee reports on the transactions of the Society during the last preceding financial year;

(c) to elect officers of the Association and the ordinary members of the Committee;

(d) to receive and consider the statement(s) submitted by the Society in accordance with Section 30 of the Act;

12.4 All other business is ‘special business’, and may be conducted provided notice has been given in accordance with these Rules.

13. SPECIAL GENERAL MEETINGS

13.1 In addition to the Annual General Meeting, any other general meetings may be held in the same year.

13.2 All general meetings other than the Annual General Meeting are called Special General Meetings and all business conducted at such a meeting is “special business”.

13.3 The Committee may, whenever it thinks appropriate, convene a Special General Meeting of the Society.

13.4 If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.

13.5 The Committee must convene a Special General Meeting of the Society if not less than 5% of members request so in writing.

13.6 The request for a Special General Meeting must state the objects of the meeting, be signed by the members requesting the meeting and be sent to the address of the Secretary.

13.7 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

13.8 A Special General Meeting convened by members in accordance with these Rules must, as far as possible, be convened in the same manner as a meeting convened by the Committee.

14. NOTICE OF GENERAL MEETINGS

14.1 The Secretary of the Society must deliver a notice stating the place, date, and time of the meeting, and the nature of the business to be transacted, to each member at least fourteen days before the date fixed for holding a general meeting.

14.2 For Special Resolutions as defined in the Act (eg a change to the Rules), -

(a) the period of notice must be varied if necessary, to comply with the Act;

(b) the notice must make it clear that the proposed resolution is a ‘Special Resolution’, and must set out the full details of the proposed special resolution

14.3 Notices may be given to the member:-

(a) in person, or

(b) by pre-paid post to their address as it appears in the register of members, or

(c) by other means as agreed by the member.

14.4 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

14.5 A member wanting to bring any business before a meeting must notify the Secretary, in writing or by electronic transmission, who must include that business in the notice calling the next general meeting.

15. QUORUM AT GENERAL MEETINGS

15.1 No item of business may be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

15.2 Seven members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

15.3 If a quorum is not present within half an hour of the appointed time for the commencement of a general meeting:

(a) In the case of a meeting convened upon the requisition of members - the meeting must be dissolved;

(b) In the case of any other meeting - the meeting shall stand adjourned to the same day in the next week at the same time and at the same place, unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned.

15.4 If at the adjourned meeting a quorum (being not less than four) is not present within half an hour after the time appointed for the commencement of the meeting, the meeting lapses.

16. PRESIDING AT GENERAL MEETINGS

16.1 The President, or in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Society.

16.2 If the President and the Vice-President are both absent from a general meeting or unable to preside, the members present must elect one of their number to preside as Chairperson.

17. ADJOURNMENT OF GENERAL MEETINGS

17.1 The person presiding may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

17.2 If a meeting is adjourned for 14 days or more, a notice of the adjourned meeting must be given in accordance with Rule 14.

17.3 Except as provided in 17.2 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. VOTING AT GENERAL MEETINGS

18.1 Upon any question arising at a general meeting, each member has one vote only.

18.2 All votes must be given in person or by proxy.

18.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

18.4 Only financial members, as defined in Rule 8, are entitled to vote.

18.5 Unless a poll is demanded as per 18.6, a question arising at a general meeting of the Society shall be determined on a show of hands. A declaration by the Chairperson that a resolution has, on a show of hands, been carried (unanimously, or by a particular majority), or lost, and an entry made to that effect in the Minutes of the meeting, is evidence of the outcome of the vote.

18.6 If before or on the declaration of the show of hands a poll is demanded by at least three members present, it shall be taken immediately in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

19. PROXIES

19.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

19.2 The notice appointing the proxy must be on a form provided by the Committee.

20. COMMITTEE

20.1 The affairs of the Society shall be managed by a Committee.

20.2 The Committee:-

(a) controls and manages the business and affairs of the Society;

(b) may, subject to these Rules, the Act, and the Regulations, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by general meetings of the Society;

(c) subject to these Rules, the Act, and the Regulations, has the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Society.

20.3 Subject to section 23 of the Act, the Committee shall consist of:

(a) the officers of the Society and up to four ordinary members, each of whom shall be elected at the Annual General Meeting of the Society in each year;

(b) The immediate past President, if not already included under (a) and if willing and able to serve on the Committee, may serve as an additional ordinary member.

21. OFFICE HOLDERS

21.1 The officers of the Society shall be:

(a) a President;
(b) a Vice-President;
(c) a Treasurer; and
(d) a Secretary.

21.2 Each officer of the Society shall hold office until the conclusion of the Annual General Meeting next after the date of his or her election and be eligible for re-election.

21.3 In the event of a casual vacancy in any office referred to in 21.1, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General meeting following the date of his or her appointment.

22. ORDINARY MEMBERS OF THE COMMITTEE

22.1 Subject to these Rules, each ordinary member of the Committee shall hold office until the conclusion of the Annual General Meeting next after the date of his or her election and is eligible for re-election.

22.2 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Society to fill the vacancy and the member so appointed may hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of his or her appointment.

23. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS

23.1 Only financial members of the Society are eligible to nominate for Committee positions.

23.2 Nominations of candidates for election as officers of the Society or as ordinary members of the Committee must be made:

(a) with the consent of the candidate, and

(b) by such method as the Committee may define from time to time.

23.3 A candidate may only be nominated for one office, or as an ordinary member of the Committee, prior to the Annual General Meeting.

23.4 If the nominations received are fewer than the vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.

23.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

23.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

23.7 Any ballot for the election of officers and ordinary members of the Committee must be conducted at the Annual General Meeting in such manner as the Committee may direct.

24. VACANCIES

For the purpose of these Rules, the office of an officer of the Society or of an ordinary member of the Committee becomes vacant:

(a) if the officer or member ceases to be a member of the Society; or

(b) if the officer or member resigns his or her office by notice given to the Secretary; or

(c) if no person has been elected to the particular position.

25. MEETINGS OF THE COMMITTEE

25.1 The Committee must meet at least five times in each year at such places and such times as the Committee may determine. Additional meetings may be held at the Committee’s discretion.

25.2 Special meetings of the Committee may be convened by the President or by any three members of the Committee.

25.3 Notice of all Committee meetings must be given to each Committee member, in such manner as determined and agreed by the Committee.

26. QUORUM FOR COMMITTEE MEETINGS

26.1 A quorum for the transaction of the business of a meeting of the Committee consists of any group of Committee members that:

(a) numbers not less than half of the total number of Committee members serving at that time; and

(b) includes at least one officer of the Society.

26.2 No business must be conducted unless a quorum is present.

26.3 If within one hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to an agreed place, date and time within one week of the adjourned meeting, unless the meeting was a special meeting in which case it lapses.

26.4 The Committee may act, notwithstanding any vacancy on the Committee.

27. PRESIDING AT COMMITTEE MEETINGS

At meetings of the Committee:-

(a) The President, or in the President's absence, the Vice-President presides; or

(b) If the President and the Vice-President are both absent, or unable to preside, the members present must choose one of their number to preside.

28. VOTING AT COMMITTEE MEETINGS

28.1 Questions arising at a meeting of the Committee, or at a meeting of any subcommittee appointed by the Committee, shall be determined on a show of hands or, if requested by a member, by a poll taken in such manner as the person presiding at that meeting may determine.

28.2 Each member present at a meeting of the Committee, or at a meeting of any subcommittee appointed by the Committee, (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

29. REMOVAL OF COMMITTEE MEMBER

29.1 The Society may, by resolution in a general meeting, remove any member of the Committee before the expiration of his or her term of office and appoint another member instead to hold office until the expiration of the term of the first-mentioned member.

29.2 A member who is the subject of a proposed resolution referred to in 29.1 may make representations in writing to the Secretary or President of the Society (not exceeding a reasonable length) and may request that the representations be provided to the members of the Society.

29.3 The Secretary or President may give a copy of the representations to each member of the Society or, if they are not so given, the member may require that they be read out at the meeting.

30. MINUTES OF MEETINGS

30.1 The Secretary of the Society must keep minutes of the resolutions and proceedings of each general meeting and of each Committee meeting, as well as a record of the names of those attending Committee meetings.

30.2 If the Secretary is absent or unable to take minutes, the Committee may appoint another Committee member to act as minute-taker.

31. FUNDS

31.1 The Treasurer of the Society must:

(a) collect and receive all moneys due to the Society and make all payments authorised by the Society;

(b) keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

31.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee, at least one being an officer of the Society.

31.3 The funds of the Society shall be derived from entrance fees, annual subscriptions, donations, grants, and such other sources as the Committee may determine.

31.4 The assets and income of the Society will be applied solely in furtherance of its objects as set out in Rule 3 and no portion will be distributed directly or indirectly to members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

32. SEAL

32.1 If the Society has a Common Seal, it must be kept in the custody of the Secretary.

32.2 Such a Common Seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal must be attested by the signatures either of two members of the Committee, of which at least one is an officer of the Society, or of one member of the Committee and of the Public Officer of the Society.

33. NOTICES TO MEMBERS

Except for the requirement of Rule 14, any notice that is required, under these Rules, to be given to a member by and on behalf of the Society, may be given by:

(a) delivering the notice to the member personally; or

(b) sending it by pre-paid post to the member’s address as shown in the register of members; or

(c) by facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or

(d) by electronic transmission, if the member has agreed that the notice may be given to him or her in this manner.

34. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

34.1 Except as otherwise provided in these Rules, the Secretary must keep in his/her custody or under his/her control all books, documents and securities of the Society.

34.2 All accounts, books, securities and any other relevant documents of the Society must be available for inspection free of charge by any member, upon request.

34.3 All office holders, former office holders, or members of the Society who have in their possession any documents belonging to the Society must return such documents to the Committee when they cease to hold these positions or cease to be a member of the Society, in accordance with the provisions of the Act.

35. AUDITOR

Where required by the Act, the Society must appoint an Auditor in accordance with the Act.

36. WINDING UP

In the event of the winding up of the Society, or cancellation of its incorporation, the assets remaining after payment of all debts and liabilities of the Society must be disposed of according to the provisions of the Act, providing always that such net assets be transferred to an association which is not carried on for profit or gain of its individual members.