

THE CONSTITUTION
OF THE
WAGGA AFRICAN ASSOCIATION
(WAFRICA) Incorporated
OF
WAGGA WAGGA NSW, AUSTRALIA

January 2008

1st Amendment 2011

2nd Amendment July 2016

DRAFT

Article 1: NAME AND DEFINITIONS

- 1.1. The name of the body shall be the WAGGA AFRICAN ASSOCIATION (WAFRICA) Incorporated of Wagga Wagga ('Wagga'), hereinafter called the 'Association';
- 1.2. 'African' shall mean any person who is of African descent including partners Who may not have been born in Africa;
- 1.3. 'Wagga' shall mean the city of Wagga Wagga and its environ as determined by the executive community and any other area which in the opinion of the executive committee is within the environs of the city of Wagga Wagga.

Article 2: MISSION STATEMENT

- 2.1. The Wagga African Association (WAFRICA) Incorporated is the umbrella community organisation for all African communities living in Wagga Wagga and other interest groups. The Association is non-profit and apolitical aimed at promoting unity, solidarity; friendship; mutual understanding and co-operation amongst Africans and Australians, particularly through benevolent relief to those in need so that the Africans can integrate into the Australian society as productive residents.

Article 3: AIMS AND OBJECTIVES

- 3.1. To bring together and represent the intellectual and cultural interests of the African community in Wagga Wagga;
- 3.2. To assist in the integration and resettlement of Africans in Wagga Wagga;
- 3.3. To cater for the needs of the members by way of liaising with and/or linking members to the support structures/services provided by the government institutions and the local communities;
- 3.4. To empower community members to actively participate and involve in the affairs of the community;
- 3.5. To assist the association members in times of need by way of benevolent relief, including in time of happiness, sadness and extreme hardship;
- 3.6. To work co-operatively with public, private migrant and refugee service providers to support people in need and/or in extreme poverty;
- 3.7. To co-operate with other African Associations in other States;
- 3.8. To facilitate the active participation of Africans in community development programs and diverse cultural activities.

Amended –
"social and
sporting"
removed

Article 4: MEMBERSHIP

- 4.1. There shall be two categories of membership of the association, namely Ordinary membership, Associate or Ex-officio membership;
- 4.2. Ordinary membership shall be open to all Africans residing in Wagga upon payment of an annual subscription fee;
- 4.3. Associate or Ex-officio membership shall be open to any other person(s) willing to support the mission and the objectives of the Association and whose application for admission to this status is recommended by one member and seconded by another member and upon payment of an annual subscription fee;

- 4.4. Membership of persons who fall into the Associate or Ex-officio category shall be presumed;
- 4.5. Upon payment of annual subscription fee (refer to Article 11); a person shall be deemed an Ordinary Member, Associate or Ex-officio Member of the Association and henceforth be bound by this Constitution.

Article 5: EXPULSION OF MEMBERSHIP

- 5.1. Membership of the association shall be lost in respect of a member who is adjudged to be guilty of:
- (a) Malicious behaviour, wilful conduct prejudicial to the image or reputation of the Association and Australian Community;
 - (b) Embezzling and misappropriation of funds of the association;
 - (c) Refusing to pay fess, dues or levies imposed by the association within a reasonable time;
 - (d) Any other act or conduct which is inconsistent with the goals and objectives of the Association and found to be against the rule of law in Australia;
 - (e) Each member whose conduct, act or behaviour falls within a-d above, will be given a fair hearing unless such action is beyond the jurisdiction of the Association. Refer to Articles 18, 19 & 20 for details.

Article 6: ORGANS, COMPOSITION AND FUNCTIONS

6.1. THE ASSEMBLY

- 6.1.1. The assembly shall consist of all members of the Association;
- 6.1.2. The Assembly shall be the supreme body of the Association with power and authority to exercise in general meeting all the factions for the purpose of achieving the objectives of the Association;
- 6.1.3. Without prejudice to the generality of the statement in sub-paragraph (6.1.2) the Assembly shall have power to delegate any of its powers and authority to the other organs of the Association.

6.2. THE EXECUTIVE COMMITTEE

- 6.2.1. The Executive Committee shall consist of:
- (i) The President
 - (ii) The Vice President
 - (iii) The Treasurer
 - (iv) The General Secretary
 - (v) Women's Representative*
 - (vi) Youth Representative*
 - (vii) Programs Coordinator*
 - (viii) Educational Adviser*
 - (xi) Advisory Committee Representative*

**These positions may be co-opted during the term of the Executive Committee, if need be.*

- 6.2.2. The Function of each member of the Executive Committee shall be governed by the constitution of the association.
- 6.2.2.1. The Executive Committee shall carry out functions of the Assembly between general meetings for the purpose of achieving the aims and objectives of the Association;
- 6.2.2.2. Without derogation from the generality above, the Executive Committee shall formulate policies and plans and supervise the work of all the other committees of the Association;
- 6.2.2.3. The Executive Committee may appoint any committee or person(s) to assist in the implementation of its policies;
- 6.2.2.4. The Executive Committee shall be accountable to the Assembly

Article 7: DUTIES OF OFFICERS

7.1. PRESIDENT

- 7.1.1. Shall be head of the association and shall be responsible for coordination of all its activities;
- 7.1.2. Shall present a report at annual general and extra-ordinary meetings;
- 7.1.3. Shall call and preside at all meetings of the association;
- 7.1.4. Shall co-sign all cheques and financial transactions of the association;
- 7.1.5. Has powers to call 'special' meetings.

7.2. VICE PRESIDENT

- 7.2.1. Shall carry out the duties of the president in his/her absence;
- 7.2.2. Shall be the **Public Relations Officer** for the association;
- 7.2.3. Shall be responsible for the promotion and publicity of the association.

7.3. GENERAL SECRETARY

- 7.3.1. Shall keep all books of minutes at the meetings;
- 7.3.2. Shall arrange all general meetings and correspondents together with the Social Affairs Officer.

7.4. THE TREASURER

- 7.4.1. Shall keep all financial records of the association and update the association with all financial transactions;
- 7.4.2. Shall co-sign all financial transactions of the association.

7.5. PROGRAMS COORDINATOR

- 7.5.1. Shall liaise with other organisations on behalf of the association;
- 7.5.2. Shall be responsible for the organisation of social events.

Article 8: ELECTIONS OF THE EXECUTIVE COMMITTEE MEMBERS

- 8.1. Members of the Executive Committee shall be elected at the Annual General Meeting.
- 8.2. Casual vacancies shall be filled through elections within two (2) months.
- 8.3. All Ordinary and Associates members who have fully paid up their dues, fees and contributions shall be eligible for election to the executive committee.

- 8.4. Any member who has fully paid-up all necessary dues and who is absent from an election meeting shall be eligible for election if he /she appoints a proxy.

Article 9: TERM OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS

- 9.1. Unless re-elected, no officer shall hold office for more than two years (two terms of office).

Article 10: VOTING DURING ELECTIONS

- 10.1. Every member of the general assembly will have a right to vote.
- 10.2. Only members (ordinary and associate) who have fully paid-up their dues to the association are eligible to voted or elected in an executive committee.
- 10.3. 'Fully paid-up' shall mean up-to-date payment of subscription fee and other dues' as evidence in the financial book of records.
- 10.4. Voting in all elections shall be by secret ballot unless the executive committee thinks otherwise.
- 10.5. The candidate who polls the largest number of votes shall be declared elected;
- 10.6. Voting on sensitive issues (issues that are likely to break up the Association) shall be carried by a majority of at least two-thirds of the members present and voting.
- 10.7. In the case of a tie in the votes, subsequent ballots shall be conducted till the tie is broken.

Article 11: MEETINGS & MEMBERSHIP FEES

- 11.1. The Executive Committee and the Assembly must meet at least three or more times in each Calender year at such place and time as the committee may determine.
- 11.2. The Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an AGM of its members on such date and at such place and time as the committee thinks fit.
- 11.3. The Executive committee may convene an Extra-ordinary general meeting of the assembly on pressing issues of importance.
- 11.4. The Association shall determine the annual membership fees and any other dues necessary.

Article 12: PROCEEDINGS AT MEETINGS

- 12.1. A notice of the Annual General Meeting shall be issued by General Secretary at least one week before the meeting is held.
- 12.2. At any meeting of the Assembly, one-third of the total membership shall form a quorum.
- 12.3. Any meeting of the Assembly shall start with the acceptance of the minutes of the previous meeting (whether read at the current meeting or circulated to members before the meeting). The President and the General Secretary shall sign the accepted minutes which shall then be filed.
- 12.4. Except at the Annual General Meeting, the Treasurer shall present a brief report on the current financial status of the Association.
- 12.5. A simple majority (i.e. 51%) of the Executive Committee shall form a quorum at any Executive Committee meeting.

- 12.6. The President or, in the President's absence, the Vice President shall preside over the meeting of the Assembly and Executive Committee or delegate another member of the Executive Committee to do so under compelling circumstances.
- 12.7. In the absence of both the President and Vice President, any remaining member of the Executive Committee as may be chosen by the members present at the meeting is to preside.
- 12.8. The voting procedure shall be 'one member one vote'
- 12.9. Proxy voting is acceptable and a quorum for meetings of the association shall be one half of the members of the association

Article 13: VOTE OF NO CONFIDENCE

- 13.1. The Association shall have the power to pass a vote of no confidence on the Executive Committee or any officer who has acted in a manner contrary to the interests, aims and objectives of the Association.
- 13.2. Such an action shall be taken on the recommendation of a sub-committee elected by the members.
- 13.3. A Vote of no confidence shall be carried by a majority of at least two-thirds of the members present and voting.

Article 14: SOURCES OF FINANCE

- 14.1. The Association shall obtain its funds from membership fees, donations and other sources acceptable to the Association.
- 14.2. Membership fees shall be set by the Executive Committee in consultation with members at the Annual General Meeting.
- 14.3. The Association may apply for financial assistance from external bodies in accordance with the rule of such bodies.
- 14.4. No member shall incur any expenditure on behalf of the Association unless authorised by the Executive Committee and signed by the Treasurer and the President or the General Secretary. That is, any two can sign.
- 14.5. All funds, 'except petty cash', shall be deposited into the nominated Association's account at the financial institution within seven days of receipt.
- 14.6. All financial transactions including release of cheques on behalf of the association shall be approved by the majority in the executive committee and shall be signed for by the Treasurer, the President, the General Secretary, or the Public Officer. That is, any two can sign.
- 14.7. An Ad Hoc Audit committee shall be appointed by Assembly to examine the books of the association for each financial year before the Annual General Meeting.

Article 15: CUSTODY OF BOOKS

- 15.1. Except as otherwise provided by these rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

Article 16: INSPECTION OF BOOKS

- 16.1. The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

Article 17: MEMBERS' LIABILITIES

- 17.1. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by Article 11.

Article 18: RESOLUTION OF DISPUTES

- 18.1. A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- 18.2. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 18.3. The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

Article 19: DISCIPLINING MEMBERS

- 19.1. A complaint may be made to the committee by any person that a member of the association:
 - 19.1.1. has refused or neglected to comply with a provision or provisions of this constitution, or
 - 19.1.2. has wilfully acted in a manner prejudicial to the interests of the association.
- 19.2.1. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 19.3. If the committee decides to deal with the complaint, the committee:
 - 19.3.1. must cause notice of the complaint to be served on the member concerned, and
 - 19.3.2. must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - 19.3.3. must take into consideration any submissions made by the member in connection with the complaint.
- 19.4. The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 19.5. If the committee expels or suspends a member, the general secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under article 18.

- 19.6. The expulsion or suspension does not take effect:
- 19.6.1. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - 19.6.2. if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under article 18, whichever is the later.

Article 20: RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 20.1 A member may appeal to the association in general meeting against a resolution of the committee under article 17, within 7 days after notice of the resolution is served on the member, by lodging with the general secretary a notice to that effect.
- 20.2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 20.3. On receipt of a notice from a member under subclause (1), the general secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the general secretary received the notice.
- 20.4. At a general meeting of the association convened under subclause (3):
- 20.4.1. no business other than the question of the appeal is to be transacted, and
 - 20.4.2. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - 20.4.3. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 20.5. The appeal is to be determined by a simple majority of votes cast by members of the association.

Article 21: AMENDMENT OF THE CONSTITUTION

- 21.1. A decision to alter, amend, vary or abrogate the constitution shall be made by two thirds majority of the members present and voting
- 21.2. A committee shall be appointed by the Executive Committee to prepare the necessary change which shall be incorporated into the constitution after approval by members. The Office of Fair Trading shall be advised thereafter of any amendment.

Article 22: COMMON SEAL

- 22.1. The common seal of the association must be kept in the custody of the public officer.
- 22.2. The 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 or of one member of the committee and of the public officer or general secretary.

Article 23: NON-PROFIT CLAUSE

- 23.1. The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the

members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

Article 24: DISSOLUTION & WINDING-UP

24.1. The Wagga African Association (WAFRICA) Incorporated, may be dissolved by at least 75% vote of members of the general assembly by virtue of the Association's continued inactivity for a period in excess of twelve (12) months.

24.2. If the organisation is wound up or its endorsement as a deductible gift (DGR) recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- money received by the organisation because of such gifts and contributions.

New DGR clause...

24.3. On winding-up, the assets and income of the Association that remains after such winding-up and the satisfaction of all debts and liabilities shall be donated to a charity non-profit organisation.

Article 25: COMMENCEMENT

25.1. This Constitution and by-laws shall take effect once approved by Fair Trading and upon acceptance by the general assembly at a meeting held on 31 July 2016 in the City of Wagga Wagga, Australia.