

WELCOME TO  
**TOOWOOMBA**  
THE GARDEN CITY



# **CONSTITUTION** **of** **TOOWOOMBA MALAYALI** **ASSOCIATION (TMA) Inc**



Kerala is a state in India with its own language and cultural identity. The native language is Malayalam. The state of Kerala was formed in 1956 on the basis of language by merging the erstwhile kingdoms of Cochin, Travancore and Malabar. The name Kerala is derived from the coconut trees which are abundant in Kerala. Kera means coconut and Kerala means place where coconuts are in abundance. Kerala is beautiful and scenic and is called God's own country. It is geographically located at the southern tip of India. The National Geographical Society has referred to Kerala, as one of the 20 must see places in the world.

The association celebrates the national festival of Kerala, Onam and Christmas in a big way. The association also conducts various picnics to have more interaction between the community members.

Being a cultural and social organization our primary aim is to promote our language, culture and tradition

Kerala and Queensland are related in many ways has lot of rivers and mountains and coconut trees.



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## PART 1—PRELIMINARY

### 1 Name

The name of the incorporated association is "Toowoomba Malayali Association Incorporated".

#### Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### 2 Objectives

The main objectives of the Toowoomba Malayali Association are:

- a. To provide a forum for the Malayali community members residing from within 100 kilometres of Toowoomba CBD to preserve and foster their religious, moral, social, cultural, educational and artistic heritage and to preserve the Tradition of the Malayali Community.
- b. To establish a forum for youth to maintain and invigorate cultural heritage handed down by their Grand parents and parents
- c. To provide encouragement, support and incentive for the continued practices of the Malayali family life in India and its tradition
- d. To provide lay leadership so vital to the cultural and Traditional growth of the community.
- e. To raise, solicit and receive funds, charities and donations to carry out worthy humanitarian causes.
- f. To organize debates, lectures, exhibitions, and research works, outdoor entertainment, public meetings, conventions, classes and refresher courses.
- g. To award scholarship, medals, stipends, educational aids and loans to deserving candidates.
- h. To maintain contacts with other Malayali communities all over Australia
- i. To do all such acts and things as may be consistent with or incidental and conducive to the attainment of any or all of the above objectives.

### 3 Financial year

The financial year of the Association is each period of 12 months ending on 30<sup>th</sup> June

### 4 Definitions

In these Rules— ***absolute majority***, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

***Associate member*** means a member referred to in rule 14(1);

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

***Committee*** means the Committee having management of the business of the Association;

***Committee meeting*** means a meeting of the Committee held in accordance with these

Rules; ***committee member*** means a member of the Committee elected or appointed under

Division 3 of Part 5; ***disciplinary appeal meeting*** means a meeting of the members of the Association convened under rule 23(3);

***Disciplinary meeting*** means a meeting of the Committee convened for the purposes of rule 22;

***Disciplinary subcommittee*** means the subcommittee appointed under rule 20; ***financial year*** means the 12 month period specified in rule 3; ***general meeting*** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

***Member*** means a member of the Association; ***member entitled to vote*** means a member who under rule 13(2) is entitled to vote at a general meeting;

***Special resolution*** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

***The Act*** means the **Associations Incorporation Reform Act** and includes any regulations made under that Act; ***the Registrar*** means the Registrar of Incorporated Associations.

## **PART 2—POWERS OF ASSOCIATION**

### **5 Powers of Association**

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (1), the Association may—
  - (a) Acquire, hold and dispose of real or personal property;
  - (b) Open and operate accounts with financial institutions;
  - (c) Invest its money in any security in which trust monies may lawfully be invested;
  - (d) Raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) Secure the repayment of money raised or borrowed, or the payment of a debt or Liability;
  - (f) Appoint agents to transact business on its behalf;
  - (g) Enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- (4) The Head Quarters of the TMA shall be the residence of the president of the association or such other location decided by the General body.

### **6 Not for profit organisation**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Sub rule (1) does not prevent the Association from paying a member—

- (a) Reimbursement for expenses properly incurred by the member; or
- (b) For goods or services provided by the member—

If this is done in good faith on terms no more favourable than if the member was not a member.

**Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its **members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated** association is not taken to secure pecuniary profit for its members.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **7 Minimum number of members**

The Association must have at least 10 members. . The membership shall consist of two categories, (1) Ordinary Members and (2) Associate Members. There is no limit to the number of members in both categories.

#### **8 Who is eligible to be an Ordinary member?**

Any Malayali Community member who is: -

- (a) Born of Malayali parents (both parents should be Malayali) and
- (b) Residing from within 100 km of Toowoomba CBD

Is eligible to be the member of TMA.

#### **9 Application for membership**

- (1) To apply to become a member of the Association, a person must submit a written Application to a committee member or to secretary directly or by e-mail stating that the person-
  - (a) Wishes and eligible to become a member of the Association; and
  - (b) Supports the purposes of the Association; and
  - (c) Agrees to comply with these Rules.
- (2) The application—
  - (a) Must be signed by the applicant if given directly to a committee member and (b) may be accompanied by the joining fee as per decided by TMA executive committee.

**Note**

The joining fee is the fee (if any) determined by the Association under rule 12(3).

## **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application (It can be done only if the applicant doesn't meet the membership criteria), it must return any money accompanying the application to the applicant.
- (4) Reason need to be given for the rejection of an application.
- (5) Upon rejection of an application for membership, that individual has a right to appeal. Any such appeal must be considered by the executive committee to verify the eligibility for Ordinary or Associate membership.

## **11 New membership**

- (1) If an application for membership is approved by the Committee—
  - (a) The resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) The Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to Exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Committee approves the person's membership; or (b) the person pays the joining fee (if any).

## **12 Annual subscription and fee on joining**

- (1) At each annual general meeting, the Association must determine—
  - (a) The amount of the annual subscription (if any) for the following financial year; and
  - (b) The date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by associate members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) The full annual subscription; or
  - (b) A pro rata annual subscription based on the remaining part of the financial year; or
  - (c) A fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **13 General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) To submit items of business for consideration at a general meeting; and
  - (c) To attend and be heard at general meetings; and



- (d) To vote at a general meeting; and
- (e) To have access to the minutes of general meetings and other documents of the Association as provided under rule 76; and
- (f) To inspect the register of members.
- (g) At the same time, every member of TMA is obliged to work hard with the elected officers and the Executive committee for the betterment and prosperity of our community.

(2) A member is entitled to vote if—

- (a) The member is a member other than an associate member; and
- (b) More than 90 days have passed since he or she became a member of the Association; and
- (c) The member's membership rights are not suspended for any reason.

#### **14 Associate members**

(1) Associate members of the Association include—

- (a) Any members under the age of 18 years; and temporary resident (International students above 18 years of age)
- (b) Any other category of member as determined by special resolution at a general meeting.

(2) An associate member must not vote and cannot be elected/Nominated to committee, but may have other rights as determined by the Committee or by resolution at a general meeting.

#### **15 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

#### **16 Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death or a member no more meet the membership criteria.
- (2) A member who establish a membership in similar Malayali associations in Australia.
- (3) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

#### **17 Resigning as a member**

A member may resign by notice in writing given to the Association.

##### **Note**

Rule 75(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

#### **18 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) For each current member—
    - (i) The member's name;
    - (ii) The address for notice last given by the member;
    - (iii) The date of becoming a member;

- (iv) If the member is an associate member, a note to that effect;
  - (v) Any other information determined by the Committee; and
  - (b) For each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

**Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **Division 2—Disciplinary action**

### **19 Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) Has failed to comply with these Rules; or
- (b) Refuses to support the purposes of the Association; or
- (c) Has engaged in conduct prejudicial to the Association.
- (d) Has taken the initiative to harm the interest and reputation of TMA by way of  
Violations that include but not limited to press statements, mass mailing, and any.  
Other actions recommended by the general body.
- (e) Restrict any other member of the association to attend the association activities & meetings peacefully with their family.
- (f) As a member of Toowoomba Malayali Association we are obliged to conduct all our endeavours respectfully and sensibly. Children, Ladies and Elderly – parents are regular participants of our functions and there fore it is necessary that we set a great example of brotherhood and friendship. If anyone who displays disrespectful and any kind of unsafe behaviour in our functions, does not comply with our constitution, in any such case the chair of the function/meeting should promptly ask such people to leave the premises immediately. TMA Inc. executive committee must seek help from authorities, including QLD Police if such people do not respond positively to the request. This is to maintain the dignity of our community and make sure our members specially our children and our elderly are safe.

### **20 Disciplinary subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) May be Committee members, members of the Association or anyone else; but
  - (b) Must not be biased against, or in favour of, the member concerned.

### **21 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) Stating that the Association proposes to take disciplinary action against the member; and

- (b) Stating the grounds for the proposed disciplinary action; and
  - (c) Specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) Advising the member that he or she may do one or both of the following—
    - (i) Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) Give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) Setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **22 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) Give the member an opportunity to be heard; and
  - (b) Consider any written statement submitted by the member.
- (2) After complying with sub rule (1), the disciplinary subcommittee may—
  - (a) Take no further action against the member; or
  - (b) Subject to sub rule (3)—
    - (i) Reprimand the member; or
    - (ii) Suspend the membership rights of the member for a specified period; or
    - (iii) Expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **23 Appeal rights**

- (1) A person whose membership rights have been suspended or **an executive committee member removed from the office** or a member who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) To the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) To the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (a) Specify the date, time and place of the meeting; and

(b) State—

- (i) The name of the person against whom the disciplinary action has been taken; and
- (ii) The grounds for taking that action; and
- (iii) That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **24 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) No business other than the question of the appeal may be conducted; and
  - (b) The Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) The person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Division 3—Grievance procedure**

### **25 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) A member and another member; (only if seek Assistance from TMA)
  - (b) A member and the Committee;
  - (c) A member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **26 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 2 days of the dispute coming to the attention of each party.

### **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
  - (a) Notify the Committee of the dispute; and
  - (b) Agree to or request the appointment of a mediator; and
  - (c) Attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) A person chosen by agreement between the parties; or

(b) In the absence of agreement—

(i) If the dispute is between a member and another member—a person appointed by the Committee; or

(ii) If the dispute is between a member and the Committee or the Association—

A person appointed or employed by the **Dispute Settlement Centre of QLD.**

(3) A mediator appointed by the Committee may be a member of the Association but in any case must not be a person who—

(a) Has a personal interest in the dispute; or

(b) Is biased in favour of or against any party.

## **28 Mediation process**

(1) The mediator to the dispute, in conducting the mediation, must—

(a) Give each party 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 throughout the mediation process.

(2) The mediator must not determine the dispute.

## **29 Failure to resolve dispute by mediation**

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

# **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

## **30 Annual general meetings**

(1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

(2) Despite sub rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

(3) The Committee may determine the date, time and place of the annual general meeting.

(4) The ordinary business of the annual general meeting is as follows—

(a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) To receive and consider-

(i) The annual report of the Committee on the activities of the Association during the preceding financial year; and

(ii) The financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

(c) To elect the members of the Committee;

(d) To confirm or vary the amounts (if any) of the annual subscription and joining fee.

(5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.



### **31 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

#### **Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

### **32 Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 51% of the total number of voting members.
- (2) A request for a special general meeting must—
  - (a) Be in writing; and
  - (b) State the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) Include the names and signatures of the members requesting the meeting; and
  - (d) Be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub rule (3)—
  - (a) Must be held within 3 months after the date on which the original request was made; and
  - (b) May only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule (3).

### **33 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
  - (a) At least 30 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) At least 15 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) Specify the date, time and place of the meeting; and
  - (b) Indicate the general nature of each item of business to be considered at the meeting; and
  - (c) If a special resolution is to be proposed— (i) state in full the proposed resolution; and  
(ii) State the intention to propose the resolution as a special resolution.
- (3) This rule does not apply to a disciplinary appeal meeting.

**Note** Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **34 Proxies**

A member cannot appoint another member or any person as his or her proxy to vote and speak on his or her behalf at a general meeting or at a disciplinary appeal meeting.

### **35 Use of technology**

There shall not be any use of technology, if any member cannot be present in the general body meeting.

### **36 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically) of 51% of members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

- (a) In the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;

#### **Note**

If a meeting convened by, or at the request of, members is dissolved under this sub rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) In any other case—

- (i) The meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule (3)(b), the members present at the meeting (if not fewer than 51%) may proceed with the business of the meeting as if a quorum were present. But a minimum of 75% majority is required for approval of any business. If members present for the meeting are fewer than 51%, no other business may be considered except approving the financial statements and the annual report.

### **37 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) To give the members more time to consider an item of business.

#### **Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

### **38 Voting at general meeting**

- (1) On any question arising at a general meeting—
- (a) Subject to sub rule (3), each member who is entitled to vote has one vote; and
  - (b) Members may vote personally; and
  - (c) Except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **39 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

#### **Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) To remove a committee member from office;
- (b) To alter these Rules, including changing the name or any of the purposes of the Association.

### **40 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
- (a) Carried; or
  - (b) Carried unanimously; or
  - (c) Carried by a particular majority; or
  - (d) Lost—

And an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
- (a) The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) The Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **41 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting. The three-committee members may verify the accuracy of the minutes.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) The names of the members attending the meeting; and
  - (b) The financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
  - (d) The certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **PART 5— EXECUTIVE COMMITTEE**

#### **Division 1—Powers of Executive Committee**

##### **42 Role and powers**

- (1) The business of the Association must be managed by or under the direction of an Executive Committee.
- (2) The Executive Committee is elected for the term of two years.
- (3) The Executive Committee may exercise all the powers of the Association make decisions and act on behalf of TMA, except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (4) The Committee may—
  - (a) appoint and remove staff;
  - (b) Establish subcommittees consisting of members with terms of reference it considers appropriate. These committees shall automatically be dissolved when the terms of the executive committee expires. The general body may, however, extend the term of the office of any such committee(s), if necessary.

##### **43 Delegation**

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) This power of delegation; or
  - (b) A duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

## **Division 2—Composition of Executive Committee and duties of members**

### **44 Composition of Executive Members (a, b, c) and Committee (d, e, f, g)**

The Committee consists of—

- (a) A President; (should be 30 years and above)
- (b) A Vice-President; (should be 30 years and above)
- (c) a Secretary; and
- (d) a Joint- secretary
- (e) a Treasurer; and
- (f) Four Committee Members
- (g) Youth Representative (National and 15 to 18 years of age)

Student Representative (International 18 years and above)

#### Priority List From TMA

President

Secretary

Treasurer

Vice – President

Joint Secretary

Committee Member

### **45 General Duties**

- (1) As soon as practicable after being elected or appointed to the Executive Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties— (a) in good faith in the best interests of the Association; and (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) Information acquired by virtue of holding their position— so as to gain an advantage for himself or herself or any other person or to cause detriment to the Association.



**Note**

See also Division 3 of Part 6 of the Act, which sets out the general duties of the office holders of an incorporated association.

**(6)** In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

**46 President and Vice-President**

- (1) Subject to sub rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) In the case of a general meeting— Secretary of the association; or
  - (b) In the case of a committee meeting—a committee member elected by the other committee members present.
- (3) He/she shall direct the secretary to call the meetings of the TMA.
- (4) He/ She shall be the executive officer of TMA.

**47 Secretary & Joint secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) Maintain the register of members in accordance with rule 18; and
  - (b) Keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 69(3), all books, documents and securities of the Association in accordance with rules 71 and 74; and
  - (c) Subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (4) The joint secretary shall assist the secretary in the performance of his/her duties. He/she shall perform the duties of the secretary in his/her absence.

**48 Treasurer**

- (1) The Treasurer must—
  - (a) Receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) Ensure that all moneys received are paid into the account of the Association within 2 weeks after receipt; and

- (c) Make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
- (d) Ensure bills are signed by president & secretary & shall disburse fund on behalf of TMA when authorized by the president and the secretary.

(2) The Treasurer must—

- (a) Ensure that the financial records of the Association are kept in accordance with the Act; and
- (b) Coordinate the preparation of the financial statements of the Association and their certification by the Executive Committee prior to their submission to the annual general meeting of the Association.
- (c) Ensure that the president & the secretary have access to the bank accounts and financial records of the Association.
- (d) The financial status of the TMA shall be available for inspection by the executive Committee at all general body meetings, executive committee meetings and when Requested by the committee or the auditors with at least one week's notice.
- (e) Treasurer is responsible for all the assets of TMA and up to date records.

**49. Auditors**

- (a) The auditors shall be appointed by the general body (not from the executive committee) to verify, inspect and certify the financial position of the TMA executive committee.
- (b) The auditors shall verify if the TMA executive committee follows the operational requirements stipulated in the TMA Rules.
- (c) Any budget proposals should be reviewed by the auditors.
- (d) They should do auditing of all the TMA assets.
- (e) The auditing should be done at least once in every year before handing over the finance to the next committee.
- (f) The auditors should perform their duties with full responsibility and best of their ability.

**50. Committee Member**

- (a) Committee member will be the executive committee representative for their respective area (if any) They are the primary contact for members in their respective area and any issues in their area will be taken up to the executive committee.
- (b) Committee Member in coordination with the executive committee can call for meetings within their area if an opinion is to be collected and forward to committee for advice and action. The executive committee before action will approve decisions of such meetings. Kids club, classes etc. can be conducted within the area under area
- (c) Committee Member to notify of any newly arrived, relocated members & their families to the association secretary to maintain up to date database.

## **51. Youth Representatives and Student Representatives**

A youth wing of TMA and lady advisor will be appointed by the executive committee if the committee doesn't have any women committees member. The Executive committee members of TMA will elect youth Representatives (National) and Student Representatives (International).

## **52. Advisor**

TMA Executive committee can Elect 2 Advisors for their better Functioning in case they required, Advisor should be TMA member and 5 years Permanent Resident of Toowoomba

## **Division 3—Election of executive Committee members and tenure of office**

### **53. Who is eligible to be an Executive member or Committee member**

1, A member is eligible to be elected or appointed as an executive member if the member—

- (a) Is 18 years or over; Permanent Resident of Toowoomba (minimum of 3years) with Australian PR  
Also Required TMA committee experience of 1 year
- (b) Is entitled to vote at a general meeting.
- (c) Is a member of the association for the last 1-year.
- (d) Have paid TMA fund dues if any.
- (e) Is actively participating in TMA programme and activities.

2, A member is eligible to be elected or appointed as an Committee member if the member—

- (a) Is 18 years or over; Permanent Resident of Toowoomba (minimum of 1year) with Australian PR
- (b) Is entitled to vote at a general meeting.
- (c) Is a member of the association for the last 1-year.
- (d) Have paid TMA fund dues if any.
- (e) Is actively participating in TMA programme and activities.

## **54. Positions to be declared vacant (election)**

- (a) This rule applies

- (i) When the one year term of the current committee ends or
  - (ii) when requested by the general body with 75% majority.
- (b) The Secretary of the association must declare the election with the notice period of minimum thirty days.
- (c) The election shall be conducted by an election committee consisting of the current committee member of TMA. If anyone person are unable to do the job or contest election the executive committee shall appoint TMA member(s) competent enough to do the job.

(d) TMA Election Commission (returning officer) shall be responsible for verifying the accuracy of the nominations filings for TMA and they shall disqualify the nominations that they conclude to be inaccurate or if the nominee is ineligible.

## **55. Nominations**

(a) Nominations for all the positions of executive committee election shall be made by the members by submitting their nominations, proposed by one member and seconded by another member to the election commission.

(b) These nominations must reach the election commission at least fifteen days prior to the election date.

(c) If nomination for any positions is not received by the Election Commission within the stipulated time limit, eligible member shall be nominated from the general body meetings.

(d) The nominee, the proposer, the seconder and the voter shall be a member and shall be eighteen years of age or older.

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## **56. Election & Ballot**

(a) The Election Commissioner (**returning the executive committee will appoint officer-**) shall preside over the election procedures.

(b) The returning officer must not be a member nominated for the position.

(c) The voting may be done by show of hands if the nomination is from general body, otherwise a secret ballot will be used by the election commission.

(d) A committee member elected area members (if any).

(e) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

(f) The Election Commissioner must give a blank piece of paper to each member present in person.

(g) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(h) If the ballot is for more than one position—

(1) The voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(2) The voter must not write the names of more candidates than the number to be elected.

(i) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(j) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(k) If the returning officer is unable to declare the result of an election under sub rule (j) because 2 or more candidates received the same number of votes, the returning officer must—

(1) Conduct a further election for the position in accordance with sub rules (e) to (j) to decide which of those candidates is to be elected; or

(2) With the agreement of those candidates, decide by lot which of them is to be elected.

### **Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

## **57 Term of office**

- (1) The Executive Committee members and a maximum of two auditors shall be elected/ nominated by the general body for a term of Two year.
- (2) No individual shall be elected for more than two terms in six years on any of the executive positions. After two terms, they can resume after a break of two terms. (One Term they can Resume break after one Term
- (3) The Executive Committee members elected/ nominated exit from committee before term ends or not actively participating in TMA events they will not be elected/ nominated for next term
- (4) A general meeting of the Association may—
  - (a) By special resolution remove a Executive/ committee member from office; and
  - (b) Elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (5) A member who is the subject of a proposed special resolution under sub rule (3)(a) may make representations in writing to the Secretary or President of the Association (not Exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (6) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.
- (7) A proper handing and taking over the accounts shall be done between the outgoing and the in coming executive committees within two weeks after the expiration of their term.

## **58 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) Ceases to be a member of the Association; or
  - (b) Fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 68; or
  - (c) Otherwise ceases to be a committee member by operation of section 77 of the Act.

### **Note**

A Committee member may not hold the office of secretary if they do not reside in Australia.

## **59 Filling casual vacancies**

- (1) The Executive Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - (a) Has become vacant under rule 58; or
  - (b) Was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the joint secretary will take the position of secretary and if the joint secretary is not willing to take up the position, the Committee must appoint a member to the position within 14 days after the vacancy arises.



- (3) If the president's position vacant, vice president will take his position.
- (4) Rule 53 applies to any committee member appointed by the Committee under sub rule (1)  
Or (2).
- (5) The Committee may continue to act despite any vacancy in its membership.

#### **Division 4—Meetings of Committee**

##### **60 Meetings of Committee**

- (1) The Committee must meet at least 6 times in each year at the dates, times and places determined by the Committee (Preferably committee members residence)
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

##### **61 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 15 days before the date of the meeting and duration of the meeting must be specified in the notice.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

##### **62 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

##### **63 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The members present at the meeting may determine the order of business.
- (3) Resources, expert person(s) may be invited to attend the Executive committee meetings to Receive expertise from them and shall not have voting power.

##### **64. Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence of a majority of the committee members holding office.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
- (a) In the case of a special meeting—the meeting lapses;
  - (b) In any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 61.

## **65. Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Sub rule (2) does not apply to any motion or question, which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **66. Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) Must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

### **Note**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) That exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) That the member has in common with all, or a substantial proportion of, the members of the Association.

## **67 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) The names of the members in attendance at the meeting;
  - (b) The business considered at the meeting;
  - (c) Any resolution on which a vote is taken and the result of the vote;
  - (d) Any material personal interest disclosed under rule 66.

## **68 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **PART 6—FINANCIAL MATTERS**

### **69 Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### **70 Management of funds**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) The executive committee is authorized to purchase assets up to \$2000 for TMA
- (3) For purchase of assets between \$2000-\$5000, the executive committee should inform members immediately following general body.
- (4) For purchase of assets over \$5000 there should be prior approval of the general body.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the president, secretary, treasurer and any one of three other members of the Association who have been authorised by the management committee to sign cheques issued by the Association.
- (6) Cheque or electronic fund transfer must make any payments above \$100 or above.
- (7) All funds of the Association must be deposited into the financial account of the Association no later than 1 weeks after receipt.
- (8) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (9) In the event an executive committee collected funds for a specific purpose and if that Program was not completed during its tenure, the next executive committee has to obtain the approval of general body prior to spending such funds for any other purpose.

### **71 Financial records**

- (1) The Association must keep financial records that—
- (a) Correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
- (a) The financial records for the current financial year; and
  - (b) Any other financial records as authorised by the Committee.

## **72 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub rule (1), those requirements include—
  - (a) The preparation of the financial statements;
  - (b) If required, the review or auditing of the financial statements;
  - (c) The certification of the financial statements by the Committee;
  - (d) The submission of the financial statements to the annual general meeting of the Association;
  - (e) The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **73 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) The name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the signatures of two committee members must witness the sealing;
  - (c) The common seal must be kept in the custody of the Secretary.

### **74 Registered address**

The registered address of the Association will be the address of President and  
It can be changed from time to time by resolution of the general body.

### **75 Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) By handing the notice to the member personally; or
  - (b) By sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) By email or facsimile transmission.
- (2) Sub rule (1) does not apply to notice given under rule 62.
- (3) Any notice required to be given to the Association or the Committee may be given—
  - (a) By handing the notice to a member of the Committee; or
  - (b) By sending the notice by post to the registered address; or
  - (c) By leaving the notice at the registered address; or
  - (d) If the Committee determines that it is appropriate in the circumstances—
  - (e) (i) By email to the email address of the Association or the Secretary; or
  - (ii) By facsimile transmission to the facsimile number of the Association.

## **76 Custody and inspection of books and records**

(1) Members may on request inspect free of charge—

- (a) The register of members;
- (b) The minutes of general meetings;
- (c) Subject to sub rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

### **Note**

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule—

**Relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) Its membership records;
- (b) Its financial statements;
- (c) Its financial records;
- (d) Records and documents relating to transactions, dealings, business or property of the Association.

## **77 Winding up and cancellation.**

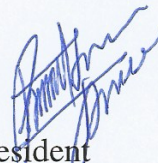
- (1) The income and the property of the Association must be used solely in promoting the association's objects and exercising the Association's powers.
- (2) The Association may be wound up voluntarily by special resolution.
- (3) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (4) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (5) The body to which the surplus assets are to be given must be decided by special resolution.

## **78. Alteration of Rules**

- (a) These Rules may only be altered by special resolution of a general meeting of the Association.
- (b) In order to present a proposal for amendments to the Rules, a member must have the signature of at least 25 voting members.
- (c) The proposed amendments shall be circulated at least thirty days before the meeting.
- (d) At least a 75% majority of voting members present in that general body shall be required to ratify any amendment.
- (e) Toowoomba Malayali Association may wish to reconsider restricting any future changes to the objectives.
- (f) For the stability and timely update of the Rules, there should be a review of the Rules once every fifth year from the date of the last review. This doesn't include minor amendments done to improve or deemed necessary to suit the conditions with general body approval.

TMA as a not for profit organisation, Executive committee meeting held on 10/02/20018  
At Shiju Thomas's residence presided by president Mr Prasad John. Executive committee  
Members (Anish Mathew, Gladston Gilbert, Amith Chandran, Shiju Thomas, Anil Mathew,  
Daisy Joseph) has approved This Constitution.

### **TOOWOOMBAL MALAYALI ASSOCIATION (TMA)**

  
President  
(Prasad John)

TMA Constitution  
By Shiju Thomas