Constitution

of the

Australia-Britain Society
(WA Branch) Inc.

1. NAME

The name of the Society shall be the Australia-Britain Society (WA Branch) Inc. (hereinafter referred to as the 'the Branch').

2. MEMBERSHIP

The membership of the Branch shall be unlimited in numbers and comprise any person or organisation that agrees to be bound by this Constitution and its objectives as stated from time to time and who pays the annual subscription for membership.

Members shall be divided into the following categories:

(a) **Corporate Member**, which term shall include any trust, corporation, firm association, institution, government, instrumentality of government, municipal authority or body.

(b) **Family Member**, which term shall include for membership the husband, wife and children up to the age of 21 years.

(c) **Single Member**, being a natural person not defined as a younger group member.

(d) **Younger Group Member**, being a natural person whose age does not exceed 21 years.

(e) **Life Member**

(f) **Honorary Member**, as determined by the Executive Committee.

(g) **Honorary Life Member**, who in the opinion of the members has given the Branch valued service of sufficient merit. Such Honorary Life Member shall only be appointed on the recommendation of the Executive Committee.

A register of members shall be kept by a person authorised by the Executive.

3. OBJECTS

The objects for which the Branch is established are:

To maintain and further in Australia good relations between Australia and the United Kingdom by providing opportunities and promoting and supporting activities of the following nature:

(a) All forms of social gatherings for discussion, including dinners, luncheons, meetings, conferences and talks on any matters of current interest in keeping with the Society.

(b) Projects for the movement of people between Australia and the United Kingdom, particularly, young people, school leavers, students (both undergraduates and postgraduates), qualified specialists and professional people.

(c) The development of personal relationships through social contacts, club and society memberships and access to Australian homes.

(d) Any other activities which may be felt incidental or conducive to or which may assist in the promotion of such good relations.

4. PATRON OR PATRONS

A patron or patrons shall be appointed by the Executive Committee.

5. EXECUTIVE COMMITTEE *(refer Annexure One for amendment dated 13 August 2007)*

The Annual General meeting shall elect an Executive Committee (hereinafter referred to as the 'the Executive') which shall comprise:

President

Vice Presidents (2)

Honorary Secretary

Honorary Treasurer

Membership Officer

Publicity Officer

Social Coordinator

Assistant Social Coordinator

A quorum shall consist of not less than five (5) members.

All elections of Executive Committee Members shall be by ballot.

The Executive may from time to time appoint such Committees that may be required to achieve the objects of the Branch.

6. MEETINGS

General Meetings of the Branch may be convened:

(i) When required by the President or Honorary Secretary.

(ii) by requisition signed by no less than five (5) members, in which case the requisition shall state the business to be considered.

(iii) when considered necessary by the Executive.

At least seven (7) days notice in writing of the time and place of each meeting shall be give to members by the Honorary Secretary.

No person shall be entitled to vote at any meeting of the Branch whilst the membership fee due by the member remains unpaid after 30 September in each year.

At each General Meeting each member shall be entitled to one vote which must be made personally provided however that the President shall have a casting vote as well as a deliberative one.

The President shall have authority on every question of order.

The Executive shall have the necessary power to decide all questions relating to the objects of the Branch and as to qualifications of any body or person applying for membership.

At all General Meetings of the Branch a quorum shall consist of fifteen (15) persons.

7. ANNUAL GENERAL MEETINGS

The Annual General Meeting of the Branch shall be held in each year on such day within the first fifteen (15) days in August as determined by the Honorary Secretary for the presentation of the Annual Report, Financial Statements, Election of Officers and the transaction of any business that may be brought forward in accordance with the rules of the Branch.

8. FINANCE *(refer Annexure One for amendment dated 13 August 2007)*

The Executive shall from time to time fix the annual membership fee.

All monies received shall be banked in an account styled 'Australia-Britain Society (WA Branch) Inc.' with a bank approved by the Executive. All funds withdrawn shall be by cheque signed by two persons authorised for such purpose by the Executive.

The financial year shall close on 30 June in each year.

The Honorary Treasurer shall keep a proper set of accounts and present regular statements to the Executive as required. He shall also present to the Annual General Meeting a statement of all receipts and payments and Balance Sheet duly audited.

A properly qualified Auditor or Auditors shall be appointed and the appointment approved at the Annual General Meeting.

9. INCOME AND PROPERTY

Subject to the provisions of this Constitution the income and property of the Branch shall be applied solely to the promotion of the objects of the Branch and the administration of the Branch and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to the members or any of them provided that remuneration may be paid at the absolute discretion of the Executive in good faith to the employees of the Branch or other persons in return for services actually rendered to or expenses incurred on behalf of the Branch. Any officer or member of the Branch who with the authority of the Branch or the Executive accepts or incurs any personal pecuniary liability on behalf of the Branch shall be indemnified by the Branch against any personal loss in respect thereof.

10. COMMON SEAL

(i) The Branch shall have a Common Seal engraved with the name of the Society which shall remain in the custody of the Honorary Secretary.

(ii) The Common Seal shall not be affixed to any Deed or other document except by authority of the Executive. All Deeds, Instruments or Documents to which the Common Seal of the Branch is affixed shall be signed by the President and Honorary Secretary.

11. TRUSTEES *(refer Annexure One for amendment dated 13 August 2007)*

There shall be three (3) Trustees appointed for the purpose of safeguarding any funds invested by the Branch. Such Trustees shall be appointed and money invested shall not be withdrawn or the nature of such investments changed without the approval of the Trustees.

Any vacancy occurring for the Trustees so appointed shall be filled at the next Annual General Meeting of the Branch following such vacancy occurring.

12. RULES

The Executive shall have the power from time to time at its discretion to make rules in respect to any matter or thing which may be required or is convenient for carrying into operation or for facilitating the operation of the provisions and purposes of this Constitution and may from time to time as the Executive thinks fit amend or rescind any such rules PROVIDED HOWEVER that no such rules, amendments or rescissions shall be made unless three-quarters (3/4) at least of the members present (representing not less than a majority of members entitled to be present) shall vote in favour thereof. Any such new rules, alterations or rescissions shall be submitted to the Annual General Meeting of the Branch next following the passing thereof for confirmation but until such confirmation all acts of the Executive done under such rules, alterations or rescissions shall be as valid as if such rules, alterations or rescissions had been previously approved by an Annual General Meeting.

13. EXPULSION OF MEMBERS

(i) If any member shall be guilty of an act which, in the opinion of the Executive, renders it undesirable that the member shall continue as a member, the Executive or a Special General Meeting may expel such offending member and strike his/her name off the Register of Members. Provided that if the expulsion shall be by the Executive such member may appeal to a Special General Meeting. The decision of the Executive shall not be upset unless by a vote of two-thirds (2/3) of the financial members present at such a meeting.

Written notice of such an appeal shall be made to the Honorary Secretary within seven (7) days of notification of expulsion being given to such member.

(ii) Following receipt of such appeal the Honorary Secretary shall convene a Special General Meeting not being less than twenty one (21) days from the receipt of the appeal and shall notify every member of the date, time and venue of such meeting.

(iii) The expelled member shall be entitled to be present to submit a case in support of the appeal.

14. AMENDMENTS TO CONSTITUTION

This Constitution may be amended at any General Meeting or a Special Meeting to be called for such purpose by a seventy-five percent majority of those voting provided that notice of intent of such amendments has been communicated to all members of the Branch at least seven (7) days prior to the date of the meeting at which the amendments are to be considered.

15. DISSOLUTION

(a) A Special General Meeting called for that purpose may, by a three-quarters (3/4) majority of the members present and voting resolve to dissolve the Branch. If such resolution is confirmed by a similar majority at a subsequent Special General Meeting held not less than twenty one (21) days nor more than thirty five (35) days thereafter the Branch shall be thereupon dissolved.

(b) The notice convening such Special General Meeting shall state that the dissolution of the Branch is to be proposed or confirmed as the case may be.

(c) If on the winding up of the Branch, any property of the Branch remains after satisfaction of the debts and liabilities of the Branch and the costs, charges, and expenses of that winding up, that property shall be distributed:

(i) to another Association incorporated under the Act; or

(ii) for charitable purposes

which incorporated association or purposes as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Branch.

I HEREBY CERTIFY the foregoing to be a true and correct copy of the Constitution of the Australia-Britain Society (WA Branch) Inc.

Signed_____

(Person authorised to apply for Incorporation)

ANNEXURE ONE

Special Resolutions

Special Resolutions as voted at the Annual General Meeting held on 13 August 2007, at The Victoria League, 276 Onslow Road, Shenton Park WA 6008. In accordance with Sections 17 and 24 of the Associations Incorporation Act 1987.

1. That in the opening paragraph of Clause 5 (Executive Committee) of the Constitution of the Society, delete:

   (a) Membership Officer
   (b) Publicity Officer
   (c) Social Coordinator
   (d) Assistant Social Coordinator

2. That the following new Rule be incorporated in the said Clause 5 after the opening paragraph:

   "The Annual General Meeting may elect, or the Executive may at any time at or after the Annual General Meeting appoint, committee members not exceeding six (6) to fill such positions as the Executive may determine including but not restricted to:

   (a) Membership Officers
   (b) Publicity Officers
   (c) Social or Events Officers

3. That the 5th paragraph of Clause 8 (Finance) of the Constitution of the Society be amended as herein below underlined:

   "<u>Either</u> a properly qualified Auditor or Auditors <u>or an accountant</u> shall be appointed and the appointment approved at the Annual General Meeting."

4. That Clause 11 (Trustees) of the Constitution be deleted.