
Association Incorporation Act 2009

Constitution of the
Zimbabwe Association in
Australia (NSW) Incorporated
(INC 1800388)

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**CONSTITUTION OF
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Part 1 Preliminary

1.1 Name

- (1) The **Association** shall be known as “The Zimbabwe Association in Australia (NSW) Incorporated” (the **association**)

1.2 Type of Association

- (1) The Association shall be incorporate as an incorporated association under the Act, and
- (2) The Association is non-profit, non-ethnic, non-religious and non-partisan.

1.3 Registered Office

- (1) The Registered Office of the Association shall be in the New South Wales at a place determined by the executive committee from time to time

1.4 Definition

In this constitution:

Auditor means the auditor for the time being of the Association;

Association means The Zimbabwe Association in Australia (NSW) Incorporated (INC 1800388)

Constitution means this constitution of the Association and any supplementary, substituted or amended constitution for the time being in force

Executive committee means the committee of Zimbabwe Association in Australia (NSW) Incorporated as organised under this constitution.

General meeting means a meeting open to all members of the association and includes annual general meetings

Immediate family member means a spouse or de facto partner of the person, a child, step-child, sibling, step-sibling, parent, step-parent, grandparent, step-grandparent, aunt, uncle, niece or nephew of the person

Members means the persons who for the time being are members of the Association and whose names are entered in the Register as members; Member means any one of them; and Membership has a corresponding meaning

NSW means New South Wales, Australia

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Office-bearer means, the chairperson, the vice chairperson, the treasurer, vice treasurer, the secretary, vice secretary and any member elected as Office-bearer by ZIMAA NSW executive committee

Office means the registered office from time to time of the Association

Register means the register of Members of the Association to be kept in accordance with the Act

Rules means provisions for the management of ZIMAA NSW under the Associations Incorporation Act 2009.

Special general meeting means a meeting of the association other than an annual general meeting

The Act means the *Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2016*

ZIMAA NSW means Zimbabwe Association in Australia (NSW) Incorporated

1.5 Interpretation

- (1) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
 - (c) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

1.6 Objects of the Association

- (1) Objects of the Association
 - (a) to promote friendship, mutual understanding and co-operation amongst members of the Association, the Association, the Zimbabwean community and Australia through the establishment of cultural and social relationships;
 - (b) to resource, develop and maintain a network of Zimbabwean community in Australia and Zimbabwe;
 - (c) to assist new Zimbabwean migrants and their families to fully integrate and participate meaningfully in the wider multicultural Australian society;
 - (d) to promote, organise, and foster social, cultural and educational programs including sports and entertainment activities within the Zimbabwean community;

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- (e) to provide counseling services to adults and the youth within the Zimbabwean community;
- (f) to assist in the event of a death of a member or member's immediate family member;
- (g) to assist members suffering from chronic debilitating or terminal illness through voluntary individual member financial and in-kind contributions;
- (h) shall from time to time organise fundraising activities to support projects of the Association and the wider Australian community;
- (i) shall assist members that are unemployed by linking them to those that might know of job opportunities;
- (j) to be cultural custodians of the Zimbabwean culture and tradition in NSW;
- (k) to promote and maintain the Zimbabwean family values and cultural heritage in Australia;
- (l) developing education programs and support services that teach Zimbabwean languages through formal education, including opening languages school for Shona and Ndebele teaching/learning purposes;
- (m) for people with disability to ensure they have equality of opportunity within the community;
- (n) to effectively reach every Zimbabwean in NSW in an inclusive manner and disseminate important information related to community activities;
- (o) to unite Zimbabweans in NSW during times of sorrow and celebrations;
- (p) to source and secure funding through federal or state multicultural fund for social events;
- (q) to take part in government processes and / or lobby on matters that affect the Zimbabwean community;
- (r) to work closely with charities and welfare organisations in both Australia and Zimbabwe;
- (s) to raise awareness of the Zimbabwean culture to other communities in Australia;
- (t) encouraging the development and coordination of self-help groups of Zimbabweans and foster communication and cooperation with other community organisations with similar aims in Australia and Zimbabwe;
- (u) providing information, advice and practical assistance to any Zimbabwean whose personal circumstances require such services. The services shall not be limited to members of the Association;
- (v) to establish, maintain, operate and many public funds; and
- (w) to raise, secure and utilise funds for the attainment of any or all objects of the Association, and to do such things as are incidental or conducive to the attainment of the objects.

1.7 Power of the Association

- (1) The Association has the following powers, which may only be used to carry out its object(s) set out in clause 1.6:

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- (a) has the legal capacity and powers of an individual both in and outside New South Wales, and
- (b) exercise its powers conferred on an Association under the Act.

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Part 2 Membership

2 Membership generally

- (1) Membership of the Association shall be open to all people of Zimbabwean descent, their families, and anyone who subscribes to the aims and aspirations of the Association. A person is eligible to be a member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the Association in accordance with clause 3.
- (2) A person is taken to be a member of the Association if:
 - (a) the person is a natural person,
 - (b) has paid to the Association the then current subscription fee (if any), and
 - (c) the person was:
 - (i) in the case of an unincorporated body that is registered as the Association - a member of that unincorporated body immediately before the registration of the Association, or
 - (ii) in the case of an Association that is amalgamated to form the relevant Association - a member of that other Association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an Association - a member of the registrable corporation immediately before that entity was registered as an Association.
- (3) The executive committee may
 - (a) establish different categories of membership; and,
 - (b) prescribe the qualifications, rights and privileges and subscription fees (if any) of persons to become a member of a class of Membership.
 - (c) any person who in the opinion of the executive committee has rendered any eminent service to the Association may be elected an Honorary Life member by the executive committee and shall be entitled to attend all General Meetings of the Association but shall not have the privilege of voting.
 - (d) each member is required to provide to the Association details of an address in Australia where the Association can send notices. If a member fails to provide an address in accordance with this rule, the address of the member is deemed to be the registered office of the Association.

3 Application for membership

- (1) An application by a person for membership of the Association:
 - (a) must be made by a member of the Association in writing in the form set out in **Appendix 1** to this constitution, and or in the form determined by the executive committee, and

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- (b) must be lodged (including by electronic means, if the executive committee so determines) with the secretary of the Association.
- (2) As soon as practicable after receiving an application for nomination for membership, the secretary must refer the application to the executive committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the executive committee makes that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the executive committee so determines) that the executive committee approved or rejected the application (whichever is applicable), and
 - (b) if the executive committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.
- (5) Persons who are admitted to membership of the Association will be deemed to be bound by this constitution and shall be entered in the register.

4 Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6 Resignation of membership

- (1) A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least 1 month (or any other period that the executive committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

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- (2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
- (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association a fee of \$50 or, if some other amount is determined by the executive committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Association must pay to the Association an annual membership fee of \$50 or, if some other amount is determined by the executive committee, that other amount:
- (a) except as provided by paragraph (b), before the first day of the financial year of the Association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the Association in any calendar year—on becoming a

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member and before the first day of the financial year of the Association in each succeeding calendar year.

9 Members' liabilities

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 clause 8.

10 Resolution of disputes

- (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 first referred the executive committee for mediation
- (2) If a dispute is not resolved by mediation within 2 months of the referral to an Executive committee, the dispute is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (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.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the executive committee by any person that a member of the Association:
 - (a) has aggrieved them, and wish to raise a dispute
 - (b) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (c) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The executive committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the executive committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the executive committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The executive 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

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been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the executive committee expels or suspends a member, the 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 executive committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12,whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the executive committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (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.
- (3) On receipt of a notice from a member under subclause (1), the 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 secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the executive committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 The executive committee

13 Powers of the executive committee

- (1) The executive committee is the committee of management of the Association. Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the executive committee:
 - (a) is to control and manage the affairs of the Association, and
 - (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
 - (c) has power to perform all the acts and do all things that appear to the executive committee to be necessary or desirable for the proper management of the affairs of the Association.

14 Composition and membership of executive committee

- (1) The executive committee is to consist of:
 - (a) the chairperson,
 - (b) the vice chairperson,
 - (c) the treasurer,
 - (d) vice treasurer
 - (e) the secretary,
 - (f) vice secretary, and
 - (g) at least 6 ordinary executive committee members,

each of whom is to be elected at the annual general meeting of the Association under clause 15.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The total number of executive committee members is to be 12.
- (3) The office-bearers of the Association are as follows:
 - (a) the chairperson,
 - (b) the vice chairperson,
 - (c) the treasurer,
 - (d) vice treasurer
 - (e) the secretary, and
 - (f) vice secretary,

Subject to the Act the duties and responsibilities of the office-bearers of the Association are set out in **Appendix 2** to this constitution

- (4) An executive committee member may hold up to 2 offices (other than both the offices of the chairperson and vice chairperson).

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- (5) The general term of office is two calendar years.
- (6) Subject to clause 14 (7) there is no maximum number of consecutive terms for which an executive committee member may hold office.
- (7) Each member of the executive committee is, subject to this constitution, to hold office until immediately before the election of executive committee members at the annual general meeting next following the date of the member's election and is eligible for re-election for not more than two consecutive terms in the same office.

15 Election of executive committee members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary executive committee members:
 - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the executive committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the executive committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary executive committee members of the executive committee is to be conducted at the annual general meeting in any usual and proper manner that the executive committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary executive committee member of the Association must be a member of the Association.

16 Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the executive committee, and
 - (b) the names of members of the executive committee present at an executive committee meeting or a general meeting, and

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- (c) all proceedings at executive committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

17 Treasurer

It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

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18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the executive committee, the executive committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the executive committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the executive committee from 3 consecutive meetings of the executive committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19 Removal of executive committee members

- (1) The Association in general meeting may by resolution remove any member of the executive committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the executive committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the chairperson may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Executive committee meetings and quorum

- (1) The executive committee must meet at least 3 times in each period of 12 months at the place and time that the executive committee may determine.

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- (2) Additional meetings of the executive committee may be convened by the chairperson or by any member of the executive committee.
- (3) Oral or written notice of a meeting of the executive committee must be given by the secretary to each member of the executive committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the executive committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the executive committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the executive committee constitute a quorum for the transaction of the business of a meeting of the executive committee.
- (6) No business is to be transacted by the executive committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the executive committee:
 - (a) the chairperson or, in the chairperson's absence, the vice-chairperson is to preside, or
 - (b) if the chairperson and the vice-chairperson are absent or unwilling to act, one of the remaining members of the executive committee chosen by the members present at the meeting is to preside.

21 Appointment of Association members as executive committee members to constitute quorum

- (1) If at any time the number of executive committee members is less than the number required to constitute a quorum for an executive committee meeting, the existing executive committee members may appoint a sufficient number of members of the Association as executive committee members to enable the quorum to be constituted.
- (2) A member of the executive committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22 Use of technology at executive committee meetings

- (1) An executive committee meeting may be held at 2 or more venues using any technology approved by the executive committee that gives each of the executive committee's members a reasonable opportunity to participate.

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- (2) An executive committee member who participates in an executive committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

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23 Delegation by executive committee to sub-committee

- (1) The executive committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the executive committee thinks fit) the exercise of any of the functions of the executive committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the executive committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the executive committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the executive committee.
- (6) The executive committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24 Voting and decisions

- (1) Questions arising at a meeting of the executive committee or of any sub-committee appointed by the executive committee are to be determined by most of the votes of members of the executive committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the executive committee or of any sub-committee appointed by the executive committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the executive committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the executive committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the executive committee or sub-committee.

Part 4 General meetings

25 Annual general meetings - holding of

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
 - (a) within 6 months after the close of the Association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the executive committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the executive committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary executive committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 Special general meetings - calling of

- (1) The executive committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The executive committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the executive committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the

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meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Ten (10) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or

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communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 7) are to constitute a quorum.

30 Presiding members

- (1) The chairperson or, in the chairperson's absence, the vice-chairperson, is to preside as chairperson at each general meeting of the Association.
- (2) If the chairperson and the vice-chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the executive committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the executive committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

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33 Special resolutions

- (1) A special resolution may only be passed by the Association in accordance with section 39 of the Act.
- (2) A resolution of the Association is a special resolution:
 - (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days, written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules

34 Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

35 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

36 Postal or electronic ballots

- (1) The Association may hold a postal or electronic ballot (as the executive committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the executive committee that gives each of the Association's members a reasonable opportunity to participate.
- (2) A member of an Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

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Part 5 Miscellaneous

38 Insurance & Indemnity

- (1) The Association may effect and maintain other insurance for its assets and potential liabilities, if necessary.
- (2) Every person who is or has been a member, officer, former member, member or agent of the Association shall be indemnified out of the property of the Association including property held by the Association on trust against any liability (including a liability for legal costs) incurred in that person's capacity as member, officer, former member, member or agent in defending any proceedings whether civil or criminal to the full extent permitted by the Act.
- (3) The Association may pay a premium for a contract of insurance insuring a person who is or has been a member, officer, former member, member or agent of the Association against liability incurred by the person in that capacity, including a liability for legal costs.

39 Funds - source

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, any other sources that the executive committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40 Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the executive committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

41 Association is non-profit

- (1) Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.
- (2) The Association must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 41.3 and 42

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- (3) This clause does not stop the Association from doing the following things, provided they are done in good faith and approved by the Executive Committee:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association, or
 - (b) making a payment to a member in carrying out the Association's charitable purpose(s).
- (4) The income, property, profits and financial surplus of the Association, whenever derived, must be applied solely towards the promotion of the objects of the Association as set out in this Constitution

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

42 Distribution of property on winding up of Association

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an Association.

43 Change of name, objects and constitution

- (1) An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an executive committee member.
- a. Subject to clause 43(1)(b), the members may amend this constitution by passing a special resolution.
 - b. The members must not pass a special resolution that amends this constitution if passing it causes the Association to no longer be a non-profit organisation
 - c. The rules and the statement of purpose of the Association shall only be altered by three quarters of the general assembly members gathered in a meeting called by executive committee for such a purpose
- (2) In the event that the quorum requisite for holding the meeting for the alteration of the rules cannot be reached, the third and subsequent meetings can be held with a quorum requisite of a simple majority

44 Common seal

- (1) The Secretary of the Association is to hold and securely store a common seal.
- (2) A register is to be maintained with the seal which details all affixation dates, title of the document and the names of the attesting witnesses

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- (3) The seal may only be applied to a document by resolution of a general meeting.
- (4) A document to which the seal is applied must be signed by:
 - i the chairperson
 - ii the secretary, and
 - iii one member of the executive committee
- (5) The Association may execute a document without using a common seal if the document is signed by:
 - i two members of the executive committee of the Association, or
 - ii or one member of the executive committee and the secretary.

45 Bereavement assistance

- (1) In the event of the death of a member, or their spouse or any of their children or a member's immediate family residing in New South Wales:
 - (a) The member may notify the Association by telephone or written communication, and
 - (b) the Association may, after approval by the Executive committee, do the following as part of the grief and bereavement support for the bereaved family:
 - i. make formal announcements to the Zimbabwean community,
 - ii. fundraise funds for the funeral, and
 - iii. assist either by donations or otherwise of the raised funds to the bereaved family to be used to cover the cost of the funeral, and, or
 - iv. work in close collaboration with the bereaved family and with their understanding, the provide voluntary financial and non-financial support.

46 Custody of books etc

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:
 - (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the executive committee determines), or
 - (b) if the Association has no premises, at the Association's official address, in the custody of the public officer.

47 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all executive committee meetings and general meetings of the Association.

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- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the executive committee may refuse to permit a member of the Association to inspect or obtain a copy of 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.

48 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

49 Financial year

- (1) The financial year of the Association is:
 - (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
 - (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.
- (2) The Executive Committee must ensure that an annual statement is prepared setting out:
 - (a) an income and expenditure statement for the year past;
 - (b) a statement of the assets and liabilities of the Association at the end of the previous financial year;
 - (c) any mortgages or securities affecting any property of the Association
 - (d) any trust established or operated by the Association, and
 - (e) any information as the treasurer or the Executive Committee consider desirable or as a general meeting directs.

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- (3) In any year when the Association has a membership of 1000 or more the accounts must be audited by a registered auditor who is a member of either:
- (a) the Institute of Chartered Accountants;
 - (b) the National Institute of Accountants; or
 - (c) the Australian Society of Certified Practising Accountants.
- (4) In any year when the Association has a membership of less than 1000 the accounts may be audited by a person who has been appointed by the Executive Committee and who:
- (a) is not on the Executive Committee;
 - (b) has not helped prepare the accounts; and
 - (c) is a qualified Auditor.
- (5) The person appointed to audit the accounts must examine accounts, vouchers, receipts, audit the books and furnish a report and shall state whether the accounts were properly drawn up and exhibit a true and fair view of the financial affairs of the Association and its Committees.
- (6) The report shall be submitted to the AGM prior to the election of office-bearers.
- (7) The Auditor's fees will be regarded as a valid expenditure.

50 Income and expenditure restrictions

- (1) The funds of the Association shall be banked in the name of the Association with an institution approved by its members. Interest shall be obtained on the balance.
- (2) No commitment shall be entered for the expenditure of Association funds except by decision of an AGM or general meeting, unless specific delegation has been given under this Constitution.
- (3) The Association must not pursue any form of fundraising or income generation which is, or might be, in conflict with the principles, function or objects of the Association.
- (4) The account or accounts shall be operated on by at least two of the following office bearers, chairperson, vice chairperson, treasurer, vice treasurer, secretary or vice secretary.
- (5) The executive committee shall cause to be kept proper accounts and records of the transactions and affairs of the Association and shall do all things necessary to ensure that all payments out of its monies are correctly made and properly authorised and that adequate control is maintained over the assets of or in the custody of the Association and over the incurring of liabilities by the Association

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**Appendix 1
Application for membership of Association**

(Clause 3)

I,
[full name of applicant]
*mandatory**

Of
[address]
*mandatory**

.....
[date of birth]
*optional**

.....
[above 18 years old Yes/No]
*mandatory**

I hereby apply to become a member of the **ZIMAA NSW** incorporated Association. In the event of my admission as a member, I agree to be bound by the constitution of the Association for the time being in force.

.....
Signature of applicant Date: dd/mm/yy

Subject clause 8 of the constitution:

- *the admission fee is \$50. This must be paid within 28 days of advice from the executive committee of acceptance of membership application, and*
- *thereafter annual membership fee is \$50 by 30th June each year.*

Official Use Only

Membership Fee Received by:.....Date:.....

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**Appendix 2
Duties and responsibilities of the office-bearers of the
Association**

(Clause 14)

The chairperson

- chairperson runs meetings and usually represents the Association at public events
- preside at meetings; in his/her absence one of the vice-chairpersons shall preside;
- in the absence of the chairperson and vice-chairperson, the meeting shall elect a chairperson;
- liaise with members of the Association to ensure the executive committee is conducting its
- business in accordance with the constitution and any related policies and procedures as set out by the Association;
- update any governing documents of the Association as necessary;
- the chairperson is considered an ex-officio member of all Committees of the
- association and should attend sub-committee meetings where possible;
- shall announce the final decision and all matters discussed at meetings after voting
- shall have a casting vote in the event of a tied vote
- shall personally represent the Association or appoint a delegate in all dealings with external bodies
- Shall be the custodian of all financial instruments of the Association including cheques
- shall appoint the Auditor subject to approval by the executive committee
- must act with reasonable care and diligence.
- must exercise his/her powers and duties with the care and diligence that a reasonable person would if they were in their place.
- must act in good faith in the best interests of the Association and for a proper purpose.
- must make decisions that are in the best interest of the Association and to further objects of the Association.
- must not improperly use information or position.

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- must disclose conflicts of interest.
- must ensure that financial affairs are managed responsibly.
- must not to allow the Association to operate while insolvent.
- provide hand-over and suitable support and training to the incoming chairperson.

The vice chairperson

- the vice chairperson takes on the role of the chairperson when that person is not available
- support the role of the chairperson;
- assist in liaison with members of the Association regarding the conduct of business;
- must act with reasonable care and diligence.
- must exercise his/her powers and duties with the care and diligence that a reasonable person would if they were in their place.
- must act in good faith in the best interests of the Association and for a proper purpose.
- must make decisions that are in the best interest of the Association and to further objects of the Association.
- must not improperly use information or position.
- must disclose conflicts of interest.
- must ensure that financial affairs are managed responsibly.
- must not to allow the Association to operate while insolvent.
- provide hand-over and suitable support and training to incoming vice chairperson

The treasurer

- the treasurer (or financial officer) deals with the financial affairs of the Association
- arrange for the receipt and payment of all monies of the Association and keep
- appropriate records relating to these transactions;
- bank, or cause to be banked, all moneys in the institution at which the
- association has its account(s), within 48 hours of its receipt;
- ensure all payments made on behalf of the Association are correctly authorised

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- and endorsed in accordance with the requirements of the Constitution;
- present at each General of the Association (or as requested by the Executive committee), a Statement showing receipts and expenditure since the previous General meeting;
- if applicable, make available all financial books, receipts, vouchers and monthly statements
- to the Auditor(s) not less than twenty-one days prior to the AGM;
- If applicable, submit an audited annual statement to the AGM as per requirements at of the Constitution;
- pay insurances and fees by due dates as required;
- prepare, present and facilitate completion of the change of signatory forms for the Bank at the AGM;
- must act with reasonable care and diligence.
- must exercise his/her powers and duties with the care and diligence that a reasonable person would if they were in their place.
- must act in good faith in the best interests of the Association and for a proper purpose.
- must make decisions that are in the best interest of the Association and to further objects of the Association.
- must not improperly use information or position.
- must disclose conflicts of interest.
- must ensure that financial affairs are managed responsibly.
- must not to allow the Association to operate while insolvent.
- hand over all records of accounts, books, receipts and vouchers to his/her successor on relinquishing office and provide suitable support and training.

The vice treasurer

- the vice treasurer takes on the role of the treasurer when that person is not available
- support the role of the treasurer;
- must act with reasonable care and diligence.
- must exercise his/her powers and duties with the care and diligence that a reasonable person would if they were in their place.
- must act in good faith in the best interests of the Association and for a proper purpose.

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- must make decisions that are in the best interest of the Association and to further objects of the Association.
- must not improperly use information or position.
- must disclose conflicts of interest.
- must ensure that financial affairs are managed responsibly.
- must not to allow the Association to operate while insolvent.
- provide hand-over and suitable support and training to incoming vice treasurer

The secretary

- the secretary organises meetings, deals with documents and keeps minutes and other records of the Association.
- accurately record discussions at general meetings and AGMs and distribute
- minutes to members for their information and/or action within 2 weeks after
- each meeting;
- provide information to the Association to ensure the Association's website is kept up to
- date with the activities of the Association;
- circulate out of session requests for consideration by Executive members;
- conduct correspondence, record and distribute;
- carry out other duties as requested by the Committee;
- must act with reasonable care and diligence.
- must exercise his/her powers and duties with the care and diligence that a reasonable person would if they were in their place.
- must act in good faith in the best interests of the Association and for a proper purpose.
- must make decisions that are in the best interest of the Association and to further objects of the Association.
- must not improperly use information or position.
- must disclose conflicts of interest.
- must ensure that financial affairs are managed responsibly.
- must not to allow the Association to operate while insolvent.
- provide hand-over and suitable support and training to incoming Secretary.

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The vice secretary

- the vice secretary takes on the role of the secretary when that person is not available
- support the role of the secretary;
- must act with reasonable care and diligence.
- must exercise his/her powers and duties with the care and diligence that a reasonable person would if they were in their place.
- must act in good faith in the best interests of the Association and for a proper purpose.
- must make decisions that are in the best interest of the Association and to further its objects of the Association.
- must not improperly use information or position.
- must disclose conflicts of interest.
- must ensure that financial affairs are managed responsibly.
- must not to allow the Association to operate while insolvent.
- provide hand-over and suitable support and training to incoming vice chairperson

The public officer

- shall be in charge of the Association's publicity, media duties and announcements
- reports to NSW Fair Trading or any other authority and
- will undertake the role of secretary if no secretary is elected or if the public officer is separately elected as secretary.
- must act with reasonable care and diligence.
- must exercise his/her powers and duties with the care and diligence that a reasonable person would if they were in their place.
- must act in good faith in the best interests of the Association and for a proper purpose.
- must make decisions that are in the best interest of the Association and to further objects of the Association.
- must not improperly use information or position.
- must disclose conflicts of interest.
- must ensure that financial affairs are managed responsibly.
- must not to allow the Association to operate while insolvent.

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Notice of Special Resolution to Adopt New Constitution

Notice is hereby given of a special general meeting to be held on

Date:

Time:

Full address:

NOTICE OF SPECIAL RESOLUTION

It is intended that the following resolution be proposed as a special resolution

The constitution of the ZIMAA NSW in the form circulated with the notice of meeting and placed before this general meeting of 2019 be adopted as the Constitution of the Association in total and to the exclusion of all other constitutional documents of the ZIMAA. The Constitution shall come into force on registration of ZIMAA NSW as an incorporated Association under the *Associations Incorporation Act 2009* (the Act).

The following documents are annexed to this notice:

1. ZIMAA NSW Constitution 2019