



## ASSOCIATION INCORPORATION ACT 1981

# CONSTITUTION OF SISTER CITIES AUSTRALIA INCORPORATED

### VERSION HISTORY

- Adopted on 3 October 2001
- Amended on 2 August 2004
- Further amended on 3 October 2007
- As amended for name change 2008
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## 1. NAME

1.1 The name of the Incorporated Organisation shall be:

Sister Cities Australia Incorporated – hereinafter referred to as “the Organisation or SCA”

1.2 In these rules unless the contrary appears:

“The Act” means the Association Incorporation Act 1981 (Victoria)

“Casual Vacancy” means a vacancy created on the Executive Committee if an Executive Committee member:

- (a) dies
- (b) resigns by notice in writing delivered to the President or, if the Committee Member is the President, to the Vice President
- (c) is convicted of an offence under the Act
- (d) is permanently incapacitated by mental or physical ill-health
- (e) is absent from more than:
  - (i) 3 consecutive Executive Committee meetings; or
  - (ii) 3 Executive Committee meetings in the same Financial Year, of which he or she has received notice without tendering an apology to the person presiding at each of those Executive Committee meetings; or
  - (iii) ceases to be a member of the Organisation

“the Chairman” means –

- (a) in relation to the proceedings at an Executive Committee Meeting or a General Meeting, the person presiding at the Executive Committee or the General Meeting; or
- (b) otherwise if that person is unable to perform his or her functions, the Vice President

“Financial Year” has the meaning given by the Act

“General Meeting” means a meeting convened under Clause 13

“Executive Committee Meeting” means a meeting convened under Clause 6

“Executive Committee Member” means a person referred to in Clause 6

“Office Bearer” means the President, Vice President, Honorary National Secretary or Honorary National Treasurer

“Ordinary Resolution” means any resolution other than a Special Resolution

“the Honorary National Secretary” means the office bearer who:

- (a) co-ordinates the correspondence of the Organisation
- (b) keeps full and correct minutes of the proceedings of the Management Committee of the Organisation
- (c) complies on behalf of the Organisation with the relevant Sections of the Act
- (d) has custody of all books, documents, records and registers of the Organisation, other than those required by these rules to be kept and maintained by, or in the custody of the Honorary National Treasurer



- (e) performs such other duties as are imposed by this Constitution on the Honorary National Secretary
- (f) acts in compliance with or ensures any person engaged to assist the Honorary National Secretary complies with any duty statement of the Honorary National Secretary prepared by the Management Committee.

“the Honorary National Treasurer” means the office bearer who is:

- (a) responsible for the receipt of all monies paid to or received by, or by him on behalf of the Organisation and who issues receipts for those moneys in the name of the Organisation
- (b) pays all monies referred to in paragraph (a) into such account or accounts of the Organisation as the Management Committee may from time to time direct
- (c) makes payments from the funds of the Organisation with the authority of a general meeting or of the Management Committee and in so doing ensures that all cheques are signed in accordance with Clause 17.
- (d) Complies on behalf of the Organisation with all Sections of the Act in respect of accounting records of the Organisation
- (e) Whenever directed to do so by the President, submits to the Management Committee a report balance sheet or financial statement in accordance with that direction
- (f) Has custody of all securities, books and documents of a financial nature and accounting records of the Organisation, including those referred to in paragraphs (d) and (e)
- (g) Performs such other duties as are imposed by these rules on the Honorary National Treasurer

## 2. OBJECTS





### 2.1 Statement of Purpose:

The purpose of the Organisation is to assist its members establish and maintain Sister City relationships and/or Friendship Links and to link together members who have similar goals and values in the pursuit of continually improving Sister City relationships.

### 2.2 Vision Statement:

Enriches communities achieving greater understanding, friendship and economic benefit from Sister City relationships.

### 2.3 The Organisation Goals:

-  To co-ordinate, inform and grow the membership of the Organisation
-  To empower communities to establish and further develop their Sister City relationships
-  To develop national and international alliances
-  To promote Sister City alliances

## 3. MEMBERSHIP

### 3.1 Membership of the Organisation shall be open to:

- (a) Local Authorities



- (b) Community Groups
- (c) Individual Members
- (d) Life Members
- (e) Honorary Members
- (f) Youth Members

who subscribe to the objects of this Organisation and to whom membership is granted by the Committee.

- 3.2 Local authorities and community groups may nominate a delegate to represent that member for all purposes under these rules.
- 3.3 Any member may resign from the Organisation by giving Notice to that effect in writing delivered or posted to the Honorary National Secretary.
- 3.4 If a member fails to pay annual dues prior to the Annual General Meeting, that member shall cease to be a member at the commencement of the meeting.

#### **4. LIFE MEMBERSHIP**

- 4.1 The Executive Committee may recommend an individual person to become a life member of the Organisation. Such recommendation requires the passing of a resolution at a General Meeting of the Organisation by not less than 50% of the persons present and eligible to vote at the General Meeting.
- 4.2 A life member shall be entitled to vote at an General Meeting of the Organisation.
- 4.3 A life member shall be entitled to be present and to speak at an General Meeting of the Organisation.
- 4.4 A life member shall be eligible for Membership of the Executive Committee.

#### **5. HONORARY MEMBER**

National Awards Judges shall be granted Honorary Membership of the Organisation during their term of office as Judges.

#### **6. EXECUTIVE COMMITTEE**

- 6.1 The affairs of the Organisation shall be managed by an Executive Committee (hereinafter referred to as "the Committee") elected at an Annual General Meeting.
- 6.2 The committee shall consist of four (4) Officers viz: President, Vice-President, Honorary National Secretary, Honorary National Treasurer and two (2) other members.
- 6.3 The committee may in its discretion appoint a Youth Adviser.
- 6.4 The committee may in its absolute discretion grant membership to the Executive to any person who qualifies for membership of the Organisation.



- 6.5 The committee shall have the power to act in all matters notwithstanding that a casual vacancy has occurred therein and it may appoint a member of the Organisation to fill a casual vacancy on the committee to hold office until the next Annual General Meeting.
- 6.6 The committee shall have the power to employ such persons and incur such expenditure, subject to finance being available, as it considers desirable or necessary to further the objects of the Organisation.
- 6.7 The committee may at any time appoint one of its number to such other office as it considers desirable or necessary to further the objects of the Organisation.
- 6.8 All members of the Executive Committee must be actively involved in a local sister cities committee/association that is a financial member of this Organisation for eligibility to be elected to the Executive Committee.
- 6.9 The President or, in his/her absence, the Vice President shall preside at all meetings of the committee, however, if neither is present, the committee may elect one of its number to act as chairman of that meeting.
- 6.10 No meeting of the Committee shall transact any business unless an absolute majority of the members are present in person or on a telephone, telefax, or internet conference call.
- 6.11 In the event of equality of voting on any question before the Committee, the chairman shall declare the motion to be lost.
- 6.12 The Committee shall have the power to appoint sub-committees and to determine the membership and purposes of that sub-committee. The subcommittee may appoint a Chairman.
- 6.13 Notice of Motions are to be forwarded to the National Honorary Secretary not less than (1) one month prior to the date of the Annual General Meeting.
- 6.14 The Committee must hold a minimum of two meetings a year, one of which may be at the annual conference and additional meetings if and when required.
- 6.15 In the event of no applications received to hold an annual conference the executive shall determine the location of the venue.

## **7. REGISTER OF MEMBERS**

The Honorary National Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each member and the Register shall be available for inspection by members at the address of the Honorary National Secretary. The Honorary National Secretary shall also keep a list of the name and addresses of delegates of members.

## **8. ELECTION OF EXECUTIVE COMMITTEE**

- 8.1 The following persons subject to the provisions of Clause 6.8 shall be eligible for election to the Executive Committee:
  - (a) Members of the Organisation who are Individual Members.



- (b) Delegates of members of the Association.
  - (c) Members of the Association who are Life Members.
- 8.2 Nominations for election of officers shall be in the hands of the Returning Officer not later than 4 weeks before the date of the Annual General Meeting.
- 8.3 Only members or delegates of members present in person at an Annual General Meeting shall be eligible to vote in such elections which shall be conducted by secret ballot or in such a manner as the meeting shall direct.
- 8.4 That each member of the Executive shall hold office until the Annual General Meeting two years after the date of his/her election.
- 8.5 For the purposes of this Constitution, the office of a member of the Committee becomes vacant if:
- (a) The member or the member of the Organisation for which the member of the committee is a delegate ceases to be a financial member of the Organisation
  - (b) The member of the committee or the member for which the member of the Committee is a delegate becomes insolvent under administration within the meaning of the Companies (Victoria Code)
  - (c) The member of the Committee resigns his/her office by notice in writing given to the National Honorary Secretary.

## **9. REMOVAL OF MEMBER OF COMMITTEE**

- 9.1 The Organisation at a general meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first mentioned member.
- 9.2 The Executive by resolution may remove a member if he/she:
- (a) Is convicted of an indictable offence; or
  - (b) Fails to comply with any of the provisions of this Constitution; or
  - (c) Has membership fees in arrears for a period of two months or more; or
  - (d) Conducts himself/herself in a manner considered to be injurious or prejudicial to the character or interest of the Organisation.
- 9.3 The member concerned shall be given a full and fair opportunity of presenting his/her case and if the Executive resolves to remove the Member, the Executive shall instruct the Secretary to advise the Member in writing accordingly.
- 9.4 A Member, whose membership has been removed may, within one month of receiving written notification thereof, lodge with the Secretary written notice of his/her intention to appeal against the decision of the Executive.
- 9.5 Upon receipt of notification of intention to appeal against the removal of the member, the Secretary shall convene, within three months of the date of receipt by him/her of such a Notice a Special General Meeting to determine the appeal.

The applicant shall be given the opportunity to fully present his/her case.



The appeal shall be determined by the vote of the Members present at such a Special General Meeting.

## **10. DISPUTES AND MEDIATION**

10.1 The grievance procedure set out in this clause applies to disputes under this Constitution between:

- (a) a member and another member; or
- (b) a member and the Organisation

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

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

10.4 The mediator must be:

- (a) a person chosen by agreement between the parties; or (b) in the absence of agreement:
  - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Organisation; or
  - (ii) in the case of a dispute between a member and the Organisation, a person who is a mediator appointed or employed by a Dispute Settlement Centre.

10.5 A member of the Organisation can be a mediator.

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

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

10.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

10.9 The mediator must not determine the dispute.

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

## **11. CUSTODY OF RECORDS**

Except as otherwise provided in this Constitution, the Honorary National Secretary shall keep in their custody or under their control all books and documents of the Organisation in hard copy, electronic copy or both.





## **12. SEAL**

The Common Seal of the Organisation shall be kept in the custody of the Honorary Secretary and affixed to documents by resolution of the Executive and signed by two Members of the Executive.

## **13. ANNUAL GENERAL MEETING**

- 13.1 The Annual General Meeting of the Organisation shall be held in each calendar year during the Annual Conference.
- 13.2 The Committee shall determine the precise date, time and place and other pertinent arrangements and shall give at least two (2) months written notice thereof to each member.
- 13.3 Each Annual General Meeting shall transact the following business
- (a) Confirmation of minutes of the previous Annual General Meeting
  - (b) Consideration of the Committee's Report of the activities of the year ended
  - (c) Consideration of the Audited Financial Statement for the year ended
  - (d) Election of the Committee for the ensuing term in an election year
  - (e) Set the membership fees for the forthcoming financial year and any other levies payable
  - (f) Any general business of which due notice has been given in accordance with Clause 6.13.
  - (g) A member be given the right to raise matters of urgent business in writing at an Annual General Meeting.
- 13.4 The President or in his/her absence, the Vice President shall preside at an Annual General Meeting, but if neither is present another member of the committee may be nominated to act as Chairman at that meeting.
- 13.5 The Quorum for the Annual General Meeting shall consist of not less than nine (9) members present and eligible to vote.
- 13.6 Each member of the Organisation who is an individual member or life member shall have one vote. Each member of the Organisation that is a local authority or community group shall have three (3) votes, which shall be cast by its delegate. Proxy voting shall not be permitted.
- 13.7 In the event of equality of voting on any question the Chairman shall declare the motion lost.

## **14. SPECIAL GENERAL MEETING**

- 14.1 A Special General Meeting of the Organisation other than an Annual General Meeting may be convened by the Committee at any time within two (2) months, from the receipt by the Honorary National Secretary of a written requisition, therefore signed by at least 10% of the members, who are financial and eligible to vote.
- 14.2 Subject to sub-clause 13.1 the Committee shall determine the precise date, time and place and other pertinent arrangements and shall give at least four (4) weeks written notice, thereof to each member of the Organisation.
- 14.3 The provisions of sub-clauses 13.4, 13.5, 13.6 and 13.7 shall apply (mutatis mutandis) to a Special General Meeting.



## **15. ANNUAL SUBSCRIPTION**

Each member shall pay an annual subscription as is determined at each Annual General Meeting.

## **16. ACCOUNTS AND OTHER RECORDS**

16.1 The Honorary National Treasurer shall:

- (a) keep or cause to be kept accounts and other records of all moneys received and expended by the Committee
- (b) prepare a Financial Statement and Balance Sheet for each financial year
- (c) submit to each committee meeting a statement of the financial affairs of the Organisation
- (d) collect and receive all monies due to the Organisation and make all payments authorised by the Organisation

16.2 The annual accounts and balance sheet shall be audited and certified after the end of each financial year.

16.3 The accounts and books referred to in sub-clause 16.1 shall be available for inspection by members.

## **17. HONORARY NATIONAL SECRETARY**

The Honorary National Secretary of the Organisation shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting, together with a record of the names of persons present at committee meetings.

## **18. BANK ACCOUNT**

18.1 All monies received by the Organisation shall be deposited in its name in such bank accounts as nominated by the Organisation.

18.2 Two (2) members of the Committee shall sign all cheques, drafts and bills of exchange, promissory notes and other negotiable instruments of the Organisation.

## **19. ASSETS**

19.1 The Committee shall have power to invest any moneys received by the Organisation in any investment authorised by law and shall have full power in its discretion from time to time to vary or re-invest any of the investments.

19.2 The assets and income of the Organisation shall be applied solely in furtherance of its objects and no portion shall be distributed directly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Organisation.



## **20. WINDING UP OR CANCELLATION**

In the event of the winding up or the cancellation of the Organisation, the assets of the Organisation shall be disposed of in accordance with the provisions of the Act.

## **21. ALTERATION OF CONSTITUTION AND STATEMENT OF PURPOSES**

The Constitution and the Statement of Purposes of the Organisation shall not be altered except in accordance with the Act.

## **22. FUNDS**

The funds of the Organisation shall be derived from conference levies, annual subscriptions, donations, grants and such sources as the Committee determines.