

The Constitution of the Asian Studies Association of Australia, Inc.

ASSOCIATIONS INCORPORATION ACT 1981 - SCHEDULE 3

AMENDED MODEL RULES FOR AN INCORPORATED ASSOCIATION

NAME

1. The name of the Incorporated Association is Asian Studies Association of Australia Incorporated (in these Rules called "The Association")

INTERPRETATION

2. (1) In these Rules unless the contrary intention appears: "Committee" means the Executive Committee appointed pursuant to Rule 22.

"Council" means the Council of Management appointed pursuant to Rule 22.

"Financial Year" means the year ending 30th June.

"General meeting" means a general meeting of the members convened in accordance with Rules 11 & 12.

"Member" means a member of the Association.

"The Act" means the Associations Incorporation Act of 1981

"The Regulations" mean the regulations under the Act

(2) In these Rules, words importing the singular shall include the plural and vice- versa and words importing one gender shall include the other.

(3) In these Rules, a reference to the Secretary of the Association is a reference;

(a) where a person holds office under these Rules as a Secretary of the Association - to that person;

(b) in any other case, the Public Officer of the Association.

(4) Words or expressions contained in these Rules shall be interpreted in accordance with the provision of the Acts Interpretation Act 1958 and the Act as in force from time to time.

APPLICATION FOR MEMBERSHIP

3. (1) Any individual person or organisation whether incorporated or otherwise who is eligible to become a member of the Association under Rule (5) hereof may become a member of the Association by application made to the Secretary of the Association (in the form set out in Appendix 1) and upon the payment of the fees as determined under these Rules

(2) The Secretary shall, upon receipt of the amounts referred to in Sub-Rule (1), enter the name of such person in the register of members kept by him/her.

(3) A right, privilege, or obligation of a person by reason of his/her membership of the Association:

(i) is not capable of being transferred or transmitted to another person or Association; and

(ii) terminates upon the cessation of his/her membership whether by death, resignation or otherwise.

(4) In the case of an organisation whether incorporated or otherwise which becomes a member of the Association, any act required to be done by a member under these Rules may be done on its behalf by such officer as authorised by the constitution of that organisation, and the rules applicable to natural persons, with such modifications as are necessary, will apply to such organisations.

ANNUAL SUBSCRIPTION FEES

4. (1) The applicable annual subscription fees, until such time as altered or amended by the Committee pursuant to Sub-Rule (3) hereof, shall be as follows;

(a) In the case of a full member - \$ 101.50 (including GST)

(b) In the case of a student member - \$ 43.00 (including GST)

(c) In the case of an associate member - \$ 62.00 (including GST)

(2) The annual subscription fee as provided above is payable in advance on or before the 1st day of July in each year.

(3) The Committee may, from time to time, on recommendations made by the Council, amend or alter the applicable fees.

QUALIFICATION AND CATEGORIES OF MEMBERSHIP

5. (1) Any individual person or organisation which,

(a) engages in teaching or research in any field of Asian Studies, or;

(b) subscribes to the objects of the association, is eligible to become a member of the association, subject to Sub- Rule (3) hereof .

(2) There shall be three categories of membership, namely:

(a) Full membership;

(b) Student membership;

(c) Associate membership;

(3) The qualifications for each category of membership

(a) The full membership is available to those individuals or organisations involved in the study of Asia in Australia, and subscribe to the objects of the Association.

(b) Student membership is available to those individuals who are attached as full time students to educational institutions in Australia who subscribe to the objects of the Association and are not gainfully employed.

(c) Associate membership is available to those individuals or organisations which subscribe to the objects of the Association.

(4) All members of the Association are entitled to participate in conferences, seminars, and other activities of the Association, and receive its publications on payment of such fees as the Council may from time to time determine.

(5) The Full and the student members, other than the associate members, shall be eligible to hold office and to vote at meetings and ballots of the Association. In the case of those organisations which become members in accordance with sub-rule (3) hereto, a duly appointed member thereof may exercise the membership rights herein described.

REGISTER OF MEMBERS

6. The Secretary shall keep and maintain a Register of Members in which shall be entered the full name and address of each member and the register shall be available for inspection by members at the Registered Office of the Association.

RESIGNATION OF MEMBERS

7. A member of the Association who has paid all monies due and payable by him/her to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his/her intention to resign and, upon the expiration of that period of notice, such member shall cease to be a member.

TERMINATION OF MEMBERSHIP

8. If a member of the Association;

(a) shall be in default in payment of his/her subscription for a continuous period of twelve months after the same shall become due, or

(b) shall have become an insolvent, a bankrupt or otherwise incapacitated under the relevant laws, then such members shall thereupon cease to be a member of the Association.

REFUND OF MEMBER FEES

9. No person who ceases to be a member of the Association as provided in the foregoing provisions, shall be entitled to a refund of any monies paid by such member by way of fees.

ANNUAL GENERAL MEETING

10. (1) The Association shall in each calendar year convene an annual general meeting of its members.

(2) The annual general meeting shall be held, on such day as the Committee in consultation with the Council, determines.

(3) The annual general meeting shall be specified as such in time notice convening it.

(4) The ordinary business of the annual general meeting shall be:

(a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

(b) to receive from the Committee and the Council reports upon the transactions of the Association during the last preceding financial year;

(c) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.

(5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.

(6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

11. All general meetings other than the annual general meeting shall be called special general meetings.

12. (1) The Committee may, whenever the Council so directs, convene a special general meeting of the Association, and, where, but for this Sub- Rule, more than 15 months should elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

(2) The Committee shall, on the request in writing of members representing not less than 50% of the total number of members, convene a special general meeting of the Association.

(3) The request for a special general meeting shall state the objects of the meeting and shall be signed by the members making the request and be sent to the address or the Secretary and

may consist of several documents in like form, each signed by one or more of the members making the request.

(4) If the Committee fails to cause a special general meeting to be convened within one month after the date on which the requests sent to the address of the Secretary, the members making the request pursuant to any of them, may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by members pursuant to these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incur

NOTICE OF MEETING

13. (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his/her address appearing in the Register of Members, a notice by pre- paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(2) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDING AT MEETING

14. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business

(2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

(3) 5 members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting

(4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, and, in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

15. (1) The President, or in his/her absence, the Vice- President, shall preside as Chairperson at each general meeting of the Association.

(2) If the President and the Vice- President are absent from a general meeting, the members present shall elect one of their members to preside as Chairperson at the meeting.

16. (1) The Chairperson of general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of a general meeting.

(3) Except as provided in Sub- Rules (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, 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, and 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.

18. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.

(2) All votes shall be given personally or by proxy.

(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or a casting vote.

19. (1) If at a meeting, a poll on any question is demanded by not less than ten members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

20. A member is not entitled to vote at any general meeting unless all monies due and payable by him/her to the Association have been paid

21. (1) Each member shall be entitled to appoint another member as his/her proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy shall be in the form set out in Appendix 2.

THE COMMITTEE AND COUNCIL OF MANAGEMENT

22. The affairs of the Association shall be managed by an Executive Committee and a Council of Management, which shall be referred to as the Committee and the Council

respectively. The said Committee and the Council shall be, constituted and elected from the members of the Association, in the manner set out in the Rules herein.

CONSTITUTION

(1) The Committee shall consist of:

- a. A President,
- b. A Vice-President,
- c. A Secretary,
- d. A Treasurer,
- e. An Asian Studies Review Editor.

(2) The Council shall consist of:

- a. The Executive Committee,
- b. One member representing each of the regions of Asia, namely:
 - I. West & Central Asia,
 - ii. South Asia,
 - iii. Southeast Asia,
 - iv. China & Inner Asia,
 - v. Japan & Northeastern Asia.
- c. One member to represent Teachers,
- d. Three members elected as general councillors,
- e. A maximum of three additional members who may be appointed at the discretion of the elected councillors, to ensure, where necessary, the equitable representation of the various geographical areas of Australia,
- f. One member to represent Postgraduate Students.

ELECTION OF MEMBERS OF THE COMMITTEE AND THE COUNCIL

(3) Members of the Committee and the Council shall be elected by the members of the Association as provided below, excepting where the following members are concerned who shall be appointed by the existing members of the Council;

- a. the Asian Studies Review Editor,

b. the three additional members to ensure equitable representation of the various geographical areas of Australia under Sub- Rule (2)e.

c. any members to fill casual vacancies for the remainder of the vacating member's term of office.

d. a member to organise the National Conference.

PROCEDURE FOR ELECTION

(4) a. The Members of the Committee and the Council shall be elected by postal ballot not less than once in every two calendar years.

b. The Secretary shall call for nominations for the positions enumerated in Sub- Rules (1) and (2) above.

c. Nominations for any one of the said elected offices shall be in writing and shall be signed by the proposer, one seconder, and the nominee.

d. Nominations shall close on a date not less than thirty days after the date on which nominations are called for

e. Ballot papers shall be posted to members within forty days after the date set for the close of nominations.

f. The ballot shall be declared closed seventy days after the date set for the close for nominations and no ballot papers received after that time shall be counted.

g. Members shall be entitled to cast one vote for each executive position, one vote for a regional councillor and one vote for each of three general councillors.

h. The candidates who receive the greatest number of votes shall be elected.

i. Any candidate may appoint a scrutiner.

j. If insufficient nominations are received to fill all vacancies on either the Committee or the Council, the candidates nominated shall be deemed to be elected and further nominations shall be called by the Secretary.

VACATION AND TERMINATION OF OFFICE

(5) a. The office of a member of the Committee or the Council shall become vacant upon;

(i) the death of such a member,

(ii) such a member becoming bankrupt or of unsound mind,

(iii) the resignation from his/her office, (such notice shall take effect after one month's notice in writing to the Secretary of his/her intention to resign and on the expiration of the said period)

- (iv) the cessation of his/her membership of the Association pursuant to Rule 8, or
 - (v) the failure of such a member to attend two consecutive meetings of the Committee or the Council without having been granted leave by the Secretary.
- b. The office of a member of the Committee or the Council shall not be terminated by the Council unless,
- (i) such a member is found guilty of gross misconduct in relation to the conduct of the business of the Association, and
 - (ii) a resolution to that effect is adopted by the Council.

DIVISION OF POWERS BETWEEN THE COMMITTEE AND THE COUNCIL OF MANAGEMENT

23. (1) The committee shall be responsible for the day to day administration of the Association within the general policy guidelines set by the Council in accordance with the objects of the Association as stated in Rule 2 hereof and the resolutions adopted at the general meetings of the Association.
- (2) The Council shall determine the general policy of the Association in accordance with the objects of Association as stated in Rule 2 hereof and resolutions adopted at the general meetings of the Association.
- (3) Whenever the Committee is compelled to make an administrative decision which falls beyond the delegated powers of the said Committee, the Committee shall obtain prior informal approval of the Council thereto and in such event, the Council may,
- a. within 14 days after the date on which such informal approval has been granted, ratify the decision made by the Committee; or,
 - b. as soon as possible but in any event prior to any action being taken on the decision of the Committee, revoke the said decision.

Provided however, if the Council fails to ratify or revoke the said decision within the stipulated period, such a decision shall become binding upon the Association.

PROCEEDINGS OF THE COMMITTEE AND THE COUNCIL

24. (1) The Committee shall meet as many times as it may be deemed necessary for the purpose of efficient administration of the affairs of the Association.
- (2) The meetings of the Committee may be convened by the President or by any two members of the Committee.
- (3) Notice of meetings shall be given to the members of the Committee specifying the nature of the business to be transacted but, whenever it is deemed necessary by the President to transact any other business that is not specified in the notice, such business may be transacted at such meeting.

(4) Any three members of the Committee shall constitute the quorum for the transaction of the business of a meeting of the Committee.

(5) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was cancelled by the President or, in the case of a meeting called by any other two members, by the said members.

(6) At a meeting of the Committee:

(a) The President or in his/her absence the Vice- President shall preside; or

(b) If the President the Vice- President are absent such one of the remaining members of the Committee as may be chosen by the members present shall preside.

(7) Questions arising at a meeting of the Committee or of any sub- committee shall be determined on a show of hands.

(8) Each member present at a meeting of the Committee or of any sub- committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(9) The notice of each Committee meeting shall be served on members of the Committee either in writing or by telephone message, at least two days prior to the date of the meeting.

(10) Subject to Sub- Rule (4) the Committee may act notwithstanding any vacancy on the Committee.

25. (1) The Council shall meet at least once in each year at such place and such time as the Council determines.

(2) The Council meetings may be convened by either the Secretary or by any two members of the Council.

(3) Notice in writing shall be given to the members of the Council of its meetings at least seven days prior to the meeting.

(4) Any seven members of the Council of whom at least 5 shall be elected members, shall constitute a quorum and if membership of the Council increases above the number of 14 by co- option, then the said quorum shall be increased to 8 of whom at least 5 shall be elected members.

(5) No business shall be transacted unless the quorum as specified in Sub- Rule (4) is present and if within half an hour of the time appointed for the meeting, a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

(6) At a meeting of the Council:

- (a) The President or in his/her absence the Vice- President shall preside; or
 - (b) If the President and the Vice- President are absent such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Council shall be determined on a show of hands.
- (8) Each member present at a meeting of the Council is entitled to one vote and in the event of an equality of votes on any question, the person presiding may exercise second or casting vote, and these rules, subject to such notification as necessary, shall apply to postal ballots.
- (9) Subject to Sub- Rule (4) the Council may act notwithstanding any vacancy in the Council.
- (10) The Council may where appropriate, within seven days of any of its meetings, decide to hold a postal ballot of all members of the Association on any resolution considered by the Council as necessary to be carried by the members of the Association. In such situation, the Council shall issue a statement giving reason for the ballot and provide ballot papers to all its members within 30 days of the Council meeting and the ballot shall close 60 days after the Council meeting.
- (11) The results of such ballots shall be binding upon the Associations.

LOCAL BRANCHES

26. (1) The Council may, from time to time, authorise certain members of the Association as it may deem appropriate, to form local branches for the purpose of holding meetings or discussions or for such other similar purposes as are consistent with the objects and policies of the Association

(2) These local branches shall consist solely of the members *of* the Association.

(3) The proceedings of such meetings shall be recorded by the members of such local branches and forwarded to the Secretary of the Association on an annual basis.

SECRETARY

27. The Secretary of the Association shall keep minutes of the resolutions and proceedings of:

(a) each general meeting;

(b) each Council meeting, and

(c) each Committee meeting in books provided for that purpose together with a record or the names of persons present at such meetings

FINANCE

28. (1) The Treasurer of the Association;

(a) Shall collect and receive all monies due to the Association and make all payments authorised by the Association.

(b) Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(2) The accounts and books referred to in Sub- Rule (1) shall be available for inspection by members.

(3) The Treasurer shall, as soon as possible after the 30th June of each year, prepare and furnish to the Committee, reports of the operations of the Association together with financial statement of receipts and expenditure for the year and a statement of the assets and liabilities of the Association.

(4) This report, once scrutinized and approved by the Committee, shall be tabled at an annual general meeting of the members of the Association.

29. (1) The Association shall, at each annual general meeting, appoint an Auditor for a period of one year who shall not be a member of the Association.

(2) Such Auditor is eligible for reappointment by the Association, for a further term of one year.

(3) The Auditor shall report to the Committee after the examination of the Treasurer's report referred to in Rule 28, as to;

a. whether the Statement is in agreement with the accounts and records,

b. whether the Statement, accounts and records give a true and fair picture of the financial affairs of the Association,

c. as to such matters arising out of the Statement as the Auditor considers should be reported to the members.

(4) Once the Committee scrutinizes this report, it shall be tabled at the annual general meeting of the members of the Association together with any reports thereupon which the Committee deems necessary.

(5) The Auditor is, for the purpose of carrying out the tasks set out herein, entitled to full and free access to all accounts, records, documents and papers of the Association relating directly or indirectly to the receipt and payment of monies or to the acquisition, receipt, custody or disposal of assets by the Association

BANK ACCOUNTS AND CHEQUES

30. (1) The Committee shall cause to open a bank account in the name of the Association with a bank nominated by the Council.

(2) All funds of the Association shall be deposited in that account.

(3) All cheques drawn on that account shall be signed by two members of the Committee

(4) The Council may, from time to time, open additional accounts in other banks for limited purposes such as the National Conference and Publications and, specify the manner of operation of such accounts

SEAL

31. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.

(2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

32. (1) The Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act and subject to the following procedure.

(2) Any proposed amendment shall be;

(a) proposed by the Council or,

(b) supported by a written statement to that effect signed by 30 or more members of the Association.

(3) The special resolution required to be adopted to effect the amendments shall be carried by postal ballot of the members.

NOTICES

33. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his/her address shown in the Register of Members, provided however where such notice could not be given in writing due to reasons of expedience, then such notice may be given by telephone message, facsimile transmission or any other similar mode of communication.

(2) Where a document is properly addressed pre- paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of the post.

WINDING UP OR CANCELLATION

34. (1) In the event of the winding up or the cancelling of the Incorporation of the Association, the assets of the Association shall be disposed of in accordance with the Act.

CUSTODY OF RECORDS

35. Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.

FUNDS

36. The funds of the Association shall be derived from entrance fees, annual subscription fees, donations and such other sources as the Council may determine.

Appendix 1

Application for membership of.

(Full name of the Association)

I,

(Full name of Applicant)

of

(Address)

..... desire to become a member of

(occupation)

.....

(Name of the Association)

In the event of my admission as a member, I agreed to be bound by the Rules of the Association for the time being in force.

.....

Signature of Applicant

Date.

Appendix 2

FORM OF APPOINTMENT OF PROXY

I, of

..... being a member of.

.....

(Name of Incorporated Association)

hereby appoint.of.

.....being a member of that

incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the day of19 and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution. (insert details).

Signed.

Theday of19...