

**BRAZILIAN COMMUNITY COUNCIL  
OF AUSTRALIA INCORPORATED**

**CONSTITUTION**

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**BRAZILIAN COMMUNITY COUNCIL OF AUSTRALIA INCORPORATE**  
**CONSTITUTION**

**1. Name**

The name of the association shall be Brazilian Community Council of Australia Incorporated (referred to in these rules as “the association”).

**2 Objectives**

The objectives of the association shall be:

- 2.1 To promote the Brazilian culture within the general community.
- 2.2 To promote solidarity amongst members of the Brazilian community and develop their awareness regarding their rights.
- 2.3 To identify and advocate the needs of the Brazilian community in Australia.
- 2.4 To assist Brazilian residents in their settlement in Australia.
- 2.5 To work towards increasing friendship and cultural exchange between Australia and Brazil.
- 2.6 To endeavour to relieve poverty, sickness and distress of the local community irrespective of ethnic, aboriginal, cultural or religious background

**3 MEMBERSHIP**

3.1 Membership is open to all individuals and organisations who accept the objects and rules of the association.

3.2 The association has three type of membership, namely:

- i) Individual,
- ii) Family, which includes: partner/spouse and dependent children only, and
- iii) Organisational

**4 RIGHTS ASSOCIATED WITH MEMBERSHIP**

*Individual and Family*

4.1 Each of the association has the following rights:

- i) to receive notice of, attend and vote at general meetings of the association,
- ii) to nominate (or second) eligible individuals for election to the management committee
- iii) to be elected or appointed to the management committee or sub-committee, and
- iv) to receive information about the association's activities

*Organisational member*

4.2 Each organisational member of the association may appoint a delegate to exercise its membership rights.

4.3 An organisational member cannot be elected or appointed to the committee, however, the delegate of an organisational member can be elected or appointed to the committee.

4.4 An organisational member is responsible for any statement, action taken, or decision made on its behalf by its delegate.

4.5 Each organisational member must provide the management committee with name and address of its delegate. This notice must be in writing and signed by the member's Secretary or equivalent.

4.6 An organisational member may at any time change its delegate by notification in writing given to the Secretary of the association. The member must also advise its delegate of the change.

## **5. APPLICATIONS FOR MEMBERSHIP**

- 5.1 Individuals, Families and organisations wishing to become members of the association shall apply to the management committee for membership.
- 5.2 All Brazilian Associations Incorporated in Australia wishing to become members of the Brazilian Community Council of Australia Inc. shall apply to the management committee for membership with exemption of fees.
- 5.3 The management committee shall determine whether or not to accept an application for membership. The management committee is not required to supply reasons for accepting or rejecting an application for membership.

## **6. MEMBERSHIP FEES**

- 6.1 Members shall pay such fees as are determined by the association at a general meeting.
- 6.2 Membership fees shall fall due on the first day of each financial year of the association. The financial year of the association shall run from 1 July to 30 June or such other period as determined by the management committee.
- 6.3 The management committee must not vary the annual membership fee more frequently than once each financial year set at the AGM.

## **7 CESSATION OF MEMBERSHIP**

- 7.1 A person ceases to be a member of the association if the person:
- i) dies,
  - ii) resigns from membership by notice in writing to the Secretary,
  - iii) fails to pay the annual membership fee within 3 months of the due date, or
  - iv) has his or her membership terminated.
- 7.2 An organisation ceases to be a member of the association if the organisation:
- i) is wound up has its incorporation cancelled or otherwise ended;
  - ii) resigns from membership by notice in writing to the Secretary
  - iii) fails to pay annual membership fee within 3 months of the due date, or
  - iv) has its membership terminated.

## **8 TERMINATION OF MEMBERSHIP**

- 8.1 A complaint may be made to the management committee by any member of the association that some other member of the association has acted in a manner prejudicial to the interests of the association.
- 8.2 After considering a complaint against a member, the management committee may, by resolution, either suspend or terminate the membership of the person or organisation.
- 8.3 Before passing a resolution suspending or terminating membership, the committee must give the member concerned:
- i) reasonable notice of the matters alleged, and
  - ii) a fair opportunity to answer the allegations.
- 8.4 When considering suspending or terminating the membership of a person or organisation the management committee must make its decision in a fair, unbiased manner on all the information before it.
- 8.5 A member cannot be expelled from membership of the association unless a resolution is passed by a majority of not less than two-thirds of the entire membership of the management committee.
- 8.6 A member who has had his or her membership terminated by the management committee may appeal to the next general meeting of the association by lodging a notice of appeal with the secretary within 7 days of being notified of the committee's decision to terminate the membership.

## **9 MEMBERS' LIABILITY**

The members of the association shall have no liability to contribute towards the payment of debts or liabilities of the association or the costs, charges and expenses of the winding up of the association except to the amount of any unpaid membership fees.

## **10 RESOLUTION OF INTERNAL DISPUTES**

- 10.1 In the event of a dispute arising between members (in their capacity as members), or between a member and the association, or a member and the management committee the following procedures shall apply.
- 10.2 Each party of the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.
- 10.3 Should the nominated representatives be unable to resolve the dispute within fourteen (14) days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.
- 10.4 If the dispute is not resolved by the above procedures, it shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

## **11 MANAGEMENT – BY THE MANAGEMENT COMMITTEE**

- 11.1 The association shall have its affairs controlled and managed by the office bearers and other members known as the management committee.
- 11.2 The powers of the management committee include the power to:
- i) determine the association's policies;
  - ii) approve the association's annual financial budget;
  - iii) receive, consider and act upon reports relevant to the association;
  - iv) enter into agreements with any government or authority;
  - v) appoint, remove or suspend employees, officers, agents and contractors, and to fix their power, duties and remuneration
- 11.3 No remuneration or other benefit in money or money's work shall be paid or given by the association to any member of the management committee except for the payment of out-of-pocket expenses incurred by the management committee member in the performance of a duty as a committee member, previously approved by the management committee.
- 11.4 No member of the management committee can be appointed to any salaried office of the association or any office of the association paid by fees, and no holder of such an office may be appointed to the committee.
- 11.5 The management committee must act in accordance with any resolution passed by a general meeting of the association.

## **12 COMPOSITION OF THE MANAGEMENT COMMITTEE**

- 12.1 The management committee shall be consisted of a maximum of 10 people comprising:
- i) four (4) office bearers, being President, Vice-President, Secretary and Treasurer,
  - ii) upto six (6) ordinary members,
- 12.2 Members of the management committee shall not be family members or commercial partners.
- 12.3 Each member of the management committee must be a person who is:
- i) at least 18 years of age ,
  - ii) resident in NSW
  - iii) permanent resident in Australia
- 12.4 Office bearers of the association shall be Brazilian born person or direct descendent of a Brazilian parent.

## **13 NOMINATION AND ELECTION OF THE MANAGEMENT COMMITTEE**

### ***Nomination***

- 13.1 Nominations of candidates for election as office bearers or other management committee members shall reach the hands of the secretary before or including the day of the annual general meeting.
- 13.2 Nomination for any management committee position shall be in writing on a designated form showing who is being nominated, by whom, date of nomination and nominee acceptance.
- 13.3 All members shall receive the designated nomination form 21 days prior to the annual general meeting.

## ***Election***

13.4 The President, Treasurer, and other members of the management committee positions shall be elected at each annual general meeting.

## **14 TERM OF OFFICE OF EXECUTIVE MEMBERS**

14.1 Each member of the management committee shall hold office from the date of his or her election or appointment until the next annual general meeting.

14.2 No Member of the management committee may hold any office bearing position for a period exceeding two (2) consecutive years.

14.3 A member of the management committee shall cease to hold office upon:

- i) resignation in writing to the association;
- ii) removal from office by the management committee in accordance with this constitution or
- iii) absence from three successive management committee meetings without approval by the management committee.

14.4 A casual vacancy occurring in the management committee shall be filled by a member appointed by the management committee.

## **15 DUTIES OF OFFICE BEARERS**

### ***President***

15.1 The President or, in the president absence, the Vice-President shall act as chairperson at each general meeting and committee meeting of the association.

15.2 If the President and Vice-President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.

### ***Vice-President***

15.3 The Vice-President must support the President in his or her duties and represent the President when absent.

### ***Secretary***

15.4 The secretaries shall ensure that the association maintains a register of members which:

- i) contains the name and address of each member,
- ii) contains the date on which they became a member of the association,
- iii) specifies the type and category of each member's membership and
- iv) is update within one month of any change taking place

15.5 These register must be held in the custody or control of the Secretary and be available for inspection by any member, free of charge, upon giving reasonable notice.

15.6 The Secretary must ensure that correspondence and minutes of all general and committee meetings are entered in books kept for that purpose and a file are kept.

15.7 All minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

15.8 The Secretary must ensure that notice of meetings is given in accordance with the provision of this constitution.

### ***Treasurer***

15.9 The treasurer shall ensure that:

- i) all money received by the association is deposited intact at the earliest possible date to the credit of the association's bank account;
- ii) all payments are made by cheque signed by two signatures authorised by the committee or through a petty cash system
- iii) any major or unusual expenditure shall be authorised in advance by the management committee or a general meeting.
- iv) receipts for all money received are issued promptly,
- v) all accounts are presented to and passed for payment at a meeting of the management committee and full details of the approval are entered in the minute book.

- vi) each committee meeting and the annual general meeting receive a report on the financial position of the association and
- vii) the books and accounts of the association are audited annually, if required.

15.10 The association's accounting records are to be held in the custody or control of the Treasurer and must be made available for inspection by any member, free of charge, upon giving reasonable written notice to the committee.

## **16 REMOVAL OF A MEMBER OF THE COMMITTEE**

A complaint may be made to the committee by any member of the association that a committee member has:

- i) refused or neglected to comply with a provision or provisions of this constitution; or
- ii) acted in a manner prejudicial to the interests of the association; or
- iii) breached the code of conduct adopted by the committee; or
- iv) an undisclosed or unapproved conflict of interest.

16.1 After considering the complaint the committee may either dismiss the complaint, or issue a warning to the committee member concerned.

16.2 Should the member concerned fail to rectify the matter complained of after being issued with a warning, the committee may, by a resolution passed by a two thirds majority of those committee members present and voting, remove the person from the committee.

16.3 Before issuing a warning or passing a resolution removing a committee member, the committee must give the person concerned,

- i) reasonable notice of the matters alleged, and
- ii) a fair opportunity to answer the allegations.

16.4 When considering issuing a warning or removing a committee member the committee must make its decision in a fair, unbiased manner on all the information before it.

16.5 A person who is removed from the committee will not be eligible for election or appointment to the committee for a period of 5 years.

## **17 MEETINGS OF THE COMMITTEE**

17.1 The management committee member shall meet as often as necessary to conduct the business of the association and not less than once in each month.

17.2 All management committee meetings shall be opened to any member of the association as an observer, previously approved by the Committee.

17.3 The quorum for meetings of the management committee shall be (5) members present in person, at least (2) of whom must be office bearers.

17.4 Notice of management committee meetings shall be given at the previous committee meeting or by such other means as the management committee may decide upon.

17.5 The management committee may function validly provided its number is not reduced below quorum. Should management committee numbers fall below the quorum, the meeting shall proceed pending its decision approval at next management committee meeting.

17.6 The remaining management committee members may act submitting the decision to the next executive meeting for approval.

17.7 Questions arising at any meeting of the management committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

17.8 Additional meetings of the management committee may be convened by the president or any two members of the committee.

## **18 CREATION AND RULES OF SUB-COMMITTEES**

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- 18.1 The association shall create one or more sub-committees appointed at committee meeting or at annual general meeting consisting of members of the association.
- 18.2 The sub-committees shall exercise in according with the management committee depending of its approval for any decision making.
- 18.3 The sub-committee shall report the progress of its tasks at the executive meeting every month.
- 18.4 The management committee shall appoint a sub-committee for special events whenever it deems necessary.

## **19 CONFLICT OF INTEREST**

- 19.1 A Committee member who is directly or indirectly interested in a contract or proposed contract with the association must, as soon as practicable after the relevant facts have come to that person's attention, declare the nature of the interest at a meeting of the committee.
- 19.2 A committee member who occupies a position or owns property which may lead to a conflict with his or her duties or interest as a committee member must declare the fact and the nature of the conflict.
- 19.3 A committee member must leave a meeting of the committee and take no part in the decision making when the meeting is considering:
- i) the appointment, conditions of service, or remuneration of a person who belongs to the committee member's immediate family;
  - ii) any proposal for the supply of goods or services by the committee member; or
  - iii) any proposal for the supply of goods or services by a person who belongs to the committee member's immediate family.
- 19.4 The secretary of the association must record every declaration made in accordance with rule 19 in the minutes of the meeting at which it was made in a register of pecuniary interests.

## **20 GENERAL MEETINGS**

- 20.1 An annual general meeting of the association shall be held each year within five (5) months from the end of the financial year of the association.
- 21.2 The management committee may, whenever it thinks fit, convene a general meeting of the association. A general meeting must be convened by the management committee within three months of receiving a written request to do so from at least five per cent (5%) of the membership of the association.
- 20.3 At least 14 days' notice of all general meetings and notices of motion shall be given to members. This notice must include details of the time, date and place of the meeting together with details of the proposed business of the meeting. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.
- 20.4 In the case of the annual general meeting the following businesses shall be transacted:
- i. Confirmation of the minutes of the last annual general meeting and any recent special general meeting;
  - ii. Receipt of the management committee's report upon the activities of the association in the last financial year;
  - iii. Election of office bearers and other members of the management committee;
  - iv. Receipt and consideration of a statement from the management committee members which is not misleading and gives a true and fair view for the last financial year of the association's:
    - Income and expenditure
    - Assets and liabilities
    - Mortgages, charges and other securities
    - Trust properties
- 20.5 The quorum for a general meeting shall not be less than ten per cent (10%) or a minimum of 25 members present in person. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.
- 20.6 Voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.

20.7 All votes shall be given personally and there shall be no voting by proxy.

20.8 Accountable votes at general meetings:

- i) Individual membership shall have one vote right.
- ii) Each members of nuclear family (family membership) shall have vote right if older than sixteen years.
- iv) Organisation members shall have one vote right.
- v) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.

20.9 Written notice of all general meetings shall be given to members either personally or by post.

20.10 Members who have items of business they wish considered at a general meeting shall give written notice of such business to the secretary. The secretary shall include that business in the next notice calling a general meeting.

## **21 SPECIAL RESOLUTIONS**

21.1 A special resolution must be passed by a general meeting of the association to effect the following changes:

- i. A change of the association's name;
- ii. A change of the association's rules;
- iii. A change of the association's objectives;
- iv. An amalgamation with another incorporated association;
- v. To voluntarily wind up the association and distribute its property; or
- vi. To apply for registration as a company or a co-operative.

21.2 A special resolution shall be passed in the following manner:

- i. A notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
- ii. The notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
- iii. A quorum must be present at the meeting; and
- iv. At least three-quarters of those present must vote in favour of the resolution.

21.3 In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Consumer Affairs for permission to pass the resolution in some other way.

## **22 PUBLIC OFFICER**

22.1 The committee shall ensure that a person is appointed as public officer.

22.2 The committee may at any time remove the public officer and appoint a new public officer provided the person is 18 years of age or older and a permanent resident of New South Wales.

22.3 The public officer shall be deemed to have vacated their position in the following circumstances:

- i. Death;
- ii. Resignation;
- iii. Removal by the committee or at a general meeting;
- iv. Bankruptcy or financial insolvency;
- v. Mental illness or incapacity or;
- vi. Residency outside New South Wales.

22.4 When a vacancy occurs in the position of public officer the committee shall within 14 days notify the Department of Consumer Affairs by the prescribed form and appoint a new public officer.

22.5 The public officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:

- i. Appointment (within 14 days)
- ii. A change of residential address (within 14 days)
- iii. A change of association's objects or rules (within one month)
- iv. Of the association's financial affairs (within one month after the annual general meeting)
- v. A change in the association's name (within one month).

22.6 The public officer may be a committee member of any other person regarded as suitable for the position by the committee except an office bearer.

