

CONSTITUTION

OF

THE

**FEDERATION OF INDIAN ASSOCIATIONS OF ACT INC.
(FINACT)**

April 2011

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FEDERATION OF INDIAN ASSOCIATIONS OF ACT INCORPORATED **(FINACT)**

VISION

To be the peak body representing all Indian Community Groups in the Australian Capital Territory and surroundings; to advocate on matters of interest to the Indian Communities; to promote Indian Art & Culture and to foster friendships with the wider Australian Community.

AIMS AND OBJECTIVES

1. To present a unified front for all its member associations and promote the advancement of people of Indian origin (hereinafter referred to as “the Indian community”) in the Australian Capital Territory (ACT) and surroundings.
2. To act as a channel of communication between the Indian community and the Commonwealth Government, the Territory/State Governments or the Indian Government on welfare, social and economic matters where practical and justifiable.
3. To promote among the people resident in Australia and, in particular, the ACT an awareness about Indians being responsible Australian citizens and to cultivate a feeling of mutual respect through increased social & cultural interaction, sport and recreation.
4. To celebrate at least two major Indian functions and festivals every year. The non-prescriptive list includes the Indian Independence Day, the Indian Republic Day, A Friendship Fair, An Open Day and the Australia Day.
5. To establish, develop and maintain an “India Centre” – a Community and Resource centre in ACT for use and benefit of member organisations and of the community.
6. To establish such facilities and to do all such other lawful activities as are incidental or conducive to the attainment of the vision of the Federation.

1) THE ORGANISATION

- a) The name of the organisation shall be “Federation of Indian Associations of ACT Incorporated” (hereinafter referred to as the “FINACT”).
- b) FINACT is an association of organisations from within the Australian Capital Territory (ACT), Commonwealth of Australia.
- c) FINACT is a non-political, not-for-profit, voluntary organisation committed to the welfare of people of Indian Origin living in the ACT and surroundings.

2) REGISTERED ADDRESS

The registered address of the FINACT shall be the address as the General Council may determine from time to time.

3) DEFINITIONS & INTERPRETATIONS

In this constitution unless the contrary intention appears, the following words and expressions shall have the meanings respectively set after them:

- a) **Associate Member** shall mean an un-incorporated Association admitted to membership of the FINACT on the General Council. Associate members' delegates can vote for or be nominated to the Executive Committee positions until financial year July 2012 to June 2013.
- b) **Member** shall mean an incorporated Association admitted to the membership of the FINACT on the General Council. A delegate of a member association is eligible to vote and to stand for election to an Executive Committee position vide clause 8.
- c) **General Council** shall have the meaning as defined in clause 7.
- d) **Executive Committee** shall mean the Committee of Management comprising of the President, Vice President, Secretary, Treasurer, Public Officer, Co-ordinator of Community Services, Co-ordinator of Social & Cultural Programmes, a Students/Youth Representative, Seniors Representative and a Woman representative
- e) **Trustees** shall mean persons as defined in clause 14.
- f) **Sub Committee** shall have the meaning as defined in clause 9.
- g) Financial year of the FINACT shall be from July 1 of one year to 30 June of the succeeding year.

- h) **“The Act”** means the *Associations Incorporation Act 1991*.
- i) **“The Regulations”** mean the regulations under the Act.
- j) **“The Seal”** means the Common Seal of the Association as defined in clause 18.
- k) **“Family”** means the person’s spouse/partner, person’s children and their spouses/partners
- l) **“ACT and surroundings”** means the geographical boundaries of Australian Capital Territory and neighbouring townships within a radius of 100kms from the Canberra, Central Business District”.

Words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984.

Insofar as this constitution is concerned, any reference to one gender is taken to include both. Except where otherwise specifically provided, references to members include associate members consistently.

The headings used in these Clauses are for ease of reference only and are in no way to be used in interpreting the provisions herein.

4) MEMBERSHIP

a) Autonomy of member organisations

A member organisation shall retain the right to independent management of its affairs in accordance with its own constitution or rules.

- i. Where any clause in this constitution conflicts with any clause contained in any constitution or rules governing a member organisation, the latter shall prevail in relation to the affairs of the member organisation
- ii. A conflict in the clauses as stated in (i) above may be resolved by mutual agreement between the Executive Committee of FINACT and the Executive Committee or equivalent of member organisation concerned.

b) Eligibility

- i. Any organisation whose membership includes a majority of persons of Indian origin and whose aims and activities are consistent with the aims and objectives of the FINACT shall be eligible for membership.
- ii. To be admitted as a Member, an incorporated organisation shall be required to submit a copy of its certificate of incorporation at the time of joining FINACT. Should the organisation’s status of incorporation change

at any time after it joins FINACT, it is the responsibility of the Public Officer of said organisation to inform FINACT of such changes.

- iii. An un-incorporated organisation shall be admitted as an Associate member.

c) Application for membership

- i. Application for membership shall be made using the prescribed form in schedule 1 hitherto. The application shall be accompanied by relevant documents as per clause 4(b) and prescribed Joining fee and Annual subscription as contained in schedule 2 hitherto.
- ii. The Secretary shall table the application at the first General Council meeting convened after the date on which the application is made.
- iii. The General Council, by a simple majority vote, shall decide to accept or reject the application for membership.
- iv. If accepted by General Council, membership shall become effective in terms of d(i) below.

d) Subscription

- i. The Annual Subscription shall be payable no later than two calendar months following the end of Financial Year and be such sum or sums as may be determined by the General Council as contained in schedule 2 hitherto and shall be non-refundable.
- ii. On payment of the annual subscription by due date but subject to rule 4(c) an organisation shall be deemed a member for the period beginning on the first day of July and ending on the thirtieth day of June in the following year.
- iii. For an organisation joining or renewing their membership after 31st August, the membership period shall start on the date of receipt of all required documentation per clause 4(c), Joining Fee and annual subscription.
- iv. Annual subscription for current financial year shall be halved for members joining FINACT between January and June.
- v. Any adjustments arising out of changes to Annual Subscription at the Annual General Meeting (AGM), shall be attended to within 30 days of AGM.

e) Register of members

The Secretary shall keep and maintain a register of members, in which shall be entered the full name, address, the date of entry and date of resignation of each member. The register shall be available for inspection by members at the registered address of the FINACT.

f) Resignation of a member

- i. A Member of the Federation who has paid all monies due and payable may resign from the Federation by first giving notice in writing to the Secretary. Upon the expiration of any period specified in the notice, the member shall cease to be a member or where no period is specified, then that member shall cease to be a member seven days from the date of receipt of the notice.
- ii. Upon expiration of notice given under sub clause 4(f) (i), the Secretary shall make an entry in the register of members recording the date on which that member ceased to be a member.

g) Termination of membership

The membership of a member organisation shall cease upon:

- i. Dissolution of a member organisation.
- ii. Non-payment of subscription within the time limit as specified in clause 4(d) (i),
- iii. A member association that is no longer incorporated, shall automatically (upon receipt of notification of its status) acquire the Associate Member status. The rights and responsibilities of a delegate from such an organisation shall be governed by clause 8. The managing committee of the member organisation must inform the Secretary of FINACT, in writing of this event within 14 calendar days.

h) Expulsion

A member may be expelled from the FINACT if in the opinion of the General Council the conduct of the member is prejudicial to the interests of the FINACT or such conduct is unbecoming provided that

- i. Such expulsion shall not be valid unless it is approved by a majority of two thirds of the members of the FINACT present and voting (such a vote has to be taken by secret ballot) at a Special General Meeting convened for that purpose.
- ii. The written notice of such a meeting shall be sent to each member at least 21 days prior to the meeting.
- iii. At such meeting, the member shall be entitled to present his case against possible expulsion.

5) FUNDS

- a) The FINACT's source of funds shall be:

- i. Joining fees and Annual Subscription from member organisations as determined from time to time by the General Council.
- ii. Donations, endowments, subsidies, grants and other such sources as may be determined from time to time by the Executive Committee.
- iii. Any funding/grants obtained from ACT, Commonwealth Governments and other appropriate funding bodies/organisations.

b) The FINACT shall open and maintain a Bank Account in the name of FINACT. Cheques shall be signed by two members of the Executive Committee one of whom shall preferably be the Treasurer.

c) Any excess funds (after meeting the estimated yearly running costs) may be invested in an interest bearing account in the name of FINACT, with a major financial institution in Australia.

d) All requests for expenditure previously moved and formally approved at a properly constituted meeting of the Executive Committee must be detailed.

e) No Office Bearer, Chairperson of a Sub-Committee or member of a Committee or Council has the authority to expend money, other than running expenses, on behalf of the FINACT without first obtaining the written authority of the Executive Committee.

f) The Executive Committee may, on such terms as it determines, authorise the Treasurer to retain a petty cash imprest not exceeding \$250 at any one time for the purchase of small items of stationery, postage stamps and sundries.

g) All cash received on behalf of the FINACT must be receipted immediately through an official FINACT receipt. All receipts must be sequentially numbered.

6) POWERS OF THE FINACT

a) To enter into any arrangements with any Government or Authority that is incidental or conducive to the attainment of the objects and exercise of the powers of the FINACT to obtain from any such Government or authority any rights, privileges or concessions, which the FINACT may think desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

b) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the FINACT in the shape of donations, annual subscriptions or otherwise upon approval of the Executive Committee.

c) To print and publish any newspapers, periodicals, books or leaflets that the FINACT may think desirable for the promotion of its objectives.

- d) To make donations for patriotic, charitable or community purposes upon approval by the Executive Committee by simple majority rule.
- e) To perform all such other duties as are incidental or conducive to the attainment of the objects and the exercise of the powers of the FINACT.

7) THE GENERAL COUNCIL

a) Composition

The General Council shall consist of:

- i. One delegate from each member organisation who shall be entitled to have one vote only. A member organisation may also nominate, in writing, a Substitute Delegate who will attend to General Council activities only in the absence of the primary delegate.
- ii. The immediate past President.
- iii. The President Elect for next term of office, when appointed.
- iv. The Executive Committee
- v. The President who shall have a casting vote in the event of a tied vote.

Unless he is an office-bearer of the FINACT Executive Committee, a delegate who ceases to be the representative of his own association, will lose his position at the General Council. The managing committee of the member association can provide, in writing to the Secretary of FINACT, the details of a Replacement Delegate.

No delegate, Substitute Delegate or Replacement Delegate shall represent more than one member organisation at the same time.

Substitute and Replacement delegates do not automatically assume the Executive Committee functions of the original delegate.

No delegate and his/her family can be nominated to the General Council for more than two terms of office without one term gap in-between. A delegate and his/her family shall not be represented in the General Council at the same time.

b) Voting rights

- i. Each delegate in attendance at meetings shall be entitled to **one** vote.
- ii. The immediate past President shall have no voting rights.
- iii. The President Elect shall have no voting rights.

c) Powers, duties & responsibilities

The General Council shall determine the policies and principles upon which the affairs of the FINACT shall be conducted, including those functions

performed on its behalf by the Executive Committee described in Clause 8 as well as those listed below:

- i. To develop policies that are consistent with the purposes set out in Clauses 4 and 6.
- ii. To admit new member organisations in accordance with Rule 4.
- iii. To elect members of the Executive Committee in accordance with Clause 8(a).
- iv. To appoint an auditor in accordance with Clause 12.
- v. To receive and approve reports, including quarterly financial reports of the Executive Committee and Sub-Committees.
- vi. To approve the budget for the following financial year as prepared by the Executive Committee.
- vii. To amend the clauses as necessary in accordance with clause 23.
- viii. To decide on all matters affecting the FINACT which are not within the purview of the Executive Committee.

d) Meetings

- i. The General Council shall meet at least quarterly, one of which will be the Annual General meeting and the Annual Election meeting. At least fourteen days notice in writing to members shall be given, unless such meeting is to transact any special business when 21 days notice shall be given.
- ii. Quorum at meetings including any adjournments thereof shall not be less than 1/3 (one third) of the member organisations rounded to the nearest whole number, and three members of the Executive Committee.
- iii. 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 Clauses as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- iv. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Clauses to vote is present during the time when the meeting is considering the item.
- v. If within thirty minutes 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 thirty minutes after the time appointed for the commencement of the meeting, the members present shall be a quorum.
- vi. The meetings shall be chaired by the President and in his absence the Vice President. Should both the President and Vice President be absent, the Chairman for that meeting shall be elected by a simple vote of the members present.

- vii. All motions put to the meeting of the General Council shall be decided upon by a simple majority of votes unless otherwise specified by the constitution. The Chairman of the meeting shall have a casting vote as distinct from his/her ordinary vote in the event of equality of voting.
- viii. All votes shall be cast personally. Proxy voting is not permitted.
- ix. Votes shall be counted by a show of hands unless the meeting decides by a simple majority to vote by secret ballot.
- x. All members must have paid the prescribed subscription otherwise, they cannot participate in the General Council (or vote or be elected to the Executive Committee).
- xi. The General Council shall have the right to report the expulsion of a delegate from the meeting, if in its opinion; the conduct of the delegate is prejudicial to the interests of the FINACT. Then special General meeting shall be called to decide regarding the expulsion of such delegate.
- xii. Any member organisation not represented by any of its nominated primary or substitute delegates for 3 (three) consecutive meetings of the General Council, without a valid reason, shall not be permitted to vote at the AGM or SGM or in any General Council meeting.

8) THE EXECUTIVE COMMITTEE

a) Composition

- i. The affairs of the FINACT shall be managed by an Executive Committee.
- ii. Members of the Executive committee shall not hold paid office of the FINACT.
- iii. Members of the Executive Committee shall not use their positions for personal or business gains. FINACT executive position shall not be included in the business cards of any executive committee member.
- iv. Any Executive Committee member resigning shall do so in writing. In the event of a casual vacancy occurring in the Executive Committee, such vacancy may be filled by co-opting a member of the General Council until the Annual Elections. If the office of the President becomes vacant, the Vice President shall take over for the remainder of the term.
- v. Should a delegate cease to be representative of his own association but is an office-bearer of the Executive Committee, he will continue to serve the Executive Committee until expiry of his term. In such cases, the member association may nominate an Additional Delegate to the General Council. The Additional Delegate shall have no voting powers unless he is co-opted to an office of the Executive Committee by agreement of 75 percent of the General Council voting members.

b) Election of Executive Committee

- i. The Annual Elections for the Executive Committee for the next financial year shall be held preferably at a date no later than 30th April of current year.

- ii. The new Executive Committee shall be elected every year by a majority vote of the General Council members present at the Annual Election Meeting.
- iii. The Auditor, Trustees and Patron for the incoming Executive Committee shall be appointed for the next financial year at the Annual Election Meeting.
- iv. The existing Executive Committee shall appoint a Returning Officer, who shall preferably be one of the trustees of FINACT.
- v. The election process shall be very informal with the Executive Committee for next term elected from out of current General Council. Votes shall be counted by a show of hands, unless the Returning Officer in consultation with the Executive Committee decides in favour a secret ballot

b) Eligibility to Executive Committee positions

- i. No Executive Committee member and his/her family having served for two consecutive terms can nominate for a third term unless there is a minimum gap of one term in-between.
- ii. Delegates to the General Council coming from a single family cannot be elected to the Executed Committee for more than 6 years over a 10-year period.
- iii. A delegate and his/her family members cannot be in the Executive Committee at the same time.
- iv. Delegates nominated for the position of President must have completed one continuous year as a member of the General Council in the last three financial years prior to nomination.
- v. The delegates nominated to any other positions on the Executive Committee must have served in the General Council for at least 180 days continuously prior to nomination.

c) Term of office

- i. The Executive Committee members shall hold office for a period of one financial year.
- ii. The previous Executive Committee shall hand-over charge to the newly elected Executive Committee on or before 15 July of the next financial year.
- iii. The current Executive Committee shall provide all help and advice to the President elect until handover of charge to enable him file necessary paperwork for grants for next year.

d) Powers, duties & responsibilities

The Executive Committee shall:

- i. Manage the business of the FINACT.
- ii. Convene meetings of the General Council.

- iii. Provide operational, financial and funding/grants report at every general council meeting.
- iv. The Executive Committee shall not :
 - a. Sell or otherwise dispose of assets of the FINACT (with a value exceeding \$500 Australian Dollars) unless approved by the membership in a properly constituted General Council meeting;
 - b. Commit the FINACT to any financial liability exceeding \$2000 Australian Dollars in total or 10 percent of the net assets of the FINACT (whichever is higher) as per the audited accounts of the preceding year, at any one time, without the prior approval of the general membership, obtained in a properly constituted General Council meeting convened for that purpose;
- v. Administer the funds of the FINACT.
- vi. Receive applications for membership and make recommendations to General Council.
- vii. Recommend to the General Council the appointment of sub committees and/or task forces as required.
- viii. To bring to the knowledge of the Governments and the general public the contribution of Indian Community to the Australian economy, enrichment of Australian way of life etc.
- ix. Recommend the General council for Co-opting a women representative from any member organisations to its executive committee if there happens to be no women delegate in the general Council.

e) Meetings

- i. The Executive Committee shall meet at least once every two months.
- ii. The quorum at such meetings shall be 50 percent of the members of the Executive committee.
- iii. Resolutions shall be carried by a simple majority of votes. The Chairperson shall have a casting vote as distinct from his/her ordinary vote, in case of tied vote.
- iv. Votes shall be counted by a show of hands, unless the meeting decides by a simple majority to vote by secret ballot.
- v. Any Executive Committee Member who fails to attend two consecutive meetings without a valid reason shall be disqualified from participation in the Executive Committee.
- vi. At meetings of Council, Executive and Sub Committees:
 - a. A written record of all meetings must be maintained
 - b. At each meeting minutes of the preceding meeting must be read, verified as correct and signed by the Chairperson and Secretary of the respective Committee and Council.
 - c. As soon as practicable after each meeting, a copy of the minutes must be forwarded to the Secretary of the FINACT for the records of the FINACT.

- d. An attendance register must be maintained for each meeting by each committee to facilitate compilation of the Annual Report.
- e. To facilitate the flow of discussions at meetings, Chairpersons are required to submit a written report for inclusion with the agenda of the meeting within the required time as outlined in the clauses applicable to a specific committee.

9) SUB-COMMITTEES

- (a) The General Council may from time to time and consistent with the aims and objectives of the FINACT establish and maintain such sub-committees as are appropriate for the effective conduct and development of specified programs and activities.
- (b) The provisions relating to the establishment, conduct and functions of such Sub-committees shall be as follows:
 - i. A sub-committee may be established for a period not exceeding one financial year at any meeting of the General Council for the purpose of fulfilling specified purposes.
 - ii. The establishment of such sub-committee may be initiated by either the Executive Committee or the General Council.
 - iii. Any such sub-committee shall comprise no less than three members elected by General Council.
 - iv. With the approval of Executive Committee, any such sub-committee shall have the power to co-opt individuals with relevant knowledge and experience.
 - v. The role, duties and conduct of sub-committees shall be vested in the Executive Committee.
 - vi. Any casual vacancies, which may arise, may be filled by the sub-committee with the approval of the Council and any person so co-opted shall hold office until the expiration of the term for which his/her predecessor was elected.

10) DUTIES OF OFFICE BEARERS AND DELEGATES

a) The President

The President shall,

- i. Be responsible for the welfare and dignity of the FINACT, the maintenance of harmony among its members and the strict observance of the rules, regulations and procedures herein contained.
- ii. Direct the Executive Committee towards obtaining funds, grants and other revenues.
- iii. Promote FINACT to associations who are not members of the FINACT.
- iv. Preside at all meetings of the FINACT, including the General Council and the Executive Committee.
- v. Act as the spokesperson for the FINACT.

- vi. Liaise with all member associations.

b) The Vice President

The Vice President shall:

- i. Assume the aforementioned duties and responsibilities in the absence of or on the resignation of the President.
- ii. Assume any other duties and responsibilities as may be determined by the General Council or Executive Committee.

c) The Secretary

The Secretary shall:

- i. Keep and record in the book or books provided for that purpose the Minutes of the proceedings, motions moved and resolutions of the General Council and Executive Committee meetings together with the names of the persons present at such meetings.
- ii. Ensure that minutes of the meeting shall be signed by the President and filed.
- iii. Ensure that minutes of the meeting are sent to all member organisations preferably, electronically.
- iv. Ensure that agenda of the meeting is sent to member organisations prior to the General Council meeting.
- v. Issue notices of meetings as prescribed in these Clauses.
- vi. Conduct correspondence and implement the decisions of the General Council and Executive Committee meetings.
- vii. Keep in safe custody the files, common seal, securities and other records and documents of the FINACT.
- viii. Keep in safe custody a copy of the current registered version of the FINACT Constitution for ready reference.
- ix. Compile and present operational report at every general council meeting, open public meeting, Co-ordinate and submit for approval of the Executive Committee, the Annual Report for presentation to the Annual General Meeting.
- x. Maintain a register of members. The register shall be open to inspection by members at all meetings.
- xi. Assume any other duties and responsibilities as may be determined by the General Council or Executive Committee.

d) The Treasurer

The Treasurer shall:

- i. Collect and receive all monies due to the FINACT and make all payments authorised by the FINACT.

- ii. Keep correct accounts and books showing the financial affairs of the FINACT with full details of all receipts and expenditure connected with the activities of the FINACT.
- iii. Prepare financial summary for the General Council meeting and Executive Committee meeting.
- iv. Prepare annual financial statement to submit to Auditor.
- v. Circulate a copy to each member organisation electronically.
- vi. Assume any other duties and responsibilities as may be determined by the General Council or Executive Committee.

e) Co-ordinator of Community Services

The Co-ordinator of Community Services shall:

- i. Propose, develop and implement policy relating to community social services in consultation with the General Council and Executive Committee.
- ii. Manage the activities of the India Centre together with the volunteers.
- iii. Identify sources of funding for community services and, subject to written approval from the Executive Committee, obtain funding where appropriate.
- iv. Acquit properly any funding obtained in compliance with the requirements of the funding body.
- v. Provide written financial and activity reports of the India Centre at Executive and General Council meetings.

f) Co-ordinator of Entertainment & Cultural Programmes

The Co-ordinator of Entertainment & Cultural Programmes shall:

- i. Propose, develop and implement policy relating to various festivals, Cultural, Educational and Entertainment programmes in consultation with the General Council and Executive Committee.
- ii. Identify sources of funding for such programmes and, initiate proposals for obtaining funding from various sources.
- iii. Acquit properly any funding obtained in compliance with the requirements of the funding body.
- iv. Provide financial and activity reports of various functions at Executive and General Council meetings.

g) Public Officer

The Public Officer shall:

- i. Propose, develop and implement policy relating use of a dedicated website, user accounts.
- ii. Develop and maintain a website for the Federation.

- iii. Develop and maintain privileges to enable General Council member's access website.
- iv. Provide facilities and controls to enable member organisations access the Federation website.
- v. Act as a Public Officer for the purpose of dealing with statutory matters relating to its incorporation.

h) Delegates

Each delegate, as a representative of their member organisation, shall:

- i. Attend meetings of the FINACT as required.
- ii. Seek FINACT Executive Committee directions on all matters of policy, where prior notice is given, other than procedural matters.
- iii. Vote as directed by the Association he represents, or, if given a free vote, according to his individual decision.
- iv. Present a written report to his member organisation within one week after each meeting attended as a delegate.
- v. Provide a summary of functions and festivities organised by the member organisation for inclusion in the FINACT annual report.

11) VACANCIES

The office of an officer of the Association, or of an ordinary member of the committee becomes vacant if the officer or member:

- (a) ceases to be a member of the Association: or
- (b) becomes an insolvent under administration within the meaning of the Corporation's law: or
- (c) Resigns from office by notice in writing given to the Secretary.

12) INSPECTION OF BOOKS

A member shall be entitled to inspect relevant documents of the FINACT as defined by the Associations Incorporations Act, by prior appointment with the Secretary of the FINACT, and shall be entitled to make copies or take extracts from relevant documents.

13) AUDITOR

The auditor shall:

- i. Be a chartered accountant or a member of CPA who is not a member of the Executive Committee or General Council.
- ii. Be appointed at the Annual General Meeting.
- iii. Examine and report the results of his examination at an Annual General Meeting.

- iv. Should a vacancy occur in the office of the auditor, the General Council, shall appoint a replacement.

14) RESERVE POWERS AND APPOINTMENT OF TRUSTEES

The Reserve Powers to manage the FINACT, in circumstances detailed hereunder, shall be vested in Five Trustees;

a) Invocation

These Trustees shall manage the affairs of the FINACT only if one or more of the following occur:

- i. The Executive Committee is unable to manage the affairs of the FINACT due to the resignation of majority of the Office Bearers, rendering it ineffective;
- ii. An Executive Committee is not installed following an adjourned AGM.
- iii. On passing a resolution at a properly constituted Special General Meeting at the request of not less than 50% of the financial members for the expressed purpose of removing members in a Executive Committee jointly or severally for any reason.
- iv. The Executive Committee of the FINACT itself, consequent to a resolution passed at one of its properly convened meetings, relinquishes all responsibilities towards the management of the FINACT and hands over the responsibility for its management, and
- v. An order of the Court of Law.

b) Composition

Two trustees, who shall have been past Presidents of the FINACT and are financial members of a member Association of the FINACT, shall be elected once every two years by a majority vote of the members present and voting at a properly constituted Annual General Meeting.

The Remaining positions of trustees shall be filled by nomination of highly distinguished persons of Indian Origin, for a period of two years. The General Council shall appoint any trustees by nominations approved by a majority vote. If a vacancy arises, it will be filled by nomination of a replacement trustee.

c) Powers and duties of the Trustees

- (i) The Trustees shall, on being activated under clause 13, assume responsibility for the management of the FINACT.
- (ii) Once activated, the Trustees shall have all the powers and duties as though it is an elected Executive Committee to manage the FINACT, in

accordance with the Act, the constitution and any resolutions adopted by the FINACT.

(iii) Once activated, the Trustees shall take steps to enable the General Council to elect a new Executive Committee as soon as possible.

(iv) Once activated, the Trustees shall, within 14 days, elect an Interim President, Interim Secretary and an Interim Treasurer among themselves. The Trustees may co-opt any officer(s) from the General Council to carry out necessary functions. However, the co-opted members shall have no voting rights in the decision-making process of the Trustees.

(v) The Trustees shall cease to exercise their powers and duties immediately upon the election of an Executive Committee pursuant to Clause 13 (c) (iii).

(vi) All documents, monies, books, vouchers, correspondences and property of the FINACT which are in the possession, custody or control of the Trustees shall at all times remain the property of the FINACT and shall be delivered/handed over to the Executive Committee within 30 days of the Executive Committee's election.

(vii) No Trustee shall use his position as the Trustee of the FINACT for any personal gain. The Trustee position shall not be included in the business cards of any Trustee.

(viii) Under no circumstances the Trustees shall manage the FINACT for a continuous period exceeding 180 days.

(ix) In the event that the Trustees are unable to effect the election of an Executive Committee at a properly constituted Special General Meeting of the FINACT, the Council shall grant the Trustees a further period of 180 days to organise the election of a properly constituted Executive Committee. In the event the Trustees are still unable to do so after a total period of 360 days then the Trustees shall be required to invoke Clause 24 Dissolution as laid down in the constitution.

(x) If a Trustee resigns, the Members of the FINACT shall fill the vacancy at an Annual or Special General Meeting.

15) PATRONS

Each year the General Council may invite a distinguished person to be a patron for the FINACT. Patrons will normally be persons of eminence, by virtue of the offices they hold or distinction they have achieved in their respective spheres of activity and with definite interest in furthering the objectives of the Federation.

A patron shall have no voting rights and will not be a member of either the General Council or Executive Committee.

A Patron may be invited to Executive Committee and General Council meetings as Special Invitee.

16) ANNUAL GENERAL MEETING

- (a) The outgoing Executive Committee in consultation with the new Executive Committee shall convene the Annual General Meeting of the FINACT not later than four months after the end of the Financial Year at such place and time as may be determined by the outgoing Executive Committee, by giving at least fourteen (14) days notice to members, unless such meeting is to transact any special business when twenty one (21) days notice shall be given.
- (b) The Annual General Meeting shall be called for the following purposes:
 - i. To confirm the minutes of the last Annual General Meeting
 - ii. To receive the Annual Report of the outgoing Executive Committee.
 - iii. To receive the audited annual Financial Statements.
 - iv. To approve the Annual budget, including the determination of the subscription fee for the current financial year.
- (c) The Annual General Meeting may transact special business, provided notice of which has been given in accordance with the Clauses.

17) SPECIAL GENERAL MEETING

- (a) A Special General Meeting may be called at any time by the Executive Committee for the transaction of urgent business, provided that twenty-one days notice is given to the members. Notice of the meeting, proposed agenda and motions are to be circulated to all members, member organisations and members of the Executive Committee.
- (b) The Executive Committee shall, on the requisition in writing of one third of the members, convene a Special General Meeting of the FINACT.
- (c) Any such request for a Special General Meeting shall state the purpose of the meeting, shall be signed by the members making the request, and shall be sent to the Registered Address of the FINACT.
- (d) Should the Executive Committee fail to convene the Special General Meeting within one month from the date of the receipt of the request, then the persons requesting the meeting may themselves call a Special General Meeting, giving not less than 21 days notice to all members.
- (e) Only matters included in the notification shall be the business discussed at such Special General Meeting.
- (f) All reasonable expense incurred in convening the meeting shall be refunded by the FINACT to the persons incurring the expenses.

18) COMMON SEAL

The Common Seal of the FINACT must be kept in the custody of the Secretary and shall be affixed to an instrument pursuant to a resolution of the Executive Committee and not otherwise. Any two Executive Committee members shall respectively sign and countersign every instrument to which the Common Seal is affixed and the Secretary shall keep a record of all instruments to which the Common seal is affixed.

19) NOTICE

- (a) Any notice may be served by or on behalf of the FINACT upon any member, either in person to the member delegate or by post at the address shown in the Register of members.
- (b) Where a notice 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 served on the person at the time at which the letter would have been delivered in the ordinary course of post. Any accidental omission to serve a notice on or the non-receipt of a notice by a member shall not invalidate the proceedings of a meeting of the General Council or the Executive Committee.

20) INDEMNITY

The Executive Committee, Members of the General Council and Trustees, while performing their honorary duties under this constitution, shall be indemnified by the FINACT from its funds in respect of any loss, damages or cost of any legal proceedings except where the exercise of such power or duties were ultra vires.

The liability of members to contribute towards the payment of the debts and liabilities of FINACT or the costs, charges and expenses of winding up the association is limited to the amount (if any) unpaid by the member in relation to the membership fees of the association.

21) DISPUTES AND MEDIATION

- (a) The grievance procedure set out in this clause applies to disputes under this constitution between :
 - (i) A Member Organisation and another Member Organisation of the FINACT
 - (ii) A Member Organisation and the FINACT.
- (b) 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 the parties. If requested by either party, the President or a person nominated by the Executive Committee of the FINACT should facilitate the holding of the meeting.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails

to attend that meeting, then, regardless of the fact that the Association may be one of the parties to the dispute, the President or a person nominated by the Executive Committee, should initiate the holding of a meeting by giving a written notice to both the parties to meet within 10 days to:

- (i) Choose a mediator, including the option to choose more than one person as joint mediators; and
 - (ii) Fix a date for the mediation meeting
- (d) If the parties are unable to agree upon a mediator, then, the mediator must be:
- (i) In the case of a dispute between a Member Association and another Member Association of the FINACT, a person appointed by the Executive Committee of the FINACT; or
 - (ii) In the case of a dispute between a Member Association and the FINACT, a person appointed or employed either by the Institute of Arbitrators & Mediators Australia or the Conflict Resolution Service or any similar professional body in the ACT.
- (e) A delegate of the FINACT can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
- (i) Notify and agree with both parties the process and the procedure for the conduct of the meeting; and
 - (ii) Give the parties to the mediation process every opportunity to be heard; and
 - (iii) Allow due consideration by all parties of any written statement submitted by any party; and
 - (iv) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - (v) The mediator must not determine the dispute. The mediator may, however, offer a solution, which may assist in the determination of the dispute.
 - (vi) A member or the FINACT should not resort to any litigation or redress in a court of law unless a certified written statement from a mediator is obtained stating that the mediation process has been exhausted and that the matter could not be settled.

- (i) If the mediation process does not result in the dispute being resolved, and the mediator provides a certified written statement, the parties may then seek to resolve the dispute through legal processes.

22) AMENDMENTS TO CONSTITUTION

Amendments to the Clauses and Aims and Objectives may be made by General Council only in accordance with the *Associations Incorporation Act 1991*.

Note: For easy reference, please find copied below (on 28/02/11) section 31 to section 34 of the *Associations Incorporation Act 1991*. An updated electronic copy of the *Associations Incorporation Act 1991* should be referred to at the time amendments to constitution are being made.

Rules

- (1) The rules of an incorporated association are—
 - (a) if the association, or a group of persons proposing to form the association, has adopted the model rules under section 16 (c) (i), 26 (1) (b) or 33 (1) (a)—those rules as in force from time to time; or
 - (b) if the association, or group, has adopted rules other than the model rules under section 16 (c) (ii), 26 (1) (b) or 33 (1) (b)—those rules as altered from time to time in accordance with Section 33.
- (2) If the model rules make provision in relation to any matter not provided for in the rules of an incorporated association, the rules of the association are taken to include the provision of the model rules in relation to that matter.

32 Rules other than model rules

For sections 16 (c) (ii), 26 (1) (b) and 33 (1) (b), rules other than the model rules are taken to comply with this section if they—

- (a) provide for the matters stated in schedule 1, column 2 as required by schedule 1, column 3; and
- (b) provide for any prescribed matters; and
- (c) are arranged numerically by subject matter.

33 Alteration of rules

- (1) Subject to this Act, an incorporated association may, by special resolution, alter its rules in whole or in part and may, in particular—
 - (a) adopt as its rules the model rules as in force from time to time instead of rules other than the model rules adopted under Section 16 (c) (ii) or 26 (1) (b) or paragraph (b); or
 - (b) adopt as its rules other rules that comply with section 32 instead of the model rules adopted under section 16 (c) (i) or 26 (1) (b) or paragraph (a).
- (2) If an incorporated association has resolved to alter its rules, the association must, not later than 1 month after the resolution was passed, lodge with the registrar-general a notice setting out the particulars of the alteration, and including a declaration by at least 2 members of the committee of the association to the effect that a

special resolution referred to in subsection (1) was duly passed by the association.

Maximum penalty: 2 penalty units.

Note If a form is approved under s 126 (Approved forms) for a notice, the form must be used.

(3) If a notice relating to the alteration of the rules of an association has been lodged under subsection (2), the registrar-general may give notice to the association that it is required to lodge a copy of its rules with the registrar-general.

(4) If an incorporated association has been given notice by the registrar general under subsection (3), the association must, not later than 1 month after the date of the notice, lodge with the registrar-general a printed copy, in consolidated form, of the association's rules as altered and in force at that date.

Maximum penalty: 2 penalty units.

(5) A resolution to alter the rules of an incorporated association is of no effect until a notice has been lodged by the association under Subsection (2).

34 Illegal objects or rules

An object or rule of an incorporated association that is inconsistent with this Act or with another law in force in the ACT is of no effect.

23) BY-LAW

The Executive Committee shall make, repeal or amend by-laws for the conduct and management of the FINACT, subject to the approval of the General Council.

24) DISSOLUTION

- (a) Dissolution of the FINACT shall be by a motion to that effect carried at a special meeting of the General council, 21 days of notice of which has been given to delegates representing member organisations, convened specially for this purpose.
- (b) To take effect the motion shall be carried by:
 - (i) Three quarters of the members present and entitled to vote.
 - (ii) Three quarters of those entitled to vote must be present at the meeting.
- (c) After discharging all liabilities, the net assets of the FINACT shall be distributed to charitable organisations, as may be decided by the General Council, and in accordance with the provisions of the Associations Incorporation Act 1984.

25) CODE OF CONDUCT

Each member organisation must accept that the collective interests of all member organisations as represented by Council, the Executive and Sub-Committees should

always take precedence over the interests of individual member organisations.

26) DATE OF EFFECT

This constitution takes effect from the date of registration of FINACT as an association with the ACT Government. .

27) OPERATION

The FINACT adopts this constitution and this constitution together with any by-laws, as amended from time to time, shall form the basis for all activities undertaken or conducted by the FINACT.

28) INITIAL TERM OF OFFICE

The Executive Committee shall be formed by nomination/election of office-bearers from the General Council, to run the FINACT for an initial Term of Office until 30 June 2012. Any vacant positions will be filled by co-opting:

- a. a delegate from the General Council; or
- b. a student representative of a Student's Association; or
- c. a suitable person of standing from within the community.

For the initial term, trustee, auditor, patron positions will be filled by nomination.

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