



# **CONSTITUTION OF**

## **BANGLADESH MEDICAL SOCIETY OF NSW**

### **INCORPORATED**

# Contents

<b>Part 1</b>	<b>Preliminary.....</b>	<b>3</b>
1	Definitions.....	3
<b>Part 2</b>	<b>Members of association.....</b>	<b>3</b>
2	Membership generally .....	3
3	Membership applications .....	3
4	Requirement for member application .....	4
5	Register of members .....	4
6	Fees and subscriptions.....	5
7	Members' liabilities .....	5
8	Disciplinary action against members .....	5
9	Membership entitlements not transferable .....	6
10	Honorary Member.....	6
11	Member resignation .....	6
12	Cessation of membership.....	7
<b>P art 3</b>	<b>Executive Committee.....</b>	<b>7</b>
13	Functions of executive committee .....	7
14	Composition of executive committee.....	7
15	Election of EC members & Benevolent Fund Committee .....	8
16	Terms of office.....	9
17	Vacancies in office.....	9
18	Responsibilities and functions of Office bearers .....	10
19	Advisory Council.....	13
20	Executive Committee meetings .....	13
21	Notice of executive committee meeting .....	14
22	Quorum for all committees .....	14
23	Presiding executive committee member .....	14
24	Voting .....	14
25	Acts valid despite vacancies or defects.....	14
26	Transaction of business.....	15
27	Benevolent Fund Committee .....	15
28	Charity Fund of BMS .....	15
<b>Part 4</b>	<b>General meetings of association .....</b>	<b>16</b>
29	Annual general meetings.....	16
30	Special general meetings.....	16
31	Notice of general meeting .....	16
32	Quorum .....	17
33	Adjourned meetings .....	17
34	Presiding member.....	17
35	Voting .....	18
36	Postal or electronic ballots .....	18
37	Transaction of business .....	18
<b>Part 5</b>	<b>Administration .....</b>	<b>19</b>
38	Change of name, objects or constitution .....	19
39	The By-Law Document.....	19
40	Funds.....	19
41	Objects .....	20
42	Insurance .....	20
43	Non-profit status .....	20
44	Service of notices .....	20
45	Custody of records and books.....	21
46	Inspection of records and books .....	21
47	Financial year .....	21
48	Auditor .....	21
49	Establishment and Operations of a Fund .....	22
50	Distribution of property on winding up .....	22

## **Part 1 Preliminary**

### **1 Definitions**

- (1) In this constitution:
- a) **Executive committee member** means an office-bearer or ordinary executive committee member.
  - b) **Exercise** a function includes perform a duty.
  - c) **Function** includes a power, authority or duty.
  - d) **Office-bearer** means a committee member who is elected to an office referred to in clause 14(1)(a)(i) - (iv). 14(1)(a) ( i-xii)
  - e) **Ordinary executive committee member** means a committee member who is not an office-bearer.
  - f) **Register of members** means the register of members maintained under Clause 5
  - g) **Special general meeting**, of the association, means a general meeting of the association other than an annual general meeting.
  - h) **Subcommittee** means a subcommittee established under clause 20.
  - i) **the Act** means the *Associations Incorporation Act 2009*.
  - j) **the Regulation** means the *Associations Incorporation Regulation 2022*.

## **Part 2 Members of association**

### **2 Membership generally**

- (1) An individual is taken to be a member of the association if:
- (a) the person applied to be a member under clause 3(1) and the application has been approved, or
- (2) A person who is not an individual is not eligible to be a member of the association.
- (3) An Honorary Member shall not be considered a member for purposes of Part 2.

### **3 Membership applications**

- (1) An application by a person to be a member of the association must be:
- (a) made in writing, and
  - (b) in the form determined by the committee, and
  - (c) lodged with the organizing secretary.
- (2) The executive committee may determine that an application may be made or lodged by email or other electronic means.
- (3) The organizing secretary must refer an application to the executive committee as soon as practicable after receiving the application.
- (4) The executive committee must approve or reject the application.

- (5) An application must be rejected if the applicant does not meet the requirements listed under clause 4.
- (6) As soon as practicable after the executive committee has decided the application, the organizing secretary must:
  - (a) give the applicant written notice of the decision, including by email or other electronic means if determined by the committee, and
  - (b) if the application is approved - inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under clause 6 within 28 days of the day the applicant received the notice.
- (7) The organizing secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with subclause (6)(b).
- (8) The applicant becomes a member once the applicant's name is entered in the register.

#### **4 Requirement for member application**

- (1) An applicant for membership must support the objects listed at clause 41 and be:
  - (a) A doctor of Bangladeshi origin or a descendent of Bangladeshi heritage who holds a medical degree in Medicine and Surgery recognised by WHO

**AND**

  - (b) The applicant must be a resident of New South Wales.

#### **5 Register of members**

- (1) The organizing secretary must establish and maintain a register of members of the association.
- (2) The register:
  - (a) may be in written or electronic form, and
  - (b) must include, for each member:
    - (i) the member's full name, and
    - (ii) the name of the medical school and year of graduation for the member, and
    - (iii) a residential, postal or work address, and
    - (iv) the member's email address, and
    - (v) the member's mobile phone number, and
    - (vi) the date on which the person became a member, and
    - (vii) if the person ceases to be a member - the date on which the person ceased to be a member, and
  - (c) must be kept in New South Wales:
    - (i) at the association's main premises, or

- (ii) if the association has no premises - at the association's official address, and
- (d) must be available for inspection, free of charge, by members at a reasonable time, and
- (e) if kept in electronic form - must be able to be converted to hard copy.
- (3) All members have a responsibility to keep the information listed at clause 5(2)(b) up to date by sending email or text message to the secretary.
- (4) All members must maintain the requirements listed under clause 4 to renew membership annually.

## **6 Fees and subscriptions**

The entrance fee to be paid to the association by a person whose application to be a member of the association has been approved. The fee will be determined by the EC, and written in the By-Law Document.

- (1) A member must pay to the association an annual subscription fee as determined by the EC, and written in the association Bylaws document.
  - (a) if the member becomes a member on or after 1 October:
    - (i) in accordance with clause 3(6)(b), and
    - (ii) before the 1<sup>st</sup> of October in each subsequent calendar year
  - (b) Membership valid from 1<sup>st</sup> of October until 30 September the following year.
- (2) A member must personally pay their membership fee. In exceptional circumstances, permission may be granted from the Executive Committee to allow for a member to pay membership fee by a third party, but said request must be submitted to the Executive Committee 30 days prior to the payment due date.

## **7 Members' liabilities**

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 5 clause 6:

- (a) the debts and liabilities of the association,
- (b) the costs, charges and expenses of the winding up of the association, not to exceed the sum of \$2.00 per member.

## **8 Disciplinary action against members**

- (1) A person may make a complaint to the executive committee that a member of the association has:
  - (a) failed to comply with a provision of this constitution, or
  - (b) willfully acted in a way prejudicial to the interests of the association.
- (2) The executive committee may refuse to deal with a complaint if the committee considers

the complaint is trivial or vexatious.

- (3) If the executive committee decides to deal with the complaint, the executive committee must:
  - (a) serve notice of the complaint on the member, and
  - (b) give the member at least 21 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
  - (c) consider any submissions made by the member.
- (4) The executive committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
  - (a) the facts alleged in the complaint have been proved, and
  - (b) the expulsion or suspension is warranted.
- (5) If the executive committee expels or suspends the member, the secretary must, within 14 days of that action being taken, give the member written notice of:
  - (a) the action taken, and
  - (b) the reasons given by the committee for taking the action.
- (6) In exceptional circumstance, EC can form an ad-hoc disciplinary committee to investigate the case.

## **9 Membership entitlements not transferable**

A right, privilege or obligation that a person has because the person is a member of the association:

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the association.

## **10 Honorary Member**

- (1) The association may deem particular members of the association as 'Honorary Members'.
- (2) An Honorary Member shall be entitled to all the rights and privileges of general members except
  - (a) they may not hold an executive position on the Executive Committee, and
  - (b) they may not be a member of Benevolent fund committee or the Advisory council; and
  - (c) they may not exercise any voting rights.
- (3) Honorary Members shall not be liable to pay an annual subscription for membership.
- (4) The Executive Committee may determine the criterion and nomination process for Honorary Members as they see fit.
- (5) A member who is selected for Honorary Member may choose to decline Honorary Membership if they so wish.

## **11 Member resignation**

- (1) A member of the association may resign from being a member by giving the

secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.

- (2) The member ceases to be a member on the expiration of the notice period.

## **12 Cessation of membership**

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

- (a) dies, or
- (b) resigns from being a member, or
- (c) is expelled from the association, or
- (d) Is no longer a current resident of NSW.

# **Part 3      Executive Committee**

## **13 Functions of executive committee**

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the executive committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting, and
- (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

## **14 Composition of executive committee**

- (1) The committee must have **28** members (excluding ex-officio), as elected in accordance with clause 15, consisting of:
  - (a) the following office-bearers:
    - (i) the president,
    - (ii) the vice-president 1,
    - (iii) the vice-president 2,
    - (iv) the vice-president 3,
    - (v) the general secretary,
    - (vi) the treasurer,
    - (vii) the organization secretary,
    - (viii) the education secretary,
    - (ix) the publication secretary,
    - (x) the social welfare and cultural secretary,

- (xi) the joint secretary 1,
  - (xii) the joint secretary 2, and
- (b) Ordinary EC members – Total 16
- (c) The Executive committee would invite the immediate past president to be an executive member (ex-officio ordinary EC Member)
- (2) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.

## **15 Election of executive committee members & Benevolent Fund Committee**

- (1) Any member of the association, who is also an eligible voter, may be nominated as a candidate for election as an office-bearer or ordinary executive committee member if that member meets the membership requirement listed at Clause 4. The nominee must fulfill the selection criteria of the particular position in the executive committee as set by the sitting executive committee as per the relevant by-law document.
- (2) All nominated candidates must abide by the association's election by-laws and or policy document as agreed and published by the sitting executive committee. Breach of the by law by a candidate will lead to disciplinary action including being barred from the election and membership. This process will be jointly managed by the election commission and the executive committee.
- (3) The nomination must be submitted by the member personally:
  - (a) members may only nominate themselves for a position,
  - (b) made in writing, and given to all Election Commissioners by the final date nomination submission, as determined by the Election Commission as per schedule.
  - (c) have renewed their annual membership at least 30 days prior to the election
  - (d) Last date for nomination submission will be three weeks before Election Day. Last date of withdrawal will be two weeks before the Election Day.
- (4) If insufficient nominations are received to fill all vacancies
  - (a) the candidates nominated are taken to be elected.
- (5) Vacancies that remain after the election are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.
- (8) That the Executive Committee may allow for electronic voting as long as all those entitled to vote have a reasonable opportunity to participate and the electronic voting end time coincides with the voting day.
- (9) **Election Commissioners** shall be appointed by the Executive Committee. Among them Executive Committee shall appoint one election commissioner to serve as a Chief Election Commissioner
- (10) The date, time and venue of the general election shall be declared by the Election Commissioners who must serve a general notice of election schedule on the **website** of BMS-NSW and by **email** to the voters at least 4 weeks before the general election date.

- (11) The general election may not be delayed beyond 15<sup>th</sup> of September of the Election year. Elections shall take place in September every 2 years. It can be delayed in unavoidable natural calamities or unavoidable circumstances. Executive Committee initially shall recognize such circumstances with two third majorities
- (12) Within 24 hrs. of last time of nomination withdrawal, the election commission must notify candidates with multiple nominations and provide the option of keeping/withdrawing nomination application of all except one.
- (13) Full list of EC and benevolent fund candidates must be circulated among the General members through BMS website and Email to voters within 48 hrs. of last time nomination withdrawal.
- (14) Any abuse, hatred, slandering, lying against any person or against BMS as an association is strictly forbidden. Any offence as such will be dealt seriously and promptly by the Election Commission and the person's candidacy can be cancelled at any time before the election.
- (15) All election candidates must sign up to and abide the election By Laws as published by the executive committee.

## **16 Terms of office**

- (1) Subject to this constitution, an executive committee member holds office 1 October the year of the election until 30 September two (2) years later.  
(For the purpose of the current Executive Committee of 2023, its tenure would end on the 30<sup>th</sup> of September 2024. From that point on the executive committee terms would be for two years.)
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

## **17 Vacancies in office**

- (1) A casual vacancy in the office of an executive committee member arises if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) resigns from office by written notice given to the secretary, or
  - (d) is removed from office by the association under this clause, or
  - (e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
  - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
  - (i) becomes a mentally incapacitated person.

- (2) An executive committee member to whom a proposed resolution referred to in subclause (2) relates may
  - (a) give a written statement, of a reasonable length, to the President and General secretary, and
  - (b) request that the executive committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (3) If the executive committee fails to send a copy of a statement received under subclause (2)(a) to each member in accordance with a request made under subclause (2)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (4) The executive committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (5) If the President position is vacant, the Vice President 1 shall assume the role of President, and the Vice President 2 and 3 shall move into new positions of Vice President 1 and 2.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

## **18 Responsibilities and functions of Office bearers**

### **Section A: President**

- (a) The President shall serve as the chief liaison between the BMS and all other organizations and persons.
- (b) The President shall chair the Executive Committee and shall be an ex-officio member of all BMS sub-committees.
- (c) The President shall not have a vote on the Executive Committee except in case of a tie.
- (d) The President and GS will determine the agenda for Executive Committee meetings. The agendas must be notified to all EC members prior to the EC meeting, preferably one week prior, except in the case of emergency meetings.
- (e) The President shall have the sole authority to allocate funds up to and including \$1,000 without prior approval of the Executive Committee.
- (f) President including EC members and all Members of BMS have got constitutional bindings. The president shall ensure that the BMS is running as per constitution. President shall also work as per guidelines and decision taken by the EC usually by the simple majority unless otherwise specified.

### **Section B: Vice-Presidents**

- (a) The Vice-Presidents shall be responsible for all activities allocated to them by president.
  - i. In case of resignation or leave of absence by the President, the Vice-President 1 shall act as Interim President until the President assumes office. Vice-Presidents 2 or 3 will then assume the position of Vice-President 1 or 2 respectively.
- (b) The Vice-President 1, General Secretary and Treasurer shall keep a chapter membership list and

update on electronic template.

- (c) A vacancy in the office of Vice-President, Treasurer, Other Secretaries, and members shall be filled by the Executive Committee as soon as it is practical by an election by a simple majority to fill the vacant office.

### **Section C: Treasurer**

The treasurer of the association must ensure—

- (a) all money owed to the association is collected, and
- (b) all payments authorized by the association are made
- (c) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities, and
- (d) shall prepare an account statement for the executive committee for each executive committee meeting, and
- (e) shall prepare an annual budget for presentation to the Annual General Meeting.
- (f) shall play an important role in the governance of the "Charity fund" of BMS

### **Section D: General Secretary (GS)**

- (a) The General Secretary shall act as Secretary for all the Executive Committee and Annual General meeting. He or she shall prepare and distribute the agenda with the president.
- (b) He or she shall keep the Minutes of all meetings of which he or she is Secretary.
- (c) He or she shall report annually on behalf of the Executive Committee, about the activities of BMS in the AGM
- (d) The General Secretary shall communicate with the association members as needed via email, phone call or in person if needed.
- (e) The General Secretary shall be ex-officio of other committees.
- (f) He shall Co-ordinate the work of the various committees and subcommittees.
- (g) Keep records of activities of the Executive Committee, other committees/subcommittees
- (h) The General Secretary shall work as the Public Relations Officer of the organization i.e., act as a focal point for the receiving and sending of correspondence on behalf of the association.

### **Section E: Organizing Secretary (OS)**

- (a) The Organizing Secretary may utilize the Joint Secretary as needed to assist with their role.
- (b) The Organizing Secretary shall make year planner at the beginning of the year in consultation with the President and General Secretary.
- (c) The Organizing Secretary shall prepare efforts to recruit new members and shall be responsible for completing the membership process as described in clause 3.
- (d) The Organizing secretary shall be responsible for maintaining the members list and voter lists in BMS database in the format described in Clause 5.
- (e) The Organizing Secretary shall liaise with other secretaries to make BMS events successful.

## **Section F: Education Secretary**

- (a) The education secretary shall be responsible for all BMS educational activities which include as follows but not conclusive to:
  - i. Annual Scientific Meeting;
  - ii. Educational programs and sessions;
  - iii. Continuing professional development (CPD) Workshops and Seminars.
- (b) The Education Secretary will liaise with the Publication Secretary for publication of BMS Scientific Magazine “Stethoz”.

## **Section G: Publication Secretary**

The Publication Secretary shall be responsible for:

- (a) maintenance of association website
- (b) organizing, keeping an inventory, and setting up publicity materials at functions
- (c) promoting all events through social media, and electronic communication, and
- (d) publishing the association’s magazine Protiddhoni

## **Section H: Social Welfare and Cultural Secretary**

The Social Welfare and Cultural Secretary is responsible for:

- (a) Identifying individuals or groups of people in the community, in Australia or abroad, who are needy, suffering in a natural disaster or environmental trauma or in a financial hardship, and
- (b) make proposals to the executive committee for annual dinner and cultural program
- (c) organise charity program and fund-raising events as approved by the executive committee
- (d) will liaise with the Publication secretary for publication of BMS Annual Magazine “Protiddhoni”.

## **Section I: Joint Secretary**

- (a) The Joint Secretary shall aid the President, and General Secretary, Organizing Secretary as so required.
- (b) The Joint Secretary shall assist in membership renewal and maintain the meeting minutes in both executive committee meeting and annual and special general meeting.
- (c) The Joint Secretary shall assist subcommittee chairs in organizing the events

## **Section J: Delegation to subcommittees**

- (a) The Executive committee may:
  - i. establish 1 or more subcommittees to assist the executive committee to exercise the committee's functions, and
  - ii. appoint 1 or more members of the association to be the members of the subcommittee, and
  - iii. appoint a member of the executive committee to be chairperson of the subcommittee.
- (b) The Executive committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
  - i. this power of delegation, or
  - ii. a duty imposed on the committee by the Act or another law.

## **19 Advisory Council**

- (a) There shall be an advisory council to support Executive committee if needed. Members of advisory council preferably should limit within 10 members. President will call the expression of interest among the past EC members. Finally, EC will nominate preferably 10 advisory council members.
- (b) EC can invite any general members.
- (c) The President and GS may discuss different issues and may seek advice from the advisory council, as needed. Advisory council members may attend EC meeting and may take part in discussion, as per the discretion of the EC.

<b><i>Division 2      Procedure</i></b>
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## **20 Executive Committee meetings**

- (1) The executive committee must meet at least four times in each 12-month period at the place and time determined by the committee.
- (2) Meetings may be held on an electronic platform, as long as all eligible members are given access to the meeting.
- (3) Additional meetings of the committee may be called by the President.
- (4) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.
- (5) If President fails to call an Executive Committee meeting, and two-thirds of the executive committee members believe it is necessary, then any Executive Committee member may call an Executive Committee meeting.

## **21 Notice of executive committee meeting**

- (1) The secretary must give each executive committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which two-thirds of the executive committee members agree, before the time the meeting is due to commence.

## **22 Quorum for all committees**

- (1) The quorum for a meeting of the committee is at least one-third (1/3) of committee members present.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
  - (a) to the same place, and
  - (b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.

## **23 Presiding executive committee member**

- (1) The following executive committee member presides at a meeting of the executive committee:
  - (a) the president,
  - (b) if the president is absent - the vice-president 1,
  - (c) if both the president and vice-president are absent – vice-president 2,
  - (d) if both the president and vice-president 1-2 are absent – vice-president 3,
  - (e) or if both the president and vice-president 1-3 are absent, 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes - a second or casting vote.

## **24 Voting**

A decision supported by a simple majority of the votes cast at a meeting of the executive committee or a subcommittee at which a quorum is present is the decision of the executive committee or subcommittee.

## **25 Acts valid despite vacancies or defects**

- (1) The executive committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by the executive committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the executive committee or subcommittee.

## **26 Transaction of business outside meetings or by telephone or other means**

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all executive committee members.
- (2) If the executive committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of executive committee members, is taken to be a decision of the executive committee made at a meeting of the executive committee.
- (3) The executive committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the executive committee for the purposes of:
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the executive committee.

## **27 Benevolent Fund Committee**

- (1) Benevolent Fund Committee shall be an independent committee.
- (2) It will be formed in the annual general meeting by election with mandate of two years duration.
- (3) It will consist of a chairperson and four members.
- (4) This committee will make their policies and guidelines for the conduct of its affairs in harmony with the constitution and wishes of general members.
- (5) Fund will be raised by contribution of 10% of Membership fee, and by specific BMS-NSW fund raising initiatives.
- (6) The Benevolent Fund Committee will have no jurisdiction or role in the operation over the "Charity Fund of BMS"

## **28 Charity Fund of BMS**

- (1) This will have a separate governance structure headed by the Treasurer.
- (2) The governance and operational aspect will follow the approved by law of the fund.

## **Part 4 General meetings of association**

### **29 Annual general meetings**

- (1) The association must hold their annual general meetings within:
  - (a) 6 months of the last day of the association's financial year, or
  - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b),
  - (c) but must not be any later than September 15.
- (2) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the executive committee.
- (3) The business that may be transacted at an annual general meeting includes the following:
  - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
  - (b) receiving reports from the executive committee on the association's activities during the previous financial year,
  - (c) electing office-bearers and ordinary committee members,
  - (d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

### **30 Special general meetings**

- (1) The committee may call a special general meeting whenever the executive committee thinks fit.
- (2) Special or General Meetings may be held in person or by virtual means using an electronic, video platform, provided all those entitled to attend have a reasonable opportunity to participate.

### **31 Notice of general meeting**

- (1) The secretary must give each member notice of a general meeting:
  - (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
  - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
  - (a) the place and time at which the meeting will be held, and
  - (b) the nature of the business to be transacted at the meeting, and
  - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
  - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business specified in the notice, and
  - (b) for an annual general meeting - business referred to in Clause 29 (3).

A member may give written notice to the secretary the member wishes to raise at a general meeting.

- (4) The notice may be given electronically through email or SMS message to the address on file for the member.

### **32 Quorum**

- (1) The quorum for a general meeting is 90 members of the association entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
  - (a) if called on the request of members - is dissolved, or
  - (b) otherwise - is adjourned:
    - (i) to the same time of the same day in the following week, and
    - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

### **33 Adjourned meetings**

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
  - (a) the time and place at which the adjourned meeting will be held, and
  - (b) the nature of the business to be transacted at the adjourned meeting.

### **34 Presiding member**

- (1) The following member presides at a general meeting:
  - (a) the president,
  - (b) if the president is absent - the vice-president 1,
  - (a) if both the president and vice-president are absent – vice-president 2,
  - (b) if both the president and vice-president 1-2 are absent – vice-president 3,
  - (c) or if both the president and vice-president 1-3 are absent, 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes - a second or casting vote.

### **35 Voting**

- (1) A member is not entitled to vote at a general meeting unless the member:
  - (a) has paid all money owed by the member to the association, and
  - (b) has renewed their membership at least thirty (30) days prior to the Annual General Meeting.
- (2) Each member has 1 vote.
- (3) A question raised at the meeting must be decided by:
  - (a) a show of hands, or
  - (b) if clause 36 applies - an appropriate method as determined by the committee, or
  - (c) a written ballot, but only if:
    - (i) the member presiding at the meeting moves that the question be decided by ballot, or
    - (ii) at least 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
  - (a) a declaration by the member presiding at the meeting,
  - (b) an entry in the association's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) If the meeting is held by virtual means, the presiding member may prepare a virtual poll for voting provided all those entitled to attend have a reasonable opportunity to participate.
- (7) A member cannot cast a vote by proxy.

### **36 Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot, as determined by the executive committee, to decide any matter.

### **37 Transaction of business outside meetings or by telephone or other means**

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
  - (a) the approval of a resolution under subclause (2), or

- (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

<b>Part 5      Administration</b>
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### **38 Change of name, objects or constitution**

An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- (1) Sending a proposed amendment or change to the constitution can be sent to executive committee, for discussion, by any member in good standing, and
- (2) the executive committee will discuss the amendment and must approve any amendment with a two-thirds (2/3) majority of all executive committee members in office, and
- (3) the members shall get notice about proposed changes at least 14 days before the annual general meeting or special general meeting, and must vote with two-third (2/3) majority vote of the members present in the general meeting for the amendment to pass.

### **39 The By-Law Document**

- (1) The constitution will allow adjustment of defined matters by the EC in the By Law document (as described in the constitution without changing the principle of the matter). Any change in the By-Law document will require the 2/3<sup>rd</sup> majority votes in the executive committee.

### **40 Funds**

- (1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:
  - (a) the entrance fees and annual subscription fees payable by members,
  - (b) donations,
  - (c) other sources as determined by the committee.
- (2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the association must:
  - (a) deposit the money, without deduction, to the credit of the association's authorized deposit-taking institution account, and
  - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by 2 authorized signatories.
- (5) The association may not distribute any income or assets directly or indirectly to its members.
- (6) The income and assets of the association shall be applied solely to further its purpose(s) in Clause 41.

- (7) Clause 40 (5) does not stop the association from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association, or
  - (b) making a payment to a member in carrying out the association's charitable purpose(s).

## **41 Objects**

The association's object is to pursue the following charitable purpose:

- (a) To assist members of the organisation in any financial and or circumstantial hardship;
- (b) To respond to any health-related requests from the local community;
- (c) To assist and or promote health and wellbeing in Bangladesh and Australia;
- (d) To assist the Bangladeshi community in NSW in regard to health literacy, access to care, population and community health;
- (e) To be a strong voice and advocate for its members and non-member Bangladeshi community residing in NSW;
- (f) To assist and or respond to any national and or international disasters and or calamities;
- (g) To form a link between the NSW government and the community represented by the organisation;
- (h) To explore and carry out tasks as deemed suitable and relevant for the community as decided by the executive committee of the organisation; and
- (i) To assist the members in their professional career progression as required.

## **42 Insurance**

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

## **43 Non-profit status**

Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

## **44 Service of notices**

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
  - (a) by delivering the notice to the person personally, or
  - (b) by sending the notice by pre-paid post to the address of the person, or
  - (c) by sending the notice by electronic transmission (email or SMS text message) to an address or number specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
  - (a) for a notice given or served personally - on the date on which the notice is received by the person, or
  - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
  - (c) for a notice sent by electronic transmission:

- (i) on the date the notice was sent, or
- (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

#### **45 Custody of records and books**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (1) at the association's main premises, in the custody of either of the following persons, as determined by the committee:
  - (a) the General secretary (the Public Officer)
  - (b) In the Association's website [www.bms-nsw.org.au](http://www.bms-nsw.org.au)
- (2) if the association has no premises - at the association's official address, in the custody of the public officer.

#### **46 Inspection of records and books**

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
  - (a) this constitution,
  - (b) minutes of committee meetings and general meetings of the association,
  - (c) records, books and other documents relating to the association.
- (2) A member may inspect a document referred to in subclause (1):
  - (a) in hard copy, or
  - (b) in electronic form, if available.
- (3) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
  - (a) that relates to confidential, personal, commercial, employment or legal matters, or
  - (b) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

#### **47 Financial year**

The association's financial year is:

- (1) the period commencing on the date of incorporation of the association and ending on the following 30 June, and
- (2) each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

#### **48 Auditor**

- (1) The Society shall at every Annual General Meeting confirm to the Members that an Auditor has been appointed for the following year.
- (2) No member of the association shall be capable of acting as the Auditor.
- (3) The Auditor shall be nominated and appointed and his or her duties regulated in accordance with the NSW Associations Act.

## **49 ESTABLISHMENT AND OPERATION OF A FUND**

### **(1) Charity Fund**

- (a) The association must maintain for its charitable purpose a Fund:
  - (i) to which a gift of money or property for its charitable purpose are to be made;
  - (ii) to which any money received by the association because of those gifts or contributions is to be credited;
- (b) that does not receive any other money or property.
- (c) The association must use the Fund only for its charitable purpose.
- (d) The Charity Fund must have a separate bank account for money or property donated to the Fund.
- (e) Where the association is wound up or ceases to be endorsed as a deductible gift recipient under the Tax Act, any surplus assets of the Gift Fund will be dealt with in the same manner.

### **(2) Benevolent Fund**

- (a) The members shall elect a “Benevolent Fund Committee” of at least five (5) persons to administer the Benevolent Fund during election process.
- (b) The Benevolent Fund Committee Members shall serve two (2) year terms.
- (c) All committee meeting rules as noted in Division 2 shall apply to this committee.
- (d) The majority of the members of the Benevolent Fund Committee must be considered Responsible Persons.
- (e) The members of the Benevolent Fund Committee will not be entitled to any remuneration but may be reimbursed for expenses incurred by them in the course of carrying out their duties.
- (f) Any allocation of funds or property to other persons or organization will be made in accordance with the established purposes of the organization and not be influenced by the preference of the donor.

## **50 Distribution of property on winding up**

- (1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organization:
  - (a) with similar objects, and
  - (b) which is not carried on for the profit or gain of the organization’s members.
- (2) In this clause:  
*surplus property* has the same meaning as in the Act, section 65.