

# CONSTITUTION OF THE NUSA TENGGARA ASSOCIATION, INC.

## 1. NAME

The name of the Association shall be Nusatenggara Association.

## 2. OBJECTS

Objective

To carry out development projects in the Nusatenggara area of Indonesia.

## 3. POWERS

### (1) Admission to Membership

An application for membership of the Association –

- (a) shall be made in writing and signed by two members of the Association;
- (b) shall be accompanied by the written consent of the person nominated;
- (c) shall be lodged with the Secretary of the Association;
- (d) as soon as practical after the receipt of the application, the Secretary shall refer the application to the Board; and
- (e) upon the application being approved by a majority vote at a meeting of the Board, the Secretary shall move, with as little delay as possible, to notify the applicant in writing, that the application has been approved for membership of the Association and upon receipt of the sum payable by or on behalf of the applicant as the first year's subscription, shall enter the applicant's name in a register of members to be kept by the Secretary, whereupon the applicant becomes a member of the Association.

### (2) Rights of Members

- (a) Individual members shall be entitled to attend all Annual and Special General Meetings of the Association and shall be entitled to one vote at these meetings.
- (b) Individual members shall be eligible for election to any office or to the Board.

### (3) Termination of Membership

- (a) A member of Nusatenggara Association may, at any time, resign from Nusatenggara Association by written notice of resignation addressed to the Board.
- (b) Any member whose subscription shall be more than twelve months in arrears shall be deemed to be an unfinancial member. Unfinancial members shall not hold any office, or be members of the Board or any of its Committees or be entitled to vote at Annual or Special General Meetings.
- (c) The membership of any person may be suspended or terminated by a two-thirds majority vote at a meeting of the Board. A majority of members present at a Special General Meeting convened for the purpose may remove such suspension or restore membership.
- (d) Upon the termination of membership under this rule, the Secretary shall remove the name of the member from the register of members, whereupon that member ceases to be a member of the Association.
- (e) A right, privilege, or obligation of a person by virtue of her or his membership of Nusatenggara Association
  - (i) is not capable of being transferred or transmitted to another person or organisation;
  - (ii) terminates upon the cessation of his or her membership.

### (4) Limited Liability

A member of the Association is liable to contribute towards the payment of the debts of the association or the costs, charges and expenses of a winding-up of the Association, only to the extent of the membership subscription.

### (5) Registration of Donors and Donations

The Association must maintain a register of all persons who make a financial donation to the Association and the amount of any such donation.

## **4. INCOME AND PROPERTY**

The income and property of Nusatenggara Association, however derived, shall be applied solely towards the promotion of the objects of Nusatenggara Association and no

portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of Nusatenggara Association. This does not prevent the payment in good faith to a worker or member of:

- (a) remuneration in return for services actually rendered to Nusatenggara Association by the worker or member or for goods supplied to Nusatenggara Association by the worker or member in the ordinary course of business;
- (b) interest at current bank overdraft rate on money lent; or
- (c) a reasonable and proper sum by way of rent for premises let to Nusatenggara Association by the worker or member.

## **5. MEMBERSHIP**

### **(1) Eligibility**

- (a) Any person interested in the objects of the Association may apply for individual membership of the Association.
- (b) The annual membership fee of the Association is \$20 or, if any other amount has been determined by resolution of the Board, that other amount.

## **6. ACCOUNTS, FINANCE**

### **(1) True accounts shall be kept -**

- (a) of all sums of money received and expended by Nusatenggara Association and the manner in respect of which the receipt or expenditure takes place;
- (a) of the property, credits and liabilities of Nusatenggara Association.

(2) The financial year of Nusatenggara Association shall be the period from 1 July to 30 June.

(3) The Board shall cause to be opened with such bank as the Board selects, a banking account or accounts in the name of Nusatenggara Association into which all money received shall be paid as soon as possible after receipt thereof.

(4) An account will be established to receive all gifts made towards the objects of the Overseas Relief Fund (see rule 13(b)(v) below). This account must only include any money or property which is a gift towards the objects of the Fund or which is

received because of such gifts, including, without limitation, interest received on any monies in the account.

- (5) Subject to any resolution passed by the Association in general meeting, the funds of the Association must be used for the objects of the Association in the way that the Board decides.
- (6) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments must be signed by any person or persons, being members of the Board or employees of the Association, who are members of the Board or employees of the Association authorised to do so by the Board from time to time.
- (7) With the approval of the Board, the Association may pay to a member of the Board:
  - (a) reasonable expenses (including travelling and accommodation) incurred carrying out duties as a member of the Board;
  - (b) reasonable remuneration for any service rendered by the member of the Board to the Association;
  - (c) reasonable remuneration where the member of the Board is an employee of the Association and the terms of employment have been approved by the Board;
  - (d) interest on money lent by the member of the Board to the Association at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
  - (e) reasonable remuneration for goods supplied by the member of the Board to the Association in the ordinary course of business; and
  - (f) reasonable rent for premises leased by the member of the Board to the Association.

## **7. AUDITOR**

- (1) The Board shall appoint a suitably qualified person (not being a member or the Public Officer) as Auditor. Once at least in each financial year of Nusatenggara Association and report as to the correctness of those accounts to the members;
- (2) The Auditor -
  - (a) has a right of access to the accounts, books, records, vouchers and documents of Nusatenggara Association;

- (b) may require from the workers of Nusatenggara Association such information and explanations as may be necessary for the performance of his or her duties as auditor;
- (c) may employ persons to assist her or him in investigating the accounts of Nusatenggara Association; and
- (d) may, in relation to the accounts of Nusatenggara Association examine any member of the Board or any worker of Nusatenggara Association.

## **8. ANNUAL GENERAL MEETING**

- (1) Nusatenggara Association shall, in each year, hold an Annual General Meeting;
- (2) The Annual General Meeting shall be held on such day after the close of the financial year of Nusatenggara Association as the Board may determine;
- (3) The Annual General Meeting shall be in addition to any other meetings that may be held in the same year, and shall be specified as such in the notice convening it;
- (4) The ordinary business of the Annual General Meeting shall be-
  - (a) to confirm minutes of the last preceding Annual General Meeting;
  - (b) to receive from the Board, auditor, each of the Committees and workers of Nusatenggara Association reports upon the activities of Nusatenggara Association during the last preceding financial year;
  - (c) to elect the office bearers of the Association and other Board members.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution.
- (6) All general meetings other than the Annual General Meeting shall be called Special General Meetings.

## **9. SPECIAL GENERAL MEETINGS**

- (1) The Board may, wherever it thinks fit, convene a Special General Meeting of the Association.
- (2) A Special General Meeting of the Association shall be summoned by the Secretary on the written request of not less than ten members of, the Association.

- (3) A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and formally received by an officer of the Association and may consist of several documents in the like form each signed by one or more of the requisitionists.
- (4) If the Board does not cause a Special General Meeting to be held within twenty-eight days from the date on which a requisition is received, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after two months from the date of the deposit of the requisition.
- (5) A Special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as that in which those Meetings are convened by the Board.

#### **10. NOTICE OF ANNUAL AND SPECIAL GENERAL MEETINGS**

The Board shall either: give at least fourteen [14] days notice in writing to members of the place, day and time for the holding of the Annual General Meeting and the nature of the business to be transacted thereat.

#### **11. QUORUM AND BUSINESS AT ANNUAL AND SPECIAL GENERAL MEETINGS**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these rules is present.
- (2) The quorum for General Meetings shall be five [5] members.
- (3) The Chair or one of the Board members shall preside at Annual and Special General Meetings of the Association. If none of these people is present or if it has been agreed to by the Board, then the Association's members present shall elect one of their number to preside thereat.
- (4) The person presiding at a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn from time to time and place to place, but no businesses shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (5) Where a meeting is adjourned for fourteen days or more, then like notice of the adjourned meeting shall be given as in the case of the original meeting.

## 12. OFFICE-BEARERS OF THE ASSOCIATION

- (1) The office-bearers of the Association shall be:
  - (a) a Chair of the Board;
  - (b) a Chief Executive Officer (who may, at the discretion of the Board, also carry the title "President");
  - (c) a Secretary;
  - (d) Chair of the Finance Committee (who will be treasurer of the Association);
  - (e) Chair of the Operations Committee; and
  - (f) Chair of the Membership and Marketing Committee.
- (2) The office-bearers shall be appointed by the Board either for a specified term or without specifying a term.
- (3) The Secretary must, as soon as practicable after being appointed, notify the Association of his or her address.
- (4) The Secretary must keep minutes of-
  - (a) all elections and appointments of office-bearers and ordinary Board members;
  - (b) the names of the members of the Board present at a Board meeting or a general meeting; and
  - (c) all proceedings at Board meetings and general meetings,and all such minutes must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- (5) The treasurer of the Association must-
  - (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

### 13. MANAGEMENT

(1) The affairs of Nusatenggara Association shall, in accordance with the requirement under section 60 of the Act, be managed by a committee which will be known as the Board.

(2) The Board–

- (a) shall control and manage the business and affairs of Nusatenggara Association
- (b) may, subject to this Constitution, exercise all such powers and functions as may be exercised by Nusatenggara Association other than those powers and functions that are required by the Constitution to be exercised by the Annual General Meeting of members of Nusatenggara Association
- (c) subject to the Act and this Constitution, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of Nusatenggara Association and any other matters that the Board considers to be appropriate;
- (d) shall administer the NTA Overseas Relief Fund:
  - (i) the purpose of this NTA Overseas Relief Fund is to receive gifts towards the carrying out of the objectives of the NTA to the extent that they are solely for the relief of persons in developing countries as declared by the Minister for Foreign Affairs for the purposes of the Overseas Aid Gift Deduction Scheme.
  - (ii) the general public will be invited to make gifts to the NTA Overseas Relief Fund for the purpose of carrying out the objects of the NTA Overseas Relief Fund.
  - (iii) all receipts for gifts must be in the name of the NTA Overseas Relief Fund.
  - (iv) the NTA Overseas Relief Fund will be managed by the Board through the Finance Committee
  - (v) the assets and income of the Fund shall be applied solely in furtherance of the Fund's objects and no portion shall be distributed directly or indirectly to any individual except as bona fide



compensation for services rendered or expenses incurred on behalf of the Association.

#### **14. COMPOSITION OF THE BOARD**

(1) The Board shall consist of:

(a) the Board members who are the office-bearers of the Association as set out in rule 12; and

(b) a maximum of 4 ordinary Board members;

each of whom must be elected in accordance with rule 15(2) or appointed in accordance with rule 14(3);

(2) The Board must have at least 3 Board members and not more than 10 Board members.

(3) Each member of the Board holds office, subject to this constitution, until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

(4) Casual Vacancies:

(a) In the event of a casual vacancy occurring in the office of one of the office bearers, then the Board shall appoint one of their number or a member of the Association to the vacancy, and the member so appointed shall hold office until the Annual General Meeting next following.

(b) Subject to the maximum number of Board members for the time being fixed under rule 14(2) not being exceeded, the Board may appoint a person to be a member of the Board to fill a casual vacancy and the person so appointed holds office, subject to this constitution, until the conclusion of the next Annual General Meeting after the date of the appointment. For the avoidance of doubt, the person so appointed does not, while appointed under this rule, need to be a member of the Association.

(5) If the number of Board members is reduced below the minimum required by rule 14(2), the continuing Board members may act as the Board only:

(a) to appoint Board members up to that minimum number;

(b) to convene a meeting of members; and

(c) in emergencies.

## **15. ELECTION OF MEMBERS OF THE BOARD**

(1) Nominations of candidates for election as Board members:

- (a) shall be made in writing;
- (b) shall be signed by a nominator and a seconder, each of whom shall be a member;
- (c) shall be accompanied by the written consent of the candidate;
- (d) shall clearly state the office or offices for which the candidate has been nominated; and
- (e) shall be delivered to the Secretary of the Association at least twenty-four hours before commencement of the Annual General Meeting.

(2) If insufficient nominations are received to fill all the vacancies on the Board, the candidates nominated are deemed to be elected and further nominations shall be received at the Annual General Meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

(5) The ballot for the election of Board members shall be held in such usual and proper manner as the Board may direct.

## **16. TEMPORARY LEAVE OF ABSENCE**

The Board may grant leave of absence to a member, for a specified period, upon request by that member.

## **17. VACATION OF OFFICE**

(1) For the purpose of these rules, the position of a Board member becomes vacant if the member:

- (a) dies;

- (b) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors;
- (c) becomes of unsound mind;
- (d) resigns his or her office in writing under his or her hand addressed to the Board;
- (e) fails, without leave granted by the Board, to attend four consecutive meetings of the Board provided that after the third meeting that the member has failed to attend he or she is notified in writing of the time and place of the next meeting and that failure to attend will result in the cessation of his or her membership of the Board;
- (f) ceases to be a member of the Association; or
- (g) fails to pay all arrears of subscription due by him or her within fourteen days after he or she has received a notice in writing stating that he or she has ceased to be a financial member of the Association.

(2) The Association in general meeting may by resolution, subject to section 50 of the Associations Incorporation Act 1991 (ACT), remove any member of the Board from the office of member of the Board before the end of the member's term of office.

## **18. MEETINGS OF THE BOARD**

- (1) Reasonable notice shall be given of meetings of the Board.
- (2) Special meetings of the Board may be called by the Chairperson or by any three of its members.
- (3) Notice shall be given to members of the Board of a special meeting, specifying the general nature of the business, and no other business shall be transacted at such a meeting.
- (4) Any three members of the Board constitute a quorum for the transaction of business of a meeting of the Board.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same place at the same hour of the same day in the following week unless the meeting was a Special meeting, in which case it lapses.

- (6) A resolution in writing signed by all members of the Board, other than those who have been granted leave of absence for the period, shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
- (7) (a) At each meeting of the Board the Chair will preside.  
(b) The Board can appoint one of its own members to preside in meetings in the absence of the Chair for any period of time that the Board sees fit including only for one meeting. While the member so appointed is presiding, he or she is known as the Deputy Chair.
- (8) Questions arising at meetings of the Board or of any Committee appointed by the Board shall be determined by a show of hands, or if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (9) Each person present at a meeting of the Board or of any Committee appointed by the Board (including the person presiding at the meeting) shall be entitled to one vote and, in the event of an equality of votes, the motion shall lapse.

## **19. DISCLOSURE OF CONFLICTS OF INTEREST**

### **(1) Pecuniary Interests**

- (a) If a member of the Board has any direct or indirect pecuniary interest in a contract or proposed contract to which the Association is or may be a party, the Board member must—
- (i) as soon as the interest becomes apparent to him or her, disclose the nature and extent of the interest to the Board; and
  - (ii) disclose the nature and extent of the interest at the next general meeting of the Association.
- (b) A member of the Board who has an interest in a contract or proposed contract referred to in rule 19(1)(a) must not take part in making any decision in relation to the contract or proposed contract, but may participate in any deliberations of the Board in relation to the contract or proposed contract.
- (c) Rule 19(1)(a) does not apply in relation to a member of Board in relation to an interest in a contract or proposed contract that arises only because the Board member is an employee of the Association.

- (d) If a member of the Board discloses an interest in a contract or proposed contract in accordance with rule 19(1)(a), or has an interest in a contract or proposed contract of the kind referred to in rule 19(1)(c)—
  - (i) the contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the Board member and the Association; and
  - (ii) the Board member is not liable to account for any profits derived by him or her from the contract or proposed contract.
- (e) A person who contravenes a provision of this subsection is liable to the association for any profit made by that person or any other person, and any damage or loss suffered by the association, as a result of that contravention.

## (2) Material Personal Interests in the Affairs of the Association

- (a) If a member of the Board has a material personal interest in a matter that relates to the affairs of the Association that does not fall within rule 19(1), the Board member must as soon as the interest becomes apparent to him or her, disclose the nature and extent of the interest to the Board.
- (b) A member of the Board who has a material personal interest referred to in rule 19(2)(a) may participate in any deliberations of the Board in relation to the matter which is the subject of the material personal interest but must not take part in making any decision in relation to the matter unless the Board members who do not have a material personal interest in the matter have passed a resolution that:
  - (i) identifies the member of the Board, the nature and extent of the Board member's interest in the matter and its relation to the affairs of the Association; and
  - (ii) states that those Board members are satisfied that the interest should not disqualify the relevant Board member from voting.

## 20. COMMITTEES OF THE ASSOCIATION

- (1) The Board will be assisted in its management of the Association by the following three Committees:

- (a) Operations Committee;
  - (b) Finance Committee; and
  - (c) Membership and Marketing Committee.
- (2) Each Committee will:
- (a) have a Chair who will be appointed in accordance with rule 12(2); and
  - (b) in addition to the Chair of the relevant Committee, consist of the member or members of the Association that the Board considers appropriate.
- (3) The Board may delegate to one or more Committees the exercise of the functions or powers of the Board that are specified in an instrument of delegation other than-
- (a) this power of delegation; and
  - (b) a function that is a function imposed on the Board by the Act, by any other Territory law, or by the resolution of the Association in a general meeting.
- (4) A function or power, the exercise of which has been delegated to a Committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
- (5) A delegation under this rule may be made subject to any conditions or limitations about the exercise of any function, including specifying the lines of reporting in respect of a particular delegated function, or about time or circumstances, that may be specified in the instrument of delegation.
- (6) Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- (7) Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (8) The Board may, in writing, revoke wholly or in part any delegation under this rule.
- (9) A Committee may meet and adjourn as it considers appropriate.

## **21. APPOINTMENT OF STAFF**

The Board may appoint or may arrange to be appointed such staff as are needed by the Association from time to time and shall designate or arrange to be designated the terms of such appointments.

## **22. PUBLIC OFFICER**

- (1) The Board shall, within fourteen days after the incorporation of the Association, appoint a resident in the Territory to be the Public Officer of the Association and, if the office becomes vacant, shall within fourteen days after it becomes vacant, appoint a person resident within the Territory to fill the vacancy.
- (2) The office of the Public Officer becomes vacant if the person holding that office:
  - (a) dies;
  - (b) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent creditors or compounds with his or her creditors;
  - (c) becomes of unsound mind;
  - (d) resigns his or her office by writing under his or her hand addressed to the Board;
  - (e) ceases to be a resident of the Territory; or
  - (f) ceases to be a member of the Association.

## **23. NOTICES**

A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his or her usual or last known place of abode.

## **24. ALTERATION TO RULES**

- (1) These Rules may be amended by resolution passed by a two-thirds majority of financial members voting at a Special General Meeting.
- (2) Notice of the proposed amendment shall be included in the notice calling the Special General Meeting and
- (3) The Australian Taxation Office must be notified of any alteration made to the Rules.

## **25. COMMON SEAL**

- (1) The seal of Nusatenggara Association shall be in the form of a rubber stamp inscribed with the name of Nusatenggara Association encircling the word 'Seal'.

- (2) The Seal shall not be affixed to any instrument except by authority of a resolution of the Board and in the presence of at least two [2] members of the Board or of one member of the Board and of the Public Officer of the Association or such other person as the Board may appoint to that purpose and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.
- (3) The Seal shall remain in the custody of a member of Nusatenggara Association specified for that purpose by the Board.

## **26. WINDING UP**

If, upon winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among the members of the Association, but shall be given or transferred to a society, institution or organisation having objects similar to the objects of the Association, and which is a fund, authority or institution endorsed under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) as a deductible gift recipient and which is either a developing country relief fund for the purposes of item 9.1.1 of section 30-80(1) of the *Income Tax Assessment Act 1997* (Cth) or a public benevolent institution for the purposes of item 4.1.1 of section 30-45(1) of the *Income Tax Assessment Act 1997* (Cth), such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by the Supreme Court of the Australian Capital Territory. In respect of the NTA Overseas Relief Fund, any surplus assets remaining after the payment of liabilities shall be transferred to another organisation or fund with similar purposes to which income tax deductible gifts can be made.

Canberra, 17 October 2002 (as amended on [ ] February 2008)