

Alliance Française Gold Coast Incorporated IA 20579

ABN 70 295 170 814

(incorporated in the State of Queensland under the Associations Incorporation Act 1981)

# Constitution

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# **ALLIANCE FRANÇAISE GOLD COAST INCORPORATED**

(incorporated in the State of Queensland under the Associations Incorporation Act 1981)

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## PART I - PRELIMINARY

### 1 Interpretation

(1) In this Constitution, unless a contrary intention appears-

"Association" means Alliance Française Gold Coast Incorporated IA 20579;

"Administrative Officer" means the person or persons appointed by the Committee to exercise, subject to the approval and direction of the Committee, such administrative duties as the Committee may require;

"Committee" means the Management Committee formed in accordance with part IV;

"Committee Member" means a member of the Management Committee;

"Constitution" means the rules of the Association

"Ex Officio" means the status of a person who, by virtue of their position, has been invited by the Committee to participate in Committee meetings without voting rights.

"Executive" means the office-bearers elected or re-elected pursuant to rules 15 and 16;

"Financial Year" means the year ending on 30th June each year;

"Member" means a member however described of the Association;

"Office Bearers" means the President, Vice-President, Secretary, and Treasurer;

"Special Resolution" means a resolution passed at a general meeting of the Association by the votes of 3/4 of the members who are present and entitled to vote on the resolution;

"Secretary" means the person holding office under these rules as Secretary of the Association or, where no such person holds that office, the Public Officer of the Association;

"State" means the State of Queensland;

"the Act" means the Associations Incorporation Act 1981;

"the Regulations" means the Associations Incorporation Regulations 1999;

(2) In this Constitution -

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

(3) The provisions of the Acts Interpretation Act 1954 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument under the Act.

## **PART II – NAME AND OBJECTIVES OF THE ASSOCIATION**

### **2 Name**

- (1) The name of the Incorporated Association is Alliance Française Gold Coast Incorporated (the Association).
- (2) It is an independent, responsibly managed, non-profit association of an ongoing nature, having been established in accordance with the objectives of the Alliance Française founded in Paris in 1883 and its successor organisation since 1 January 2008, the “Fondation Alliance Française”. It accepts that its Constitution must be endorsed by the Fondation Alliance Française.

### **3 Objectives of the Association**

- (1) The advancement of education in the French language, literature and culture for the people of the Gold Coast, to foster a better mutual understanding between Australia and France by developing linguistic and cultural exchanges and to provide an enduring centre of knowledge and expertise on the Gold Coast dedicated to that function;
- (2) The organisation of French cultural events and of recreational and promotional gatherings;
- (3) The encouragement of language-based travel in France and French-speaking countries.
- (4) The Association, in furtherance of those objectives, but not otherwise, is:
  - (a) to coordinate with the Fondation Alliance Française in Paris and any successor
  - (b) not to operate for the profit or gain of its individual members whether these gains would have been direct or indirect, either while operating or upon winding up
  - (c) to have no political, religious or racial leanings or bias

## **PART III - MEMBERSHIP**

### **4 Categories of membership**

- (1) The Association shall consist of the following categories of membership:
  - (a) Ordinary Members who shall be students enrolled in a course conducted by the Association and who have paid the required enrolment fees determined by the Management Committee for that course for at least 1 term in the relevant calendar year. Ordinary Members shall be eligible to vote at all general meetings of the Association and shall be eligible for election to the Management Committee

after a period of 1 year's continuous membership as an Ordinary Member;

- (b) Teacher Members who shall be teachers of classes conducted by the Association. Teacher Members hold membership ex officio, and shall not be eligible to vote at general meetings of the Association, nor be eligible for election to the Management Committee. There shall be no fee payable by Teacher Members;
- (c) Life Members who shall have been Ordinary Members of the Association for a continuous period of at least 5 years who have been nominated by any two members of the Management Committee and who have paid the relevant membership fee for life membership determined by the Committee;
- (d) Honorary Life Members each of whom shall be an individual person awarded honorary life membership by vote of the Management Committee having regard to the contributions of the individual to the Association. Honorary Life Members shall not have voting rights at general meetings of the Association and shall not be eligible for election to the Management Committee unless they hold ordinary membership under provisions 4(a) or 4(c) at the time of their appointment. There shall be no fee payable by Honorary Life Members for membership of the Association;
- (e) Associate Members who shall be any other person who supports the objectives of the Association, applies for membership as an Associate Member on the form prescribed by the Committee, pays the fee for associate membership prescribed by the Committee and is approved for membership by the Committee. Associate Members shall not have voting rights at general meetings of the Association and shall not be eligible for election to the Management Committee except under the provisions of 4 (1) (g);
- (f) Members other than Associate Members shall be at or over the age of eighteen years.
- (g) The Management Committee shall have the discretion to invite a suitably qualified Associate Member to join the Committee for the purpose of filling a vacant executive position if there is no alternative available. He or she would have the authority to perform all the duties of that position, including voting rights.

(2). The number of members in all classes shall be unlimited.

## **5 Membership**

- (1) A person shall become a Member of the Association by
  - (a) submitting an application in writing (as per Appendix 1)
  - (b) paying the membership fee as determined by the Committee, and
  - (c) the approval of the application by the Committee.
  - (d) The Committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the Committee considers the person's application, the person is advised—
    - (a) whether or not the association has public liability insurance; and
    - (b) if the association has public liability insurance—the amount of the insurance.
- (2) The Secretary shall ensure that the new member's name, their date of becoming a member and their postal and email/electronic address, is entered into the Register of Members

## **6 Membership Fees**

- (1) The annual ordinary membership fee of the Association shall be such amount as is determined from time to time by the Committee.
- (2) The annual ordinary membership fee is payable on or before the issue of the Member's membership card; and
- (3) The amount of the fee payable for life membership of the Association shall be determined by the Committee.
- (4) Annual ordinary membership shall apply for the balance of the calendar year in which the annual ordinary membership fee has been paid except for persons who join the Association after 1 September in which case his or her membership shall be current until 31 December of the following calendar year.

## **7 Admission and rejection of members**

- (1) The Management Committee must consider an application for membership at the next committee meeting held after it receives the application for membership and the appropriate membership fee, and must decide at that meeting whether to accept or reject the application.
- (2) If a majority of the members of the Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted for the class of membership applied for.
- (3) The Secretary of the Association must ensure that the applicant is given written notice of



the decision as soon as practicable after the decision of the Management Committee.

## **8 Membership entitlements not transferable**

- (1) A right, privilege or obligation which a person has by reason of being a Member of the Association –
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon cessation of the person's membership.

## **9 Cessation of membership**

- (1) A person ceases to be a Member of the Association if the person
  - (a) dies;
  - (b) resigns from membership of the Association;
  - (c) has had their membership terminated by the Association; or
  - (d) being an ordinary Member or Associate Member, fails to renew membership of the Association.
- (2) Where a person ceases to be a Member, the Secretary shall ensure that an appropriate entry is made in the register of Members recording the date on which the person ceases to be a Member.

## **10 Resignation or termination of membership**

- (1) A Member may resign from membership of the Association at any time by giving written notice to the Secretary.
- (2) The resignation takes effect at –
  - (a) The time the notice is received by the Secretary; or
  - (b) If a later time is stated in the notice – the later time.
- (3) The Management Committee may terminate a member's membership if the member –
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (4) Before the Management Committee terminates a member's membership, the Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the Committee must give the member written notice of the decision.

## **11 Appeal against rejection or termination of membership**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after the day of receipt, call a general meeting to decide the appeal to be held within 3 months after the day of receipt.
- (4) At the meeting, the appellant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (5) Also, the Management Committee and the committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (6) An appeal must be decided by a majority vote of the members present at the meeting.
- (7) If a person whose membership application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the application fee paid by the person.

## **12 Members' liabilities**

- (1) The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by provision 6.

## **13 Register of members**

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member -
  - (a) the full name and the postal or residential address of the member;
  - (b) the date of admission as a member;
  - (c) the date of death or time of resignation of the member;
  - (d) details about the termination or reinstatement of membership;

- (e) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times by any member who applies to the Secretary for such inspection.
  - (4) However, the management committee may withhold information about a member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
  - (5) A member must not use information from the register of members, or disclose information from the register to another person, for the purpose of contacting or sending advertising material to another member for political, religious, charitable or commercial purposes.

## **PART IV - THE MANAGEMENT COMMITTEE AND THE EXECUTIVE**

### **14 Powers of the Committee**

- (1) The Committee, subject to the Act, the Regulations, this Constitution, and to any resolution passed by the Association in general meeting -
  - (a) shall control and manage the affairs, property and funds of the Association;
  - (b) has the authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent.
- (2) The Management Committee has the power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association, provided that, in respect of any of the following acts, the Committee has obtained prior express authority in the form of a special resolution passed by the Association in general meeting -
  - (a) the acquisition, exchange or transfer of titles to real estate;
  - (b) the granting of mortgages on real estate;
  - (c) the signature of property leases for a duration in excess of nine years; or
  - (d) the contracting of borrowings.

### **15 Membership of the Committee**

- (1) The Committee shall consist of not more than 10 Committee Members including the office bearers. If the Committee employs an Administrative Officer, the holder of this post shall be entitled ex officio to attend all meetings of the Committee and to participate in the deliberations of the Committee but without the right to vote.
- (2) Each of the Committee members shall be elected or re-elected pursuant to provision 16 or appointed in accordance with provision 15 (4)

- (3) Each Committee Member shall, subject to this Constitution, hold office until the conclusion of the annual general meeting next following the date of the Committee Member's election, but is eligible for re-election in accordance with provision 16 (7).
- (4) In the event of a casual vacancy on the Committee, the Committee may appoint a member of the Association to fill the vacancy, and the Committee Member so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) A person is may not hold simultaneously more than one position on the Committee.
- (6) The Committee may invite teachers of French employed by the Alliance Française Gold Coast ex officio to attend all meetings of the Committee and to participate in its deliberations but without the right to vote.
- (7) Committee members shall not receive any remuneration from the Alliance Française by way of professional services rendered, employment or in-house benefit. Therefore no employee of the Alliance Française shall be a member of the Committee.

## **16 Election of Committee Members**

- (1) The election of office bearers and other members of the Committee shall be made in the following manner:
  - (a) nominations shall be made in writing, signed by two members and accompanied by the written consent of the candidate; and
  - (b) shall be delivered to the Secretary of the Association at least 14 days before the date fixed for the annual general meeting at which the election is to take place.
  - (c) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, shall be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting;
- (2) If insufficient nominations are received to fill all the vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be taken from the floor of the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

- (6) The election of Committee members shall be by secret ballot conducted at the annual general meeting in such manner as the Committee may direct.
- (7) No member of the Committee shall be eligible to serve more than nine consecutive years but shall be eligible for re-election after a period of one year's absence from the Committee.

## **17 Vacancies**

- (1) For the purposes of this Constitution, a vacancy in the office of a Committee Member occurs if a Committee Member -
  - (a) dies;
  - (b) ceases to be a member of the Association;
  - (c) resigns from office;
  - (d) is removed pursuant to provision 18;
  - (e) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (f) suffers from mental or physical incapacity;
  - (g) is disqualified from office under subsection 64 (2) of the Act; or
  - (h) is absent without the consent of the Committee from three consecutive Committee meetings.

## **18 Resignation or removal from office of Committee Member**

- (1) A member of the Management Committee may resign from the Committee by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect at –
  - (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice – the later time.
- (3) The Association in general meeting may by resolution, subject to section 71 of the Act, remove any Committee Member from office before the expiration of the Committee Member's term of office.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.

## **19 Executive**

- (1) The Office Bearers shall consist of a President, Vice-President, the Secretary, and a Treasurer.
- (2) The Executive shall consist of all the Office Bearers.
- (3) The Office Bearers shall be elected as members of the Management Committee at the annual general meeting.
- (4) Any member qualified under provision 4(1) is eligible for election or re-election to any office on the Executive, except that an Office Bearer shall not be elected for more than nine consecutive annual terms. He/she is eligible for re-election as an Office Bearer after an annual term during which he/she does not hold that office.
- (5) The Administrative Officer shall be entitled to attend all meetings of the Executive and to participate in the deliberations of the Executive but without the right to vote.
- (6) The members of the Executive shall hold office until the ensuing annual general meeting.
- (7) Should a member of the Executive be unable to fulfil their duties for a period of three months, the Committee may elect another in his or her place, subject to provision 19(4).
- (8) In the event of the temporary inability of a member of the Executive another Committee Member may be asked to act in the interim.

## **20 Functions of the President**

The President shall;

- (a) oversee the general performance of the Committee,
- (b) ensure information about the financial performance of the organisation flows to the Committee,
- (c) establish and maintain systems for information flows to the Committee,
- (d) represent the Committee and the organisation to the public as required,
- (e) attend and chair Committee meetings,
- (f) make recommendations to the Committee about the prudent management of Committee matters,
- (g) deal with disputes and conflicts referred to him or her.

## 21 Secretary

- (1) The Secretary must be an individual residing in Queensland, or in another State or the Northern Territory, but not more than 65 km from the Queensland border, who is—
  - (a) a member of the Association elected by the Association as Secretary; or
  - (b) any of the following persons appointed by the Management Committee as Secretary -
    - (i) a member of the Association's Management Committee;
    - (ii) another member of the Association;
    - (iii) another person
- (2) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (3) If a vacancy happens in the office of Secretary, the members of the Management Committee must appoint or elect a Secretary within one month of the vacancy occurring.
- (4) The Management Committee may appoint and remove the Association's Secretary at any time.

## 22 Functions of the Secretary

- (1) The Secretary's functions include but are not limited to:
  - (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association;
  - (b) keeping full and accurate minutes of meetings, other than sub-committee meetings;
  - (c) keeping copies of all correspondence and other documents relating to the Association;
  - (d) maintaining the register of members of the Association;
  - (e) notifying Office of Fair Trading of any change in the Association's official address within 28 days;
  - (f) collecting all Association documents from former Committee members and delivering the documents to the new Committee member;
  - (g) returning all Association documents to a Committee member within 14 days, upon vacating office;
  - (h) acting as the official contact for the Association, including taking delivery of

documents served on the Association and bringing them to the attention of the Committee as soon as possible; and

- (i) custody of any documents as required by the Constitution.
- (2) To confirm the accuracy of the recorded minutes the Secretary must ensure that:
    - (a) the minutes of each Management Committee meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding Management Committee meeting, verifying their accuracy.
    - (b) the minutes of each general meeting must be signed by the chairperson of the meeting or the chairperson of the next general meeting, verifying their accuracy.
    - (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting or the chairperson of the next general meeting or annual general meeting, verifying their accuracy.
  - (3) The Secretary must ensure minutes of each Management Committee meeting and general meeting are kept in a minute book.
    - (a) The Secretary must ensure the minute book for each general meeting is available for inspection at reasonable times by any financial member who applies to the Secretary for the inspection and give the member copies of the minutes of the meeting if requested.
    - (b) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

## **23 Functions of the Treasurer**

The Treasurer of the Association shall:

- (a) collect and receive all moneys due 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
- (c) ensure the preparation of a financial statement as soon as practicable at the end of each financial year
- (d) ensure the financial statement is provided to an auditor to be audited in sufficient time to allow the financial statement and audit report to be presented to the Annual General Meeting held after the end of that financial year.

## **24 Functions of the Administrative Officer**

The Administrative Officer of the Association shall:



- (a) administer the Association in accordance with relevant legislation, the Constitution and Management Committee decisions.
- (b) under delegation from the President, make decisions regarding the employment of teaching and administrative staff.
- (c) under delegation from the President, represent the Association in situations provided for by the Constitution or required by the Committee.
- (d) assist the Treasurer in preparing an annual budget for approval by the Committee.
- (e) prepare status reports for the Committee in respect of the annual plan of activities.
- (f) under delegation from the President, undertake some of the tasks normally carried out by the Secretary.

## **25 Committee meetings and quorum**

- (1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Committee must meet at least four times in each calendar year at such place and time as the Committee may determine.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (5) If the Secretary receives a written request signed by at least 33% of the Management Committee members, the Secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within 14 days after the Secretary receives the request.
- (6) A request for a special meeting must state –
  - (a) why the special meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (7) A notice of a special meeting must state –
  - (a) The day, time and place of the meeting; and
  - (b) The business to be conducted at the meeting.
- (8) A Committee Member may participate in a Committee meeting in person or by telephone or such electronic means approved by the Committee that reasonably allows members to hear and take part in discussions as they happen in accordance with Section 63 A of the Act.
- (9) At a Management Committee meeting, 50% plus one of the Committee Members elected to the Committee, of whom at least one is a member of the Executive, shall constitute a quorum.

- (10) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting the meeting is to be adjourned to a day, time and place decided by the Committee.
- (11) If, at the adjourned meeting mentioned in subrule (10), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.
- (12) At meetings of the Management Committee -
  - (a) the President shall preside.
  - (b) in the absence of the President, or if the President is not present within 10 minutes of the time fixed for the meeting, the Vice-President shall preside.
  - (c) if the President and the Vice-President are both absent, the Committee Members present may choose one of their number to preside as chairperson.

## **26 Delegation by Committee to sub-committees**

- (1) The Management Committee may delegate powers to a subcommittee consisting of members of the Association considered appropriate by the Committee, to help with the conduct of the operations of the Association.
- (2) A subcommittee may only exercise delegated powers in the way the Management Committee decides.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected or is not present within 10 minutes of the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) Notwithstanding any delegation under this provision, the Committee may continue to exercise any function delegated.
- (6) A sub-committee may meet and adjourn as it thinks proper.

## **27 Voting and decisions**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of Committee members or sub-committee members present at the meeting, and, if the votes are equal, the question is decided in the negative.
- (2) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract, and if the member does vote, the members vote must not be counted.

- (3) Subject to provision 25 (9) the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Committee member or of any member of the sub-committee.
- (5) The Administrative Officer and others ex officio may be invited by the Committee to participate in deliberations of the Committee but not be entitled to vote at any meetings of the Committee, or of a sub-committee appointed by the Committee, which any of them attend.

## **28 Resolutions of Management Committee without meeting**

If in the opinion of the President it is impractical to convene a Committee meeting to determine an urgent matter, the Committee may determine the matter by flying minute in which case a written resolution signed in person or electronically by a majority of the Committee shall be sufficient to determine the matter and any such resolution shall be as valid and effectual as if it had been properly called and held.

## **PART V - PATRON AND HONORARY LIFE MEMBERS**

### **29 Patron**

The French Ambassador in Australia shall be invited to be the patron of the Association.

### **30 Honorary life members**

The Committee may appoint one or more Honorary Life Members of the Association.

### **31 Rights and privileges of Honorary Life Members**

- (1) An Honorary Life Member shall be entitled to make use of all the facilities of the Association and to attend all general meetings of the Association.
- (2) An Honorary Life Member shall not be entitled to vote at a general meeting of the Association unless that honorary life member was a Member of the Association with voting rights at the time of his or her appointment.

## PART VI - GENERAL MEETINGS

### 32 Annual general meetings - holding of

The Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each Financial Year of the Association, convene an annual general meeting of the Members of the Association.

### 33 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association shall, subject to the Act, be convened on such date and at such time as the Committee thinks fit.
- (2) The Secretary shall convene an annual general meeting by giving not less than 30 days notice of the meeting to all members of the association.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Committee reports on the activities of the Association during the last preceding Financial Year;
  - (c) to elect Committee Members;
  - (d) to receive and consider the statement of accounts and the signed audit report to the meeting for adoption;
  - (e) to appoint an auditor of the Association pursuant to the Regulations.
- (4) An annual general meeting shall be specified as such in the notice convening it.

### 34 Special general meetings

- (1) The Secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after –
  - (a) being directed to call the meeting by the Management Committee; or
  - (b) being given a written request signed by –
    - (i) at least 33% of the number of members presently on the Management Committee; or
    - (ii) at least the number of ordinary members of the Association equal to double the number of members of the Association presently on the Management Committee plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the Management Committee –

- (i) to reject an application for membership; or
- (ii) to terminate a person's membership.

(2) A requisition of Members for a general meeting under subrule 1 (b) -

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the Members making the requisition;
- (c) shall be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more Members of the Association.

(3) If the Committee fails to convene a general meeting within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a general meeting to be held not less than three months after that date.

(4) A general meeting convened by a Member or Members referred to in provision 34 (3) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

### **35 Notice of general meeting**

- (1) Except where the nature of the business to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each Member at the Member's postal or e-mail address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in provision 35 (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to provision 33 (3).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after the receipt of the notice from the Member.

### **36 General meetings - quorum and adjournment**

- (1) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) The quorum for the transaction of the business of a general meeting is at least double the number of committee members elected at the last AGM plus one, present in person or by proxy (being members entitled under these rules to vote.)
- (3) If there is no quorum within 30 minutes after the appointed time for the commencement of a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association –
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (5) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (6) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (7) Except as provided in provisions 36 (5) and (6) notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.
- (8) In this rule, “members present” include any person attending as a proxy or attorney for an absent member entitled to vote.

### **37 Procedure at general meeting**

- (1) The President, or in the absence of the President, Vice-President shall preside at each general meeting of the Association.
- (2) If the President and or Vice-President are absent from a general meeting, the Members present shall elect one of their number to preside at the meeting.
- (3) The chairperson must conduct the meeting in a proper and orderly way.
- (4) A member may take part and vote in a general meeting in person, by proxy, by attorney or by

using any technology that reasonably allows the member to hear and take part in discussions as they happen.

### **38 Making of decisions**

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that the resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than three Members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken -
  - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **39 Voting**

- (1) Subject to provision 39 (3), upon any question arising at a general meeting of the Association a Member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid.

### **40 Appointment of proxies**

- (1) Each Member shall be entitled to appoint another person as proxy by written notice given to the Secretary before the time of the meeting in respect of which the proxy is appointed.
- (2) The proxy may be a member of the Association or another person.
- (3) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (4) The notice appointing the proxy shall be in the form set out in Appendix 2 to this Constitution.

## **PART VII – FINANCIAL MANAGEMENT**

### **41 Financial Year**

The Financial Year of the Association ends on 30th June each year.

### **42 Funds - source**

- (1) The funds of the Association shall be derived from subscriptions of Members, donations, bequests, subsidies and subventions accepted by the Committee, the fees for services provided by the Association and, subject to any resolution passed by the Association in general meeting and subject to the Act, such other sources as the Committee determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **43 Funds - management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) The funds of the association must be kept in an account in the name of the Association in a financial institution decided by the Committee.
- (3) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
  - (a) the President;
  - (b) the Secretary;
  - (c) the Treasurer;
  - (d) another member of the Association who has been authorised by the Management Committee for the purpose.
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment must be crossed not negotiable.
- (7) A petty cash account must be kept on the imprest system, and the Committee must decide the amount of petty cash to be kept in the account.



- (8) All expenditure must be approved or ratified at a Committee meeting.
- (9) If expenditure is made before approval at a Committee meeting, the expenditure must be approved by any 2 of the following—
  - (a) the President;
  - (b) the Secretary;
  - (c) the Treasurer;
  - (d) another member of the association who has been authorised by the Committee to approve such expenditure.
- (10) If expenditure is made before approval at a Committee meeting, the expenditure must be ratified at the meeting of the Committee immediately following the expenditure.
- (11) The income and property of the Association must be used solely for promoting the Association's objects and exercising the Association's powers.
- (12) No part of its income or property is to be distributed, paid or transferred to members by way of bonus, dividend or other similar payment.

## **PART VIII - DOCUMENTS**

### **44 Changes to the Constitution**

- (1) Subject to the provisions of section 48 of the Act, the Constitution may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the Chief Executive under the Act.
- (3) An official copy of the amended Constitution, dated and registered with the Chief Executive, shall be sent to the Fondation Alliance Française for approval and for archival purposes.

### **45 Common seal**

- (1) The common seal of the Association shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any document except by authority of the Committee and the affixing of the common seal shall be attested by the signatures of two Committee Members.

### **46 Custody of books and documents**

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

#### **47 Service of notices**

- (1) For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it to the Member at the Member's postal or email address shown in the register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) In the case of a document sent by email, a record at the offices of the Association of the document having been sent to the email address shown in the register of members shall be deemed for the purposes of this Constitution to be delivered to the member.

### **PART IX – DISSOLUTION OF THE ASSOCIATION**

#### **48 Voluntary winding up**

- (1) The Association may be wound up voluntarily if, by special resolution passed in general meeting comprising a least a majority of financial members, either in person or by proxy, the Association resolves that it be wound up.
- (2) If a majority of members is not present, the general meeting shall be reconvened after at least two weeks at which time any decisions shall be accepted irrespective of the number of members in attendance.
- (3) In the event of the Association being voluntarily wound up, and subject to part 10 of the Act, the Association shall, by special resolution passed in general meeting, appoint three persons to carry out the winding up.

#### **49 Surplus assets**

In the event of the dissolution or winding up of the Association, after satisfying all debts and liabilities, any surplus funds or property shall be transferred to the Alliance Française de Brisbane, which is a registered charitable institution, to be used in the manner they deem best suited to the interests of the Alliance Française movement in Australia.

APPENDIX 1



ALLIANCE FRANÇAISE GOLD COAST INCORPORATED

ABN: 70 295 170 814

APPLICATION FOR MEMBERSHIP

I hereby apply to become a member of the abovenamed Incorporated Association. I agree to be bound by the Constitution of the Association.

APPLICANT'S DETAILS (Please print):

Ms/Mrs/Miss/Mr Last Name: .....

First Name: .....

Address: .....

..... Postcode .....

Tel (Mobile): ..... (Home): .....

Email: .....

Signature of Applicant ..... Date .....

MEMBERSHIP DETAILS

New Member  Renewal  Single  Dual/Family

Concession card holder  (*card to be sighted*)

CATEGORY: Ordinary Member  Associate Member

- In accordance with Section 70(4) of the Associations Incorporations Act 1981, all activities of the Alliance Française Gold Coast Incorporated are covered by Public Liability Insurance. The amount of the Public Liability Insurance is \$20,000,000.
- New membership applications will be considered at the next committee meeting of Alliance Française Gold Coast. The membership year ends on 31<sup>st</sup> December of each calendar year.
- Membership payment can be made to your teacher; on the secure payment form on our website; or by direct deposit into our bank account: Account Name: Alliance Française Gold Coast  
BSB: 034-216 Account: 27-8162 Reference: Your full name e.g. Anna Smith

**APPENDIX 2**

**ALLIANCE FRANÇAISE GOLD COAST  
(ANNUAL) GENERAL MEETING  
5A/71 Upton Street Bundall  
(DATE)  
(TIME)**

**PROXY FORM**

**PROXY**

A Member is entitled to appoint a proxy to attend and vote in his/her place. A proxy may, but need not, be a member of the Association. The form of proxy shall be as follows:

"I, .....,  
being a member of ALLIANCE FRANÇAISE GOLD COAST INC., hereby appoint  
....., or if he/she is unable to attend, the Chairman  
of the Meeting,

as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association to be held on (Date) and at any adjournment thereof."

Signed \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20xx

Please forward the completed proxy to the Secretary by email to [\(email address\)](#) or complete and leave at the Alliance Française offices marked to the attention of the Secretary before the start of the meeting.