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**CONSTITUTION  
OF  
THE NON-RESIDENT NEPALI ASSOCIATION AUSTRALIA LIMITED**

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**A Company Limited By Guarantee**

**Effective Date of this Constitution is once it is registered with ASIC with Amendments made on  
3 September 2023 AGM held on Parramatta and 22 September 2024 AGM held on Adelaide.**

## Contents

<b>1</b>	<b>Preliminary .....</b>	<b>9</b>
1.1	Name of the company .....	9
<b>2</b>	<b>Status of the Constitution .....</b>	<b>9</b>
2.1	Constitution of the Company .....	9
2.2	Replaceable Rules .....	9
<b>3</b>	<b>Definitions and interpretation .....</b>	<b>9</b>
3.1	Definitions .....	9
3.2	Interpretation .....	12
<b>4</b>	<b>Nature of the Association .....</b>	<b>12</b>
4.1	Type of Association .....	12
4.2	Limited liability of Members .....	12
4.3	Liability to contribute .....	12
<b>5</b>	<b>Powers .....</b>	<b>12</b>
<b>6</b>	<b>Not-for-profit .....</b>	<b>13</b>
6.1	Distribution .....	13
6.2	Exclusions .....	13
<b>7</b>	<b>The Funds of the Association .....</b>	<b>13</b>
7.1	Source of Income .....	13
7.2	Distribution of Income .....	13
7.3	Treasurers' Reporting Obligations .....	14
7.4	Banking .....	14
7.5	Accounting Standards .....	15
7.6	NRNA Australia Fundraising and Finance .....	15
<b>8</b>	<b>Amending the Constitution .....</b>	<b>15</b>
8.1	Amendment .....	15
8.2	Special Resolution .....	15
<b>9</b>	<b>Members .....</b>	<b>15</b>
9.1	Types of Membership .....	15
9.2	Register of Members .....	16
9.3	Access to the Register of Members .....	16
9.4	Eligibility for Registered Membership .....	16
9.5	Membership Limit.....	17
9.6	Duration of Membership .....	17
9.7	Membership Application and Approval .....	17
9.8	Honorary Members .....	18
9.9	Appointment of Honorary Members .....	18

9.10	Membership Fee .....	18
9.11	Default in Payment .....	19
9.12	Cessation of Membership .....	19
9.13	Membership Entitlements .....	19
10	Dispute resolution procedure .....	19
10.1	Dispute resolution .....	19
10.2	Matters subject to disciplinary procedure .....	19
10.3	Dispute Notice .....	20
10.4	Genuine attempt to resolve .....	20
10.5	Mediation .....	20
11	Disciplinary and Appeal .....	20
11.1	Disciplining Members .....	20
11.2	Notice of Disciplinary Proceedings .....	21
11.3	Notification of Outcome .....	21
11.4	Appeal .....	21
11.5	Right of Recovery.....	22
11.6	Disciplining the Board, elected and nominated members, position and office holders of the Association at any Levels .....	22
12	Annual General Meeting .....	22
13	Meetings of Members other than AGM .....	22
13.1	Meetings at the request of Members .....	22
13.2	Request requirements .....	22
13.3	Types of Conference Meetings .....	23
14	Notice Requirements .....	24
14.1	Notice of Meetings .....	24
14.2	Notice period .....	25
14.3	Shorter notice of Meeting .....	25
14.4	Postponement or Cancellation of Meetings .....	25
15	Proceedings at Meetings .....	25
15.1	Quorum .....	25
15.2	Lack of Quorum .....	25
15.3	Auditor's right to attend meetings .....	26
15.4	Using technology to hold meetings .....	26
15.5	Chairperson for Meetings .....	26
15.6	Role of the Chairperson .....	26
16	Members' Resolutions and Statements .....	26
16.1	Members' Resolutions and Statements .....	26
16.2	Notice of Members' Resolution .....	26

16.3	Request for Members' Statements .....	27
16.4	Notice and Request requirements .....	27
16.5	Association must give notice of proposed resolution or distribute statement .....	27
16.6	Association need not give notice of proposed resolution or distribute statement ..	27
16.7	Circular resolutions of Members .....	28
16.8	Notify Auditor .....	28
16.9	Circular resolutions cannot be used:.....	28
16.10	Execution of Document .....	28
16.11	Email execution .....	28
16.12	Successful Circular Resolution .....	28
17	Voting at Meetings .....	28
17.1	Right to vote .....	28
17.2	Challenge a Member's right to vote .....	28
17.3	How voting is carried out .....	29
17.4	Number of proxy votes .....	29
17.5	How a vote by show of hands is held .....	29
17.6	Record of a vote by a show of hands.....	29
17.7	A vote in writing may be demanded .....	29
17.8	How a vote in writing is held .....	29
17.9	When an immediate vote in writing is to be held .....	29
17.10	Withdrawing a demand .....	29
17.11	Appointment of proxy .....	30
17.12	Rights of a Proxy .....	30
17.13	Proxy Instruments .....	30
17.14	Proxy to be received by Association .....	30
17.15	Continuing Rights of a Proxy .....	30
17.16	Voting by proxy .....	31
17.17	Resolution by positive affirmation .....	31
17.18	Validity of votes of proxy .....	31
18	The Executive Committee and NCC .....	31
18.1	Executive Committee (Directors).....	31
18.2	Executive Committee Members .....	31
18.3	NCC.....	32
18.4	Director Appointment .....	33
18.5	Director Eligibility.....	33
18.6	Directors Numbers .....	33
18.7	Term of office .....	33
18.8	When a Director Ceases Being a Director .....	34
19	Management Structure .....	34

19.1	ICC .....	34
19.2	Executive Committee and NCC .....	34
19.3	SCC.....	34
19.4	National Nari Nikunj .....	36
19.5	National Youth Forum .....	37
19.6	Next and Second Generation Forum .....	38
20	Casual Vacancies, Fee and Removal .....	38
20.1	Casual Executive Committee Vacancies .....	38
20.2	Casual NCC, National Nari Nikung Coordinator and National Youth Forum Vacancies .....	39
20.3	Casual SCC, State Nari Nikung and State Youth Forum Vacancies .....	39
20.4	Fee for Nominated Position .....	39
20.5	Removal .....	40
21	Eligibility of Candidates for Election .....	40
21.1	List of Eligible Voters .....	40
21.2	Basic Eligibility .....	40
21.3	Presidential Candidate .....	40
21.4	Executive Committee and NCC Members .....	40
21.5	Committee of SCC .....	41
21.6	National or State Nari Nikunj Candidate .....	41
21.7	National Nari Nikunj Coordinator .....	41
21.8	Youth Forum Candidate .....	41
21.9	National Youth Coordinator .....	41
21.10	ICC Member .....	41
21.11	Elections and Election Commission .....	41
22	Powers of Directors .....	42
22.1	Powers of Directors .....	42
22.2	Financial Management .....	42
22.3	Delegation of Directors' powers .....	42
22.4	Record of Delegation .....	42
22.5	Payments to Directors .....	42
22.6	Approved Payments to Directors .....	43
22.7	Execution of documents .....	43
23	Duties of Directors .....	43
23.1	Duties of Directors .....	43
23.2	Conflicts of interest .....	43
23.3	Record of Conflict of Interest .....	43
23.4	Where a Conflict of Interest Exists .....	43
23.5	Exception to Conflict of Interest .....	43

<b>24</b>	<b>Directors' meetings .....</b>	<b>44</b>
24.1	Directors' or Executive Committee meetings .....	44
24.2	Directors' and NCC meetings .....	44
24.3	Calling Directors' meetings .....	44
24.4	Chairperson for Directors' meetings.....	44
24.5	Quorum at Directors' meetings .....	45
24.6	Using technology to hold Directors' meetings .....	45
24.7	Passing Directors' resolutions .....	45
24.8	Circular resolutions of Directors .....	45
24.9	Resolution Procedure .....	45
24.10	Circular Resolution via Email .....	45
24.11	A Circular resolution shall pass .....	45
<b>25</b>	<b>Advisory Boards and Legal Advsiors .....</b>	<b>45</b>
25.1	Purpose .....	45
25.2	NCC Advisors .....	46
25.3	SCC Advisors .....	46
25.4	National Nari Nikunj and National Youth Forum Advisors .....	46
25.5	Legal Advisor .....	46
25.6	Tenure .....	46
<b>26</b>	<b>Patron Council .....</b>	<b>46</b>
26.1	Purpose .....	46
26.2	Members of the Patron Council .....	47
26.3	Rights of the Patron Council .....	47
26.4	Removal of a Patron Council Member .....	47
<b>27</b>	<b>Minutes and records .....</b>	<b>47</b>
27.1	Minutes and records .....	47
27.2	Inspection required .....	48
27.3	Financial and related records .....	48
<b>28</b>	<b>By-Laws .....</b>	<b>48</b>
28.1	By-Laws .....	48
<b>29</b>	<b>Notice .....</b>	<b>49</b>
29.1	What is notice .....	49
29.2	Notice to the Association .....	49
29.3	Notice to Members .....	49
29.4	When notice is taken to be given .....	49
<b>30</b>	<b>Financial year.....</b>	<b>50</b>
30.1	Association's financial year .....	50
<b>31</b>	<b>Indemnity, insurance and access .....</b>	<b>50</b>

31.1	Indemnity .....	50
31.2	Insurance .....	50
31.3	Directors' access to documents .....	50
32	Other Entities .....	51
32.1	NRNA Australia Foundation .....	51
32.2	NRNA Australia Policy Institute .....	51
32.3	NRNA Australia Next and Second-Generation Wing .....	51
33	Winding up .....	51
33.1	Surplus assets not to be distributed to Members .....	51
33.2	Members' Liability .....	51
33.3	Distribution of surplus assets .....	52
33.4	Revocation of Deductible Gift Recipient Status .....	52
33.5	Decisions to Distribute Surplus Assets .....	52
33.6	Application of Income .....	52

## Preamble

The Non-Resident Nepali Association Australia Limited establishes the NRN Australian Chapter of Non-Resident Nepali Association (NRNA) effective as at the date of its incorporation, as a not-for-profit company, to permit the Association and its participating affiliates, to manage and direct its activities to promote the people of Nepali origin.

The Association's objectives are to pursue the following purposes:

- o To promote and protect the rights and interest of people of Nepali origin residing in Australia
- o To attract and facilitate NRNs investment including Foreign Direct Investment (FDI) for economic and social development of Nepal
- o To promote tourism of Nepal and preserve Nepali culture, language and heritage in multiculturalism Australia
- o To consolidate and continue the work previously carried out by the individual Australian State and Territory chapters of the Non-Resident Nepali Association including the NSW association incorporated under the Associations Incorporation Act 1984 NSW by establishing a national Association for the purpose of serving the legitimate interests and needs of people of Nepali origin living within Australia, outside of Australia or Nepal;
- o To serve as the Australian Chapter of the NRNA and to support the objectives of NRNA within Australia, subject to the laws of Australia
- o To be an integral part of the development and management of philanthropic and charitable projects in Australia and Nepal, for the benefit of people of Nepali origin
- o To promote and further the interests, development, and welfare of the Nepali diaspora in Australia and help them to realise their full potential both individually and as a community
- o To work closely with the Australian communities, charity organisations and not-for-profit organisations and the Australian state, territory and national governments
- o To contribute to the overall development of Nepal by utilising talents, knowledge, skills, capital and other resources of people of Nepali origin and Nepalese community living in Australia
- o To advance the Nepalese language in different level of schools in all State and Territory in the multiculturalism Australia;
- o To advance Nepali culture in multiculturalism Australia
- o To promote reconciliation, mutual respect and tolerance between groups of individuals that are in Australia
- o To bring together different Nepalese associations in different States or Territories together for common goal of utilizing resources, capital and skills for the interest of people of Nepali origin
- o To advance social or public welfare by:
  - (a) providing care to people with a physical or mental disability who require continuous care
  - (b) arranging opportunities for people with a physical or mental disability, woman or man affected by domestic violence or financially disadvantaged people to live a respectable life either at school, work or society in Australia or overseas.

## 1 Preliminary

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### 1.1 Name of the company

The name of the company shall be the Non-Resident Nepali Association Australia Limited hereafter by referred to as “the Association”. The Association can register Business name for benefit of the Association.

## 2 Status of the Constitution

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### 2.1 Constitution of the Company

This document comprises of the Constitution of the Association subject to amendment authorized by an Annual General Meeting or Special Resolution of the Members.

### 2.2 Replaceable Rules

This Constitution replaces the Replaceable Rules, accordingly, and none of the Replaceable Rules shall apply.

## 3 Definitions and interpretation

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### 3.1 Definitions

In this Constitution these terms have the following meanings:

- (a) Advisory Boards are those referred to in clause 0.
- (b) ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).
- (c) AGM means Annual General Meeting.
- (d) Annual Membership Fee means the sum of money (if any), payable to the Association each year, as determined by the Executive Committee, to be and remain a Member of the Association.
- (e) Applicant means a person who has applied to become a Member of the Association.
- (f) By-law means a rule made by the Executive Committee under this Constitution.
- (g) CBO means Community-Based Organization for the benefit of Australian Nepalese community or Australian community registered under Australian Law.
- (h) Chairperson means a person who presides over a meeting.
- (i) Constitution means this document, and includes all amendments or supplements to, or replacements or novation of, that document.
- (j) Corporations Act means the Corporations Act 2001 (Cth).
- (k) Corporate Sponsorships means Philanthropic, Event Sponsorship or Cause Marketing
- (l) Deductible Gift Recipient is long form for GDR which means a deductible gift recipient as defined by the law from time to time.
- (m) DGR means an entity endorsed by the Australian Taxation Office or other applicable regulatory authority as a deductible gift recipient pursuant to sub-division 30-BA of the Income Tax Assessment Act 1997, permitting gifts to the entity to be tax deductible.

- (n) **Director** means a person who is appointed to the position of director and/or directors; or is appointed to the position of an alternate director and is acting in that capacity, regardless of the name that is given to that position.
- (o) **Directors** mean more than one director. In relation to rules applying to meetings of the directors, including voting by directors and material personal interests, references to directors include alternates.
- (p) **Executive Committee** means the Directors collectively acting as the Executive Committee and the National Office Bearers of the Association established under this Constitution and Corporations Act 2001 (Cth).
- (q) **Financial Year** means a period of 12 months commencing 1 July and ending 30 June.
- (r) **General Secretary** means a person with the responsibilities outlined in clause 1.1(a)(i).A(c) and is a Secretary under Corporations Act 2001 (Cth).
- (s) **Guarantee** means the amount of money referred to in clause 0.
- (t) **Honorary Member** means a person appointed in accordance with clause 9.1.
- (u) **ICC** means International Co-ordination Council of NRNA Global.
- (v) **Initial Directors** means a person who is named in the application for registration of the Association, with their consent, as a proposed Director of the Association.
- (w) **Initial Member** means a person who is named in the application for registration of the Association, with their consent, as a proposed Member of the Association.
- (x) **Life Member** means a person appointed in accordance with clause 9.1.
- (y) **Meeting** means a gathering of Members, being either the Annual General Meeting of the Association, the State Conference, the National Forum, the National Conference, the State Session and/or a Special General Meeting.
- (z) **Member** means a person approved in accordance with clause 9.1.
- (aa) **Membership** means the state of belonging to the Association.
- (bb) **Membership Joining Fee** means the sum of money payable (if any), as determined by the Directors to become a Member of the Association.
- (cc) **Member Present** means, in connection with a Meeting, a member present in person, by representative or by proxy at the venue or venues for the meeting.
- (dd) **National Forum** means the biennial meeting convened by the Association pursuant to clause 0.
- (ee) **Nari Nikunj** means the NRN Women Chapter of Australia established under this Constitution.
- (ff) **Nari Nikunj Coordinator** means the person appointed to manage the activities of National Nari Nikunj.
- (gg) **NCC** means that National Co-ordination Council established under this Constitution.
- (hh) **NRN (non-resident Nepali)** means a foreign citizen of Nepali origin or a Nepali citizen residing in any foreign country for two years or more, except for those serving in a diplomatic mission situated in a foreign country under the assignment of the Government of Nepal or pursuing studies in an academic institution in a foreign country. Such Nepali

citizen residing in any foreign country for two years or more must be for profession, employment and business and excludes those residing in a member country of the South Asian Cooperation Organisation (SAARC) or as amended by the Government of Nepal in future.

“Foreign citizen of Nepali origin” mentioned in the in the same paragraph means a person who himself (or herself) or whose father, mother, grandfather or grandmother was formerly a citizen of Nepal and has subsequently acquired the citizenship of other country other than that of a member country of the South Asian Cooperation Organisation (SAARC).

- (ii) **NRNA Global** means the peak body of the Non-Resident Nepali Association headquartered in Nepal.
- (jj) **Oceania Regional Coordinator** means the regional coordinator appointed by the ICC pursuant to the ICC constitution to supervise and report on the NCCs within Oceania region.
- (kk) **Ordinary Resolution** means a resolution passed by at least 50% of the Members of the Association who are eligible to vote pursuant to clause 17.
- (ll) **Patron Council** means the advisory body established under clause 26.
- (mm) **PNO** means the person of Nepalese origin that is a citizen of a country other than the SAARC Nations (SAARC) having either themselves previously or any of their parents or grandparents to be Nepalese citizens.
- (nn) **Registered Charity** means a charity that is registered under the Australian Charities and Not-for-profits Commission Act 2012 (Cth).
- (oo) **Register of Members** means the register recording the details of the Members of the Association as set out in clause 9.2.
- (pp) **Registered Member** has the meaning given in clause 9.1(b).
- (qq) **Replaceable Rules** means the provisions set out in section 141 of the Corporations Act.
- (rr) **SAARC Nations** means those nations comprised in the South Asian Association of Regional Cooperation, which comprises of Afghanistan, Bangladesh, Bhutan, India, Pakistan, Maldives, Nepal and Sir Lanka.
- (ss) **SCC** means State Coordination Council established in each State and Territory under this Constitution.
- (tt) **Serious Nature** means immediate damage, harm or reputation within Association or to any outside individual or CBO’s reputation or act against the spirit of the Association.
- (uu) **Special Resolution** means a resolution:
  - (i) where notice has been provided under section 29, and
  - (ii) that has been passed by at least 75% of the votes cast by Members Present and entitled to vote on the resolution.
- (vv) **State Session** means the biennial meeting convened prior to the National Conference Meeting in accordance with clause 13.3(b).

- (ww) **Surplus Assets** means any asset of the Association that remains after paying all debts and other liabilities of the Association, including the costs of winding up.
- (xx) **Youth Forum** has the meaning given to it in clause 19.5 or established under this Constitution.

### **3.2 Interpretation**

In this Constitution:

- (a) the words 'including', 'include' and 'includes' are to be construed without limitation;
- (b) a reference to legislation is to be construed as a reference to that legislation, any subordinate legislation under it, and that legislation and subordinate legislation as amended, re-enacted or replaced for the time being;
- (c) a reference to a 'person' includes a corporate representative appointed pursuant to section 250D of the Corporations Act; and
- (d) a word or expression defined in the Corporations Act and used, but not defined, in this Constitution has the same meaning given to it in the Corporations Act.

## **4 Nature of the Association**

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### **4.1 Type of Association**

The Association is a not-for-profit public company limited by guarantee.

### **4.2 Limited liability of Members**

The liability of Members is limited to the amount of the Guarantee in clause 0.

### **4.3 Liability to contribute**

Subject to this Constitution, each person who is a Member, and each person who was a Member during the year ending on the day of the commencement of the winding up of the Association, undertakes to contribute an amount not exceeding one dollar (\$1.00) (Guarantee) to the property of the Association if the Association is wound up while the Member is a Member, or within 12 months after they cease being a Member, and this contribution is required for the payment of:

- (a) debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up.

## **5 Powers**

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Subject to section 6, the Association has the following powers, which may only be used to carry out its objectives set out in the Preamble:

- (a) the powers of an individual;
- (b) the power under this Constitution; and
- (c) all the powers of a company limited by guarantee under the Corporations Act.

## 6 Not-for-profit

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### 6.1 Distribution

The Association must not distribute any income or assets directly or indirectly to its Members, except as provided by clause 6.2.

The Executive Committee may determine, from time to time, the distribution of the funds between the NCC and SCC, Youth Forum, Nari Nikung and other bodies for carrying out the Association's objectives.

### 6.2 Exclusions

Clause 6.1 does not prevent the Association from doing the following things, provided they are done in good faith:

- (a) paying a Member for goods and/or services they have provided, or expenses incurred at fair and reasonable rates or rates more favourable to the Association, or
- (b) reimbursing costs incurred by a Member in carrying out the Association's objectives.

## 7 The Funds of the Association

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### 7.1 Source of Income

Activities of the Association, at State and National level alike, shall be financed from funds received from the following sources:

- (a) Membership fees;
- (b) Donations and any voluntary contributions received from Members;
- (c) Savings generated from the programs run by the Association;
- (d) Government grants;
- (e) Corporate Sponsorships;
- (f) Major Donors;
- (g) Regular Donors;
- (h) Crowdfunding - GoFundMe, CrowdRise, Classy and so on;
- (i) Selling Goods and Services;
- (j) Corporate Sponsorships;
- (k) Individual Donations;
- (l) Events;
- (m) Earned Income; and
- (n) Such other sources as determined by the Executive Committee from time to time, subject to this Constitution.

### 7.2 Distribution of Income

The Executive Committee shall, from time to time, determine the manner of distribution of income and the Association's funds to carry out the Association's objectives with majority endorsement of the NCC, including determining the distribution as between the NCC, the SCC, Nari Nikunj and the Youth Forum or any other bodies as per By-Law.

### **7.3 Treasurers' Reporting Obligations**

The Association, the NCC and the SCC shall each elect a Treasurer and/or a Joint Treasurer who shall maintain records of all income and expenditure. Each Treasurer shall provide a statement of income and expenditure, along with a consolidated financial report at:

- (a) the AGM of the Association; or
- (b) As required by the Executive Committee.

A consolidated report shall also be presented by each Treasurer at the AGM of the Association.

### **7.4 Banking**

- (a) The SCC of each State and Territory shall be responsible for opening and operating an account with an Australian authorised deposit taking institution (ADI) on behalf of, and accountable to, the Association. Each of the bank accounts established by the SCC is to be operated with at least two signatories, one of whom shall be the Treasurer of the relevant SCC.
- (b) The NCC shall be responsible for opening and operating an account with an ADI on behalf of, and accountable to, the Association. The bank account established by the NCC is to be operated with at least two signatories, one of whom shall be the Treasurer of the Association.
- (c) National or State Nari Nikunj shall be responsible for opening and operating an account with an ADI on behalf of, and accountable to, the Association. The bank account established by National or State Nari Nikunj is to be operated by the National or State Women Coordinator and the National or State Nari Nikunj Treasurer as joint signatories, respectively.
- (d) The National or State Youth Forum may open and operate an account with an ADI on behalf of, and accountable to, the Association, having as its signatories the National or State Youth Forum Coordinator and the National or State NCC Treasurer. In the event that the National or State Youth Forum does not operate its own bank account, all financial transactions relating to the National or State Youth Forum shall be handled by the Treasurer of the Association.
- (e) Any amount received by either the SCC, NCC, Nari Nikunj or the Youth Forum shall be deposited into the relevant bank account as soon as practicable. Financial transactions shall be carried out through the relevant bank account.
- (f) Any expenditure and/or withdrawals from the bank accounts referred to in this clause 0 are to be authorised by the joint signature of at least two signatories.
- (g) NRNA Australia Policy Institute and NRNA Australia Foundation may open and operate account with ADI on behalf of, and accountable to the Association if approved from the Board and NCC.

## **7.5 Accounting Standards**

The Executive Committee, NCC, SCC, National and State Nari Nikung, National and State Youth Forum, NRNA Australia Policy Institute and NRNA Australia Foundation shall each comply with the accounting and audit requirements of the laws of Australia with regard to:

- (a) The keeping of financial records for the Association;
- (b) The preparation of annual financial statements for the Association;
- (c) The auditing or independent examination of the financial statements of the Association;
- (d) There shall be both internal and external auditors for the Association. The auditors will ensure governance and internal control mechanism are intact. In addition, auditors may oversee the organization's quarterly report and internal control mechanism and report to the NCC on a quarterly basis; and
- (e) The Executive Committee must cause the accounts of the Association to be audited in accordance with the requirements of the Corporations Act.

## **7.6 NRNA Australia Fundraising and Finance**

Under no circumstances should any officials or appointees from the Executive Committee or NCC raise funds from members, candidates or stakeholders in their personal accounts.

Any funds in the name of membership fees, candidates fees or donations under NRNA Australia profile must be raised through the NRNA Australia account. In case of failure to comply will result in action from Association and potential legal action under Corporation Act and Crime.

## **8 Amending the Constitution**

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### **8.1 Amendment**

Subject to clause 0, the Members may amend this Constitution by passing a Special Resolution or Annual General Meeting as per the Constitution and the Corporation Act.

### **8.2 Special Resolution**

The Members must not pass a Special Resolution or Annual General Meeting Resolution that amends this Constitution if the amendment causes the Association to no longer operate as a not-for-profit entity.

## **9 Members**

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### **9.1 Types of Membership**

The Association will offer the following types of membership:

- (a) General Member – this type of membership shall be offered to all NRN or PNO residing in Australia;
- (b) Registered Member – this type of membership shall be offered to any General Member who is at least 18 years and who has applied to become such a Member and paid the applicable fees.

- (c) **Life Member** – this type of membership is lifelong and may be offered to a Registered Member upon their request and payment of applicable fees.
- (d) **Honorary Member** – this type of membership shall be offered to individuals who are neither an NRN nor PNO, but who have made a significant contribution to the achievement of and or furthering the purposes of the Association. This type of membership may only be offered upon the recommendation of the Executive Committee.
- (e) **Associate Member** – this type of membership shall be offered to international student, individuals or organizations willing to protect the overall interest of the Association, Nepalese communities in Australia and work in the interest of people of Nepali origin in Australia in any State or Territory but who are not eligible to become Registered Members.

## **9.2 Register of Members**

The Association must establish and maintain a Register of Members. The Register of Members must be kept by the General Secretary and must contain for each current Member:

- (a) Their name;
- (b) Their address;
- (c) Email and mobile number;
- (d) Identity for eligibility as per By-Law;
- (e) Any information required by ICC Global or NRNA Australia for the purpose of statistics;
- (f) Any alternative address, as nominated by the Member for the service of notices; and
- (g) The date the Member was entered on to the Register.

It is the responsibility of each member to inform the Association of any changes to their personal details.

## **9.3 Access to the Register of Members**

- (a) The Register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, to a Member at any reasonable hour if the request to inspect the Register is approved by the Executive Committee.
- (b) The Executive Committee must give Members access to the Register of Members, within seven (7) days of a written request for access.
- (c) Information that is stored on the Register of Members must only be used in a manner relevant to the interests or rights of the Members.

## **9.4 Eligibility for Registered Membership**

A person is eligible to be a Registered Member of the Association if the person:

- (a) is a natural person; and
- (b) is of Nepali descent or people of Nepali origin; and
- (c) is at least 18 years old; and

- (d) has resided outside the SAARC Nations for at least 24 months; and
- (e) at the time of application for membership, does not hold an Australian student, visiting, or tourist visa; and
- (f) either foreign passport holder excluding passports from the members of the South Asian Cooperation Organisation (SAARC) or a Nepali passport holder who must be in profession, employment and business in a foreign country; and
- (g) meets the definition of NRN or PNO in this Constitution.

#### **9.5 Membership Limit**

A person cannot be a Registered Member of the Association in more than one State or Territory at any one time.

#### **9.6 Duration of Membership**

Membership, once issued, shall be for the duration of 2 years except for Life Membership. Life Members, subject to the payment of relevant fees, such membership shall be renewed for a period of 2 years each time for the maximum period of 10 years from the date Life Member was registered.

#### **9.7 Membership Application and Approval**

- (a) Membership applications shall be administered by the SCC. The SCC shall issue General, Registered or Associate membership to eligible individuals who:
  - (i) Submit a duly completed application form;
  - (ii) Pay the relevant membership fee;
  - (iii) Provide identification documents;
  - (iv) Provide proof of their NRN and/or PNO status; and
  - (v) Provide personal details being their current Australian residential address, telephone number, unique email address and any other information the Association may deem relevant from time to time.
- (a) Upon receipt of the membership application form, the SCC Secretary and/or Coordinator shall verify its contents and the Treasurer shall verify receipt of the relevant membership fee. If the contents of the application are verified as true and correct, and the relevant membership fee payment has been received, the membership application may be approved. SCC Secretary and/or Coordinator cannot reject documents verification without first consulting with General Secretary and Treasurer cannot reject payment without first consulting with the President.
- (b) After the State and Territories approves the membership, General Secretary and the President can verify again the membership and approve or reject it.
- (c) In the case where a perspective member has two (2) residences in different States and Territories, have migrated to new States and Territories or any circumstances, the prospective member can choose State and Territory for the membership where the

prospective member intends to reside permanently. The prospective member can be registered in only one (1) State and Territory and may be subject to check to verify if the chosen State and Territory is permanent residence or not.

- (d) If the application has been approved and membership has been granted, the NCC General Secretary shall include the applicant in the relevant membership register and notify the applicant. If the application is rejected, the membership applicant shall be provided with a statement of reasons within 14 days of the decision being made.
- (e) In case of special circumstances or required, General Secretary can administer membership application identity and documents verifications and President can administer membership application identity and documents verifications and payment verifications to approve or reject Membership.
- (f) The dispute of the Membership is decided by the Executive Committee if written appeal is received after 14 working days of the notification of the decision on the membership application. The decision of the Executive Committee will be final. The applicant must seek the service of independent mediator agreed by both applicant the Executive Committee before taking this matter to further legal actions.

#### **9.8 Honorary Members**

- (a) The NCC and/or the Patron Council may recommend to the Executive Committee a person to be an Honorary Member.
- (b) If appointed, an Honorary Member shall be notified of their successful appointment by the General Secretary.
- (c) An Honorary Member shall be entitled to be present at a Meeting, but not be present at the time of voting, or cast a vote.

#### **9.9 Appointment of Honorary Members**

The NCC if satisfied that a person has made a significant contribution to the protection and/or promotion of NRNs and/or PNOs in Australia and Nepal, and that person otherwise satisfies the eligibility criteria set out in clauses 9.1, 9.4 and 9.8, the NCC may, in their absolute discretion, direct the General Secretary to notify that person, in writing, that they have been granted an Honorary Membership in the Association and the date their Membership commenced. There may be a membership joining fee or an annual membership fee payable by Honorary Members.

There is no membership expiry date unless found that the action of the Honorary Member will or has harmed the reputation of the Association and has involved in criminal or any closely related activity or falls under removal of position within the Constitution.

#### **9.10 Membership Fee**

Membership fees shall be determined from time to time in the Association's By-Laws.

**9.11 Default in Payment**

- (a) If an annual membership fee is unpaid for three (3) calendar months after it becomes due, then the Executive Committee may resolve to suspend the Member from all privileges of Membership. The Executive Committee may reinstate the Member with full privileges once payment of annual membership fees has been received by the Association, if the Executive Committee deem it expedient to do so.
- (b) If the annual membership fee is unpaid for a period of six (6) calendar months from the due date, the Executive Committee shall resolve to expel the Member.
- (c) Termination of membership does not entitle a person to a refund of any membership fees paid.

**9.12 Cessation of Membership**

A person immediately ceases being a Member if they:

- (a) die;
- (b) resign, by writing to the Secretary of the relevant SCC and providing a notice period of at least one month;
- (c) are expelled; or
- (d) fail to respond, within three months, to a written request from the General Secretary for confirmation, in writing, that they wish to remain a Member and have paid their membership fees (if payable).

**9.13 Membership Entitlements**

Rights and obligations of a Member incidental to membership are not transferable to any other individual or legal entity.

**10 Dispute resolution procedure****10.1 Dispute resolution**

The dispute resolution procedure in this Constitution applies to disputes (or disagreements) between a Member or Director and:

- (a) one or more Members;
- (b) one or more Directors,
- (c) between Members or Position holders of the Association including the Executive Committee, NCC, SCC, State Woman, Youth Forum, National Youth, Woman Forum Members, Advisors at all levels, any positions established by the Executive Committee, NCC or the Constitution; or
- (d) the Association.

**10.2 Matters subject to disciplinary procedure**

A Member shall not commence the dispute resolution procedure for any matter which is the subject of a disciplinary procedure under clause 11.

**10.3 Dispute Notice**

If a Member of the Association wishes to raise a dispute with another Member, they must notify them of the dispute in writing (the Dispute Notice). The Dispute Notice must set out the nature of the dispute and the resolution sought by the aggrieved party.

**10.4 Genuine attempt to resolve**

The parties to the dispute must make a genuine attempt to resolve the dispute within 14 days of being notified of the dispute in writing.

**10.5 Mediation**

- (a) If those involved in the dispute do not resolve it as set out in clause 10.4 above, they must within 10 days:
  - (i) Tell the Directors about the dispute in writing;
  - (ii) Agree or request that a mediator be appointed; and
  - (iii) Attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be chosen by agreement of those involved. Where those involved do not agree on the identity of the mediator within 10 days of notifying the Directors of the dispute, and the dispute is between Members, the mediator shall be a person chosen by the Directors. Where the dispute arises between a Member and a Director or otherwise, the mediator shall be a person chosen by the Commissioner of the Australian Charities and Not-for-profits Commissioner of the Australian Charities and Not-for-profits Commission.
- (c) A mediator chosen by the Directors under clause 10.5(b) may not be a Member or a former Member of the Association, must not have a personal interest in the dispute and must not be biased towards or against anyone involved in the dispute.

**11 Disciplinary and Appeal****11.1 Disciplining Members**

Where the SCC is of the opinion that a Member:

- (a) Has persistently refused or neglected to comply with this Constitution or the Association's By-Laws;
- (b) Has persistently and willfully acted in a manner prejudicial to the interests and objectives of the Association;
- (c) The SCC under which that registered member is registered with may, by resolution:
  - (i) Expel the Member from the Association; or
  - (ii) Suspend the Member from such rights and privileges of membership as the SCC may determine for a specified period.

**11.2 Notice of Disciplinary Proceedings**

- (a) A resolution of the SCC under clause 11.1 is of no effect unless the Member has been served with a notice according to clause 11.2(b).
- (b) The Secretary of the relevant SCC shall, as soon as practicable, cause a notice in writing to be served on the Member:
  - (i) Stating the resolution of the SCC and the grounds on which the resolution was passed;
  - (ii) Stating that the Member may present written and/or verbal submissions at a meeting convened by the SCC not earlier than 16 days and not later than 30 days after the service of the notice; and
  - (iii) Stating the date, place and time of such meeting.

**11.3 Notification of Outcome**

- (a) After considering the submissions of the Member, the SCC shall determine whether to confirm or revoke its resolution to discipline the Member.
- (b) The Secretary of the relevant SCC shall, within 7 days, give notice to a Member of the outcome of its determination. If the SCC resolves to confirm its resolution to discipline the Member, it shall be obliged to notify the Member of the Member's right of appeal.
- (c) A disciplinary action against a Member does not take effect until:
  - (i) The expiry of the period within which the Member is entitled to appeal against the resolution; or
  - (ii) Until the conclusion of the appeal process set out in clause 11.4.

**11.4 Appeal**

- (a) A Member disciplined by the SCC pursuant to clause 0, may appeal the decision of the SCC by serving the General Secretary with written notice requesting reconsideration of the decision of the SCC by the Executive Committee. Such a request must be served upon the General Secretary within 30 days of the date of the SCC decision.
- (b) Upon receipt of the request for reconsideration, the General Secretary shall notify the NCC and call for a special meeting of the NCC to consider the appeal, within 21 days after the date on which the General Secretary received the request.
- (c) The NCC shall invite the Member to make submissions in support of their appeal.
- (d) The General Secretary shall, within 7 days of the date of the meeting of the NCC referred to in clause 11.4(e), advise the NCC's decision in respect of the Member's appeal.
- (e) If the NCC affirm the SCC's resolution to discipline the Member, the disciplinary action shall immediately take effect. This shall have no effect on the Member's right to escalate their appeal to the ICC.

**11.5 Right of Recovery**

Suspension or expulsion of a Member from the Association does not prejudice the right of the Association to recover any debt owed, or money or other property of the Association held by the Member at the time of the suspension or expulsion.

**11.6 Disciplining the Board, elected and nominated members, position and office holders of the Association at any Levels**

The disciplinary action will trigger when above-named positions on the heading the clause 11.6 will or has harmed the reputation of the Association and has involved in criminal or any closely related activity or falls under removal of position within the Constitution.

The NCC shall make the final determination of the dispute in consultation with the Patron Council. In case where the person in dispute is part of the NCC that must be excluded in all meeting and discussion related to the dispute.

The time frame and issue like mediation must be followed similar to clause 10.

The above-named positions on the heading the clause 11.6 may be subject to disciplinary and appeal under clause 11.

**12 Annual General Meeting**


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The Association must hold an inaugural Annual General Meeting (AGM) within 18 months of its incorporation. Thereafter, an AGM must be held at least once each year within 5 months of the end of the Financial Year.

**13 Meetings of Members other than AGM****13.1 Meetings at the request of Members**

- (a) If the Association receives a request from Members in writing who hold at least five percent of the votes that may be cast at any Meeting, the Directors must issue a notice to convene a Meeting within 21 days after the date of receipt of that request.

The request must detail the following:

- (i) any proposed resolution; and
- (ii) the names and signatures of the Members requesting the meeting.

A Meeting requested by the Members must be held no later than two calendar months after the request is received.

- (b) If the Directors fail to call a Meeting within 21 days from the date of receipt of a request under this clause, 50% or more of the Members who may the request may call and convene a Meeting.

**13.2 Request requirements**

To call a Meeting under clause 13.1(b) the Members must:

- (a) as reasonably practicable as possible, ensure compliance with the procedures for Meetings set out in this Constitution;

- (b) notify each Member using the information provided by the Register of Members, access to which shall be provided by Association at no cost, and
- (c) hold the Meeting within three months after the request was given to the Association. The Association must pay the Members who request the Meeting any reasonable expenses they incur because the Directors fail to call the meeting.

### **13.3 Types of Conference Meetings**

There shall be two (2) types of Conference Meetings, namely the National Conference Meeting and the State Conference Meeting. The Meetings may be physical, online or hybrid of online and physical. These meetings may occur in alternate years, such that each type of Conference Meeting occurs biennially. The NCC may make the following:

- (a) **State Conference Meeting**
  - (i) The State Conference Meeting shall convene each even numbered calendar year in each State and Territory;
  - (ii) Members resident in the relevant State or Territory present may discuss business specific to the relevant State or Territory, as well as business related to the Association at national level;
  - (iii) The NCC shall call for a National Forum after all States and Territories have concluded their respective State Conference Meeting. The National Forum shall bring together the NCC, advisors of the NCC, the Patrons, each SCC, National and State Nari Nikunj, National and State Youth Forum, NRNA Australia Policy Institute, NRNA Australia Foundation and Committees and Taskforces established by the NCC;
  - (iv) The Executive Committee, NCC, SCCs, Nari Nikunj, Youth Forum, NRNA Australia Policy Institute and NRNA Australia Foundation shall each present their annual reports, mandates and motions of their State Conference Meeting meetings for resolution at the National Forum;
  - (v) The National Forum shall consider, offer suggestions and resolve the agendas, mandates and motions of meetings referred to in clause 13.3(a)(iv)).
- (b) **National Conference Meeting**
  - (i) The National Conference Meeting shall convene each odd numbered calendar year following the conclusion of the biennial election to elect or nominate the new office holders of the Association.
  - (ii) The date of the National Conference Meeting shall not be more than six (6) months but less than one (1) month prior to the biennial ICC Global Conference of NRNA.
  - (iii) Prior to the National Conference Meeting, each SCC shall convene a State Session where the SCC shall finalize their annual reports and agenda to be put forward at the National Conference Meeting. The finalized reports and agenda

shall be forwarded to the NCC for consolidation and presentation at the National Conference Meeting.

(iv) During the National Conference Meeting:

- A. The Annual General Meeting (AGM) for the year must be conducted at the National Conference Meeting;
- B. The outgoing NCC, NRNA Australia Foundation, SCC, National Nari Nikunj and the Youth Forum must present the annual, financial and other relevant reports. The NRNA Australia Policy institute and State Nari Nikunj and the Youth Forum may present annual, financial and other relevant reports;
- C. A handover will take place between the outgoing members and office holders and their newly elected replacements;
- D. The Association shall award and recognize deserving individuals or associations as per the NRNA Australia Award Policy or By-law;
- E. Agendas and motion brought by the members are discussed, endorsed or recommended;
- F. There will be open floor program for community and closed-door program where AGM will be held for only registered members; and
- G. Any relevant business, conducts, actions, event, gala dinner that assists the successful completion of the National Conference Meeting.

## 14 Notice Requirements

### 14.1 Notice of Meetings

At least 21 days' notice of a Meeting must be given to the Members, Directors and the auditor (if the Association has an auditor). The notice must:

- (a) state the date, time and place of the Meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) state the general nature of the business to be conducted at the Meeting;
- (c) state any proposed resolutions, including their wording;
- (d) state the names of proxies that have been appointed (if any); and
- (e) contain a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
  - (i) the proxy does not need to be a Member of the Association;
  - (ii) the proxy form must be delivered to the Association at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
  - (iii) the proxy form must be delivered to the Association at least 48 hours before the meeting.

**14.2 Notice period**

Notice of a Meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- (a) remove a Director;
- (b) appoint a Director in order to replace a Director who was removed, or
- (c) remove an auditor.

**14.3 Shorter notice of Meeting**

Subject to the Corporations Act, shorter notice for a Meeting may be given if the calling of the notice for the Meeting on shorter notice is agreed to by more than 50% of the Members entitled to attend and vote at the Meeting agree before the Meeting, and accordingly, any such Meeting will be treated as having been duly convened.

**14.4 Postponement or Cancellation of Meetings**

Subject to this Constitution and the Corporations Act, the Directors may change the place (or places) of or postpone or cancel a Meeting.

If a Meeting is convened pursuant to a request by Members, the Directors may not postpone or cancel the Meeting without the consent of the requisitioning Members.

**15 [Proceedings at Meetings](#)****15.1 Quorum**

The following shall constitute a quorum:

- (a) National Conference Meeting – 100 Registered Members and at least 50% of the Executive Committee;
- (b) National Forum – at least 25% of the attendees prescribed in clause 013.3(a)(iii) including at least 50% of the Executive Committee;
- (c) State Conference Meeting – the lesser of 50 Registered Members or 25% of Registered Members in the relevant State or Territory and more than 50% of the relevant SCC;
- (d) State Session – 50% of the relevant SCC.

When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one Member).

**15.2 Lack of Quorum**

If there is no quorum present within 30 minutes after the starting time stated in the notice of a Meeting, the Meeting shall be adjourned and another Meeting shall be called within the next 14 days by a notice of not less than 48 hours.

If no quorum is present at the resumed Meeting within 30 minutes after the starting time set for that Meeting, the Meeting may continue. In such cases, the General Secretary shall forward the resolutions tabled at the Meeting to the relevant Members via email providing an opportunity to

object within 14 days. If more than 50% of Members entitled to attend the Meeting object to the resolution, the resolution will not be passed.

#### **15.3 Auditor's right to attend meetings**

The auditor (if any) is entitled to attend any Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor. The Association must give the auditor (if any) any communications relating to the Meeting that a Member of the Association is entitled to receive.

#### **15.4 Using technology to hold meetings**

The Association may hold a Meeting at one (1) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using this technology is taken to be present in person at the meeting.

#### **15.5 Chairperson for Meetings**

- (a) For all national level Meetings, the President shall be the Chairperson. The role of Chairperson may be delegated by the President to another Director. If the President does not delegate, the Directors may elect the Chairperson from among themselves.
- (b) For all State and Territory level Meetings, the relevant State Coordinator shall be the Chairperson. The role of Chairperson may be delegated by the State Coordinator to another member of the SCC. If the State Coordinator does not delegate, the SCC may elect the Chairperson from among themselves.

#### **15.6 Role of the Chairperson**

The Chairperson is responsible for the conduct of the Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions. The Chairperson is entitled to have a casting vote.

### **16 Members' Resolutions and Statements**

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Members holding at least 5% of the votes that may be cast on a resolution may give:

- (a) written notice to the Association of a resolution they propose to move at a Meeting (Members' Resolution), and/or
- (b) a written request to the Association that the Association give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a Meeting (Members' Statement).

#### **16.2 Notice of Members' Resolution**

A notice of a Members' Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.

**16.3 Request for Members' Statements**

A request to distribute a Members' Statement must set out the statement to be distributed and be signed by the Members making the request.

**16.4 Notice and Request requirements**

- (a) Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- (b) The percentage of votes that Members have (as described in clause 16.1) is to be worked out as at midnight on the day before the request or notice is given to the Association.
- (c) If the Association has been given notice of a Members' Resolution under clause 16.1(a), the resolution must be considered at the next Meeting held more than two months after the notice is given.
- (d) This clause does not limit any other right that a Member has to propose a resolution at a Meeting.

**16.5 Association must give notice of proposed resolution or distribute statement**

If the Association has been given a notice or request under clause 16.4:

- (a) within 21 days the Association shall, at its own expense, send the notice of the proposed Member's Resolution or a copy of the Members' Statement with a notice of the meeting, or
- (b) within 21 days, the Members who proposed the resolution or made the request shall, pay the Association's reasonable expenses to send Members notice of the proposed Members' Resolution or a copy of the Members' Statement with a notice of the meeting. However, at the Meeting, the Members may pass a resolution that the Association will pay these expenses.

**16.6 Association need not give notice of proposed resolution or distribute statement**

The Association does not need to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members if:

- (a) it is more than 1,000 words long;
- (b) the Directors consider it may be defamatory or otherwise contrary to law;
- (c) clause 16.5(b) applies, and the Members who proposed the resolution or made the request have not complied with that clause or paid the Association sufficient money to cover the cost of sending the notice of the proposed Members' Resolution or a copy of the Members' Statement to Members, or
- (d) in the case of a proposed Members' Resolution, the resolution does not relate to a matter that may be properly considered at a Meeting or is otherwise not a valid resolution able to be put to the Members.

**16.7 Circular resolutions of Members**

Subject to clause 16.9, the Directors may put a resolution to the Members to pass a resolution without a Meeting being held (a circular resolution).

**16.8 Notify Auditor**

The Directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Members and set out the wording of the resolution.

**16.9 Circular resolutions cannot be used:**

Circular resolutions cannot be used:

- (a) for a resolution to remove an auditor, appoint a Director or remove a Director;
- (b) for passing a Special Resolution, or
- (c) where the Corporations Act or this Constitution requires a Meeting to be held.

**16.10 Execution of Document**

Members may sign:

- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, as long as the wording is the same in each copy.

**16.11 Email execution**

The Association may send a circular resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

**16.12 Successful Circular Resolution**

A circular resolution is passed if all the Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 16.10 or clause 0.

**17 Voting at Meetings****17.1 Right to vote**

Each Member is entitled to cast one (1) vote only. There must be positive response and no response does not mean yes vote in any form in meetings at all levels of the Association.

**17.2 Challenge a Member's right to vote**

A Member or the Chairperson may challenge a person's right to vote at a Meeting, during that meeting.

If a challenge is made under this clause, then the Chairperson must decide whether or not the person is entitled to vote. The Chairperson's decision is final.

**17.3 How voting is carried out**

Voting must be conducted and decided by either:

- (a) a show of hands;
- (b) a vote in writing;
- (c) online voting;
- (d) email voting; or
- (e) another method as determined by the Chairperson that is fair and reasonable in the circumstances.

**17.4 Number of proxy votes**

Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

**17.5 How a vote by show of hands is held**

On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.

**17.6 Record of a vote by a show of hands**

The Chairperson and the Meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

**17.7 A vote in writing may be demanded**

A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least five Members present;
- (b) Members present holding at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at midnight the day before the vote in writing is demanded), or
- (c) the Chairperson.

**17.8 How a vote in writing is held**

Unless clause 17.9 applies, a vote in writing must be taken when and how the Chairperson directs.

**17.9 When an immediate vote in writing is to be held**

A vote in writing must be held immediately if it is demanded under clause 0.

**17.10 Withdrawing a demand**

A demand for a vote in writing may be withdrawn.

**17.11 Appointment of proxy**

A Member who is entitled to attend and vote may appoint a proxy to attend and vote at a Meeting on their behalf.

A proxy may, but is not required to, be a Member.

**17.12 Rights of a Proxy**

A proxy appointed to attend and vote for a Member has the same rights as the Member to:

- (a) speak at the meeting;
- (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
- (c) join in to demand a vote in writing under clause 0.

A proxy does not have the authority to speak and vote for a Member at a Meeting while the Member is present at the Meeting.

**17.13 Proxy Instruments**

An appointment of proxy (proxy instrument) must be in writing and signed by the Member appointing the proxy or by the duly authorised attorney of the Member and must state:

- (a) the Member's name and address;
- (b) the Association's details;
- (c) the proxy's name or the name of the office held by the proxy; and
- (d) the Meeting (or Meetings) at which the appointment may be used.
- (e) A proxy appointment may be a standing one (ongoing).

A proxy appointment may specify the way the proxy must vote on a particular resolution.

**17.14 Proxy to be received by Association**

A proxy instrument purporting to appoint a proxy is not effective unless it is received, together with any additional documentation, by the General Secretary at least 48 hours before the Meeting or, as the case may be, the resumption of an adjourned Meeting, at any of the following:

- (a) the registered office;
- (b) the facsimile number at the registered office; or
- (c) the place, facsimile number or electronic address specified for that purpose in the notice of the Meeting.

**17.15 Continuing Rights of a Proxy**

Unless the Association receives written notice before the start or resumption of a Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:

- (a) dies;
- (b) is mentally incapacitated;
- (c) revokes the proxy's appointment; or

- (d) revokes the authority of a representative or agent who appointed the proxy.

#### 17.16 Voting by proxy

When a vote in writing is held, a proxy:

- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
- (b) if the way they must vote is specified on the proxy form, must vote that way, and
- (c) who is also a Member or holds more than one proxy, may cast the votes held in different ways.

#### 17.17 Resolution by positive affirmation

The resolution of the Members or any resolution may be passed by positive affirmation using fair, transparent and effective online voting system.

#### 17.18 Validity of votes of proxy

A vote cast by a proxy will be valid unless, before the start of a Meeting (or, in the case of an adjourned Meeting, before the resumption of the adjourned Meeting) at which a proxy votes:

- (a) the Member who appointed the proxy ceases to be a Member; or
- (b) the Association receives notice of:
  - (i) the revocation of the instrument appointing the proxy;
  - (ii) the appointment of a new proxy; or
  - (iii) the revocation of any power of attorney under which the proxy was appointed.

### 18 The Executive Committee and NCC

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#### 18.1 Executive Committee (Directors)

The Directors collectively constitute the Executive Committee of this Association and are the governing body of the Association, responsible for the overall governance, management and strategic direction of the Association in consultation with and majority endorsed by the NCC. To facilitate the smooth execution of day to day operations, the Executive Committee may bypass NCC to perform the duties under this clause or anywhere in this Constitution for the benefit of the public and the Association if it does not breach the Corporation Act. The Executive Committee must inform the NCC where the NCC has been bypassed with a reasonable explanation. There shall be a Secretariat office.

All national members and office bearer to be elected nationally including NCC member. The Executive Committee will comprise of the persons listed in clause 18.2.

#### 18.2 Executive Committee Members

The Executive Committee shall consist of the following person, each of whom shall also be the Directors of the Association.

The roles and responsibilities of each Executive Committee Member will be made in By-Law.

- (a) President

- (b) Vice President
- (c) General Secretary
- (d) Treasurer
- (e) State Coordination Council Coordinators (8 Person, ranked as per membership count)
- (f) National Women Coordinator
- (g) National Youth Coordinator
- (h) Secretary
- (i) Joint Treasurer
- (j) Spokesperson
- (k) Public Officer
- (l) Principle Grant Officer

The position of Joint Treasurer, Principal Grant Officer, Spokesperson and Public Officer may be nominated or elected. If nominated, Joint Treasurer, Principal Grant Officer, Spokesperson and Public Officer must pay nomination or election fee as other position holders. The Joint Treasurer appointee or candidate must be a voting member of NRNA Australia and hold membership in CPA Australia, IPA Australia, CAANZ, or an equivalent accounting professional body, with at least two years of post-qualified experience. The Principal Grant Officer appointee or candidate must be a voting member of NRNA Australia, with proven expertise in grant writing and strong relationships with government agencies. In addition, the nomination position shall be recommended by the President and endorsed by a majority of the Board.

### 18.3 NCC

There shall be National Co-ordination Council (NCC). NCC must exercise its functions and powers in accordance with any directions or terms of reference as set from time to time by the Directors in By-Laws. Any directions or By-Laws made must diminish the rights and the responsibilities of the NCC.

NCC shall comprise of 49 members, made up of all the Directors in the Executive Committee and the following persons:

- (a) NCC Representatives
  - (i) All States and Territories shall each elect at least 1 Member to represent them.
  - (ii) Beside the 8 members from each States and Territories, there will be 13 NCC members positions available for election. These will be distributed to each State and Territory in proportion to the number of eligible voting Members residing in the relevant State or Territory. The number of positions allocated to each State or Territory shall be at least 1, but not greater than 5.
- (b) Nominated NCC Representatives
  - (i) At the recommendation of the President, the Board shall nominate 9 members of the Nepalese community in Australia for the position of NCC members in accordance with the criteria set out in the Association's By-Laws and meet the eligibility criteria for NCC member. The nominated NCC member must be a registered paid member of NRNA Australia.
  - (ii) The nominated NCC members must be as follows:
 

NSW	–	2 members, where one must be female.
ACT	–	1 member

QLD	–	1 member
VIC	–	1 member
SA	–	1 member
TAS	–	1 member
WA	–	1 member
NT	–	1 member

Roles and responsibilities of the members of the NCC shall include attending, voting and participating in NCC meetings; attending, promoting and participating in the Association's activities, programs and events as well as performing any other ad hoc tasks assigned to them by the Executive Committee.

Only NRNA Australia will have official national webpage and national social media platforms. States or Territories may have official Facebook page or social media platforms only in their respective States or Territories. The president and general secretary can monitor and must have access to all States and Territories social media platforms. The information channel for NRNA Australia register members, NRN and wider Nepalese community around Australia should go via official national newsletters, official national social media platforms and official national web page.

#### **18.4 Director Appointment**

Each of the Directors and NCC members must be appointed from election process referred to in clause 21, unless the position is for nomination by either president or the Directors or the NCC.

#### **18.5 Director Eligibility**

A person is eligible for election as a Director of the Association if they:

- (a) are a Registered Member of the Association who are entitled to vote;
- (b) give the Association their signed consent to act as a Director of the Association, and
- (c) are not ineligible to be a director under the Corporations Act.

#### **18.6 Directors Numbers**

The number of Directors must be no less than the minimum number required under the Corporations Act.

If the number of Directors is reduced to fewer than three or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to three (or more if required for a quorum) or calling a Meeting, but for no other purpose.

#### **18.7 Term of office**

The Directors' tenure shall be 2 years from the handover date till next election's handover date.

**18.8 When a Director Ceases Being a Director**

A Director ceases to be a Director if they:

- (a) die;
- (b) resign as a Director in accordance with this Constitution;
- (c) become incapable of managing their own affairs due to a medical or mental condition (as evidenced by a certificate to that effect by a qualified medical practitioner);
- (d) disregard a written direction of the Directors;
- (e) willfully falsify the Association's accounts;
- (f) are removed as a Director by a resolution of the Members;
- (g) stop being a Registered Member of the Association;
- (h) are absent for three (3) consecutive Directors' meetings without approval by the President or Directors, or
- (i) are disqualified from acting as a Director under the Corporations Act.

**19 Management Structure****19.1 ICC**

The election of the Regional Coordinator shall be governed by the rules and regulations of the ICC Global. The ICC Global Representative for the NCC would be Oceania Regional Coordinator. In absence of Regional Coordinator, the Executive Committee may nominate one ICC member to coordinate between ICC Global and NCC. Regional Coordinator or a nominated ICC member shall:

- (a) Be a reliable bridge between the Association and NRNA ICC Global;
- (b) Abide by the Association's Constitution, By-Laws and the directives of the Directors;
- (c) Deliver the official views of the Association during ICC Global meetings;
- (d) Attend meetings of the NCC and present the issues, matters and agenda relevant to the Association which have been discussed or are proposed to be discussed during ICC Global meetings;

**19.2 Executive Committee and NCC**

The NCC shall be the peak representative body of the Association. The Executive Committee fall under the NCC but is the governing body as required by the Corporation Act and the Constitution.

**19.3 SCC**

There shall be a State Co-ordination Council (SCC) for each State and Territory. SCC is the peak body of the State and Territory. State Woman Forum and State Youth Forum is under SCC. SCC must call State Woman Forum and State Youth Forum on the SCC meeting, but they have no voting rights must exercise its functions and powers in accordance with any directions or terms of reference as set from time to time by the Directors in By-Laws.

- (a) Functions and Responsibilities of the SCC:

- (i) To execute the day to day business of the Association at State/Territory level;
  - (ii) To initiate, plan, implement and evaluate events, activities and projects in accordance with objectives of the Association at State/Territory level;
  - (iii) To provide feedback on programs, policies and By-Laws of the Association to the Executive Committee.
  - (iv) To arrange sub-committees to perform specific tasks as required by the SCC;
  - (v) To review the operation and management of the Fund at State or Territory level;
  - (vi) To establish an excellent working relationship and contact with organizations, government agencies and authorities at State/Territory level;
  - (vii) To perform any other tasks as may be necessary to meet the objectives of the Association at State/Territory level; and
  - (viii) Report activities any other related matters to the NCC.
- (b) Each SCC shall have its own Committee. The SCC Committee shall be made up of the following elected individuals, elected by Members residing in the respective State or Territory:
- (i) State Coordinator
  - (ii) Deputy State Coordinator – who shall assist the State Coordinator in fulfilling the functions of the SCC and chair meetings of the SCC in absence of the State Coordinator;
  - (iii) State Secretary – who shall maintain all records and documents of the SCC, including agendas and minutes of all SCC meetings, and support the General Secretary;
  - (iv) Joint State Secretary – who shall support the Secretary;
  - (v) State Treasurer – who shall operate and manage the funds of the Association at State/Territory level, prepare annual financial reports of the SCC, and cooperate with the NCC Treasurer;
  - (vi) State Women Coordinator – who shall act as the head of the Nari Nikunj at State or Territory level, take part in the Executive Team meetings of the SCC, and establish the Nari Nikunj State Committee in her State/Territory;
  - (vii) State Youth Coordinator – who shall act as the head of the Youth Forum at State or Territory level;
  - (viii) SCC Member (minimum of 9 and maximum of 21 members as stated in BY-LAW - Final NCC and SCC Seats Allocation Table) – who shall support the implementation of the Association's programs and activities at State or Territory level, attend and vote on the meetings of the SCC, perform the tasks delegated to them by the State Coordinator.

#### **19.4 National Nari Nikunj**

There shall be a Nari Nikunj. The Nari Nikunj must exercise its functions and powers in accordance with any directions or terms of reference as set from time to time by the Directors in By-Laws.

**(a) Functions and Responsibilities of Nari Nikunj:**

- (i) To act as a country chapter and to disseminate information, activities, programs of the Global Women Forum of NRNA ICC Global in Australia;**
- (ii) To create an environment of mutual support and cooperation between NRN and PNO women living in Australia;**
- (iii) To plan and implement activities or programs which improve the general wellbeing, professional development and livelihood of NRN and PNO women in Australia as well as the women in Nepal.**
- (iv) Conduct fund raising or apply for the grant to conduct program in National and State Level.**
- (v) National Nari Nikunj must invite NCC members in their meeting but they have no voting rights.**
- (vi) Report activities and any other matter to the NCC.**

**(b) The Nari Nikunj shall have its own Committee in National Level who will be elected individual from the election. The Nari Nikunj Committee shall be made up of the following elected individuals:**

- (i) National Women Coordinator - who shall act as the head of the Nari Nikunj, take part in NCC, SCC and Youth Forum meetings, and establish the Nari Nikunj State Committee in each State and Territory if necessary and work in the benefit of woman in Australia and in limited case outside Australia;**
- (ii) National Deputy Woman Coordinator – in absence of National Woman Coordinator, who shall act as the head of the Youth Forum, take part in NCC, SCC and Youth Forum meetings, and establish the Woman Forum State Committee in each State and if necessary and work in the benefit of woman in Australia and in limited case outside Australia;**
- (iii) Secretary – who shall maintain all records and documents of the Nari Nikunj, including agendas and minutes of all Nari Nikunj meetings, and support the General Secretary;**
- (iv) Treasurer – who shall operate and manage the funds of the Association as they relate to Nari Nikunj at State/Territory level, prepare annual financial reports of the Nari Nikunj, and cooperate with the NCC Treasurer;**
- (v) State Women Coordinator (8 numbers) – each State and Territory shall have its own Women Coordinator;**
- (vi) Shall also have 5 members.**

**(c) State Level Nari Nikunj:**

- (i) Shall consist of 5 elected Members and formed in each State and Territory. Coordinated by the elected State Women Coordinator, the Nari Nikunj State Team shall fulfill functions of the Nari Nikunj at State or Territory level;
- (ii) Shall have one (1) elected Deputy State Women Coordinator who shall fulfill the role of the State Women Coordinator in case of absence of State Women Coordinator;
- (iii) Only States and Territories have a minimum of 300 Members shall have a Nari Nikunj State Team.
- (iv) Shall carry out function similar to National role within each State or Territory.
- (v) National Nari Nikunj Committee shall provide funds to State and Territory Nari Nikunj to conduct program.
- (vi) Must invite SCC and National Nari Nikunj in the meeting but they will have no voting rights.
- (vii) Conduct fund raising or apply for the grant to conduct program with consultation with SCC.
- (viii) If a State or Territory does not have a Nari Nikunj State Team, then a State Women Coordinator may coordinate the activities of Nari Nikunj in that State or Territory in consultation with the relevant SCC;
- (ix) State Level Nari Nikunj team may be made by By-Laws.
- (x) Report activities and any other matter to the National Woman Forum.

#### **19.5 National Youth Forum**

There shall be a Youth Forum. The Youth Forum must exercise its functions and powers in accordance with any directions or terms of reference as set from time to time by the Directors in By-Laws.

- (a) Functions and Responsibilities of the National Youth Forum:
  - (i) To act as a country chapter and to disseminate information, activities, programs of the Global Youth Forum of NRNA ICC Global in Australia;
  - (ii) To create an environment of mutual support and cooperation between NRN and PNO youth living in Australia;
  - (iii) To plan and implement activities or programs which improve the general wellbeing, professional development and livelihood of NRN and PNO youth in Australia as well as the youth in Nepal.
  - (iv) Conduct fund raising or apply for the grant to conduct program in National and State Level;
  - (v) Report activities and any other matter to the NCC.
- (b) The National Youth Forum shall have its own Committee. The National Youth Forum Committee shall be made up of the following elected individuals:
  - (i) National Youth Coordinator - who shall act as the head of the Youth Forum, take part in Executive Committee meetings and NCC meetings, and establish the Youth

- Forum State Committee in each State and Territory if necessary and work on the benefit of the youth in Australia and only in rare case outside Australia;
- (ii) National Deputy Youth Coordinator – in absence of National Youth Coordinator, who shall act as the head of the Youth Forum, take part in NCC, SCC and Nari Nikung meetings, and establish the Youth Forum State Committee in each State and Territory if necessary and conduct work for the benefits of the youth;
  - (iii) Secretary – who shall maintain all records and documents of the Youth Forum, including agendas and minutes of all Youth Forum meetings, and support the General Secretary;
  - (iv) Treasurer – who shall operate and manage the funds of the Association as they relate to Youth Forum at State/Territory level, prepare annual financial reports of the Youth Forum and cooperate with the NCC Treasurer;
  - (v) State Youth Coordinator (8 numbers) – each State and Territory shall have its own State Youth Coordinator;
  - (vi) Shall also have 5 members.
- (c) State Youth Forum State Team:
- (i) Shall consist of 5 elected Members and form in each State and Territory. Coordinated by the State Youth Coordinator, the State Youth Forum State Team shall fulfill functions of the Youth Forum at State or Territory level.
  - (ii) Shall have one (1) elected Deputy Youth Coordinator who shall fulfill the role of the State Youth Coordinator in case of absence State Youth Coordinator.
  - (iii) Shall carry out function similar to National role within each State or Territory.
  - (iv) Only States and Territories having minimum 300 Members shall have a State Youth Forum State Team.
  - (v) If a State or Territory does not have a State Youth Forum State Team, then a State Youth Coordinator may coordinate the activities of Youth Forum in that State or Territory in consultation with the relevant SCC.
  - (vi) State Level Youth Forum team may be made by By-Laws
  - (vii) Report activities and any other matter to the National Youth Forum.

#### **19.6 Next and Second Generation Forum**

There shall be a Youth Forum. The Youth Forum must exercise its functions and powers in accordance with any directions or terms of reference as set from time to time by the Directors in By-Laws.

It shall have similar structure as Youth and Women Forum.

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#### **20 Casual Vacancies, Fee and Removal**

- (a) Dies;

- (b) Ceases to be Registered Member;
- (c) Is nominated to and assumes a higher office on another committee;
- (d) Becomes insolvent within the meaning of the Bankruptcy Act 1966 (Cth);
- (e) Resigns or is removed from office;
- (f) Is absent without consent from 3 consecutive meetings of the relevant committee;
- (g) Is convicted of an offence involving fraud or dishonesty for which maximum penalty on conviction is imprisonment for not less than 3 months; or
- (h) is prohibited from being a director by law.

**20.2 Casual NCC, National Nari Nikung Coordinator and National Youth Forum Vacancies** If a casual vacancy arises within the NCC for any of the following positions:

- (a) The President – The Vice President shall take the role of the President;
- (b) Vice President – The NCC shall nominate one of the members among the NCC members;
- (c) National Women Coordinator – National Nari Nikunj shall nominate one of its committee members to fill the vacancy;
- (d) National Youth Coordinator – National Youth Forum shall nominate one of its committee members to fill the vacancy;
- (e) General Secretary, Secretary, Treasurer, Joint Treasurer, Principal Grant Officer, Spokesperson and Public Officer – The NCC shall nominate one of the members among the NCC members;
- (f) NCC Member – The NCC shall nominate one of the members among the NCC members;

**20.3 Casual SCC, State Nari Nikung and State Youth Forum Vacancies**

If a casual vacancy arises within any of the following positions:

- (a) State Coordinator - the relevant SCC shall nominate one of its committee members to fill the vacancy;
- (b) Women State Coordinator – the Nari Nikunj State Team, in consultation with the SCC, shall nominate an eligible Member to fill the vacancy;
- (c) Youth State Coordinator – The Youth Forum State Team, in consultation with the SCC, shall nominate an eligible Member to fill the vacancy;
- (d) State Office Bearer – the relevant SCC, Nari Nikung or Youth Forum shall nominate an eligible person within the team to fill the vacancy;
- (e) Members of SCC, Nari Nikung and Youth Forum – the SCC with consultation with Nari Nikung and Youth Forum shall nominate an eligible person to fill the vacancy.

**20.4 Fee for Nominated Position**

Any person, either nominated or appointed under this clause or anywhere in this Constitution must pay the applicable nomination fee for the position to be appointed or nominated for the

given election calendar to be the formal nominated or appointed position holder for the Association.

## **20.5 Removal**

Any members from the NCC, Executive Committee, SCC, National or State Nari Nikung, National or State Youth Forum, any Committees, Sub- Committees, Taskforces or any bodies established by the NCC, Executive Committee, SCC, National or State Nari Nikung, National or State Youth Forum may be removed if any clauses are breached under this Constitution or falls under this Constitution or under this Constitution or harm the reputation of the Association.

## **21 Eligibility of Candidates for Election**

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### **21.1 List of Eligible Voters**

In order to be eligible to vote and to stand for election as a candidate for any of the Association's committees or positions, a Member's name must appear in a list of eligible voters published for that election year. This list shall be made up of Registered Members who meet the criteria set out in the Constitution and in any By-Laws of the Association.

### **21.2 Basic Eligibility**

Must not have been a member, any position holder or office bearer in an organization (association) or group either in Australia or worldwide which has association or alignment with political, racial or religious and its sister organizations in Nepal or worldwide excluding Australia in the period of three (3) years immediately before the day the nomination for an election for relevant election In order to make clear, in addition, any candidate must not also be a member, any position holder or office bearer in an organization (association) or group worldwide excluding Australia which promotes political, racial or religious agenda.

### **21.3 Presidential Candidate**

A prospective candidate for the role of the President of the Association must:

- (a) Be either a currently serving or previously completed a full term as a Director or a member of the NCC or ICC Global;
- (b) Not be elected to the same office for more than 2 consecutive terms; and
- (c) The President cannot be elected from the same State or Territory for continuously for more than 2 consecutive terms. This clause is inserted so that the Presidency passes to other State or Territory after every 2 terms for fairness to other State or Territory where the number of Registered Members who can vote may be low.
- (d) Not hold, at the time of nomination, another office bearer position or a position of similar status in another Nepalese organization or entity similar to the Association.

### **21.4 Executive Committee and NCC Members**

A prospective candidate for any of the roles on the Executive Committee or NCC must:

- (a) not hold, at the time of nomination, another office bearer position or a position of similar status in another Nepalese organization or entity similar to the Association;
- (b) for Executive Committee, served as committee member of either the SCC, NCC or ICC;
- (c) for elected or nominated NCC members, must have served as a member of the NCC Taskforce or committee member of either SCC, NNN or ICC; and
- (d) not be elected to the same office for more than 2 consecutive terms.

#### **21.5 Committee of SCC**

A prospective candidate for any of the roles on the SCC Committee must be registered as a voter in the State or Territory where they are contesting or have been nominated for the election.

#### **21.6 National or State Nari Nikunj Candidate**

A prospective candidate for any of the roles on the Nari Nikunj committee must be female.

#### **21.7 National Nari Nikunj Coordinator**

A prospective candidate must have served in the State Nari Nikung as a member, member or office bearers of the National Nari Nikung Committee

#### **21.8 Youth Forum Candidate**

A prospective candidate for any of the roles on the Youth Forum committee must be aged less than 40 years old as of the end of June of the election year.

#### **21.9 National Youth Coordinator**

A prospective candidate must have served in the State Youth Forum as a member, member or office bearers of the National Youth Forum Committee.

#### **21.10 ICC Member**

A prospective candidate for the role of the ICC Global Member must have completed a term as either an NCC or ICC Committee Member, ICC Delegate or as a Director.

#### **21.11 Elections and Election Commission**

- (a) The election for the Association will be held in June or July of every odd calendar year or in the year in which the 2-year tenure completes for the members and office bearers for the Association unless there are a special and compelling circumstances.
- (b) There will be a National Election Commission headed by the National Election Commissioner and State Election Commission headed by the State Election Commissioner. In order to clear the confusion both National Election Commission and State Election Commissions will be under the National Election Commissioner.
- (c) National Election Commission and National Election Commissions must conduct election in fair, transparent and efficient manner., The fair and transparent applies to both the

Commissions including any stakeholders of the Association, candidates, eligible voters, registered members and Nepali diaspora in Australia.

- (d) National Election Commissioner shall be nominated by the President as endorsed by the NCC.

State Election Commissioner shall be nominated by the State Coordinator as endorsed by the SCC and the NCC members in that State or Territory.

## **22 Powers of Directors**

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### **22.1 Powers of Directors**

The Directors are responsible for managing and directing the activities of the Association to achieve the objectives set out in the Preamble.

Subject to this Constitution, and the Corporations Act, and any terms of reference set by the Directors from time to time, the Directors may use all the powers of the Association except for powers that may only be used by Members or require a General Meeting to be called.

### **22.2 Financial Management**

The Directors must decide on the responsible financial management of the Association including:

- (a) any suitable written delegations of power under clause 22.3, and
- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

The external auditor shall be appointed at the AGM or Special GM and shall be removed only at the AGM or Special GM.

### **22.3 Delegation of Directors' powers**

The Directors may delegate any of their powers and functions to:

- (a) an advisory board;
- (b) patron council;
- (c) committees;
- (d) any person;
- (e) taskforce; and/or
- (f) a registered members.

### **22.4 Record of Delegation**

Any delegation must be recorded in the Association's minute book.

### **22.5 Payments to Directors**

The Association must not pay fees to a Director for acting as a Director.

**22.6 Approved Payments to Directors**

The Association may:

- (a) pay a Director for work they do for the Association, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
- (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Association; or
- (c) pay premiums for insurance indemnifying Directors, as allowed for by law and this Constitution.

Any payment made under this clause must be approved by the Directors.

**22.7 Execution of documents**

The Association may execute a document without using a common seal if the document is signed by a Director and the General Secretary or by two Directors.

**23 Duties of Directors**

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**23.1 Duties of Directors**

The Directors must comply with their duties as Directors under legislation and common law.

**23.2 Conflicts of interest**

A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):

- (a) to the other Directors, or
- (b) if all of the Directors have the same conflict of interest, to the Members at the next Meeting, or at an earlier time if reasonable to do so.

**23.3 Record of Conflict of Interest**

The disclosure of a conflict of interest by a Director must be recorded in the minutes of the Meeting.

**23.4 Where a Conflict of Interest Exists**

Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clauses 23.5:

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

**23.5 Exception to Conflict of Interest**

A Director may still be present and vote if:

- (a) their interest arises because they are a Member of the Association, and the other Members have the same interest;
- (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Association pursuant to clause 0;
- (c) their interest relates to a payment by the Association under clause 31.1 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter, or
- (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
  - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Association, and
  - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

## 24 Directors' meetings

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### 24.1 Directors' or Executive Committee meetings

The Directors may decide how often, where and when they meet.

### 24.2 Directors' and NCC meetings

In Directors' or Executive Committee meetings, all NCC members must be present. All NCC members who is not a director will have similar role, right and responsibility at the meetings unless restriction, conflict and compliance issue with or under the Corporations Act enable NCC members who is not a director not to be present in the meetings. Even though NCC members are not mentioned in this clause, directors also mean NCC members for the purpose of this clause and meetings.

### 24.3 Calling Directors' meetings

The General Secretary, in consultation with President, may call a Directors' meeting by giving reasonable notice to all of the Directors.

### 24.4 Chairperson for Directors' meetings

The President is entitled to chair Directors' meetings.

The Directors at a Directors' meeting may choose a Director, preferably a Vice President, to be the Chairperson for that meeting if the elected Chairperson is:

- (a) not present within 30 minutes after the set start time for the meeting, or
- (b) present but refuses to act as Chairperson of the meeting.

**24.5 Quorum at Directors' meetings**

The quorum for a Directors' meeting is a majority (more than 50%) of Directors.

A quorum must be present for the whole Directors' meeting.

**24.6 Using technology to hold Directors' meetings**

The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors. The Directors' agreement may be a standing (ongoing) one.

A Director may only withdraw their consent within a reasonable period before the meeting.

**24.7 Passing Directors' resolutions**

A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

**24.8 Circular resolutions of Directors**

The Directors may pass a circular resolution without a Directors' meeting being held. A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 0 or clause 0.

**24.9****Resolution Procedure**

Each Director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

**24.10 Circular Resolution via Email**

The Association may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

**24.11 A Circular resolution shall pass**

A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 0 or clause 0.

**25 Advisory Boards and Legal Advisor****25.1 Purpose**

From time to time, the Association may choose to appoint Members of the Association with high standing or a long and outstanding record of contribution to the development of the Nepalese

community as advisors to the Association. Advisors may be appointed to the NCC, the SCC, Youth Forum and Nari Nikunj.

#### **25.2 NCC Advisors**

The number of advisors appointed to the NCC may not exceed 25 at any time. Advisors may be invited to attend NCC meetings and express their opinion and offer advice but shall have no voting rights.

Advisors will be allocated based on the pro-rata total of eligible voting members for the given or current term.

Each State or Territory must have at least one (1) female advisor. In the case where the State or Territory only has one (1) seat allocated, that seat must go to female.

#### **25.3 SCC Advisors**

The number of advisors appointed to each SCC may not exceed 15 at any time. Advisors may be invited to attend SCC meetings and express their opinion and offer advice but shall have no voting rights.

#### **25.4 National Nari Nikunj and National Youth Forum Advisors**

The number of advisors appointed to the National Nari Nikunj and National Youth Forum may not exceed 15 at any time. To the extent that it is practicable, advisors to the National Nari Nikunj shall be female. Advisors must be invited to attend National Nari Nikunj and National Youth Forum meetings and express their opinion and offer advice but shall have no voting rights.

#### **25.5 Legal Advisor**

The Executive Committee shall appoint Legal Advisor for the Association on paid or unpaid position.

#### **25.6 Tenure**

The tenure of advisors shall be up to the end of tenure of the appointing committee or subject to the Association's By-Laws.

### **26 Patron Council**

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#### **26.1 Purpose**

There shall be a Patron Council as a permanent advisory body to provide advice and recommendation to the directors, Executive Committee and NCC in relation to the Association's contribution to the interests of the non-resident Nepalis in Australia and the Association, to strengthen the global structure and to unite the non-resident Nepalis residing all over the world, by considering the broader spirit of the Association.

Patron Council is the oversight body of the Association. Its role is to check and balance the directors, Executive Committee, NCC, SCC, National and State Nari Nikung and National, State Youth Forum, NRNA Australia Foundation and NRNA Australia Policy Institute.

It is must for the Executive Committee and NCC to invite Patron Council in their regular, extraordinary or any meetings. The members of the Patron Council cannot vote. The Patron Council must exercise its functions and powers in accordance with any directions set from time to time by the NCC in By-laws, but By-law must not diminish the responsibility, right and role included in this Constitution. The By-law must be prepared in the interest of the Patron Council.

## **26.2 Members of the Patron Council**

The members of the Patron Council must be only past presidents of the NRNA Australia.

## **26.3 Rights of the Patron Council**

The Patron Council shall:

- (a) serve as an advisory role only; no decision made by the Patron Council shall be binding on the Directors or the Association except in case of issue of Constitution, any possible legal actions against the Association and any important issues that may affect the reputation of the Association;
- (b) have access to all information held by Association; and
- (c) As per the By-law.

## **26.4 Removal of a Patron Council Member**

A Patron Member may cease to be a member of the Patron Council if the Member:

- (a) Dies;
- (b) Resigns from the position;
- (c) Ceases to be a Member of the Association;
- (d) Is replaced by the resolution of the Members at a General Meeting on the recommendation of the Directors;
- (e) Has been removed by a vote of no-confidence due to their:
  - (i) Involvement in activities which expressly contradict the objectives of the Association; or
  - (ii) Conviction of a criminal offence.

## **27 Minutes and records**

### **27.1 Minutes and records**

The Association must make and keep the following records:

- (a) minutes of proceedings and resolutions of Meetings;
- (b) minutes of circular resolutions of Members;
- (c) a copy of a notice of each Meeting;
- (d) a copy of a Members' Statement distributed to Members under clause 16.1;

- (e) minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees), and
- (f) minutes of circular resolutions of Directors.

## **27.2 Inspection required**

To allow Members to inspect the Association's records:

- (a) the Association must give a Member access to the records set out in clause 27.1(a)-(d), and
- (b) the Directors may authorise a Member to inspect other records of the Association, including records referred to in clause 27.1(e)-(f) and clause 0;

The Directors must ensure that minutes of a Meeting or a Directors' meeting are signed within a reasonable time after the meeting by:

- (c) the Chairperson of the Meeting, or
- (d) the Chairperson of the next Meeting.

The Directors must ensure that minutes of the passing of a circular resolution (of Members or Directors) are signed by a Director within a reasonable time after the resolution is passed.

## **27.3 Financial and related records**

The Association must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and to be audited.

The Association must also keep written records that correctly record its operations.

The Association must retain its records for at least 7 years.

The Directors must take reasonable steps to ensure that the Association's records are kept safe.

# **28 By-Laws**

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## **28.1 By-Laws**

The NCC may from time to time, make, alter, amend or repeal By-laws in consultation with the Patron Council to give effect to this Constitution and for the effective operation of the Association and for the coordination of the Association's activities throughout Australia and overseas.

The By-laws must not contradict provisions in this Constitution or inconsistent with this Constitution.

The By-laws may be made, altered, amended or repealed at the NCC by vote of a majority of the members.

A proposed new or amendment, if intended for presentation at the NCC meeting, must be submitted at least thirty (30) days in advance of the meeting.

## 29 Notice

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### 29.1 What is notice

Anything written to or from the Association under any provision of this Constitution is written notice and is subject to clauses 0 to 0, unless specified otherwise. Clauses 0 to 0 do not apply to a notice of proxy under clause 17.14.

### 29.2 Notice to the Association

Written notice or any communication under this Constitution may be given to the Association, the Directors or the General Secretary by:

- (a) delivering it to the Association's registered office;
- (b) posting it to the Association's registered office or to another address chosen by the Association for notice to be provided;
- (c) sending it to an email address or other electronic address notified by the Association to the Members as the Association's email address or other electronic address, or
- (d) sending it to the fax number notified by the Association to the Members as the Association's fax number.

### 29.3 Notice to Members

Written notice or any communication under this Constitution may be given to a Member:

- (a) in person;
- (b) by posting it to, or leaving it at the address of the Member in the register of Members or an alternative address (if any) nominated by the Member for service of notices;
- (c) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any);
- (d) sending it to the fax number nominated by the Member as an alternative address for service of notices (if any), or
- (e) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).

If the Association does not have an address for the Member, the Association is not required to give notice in person.

### 29.4 When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and

- (d) given under clause 29.3(e) is taken to be given on the business day after the notification that the notice is available is sent.

### 30 Financial year

#### 30.1 Association's financial year

The Association's financial year is from 1 July to 30 June, unless the Directors pass a resolution to change the financial year.

### 31 Indemnity, insurance and access

#### 31.1 Indemnity

The Association indemnifies each member, office or position holder or officer in any National or State Level, NRNA Australia Foundation and NRNA Australia Policy Institute of the Association out of the assets of the Association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person member, office or position holder or as an officer of the Association. In this clause, 'to the relevant extent' means:

- (a) to the extent that the Association is not precluded by law (including the Corporations Act) from doing so; and
- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy). The indemnity is a continuing obligation and is enforceable by member, office or position holder or officer even though that person is no longer member, office or position holder or officer of the Association.

#### 31.2 Insurance

To the extent permitted by law and if the Directors consider it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Association against any liability incurred by the person in National and State Level or as an officer of the Association.

#### 31.3 Directors' access to documents

A Director has a right of access to the financial records of the Association at all reasonable times.

If the Directors agree, the Association must give a Director or former Director access to:

- (a) certain documents, including documents provided for or available to the Directors, and
- (b) any other documents referred to in those documents.

## 32 Other Entities

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### 32.1 NRNA Australia Foundation

There shall be a NRNA Australia Welfare Foundation as a separate entity under NRNA Australia whose primary objectives are philanthropy and social well-being and welfare to serve the general public or a section of the general public in Nepal or Australia. The charity work should be in public interest and benefit or common good as defined in Charitable Uses Act 1601 or/and Charities Act 2013 or applicable legislation.

NRNA Australia Foundation has a Charitable Status under the Australian Charities and Not-forprofits. This milestone is achieved on 13<sup>th</sup> March 2024.

Commission Act 2012 (Cth) and DGR body or entity endorsed by the Australian Taxation Office or other applicable regulatory authority as a deductible gift recipient pursuant to sub-division 30-BA of the Income Tax Assessment Act 1997, permitting gifts to the entity to be tax deductible. NRNA Australia Foundation should like in Australia, implement similar charity recognition in Nepal. All the charity and philanthropy work including NRNA Social welfare fund must be done under NRNA Australia Foundation.

### 32.2 NRNA Australia Policy Institute

There shall be a NRNA Australia Policy Institute as a separate entity under NRNA Australia with a business name, Australia Nepal Policy Institute which shall be the think tank of NRNA Australia. NRNA Australia Policy Institute performs research and advocacy concerning the best interest of the Nepali origin residents living in Australia and Nepalis in Nepal.

NRNA Australia Policy Institute will be funded by sponsors, donations, government grants and NRNA Australia.

### 32.3 NRNA Australia Next and Second-Generation Wing

There shall be a NRNA Australia Next and Second-Generation Wing or similar entity as a separate entity under NRNA Australia to cater person born in Australia with a Nepali origin background.

## 33 Winding up

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### 33.1 Surplus assets not to be distributed to Members

If the Association is wound up, any surplus assets must not be distributed to a Member or a former Member of the Association, unless that Member or former Member is a not-for-profit and/or charity described in clause 0.

### 33.2 Members' Liability

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association, or costs, charges or expenses of winding up of the Association is limited to the

amount, if any, unpaid by the Member in respect of their membership fee. If the Association is wound up, a Member's liability is the amount of the Guarantee.

### **33.3 Distribution of surplus assets**

Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the Association is wound up and its debts and liabilities have been satisfied must be distributed to one or more charities:

- (a) with not-for-profit or charitable purpose(s) similar to, or inclusive of, the purpose(s) in the Preamble, and
- (b) which also prohibit the distribution of any surplus assets to its Members to at least the same extent as the Association.

### **33.4 Revocation of Deductible Gift Recipient Status**

If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- (a) Gifts of money or property for the principal purposes of the organisation;
- (b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation;
- (c) Money received by the organisation because of such gifts or donations.

### **33.5 Decisions to Distribute Surplus Assets**

The decision as to the not-for-profit or charity to be given the surplus assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members do not make this decision, the Association may apply to any Court of competent jurisdiction to make this decision.

### **33.6 Application of Income**

The assets and income of the organization shall be applied solely in furtherance of the above - mentioned objects and no portion shall be distributed directly or indirectly to the members of the organization except as bona fide compensation for services rendered or expenses incurred on behalf of the organization. If any other clause in respect to the Charity Status or DGR Status conflicts with the above-mentioned clause, the above clause will prevail.