

ZAWA (Zimbabwean Association of Western Australia) Rules - Incorporated Constitution

1.NAME

The name of the association is “ZAWA (The Zimbabwean Association of Western Australia) Incorporated” (“The Association”)

2.MISSION STATEMENT

“To represent and further the interests of people of Zimbabwean origin & stakeholders in Western Australia.”

3.VISION

“To serve Zimbabweans in Western Australia”

4.OBJECTIVES

4.1 To promote co-operation among people of Zimbabwean origin living in Western Australia and to co-operate with similar associations elsewhere in Australia.

4.2 To promote participation in the development of a multi-cultural society in Western Australia and to participate in state and national activities in pursuance of the like.

4.3 To establish a funeral assistance fund for Members and to engage in fund-raising for the organization.

4.4 To participate as custodians of sound Zimbabwean cultural values and norms in WA.

4.5 To do all such other things as may be incidental or necessary/incidental for the attainment of these purposes.

5. PRINCIPLES

5.1 Non-interference in the political, religious and other beliefs held by members of the Association.

5.2 Members are to promote mutual respect, solidarity, friendship, charity, non-discrimination and equality among each other and society at large

6. RULES

6.1 The Organization as a body shall adhere to the principle of neutrality in Western Australian or overseas politics.

6.2 The Organization shall adhere to the rules, regulations and accountability requirements as stated within the corporations and associations laws of

Western Australia.

6.3 The Chairperson and the Secretary may speak on behalf of the Association, with the Chairperson being the chief spokesperson. Other views expressed by **anybody** else are personal and do not reflect the official position of the Association.

6.4 Officers of the Association shall be expected to adhere to the following principles in carrying out their duties:

(a) **Selflessness:** Officers shall make decisions solely in the interests of the members of the Association. They shall not take decisions in order to gain financial or other material benefits for themselves, their families or friends.

(b) **Integrity:** Officers shall not place themselves under any financial or other obligation to outside individuals or organizations that might influence them in the performance of their official duties.

(c) **Objectivity:** In carrying out public business, officers shall make choices on merit alone.

(d) **Accountability:** Officers are Accountable for their decisions and actions to the members of the Association and must submit themselves to whatever scrutiny is appropriate to their office.

(e) **Openness:** Holders of public office should be as open as possible about all decisions and actions they take. They shall give reasons for their decisions and

restrict information only when the wider interests of the Association clearly demand.

(f) Honesty; Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the interests of the Association.

(g) Leadership; Holders of public office shall promote and support these principles by leadership and example.

7. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 13 of the Associations Incorporation Act, 1987 (“The Act”).

8. MEMBERSHIP

Membership shall be open to any person who supports the objects of the Association, agrees to be bound by its rules and fulfils the criteria as outlined in 7(a) to 7(h). Applications forms for membership will be available through any member of the committee and upon acceptance of the application by the Committee and upon payment of the first annual subscription (if

applicable), the applicant shall be a member of the Association.

(a) Birth

Was born in Zimbabwe or at least one of whose lineage is of Zimbabwean origin.

(b) Nationality

Is or was a national of Zimbabwe.

(c) Residence

Is or was a permanent resident of Zimbabwe.

(d) Descent

Is a descendant of a person belonging to any race in Zimbabwe.

(e) Marriage/Spouse

Chooses to be a person of Zimbabwean heritage because, he/she is or was a spouse of a person belonging to categories (a), (b), (c) or (d) above.

(f) Adoptive parents/children

Chooses to be a person of Zimbabwean heritage because, he/she is or was the adoptive parent or child of a person belonging to categories (a), (b), (c) or (d) above.

(g) Individuals

Who do not belong to the above mentioned classes but who have a genuine interest in Zimbabwe and the people of Zimbabwe may

at the discretion of the committee be accepted as member.

(h) Individuals

Whose interests, objectives, or principles are align with the Association and who, in the judgment of the Committee, are able and willing to abide by this present Constitution and could be useful contributors to the Organization.

(i) Is 18 years or older

9. SUBSCRIPTIONS

9.1 The subscription fees for membership shall be such a sum (if any) as shall be decided by the Committee.

9.2 The subscription shall be due and payable on the first day of January in each year or such other date set by the Committee.

9.3 Any member whose subscription has not been paid within sixty (60) days from the first day of January or other such date as determined by the Committee, shall be notified in writing by the Committee that unless the arrears are paid

10. RESIGNATIONS

A member may resign from membership of the Association by giving written notice thereof to the public officer of the Association.

11. EXPULSION OF MEMBERS

11.1 Every member upon registration impliedly undertakes to be bound by the Rules of the Association for the time being in force.

11.2 Any conduct which the Committee considers unworthy shall render the member liable to expulsion by the vote of a two thirds majority of the elected Committee provided that such a vote shall not be taken until the member has been given a minimum of twenty one (21) days for the opportunity of offering an explanation of their conduct to the Disciplinary Committee. The decision of this committee is final.

11.3 In the event of any member being expelled they forfeit all rights to or claims upon the Association or its property.

11.4 Any monies owed to the Association become due and payable immediately.

12. REGISTER OF MEMBERS

12.1 An up to date register of members and office bearers must be kept by the Secretary at his place of residence, or at such other place as the members at a general meeting decide. The Secretary shall make the register and any other documents available to members - on request - to inspect or copy, but not to remove.

12.2 The register shall contain the names, phone numbers and address of each member, the date on which each member was admitted to the Association; and if applicable, the date of and reason for termination of the membership.

12.3 The Secretary must cause the name of a person who dies or ceases to be a member to be deleted from the register of members. 6

13. THE MANAGEMENT COMMITTEE

13.1 The Committee Composition:

The committee shall be elected such that it reflects the Zimbabwean Community composition and interests. The following constituencies, Churches, Business, Youths, Sports, Arts and Culture, Women's and any other groups will be given opportunity to elect a representative each. ZAWA committee should be composed of

representatives from these groups, making sure that aspects of the community are represented. These representatives shall report back to their respective constituencies. The Community Organisational Structure is as shown in Appendix 1.

13.2 The Committee Powers and Duties

a) The affairs of the Association shall be managed and controlled by the Committee which, in addition to any powers and authority conferred by these rules, may exercise all such powers and do such things as are within the objectives of the Association in accordance with this constitution and are not by the Act or by these rules required to be done by the Association in a general meeting.

b) The Committee has the management and control of the funds and other property of the Association.

c) The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent. In case of disagreement in interpreting these rules the final decision shall be made by a general meeting vote.

d) The Committee shall appoint a public officer as required by the Act.

13.3 Appointments

- a) The Committee shall be comprised of the following elected committee members: a Chairperson, Vice-Chairperson, Secretary, Vice-Secretary, Treasurer and five other committee members.
- b) A committee member shall be a natural person.
- c) Committee members shall serve a term of two years on the committee before offering themselves for re-election. At the end of the second term, whether consecutive or not, committee members cannot offer themselves for re-election for a third term, for three years, unless there is a compelling reason and general agreement of members to do so.
- d) The first Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as holding office prior to incorporation. The first Committee shall hold office until the first annual general meeting (AGM) after incorporation at which time half the members shall retire and may offer themselves for re-election. At each subsequent annual general meeting one half of the Committee, being the longest serving members, shall retire. In the event of equality of length of service the retiring members shall be decided by ballot of the full committee.
- e) The first Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as holding office prior to incorporation. The first Committee shall hold office until

the first annual general meeting (AGM) after incorporation at which time half the members shall retire and may offer themselves for re-election. At each subsequent annual general meeting one half of the Committee, being the longest serving members, shall retire. In the event of equality of length of service the retiring members shall be decided by ballot of the full committee.

f) Paid up members shall be eligible to stand for election provided that a member of the Association has nominated that person and seconded by another member at least 14 days before the meeting by delivering the nomination of that person to the Secretary of the Association. The nomination form which will be sent out with the notice of AGM shall be signed by the proposer and seconder and the nominee.

g) Notice of all persons seeking election to the Committee shall be given to all members of the Association at the meeting at which the election is to take place.

h) The Committee may appoint a person to fill a casual vacancy, and such a Committee member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Committee without nomination.

13.4 Chairperson and Vice-Chairperson

a) Subject to this rule, the Chairperson must preside over all general meetings and Committee meetings.

b) In the event of the absence from a general meeting or Committee meeting of the Chairperson, the Vice-Chairperson or a member elected by the other members present at the meeting must preside over the general meeting or Committee meeting.

c) In the event of the absence from a general meeting or Committee meeting of both the Chairperson and the Vice-Chairperson, a Committee member elected by the other Committee members present at the general or Committee meeting must preside over the general or Committee meeting.

13.5 Secretary

The secretary must:

a) Co-ordinate the correspondence of the association.

b) Keep full and correct minutes of the proceedings of the committee and of the Association.

c) Comply, on behalf of the Association, with:

(i) Section 27 of the Act with respect to the register of members of the Association, as referred to in rule 11.

(ii) Section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon request, avail those rules to a member to copy or take an extract, but not remove the rules for that purpose.

(iii) Section 29 of the Act by maintaining a record of names and addresses of the persons who hold offices of the Association as provided by these rules, including Committee members and those persons authorised to use the common seal of the Association under rule 13.

13.6 Treasurer

The Treasurer must-

- a) be responsible for the receipt of all moneys paid to or received by him or her on behalf of the association and must issue receipts for those moneys in the name of the Association.
- b) Pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct.
- c) Make payments from the funds of the association with the authority of a general meeting or the Committee and in doing so ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as authorised by the Committee.

d) Comply on behalf of the Association with section 25 and 26 of the Act with respect to the accounting records of the Association by-

(i) Keeping such accounting records in such a manner as will correctly explain and reflect the financial transactions and financial position of the Association.

(ii) Keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time.

(iii) Keeping its accounting records in such a manner as will enable true and fair accounts of the Association to be properly audited; and

(iv) Submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

e) Whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction.

f) Unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and

g) Perform such other duties as are imposed by these rules on the Treasurer.

13.7 Proceedings of Committees

a) The Committee shall meet for the dispatch of business at least quarterly, making a minimum of 4 meetings every year.

b) Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.

c) A quorum for a meeting of the Committee shall be sixty percent of the members of the Committee.

d) A member of the Committee having a direct or indirect conflict of interest in an issue, a debate or discussion regarding allocation of funding must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that issue, debate or discussion. The member of the Committee must disclose the nature and extent of his or her interest in the issue, debate or discussion at the next Annual General Meeting of the Association.

13.8 Disqualification of Committee Member

The office of a Committee member shall become vacant if a Committee member:

a) Dies

- b) Resigns by notice in writing delivered to the Chairperson, Vice-Chairperson or Secretary and that resignation is accepted by the Committee.
- c) Is convicted of an offence under the Act.
- d) Is expelled as a member under these rules.
- e) Is permanently incapacitated by mental or physical ill-health as to be unable to execute his or her duties.
- f) Is absent without apology for more than three meetings in the same financial year.

14 THE COMMON SEAL OF ASSOCIATION

14.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.

14.2 The seal shall not be used without the express authority of the Committee, and every use of the seal shall be recorded in the minute book of the Association.

14.3 The affixing of the seal shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

14.4 The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

15. ANNUAL GENERAL MEETINGS

The Committee shall call an annual general meeting in accordance with the Act and these rules. The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within four months of the end of its financial year. The order of the business at the meeting shall be:

- a) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- b) The consideration of the accounts and reports of the Committee and the auditor's report (if required)
- c) The election of Committee members
- d) The appointment of auditors (if required)
- e) Any other business/motions requiring consideration by the Association in general meeting.

16. SPECIAL GENERAL MEETINGS

16.1 The Committee may call a special general meeting of the Association at any time.

16.2 Upon a requisition in writing of not less than 50% of the total number of members of the Association, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

16.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

16.4 If a special general meeting is not convened within one month, as required above, the requesters, or at least 50% of their numbers, may convene a special general meeting. For this purpose the Committee shall ensure that the requesters are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such meeting shall be borne by the Association.

17. NOTICE OF GENERAL MEETINGS

17.1 Subject to the following clause, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

17.2 Notice of a meeting at which a special resolution is to be proposed, shall be given at least 21 days prior to the date of the meeting.

17.3 A notice may be given by the Association to any member by serving the member with the notice personally, by email to the email address in the register of members or by sending it by post to the address appearing in the register of members.

17.4 Where a notice is sent by post:

a) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

b) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

18. PROCEEDINGS AT GENERAL MEETINGS

18.1 Fifty-one percent of registered members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

18.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting

shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

18.3 The Committee Chairperson shall preside as Chairperson at a general meeting of the Association.

18.4 If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Vice-Chairperson shall chair the meeting or in his absence or he also declines, members may choose a committee member or one of their own number to be the Chairperson of that meeting.

19. VOTING AT GENERAL MEETINGS

19.1 Subject to these rules, a member of the Association shall only be entitled to vote at a meeting of the Association after one full year of membership has elapsed. Every member of the Association shall have only one vote at a meeting of the Association.

19.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, shall be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.

19.3 Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

19.4 A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Association, to represent it at a particular general meeting or at all general meetings of the Association. That person shall be appointed by the corporate member by a resolution of its Board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

20. POLLS AT GENERAL MEETINGS

20.1 If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question or issue.

20.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

20. SPECIAL AND ORDINARY RESOLUTIONS

20.1 A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association at a general meeting, who are entitled under the rules of the Association to vote in person or, by proxies as provided for in these rules and where notice specifying the intention to propose the resolution as a special resolution was given in accordance to section 16 these rules.

20.2 An ordinary resolution is a resolution passed by simple majority at a general meeting.

21. PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

22. MINUTES

22.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Committee, shall be entered within 7 days after the relevant meeting in minute books kept for the purpose.

22.2 The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Committee (as relevant) at a subsequent meeting.

22.3 The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.

22.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly carried out, and that all appointments made at the meeting were valid

23. FINANCIAL REPORTING

23.1 The financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

23.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act

23.3 The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association. The payment or distribution of any funds shall be after approval by the Committee members in accordance with these rules.

24. DISPUTES AND MEDIATION

24.1 Where a dispute arises between a member and another member; or a member and the association, the parties must meet to try and resolve the dispute within 14 days after the dispute comes to the attention of all the parties. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

24.2 The mediator must be a person chosen by agreement between the parties, or in the absence of agreement, appointed by the Committee for a dispute between members. Where the dispute is between a member and the Association, a mediator can be appointed who is with a not for profit organisation.

24.3 A member of the Association can be a mediator if they are not party to the dispute. The

parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

24.4 The mediator must, in conducting the mediation, give the mediation process every opportunity to be heard, allow due consideration by all parties of any written statement submitted by any party and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

24.5 The mediator must not determine the dispute and the process must be confidential and without prejudice. If the mediation does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the act or otherwise at law.

25. WINDING UP

The Association may be wound up in the manner provided by the Act. If after the winding up of the Association there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to an Incorporated Association which has similar objectives and has rules which prohibit the distribution of its assets and income to its members. Such Incorporated Associations shall be identified and determined by a resolution of members in general meeting.

26. AMENDMENT OF CONSTITUTION AND RULES

26.1 This constitution shall be altered or amended by special resolution as defined in section 20.1 of these rules, which sets particular requirements to be abided by in altering the rules.

26.2 The alteration, rescission or replacement of rules of the Association, shall not take effect until a notice of the special resolution is lodged with the Commissioner, within one month of the passing of that resolution, setting out particulars of the alteration together with a certificate given by a member of the committee certifying that the resolution was duly passed as a special resolution and that the rules of the association as so altered conform to the requirements of the Act.

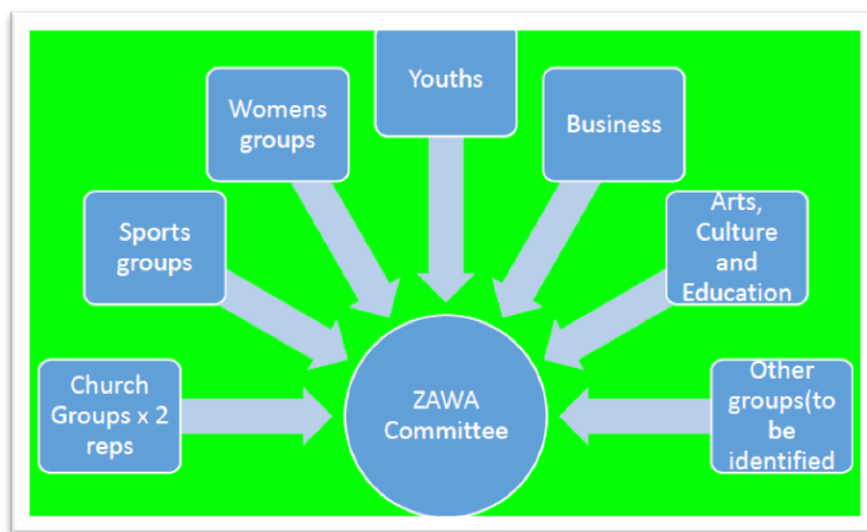
26.3 An alteration of these rules having effect to change the name of the Association shall not take effect until section 26.2 of these rules is complied with and the approval of the Commissioner is given to the change of name.

26.4 An alteration of these rules having effect to alter the objectives or purposes of the association does not take effect until section 26.2 of these rules is complied with and the approval of the Commissioner is given to the alteration of the objects or purpose.

26.4 The registered rules or constitution, this document, shall bind the Association and every

member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

Appendix 1: ZAWA Committee and Work Groups



Appendix 2: ZAWA Committee

