



# CONSTITUTION (RULES)

Dante Alighieri Society (Cairns) Inc

2021 v4 (updated 11/11/2020)

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## 1. Interpretation

1. In these rules—  
**Act** means the Associations Incorporation Act 1981.  
**present**—
  - (a) at a management committee meeting, see rules 6.6; or
  - (b) at a general meeting, see rules 7.2.
2. A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
3. Definitions of terms used throughout this document are included in section 16.

## 2. Name

The name of the incorporated association is Dante Alighieri Society (Cairns) Inc (**the association**).

## 3. Objects

The association is a branch of the “Società Dante Alighieri” which was founded in Rome in 1889.

The association is a cultural body with no national, religious, or political affinations.

The association was first incorporated on 29 September 1997.

The objects of the association are to:

1. Foster interest in Italian culture across the Cairns region
2. Promote and teach the Italian language within the region
3. Coordinate events and activities that promote Italian language and culture
4. Work closely with all Cairns and regional Italian and multicultural cultural groups
5. Work with other Australian Dante Alighieri Societies in promotion of the Italian language and cultural regionally
6. Comply with the administrative obligations required by the Sede Centrale Rome

## 4. Powers

The powers conferred on the association are the same as conferred by [Part 3 of the Act](#).

1. The association has the powers of an individual.
2. The association may:
  - a. Enter into contracts; and
  - b. Acquire, hold, deal with and dispose of property; and
  - c. Make charges for services and facilities it supplies; and
  - d. Do other things necessary or convenient to be done in carrying out its affairs including:
    - i. Raise funds from donations, annual membership fees, sponsorships, and grants
    - ii. Appoint agents to transact any business of the association on its behalf and appropriately remunerate them for services rendered to the association
    - iii. Promote and market the association’s activities through printed sources and online and publish resources as required
    - iv. Make donations and provide sponsorship to charitable or community organisations or organisations to support the association’s objects
3. The association may also issue secured and unsecured notes, debentures and debenture stock for the association

## 5. Membership of association

### 5.1. Class of members

1. Membership of the association is open to all community members interested in fostering the Italian language and culture throughout the region. Following are classes of membership.
2. At the time of incorporation in 1997, a person who was already a member of the unincorporated association became a member of the incorporated association.

#### 5.1.1. Ordinary members

1. The number of ordinary members is unlimited.
2. This membership is open to any person over 18 years of age upon payment of annual subscription and entry fees which are set by the Management Committee.

#### 5.1.2. Honorary members

1. The Committee may recommend members for honorary membership.
2. Members will vote to confer honorary membership to nominated persons and ratified by a two thirds majority vote at the AGM.
3. Any person who has made a substantial contribution to further the objects of the association are considered for honorary membership.

#### 5.1.3. Life members

1. The Committee may recommend members for life membership.
2. Members will vote to confer life membership to nominated persons and ratified by a two thirds majority vote at the AGM.
3. Life membership can be conferred to any full member who has been actively connected with the association per a period of five years or more.
4. No more than one life membership may be conferred in any particular year.

### 5.2. New membership

1. A new applicant for membership of the association must be proposed by 1 member of the association (the *proposer*) and seconded by another member (the *seconder*).
2. An application for membership must be:
  - (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconder; and
  - (c) in the form decided by the management committee
3. Membership applications are subject to management committee review and approval.
4. Members must abide by [membership terms and conditions](#) provided at the time of application.

### 5.3. Membership fees

1. Membership fees for general members is:
  - a. the amount decided by the members from time to time at a general meeting; and
  - b. payable when, and in the way, the management committee decides
2. Honorary and Life members do not pay membership fees.
3. Membership is not active until the fee is paid.

#### 5.4. Membership period

The association membership period is 1 January to 31 December.

#### 5.5. Admission and rejection of members

1. The management committee must consider an application for membership at the next committee meeting held after it receives:
  - a. the application for membership; and
  - b. the appropriate membership fee for the application.
2. The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the person's application, the person is advised:
  - a. whether or not the association has public liability insurance; and
  - b. if the association has public liability insurance—the amount of the insurance
3. The management committee has the right to reject an application for membership at its meeting.
4. The committee will provide written notice of admission or rejection within 30 days of the decision.

#### 5.6. Resigning membership

1. A member may resign their membership by giving written notice of resignation to the secretary.
2. The resignation takes effect at:
  - a. the time the notice is received by the secretary; or
  - b. if a later time is stated in the notice—the later time
3. The management committee will terminate a membership where a member:
  - a. Is convicted of an indictable offence; or
  - b. Fails to comply with any of the provisions of the rules; or
  - c. Has membership fees in arrears for a period of 2 months or more; or
  - d. Conducts themselves in a way considered to be injurious or prejudicial to the character of interests of the association
4. Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated
5. If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary must give the member a written notice of the decision.

#### 5.7. Appeals against rejection or termination of membership

1. A person whose membership is rejected or terminated may submit an appeal in writing to the secretary within 1 month of receiving the committee decision.
2. The secretary will table the appeal at the next committee meeting or within 3 months of receiving the appeal.
3. The applicant shall be given the opportunity to attend the meeting and present their case to the committee and committee members can present their case.
4. The appeal will be determined by the vote of members present at the meeting.
5. Where an applicant does not appeal within the prescribed time or is unsuccessful at appeal, the person will be refunded the membership fee paid.

#### 5.8. Register of members

1. The management committee will keep a register of all general, honorary and life members.

2. The register will include the following particulars for each member:
  - a. the full name of the member;
  - b. the postal or residential address of the member;
  - c. the email and phone number details for the member;
  - d. the date of admission as a member;
  - e. the date of death or time of resignation of the member;
  - f. details about the termination or reinstatement of membership;
  - g. any other particulars the management committee or the members at a general meeting decide
3. The register will be made available for inspection to any financial member. Applications to inspect the register, with clearly stated justification for access, must be made to the secretary in writing prior to inspection.

#### 5.8.1 Prohibition on use of information on register of members

1. A member of the association must not:
  - a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
2. The above rule does not apply if the use or disclosure of the information is approved by the association.

## 6. Management committee

### 6.1. Function and committee officers

1. The business and operations of the association are controlled by the management committee. All committee members and any manager duly appointed by the committee acting on behalf of the association are deemed to be the agent of the association for all purposes within its objects.
2. The management committee shall consist of the following officers:
  - a. President
  - b. Vice president
  - c. Treasurer
  - d. Secretary
  - e. A minimum of 2 and maximum of 5 general members.  
Of these general members, two officer positions should be assigned:
    - i. Marketing and promotion coordinator
    - ii. Social events coordinator
3. The secretary is a pivotal role in the management committee, specifically mentioned in section [66 of the Act](#) (*Management committee to ensure association has appropriate individual as secretary*).
4. The immediate past president may be invited to join the management committee as an ex-officio member.
5. The association's Language principal teacher/coordinator (employee) will also attend committee meetings as a regular invited member.
6. Management committee members must be financial members of the association.

7. All members retire from office at the AGM but are eligible for nomination for re-election.

## 6.2. Electing the management committee

1. Management committee officers are elected by:
  - a. Written nomination, endorsed by proposer and seconder who must be financial members of the association
  - b. A person may be a candidate only if the person:
  - c. is an adult; and
  - d. is not ineligible to be elected as a member under section 61A of the Act
2. Nominations will be lodged with secretary at least 14 days prior to the AGM
3. A list of candidates' names with proposers' and seconders' names shall be communicated to all members and advertised for at least 7 days prior to the AGM
4. If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order
5. All members attending the AGM are eligible to vote for candidates, not exceeding the vacancies
6. If there are insufficient candidates nominated for officer positions, nominations can be taken from the floor at the AGM
7. Any members of the committee may resign at any time by giving notice in writing to the secretary. The resignation takes effect on that date or when specified in the notice
8. The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
  - a. whether or not the association has public liability insurance; and
  - b. if the association has public liability insurance—the amount of the insurance
9. Where a member is removed from office, the member shall be given the opportunity to present their case at a general meeting:
  - a. Removal of an officer will be determined by vote of members present at the general meeting.

## 6.3. Vacancies on management committee

1. The management committee has the power to appoint any member of the association to fill a casual vacancy at any time until the next AGM.
2. Continuing members may act even though there may be a casual vacancy in the management committee. Members can only act for the purpose:
  - a. Of increasing committee numbers to meet the required quorum or
  - b. For summoning a general meeting
3. A management committee office may become vacant if a member:
  - a. Resigns their office by notice in writing to the secretary
  - b. Is absent for more than 3 months without notice in writing to the committee provided that:
    - i. Prior to the next meeting, the member has been notified in writing by the secretary that the position is declared vacant
    - ii. The absent member is given the opportunity to provide reasons for non-attendance in person or in writing at the next meeting
  - c. Ceases to be a financial member of the association

## 6.4. Functions and responsibilities of management committee

1. Subject to member resolutions presented at general meetings and other rules and by-laws specified within the constitution, the management committee:

- a. Controls and manages the administration of the business, operations, property and funds of the association
  - b. Have authority to interpret the meanings of these rules and any related Society matters that arise (not covered in these rules)
- Note:
- i. *The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.*
- c. Have the power to appoint delegates from its membership to undertake business as required to meet objects
  - d. Has the power to caution any member who infringes any provisions of the constitution, rules, or by-laws of the association
2. The management committee may exercise all the powers of the association to:
    - a. Borrow, raise, or secure the payment of money as approved by members to meet its financial obligations relating to any debt, liability, contracts, guarantees, or other commitments incurred by the association
    - b. Borrow money from members at the current bank interest rates if accounts are overdrawn with terms for repayment communicated to members
    - c. Invest surplus funds as members of the association may determine, when required

#### 6.5. Office bearer roles and responsibilities

1. The specific roles and responsibilities for each position must be circulated to nominated members prior to their acceptance of the office at the AGM election.
2. Candidates must agree to abide by the responsibilities for their nominated office role.

#### 6.6. Meetings of management committee

1. The management committee will meet at least 4 times per year.
2. Special meetings of the committee can be called by the secretary with endorsement of at least 3 committee members with clear purpose of the business requiring action.
3. Special meetings required at least 14 days' notice which will be given by the secretary with notice detailing the matter(s) to be discussed.
4. Proposed resolutions will be voted and a simple majority of at least 50% of committee members plus 1 will result in the resolution being passed in the affirmative (yes vote):
  - a. Where votes are split equally, the result is decided in the negative
  - b. Proposed resolutions must have a seconder
  - c. Committee members must not vote on any resolution where they have a conflict of interest or vested interest in the matter being voted upon
5. The president will chair management committee meetings.
6. If the president is unable to attend the meeting, or is later than 30 minutes after the meeting start time, then:
  - a. The vice president shall chair the meeting
  - b. If the vice president is unavailable, then members will elect the chairperson
7. All acts agreed and undertaken by the management committee and any subcommittees are valid as at the time the decisions were taken, even if an elected member is subsequently disqualified.
8. Any written resolution presented outside scheduled meetings, that is signed by all management committee members, is considered valid and enacted as if passed at a committee meeting.
9. If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by

giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.

#### 6.7. Quorum for, and adjournment of, management committee meeting

1. A simple majority of management committee and sub-committee members must attend meetings to represent a quorum.
2. At least 50% of members represents a simple majority.
3. If there is no quorum within 30 minutes of the meeting commencement time, the meeting will be adjourned and rescheduled at a time and date as agreed by committee members.

#### 6.8. Appointment of subcommittees

1. The management committee may delegate specific powers to a sub-committee.
2. The association may appoint the following subcommittees help with the conduct of the association's operations:
  - a. Language classes and School awards
  - b. Coordination of specific events
  - c. Marketing and promotion
  - d. Social club subcommittee
3. Sub-committees must comply with any regulations, by-laws and rules of the association as directed by the management committee.
4. A subcommittee should elect a chairperson for its meeting.
5. If a chairperson is not elected or unable to attend within 10 minutes of meetings commencing, then another sub-committee member can be nominated chairperson for the meeting.
6. A subcommittee should meet and adjourn as required to complete its business.

#### 6.9. Resolutions of management committee without meeting

1. A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
2. A resolution mentioned above may consist of several documents in like form, each signed by 1 or more members of the committee.

## 7. Association meetings

### 7.1. Annual general meeting (AGM)

The AGM open to all financial members of the association and is subject to the approval of the president and members present.

#### 7.1.1. Timing

1. The AGM shall be held within 3 months of the close of the financial year (that is, after 31 December).
2. At least 14 days' notice for the AGM must be given to members.
3. Place and time of general meetings are determined by the committee.

#### 7.1.2. AGM business

1. The following business is decided at every AGM:
  - a. Tabling of the Committee report including statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the association's property for the previous year

- b. Tabling of the auditor's report of the association's financial records for the preceding year
  - c. Election of the new management committee members
  - d. Appointment of an auditor
  - e. Appointment of an honorary solicitor (at AGM or subsequent general meetings)
  - f. Special resolutions as recommended by the management committee pertaining to the rules or objects of the association
2. AGM business can not be decided if the quorum is not met.

## 7.2. General and special meetings

1. General and special meetings are open to all financial members of the association and are subject to the approval of the president and members present.
2. A special meeting may be called by the secretary in the following circumstances:
  - a. As directed by the committee
  - b. Upon written request signed by at least 33% of the committee
  - c. Upon written request signed by ordinary Society members numbered double plus 1 of the committee numbers
  - d. Where a notice of appeal has been lodged by a member who has been suspended or their membership terminated
3. Place and time of general and special meetings are determined by the committee.
4. Notice of a general or special meeting must clearly state the business to be discussed.

### 7.2.1. Timing of and notice for general meetings

1. The first general meeting of member may be held within 1 and 3 months of the new financial year. Special meetings are held as required.
2. At least 14 days' notice of meetings must be given to members.

## 7.3. Quorums for meetings

1. The AGM, general or special meeting quorum is double the number of current management committee members plus 1.\*
2. If there is no quorum within 30 minutes of the meeting commencement time, the meeting will be adjourned and rescheduled at a time and date as agreed by members.
3. If the meeting is adjourned to an alternative date and a quorum is still not achieved within 30 minutes of start time, then the present members will represent the quorum.

## 7.4. Meeting procedures and voting

1. Unless otherwise provided by these association rules:
  - a. The president will chair meetings
  - b. If the president is not present within 15 minutes of the appointed time, then the vice president will chair the meeting
  - c. If the vice president is not present or unwilling to act as chair, then the members present will elect a member to chair the meeting
  - d. The meeting chairperson shall maintain order and conduct meetings in a proper and orderly manner
  - e. Matters for decisions shall be decided by a majority\* (rule 7.3) of votes of members present
  - f. Questions arising at meetings will be determined by majority vote of members present. Where votes are split equally, the result is decided in the negative.
  - g. Every financial member present is entitled to one vote

- h. The chairperson shall have a second, casting vote providing all persons voting are current financial members
  - i. Voting is by a show of hands unless at least 20% of members present demand a ballot secret ballot, in which case:
    - i. Two members will be appointed by the chairperson to conduct the ballot
    - ii. The ballot will then be declared by the chairperson
2. A member may vote in person, appoint a proxy in writing or by attorney

### 7.5. Proxies

1. A member may appoint another member to vote on their behalf at Society meetings.
2. Appointing a proxy must be in writing, using the proxy instrument provided.
3. A proxy may but does not need to be a member of the association.
4. Appointing a proxy confers authority to demand a secret ballot.
5. The proxy voting instrument (form) will be in the following form:

*<Association name>:*

*I, <member name> of*

*Being a member of the above-mentioned association, hereby appoint*

*<proxy name> of <proxy address>*

*As my proxy to vote for me on my behalf at the <annual / general / special> meeting of the <association name> to be held on the <date> day of <month> <year>.*

*Signature:*

*This form is to be used \*in favour of / against the following resolutions –*

*[List relevant resolutions]*

*\*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as they see fit.)*

6. The proxy form should be lodged with the secretary prior to the start of the meeting.

### 7.6. Minutes of meetings

1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are documented and made available to financial members for inspection.
2. Minutes of all meetings will be signed by the chairperson of the meeting at the following meeting once ratified as a true and accurate record of the proceedings.
3. AGM minutes will be signed by the chairperson of that meeting or the chairperson of the following general meeting or AGM.

## 8. Changes to by-laws

1. The management committee may make, amend, or repeal by-laws for the internal management of the association.
2. Any by-law may be set aside by a general meeting of members.
3. An amendment, repeal or addition is valid only if it is registered by the chief executive officer.

## 9. Common seal

1. The management committee must ensure the association has a common seal.
2. The common seal must be:
  - a. kept securely by the management committee; and

- b. used only under the authority of the management committee.
3. Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
  - a. the secretary; or
  - b. another member of the management committee; or
  - c. someone authorised by the management committee

## 10. Funds and accounts

1. Funds of the association will be kept in the name of the association in a financial institution decided by the management committee.
2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
3. All moneys must be deposited in the financial institution account as soon as practicable after receipt.
4. All expenditure must be approved or ratified at a management committee meeting.
5. A payment by the association of \$20 or more must be made by electronic funds transfer (EFT) or cheque.
6. Wherever possible, businesses and suppliers will issue invoices to the association for payment of goods and services contracted
7. The treasurer will request payment by EFT and this is to be authorised by the president using the financial institution's authorisation system.
8. The association will operate a separate account, with debit card access, with a maximum balance and transaction limit of \$2000 to be held in the name of the current association treasurer.
  - a. Debit card payments are approved by the management committee for goods and services that can only be purchased or paid online.
9. If a payment of \$20 or more is made by cheque:
  - a. It must be signed by any 2 of the following
    - i. President;
    - ii. Secretary;
    - iii. Treasurer;
    - iv. Any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
    - v. However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
  - b. Cheques, other than cheques for wages, allowances, or petty cash recoupment, must be crossed not negotiable.
10. A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

## 11. General finance matters and audit

1. On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
2. Financial statements of the association will be examined by the auditor who is appointed at the AGM.
3. The auditor will present their audit report to the secretary or treasurer prior to the AGM.
4. The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## 12. Financial year

The end date of the association's financial year is 31<sup>st</sup> December in each year.

## 13. Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

## 14. Distribution of surplus assets to another entity

1. This rule applies if the association:
  - a. is wound-up under part 10 of the Act; and
  - b. has surplus assets
  - c. The surplus assets must not be distributed among the members of the association.
2. The surplus assets must be given to another entity:
  - a. having objects similar to the association's objects; and
  - b. the rules of which prohibit the distribution of the entity's income and assets to its members
3. In this rule — surplus assets, see section 92(3) of the Act.

## 15. Governing law

This constitution is made pursuant to and is governed by the laws of the State of Queensland

- [Associations Incorporation Act Queensland 1981](#)

The Association must also comply with:

- [Information Privacy Act Queensland 2009](#)

Queensland Government - Associations, charities and not for profits information is available at:

- [Incorporated associations](#)

## 16. Definitions

Definitions used throughout this document include:

- *The Association* - refers to the Dante Alighieri Society (Cairns) (Inc), an incorporated association
- *Rules* – the “rules” are also known as the “constitution” and define the way in which members of the association must conduct business and themselves
- *Objects* – refers to the goals and objectives of the association
- *Financial year* – the association’s financial year as defined in rule 13 is calendar year
- *Annual general meeting (AGM)* – is the meeting convened under rule 7.1
- *General meeting* – is the meeting to which all members are invited
- *The management committee* – refers to the group of elected members responsible for managing the affairs of the association, rule 6.
- *Convene* – means to call members together for a formal meeting
- *Resolutions or motions*
  - Ordinary resolution or motion – means resolutions other than a special resolution
  - Special resolution or motion – means a resolution passed by a majority of no less than 75% of all members entitled to vote

- *Member* – means a member of the association, item 5
- *The region* – refers to the Cairns and surrounding areas
- *Instruments* – refer to any tools used to conduct the associations business, such as proxy voting forms
- *Common seal* - *The common seal is a rubber stamp that: legally identifies your association; and provides proof of your association’s name on legal documents.*

## Document review procedures

This document will be reviewed and amended as required by the management committee meeting and presented to a general meeting for ratification by members.

Version: v4      Date updated: 11/11/2020      Date ratified at AGM: 03/02/2021

### Signatures

Gary Montagner, President 2020:



Patty Poutanen, Treasurer 2020:



Juliet Marconi, Secretary 2020:

