

**CONSTITUTION  
OF THE  
SUPPORT ASSOCIATION  
FOR THE WOMEN OF AFGHANISTAN  
SAWA-AUSTRALIA (SA) INC.**

Adopted 27 July 2010  
Amended 4 February 2015  
Amended 19 January 2021

**CONSTITUTION  
OF THE  
SUPPORT ASSOCIATION FOR THE WOMEN OF AFGHANISTAN  
SAWA-AUSTRALIA (SA) INC.**

**NAME AND PURPOSE**

1. (1) The name of the Incorporated Association is *Support Association for the Women of Afghanistan SAWA-Australia (SA) Inc.* (in these Rules called “the Association”).
- (2) The purpose of the Association is to
  - Raise funds to assist in development and relief projects for Afghan women and children,
  - Increase community awareness of the needs of Afghan women and children;
  - Encourage women, men and young people to join SAWA-Australia state associations;
  - Set up SAWA/RAWA support groups; and
  - Encourage cooperation among SAWA-Australia state associations through participation in bi-annual national SAWA network forums.

**INTERPRETATION**

2. (1) In these Rules, unless the contrary intention appears:-
  - “Committee” means the Committee of Management of the Association.
  - “Financial Year” means the year ending on June 30<sup>th</sup>.
  - “General Meeting” means a general meeting of members convened in accordance with Rule 13.
  - “Member” means a member of the Association.
  - “Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rule 5.
  - “The Act” means the Associations Incorporation Act 1985.
  - “The Regulations” means regulations under the Act.
- (2) In these Rules, a reference to the Secretary of the Association is a reference:
  - (a) where a person holds office under these Rules as Secretary of the Association, to that person;
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the Associations Incorporation Act 1985 as in force from time to time.

**POWERS OF THE ASSOCIATION**

3. The Association shall have all powers conferred by section 25 of the Act.

**COMMITTEE OF MANAGEMENT**

4. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 5.
- (2) The Committee:
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these Rules, the regulations and Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

(c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association

5. (1) The officers of the Association shall be:  
Convener  
Secretary  
Treasurer
- (2) The provisions of Rule 5 so far as they are applicable and with the necessary modification, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1);
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of her/his election but is eligible for re-election;
- (4) In the event of a casual vacancy in either office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of her/his appointment.
- (5) Subject to the provisions of the Act, the Committee shall consist of:
  - (a) the officers of the Association; and
  - (b) 4 ordinary members each of whom shall be elected at the annual general meeting of the Association in each year and
  - (c) additional members temporarily co-opted by the Committee for specific tasks.
- (6) Officers and members of the Association
  - (a) offer their services on a voluntary basis and shall not receive remuneration for services to the Association; and
  - (b) do not obtain advantages or profit from the assets of the Association.
- (7) Committee members are required to be present at a minimum of two thirds of all committee meetings during their term of office, unless permission to be absent is given by the Convener.

#### **ELECTION OF OFFICERS AND VACANCY**

6. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:
    - (a) shall be made in writing, signed by two members of the Association and be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
    - (b) shall be delivered to the Secretary of the Association not less than 7 days before the date of the annual general meeting.
  - (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
  - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
  - (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
  - (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
7. For the purpose of these Rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:
    - (a) ceases to be a member of the Association;

- (b) becomes an insolvent under administration within the meaning of the Corporation Act; or
- (c) resigns her/his office by notice in writing given to the Secretary

## **MEMBERSHIP**

- 8. (1) A person or organisation becomes a member of the Association by paying the annual membership fee (subscription) to the Association.
- (2) A person or organisation can be a member of more than one state association by paying one annual membership fee to each state association of her/his choice.
- (3) The membership details of each member are recorded by every state association in which she/he is a member.
- (4) Should a member be expelled from a state association in accordance to Rule 35 she/he is automatically expelled from all state associations in which she/he holds membership.
- (5) A right, privilege, or obligation of a person by reason of her/his membership of a state association:-
  - (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of her/his membership whether by death or resignation or otherwise.
- (6) Honorary life membership of the Association may be extended by the unanimous decision of the Committee of Management to those individuals who have rendered outstanding service to the Association. Honorary life members shall have, without payment of membership fees, all the privileges of regular members.

## **LOCAL GROUPS**

- 9. (1) Members residing in a defined local region may decide to establish a local SAWA-Australia group.
- (2) Local groups must be affiliated with a state association of their choice.
- (3) Local groups are autonomous in their operation, provided they operate in accordance with the purpose of the Association as defined in Rule 1(2).

## **ANNUAL SUBSCRIPTION**

- 10. (1) The Association will be a membership organisation.
- (2) The annual subscription will be set annually at the annual general meeting and be payable in advance on or before July 1<sup>st</sup> in each year.

## **REGISTER OF MEMBERS**

- 11. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address, email address and date of entry of each member and the register shall be available for inspection by members at the address of the Secretary.

## **ANNUAL GENERAL MEETING**

- 12. (1) The Association shall in each financial year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:-
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

- (b) to receive the Committee reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect officers of the Association and the ordinary members of the Committee;
  - (d) to appoint a Public Officer and an Auditor;
  - (e) to receive and consider the statement submitted by the Association in accordance with the Act;
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
  - (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

### **SPECIAL GENERAL MEETING**

- 13. All general meetings other than the annual general meeting shall be called special general meetings.
- 14.
  - (1) The Committee may, whenever it deems fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
  - (2) The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
  - (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
  - (4) If the Committee does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them may convene a special general meeting to be held not later than 3 months after that date.
  - (5) A special general meeting convened by members in pursuance of the Rules shall be convened the same manner or as near as possible to that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

### **NOTICE OF MEETING**

- 15.
  - (1) The Secretary of the Association shall at least 14 days before the date fixed for holding a special general meeting of the Association, cause to be sent to each member of the Association at the address appearing in register of members, a pre-paid post or by email, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
  - (2) No business other than that set out in the notification convening the meeting shall be transacted at the meeting.
  - (3) A member desiring to bring any business before a meeting may give notice of that business in writing at least 14 days before the meeting to the Secretary, who shall include that business in the notification calling the next general meeting after receipt of the notice.

### **PROCEEDINGS AT MEETINGS**

- 16.
  - (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially

- referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
  - (3) Ten (10) members present, personally or by proxy, (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
  - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to a day, time and place specified by the Chairperson at the time of the adjournment or by notification to members given before the day to which the meeting is adjourned. If at the adjourned meeting the quorum is not present within an hour after the time appointed for the commencement of the meeting, the members present (being not less than 7) shall be a quorum.
17. (1) The Convener, or in her absence, the Secretary, shall preside as Chairperson at each general meeting of the Association.
    - (2) If the Convener and the Secretary are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
  18. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
    - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
    - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
  19. A question arising at a general meeting of the Association shall be determined on the show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
  20. (1) Upon any motion arising at a general meeting of the Association, a member has one vote only.
    - (2) All votes shall be given personally or by proxy.
    - (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
  21. (1) If at a meeting a poll on any motion is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that motion.
    - (2) A poll that is demanded on the election of a Chairperson or on a motion of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.
  22. A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

23. (1) Each member shall be entitled to appoint another member as her/his proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1 or Appendix 2.

#### **PROCEEDINGS OF COMMITTEE**

24. (1) The Committee shall meet at least four times in each year at such a place and such a time as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the Convener or any three (3) members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if within one half hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a place, time and date to be determined by those present unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee a Committee member appointed at the previous meeting shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by consensus or where consensus is not possible, a majority vote.
- (8) Each member of the Committee shall be notified of each Committee meeting at least five days before the date of the meeting.
- (9) Committee members where possible will be on an email data base for the transmission of current information of the Association between Committee meetings.

#### **SECRETARY**

25. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

#### **TREASURER**

26. The Treasurer shall collect and receive donations and moneys due to the Association and make all payments authorised by the Association; and shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

#### **REMOVAL OF MEMBER OF COMMITTEE**

27. (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of her/his term of office and appoint another member in her/his stead to hold office until the expiration of the term of the first-mentioned member.  
Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Administrative Officer or Convener of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Administrative Officer or the Convener

may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

#### **CHEQUES**

28. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of three signatories who are members of the Committee and appointed by the Committee.

#### **SEAL**

29. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.  
(2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

#### **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

30. These Rules and the Statement of Purpose of the Association shall not be altered except in accordance with the Act.

#### **NOTICES**

31. (1) A notice may be served by or on behalf of the Association upon any members either personally, by sending it by post to the member at her/his address shown in the Register of Members or by email.  
(2) Where a document is properly addressed and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **CUSTODY OF RECORDS**

32. (1) Except as otherwise provided in these Rules, the Secretary shall keep in her/his custody or under her/his control all books, documents and securities of the Association.  
(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

#### **FUNDS**

33. (1) The funds of the Association are to be derived from annual subscriptions, donations, fundraising events, grants and other sources as the Committee determines appropriate.  
(2) The assets and income of the Association shall be applied exclusively to the furtherance of its objectives and no portion shall be distributed directly or indirectly to its members, except as bona fide compensation for services rendered or expenses (with receipts) incurred on behalf of the Association.

#### **RESIGNATION AND EXPULSION OF MEMBER**

34. (1) A member of the Association who has paid all moneys due and payable by her/him to the Association may resign from the Association by first giving one months notice in writing to the Secretary of her/his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.



- (2) Upon the expiration of a notice given under sub-clause (1) the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
35. (1) Subject to these Rules, the Committee may by resolution:-  
 (a) expel a member from the Association;  
 (b) suspend a member from membership of the Association for a specified period.
- (2) A resolution of the Committee under sub-clause (1):  
 (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and  
 (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) If the Committee passes a resolution under sub-clause (1), the Secretary shall as soon as practicable, cause to be served on the member a notice in writing  
 (a) setting out the resolution of the Committee and the grounds on which it is based;  
 (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;  
 (c) stating the date, place and time of that meeting;  
 (d) informing the member that she/he may do one or more of the following:  
 (i) attend that meeting;  
 (ii) give reason to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;  
 (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that she/he wishes to appeal to the Association in general meeting against the Resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee:-  
 (a) shall give to the member an opportunity to be heard;  
 (b) shall give due consideration to any written statement submitted by the member; and  
 (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3), she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5):  
 (a) no business other than the question of the appeal shall be transacted;  
 (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;  
 (c) the member shall be given an opportunity to be heard; and  
 (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the meeting:  
 (a) a majority of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and  
 (b) in any other case, the resolution is revoked.

## **DISPUTES AND MEDIATION**

36. (1) The grievance procedure set out in this rule applies to disputes under these Rules between -

- (a) a member and another member; or
  - (b) a member and the Association.
- (2) The parties of the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
  - (3) 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 the meeting in the presence of a mediator.
  - (4) The mediator must be-
    - (a) a person chosen by agreement between the parties; or
    - (b) in the absence of agreement -
      - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
      - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of the state of incorporation.
  - (5) A member of the Association can be a mediator.
  - (6) The mediator cannot be a member who is the party to the dispute.
  - (7) The parties to the dispute must, in all good faith, attempt to settle the dispute by mediation.
  - (8) The mediator, in conducting the mediation, must-
    - (a) give the parties to the mediation process every opportunity to be heard; and
    - (b) allow due consideration by all parties of any written statement submitted by any party; and
    - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
  - (9) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

#### **WINDING UP OR REVOCATION OF DGR STATUS**

37. (1) In the event of the winding up or dissolution of the Association, after satisfaction of all its debts and liabilities, any property shall be given or transferred to an organization or organisations having similar objectives to the Association and to which income tax deductible gifts can be made.
- (2) If the endorsement as a deductible gift recipient is revoked, any surplus of the following assets shall be transferred to another organisation or organisations with similar objectives to the Association to which income tax deductible gifts can be made:
  - gifts of money or property for the principal purpose of the organisation
  - contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
  - money received by the organisation because of such gifts and contributions.
- (3) The choice of organisation(s) to which property and gifts are to be transferred shall, in accordance with sub-clauses (1) and (2), be deemed by the Committee.

**THE END**

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**Appendix 1**

**Appointment of Proxy**

I, ..... (name in printed letters)

of ..... (address)

being a financial member of SAWA-Australia ( )\* \*(insert state association)

appoint ..... (name of proxy holder)

of ..... (address of proxy holder)

being a financial member of that Incorporated Association, as my proxy to vote for me on my behalf at the general/special\* meeting of the Association to be held on (\* delete as appropriate)

.....(date of meeting)

and at any adjournment of that meeting.

**Either:**  I authorize my proxy to vote at her/his discretion.

**Or:** I authorize my proxy to vote in favour of (insert names as appropriate, using only names of candidates standing for election for the respective positions)

..... for Convener

..... for Secretary

..... for Treasurer

..... for ordinary members

[NOTE: If additional motions are to be tabled at the meeting, include here instructions for the vote on these motions following the scheme laid out in Appendix 2, using additional pages if necessary.]

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Signed

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Date

**Appendix 2**

**Appointment of Proxy**

I, ..... (name in printed letters)

of ..... (address)

being a financial member of SAWA-Australia ( )\* \*(insert state association)

appoint ..... (name of proxy holder)

of ..... (address of proxy holder)

being a financial member of that Incorporated Association, as my proxy to vote for me on my behalf at the general/special\* meeting of the Association to be held on (\* delete as appropriate)

.....(date of meeting)

and at any adjournment of that meeting.

**Either:**  I authorize my proxy to vote at her/his discretion.

**Or:** I instruct my proxy to vote in favour of all motions/abstain/vote against all motions (strike out as appropriate)

**Or:** I instruct my proxy to vote as follows (mark each motion as appropriate):

**Motion 1:** [insert text of motion]

in favour  against  abstain

**Motion 2:** [insert text of motion]

in favour  against  abstain

**Motion 3:** [insert text of motion]

in favour  against  abstain

etc.

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Signed

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Date