

The Constitution of the Association

Part I – Definitions and Interpretation

Clause 1

1. In this Constitution, unless the contrary intention is expressed:
 - “Affiliate Member” means a member of the association under Clause 8 c);
 - “Annexe” means any document attached to the Constitution, which can be changed by ordinary resolution of the General Meeting of the Association;
 - “Business Day” means any day except of Saturday, Sunday and bank holiday;
 - “Chairman” means the person who preside the General Meetings of the Association;
 - “Executive Committee” means the council established under this Constitution to manage the affairs of the association, which council constitutes the committee for the purposes of the Law;
 - “Financial Year” means the year ending on thirtieth of June;
 - “General Meeting of the Association” means any meeting of the members of Association, whether annual or extraordinary, held according to the Part V of the Constitution.
 - “Honorary Member” means a member of the Association under Clause 8 b);
 - “Law” means the Associations Incorporation Act 1981 of Victoria and regulations under the Act;
 - “Member of the Executive Committee” means a member of the executive committee under Clause 19;
 - “Member of the Association” means a member, however described, of the Association;
 - “Member” means a member of the Association under Clause 8 a);
 - “Membership Officer” means a person holding the office under these rules as membership officer of the Association or, where no such person holds that office, the secretary of the Association;
 - “Office Bearer” means a member of the executive committee under Clause 20;
 - “President” means a person holding the office under these rules as president of the Association or, where no such person holds that office, the Public Officer of the Association
 - “Public Officer” has the same meaning as defined by Law under s. 3(1);
 - “Secretary” means a person holding the office under these rules as secretary of the Association or, where no such person holds that office, the Public Officer of the Association
 - “Treasurer” means a person holding the office under these rules as treasurer of the Association or, where no such person holds that office, the Public Officer of the Association

- “Vice President” means a person holding the office under these rules as vice-president of the Association or, where no such person holds that office, the Public Officer of the Association
2. Other terms used in this Constitution shall have the meaning determined by their collocation.

Clause 2.

1. In this Constitution, unless the context otherwise requires:
 - (a) headings and underlining are for convenience only and do not affect the interpretation of this Constitution;
 - (b) words importing the singular include the plural and vice versa;
 - (c) words importing a gender include any gender;
 - (d) other parts of speech and grammatical forms of a word or phrase defined in this Constitution have a corresponding meaning;
 - (e) a reference to any thing includes a part of that thing;
 - (f) a reference to a part, clause, party, annex, exhibit or schedule is a reference to a part and clause of, and a party, appendix, exhibit and schedule to, this Constitution and a reference to this Constitution includes any appendix, annex, exhibit and schedule;
 - (g) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing them, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute as of the date of a reference;
 - (h) a reference to a document includes an amendment or supplement to, or replacement or (in case of contract) novation of, that document as of the date of a reference;
 - (i) a reference to a document includes any agreement in writing, or any certificate, notice, instrument or other document of any kind or document in writing, or any document in any form equivalent to written one including electronic form;
 - (j) a reference to time is a reference to time in Victoria, Australia; and
 - (k) where the day on or by which any thing is to be done is not a Business Day, that thing shall be done on or by the next Business Day;
 - (l) if any of the expressions used in this Constitution do not have express equivalent in the legal status according to the reference date, they should be omitted in case of interpretation of this Constitution;
2. Any provision of, or the application of any provision of, this Constitution or any power, which is prohibited, shall be ineffective only to the extent of that prohibition.
3. The rights, duties and remedies granted or imposed under the provisions of this Constitution operate to the extent not excluded by Law.
4. If any term or provision of this Constitution, or the application thereof to any person or circumstances, shall to any extent be invalid or unenforceable, the remainder of this Constitution, or the application of such terms to persons or circumstances other than those, as to which it is invalid or unenforceable, shall not be affected thereby, and each term of this Constitution shall be valid and enforceable to the fullest extent permitted by Law.

5. All issues not provided for hereunder shall be governed by the Model Rules for an incorporated association and the Associations Incorporation Act 1981 (Vic) with all changes and amendments.

Part II – Objectives and powers

Clause 3.

The name of the Association is “***Association of Polish Professionals in Australia***” (hereinafter as “the Association”). The Association may also use “***APPA***” as the acronym of the full name.

Clause 4.

Objectives of the Association are:

- (a) To foster the spirit of good fellowship amongst members by promotion of, voluntary contribution to and maintaining social interactions within the Association.
- (b) To promote and maintain Polish language, tradition, history and culture by carrying out functions for members and supporters, including tertiary students, of the Association
- (c) To foster national pride and protect the good name of Poland and Australia
- (d) To provide educational, information and leisure activities for Members and supporters of the Association.
- (e) To establish and maintain liaison with Australian and Polish professional associations in Australia and abroad.
- (f) To do all such other things as may seem to the Association incidental or conducive to the attainment of the above objects or any of them. .

Clause 5.

1. The Executive Committee may establish an award, for the better carrying out of the objectives set forth in Clause 4, and to encourage best achievements in various fields of activity.
2. The Executive Committee shall have the right to apply the income of the Association’s funds to establish awards in such manner as they think fit and for time periods and under such terms as in their absolute discretion they may deem proper.
3. The General Meeting of the Association may by resolution agree to apply other sources of the Association’s funds.

Clause 6.

The Executive Committee may at any time establish a charitable trust for the better carrying out of objectives set forth in Clause 4 of the Constitution or for any other public patriotic or philanthropic purpose as the General Meeting may determine.

Part III – Membership

Clause 7.

1. Members of the Association shall be classified as follows
 - (a) Members
 - (b) Honorary Members
 - (c) Affiliate Members
2. The Executive Committee may, from time to time, prescribe other categories of Members and may review classifications, rights, privileges, and other obligations of any such category.
3. Membership of the Association shall be open to persons who satisfy the requirements of being Polish by birth, descent, or naturalisation and who, subject to clause 8 b) and c), holds adequate professional qualifications, as defined in Clause 8.
4. Membership is open to both men and women.

Clause 8.

- (a) Every Applicant for the status of a Member shall satisfy the Executive Committee of holding necessary professional qualifications obtained from recognised course of study at a university or equivalent tertiary educational institution, whether in Australia or overseas, or by passing examinations prescribed by one of the Australian tertiary educational institutions.
- (b) Honorary Member is:
 - i. a person who was a valuable (merited) Member of the Association for at least 40 years, or
 - ii. a person recognised by the Executive Committee for outstanding achievement, within or outside the Association, or
 - iii. person's membership would be an honour to the Association
- (c) Affiliate Member is
 - i. a person, who either:
 - a. undertakes studies to obtain university or equivalent tertiary educational degree, whether in Australia or overseas, or by passing examinations prescribed by one of the Australian tertiary educational institutions,
 - b. according to special circumstances, approved by the decision of the Executive Committee, cannot be an ordinary Member or Honorary Member
 - ii. or an institution, organisation or other group of persons united by their common activity, which rights and obligation shall be regulated by the contract executed between such institution, organisation or other group of persons and the Executive Committee.

Clause 9.

1. A candidate for membership shall make application for election in writing and shall agree to be bound by the Constitution and by all by-laws of the Association if elected.
2. The application shall be endorsed by an existing Member of the Association. Such application shall be brought before the Executive Committee at its subsequent meeting when the quorum is present.
3. The Executive Committee may by ballot or otherwise elect the candidate as a Member, Honorary Member or Affiliate Member or may reject such application.
4. The Executive Committee shall not be bound to reveal the grounds for refusing to admit any candidate to membership.

Clause 10.

1. A right, privilege or obligation which a person has by virtue of being a Member of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) is terminated upon cessation of the person's membership.
2. The liability of a Member of the Association to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the Member of the Association in respect of membership of the Association, for that current year, as required by Clauses 16 and 17.

Clause 11.

A person ceases to be a Member of the Association if the person:

- (a) dies;
 - (b) resigns from Membership of the Association;
 - (c) suffers from mental incapacity requiring them to be dealt with under mental health legislation;
 - (d) is expelled from the Association; or
 - (e) fails to pay annual subscription within (6) six months of the date of any renewal notice sent to that person by the Association, or such other period as determined by the Executive Committee, and
- in relation to the Affiliate Member which is an institution, organisation or other group of persons also by:
- (f) termination by cause or notice of the contract;
 - (g) expiration of the contract;
 - (h) breach of contract by either of the party. Should the breach of contract occur by the Executive Committee action, the procedure of appeal applies.

Clause 12.

1. A Member of the Association may not resign from membership of the Association except in accordance with this rule.

2. A Member of the Association who has paid all dues may resign from membership of the Association by giving minimum one month's written notice (unless the Executive Committee has determined a shorter period) to the Membership Officer.
3. The Membership Officer shall annotate such resignation in the register.

Clause 13.

1. The Executive Committee may by resolution
 - (a) expel a Member of the Association from the Association; or
 - (b) suspend a Member of the Association from such rights and privileges of membership of the Association as the Executive Committee may determine; or
 - (c) fine a Member of the Associationwho, in the opinion of the Executive Committee, shall be guilty of any act, practice or conduct:
 - (d) prejudicial to the interest of the Association or
 - (e) calculated in any way to damage the reputation of the Association or its Members.
 - (f) to impair or affect the enjoyment of the Association premises by the Members of the Association thereof.
2. Failure by a Member of the Association to pay subscription within three (3) months after it falls due shall be deemed as conduct prejudicial to the interests of the Association for the purposes of this clause, and may effect in suspension of the Membership.
3. Failure by a Member of the Association to pay subscription within six (6) months after it falls due shall be deemed conduct prejudicial to the interests of the Association for the purposes of this clause, and may effect in expulsion from the Association.
4. Notice of any such suspension, fine or expulsion shall forthwith be sent to the registered Member's address.
5. The procedure for disciplining the Members of the Association constitutes an Annexe No 1. to the Constitution.

Clause 14.

A Member of the Association suspended or expelled by the Executive Committee for any reason other than non-payment of subscription, may appeal to the next General Meeting for a reversal of this decision and for this purpose shall give the Secretary a written notice within fourteen (14) days of being suspended or expelled. Such suspension or expulsion shall be deemed to be valid until the General Meeting resolves otherwise.

Clause 15.

Any person shall upon ceasing to be a Member of the Association forfeit all rights to any claim upon the Association and its property and funds.

Clause 16.

The payment of any Member's subscription shall imply acquiescence by him in the Constitution and by-laws of the Association and shall bind him therein accordingly.

The annual membership fee is payable:

- (a) except as provided by clause 16(b) below, before 1 January in any calendar year; or
- (b) on the day a person becomes a Member, apportion of the full annual membership fee, counted on the basis of the months left in the year the fee is paid for.

Clause 17.

1. The annual subscriptions are divided as follows:
 - full subscription – Members employed;
 - discounted subscription – for Member retired, handicapped, unemployed, Affiliate Members, and other Members according to the Executive Committee discretion,
 - no obligatory subscription – Honorary Member.
2. Should exceptional or unusual circumstances warrant their doing so, or special situation of the Member enquire to execute it, the Executive Committee shall have the power to waive, reduce, apportion or alter the annual subscription payable by Members or any class of Member.
3. The alternation and determination of the full annual subscription is proposed by the Executive Committee and accepted by the simple majority resolution of the General Meeting in the "Subscription Annex".

Clause 18.

1. The Membership Officer shall keep and maintain a register of Members of the Association in which shall be entered the full name, qualifications, current occupation, postal and e-mail address, telephone numbers, date of birth and date of entry.
2. The list of Members of the Association shall be available for inspection by Members of the Association regarding the membership of other persons.
3. The register shall be available for inspection by Members of the Association , limited to their details , at the Members of the Association meeting venues.

Part IV – Executive Committee

Clause 19.

The Association shall be governed by an Executive Committee consisting of the Office Bearers of the Association and at least 2 members.

Clause 20.

1. The Office Bearers of the Association shall be:

- (a) a President,
 - (b) a Vice President,
 - (c) a Secretary and
 - (d) a Treasurer.
2. The Office Bearers and the other Members of the Executive Committee shall be elected by the Association at the General Meeting to serve for 2 (two) years term.
 3. The President can be re-elected for the next 2 (two) years term. The President cannot serve for more than 4 (four) consecutive years unless the General Meeting at which the election is held decide otherwise.
 4. The method of voting for each election shall be determined by the Members of the Association at the General Meeting.
 5. The Office Bearers and the other elected Members of the Executive Committee shall, within 1 (one) week from the election, have the right to alter the decision of the General Meeting regarding elected Office Bearers but the President, as well as appoint other persons for necessary positions within the Executive Committee.
In case the President and other elected Members of the Executive Committee shall not agree upon determination of distribution of positions within specified time, the President shall decide.

Clause 21.

1. Only a Member may be elected on as an Office Bearer.
2. No Member shall be qualified for elective on as an Office Bearer unless such Member shall have been a Member for 12 (twelve) months immediately preceding such election.
3. If no nominees with over 12 (twelve) months membership exist then a nominee with less than 12 months membership can stand for election.

Clause 22.

All nominations of candidates for Office Bearers shall be delivered to the Secretary or the President not less than 7 (seven) days before the meeting at which the election is to take place. The President or the Chairman (at AGM) shall direct the elections of all Office Bearers and auditors at any meeting where such elections take place.

Clause 23.

1. The Executive Committee may, subject to Clause 21, fill any casual vacancy in any Office Bearer but the President, by appointing one or more of Members of the Executive Committee to the vacant office and the Member(s) of the Executive Committee so appointed shall act during the remainder of the term of predecessor(s).
2. The Executive Committee may fill any casual vacancy occurring in the office of other Members of the Executive Committee then specified in Clause 23 (1) above, by appointing Members of the Association to the vacant office and the Members of the Association so appointed shall hold office during the remainder of the term of predecessor(s).

Clause 24.

A Member of the Executive Committee shall vacate the position if the Member:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) resigns from office;
- (d) is removed from office pursuant to Clause 13 and/or Clause 25;
- (e) suffers from mental or physical incapacity;
- (f) is disqualified from office under applicable laws; or
- (g) is absent without leave from 3 (three) consecutive meetings of the Executive Committee.

Clause 25.

The General Meeting may by resolution remove any and all Members of the Executive Committee from the Executive Committee before the expiration of the Office Bearer's term of office.

Clause 26.

1. An absolute majority (50% + 1) of the Members of the Executive Committee, including at least 2 Office Bearers, constitute a quorum.
2. The procedure for the Executive Committee Meetings constitutes an Annex No. 2 to the Constitution.

Clause 27.

The Executive Committee, subject to the legal requirements, this Constitution, and to any resolution passed by the General Meeting:

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by the General Meeting; and
- (c) has the power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.

Clause 28.

The Executive Committee may appoint such sub-committee as it may think fit for the further and better government of the Association and shall appoint such Members of the Association as it thinks fit to such subcommittees which shall hold office at the discretion of the Executive Committee.

Clause 29.

The Executive Committee shall have power from time to time to make, vary and repeal by-laws for the proper conduct and management to the Association and any Sub-Committee thereof.

Clause 30.

The Executive Committee shall cause that the Treasurer keeps proper books of account with full and true and complete accounts of the affairs and transactions of the Association. Subject to Clause 31(b), the books shall be closed on the last day of June in each year unless the General Meeting shall decide otherwise and such date shall be decreed to be the close of the financial year.

Part V – General Meetings

Clause 31.

The Annual General Meeting of the Association shall be held no later than the end of November of each year at such time and place as the Executive Committee shall determine for the following purposes (inter alia):

- (a) To receive from the Executive Committee, a report, balance sheet and statement of accounts for the preceding financial year
- (b) To receive from the Executive Committee, a report, balance sheet and statement of accounts for the time from the end of the financial year of the current year until 7 (seven) days before the Annual General Meeting is held the current year.
- (c) To fill any vacancies in the Executive Committee.
- (d) To consider any other business of which notice shall have been given to the Secretary at least 7 (seven) days before the Meeting is held.

Clause 32.

The Executive Committee may at any time and shall on the requisition in writing of 1/5 (one fifth) of the Members of the Association entitled to vote stating the business for which it is required ,convene an Extraordinary General Meeting for any purpose.

Clause 33.

The Secretary or the President, at least 14 (fourteen) days before any General Meeting of the Association, shall notify all Members in writing specifying the place, date and hour of the meeting and the business that will be brought before such meeting.

Clause 34.

- (a) at all Meetings of the Association – all Members and Honorary Members and
- (b) at all Meetings of the Executive Committee all Members of the Executive Committee

are entitled to one vote only, provided that the Chairman for the time being for the Meeting shall have a casting vote in the case of a deadlock.

Clause 35.

1. At all General Meetings of the Association all votes shall be given personally or by proxy.
2. A Member is not entitled to vote at any General Meeting unless all moneys due and payable by such Member to the Association have been paid.
3. A suspended Member has no right to vote.

Clause 36.

Minutes of the proceedings of every General Meeting (whether Annual or Extraordinary) shall be entered and kept by the Secretary in a minute book and such minutes when signed by the Chairperson shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a Meeting duly convened and held.

Clause 37.

The procedure for the General Meeting constitutes an Annex No. 3 to the Constitution.

Part VI – Miscellaneous

Clause 38.

The funds of the Association shall be derived from

- (a) annual subscriptions of Members of the Association,
- (b) donations, grants and subsidies as well as other financial support from members or non-member sole persons, entities and/or institutions,
- (c) interests from deposited funds,
- (d) income from the coaching, lectures activities and social functions and,
- (e) subject to any resolution passed by the General Meeting, such other sources as the Executive Committee determines.

Clause 39.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Office Bearers - the Treasurer and either President or the Vice President.

Clause 40.

1. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

2. The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

Clause 41.

1. Subject to any resolution passed by the General Meeting, the Executive Committee has the exclusive right to decide on purpose and use of funds and expenditures of the Association.
2. The funds of the Association shall be used only for the purpose of fulfilling the objects of the Association as laid down in Clause 4.

Clause 42.

The accounts of the Association shall be audited each financial year by an Audit Committee. The Audit Committee shall consist of a Chairman and one Auditor to be elected from among the Members of the Association at General Meeting to serve for two (2) years.

Clause 43.

1. The Treasurer shall keep in his custody or under his control all financial books and financial documents of the Association and such books and documents of the Association shall be available for inspection by Members of the Association at the address where they are held.
2. The Common Seal of the Association shall be kept in the custody of the Secretary.
3. The Common Seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal shall be attested by the signatures of the President and the Secretary.

Clause 44.

This Constitution and Purposes may from time to time be altered by notice of motion in writing being given to the Secretary at least 27 (twenty seven) days before the discussion of such motion in General Meeting and the Secretary shall cause notice of any intended alterations to be given to all Members of the Association not less than 21 (twenty one) days before the General Meeting. For such Constitutional alterations to take effect at least $\frac{3}{4}$ (three-fourth) of the Members and Honorary Members present shall vote in favour of the alteration.

Clause 45.

The Association may be dissolved or wound up by a resolution at any General Meeting or Extraordinary General Meeting called for such a purpose.

Clause 46.

If upon the dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among Members of the Association but shall be transferred to some charitable objective or objectives which shall be determined by Members of the Association at or before the time of dissolution or winding up or in default thereof by the last existing Executive Committee prior to dissolution or winding up.

Annexe No. 1

Disciplining

1. DISCIPLINING OF MEMBERS OF THE ASSOCIATION

- 1.1. A resolution of the Executive Committee under Clause 13 is of no effect unless the Executive Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of the Association of a notice under rule 1.2, confirms the resolution in accordance with this rule.
- 1.2. Where the Executive Committee passes a resolution under Clause 13, the Member of the Executive Committee – person acting as the Membership Officer - shall, as soon as practicable, cause a notice in writing to be served on the Member of the Association:
 - 1.2.1. setting out the resolution of the Executive Committee and the grounds on which it is based;
 - 1.2.2. stating that the Member of the Association may address the Executive Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - 1.2.3. stating the date, place and time of that meeting; and
 - 1.2.4. informing the Member of the Association that the Member of the Association may do either or both of the following:
 - 1.2.4.1. attend and speak at that meeting;
 - 1.2.4.2. submit to the Executive Committee at or prior to the date of that meeting written representations relating to the resolution.
- 1.3. At a meeting of the Executive Committee mentioned in rule 1.1, the Executive Committee shall:
 - 1.3.1. give to the Member of the Association mentioned in Clause 13 an opportunity to make oral representations;
 - 1.3.2. give due consideration to any written representations submitted to the Executive Committee by that Member of the Association at or prior to the meeting; and
 - 1.3.3. by resolution determine whether to confirm or to revoke the resolution of the Executive Committee made under Clause 13.
- 1.4. Where the Executive Committee confirms a resolution under rule 1.3, the person acting as the Membership Officer shall, within 7 (seven) days after that confirmation, by notice in writing inform the Member of the Association of that confirmation and of the Member's of the Association right of appeal under rule 2.
- 1.5. A resolution confirmed by the Executive Committee under rule 1.3 does not take effect:
 - 1.5.1. until the expiration of the period within which the Member of the Association is entitled to appeal against the resolution where the Member of the Association does not exercise the right of appeal within that period; or
 - 1.5.2. where within that period the Member of the Association exercises the right of appeal, unless and until the association confirms the resolution in accordance with rule 2.4.

2. RIGHT OF APPEAL OF DISCIPLINED MEMBER OF THE ASSOCIATION

- 2.1. A Member of the Association may appeal to the Association in General Meeting against a resolution of the Executive Committee which is confirmed under rule 1.3, within 7 (seven) days after notice of the resolution is served on the Member of the Association, by lodging with the person acting as the Membership Officer a notice to that effect.
- 2.2. Upon receipt of a notice under rule 2.1, the person acting as the Membership Officer shall notify the Executive Committee which shall convene a General Meeting of the

Association to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.

- 2.3. At a General Meeting of the Association convened under rule 2.2:
 - 2.3.1. no business other than the question of the appeal shall be transacted;
 - 2.3.2. the Executive Committee and the Member of the Association shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - 2.3.3. the Members of the Association present shall vote by secret ballot on the question of whether the resolution made under rule 1.3 should be confirmed or revoked.
- 2.4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 1.3, that resolution is confirmed.

Annexe No 2.
THE EXECUTIVE COMMITTEE MEETINGS AND QUORUM

1. The Executive Committee shall meet at least two times in each calendar year at such place and time as the Executive Committee may determine, or on the written request of at least three Executive Committee Members.
2. Oral or written notice of a meeting of the Executive Committee shall be given by the Secretary to each Member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed upon by the Members of the Executive Committee) before the time appointed for the holding of the meeting.
3. Notice of a meeting given under rule 2 shall specify the general nature of the business to be transacted at the meeting, and no business other than that business shall be transacted at the meeting, except business which the Executive Committee Members present at the meeting unanimously agree to treat as urgent business.
4. An absolute majority (50% + 1) of the Members of the Executive Committee, including at least 2 Office Bearers, constitute a quorum.
5. No business shall be transacted by the Executive Committee unless a quorum is present and if, within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the day in the following week.
6. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
7. At meetings of the Executive Committee the President or in the absence of the President, the Vice-President shall preside.
8. Voting at Executive Committee meetings will be personally, and a simple majority will prevail. In the event of a tie, the Chairman of the meeting will have the second and casting vote.
9. A resolution in writing signed by all representatives comprising the Executive Committee for the time being will have the same effect as if it had been passed at a meeting of the Executive Committee duly called and constituted. Any such resolution will be tabled at the next meeting of the Executive Committee and recorded in the Minutes of that meeting.
10. A Executive Committee meeting may be held by the Members of the Executive Committee communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The Executive Committee Members need not be physically present in the same place for a Executive Committee meeting to be held. A Executive Committee Member who participates in a meeting held in accordance with this rule 10 is taken to be present and entitled to vote at the meeting.

DELEGATION BY COUNCIL TO SUB-COMMITTEE

1. The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of the Association as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than:
 - a. this power of delegation; and
 - b. a function which is a function imposed on the Executive Committee by the law, or by resolution of the association in general meeting.

2. A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
3. A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
4. Notwithstanding any delegation under this rule, the Executive Committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had done or suffered by the Executive Committee.
6. The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
7. A sub-committee may meet and adjourn as it thinks proper.

VOTING AND DECISIONS

1. Questions arising at the meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined by a majority of the votes of Members of the Executive Committee or sub-committee present at the meeting.
2. Each Member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. Subject to Clause 28, the Executive Committee may act notwithstanding any vacancy on the Executive Committee.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

PATRONS

The Association may invite such persons as it thinks proper to become patrons. Such patrons will enjoy the rights and privileges of financial membership for the term of their appointment.

Annexe No 3.
GENERAL MEETINGS - PROCEDURE

1. No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
2. At any General Meeting of the Association 1/5 (one fifth) of all Members and Honorary Members entitled to vote shall form a quorum.
3. 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 the Members and Honorary Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members and Honorary Members present (being not less than one tenth) shall constitute a quorum.

CHAIRMAN

1. At the Annual General Meeting or any Extraordinary General Meeting of the Association a Chairperson elected by the quorum of the meeting shall preside.
2. At any other Meeting of the Association the President shall preside.
3. In the President's absence at the time appointed for such a meeting, the Vice-President or in his/her absence, a Chairperson elected by the meeting shall preside.
4. Subject to Clause 34, should the case of the President, the Vice-president or any other Member of the Executive Committee or a spouse or a child of the above mentioned persons be considered at the Meeting, such person shall not preside the Meeting, and shall be treated for the purposes of the clause as absent.

ADJOURNMENT

1. The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of Members and Honorary Members present at 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 General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in rules 1 and 2 above, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

1. A question arising at a Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried

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

VOTING

1. Subject to rule 3 below, upon any question arising at a Meeting of the Association, a Member has one vote only.
2. All votes shall be given personally or by proxy but no Member or Honorary Members may hold more than two proxies.
3. In the case of an equality of votes on a question at a Meeting, the person presiding is entitled to exercise a second or casting vote.
4. A Member or proxy is not entitled to vote at any Meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid.

APPOINTMENT OF PROXIES

1. Each Member and Honorary Members shall be entitled to appoint another Member or Honorary Members as 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 to these rules.

FORM OF APPOINTMENT AS PROXY

I (full name), of (address), being a Member of the Australian Association of Polish Professionals, hereby appoint (full name of proxy), of (address), being a Member of that incorporated Association, as my proxy to vote for me on my behalf at the General Meeting of the Association (annual general meeting or other general meeting, as the case may be) to be held on the day of and at any adjournment of that meeting.

** My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

(signature of member appointing proxy)
(date)

(** to be inserted if desired)

NOTE: A proxy vote may not be given to a person who is not a Member of the Association

Subscription Annexe

A Full Subscription – \$ 40

Honorary Member - \$ 0

All Honorary and Affiliate Members of the Association shall pay 50% discount fees for Association's events, excluding balls and others similar, large events.