

Persian Academic and Cultural Association in Adelaide (PACAINA)

1 Preamble

1. The name of the incorporated association is Persian Academic and Cultural Association in Adelaide, and will be referred to as the Association.
2. This Association is a non-profit organization with academic and cultural nature that is not associated with any political, religious or cultural organization in or outside of Australia.
3. This Association will not accept financial support from any political, religious or cultural organization in or outside of Australia (except official Australian public organizations such as MRC, etc.).
4. This association will not collect funds for charitable purposes.
5. This association will strictly operate within Australian legal system.

2 Definition

1. "Executive Committee" of the association means the chairperson, secretary, and treasurer, in addition to two other elected Official Members of the association.
2. "Member" of the association means:
 - a. A person who is under these rules a member of the association; or
 - b. A body that is under these rules a member of the association.
3. "The Act" refers to the *Associations Incorporation Act 1985* (Cth).

3 Objectives and Values

1. Social and community activities within the framework of Iranian, Islamic and Australian cultures.
2. Respecting the beliefs and values of various communities in Australia.
3. Accepting cultural pluralism and diversity of views and ideas of others.
4. Independence in decision making democratically for the benefit of the community.
5. Promoting and developing academic and cultural activities of Iranian-Australian communities within Australia.

4 Powers of Association

1. Acquire, hold, deal with, and dispose of, any personal property;
2. Administer any property on trust;
3. Open and operate ADI accounts; and
4. Enter into any contract it considers necessary or desirable.

5 Membership

5.1 General and Social Membership

1. Any person who supports and contributes to the PACANIA activities or is a member of one of the ICAASA media platforms (e.g. the email list, Telegram channel, Facebook page, et cetera) is considered to be a General Member of the Association.

5.2 Official Membership

Any person who meets the following conditions is considered as an official member. Official Members must meet the following qualifications:

- a. Be 18 years of age or older;
- b. Agree to the objects of the association listed above and agree to be bound by its rules;
- c. Apply for membership;
- d. Have their application approved by the Executive Committee; and
- e. Pay the membership fee.

5.3 Membership Cancellation

The membership will be cancelled if any of the following conditions exists:

- a. A Member may resign from Membership of the Association by giving written notice to the Committee.
- b. Membership will be cancelled if a Member is absent from their responsibilities and the Committee provides written notice of the cancellation.
- c. Members whose Membership is cancelled will have an opportunity to contest this cancellation at an Annual General Meeting.

5.4 Membership Resignations

A Member may resign from membership of the Association by giving written notice to the Secretary and the Executive Committee of the Association.

6 The Executive Committee

6.1 Powers and Duties

1. The affairs of the Association shall be managed and controlled by an Executive Committee which will consist of:
 - a. Five (5) Official Members; and
 - b. Two (2) substitute Official Members, who will join the Executive in the absence of Official Members.
2. The Executive Committee has the management and control of the funds and other property of the Association.
3. The Executive Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
4. The Committee shall appoint a public officer as required by the Act.

6.2 Appointment

1. The Executive Committee shall be comprised of a chairperson, secretary, treasurer, and two Official Members.
2. The first Executive Committee will be elected at the first Annual General Meeting following incorporation of the Association.
3. Notice of all persons seeking election to the Executive Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.

4. The Executive Committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next Annual General Meeting of the Association and shall be eligible for election to the Executive Committee without nomination.

6.3 Proceedings of Executive Committee

1. The Executive Committee shall meet together for the dispatch of business on a regular basis to be decided by the Executive Committee.
2. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes.
3. A member of the Executive Committee who has direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Executive Committee as required by the Act, and must not vote with respect to the contract or proposed contract. The member of the Executive Committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.

6.4 Disqualification of Committee Members

1. The office of an Executive Committee member shall become vacant if an Executive Committee member is:
 - a. Disqualified from being a committee member by the Act;
 - b. Expelled as a member under these rules;
 - c. Permanently incapacitated by ill health;
 - d. Absent without apology for more than four meetings in a financial year; or
 - e. No longer the duly appointed representative of a corporate member.

7 The Seal

1. The Association shall have a common seal upon which its corporate name shall appear in legible characters.
2. The seal shall not be used without the express authorisation of the Executive Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the chairperson and the secretary.
3. The Executive Committee may authorise the affixing of the seal to contracts, which, if made between private persons, would be required to be in writing and signed by the parties, pursuant to s 26(1)(a) of the Act.
4. Any document bearing the common seal of the Association is to be presumed in any legal proceedings, in the absence of proof to the contrary, to have been duly executed pursuant to s 63(5) of the Act.

8 Meetings

8.1 Annual General Meetings

1. The Executive Committee shall call an Annual General Meeting in accordance with the Act and these rules.
2. The first Annual General Meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of its financial year.
3. The order of business at the meeting shall be:
 - a. The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;

- b. The consideration of the accounts and reports of the Executive Committee and the auditor's report (if auditor's report is required);
- c. The election of Executive Committee members;
- d. The appointment of auditors (if required); and
- e. Any other business requiring consideration by the Association in General Meetings.

8.2 Special General Meetings

1. The Executive Committee may call a Special General Meeting of the Association at any time.
2. Upon a requisition in writing of not less than 5% of the total members of the Association, the committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
3. Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
4. If a Special General Meeting is not convened within one month, as required by the rules, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Executive Committee, and for this purpose the Executive Committee shall ensure that the requisitionists are supplied free or charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3 Notice of General Meetings

1. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the meeting.
2. Notice of a General Meeting shall be given to members at least 14 days in advance of the meeting. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
3. A notice may be given by the association by serving the member with the notice personally, by sending it by post, or by an email sent to all members

8.4 Proceedings at General Meetings

1. Three out of five members of the Executive Committee must personally attend any general meeting in order to meet quorum. If only three members are present, all decisions must be unanimous. If five members are present, decisions are to be made by the majority.
2. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
3. The chairperson shall preside as chairperson at a general meeting of the association.
4. If the chairperson is not present within five minutes of the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose an Executive Committee member or one of their own number to be the chairperson of that meeting.

8.5 Voting at general meetings

1. Subject to these rules, every member of the association has only one vote at a meeting of the association.
2. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
3. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
4. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by the resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

8.6 Poll at general meetings

1. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
2. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and ordinary resolutions

1. A special resolution is defined in s 3 of the *Associations Incorporation Act 1985* (Cth).
2. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

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

9 Minutes

1. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
2. The minutes kept pursuant to these rules must be confirmed by the members of the Executive Committee at a subsequent meeting.
3. The minutes kept pursuant to these rules shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10 Dispute resolution

1. The dispute resolution procedure set out in this rule applies to disputes under these rules between:

- a. A member and another member; and
 - b. A member and the association.
2. The parties to 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 the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
4. In this rule, 'member' includes any person who was a member not more than six months before the dispute occurred.

11 Financial Reporting

11.1 Financial year

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

11.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act. See regulation 8 of the Associations Regulations.

11.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts (if required) and the Executive Committee's reports, shall be laid before members at the annual general meeting. See s 35(6) of the Act.

12 Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13 Winding up

The association may be wound up in the manner provided for in the Act.

14 Application of surplus funds

1. If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
2. Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.
3. The association may also determine to distribute surplus assets to nominated charities.

15 Rules

1. These rules may be altered (including an alteration to the association's name) by a special resolution of the members of the association.
2. The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.
3. An alteration to the rules comes into force at the time that the alteration is passed.
4. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all the provisions thereof.