

CONSTITUTION OF THE AUSTRALIAN-NEW ZEALAND WOMEN'S GROUP

Dated 25th February 2004

1 Name and Address

- 1.1 The name of this organisation shall be the Australian-New Zealand Women's Group (ANZWG).
- 1.2 The address of ANZWG shall be c/- Australian Embassy, which at the date of this Constitution is located at 37 Sathorn Tai (South) Road, Bangkok 10120, or such other address as the Committee may determine from time to time.

2 Objectives

The aims of ANZWG are to:

- 2.1 support its Members in Thailand;
- 2.2 foster friendship between its Members; and
- 2.3 promote goodwill in the community by charitable and other works.

3 Membership

3.1 Patrons and Existing Life Members

- (a) The Committee may invite each of the Australian and New Zealand Ambassadors in Thailand, or their nominated representatives, to be Co-Patrons of ANZWG during their respective terms in Thailand.
- (b) Co-Patrons and existing Life Members shall have the rights and privileges of Members but shall not be liable to pay the Annual Charge.

3.2 Application for Membership

- (a) The following persons are eligible to apply for membership of ANZWG:
 - (i) Any Australian or New Zealand woman;
 - (ii) Any woman whose partner is an Australian or a New Zealander;
 - (iii) Any woman who is closely associated with Australia or New Zealand; and
 - (iv) Any male partner of a woman, where such woman qualifies for membership under any of paragraphs (i) to (iii) above and where such male partner is a dependent partner.

The Committee shall determine whether a person falls within any of the above categories and the Committee's determination shall be final.

- (b) Membership may be granted at the discretion of the Committee to a person who qualifies for membership under paragraph (a) above upon receipt by the Committee of:
 - (i) A completed application form; and
 - (ii) Payment of the Annual Charge.

3.3 Renewal of Membership

A Member may renew its membership annually by payment of the Annual Charge each year.

3.4 Change of Address

Each Member shall notify a Membership Co-ordinator of any change to that Member's address or other contact details.

3.5 Compliance

Membership of ANZWG implies that a Member agrees to accept and comply with this Constitution and the By-laws.

3.6 Termination of Membership

- (a) Unless the Committee otherwise agrees, a Member's membership will automatically cease on 1st February if such Member fails to pay the Annual Charge prior to such date.
- (b) A Member's membership may be terminated:
 - (i) By written notice from such Member to a Membership Co-ordinator; or
 - (ii) By a decision of the Committee to that effect in accordance with Clause 3.7 (Misconduct).

3.7 Misconduct

- (a) Subject to paragraph (b) below, a Member's membership may be terminated if the Committee resolves, by a 75% majority of all Officers, that such Member has conducted herself in a manner which is inconsistent with ANZWG's objectives or has brought, or is likely to bring, ANZWG into disrepute.
- (b) Prior to passing such resolution, the Committee shall ensure that the procedures set out in Clause 8 (Resolution Process) and the By-laws have been followed.

4 Committee

4.1 Officers

ANZWG shall be managed by a Committee comprised of the following Officers:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Assistant Treasurer;
- (e) Secretary;
- (f) Assistant Secretary;
- (g) Membership Co-ordinators (maximum of three co-ordinators);
- (h) Welfare Co-ordinators (maximum of three co-ordinators);

- (i) Activities Co-ordinators (maximum of four co-ordinators);
- (j) Bangkok Guide Co-ordinators (maximum of two co-ordinators);
- (k) Bangkok Guide Sales Co-ordinators (maximum of two co-ordinators);
- (l) Webmaster;
- (m) Kiwala Co-ordinator;
- (n) Newsletter Editors (maximum of two editors); and
- (o) Newsletter Sales Co-ordinator.

4.2 Committee Meetings

- (a) The Committee shall hold at least one Committee Meeting each month at such times and places as the Committee shall think fit.
- (b) The quorum at a Committee Meeting shall be 33% of Officers, of whom one shall be the President or the Vice President. For the purposes of this paragraph and calculating the number of Officers, Officers who occupy an Office on a job-share basis shall be counted as one Officer.
- (c) Each Officer present at the meeting shall have one vote, except that where an Office is occupied by more than one Officer on a job-share basis, those Officers shall have only one combined vote.
- (d) Except as otherwise provided in this Constitution, resolutions at Committee Meetings shall be decided by a simple majority vote of the Officers present. When voting is equal the President, or Vice President in her absence, shall have an additional casting vote.
- (e) Any Member may attend a Committee meeting and must give to the Secretary at least one week's prior notice of their intention to attend such meeting.
- (f) If a matter is deemed "sensitive" by the Committee, the Committee may have a confidential discussion (without the presence of other Members) until the matter is resolved.

4.3 Resignation, Removal and Vacancies

- (a) An Officer may resign at any time upon tendering written notice to that effect to the Secretary.
- (b) An Office will become vacant if:
 - (i) The relevant Officer fails to attend three consecutive Committee Meetings without leave of the Committee;
 - (ii) The Committee resolves, by a 75% majority of all Officers, that in its opinion:
 - (A) After the procedures set out in Clause 8 (Resolution Process) and the By-laws have been followed, the relevant Officer has failed to discharge her duties to the satisfaction of the Committee; or
 - (B) The relevant Officer is unable to discharge her duties; or
 - (iii) The relevant Officer ceases to be a Member in accordance with Clause 3.6 (Termination of Membership).

Where such Office is occupied on a job-share basis, only the relevant Officer will be deemed to have vacated her Office and the remaining Officers sharing such Office shall continue to occupy such Office.

- (c) If there is a vacant Office or if the Committee receives a request to appoint another Member to occupy an Office on a job-share basis, the Committee may invite and appoint any Member to fill such vacant Office, or to job-share such Office, for the remainder of the term.

4.4 Sub-committees

The Committee may establish sub-committees for such purposes and with such powers and duties as the Committee shall see fit. The Committee may appoint any person to such sub-committees for such term as it shall see fit. The Committee shall ensure that each sub-committee shall have written terms of reference.

5 General Meetings

5.1 Annual General Meeting

- (a) An AGM shall be held each year at a venue and on a date decided by the Committee but in any event not later than 31 March.
- (b) The Secretary shall give notice of the date of the next AGM to all Members at least six weeks prior to such date.

5.2 Agenda at Annual General Meeting

- (a) Members wishing to nominate Members for election as Officers or who wish to submit items to the agenda of an AGM, must send their nominations or proposals to the Secretary at least four weeks before the date of the next AGM.
- (b) The Secretary shall send the agenda, reports and details of all items of business proposed by Members together with an Absentee Voting Form to all Members at least three weeks before the date of the next AGM.

5.3 Order of Business at Annual General Meeting

The order of business to be transacted at the AGM shall be:

- (a) Apologies;
- (b) Minutes from the previous AGM;
- (c) Reports from Officers;
- (d) Presentation of audited financial statements;
- (e) Election of Officers;
- (f) Appointment of Auditor; and
- (g) Any other business.

5.4 Elections at Annual General Meeting

- (a) All Officers shall be elected annually at the AGM for a term commencing on 1 April and ending on 31 March.

- (b) Only a Member may stand for election as an Officer, however no Member may hold the Office of President or Vice President (or any combination thereof) for a period of more than three consecutive years. The President and Vice President must be Australian or New Zealand citizens.
- (c) Nominations may be accepted from the floor of the AGM.
- (d) Any of the Offices may be occupied by more than one Member on a job-share basis.

5.5 Extraordinary General Meeting

- (a) The Secretary will call an Extraordinary General Meeting (EGM) if the Secretary receives a written request from at least 15% of the Members, or the President with the approval of the Committee. Such EGM shall be held within six weeks of receipt of such request, except that in cases of extreme urgency (as determined by the Committee), such EGM shall be held within one week of receipt of such request.
- (b) The Secretary shall give notice of the date of such EGM to all Members at least three weeks prior to such date, except that in cases of extreme urgency at least three business days notice shall be given. Such notice shall include full details of the matters to be considered at such EGM and (except in the case of an EGM called as a matter of extreme urgency) shall include an Absentee Voting Form.

5.6 Order of Business at an Extraordinary General Meeting

An EGM shall only deal with the matters included in the notice sent to all Members relating to that EGM.

5.7 Quorum at General Meetings

- (a) Subject to paragraph (b) below, the quorum at an AGM or EGM, shall be either 30 Members or 15% of the Members (in each case, including Members who have submitted valid Absentee Voting Forms), whichever is the lesser, and must include at least two Officers who are present in person, of whom one shall be the President or Vice President.
- (b) The provisions of paragraph (a) above shall not apply to an EGM called in the case of extreme urgency under Clause 5.5(a)(Extraordinary General Meeting) or a General Meeting called under Clause 10(b)(Dissolution of ANZWG). The quorum for such meeting shall be ten Members, one of whom shall be an Officer.

5.8 Attendance at General Meetings

Only Members, and guests invited by the Committee, may attend an AGM or EGM.

5.9 Resolutions at General Meetings

- (a) Resolutions at any AGM or EGM, unless otherwise stated in this Constitution or the By-Laws, shall be decided upon by a simple majority vote of Members.
- (b) Each Member shall have only one vote. A vote cast by a Member pursuant to a valid Absentee Voting Form shall be included with the votes cast at the General Meeting.
- (c) When voting is equal the President, or Vice President in her absence, shall have an additional casting vote.
- (d) Each matter shall be decided by a show of hands unless the President or at least 33% of the Members present shall ask for a secret ballot.

5.10 Absentee Voting

- (a) Any Member who cannot attend an AGM or EGM may cast an absentee vote by way of an Absentee Voting Form on any matter to be determined by resolution at such General Meeting (other than an EGM called in the case of extreme urgency).
- (b) The Secretary shall ensure that an Absentee Voting Form (in a form approved by the Committee) is sent to all Members together with the notice in relation to such General Meeting.
- (c) An Absentee Voting Form shall:
 - (i) Specify the form of resolution to be voted on at a General Meeting;
 - (ii) Require a Member to clearly indicate whether that Member wishes to abstain from voting on, vote in favour of or against that resolution;
 - (iii) Specify the date by when the Absentee Voting Form must be received by the Secretary, which must be no later than one week prior to the date of such General Meeting;
 - (iv) Specify the physical address to which the Absentee Voting Form must be returned if returned by hand or post and the email address if returned by electronic mail; and
 - (v) In the case of an Absentee Voting Form to be returned by hand or by post, require the Absentee Voting Form to be signed by such Member.
- (d) The Secretary and a Membership Co-ordinator shall, prior to the date of the relevant General Meeting, check all Absentee Voting Forms received by the Secretary and shall regard as valid, each Absentee Voting Form which:
 - (i) Has been received by the due date; and
 - (ii) In the case of an Absentee Voting Form which has been returned by hand or by post, has been signed by that Member.

Any Absentee Voting Form which does not comply with paragraphs (i) and (ii) above shall be considered invalid and shall not be included in the vote at the relevant General Meeting.

- (e) If a Member has submitted a valid Absentee Voting Form and subsequently decides to attend the relevant General Meeting and wishes to cast their vote in person, the Secretary shall discard the Absentee Voting Form of such Member and it shall not be included in the vote at such General Meeting.

6 Finances

6.1 Financial Year

Unless the Committee otherwise determines, ANZWG's financial year shall commence on 1 February and shall end on 31 January.

6.2 Annual Charge

- (a) Prior to the end of each financial year, the Committee shall determine the Annual Charge for membership for the next financial year.
- (b) The Annual Charge is non-transferable and non-refundable.

6.3 Application of Monies

- (a) The following monies received by ANZWG shall be applied to the operational expenses of ANZWG, donations to welfare projects and such other matters as may be approved by the Committee:
 - (i) Annual Charge; and
 - (ii) Any other monies received by ANZWG (other than the monies referred to in paragraph (b) below).
- (b) All monies generated from the sale of advertising in, and the sale of, the *Bangkok Guide* shall be applied to the costs of production of the *Bangkok Guide*, its marketing costs, maintenance of its website and any other expenses relating to the *Bangkok Guide* and such welfare projects as the Committee sees fit.

7 Signatories

All documents to which ANZWG is a party shall require the signature of two Authorised Signatories. Unless otherwise determined by the Committee, the Authorised Signatories are the President, Vice President, Secretary, Vice Secretary, Treasurer and Assistant Treasurer.

8 Resolution Process

The Committee shall establish and maintain procedures for resolving disputes between, and complaints of misconduct about, its Members, and complaints of failure by an Officer to discharge her duties. Such procedures shall be set out in the By-laws and shall promote the following principles:

- (a) That the views of the affected parties will be heard;
- (b) Where appropriate, respect the need for confidentiality;
- (c) Prompt resolution of the dispute or complaint with the minimum of disruption to the general business of ANZWG or its Members; and
- (d) Resolution of the dispute or complaint in a manner which is in the best interests of ANZWG and its Members, and which is consistent with this Constitution and the By-laws.

9 By-Laws

- (a) The Committee may pass By-laws prescribing matters that are necessary or convenient for giving effect to this Constitution and conducting the affairs of ANZWG.
- (b) The Committee may pass, amend or revoke such By-laws from time to time by a simple majority vote of all Officers.
- (c) The Secretary shall notify all Members of any By-laws passed, amended or revoked by the Committee within two weeks of the date such By-laws were passed, amended or revoked.

10 Amendments to this Constitution

Amendments to this Constitution may be proposed by the Committee or at least 15% of Members and voted on at an AGM or an EGM.

11 Dissolution of ANZWG

- (a) ANZWG may only be dissolved by a resolution of an AGM or an EGM provided that 75% of the Members are, in aggregate, in attendance or have cast a valid Absentee Voting Form, and at least 70% of those Members have, in aggregate, voted in favour of such dissolution.
- (b) If the Committee determines that there is a general state of emergency existing in Thailand (including but not limited to a military coup, revolution or a situation where Members have been advised to evacuate the country), the Committee may waive the requirement in paragraph (a) above. Instead, a resolution to dissolve ANZWG may be passed at an AGM or EGM provided that at least 70% of the Members who are, in aggregate, present or have cast a valid Absentee Voting Form, have voted in favour of such dissolution.
- (c) If a resolution to dissolve ANZWG is passed in accordance with paragraph (a) or (b) above, the Members at that meeting shall resolve by simple majority to establish a committee to:
 - (i) Facilitate the dissolution of ANZWG as soon as practicable; and
 - (ii) In the meantime, manage the affairs of ANZWG until all such matters concerning its dissolution are finalised.
- (d) Such committee shall, from the monies held by ANZWG:
 - (i) Pay all amounts payable by ANZWG; and
 - (ii) Distribute any surplus monies to such Thai charities as it may determine.

12 Miscellaneous

12.1 Notices and other communications

- (a) Any notices required to be sent by the Secretary to all Members by the provisions of this Constitution or the By-laws, shall be sent by post to each Member at their last known address recorded on the Register of Members maintained by ANZWG, and in the case of an EGM called in extreme urgency under Clause 5.5(a)(Extraordinary General Meeting) or a General Meeting called under Clause 10(b)(Dissolution of ANZWG), notice shall be given in such manner as the Secretary may deem practicable.
- (b) Any such notices and related Absentee Voting Forms shall also be posted onto the ANZWG website on or before the date that such notices are sent by post to each Member.
- (c) The Secretary shall notify all Members of any amendments to this Constitution or the By-laws which are passed at a General Meeting or by the Committee respectively, within two weeks of the date of the date such amendments were approved.
- (d) All communications made in relation to, or under the provisions of this Constitution or the By-laws (whether by Members or Officers), shall be made in writing.

12.2 Interpretation

- (a) References to this "Constitution" or the "By-laws" in this Constitution or the By-laws, shall be a reference to this Constitution or the By-laws as amended from time to time.
- (b) References in this Constitution or the By-laws to one gender shall include the other gender unless the context otherwise requires.