

CONSTITUTION

JANASENA MELBOURNE INC.

Rules of the Association, prepared to conform with the Associations Incorporation Reform Act 2012 (Vic) and the Associations Incorporation Reform Regulations 2023 (Vic)

The name of the incorporated association is JANASENA MELBOURNE INC. (in this Constitution called “the Association”).

The Association is a non-profit, non-trading organisation established to serve the Telugu-speaking community in Melbourne, Victoria, and to support the values and community initiatives associated with the Janasena Melbourne.

The registered address of the Association shall be the address of the Secretary for the time being, or such other address as the Committee determines and notifies to Consumer Affairs Victoria.

PART I — PRELIMINARY

1. NAME

The name of the Association is Janasena Melbourne Inc. Under the Associations Incorporation Reform Act 2012 (Vic) (“the Act”), the Association must at all times include “Incorporated” or “Inc.” as part of its name.

2. DEFINITIONS AND INTERPRETATION

In this Constitution, unless the context otherwise requires:

- (a) “the Act” means the Associations Incorporation Reform Act 2012 (Vic), as amended from time to time.
- (b) “the Regulations” means the Associations Incorporation Reform Regulations 2023 (Vic), or any regulations replacing them, as amended from time to time.
- (c) “Registrar” means the Registrar of Incorporated Associations appointed under the Act, and “Consumer Affairs Victoria” or “CAV” means the Victorian government body administering the Act on the Registrar’s behalf.
- (d) “Association” means Janasena Melbourne Inc.
- (e) “Committee” means the Committee of the Association elected or appointed under Part III, being the body responsible for managing the affairs of the Association.
- (f) “Office bearer” means the President, Vice President, General Secretary, Joint Secretary, Treasurer or Joint Treasurer of the Association.
- (g) “Secretary” means the General Secretary of the Association, who is the Association’s Secretary for the purposes of the Act.
- (h) “Functional Portfolio Lead” means a Committee member appointed under clause 16 to coordinate a specified area of the Association’s activities.
- (i) “member” means a person whose name is entered in the register of members under clause 7 and who has paid all money currently due to the Association.
- (j) “financial year” means the period referred to in clause 37.
- (k) “general meeting” means the annual general meeting or a special general meeting of the Association.
- (l) “special resolution” has the meaning given in clause 35.
- (m) “writing” includes email and other electronic communication capable of being retained and reproduced in a legible form, unless this Constitution requires otherwise.

Words importing a natural person include a body corporate; words in the singular include the plural and vice versa; and words importing one gender include every gender. Headings are for convenience only and do not affect interpretation.

3. PURPOSES

The purposes of the Association are:

- (a) To promote the social, cultural and community welfare of Telugu-speaking people and their families in Melbourne and Victoria.
- (b) To provide a platform through which members can support, and be supported by, the broader Telugu diaspora community, including newly arrived settlers.
- (c) To promote and advance the community values, aspirations and civic engagement associated with the Janasena movement among the Telugu community in Australia, without engaging in electoral activity within Australia.

- (d) To organise and support cultural, social, sporting and community events that celebrate Telugu language, art, festivals and heritage.
- (e) To undertake community welfare, charitable and volunteering activities that benefit members and the wider community, in Australia and, where appropriate, overseas.
- (f) To provide information, guidance and mutual assistance to Telugu community members settling in Melbourne.
- (g) To co-operate, affiliate or partner with other community, cultural or charitable organisations that share the Association's purposes.
- (h) To do anything incidental or conducive to the attainment of the above purposes.

4. POWERS AND NON-PROFIT STATUS

Subject to the Act, the Association has power to do all things necessary or convenient to carry out its purposes, including raising funds, holding property, entering contracts, employing or engaging contractors, and affiliating with other bodies.

The Association is a non-profit organisation. Its income and assets must be applied solely towards its purposes set out in clause 3, and no portion may be paid or distributed, directly or indirectly, to any member, except as reasonable and proper reimbursement of expenses, or bona fide payment for goods or services actually supplied to the Association.

PART II — MEMBERSHIP

5. ELIGIBILITY AND CATEGORIES OF MEMBERSHIP

A person is eligible to become a member of the Association if the person:

- (a) is a natural person aged 18 years or over;
- (b) supports the purposes of the Association; and
- (c) has not, within the previous 12 months, been expelled from the Association under clause 13, unless the Committee otherwise resolves.

The Association may, by resolution of the Committee, create categories of membership (for example, ordinary member, associate member or life member) and set out their respective rights in a membership policy adopted under clause 49, provided that a category of membership that carries voting rights must be recorded in the register of members and must otherwise satisfy this clause.

The minimum number of members of the Association at any time must not be fewer than five, as required by the Act.

6. APPLICATION FOR MEMBERSHIP

- (1) An application for membership must be made in writing (including by an approved online form) to the Secretary.
- (2) The Committee must consider each application at or before its next meeting and may approve or refuse it. The Committee is not required to give reasons for a refusal, but must act reasonably and in good faith.
- (3) If approved, the Secretary must notify the applicant and request payment of the applicable joining fee and/or annual subscription within 14 days.
- (4) On payment of the amount referred to in sub-rule (3), the Secretary must enter the applicant's name in the register of members, and the applicant then becomes a member.

7. REGISTER OF MEMBERS

- (1) The Secretary must keep a register of members recording each member's name, contact details and the date the person became a member.
- (2) The register must be kept at the Association's principal place of administration (which may be an electronic record) and must be available for inspection by any member, free of charge, on reasonable notice, consistent with the Association's privacy obligations.

8. MEMBERSHIP FEES AND SUBSCRIPTIONS

- (1) The amount of any joining fee and annual subscription is to be determined from time to time by the Committee, or by the Association in general meeting, and set out in a fees schedule made available to members.
- (2) A member who has not paid a subscription within 60 days after it becomes due ceases to be a financial member and, unless the Committee otherwise determines, is not entitled to vote or hold office until the amount is paid.

9. RIGHTS AND OBLIGATIONS OF MEMBERS

Members must act in a manner consistent with the Association's purposes and any code of conduct adopted under clause 49. In particular:

- (a) every member may raise concerns or ideas with the Committee and is entitled to be heard;

- (b) membership must be renewed in accordance with clause 8 to retain voting rights and eligibility for the Committee;
- (c) only financial members may nominate for, or be appointed or elected to, the Committee;
- (d) members who wish to communicate publicly, including on social media, on behalf of the Association must first obtain the Committee's approval, consistent with the Association's communications policy; personal views expressed by a member in a private capacity are not restricted by this clause; and
- (e) a right, privilege or obligation a person has because of membership is personal to that member, is not transferable, and ends when the person ceases to be a member.

10. RESIGNATION OF MEMBERSHIP

A member who has paid all amounts owing to the Association may resign by giving written notice to the Secretary. The resignation takes effect on the date the notice is received, or such later date as is specified in the notice. The Secretary must record the date of resignation in the register of members.

11. CESSATION OF MEMBERSHIP

A person ceases to be a member if the person:

- (a) dies;
- (b) resigns under clause 10;
- (c) is expelled under clause 13; or
- (d) fails to pay a subscription within the period referred to in clause 8, and the Committee resolves to remove the person from the register.

12. DISCIPLINE OF MEMBERS

- (1) The Committee may, by resolution supported by at least two-thirds of the Committee members present and voting, suspend or expel a member who has persistently or seriously breached this Constitution or the Association's code of conduct, or who has acted in a way that is seriously prejudicial to the interests or reputation of the Association.
- (2) Before doing so, the Secretary must give the member written notice of the alleged conduct, the proposed action, and the date (being not less than 14 days and not more than 28 days after the notice) of a Committee meeting at which the member may respond, in person and/or in writing.
- (3) The Committee must consider any response before confirming, varying or revoking the proposed suspension or expulsion, and must notify the member of its decision in writing within 7 days.

13. GRIEVANCE PROCEDURE AND RIGHT OF APPEAL

As required by the Act, the Association adopts the following grievance procedure for disputes between members, or between a member and the Association, that arise under this Constitution (including a decision to suspend or expel a member).

- (1) The parties to a dispute must first try to resolve it themselves, in good faith.
- (2) If the dispute is not resolved, either party may refer it in writing to the Committee, which must appoint a mediator within 21 days. The mediator may be a member of the Association but must not be a party to the dispute or have a conflict of interest in it, and may be a person agreed between the parties or, failing agreement, a suitably qualified independent person.
- (3) The parties must take part in the mediation in good faith and share equally any costs of an independent mediator, unless the Committee decides otherwise.

(4) If a member disagrees with a Committee decision to suspend or expel them under clause 12, the member may, within 14 days of being notified, give the Secretary written notice of appeal. The Secretary must then convene a special general meeting within 21 days to hear the appeal.

(5) At that meeting, no business other than the appeal may be conducted; the member and the Committee must each be given a reasonable opportunity to be heard; and the members present must vote by secret ballot on whether to confirm or set aside the Committee's decision. A resolution to confirm expulsion or suspension requires a special resolution under clause 35.

(6) The Committee's decision (or the general meeting's decision on appeal) is final, without limiting a party's other legal rights.

PART III — THE COMMITTEE

14. COMPOSITION OF THE COMMITTEE

The Committee of the Association consists of:

- (a) the Office bearers of the Association — President, Vice President, General Secretary, Joint Secretary, Treasurer and Joint Treasurer; and
- (b) the Functional Portfolio Leads appointed under clause 16.

The Committee must have at least the minimum number of members required by the Act (currently a minimum of five). The term of office of the Committee is two years, running from the conclusion of the annual general meeting at which it is elected until the conclusion of the second following annual general meeting, unless a member's office ends earlier under this Constitution.

At least two members of the Committee must be women, to reflect the Association's commitment to gender-inclusive leadership.

15. OFFICE BEARERS

The Office bearers of the Association, and their principal responsibilities, are:

Office	Principal responsibility
President	Overall leadership and representation of the Association; chairs Committee and general meetings; casting vote where the votes are equal.
Vice President	Supports the President; performs the President's functions if the President is absent or unable to act.
General Secretary	The Secretary of the Association for the purposes of the Act. Administration, governance and correspondence; keeps minutes and the register of members; coordinates Functional Portfolio Leads; primary contact with Consumer Affairs Victoria.
Joint Secretary	Supports the General Secretary; deputises for the General Secretary if the General Secretary is absent or unable to act.
Treasurer	Financial management, banking, budgeting and financial reporting; safeguards the Association's funds and records under clause 39.
Joint Treasurer	Assists the Treasurer with records, reconciliations and event budgets, and acts for the Treasurer when the Treasurer is absent or delegates a task.

A person may hold only one Office at a time. The Secretary must, as soon as practicable after appointment, and after any change, notify the Registrar of the Secretary's name and address, as required by the Act.

16. FUNCTIONAL PORTFOLIO LEADS

To carry out its purposes, the Committee is to appoint (by election at the annual general meeting, or by Committee appointment if a position is vacant between annual general meetings) a Functional Portfolio Lead for each of the following areas, who reports through the General Secretary to the Committee:

- (a) Membership, Cadre & Volunteers
- (b) Media & Communications
- (c) Cultural Programs
- (d) Digital & IT
- (e) Events
- (f) Community Welfare
- (g) Women's Wing

(h) Youth and Sports

The Committee may, by resolution, create, merge, rename or discontinue Functional Portfolios to reflect the Association's changing needs, and may appoint more than one Lead to a portfolio (for example, joint or co-leads) where this is more workable. Each Functional Portfolio Lead is responsible for the routine work of their portfolio within any budget and plan approved by the Committee, and must refer any matter outside that authority to the General Secretary or the Committee.

17. POWERS AND DUTIES OF THE COMMITTEE

Subject to the Act, the Regulations, this Constitution and any resolution of a general meeting, the Committee:

- (a) manages the affairs, funds and property of the Association;
- (b) may exercise all the functions of the Association other than those this Constitution reserves to a general meeting;
- (c) must keep members reasonably informed of the Association's activities, including through the Association's usual communication channels;
- (d) should organise not fewer than two community or cultural events in each financial year;
- (e) may adopt, and from time to time amend, policies and procedures (such as a code of conduct, conflict of interest policy, membership policy, financial policy, and social media/communications policy) that are consistent with this Constitution, to guide the day-to-day operation of the Association;
- (f) may fill a casual vacancy under clause 20 and discipline members under clause 12; and
- (g) must act honestly, in good faith and in the interests of the Association as a whole.

18. ELIGIBILITY FOR NOMINATION AND ELECTION

To be eligible for nomination as an Office bearer, a person must have been a financial member of the Association for at least six months before the closing date for nominations, unless the Committee waives this requirement for the Association's first two years of operation.

A person who has held the same Office for two consecutive terms is not eligible for re-election to that same Office for at least one subsequent term, but remains eligible to stand for a different position. No person may serve on the Committee, in any combination of roles, for more than four consecutive years without standing down for at least one term.

19. ELECTION OF THE COMMITTEE

- (1) Nominations for Office bearers and Functional Portfolio Leads must be in writing, signed by the candidate and by two members proposing the candidate, and lodged with the Secretary (or an independent returning officer appointed by the Committee) by the date specified in the notice of the annual general meeting.
- (2) If the number of nominations for a position equals the number of vacancies, the nominee(s) are declared elected. If nominations exceed the vacancies, a ballot is held at the annual general meeting. If insufficient nominations are received, the position is a casual vacancy under clause 20.
- (3) Voting for contested positions is by secret ballot conducted at the annual general meeting in a manner the Committee (or returning officer) directs.

20. CASUAL VACANCIES

A casual vacancy in the Committee occurs if the person holding the position:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) resigns by written notice to the Secretary (or, in the case of the Secretary, to the President);

- (d) is removed under clause 21;
- (e) becomes bankrupt or an insolvent under administration; or
- (f) is absent, without the Committee's consent, from all Committee meetings held during a continuous period of four months.

The Committee may appoint a financial member to fill a casual vacancy. A person so appointed holds office only until the next annual general meeting, at which the position is to be filled by election.

21. REMOVAL OF A COMMITTEE MEMBER

The Association may, by resolution of a general meeting supported by not less than 75% of the votes cast, remove any Committee member from office before the end of their term, provided the member has first been given a reasonable opportunity to make representations to the meeting (in person, in writing, or both).

22. COMMITTEE MEETINGS AND QUORUM

- (1) The Committee must meet at least four times in each financial year, at the times and places the Committee decides.
- (2) A meeting may be called by the President, the General Secretary, or any two Committee members, on at least 3 days' notice (or shorter notice if all Committee members agree), given by email or other agreed electronic means.
- (3) A quorum for a Committee meeting is 50% of current Committee members. If a quorum is not present within 30 minutes of the notified start time, the meeting is adjourned to the same time and place one week later; if a quorum is still not present, the meeting lapses.
- (4) The President, or in their absence the Vice President, chairs Committee meetings. If neither is present, the members present must choose one of their number to chair that meeting.
- (5) The Committee may meet in person, or by using technology that allows all participants to hear and be heard, and may pass a resolution without a meeting if all Committee members indicate agreement in writing (including by email).
- (6) The Secretary must keep minutes of every Committee meeting, including attendance and the substance of each decision, and must make those minutes available to Committee members and, on reasonable request, to any financial member.

23. SUB-COMMITTEES AND DELEGATION

The Committee may, by written resolution, delegate any of its functions (other than this power of delegation, or a duty imposed on the Committee by the Act) to a sub-committee consisting of one or more members. A sub-committee must act within the terms of its delegation, may regulate its own procedure so far as this Constitution allows, and may be dissolved or have its delegation varied or revoked by the Committee at any time.

24. VOTING AND DECISIONS OF THE COMMITTEE

Each Committee member present has one vote on a question arising at a Committee meeting or a sub-committee meeting, decided by a majority of those present and voting. In the event of an equality of votes, the chair of the meeting has a second, casting vote. The Committee may act despite any vacancy in its membership, provided a quorum of the remaining members is present.

25. CONFLICT OF INTEREST

A Committee member who has a material personal interest in a matter being considered by the Committee must disclose that interest as soon as they become aware of it, must not vote on the matter, and should ordinarily leave the meeting while it is discussed and decided, unless the other Committee members agree otherwise. The Secretary must keep a register of any interests disclosed under this clause.

26. ADVISORY & DISCIPLINARY BOARD

The Committee may establish an Advisory & Disciplinary Board, comprising the Office bearers (or such other senior members as the Committee decides), to provide strategic advice to the Committee and to consider disciplinary and ethics matters referred to it under this Constitution or the Association's code of conduct. The Board acts in an advisory capacity only; any decision to suspend or expel a member remains a decision of the Committee under clause 12, and any Board member with a conflict of interest in a matter must not take part in considering it, consistent with clause 25.

PART IV — GENERAL MEETINGS

27. ANNUAL GENERAL MEETING

- (1) The Committee must convene an annual general meeting of the Association within 5 months after the end of each financial year, except that the first annual general meeting may be held at any time within 18 months after incorporation.

The business of the annual general meeting is to:

- (a) confirm the minutes of the last annual general meeting and of any special general meeting held since;
- (b) receive the Committee's report on the Association's activities for the preceding financial year;
- (c) receive the financial statements for the preceding financial year, prepared in accordance with the reporting tier applicable to the Association under the Regulations;
- (d) elect the Office bearers and Functional Portfolio Leads where their terms have ended; and
- (e) deal with any other business of which notice has been given.

28. SPECIAL GENERAL MEETING

- (1) The Committee may convene a special general meeting whenever it thinks fit.
- (2) The Committee must convene a special general meeting if requested in writing by at least 5% of members entitled to vote, or 20 members, whichever is fewer, stating the purpose(s) of the meeting.
- (3) If the Committee does not convene the meeting within one month after the request is lodged, the requesting members may themselves convene a special general meeting, to be held within three months of the original request, and are entitled to be reimbursed by the Association for reasonable expenses of doing so.

29. NOTICE OF MEETINGS

The Secretary must give members at least 14 days' written notice of a general meeting (or, if a special resolution is to be considered, at least 21 days' notice), stating the date, time, place (including any electronic means of participation) and the business to be transacted. No business other than that specified in the notice may be dealt with, except business the annual general meeting is required to deal with under clause 27, or business the meeting agrees by majority to treat as urgent.

30. QUORUM AT GENERAL MEETINGS

A quorum for a general meeting is 20% of financial members entitled to vote, or 10 such members, whichever is fewer, present in person or, where permitted, by proxy. If a quorum is not present within 30 minutes of the notified start time, a meeting convened on members' request is dissolved; any other meeting is adjourned to the same time and place one week later, at which the members present (being not fewer than three) constitute a quorum.

31. CHAIRPERSON, PROCEDURE AND ADJOURNMENT

The President, or in their absence the Vice President, chairs each general meeting. If neither is present or willing to act, the members present must elect a chairperson for that meeting. With the consent of a majority of members present, the chairperson may adjourn a meeting from time to time and place to place, but only unfinished business may be dealt with at the resumed meeting.

32. VOTING

- (1) On a show of hands, each financial member present has one vote. A declaration by the chairperson of the result is conclusive unless a poll is properly demanded.
- (2) A poll may be demanded by the chairperson or by at least three members present. Where the Association permits voting by proxy, each member may appoint another member as proxy, in writing, lodged with the Secretary at least 48 hours before the meeting; no member may hold more than five proxies.
- (3) A member is not entitled to vote while any amount properly due by them to the Association remains unpaid (other than the current year's subscription, which is not yet overdue).
- (4) In the event of an equality of votes, the chairperson has a second, casting vote.

33. SPECIAL RESOLUTIONS

A resolution is a special resolution if it is passed by at least 75% of the votes cast by members entitled to vote, in person or by proxy, at a general meeting of which not less than 21 days' written notice of the resolution (and its terms) was given. A special resolution is required to alter this Constitution, to remove a member under the appeal process in clause 13, and for any other matter this Constitution or the Act requires to be decided by special resolution.

PART V — FINANCE

34. FINANCIAL YEAR

The financial year of the Association ends on 30 June each year, unless the Committee resolves, and notifies the Registrar of, a different date.

35. FUNDS — SOURCE

The funds of the Association may consist of joining fees, subscriptions, donations, grants, proceeds of fundraising and events, and any other lawful source approved by the Committee, consistent with the Association's purposes.

36. FUNDS — BANKING AND MANAGEMENT

- (1) All money received must be banked as soon as practicable, without deduction, to the credit of the Association's bank account, and a receipt issued as soon as practicable.
- (2) The Committee approves expenditure in pursuit of the Association's purposes, and may authorise the Treasurer to approve expenditure up to a specified limit without item-by-item Committee approval.
- (3) All cheques, electronic funds transfers and other instructions to the Association's financial institution require the authorisation of at least two Office bearers, at least one of whom must be the Treasurer, Joint Treasurer, President or General Secretary.
- (4) In the Treasurer's absence, the President or General Secretary may authorise urgent electronic payments, to be reported to the Committee and the Treasurer as soon as practicable.
- (5) The Treasurer must keep proper accounting records of all money received and spent, and must report on the Association's financial position to every Committee meeting and to the annual general meeting.

37. FINANCIAL REPORTING

The Association must prepare and submit financial statements to the annual general meeting, and lodge an annual statement with the Registrar, in the form and detail required for the Association's reporting tier (tier one, two or three) under the Regulations, based on the Association's revenue. As the Association's revenue changes over time, the Committee must check which tier applies and adjust its record-keeping and reporting accordingly.

PART VI — GENERAL PROVISIONS

38. ALTERATION OF THIS CONSTITUTION

This Constitution, including the statement of purposes in clause 3, may be altered only by special resolution passed at a general meeting. Within the time required by the Act, the Secretary must lodge with the Registrar a copy of the special resolution and the amended rules, and the amendment does not take effect until it is registered by the Registrar.

39. COMMON SEAL

If the Association has a common seal, it must be kept in the custody of the General Secretary and may be affixed to a document only with the Committee's authority, witnessed by two Committee members or by one Committee member and the General Secretary.

40. CUSTODY AND INSPECTION OF RECORDS

The General Secretary is responsible for the custody of the Association's records, books and documents, except where this Constitution gives that responsibility to another Office bearer (for example, financial records to the Treasurer). Records must be available for inspection by a financial member, free of charge, on reasonable notice.

41. SERVICE OF NOTICES

A notice may be given to a member personally, by email to the address in the register of members, or by post to the member's postal address in that register. A notice sent by email is taken to be received when it is sent (unless the sender receives notice of a delivery failure), and a notice sent by post is taken to be received in the ordinary course of post.

42. MINUTES

The Secretary must ensure that minutes of all Committee meetings and general meetings are kept, recording appointments to the Committee, attendance, and the substance of proceedings and resolutions. Minutes must be confirmed at the next meeting of the same type and signed by the chairperson of that meeting.

43. GOVERNANCE POLICIES AND CODE OF CONDUCT

The Committee may adopt, and update, governance policies to support this Constitution, which are binding on members and the Committee to the extent they are consistent with this Constitution and the Act, including (without limitation):

- (a) a code of conduct;
- (b) a conflict of interest policy and register;
- (c) a membership policy;
- (d) a volunteer policy;
- (e) a financial policy;
- (f) a social media and communications policy; and
- (g) a digital security, records and privacy policy, covering control of the Association's website, official email, social media accounts and other digital assets as property of the Association.

If a policy is inconsistent with this Constitution or the Act, this Constitution and the Act prevail.

44. INSURANCE

The Committee must consider, and may effect and maintain, insurance appropriate to the Association's activities, including public liability and any insurance required under the Act.

45. NON-PROFIT AND WINDING UP

- (1) The Association is established on a non-profit basis, as set out in clause 4.
- (2) If the Association is wound up or its incorporation is cancelled, any surplus property remaining after satisfying all debts and liabilities must not be distributed to members, but must be given or transferred to one or more other incorporated associations or not-for-profit organisations with similar purposes, to be decided by special resolution of the members, consistent with section 53 of the Act (or the corresponding provision at the time).
- (3) The particular organisation(s) to receive surplus property should be nominated by special resolution as soon as practicable after incorporation, and may be changed from time to time by special resolution.

46. FIXED ASSETS AND HANDOVER

All property and equipment owned by the Association remain the Association's property at all times, must not be used for personal purposes by any Office bearer or member, and must be handed over, along with the Association's records and accounts, to the incoming Committee promptly following each election.

47. DISPUTES NOT OTHERWISE COVERED

Any matter not expressly dealt with in this Constitution is to be decided by the Committee, acting reasonably and consistently with the Act, the Regulations and the spirit of this Constitution, and reported to the next general meeting.