



# BALAI BAHASA INDONESIA PERTH INCORPORATED

## CONSTITUTION (Inc. 2008)

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## 1. NAME

The name of the Association shall be Balai Bahasa Indonesia Perth Incorporated, hereafter referred to as “the Balai Bahasa Indonesia Perth Incorporated” or “the Association”. The Association is a cultural not for profit Association administered by a board comprised of representatives from Westralian Indonesian Language Teachers Association (WILTA), Consulate of the Republic of Indonesia Perth, Embassy of the Republic of Indonesia Canberra, Australia Indonesia Business Council, State and Local Government, Dept of Education Indonesia, WA Education representative and major business sponsors.

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## 2. OBJECTIVES

The Objectives of the Association shall be to:

- 1) promote the teaching and learning of Indonesian throughout Western Australian and across Australia generally
- 2) provide access to language classes in Indonesian as a second language at a range of levels
- 3) host and/or coordinate Indonesian cultural/language events throughout WA, both in the city and regional areas
- 4) support a range of activities which foster cross cultural links amongst individuals, groups and Associations in Indonesia and Australia
- 5) initiate such charitable activities as shall from time to time be deemed desirable, provided that such activities align with Objectives 1-4 and the rules of the Constitution.

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### 3. POWERS

The Balai Bahasa Indonesia Perth Incorporated shall have power to do all such things as are necessary, incidental or conducive to the attainment of the Objectives. The Consulate of the Republic of Indonesia Perth will undertake an advisory role in all linguistic matters pertaining to the teaching of Indonesian language through the Balai Bahasa Indonesia Perth Incorporated.

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### 4. ACTIVITIES

The Association may undertake any activity consistent with its mission and objectives and in particular may:

- a) co-operate with other Associations with similar interests and objectives and develop affiliations in accordance with Section 15
- b) conduct courses and seminars in Indonesian language and culture for community members, and professional and non-professional groups and businesses
- c) organise **state**, national and international meetings and conferences in order to fulfill the mission and objectives of the Association
- d) organise exhibitions, publish and distribute information and materials concerned with Indonesian language and culture
- e) maintain close liaison with all relevant representative specialist bodies providing relevant services to stakeholders
- f) carry out study and research into various aspects of Indonesian language and culture
- g) employ appropriate staff and commission relevant expertise to undertake work on the Association's behalf
- h) actively seek funding by way of grants, donations and other forms of finance, in support of the Association's objectives;
- i) open bank accounts, borrow and advance monies and conclude contracts for the execution of any work or projects in accordance with Section 11
- j) create and maintain a website and publications to promote the ongoing mission, objectives and activities of the Association
- k) acquire, administer, encumber or alienate real property and goods.

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## 5. BOARD

### (a) **POWERS**

The business of the Balai Bahasa Indonesia Perth Incorporated shall be conducted by a Board comprised of representatives from WILTA, Consulate of the Republic of Indonesia Perth, Embassy of the Republic of Indonesia, Canberra, Australia Indonesia Business Council, State and Local Government, Dept of Education Indonesia, WA Education representative and community representatives.

The Board shall have power to supervise, and direct the work of the Balai Bahasa Indonesia Perth Incorporated in accordance with this Constitution. This may include the employment of appropriately qualified staff to carry out the day-to-day tasks of the Association.

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### (b) **MEMBERSHIP**

The Board will determine the roles of its members as follows:

- (i) The Chairperson;
  - (ii) The Vice Chairpersons (two members);
  - (iii) The Secretary;
  - (iv) The Treasurer;
  - (v) Not less than three and not more than six general board members who may have official roles, as determined by the Board and elected by the Annual General Meeting. These roles may include Webmaster, Language Classes Coordinator and other roles as deemed necessary by the Board to meet the Purpose of the Association.
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### (c) **ELECTION OF BOARD MEMBERS**

Board members will be elected at the annual general meeting. The term of office of each board member will be from his or her election at the annual general meeting until the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Board.

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### (d) **VACANCIES**

Vacancies on the Board shall be filled by co-option of a financial member of the Balai Bahasa Indonesia Perth Incorporated. Notice of the vacancy shall be notified to the members who will be invited to nominate for the vacancy. If more than one nomination is received, the Board shall conduct an election among those members present at the meeting where the matter is to be decided.

Where the office of Chairperson, Vice Chairperson, Secretary or Treasurer fall vacant, they shall be filled as far as possible from within the Board.

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(e) ***SUB-BOARDS***

The Board may appoint sub-Boards for any purpose. The Chairperson and Secretary shall be ex-officio members of all sub-Boards, but may appoint another Board member to represent them should this be desirable.

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## **6. OFFICERS**

The officers of the Association shall have the following duties:

(a) ***CHAIRPERSON***

- (i) Has ultimate authority for carrying out all decisions of the Board and for ensuring compliance with the Constitution;
- (ii) Signs or delegates the signature of all instruments, documents and correspondence on behalf of the Association;
- (iii) Presides over the Board, Annual and Special General meetings and other official meetings of the Association;
- (iv) Represents or delegates representation of the Association before other bodies;
- (v) Acts as chief spokesperson for the Association
- (vi) Carries out other duties as determined by the Board.

(b) ***VICE CHAIRPERSONS***

- (i) Assists the Chairperson in the above duties;
- (ii) Substitutes for the Chairperson as required;
- (iii) Carries out other duties as determined by the Board or the Chairperson.

(c) ***SECRETARY***

- (i) Establishes and maintains the up-to-date register of members. The register of members and their postal and residential addresses must be so kept and maintained at the office of the Balai Bahasa Indonesia Perth Incorporated or in the event of there being no such office, at the Secretary's place of residence or at such other place as the members at a general meeting decide.
- (ii) Manages correspondence and maintains general correspondence files, all books, documents, records and registers of the Association.
- (iii) Maintains in an up-to-date condition, the Constitution of the Association.

- (iv) Maintains a record of the names and residential or postal addresses of the persons who hold the offices of the Association.
  - (v) Arranges meetings of the Board, general and other meetings, and together with the Chairperson arranges the agenda for meetings;
  - (vi) Keeps and publishes minutes of meetings;
  - (vii) Carries out other duties as determined by the Board.
- (d) **TREASURER**
- (i) Establishes, maintains and securely stores the financial records of the Association;
  - (ii) Presents itemised income and expenditure statements to the Board;
  - (iii) Establishes and maintains such accounts as are determined by the Board;
  - (iv) Carries out other duties as determined by the Board.
  - (v) Unless the members resolve otherwise at a general meeting, has custody of all securities, books and documents of a financial nature and accounting records of the Association
- (e) **PATRON**

The Board of the Balai Bahasa Indonesia Perth Incorporated has the power to nominate and elect up to two Patrons (one from Australia and one from Indonesia) for a period of two years at a time. The Patron elect will be a champion supporter of Indonesian language and culture who through their actions, supports, encourages, privileges and may financially aid the Balai Bahasa Indonesia Perth Incorporated in its mission.

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## **7. RESIGNATION OR REMOVAL FROM OFFICE**

- (a) A Board member may resign by giving two weeks notice in writing.
- (b) A Board member who fails to attend three consecutive meetings of the Board without apology or reasonable excuse shall be deemed to have resigned.

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## **8. MEMBERSHIP**

- (a) **FULL MEMBER (INDIVIDUAL)**

Any individual with an interest in Indonesian Language and Culture is encouraged to apply for membership of the Balai Bahasa Indonesia Perth Incorporated. Upon obtaining full individual membership through application and payment of the membership fee as decided from time to time, the Full Member will have the right to vote

and to hold office in the Association and privileges and discounts determined by a two-thirds majority of the Board.

(b) **FULL MEMBER (CORPORATE)**

Any corporation or educational institution with an interest in Indonesian Language and Culture is encouraged to apply for membership of the Balai Bahasa Indonesia Perth Incorporated. Upon obtaining full corporate membership through application and payment of the membership fee as decided from time to time, the Full Corporate Member will have a vote but will be unable to hold office in the Association.

(c) **ASSOCIATE MEMBERS**

Persons other than the above whose participation in the work of the Association is considered by the Board to have advantages for the Association may be offered Associate Member status on such terms and conditions as the Board may determine, but such persons shall not have the right to vote or to hold office. Associate membership is automatic for twelve months if a course is undertaken through the Association.

(d) **DONOR MEMBER**

Donor membership is open to any individual or business interested in the promotion of the mission and objectives of the Balai Bahasa Indonesia Perth Incorporated through financial or equivalent support of the Association. Donor members are not recognized as Full Members and therefore are restricted from the privileges of full membership however Donor Members will benefit from a range of privileges determined by a two-thirds majority of the Board. Categories for contributors shall be:

Platinum Donor Member	\$50 000	Silver Donor Member	\$10 000
Gold Donor Member	\$25 000	Bronze Donor Member	\$5 000

(e) **LIFE MEMBERS**

Persons voted by the membership as Life Members, due to their longstanding contribution to the Association at both the membership and Board levels. The Nominator must be a full member of the Association and the nomination must be submitted in writing and approved by a two thirds majority of the Board, before being submitted to a general meeting for ratification. If approved by a three quarters majority of members present, the nomination will take immediate effect. A Life Member need not pay the annual membership fees.

(f) **MEMBERSHIP REGISTER**

The Secretary shall establish and maintain a register containing the names, addresses and other relevant details of all members.

(g) **MEMBERSHIP FEE**

The annual membership fees shall be determined by the Annual General Meeting and shall apply until changed by any subsequent Annual General Meeting. Notice of intention to propose any change in the annual membership fee and details of the proposed change shall be placed on the agenda of the Meeting at which it is proposed to determine the matter.

(h) **CONCESSIONAL MEMBERSHIP**

Concessional membership shall be available to any individual holding an official student concession card, receiving a government pension or unemployment benefits.

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## **9. MEETINGS**

### **(a) ANNUAL GENERAL MEETING**

The Annual General Meeting shall be held each year at any time between 1 November and 28 February. A minimum of seven (7) days notice shall be given to members of the date, place, time and agenda. Only financial members shall vote and arrangements shall be made for members to pay subscriptions at the entrance to the meeting where membership status shall be checked.

The business of the Annual General Meeting shall be:

- (i) Consideration of reports by the Chairperson, the Secretary and Treasurer and adoption, modification or rejection of such reports and recommendations arising from them;
- (ii) Amendments to the Constitution;
- (iii) Other business submitted by the Board or by members of which notice has been given in writing and which has been placed on the agenda;
- (iv) Election of Board;
- (v) Appointment of an Auditor who shall not be a member of the Board;
- (vi) Any other business arising at the meeting, but any resolution arising from such business shall be considered, if passed, as a recommendation to the Board only.

The quorum for the Annual General Meeting shall consist of twenty 20 percent of the financial members as of that date.

Decisions shall be made by a simple majority vote, except for amendments to the Constitution, which shall require a three-fourths majority of those present in favour.

### **(b) SPECIAL GENERAL MEETINGS**

Special general meetings may be held from time to time as determined by the Board or after receipt of a petition signed by 20% of financial members calling for such a meeting and stating the purpose of such a meeting and any motions which are proposed to be placed before the meeting. The Secretary shall give all financial members at least 14 days notice of a general meeting and at least 21 days notice of a general meeting if a special resolution is to be proposed. The notice shall include the date, time, place and business of the meeting. The quorum and voting procedures shall be as for the annual general meeting, and no other business shall be transacted.

### **(c) BOARD MEETINGS**

Board meetings shall be held not less than once per quarter and at other times as required. The meetings shall be closed sessions, for members of the board and persons invited by the President.

The quorum for Board shall be half the number of members plus one.

If after thirty minutes from the time set for the commencement of the meeting no quorum is present, the meeting shall be adjourned to the same place and time one week later. If a quorum is not then present, those

members in attendance shall transact the business of the Board, provided that all Board members have been notified of the adjourned meeting.

(d) **TIED VOTES**

If at any meeting of the Association there shall be an equality of votes for and against any resolution, the matter shall be determined in the negative, and no chairperson shall exercise a casting vote.

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## 10. ELECTIONS AND VOTING

- (a) Nominations for any office or Board position shall be in writing.
- (b) Any financial member may nominate any other financial member for any office. A nomination shall be seconded by another financial member and signed by the nominee.
- (c) Whenever an election is required, a returning officer who is not a candidate in the election shall be appointed to conduct the election.
- (d) All elections will be by secret ballot, and where an election is required, the method of voting and of counting the ballot shall first be determined by the meeting at which the election takes place.
- (e) Except as otherwise provided in this Constitution, all decisions shall be taken by simple majority vote.

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## 11. FINANCIAL PROCEDURES

(a) **INCOME**

- (i) The association operates on a not-for-profit basis.
- (ii) The Association's fiscal year shall be from November 1 in any year to October 31 in the following year;
- (iii) The Association will derive its income from charitable donations and sponsorship, subscriptions by its members, fees earned from its activities and grants from governmental and non-governmental associations at local, regional, national and international levels. Opportunities to donate and/or sponsor will be advertised via association publications, both printed and electronic.
- (iv) All monies, howsoever obtained, will be devoted to the mission of the association.
- (v) If listed on the Register of Cultural Organisations, the association shall comply with all rules pertaining to subsection 30-300(6) of the *Income Tax Amendment Act 1997* to ensure that gifts are used only for the mission of the association.



**(b) FINANCIAL RECORDS**

- (i) Income and expenditure shall be fully tabulated according to accepted bookkeeping standards.
- (ii) Receipts shall be issued either manually or electronically for all funds received.

**(c) ACCOUNT**

- (i) A bank account shall be held in the name of the association.
- (ii) All association monies shall be deposited into the account within five days of receipt.
- (iii) All cheques, bills of exchange, other promissory notes and withdrawal vouchers shall be authorised and signed by two Board members or one Board member and one other person authorised for this purpose by the Board at its first meeting after the Annual General Meeting;
- (iv) Maximum provisions may be made by the Board for petty cash and automatically replenished;
- (v) All other payments shall be authorised by the Board, either under general terms of written instructions to the Treasurer specifying the types of routine payments which shall be made, or by a specific resolution of the Board.

**(d) PUBLIC FUND ACCOUNT**

- (i) An additional and separate Public Fund will be established if the association becomes listed on the Register of Cultural Organisations, having met all the requirements of section 30-300 of the *Income Tax Amendment Act 1997*.
- (ii) The public fund shall be kept separate from other funds of the association and any changes will be communicated to the Department responsible for the administration of the Register of Cultural Organisations.
- (iii) The association shall provide bi-annual statistical reports about gifts made to the public fund during the last six months.
- (iv) The Association is required to transfer any surplus gifts, deductible contributions and related money to another DGR if Balai Bahasa Indonesia Perth:
  - is dissolved or wound up (closed), or
  - has its DGR endorsement revoked (cancelled) by the ATO (whichever comes first).

This transfer must be to another DGR with a similar charitable purpose.

**(e) LIMITATIONS**

The Association shall undertake no major financial obligations for which it does not provide or has not obtained adequate financial cover beforehand.

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**(f) USE OF INCOME AND PROPERTY**

- (i) The income and property of the Association shall be applied solely towards the promotion of the Objectives.
- (ii) No portion of the income of the Association shall be paid or transferred or distributed directly or indirectly to the members of the Association, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any other person other than a member in return for services rendered to the Association.
- (iii) A Board member, officer or employee may be paid out of the funds of the Association for any pre-approved out-of-pocket expenses relating to the affairs of the Association, including meals, travel and accommodation properly incurred. Board approval to incur expenses is required before expenses are incurred and evidence of payment, such as a receipt, is provided to the Treasurer before reimbursement is made.

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## **12. CONTROLS AND APPEALS**

**(a) DISCIPLINARY MEASURES**

Disciplinary measures may only be taken by the Board in the following circumstances:

- (i) If a member's annual membership fee has remained outstanding for more than three months;
- (ii) If a member's action or behaviour is deemed by a two-thirds majority of the Board to be detrimental to the interests of the Association;
- (iii) If a Board member has abused his/her position for personal gain.

**(b) PENALTIES**

- (i) In the event of a member becoming unfinancial, i.e., annual membership fees being more than three months in arrears, the name of the member shall be removed from the membership register;
- (ii) In other cases as laid down in clauses 12 (a) (ii) and (iii) above, the Board may take such action as it deems suitable. Any penalty up to and including expulsion from the Association shall be decided by a two-thirds majority of the members of the Board present and voting at the meeting considering the matter, and the member informed of the decision in writing within seven (7) days.

**(c) APPEALS**

Upon a complaint being made in writing that a member has acted against the interests of the Association, the Board shall investigate the complaint by calling the complainant before the Board to substantiate and prove the case. The member against whom the complaint has been made shall be notified of the details of the complaint and requested to attend the same meeting to hear the complaint and to answer the same. The Board shall then determine what action shall be taken to deal with the complaint.

A member against whom action has been taken under clauses 12 (a) or (b) above shall have the right to appeal to a general meeting of the Association. This may be either the annual general meeting or a special

general meeting called to consider the appeal. Until then, the Board may decide upon appropriate interim action relating to the complaint.

A member wishing to appeal against a disciplinary measure of the Board against him or her must give written notice of intention to appeal within thirty (30) days of the date of the notice of the action being taken by the Board. Notice shall be in writing.

At the general meeting considering the appeal, the President or a Board member appointed for the purpose by the Board shall make a statement setting out the reasons for the disciplinary measure. The person against whom the action has been taken shall make a statement setting out an explanation and reasons why the decision of the Board should be set aside or varied.

The Chairperson shall then invite questions from the members present to the speaker.

A motion to reverse or vary the Board's decision may then be put to the meeting without further debate, and if carried by a two-thirds majority vote of those present and voting, the member's appeal shall be considered to have succeeded.

The Board shall ignore and take no action on any complaint relating to any matter occurring six months or more prior to the date of receipt of the complaint.

Disciplinary action by the Board shall not preclude a member's further liability.

#### **(d) DISPUTE RESOLUTION**

Any dispute or differences arising out of the interpretation, application or implementation of this constitution shall be settled amicably through consultation and negotiation by The Board.

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### **13. ALTERATION OF THE CONSTITUTION**

Any member may propose to the Board in writing an amendment to the Constitution. If approved by a three-fourths majority of the Board, the proposed amendment shall be submitted to the general meeting for ratification by not less than three-fourths of the members of the Association present who are entitled under the rules to vote. Amendments to the Constitution submitted for ratification shall not be amended in substance by the general meeting.

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### **14. COMMON SEAL**

The Common Seal of the Association engraved with the name of the Association shall be kept in the care of the Chairperson. The Seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Board and in the presence of the Chairperson and two other members of the Board, both of whom shall subscribe their names as witnesses.

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## 15. AFFILIATIONS

The Association may affiliate with any other Association on such terms and conditions as may be mutually arrived at, and approved by a two-thirds majority of the Board.

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## 16. DISSOLUTION

The Association may be dissolved or wound up by a resolution passed by 75% majority at a special general meeting called for the purpose. Any funds or other property remaining after the satisfaction of all debts and liabilities of the Association and the costs, charges and expenses of that winding up shall be distributed -

- (a) An incorporated association
- (b) A company limited by guarantee registered under the *Corporations Act 2001*;
- (c) An organisation that holds a current licence under the *Charitable Collections Act 1946*;
- (d) An organisation that is a member or former member of the association and whose rules prevent the distribution of property to its members; or
- (e) A non-distributing co-operative registered under the *Co-operatives Act 2009*.

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## 17. INSPECTION OF RECORDS, ETC.

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association given prior written notification is provided to the Chairperson .

**END OF DOCUMENT**

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