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# TIGRIAN COMMUNITY ASSOC IN VICTORIA


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## By-Laws

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## **The Tigrarian Community Association in Victoria Inc. -TCAV**

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This Bylaw was amended and updated to streamline the organizational structure relationships among the various functional groups within the community and to overcome the challenges which were observed during the previous years of experience. These bylaws have become effective on December 4th 2022 the date at which two thirds of the members in good standing have reviewed, discussed and ratified them.

**This by-law is effective starting December 4th 2022**

### **Article 1 – Preamble**

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We Tigrarians and Australian Citizens of Tigray origin residing in Melbourne the state of Victoria. COGNIZANT of the fact that the Tigrarian community in Victoria has grown extensively;

COGNIZANT of the fact that the Association is growing to accommodate the growing demands of its growing members and cope with the timely changes in the community at large;

COGNIZANT of the fact that all concerned parties of the Association have agreed to review the current TCAV Bylaws dated June 26 2022, to streamline the organizational structure relationships among the various functional groups within the community and to overcome the challenges which were observed during the previous years of experience,

IN ORDER to meet the challenges, the new generation and the community are facing, to expand its scope of services, and to provide quality and a variety of services to the community;

DESIRING to establish a strong community centre that embraces all members without any bias of racial, political, religious, or any other discriminatory elements;

NOW, THEREFORE, amend the TCAV By-laws as stipulated herein.

## Article 2 Interpretation

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In these by-laws, unless the context otherwise requires it, all references to inanimate objects will equally address the singular and the plural.

- **Tigrian and Tigrian Descent** – Tigrian by birth or born of Tigrian parents or their descendants.
- **Association-** The Tigrian Community Association in Victoria formed in the state of Victoria Australia
- **General Assembly** – The assembly of the members of the Society where a minimum of 50% of the membership plus 1 (one) member are present.
- **Boards**– The Tigrian Community Association in Victoria (TCAV) board comprising individuals elected by the general assembly and elected members represent from different group of the community cognizant of ensuring diversity in age, gender, profession and religious affiliation of board members, the board is the higher body that ensures the activities of the TCAV. follows the bylaws and is accountable to the general assembly.
- **Executive committee** – comprising elected individuals responsible to the Board and to general assembly, responsible for the day-to-day function of the Association, authorized to act as a legal representative of the Association and charged with the coordination of the Summer Festival, youth programs, women’s programs, children’s programs, programs for the elderly, the Association’s administrative issues, management of the collection of dues, fees and other financial contributions and all other matters concerning the affairs of the Society as necessary.
- **Audit Committee** – a committee comprising of individuals elected by the General Assembly of Members, whose purpose is to audit the accounts, financial management and financial transactions of the Association and present the audit report to the General Assembly
- **Ad-hoc Nominations Committee** – a committee comprising of individuals elected by the General Assembly of Members and charged with coordinating the election of Boards and Audit Committee Members as well as managing the transfer of custody of the Association’s assets during the transition of Boards.
- **Members** – individuals who consent to become members and remain members in good standing by agreeing with the purposes of the Association, supporting its functions, adhering by its constitution and by-laws and have keeping their membership dues current.
- **Associate Members** - individuals who consent to be associate members and agree with the purposes of the Association, support its functions, adhere by its constitution and by-laws but are, for some undetermined reason, unable to pay the mandatory membership dues and are, therefore, ineligible to vote or stand for election of any office of the Association.
- **Honorary Members** – organizations, families or individuals who have made significant contributions to the Association.

- **Participating Individual** – an individual who, without being a member, participates in various activities which advance the purposes of the Association at the request of the Executive Committee
- **General Meeting** – a meeting of the Membership called by the Executive Committee.
- **Special General Meeting** – a meeting of the Membership other than the Annual General Meeting and an Emergency Meeting called by the Executive Committee for a specific purpose.
- **Emergency Meeting** – a meeting of the Membership other than the General Meeting or the Special General Meeting called by the Board of Directors, executive Committee or the Membership when emergencies concerning the Association arise.

### Article 3 The Name and The Seal of the Association

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1. The name of the Association is Tigrian Community Association in Victoria and will be referred to as TCAV or the Association in these bylaws.
2. The Seal -The Association possesses a round Seal in the Middle of which there is the “Axum’s Obelisk” and all around the name of the Association “TIGRIAN COMMUNITY ASSOCIATION IN VICTORIA and ማሕበር ተጋሩ ኣብ ቬክተሪያ”. The Secretary will keep in his/her custody or under his/her management. Any written documents regarding the Association’s business having the seal will be signed by the Chairperson or the Secretary of the Community.

### Article - 4 Scope

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This By-Law applies to all members of the TCAV Inc. and affiliated groups as stipulated herein.

### Article 5- LEGAL STATUS

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The purpose of this By-Law is to set rules and procedures in establishing the structure and functions of the TCAV Inc. The persons who from time to time are members of the Association are an incorporated association by the name given in Article 1 of these bylaws.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these bylaws are taken to constitute the terms of a contract between the Association and its members.

### Article 6– Values of the Association

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1. ensuring the prevalence of accountability and sound transparency within the TCAV so that it will always enjoy the fullest confidence and trust of the members.

2. The Association shall not discriminate on the basis of religion, politics, gender or ethnicity, and it will remain free of political or religious affiliation, and will abide by these bylaws
3. The Association shall serve and give opportunities for involvement of all Tigrarian Australian residing in Victoria without discrimination.
4. All of the Association's procedures will be governed democratically and, hence, all matters will be settled by a majority of votes.
5. The official business language of the Association will be Tigryna (Tigrigna) and English.

## **Article 7 Vision, Mission, and Objectives**

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### **Section 1. Vision**

Our vision is to see a unified and economically strong Tigray community in Victoria that preserved its rich cultural heritage and history and owns a community centre where it provides inclusive, innovative and sustainable programs and services to its members especially the youth.

### **Section 2. Mission**

Our mission is to work in partnership with community sections, private and business companies, and Federal, State and Local governments to strive for excellence in meeting the needs of our community through the provision of supportive, recreational, cultural, sporting and welfare programs for the advancement of social, economic, and emotional wellbeing of our community members.

### **Section 1. Objectives**

1. To provide welfare and relief assistance to individuals and families in need in the Tigrarian community.
2. Provide settlement and integration information and support to newly arrived members of the community.
3. To encourage and foster goodwill, cooperation and understanding with similar Tigrarian organizations and the wider communities in Australia.
4. To facilitate exchange of entrepreneurial skills and experiences to promote business and investment skills among our community members.
5. To provide language and culture education to children and youth members of the community to help them learn and preserve their language, history and cultural values.
6. To provide sporting and recreational activities to youth members to promote their physical and mental wellbeing.
7. To promote the social and economic wellbeing of the most vulnerable members of the community, namely isolated elderly and women.
8. To provide an opportunity for social interaction and cultural awareness by organizing festivals, cultural shows and adult education activities. Mobilize resources and build a

community centre, where inclusive, innovative and sustainable programs and services are provided to members.

9. To work in partnership with relevant authorities and organizations in condemning and defending any abuse of human rights wherever it happened.
10. To respond to man-made and natural disasters in Tigray by coordinating the raising of financial and in-kind resources as much as the Association's ability.

## Article 8 – General Assembly

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1. The General Assembly is the supreme authority of the Association responsible for the approval of all matters related to bylaws. Meetings will be held only when quorum is present. Quorum for a general meeting is greater than 51% of members in good standing. If quorum is not present at a duly called meeting, those present at a meeting duly called for a date seven days immediately following the date in which quorum was not achieved will be deemed as constituting quorum enabling the general meeting to proceed.
2. The General Assembly has the sole authority of electing and terminating the Boards, executive committee, the Audit Committee and the Nominating Committee.
3. The General Assembly will review and take appropriate action relative to matters brought forth by the Members, and the Boards.
4. The general assembly will be responsible for the approval of the annual budget of the Association

## Article 9 - Boards

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1. The Boards (the Board members), consisting of fifteen (15) members, three (3) members elected by the general assembly will hold the position of Board chairperson and vice chairperson and secretary. The 12 will be elected through representation of different group of interest, the community cognizant of ensuring diversity in age, gender, religious, business group and professionals of board members, the board is the higher body that ensures the activities of the TCAV. follows the bylaws and is accountable to the general assembly. The Board will be elected for three-year terms. The number of members of the Board may be varied by the General Assembly as necessary.
2. The Board is the highest power echelon next to the General Assembly that shall oversee the proper functioning of the Association ensuring that the core values and purpose of the Association are reflected in its operations.
3. board will be responsible for governing and overseeing the affairs of the organisation, including:
  - making decisions about planning, resources, strategic direction, goals and activities of the Association.
  - monitoring the performance and activities of the Association against its legal purposes and strategic plan
  - overseeing risk management for the organisation



- overseeing and supporting the Executive Committee to manage the organisation
  - ensuring the sustainability of the organisation by monitoring its financial viability and finances
  - making decisions about whether to take disciplinary action against a member
  - reporting to members and stakeholders, and
4. The Board shall establish policies and directives governing business and programs of the Association and shall delegate to the Community Executive Committee members subject to the authorities and responsibilities provisioned by the Bylaws and Regulations.
  5. The Board shall have general oversight power to review, monitor and supervise the established committee operations, (Example -Support Group Committee) makes sure that the operations are run strictly in accordance with its separate Regulations approved for Support Group committee.
  6. The Board has the authority to approve agreements and contracts on behalf of the Association up to the limit of AUD 50,000 (fifty thousand) per at a time or up to the maximum limit of AUD \$100,000 (hundred thousand) per year without requiring approval from the General assembly.
  7. It has an overall responsibility to make sure that all the decisions of the General Assembly are properly implemented and the provisions of the By-law are respected
  8. The Board shall protect the assets of the Association, and resolve conflicts within the TCAV Inc.
  9. The Board may suggest amendments to the Bylaws of the Association
  10. The Board has the authority to consult other persons or organizations to obtain expert advice for the benefit of the community
  11. The Board shall have the authority to intervene and suspend executive committee as necessary, and not exceeding three one any operation(s) by the Community Executive Committee that may adversely affect the interests of the TCAV Inc. and call immediate GA meeting for the final decision. The Board is required to have reasonable justification or cause for its actions to implement.
  12. The board must call a meeting of the General Assembly within two months of receiving a complaint regarding the performance of the Executive Committee, the Audit Committee, the Nominating Committee or any other permanent committee if the complaint has been duly signed by a quarter (1/4) of the members in good standing.
  13. The Board is collectively accountable to the general membership of the Association.
  14. Board members must exercise their powers in a manner consistent with the By-laws, plans, and directives of the TCAV Inc.
  15. As fiduciaries, Board members shall not put themselves in apposition where their interests and activities conflict with their duties and responsibilities in leading the Association.
  16. Board members, must not, without the informed consent of the Association, use the assets, opportunities, information or records of the Association for their profit.
  17. The Board shall have the ultimate authority to order external auditors for the Community Executives if discrepancies are detected that are not managed by the Internal Audit



Committees, or the Executive Committees as to the handlings of financial assets and reports the findings to the relevant General Assembly.

#### Section 1 Board Meeting:

1. The Board's regular meetings shall be held at such time and place as shall be determined by the Board.
2. The Chair of the Board or any eight (8) regular Board members may call a special meeting of the Board with 2 -10 days' written advance notice provided to each member of the Board.
3. The notice shall be served upon each Board member via hand delivery, regular mail, email, text or fax. The person (s) authorized to call such special meetings of the Board may also establish the meeting so long as it is a reasonable place to hold any special meeting of the Board.
4. The Chairman shall preside at all meetings of the Boards unless otherwise he/she delegates the Vice-Chairman or the Secretary in their absence.
5. The Board shall meet at least quarterly for regular meetings. If there are issues to be resolved in due courses, the Board is obligated to meet as necessary.
6. Decisions of the Board are made by a simple majority.

#### Section 2 Boards Minutes:

1. The Secretary shall be responsible for the recording of all minutes of every meeting of the Board in which business shall be transacted in such order as the Board may determine.
2. If the Secretary is not available, the Chair of the Board shall appoint an individual to act as Secretary at the meeting.
3. The secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Association to be placed in the minute book.
4. A copy of the minutes shall be delivered to each Board member via either mail, hand delivered, emailed, or faxed within five (5) business days after the close of each Board meeting.

#### Section 3 Boards Quorum:

1. At each meeting of the Board, the presence of eight (8) members shall constitute a quorum.
2. If at any time the Board consists of an even number of members and vote results in a tie, the vote of the Chair of the Board shall be the deciding vote.
3. If a quorum is not present at a meeting, the Board members may adjourn the meeting without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

#### Section 4 Boards Voting:

Each Board member shall have only one vote. Board members shall not be allowed to vote through a written proxy.

#### Section 5: Board Resignation, Removal, and Vacancy:

1. If a member of the Board wishes to resign from his/her position, he /she must submit a written request to the Chairman and the acceptance will be the simple majority of the remaining board members. The alternative that has the highest vote count at the time of election shall fill the vacancy until the end of the remaining term.
2. A board member can be suspended or removed only by the majority of the General Assembly.
3. A Board member may be removed, with cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of active Board members.
4. Any vacancy on the Board may be filled by a vote of a two-thirds majority of the Board members in office. A board member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

### **Article 10 Executive Committee:**

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1. The Executive Committee is composed of seven (7) Officers. The Executive Committee (referred to as the EC hereafter) who directly elected by general assembly and accountable to the general assembly of the Association.
2. Executive Committee will be responsible for the day-to-day affairs of the Association in accordance with the guidelines and decisions of the Board.
3. Executive Committee, on condition of ratification by the Board, will work and enter into agreement with various organizations in an effort to make long and short-term plans and implement activities that promote the Association's purposes and the interest of its members.
4. Executive Committee will have offices of President, Vice President, Secretary, Treasurer, Finance, Properties and Public Relations officers.
5. Members of the Executive Committee and Members of the Audit Committee can serve a maximum of two consecutive two-year terms after which they must take a mandatory break of two consecutive terms before becoming eligible for election
6. All decisions of the Executive Committee will be made by a simple majority with the exception of cases where there is equality of votes during which the President will have the deciding vote. All decisions and proceeding will follow principles of transparency and accountability.
7. Members of the Executive Committee, the Audit Committee, the Nominating Committee and sub-committees will not receive compensation for their roles in discharging their duties in serving the Association, otherwise, they are under payment contract.
8. The Executive Committee is responsible for submitting the Association's Annual Report which bears the names of the secretary to the State government of Victoria as per the requirements of the Association Act of Victoria.
9. With the exception of cases of sickness and voluntary resignation, the Executive Committee can suspend a member or members from office by a majority vote of the Executive Committee for such reasons as ethical issues, actions contrary to the purposes of the Association, actions which damage the reputation of the Association, and use of the Association's funds for personal gain. The Executive Committee decision to suspend the member of committee must be reviewed within two weeks by the board.

10. The Executive committee, Audit Committee and Nominating Committee, other such committee members and employees of the association are not held personally responsible for consequences that arise from actions in the fulfilment of their duties if they have discharged their respective responsibilities with diligence, without malice, without negligence and without deliberate deviation from the authority and responsibility given to them by the Association.
11. The Executive committee can remove any member of the Association from membership temporarily for actions contrary to the purposes of the Association until the next General Meeting to which the individual must receive a duly executed invitation from the Board. A hearing will be held by the General Assembly either in the presence of the individual where he or she will have the right to present and defend their case or in their absence if they chose not to attend after which the General Assembly will either ratify or reject the Executive committee 's temporary decision.
12. The Executive committee, Audit Committee and Nominating Committee, other such committee members and employees of the Association during their terms of office and after their retirement are required to respect the confidentiality of the affairs of the Association. Violation of this is prosecutable in accordance with the rules of Associations Incorporation Reform Act.
13. The Executive committee has the right to establish various sub-committees, provide guidelines and supervise the execution of activities in the course of fulfilling its duty in the service of the association.
14. While the executive committee, with the approval of Board has the right to enter into borrowing and contractual agreements on behalf of the Association, except for regularly budgeted items such as the Annual Celebration of New Year, all expenditures, contracts or borrowing agreements with a value greater than \$5,000 AUD must receive pre approval by the Board.
15. While the Executive committee is not authorised to lend or give away the Association's funds to other bodies, it may, where it is beneficial for the purposes of the Association and in a way that does not harm the Association, lend some of its property to other sister associations such as religious and social organizations. The Executive committee is not authorised to make such lending to individuals under any circumstances.
16. From time to time, the Board will set the registration fee and the annual membership fee and, upon ratification by the General Assembly, it will become effective until the next revision. All new members must pay the registration fee.
17. The sub-committees established by the Executive committee will draft their own guidelines of responsibilities and activities which need approval by the Executive committee which will ensure that these are not in contradiction with the by-laws of the Association.
18. The Executive committee must call a General Meeting within a year of its election and once every year during its term of service in accordance with the Associations Incorporation Reform Act.
19. The Executive committee is responsible for calling the General Meeting at which the new Boards will be elected and the transition to the next Board will be completed. The Executive committee is responsible for facilitating the election of the Nominating Committee, preparing all matters necessary for the election and transition and specifically
20. preparing voting as well as a financial, property and program transitional report to be presented before the election at the General Meeting.
21. The Executive committee may suggest amendments to the Bylaws of the Association

## Article 11 – Duties of the Executive committee

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1. **President** – The President is responsible for leading and directing the Committee, supervises the activities of committee members, chairs the General Assembly and the Executive committee meetings, is a signatory of the Association on matters that require approval such as borrowing agreements, cheques, and receipts and performs other duties as assigned by the Executive committee from time to time.
2. **Vice President** – The Vice President will assume the role of the President in the absence of the President in addition to roles assigned to him or her by the Executive committee from time to time. If the President is unable to discharge his or her duties for reasons of emergency or sickness, the President needs to notify the Executive committee in writing that the Vice President is authorized to represent the President.
3. **Secretary** – The Secretary is responsible for taking minutes at the Executive committee and General Meetings, issuing and sending out Notice of Meetings, preparing the agenda, in consultation with the President, for meetings and sending them out ahead of the meetings. The Secretary maintains the minutes and other records of the Association, is the custodian of the seal of the Association, supervises the employees of the Association’s head office, is in charge of all written communication by the Association, ensures that written responses are given in a timely manner to all inquiries received in writing by the Association, disseminates to other members all messages received by the Association from individual members, maintains a record which includes names and updated addresses of members, signs cheques in the absence of either the President or the Treasurer and fulfils other duties as assigned by the Executive committee from time to time.
4. **Finance Officer** – The Finance Officer prepares the Association’s budget, coordinates and consolidates the budgets submitted by various sub-committees, ensures that approval of the budget by the Board, monitors the implementation of the budget, reviews variances, prepares a record of financial and property lists of the Association in cooperation with the Treasurer and the Properties officer, prepares monthly financial reports for the Executive Committee based on information received from the Treasurer, ensures proper filing of records of income and expenses and confirms that proper forms are used to record transactions, prepares invitations for tenders as necessary in cooperation with the Treasurer and Properties Officer, oversees the execution of tenders, prepares the annual financial statement which includes the balance sheet and the income statement to be included in the annual report of the Association, prepares the annual tax return of the Association in cooperation with the President, co-signs cheques with either the Secretary or the President and fulfils other duties as assigned by the Executive Committee from time to time.
5. **Treasurer** – The Treasurer collects the Association’s revenues, as per guidelines of the Association keeps records and files in good order transactions related to monies received and makes timely deposits in the Association’s bank account, ensures that all payment requisitions are in accordance with activities approved by the Executive Committee and

confirms that the goods and services related to the requisition have indeed been received, processes payments on confirmation of the delivery of goods and services, ensures proper reconciliation of transactions and maintains records in good order, prepares a detailed financial report of income and expenditures and submits them for review to the auditor appointed by the General Assembly, collects annual dues by members, oversees all other collection of revenues, provides copies of receipts to the Finance Officer, ensures the purchase and delivery of daily office supplies for the Association, monitors use office supplies, executes various expenditure and revenue functions, and fulfils other duties as assigned by the Executive Committee from time to time.

6. **Public Relations Officer** – The Public Relations Officer communicates the Association’s purposes, activities, plans, and programs to the membership, other individuals, as well as governmental and non-governmental bodies through various means of media, distributes publications of the Association to members and the general public, endeavours to coordinate various cultural and other events with view of enhancing a positive outlook of the Association among members and the general public as well as strengthening the Association’s presence, carries out various activities to generate positive publicity for the Association, pictorially records the activities of the Association and keeps these records in the custody of the head office. The Public Relations Officer coordinates and oversees the publication of the Association’s magazine in cooperation with those responsible for it. The Public Relations Officer may be assigned various tasks from time to time by the Executive Committee.
7. **Properties Officer** – The Properties Officer is supervises the use and custody of all real and other properties of the Association in cooperation with the Secretary, maintains a properties record which includes control numbers, sources, value, quantity and location of all properties, stores property items in the storage facilities of the Association, makes property available to committee members at their request with duly executed requisition form, ensures the return of items which have been requisitioned, prepares requisition forms, supervises and ensures that property items are stored in good order preventing damage or spoilage, and fulfils other duties as assigned by the Executive Committee from time to time.

## Article 12 Audit Committee

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1. The Audit Committee will be elected for a two-year term by the General Assembly which will have the sole authority over it.
2. Only individuals who have had one year of membership in good standing are eligible for membership on the Audit Committee.
3. For purposes of avoiding conflict of interest, members of other committee members are ineligible for membership in the Audit Committee. The Audit Committee is composed of three members, namely, a chair, a secretary and a member at large.
4. It is preferred that at least one member of the Audit Committee has accounting experience.

5. The Audit Committee will conduct an audit every three months during which it will review the financial transactions, properties, records and the affairs of the head office of the Association, recommends and reviews the implementation of adjustments and corrective measures, and is authorised to carryout surprise audits as deemed necessary. The auditees are required to fully cooperate with the Audit Committee.
6. Provides an audit report of any audit activities and findings to the General Assembly and to the boards.
7. During transition of the leadership of the Association, the new Audit Committee will ensure that a proper report of the financial and other properties with notes of deficiencies, if any, have been provided to it before commencing its term.
8. The Audit Committee works with the Treasurer in keeping the financial and property records of the Association in good form.
9. In the event that there is disagreement among the Executive Committee to the extent that the Executive Committee cannot discharge its duties, the Audit Committee will ask the Executive Committee to call a General Meeting.
10. The Audit Committee is responsible to monitor and ensure that the General Meeting is held in a timely and proper manner.

#### **Section 1 External Auditor:**

1. The Association shall utilize the services of an external Auditor to establish its credibility to members and donors and ensuring compliance with tax laws.
2. The External Auditor shall not be affiliated with the Association nor has a conflict of interest whatsoever.
3. The TCAV Inc. Executive Committee shall search for bids that can perform the auditing job at a reasonable cost and get it approved by the Board. The auditing performance shall be once a year. Building positive and respectable image for the Association in main stream society.
4. The External Auditor shall examine financial statements to ensure the documentation meets generally accepted accounting guidelines and shall accurately represent the financial position of the Association.
5. The auditors shall have complete access to all financial information to produce an audit report. The report shall be duly signed by the auditors and submitted to the Board and a copy to the Executive Committee.
6. The Auditors are responsible for providing reasonable assurance that the financial statements are free from material misstatements and prepared according to the generally accepted accounting principles (GAAP). Additionally, the Auditors may provide their recommendations to the Executive Committee.



## Article 13 – Nominating Committee

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1. The Nominating Committee is elected by and solely responsible to the General Assembly.
2. The Nominating Committee is composed of three members, namely, a chair, a secretary and a member at large.
3. The Nominating Committee is expected to have a thorough grasp of the by-laws of the Association.
4. The Nominating Committee ensures that a democratic process is followed in the election of committee members and explains to members the roles and responsibilities of different positions to which members are being elected. A minimum of five candidates must be nominated for three positions on the Board and a minimum of five candidates for the Audit Committee.
5. After introducing the nominees, the Nominating Committee will conduct the election.
6. During the transition following the election of the new Board, the Nominating Committee will supervise the process and work with the Audit Committee to ensure an orderly handover of properties and records. The Nominating Committee will present copies of the records to the Audit Committee and the newly elected committees and the committees finishing their terms before concluding its responsibility.

## Article 14 – Eligibility to Participate in Elections

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1. A candidate to any of the committees must be a member who has held membership in good standing for a minimum of one year, whose dues and fees are up to date and is an active participant in the affairs of the Association.
2. A member must have paid all dues and fees and been a member in good standing for a minimum of three months before being eligible to vote in any elections.
3. Votes will be conducted only in person and the Association will not practice proxy voting.
4. A nominee of the Board or the Audit Committee must be clearly knowledgeable of the Association's purposes and its by-laws, must have a clean criminal record, must have been a member in good standing for a minimum of one year, must be a member whose dues and fees are current, and must be an individual who is an active participant in the affairs of the Association. An individual who has been a member for less than one year is not eligible for nomination to any of the Committees.
5. In the event that the elected officials of the committees are unable to discharge their duties, and if such deficiency is determined to have an immediate negative impact on the Association, the Nominating Committee can call an emergency meeting of the members to conduct a new election. Should this not take place in a timely fashion, the election will be held at the next regular General Meeting.
6. Members of the Board and the Audit Committee are limited to two consecutive two-year terms after which they have to take a mandatory break of four years before becoming eligible for election again.



## Article 15 - General Rules that apply to All Community Leaders

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1. All Community leaders of the Association shall be required to know all available bylaws and Regulations in general and conversant with the details rules and regulations pertaining to their position to serve the community.
2. All community leaders, within the context of their positions in the Association and not exceeding their power and authorities given by these bylaws, shall strive hard to unify the Community members at large with dedication and clear vision:
3. By creating synergy and enhancing harmony within the community
4. By promoting the unity of purpose within the community
5. By encouraging service excellence and volunteerism
6. By ensuring the prevalence of accountability and sound transparency within the TCAV so that it will always enjoy the fullest confidence and trust of the members.
7. Encouraging Fund Raising for the realization of Community goals and objectives
8. Establishing and soliciting support from connections with government agencies, public organizations for-profit and non-profit corporations.
9. Promoting the TCAV at public forums and other opportunities
10. Networking with foundations, state and federal government, business leaders and city councils in the state of Victoria.

## Article 16– Membership

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1. **Members** - Members are Tigrian-Australian individuals above the age of eighteen who consent to be members and operate in accordance with the Association’s by-laws, pay the fees and dues of membership in a timely fashion, support the purposes of the Association, and are active participants in the affairs of the Association.
2. **Associate Members** – Associate Members are individuals who consent to be associate members of the Association in accordance with the Association’s by-laws, is unable to pay the membership dues for reasons undetermined by the Association, is ineligible to vote or stand for office of any of the committees but is allowed to fully participate in other activities of the Association.
3. **Honorary Members** – Honorary Membership is issued to any organization, family or individuals of Tigrian Australian or other nationality who have contributed in some way to advance the causes of the Society. The Board is authorized to issue honorary membership to eligible bodies based on its review of their past, current and future potential contribution. The Board is also authorized to revoke honorary membership. Although not eligible to vote or stand for election for office on any of the committees, honorary members can attend all meetings open to members.

## Article 17– Duties and Rights of Members

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1. Each member has an obligation to respect, implement and ensure implementation of the purposes and by-laws of the Association.
2. Each member is expected to contribute according to his or her capacity to strengthen, enhance and grow the Association.
3. Each member must pay the dues and fees of the Association in a timely manner.
4. Each member is expected to provide volunteer service in the amount of twelve hours per year (one hour per month).
5. A member whose name is brought forth as a candidate for election to the Board, Audit Committee or Nominating Committee must be clearly knowledgeable of the Association’s purposes and its by-laws, must have a clean criminal record, must have been a member in good standing for a minimum of one year, must be a member whose dues and fees are current, and must be an individual who is an active participant in the affairs of the Association. If it was discovered that an individual who is deficient in one of these aspects has been elected to one of the said positions, the Board will endeavour to review the matter and remove the individual from office on a temporary basis for ratification by the General Assembly. If the deficiency is related to a criminal record, the Board will remove the individual immediately from office and have the matter ratified by the General Assembly.
6. Each member is eligible to receive an equal share of the benefits offered by the Association. Each member has the right to participate in and benefit from the educational, work-related services or other social life activities carried out by the Association.
7. Members and their children have the right to participate in and benefit from programs offered by the Association which are designed to enhance their linguistic and historical heritage.
8. The Association will endeavour to assist its members by providing information and other means so that they may acquire jobs within their professions.
9. Priority will be given to qualified members if and when the Association has a need to carryout business transactions of any form in which delivery of goods or services is required.
10. In case of death of a member, the Association will place a wreath at the funeral.
11. A member who requests a copy of the by-laws is entitled to receive one at no cost to him or her.
12. The Association will keep lists in good order by category of members, associate members and honorary members.
13. Members are required to pay the registration fees and annual dues as set by the General Assembly.
14. In the case of voluntary withdrawal or withdrawal by any other means from membership, individuals are not entitled to refund of any portion of dues or fees they have paid or items which they have donated to the Association. The payments and donations are considered unconditional properties of the Association.
15. If membership dues of an individual are overdue by three months, the individual’s membership will be revoked.
16. Any member can withdraw from membership at any time and, having provided the reason for withdrawal in writing, can request a copy of confirmation of membership until the date of their withdrawal from the Association.
17. Membership is terminated upon death, voluntary withdrawal, and forcible removal for various reasons by the Association, and for failure to pay fees for a period of three months.

18. The Executive committee with the approval of board will terminate the membership of an individual who takes actions contrary to the purposes of the Association, intentionally tries to weaken or harm the Association, and acts in a way which directly or indirectly harms other members until the General Assembly takes legal or other measures as necessary.
19. An individual whose membership has been terminated has an obligation to return property and records of the Association which are in his or her custody within a timeframe set by the Board. Should the individual fail to do so, legal action may be taken by the Association.
20. A member who had withdrawn voluntarily can request to be reinstated into membership in writing and by completing the required membership application form and, upon review by the Executive Committee, may be fully reinstated into membership.
21. An individual whose membership was terminated by the General Assembly for violation of one or more of the membership criteria, must write a letter of apology accompanied by the required application if they wish to be reinstated into membership. Determination of this request is made by the General Assembly.
22. While recognizing the unity of the family, membership in the Association is for individual members of the family based on their duly executed application, as well payment of registration fees and annual dues as per these by-laws.
23. An individual who has completed the required application but has not paid the registration and annual dues is considered an Associate Member. The family of an individual who is a full member are not entitled to receive any membership benefits other than the benefits given to all families of members by the Association.
24. Individuals under the age of eighteen are not eligible to be members. Those who are above eighteen years of age have the right to become members upon completion the required forms and consideration by the Executive Committee.
25. A husband and wife who have individually applied for membership and have each fulfilled the required membership criteria have the right to participate in elections as individuals and are entitled to all benefits membership as individuals.
26. Benefits of membership are not transferrable unless otherwise permitted by law. Should a member transfer membership benefits inappropriately to a non- eligible individual, the Board will take appropriate measures ranging from temporary revocation of benefits to termination of membership based on the extent of the violation. These measures must be ratified by the General Assembly.

## Article 18–Meetings

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1. A meeting at which quorum or a majority of the members are present is called the General Assembly. The General Assembly is a meeting where greater than 50% (50% plus one member) are present at a regular General Meeting of members or an Emergency Meeting of members.
2. The General Meeting of members will be held at a time and place as determined by the Executive Committee or the Executive committee shall call general meeting if the boards demand so.
3. In accordance with the Victoria Association Incorporation Reform Act, the Annual General Meeting will be held annually with a maximum time gap of fifteen months between meetings as required by law.
4. Meetings other than the Annual General Meeting will be referred to as Regular General Meetings of Members which are called by the Executive Committee as required.

5. Meetings other than the Annual General Meeting and the Regular General Meetings are Emergency Meetings called as urgent situations arise.
6. Notice of Meeting including the time, place and agenda will be sent fifteen days before the General Meeting. Failure of delivery of notice for reasons beyond the control of the Association does not negate the validity of the General Meeting.
7. Should the President, Vice President and the Secretary not be present at the General Meeting for thirty minutes after the scheduled time at which the meeting is to start, the Executive Committee will assign one of the executive Committee Members present to chair the meeting.
8. The General Assembly at the General Meeting receives the reports from various sections of the Association, discusses matters and makes decisions on them, elects Board, Audit Committee and Nominating Committee members, as well as ratifies changes and amends the by-laws.
9. Should none of the Executive Committee Members be present at the duly called General Meeting for thirty minutes after the scheduled time at which the meeting is to start, the members present can elect among themselves a member to chair the meeting.

## **Article 19 – Conflict of Interest**

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Members of the Board and Audit Committee, volunteers and employees of the Association are prevented from activities which give rise to a conflict of interest in relation to the Association and impede impartiality in the discharge of their duties. Should any such persons determine that there is a conflict of interest relative to their role, they are required to recuse themselves voluntarily having disclosed the nature of the conflict to their respective members of Board and members of executive Committee. There is conflict of interest under the following conditions:

1. Where more than one member of an immediate family, i.e., spouses, parents, children and siblings, is serving on the same committee at the same time, namely, the Board and the Audit Committee Executive Committee.
2. Where a member of the Board, Executive Committee, a member of the Audit Committee, an employee, a volunteer of the Association and a close relative of any of these individuals have a contract or any other business transaction agreement with the Association
3. Where business entities which benefit a member of the Board, Executive Committee, a member of the Audit Committee, an employee, a volunteer of the Association and a close relative of any of these individuals have a contract or any other business transaction agreement with the Association
4. Where a gift in cash, in kind or in the form of entertainment, irrespective of magnitude, is offered to members of the Board, Executive Committee, members of the Audit Committee, employees of the Association or volunteers of the Association with the intent of influencing decisions
5. Where a member of the Board, Executive Committee, a member of the Audit Committee, an employee and a volunteer of the Association have acted in a manner that is motivated by self-interest to the detriment of the Association In the event that it is determined that a member of the Board, Executive Committee a member of the Audit Committee, an employee and a volunteer of the association has acted in a manner that is motivated by self-interest to the detriment of the Association the Board will remove them from their position, with the Association and, in accordance with the severity of their offence, remove them from membership, as ratified by the General Assembly.

6. Each member of the Board, Executive Committee, member of the Audit Committee, an employee and a volunteer of the Association must endeavour to adhere to the conflict-of-interest guidelines and confidentiality policies of the Association as outlined in the by-laws. The Board is responsible for safeguarding the Association from harm by overseeing matters of conflict of interest and issuing administrative guidelines which mitigate such problems as required.

## **Article 20 FINANCIAL MATTERS**

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### **Section 1 Source of funds:**

The Association is a non-for-profit organisation, the funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

### **Section 2 Management Funds**

1. The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
2. Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
3. The Board may authorise the Treasurer to expend funds on behalf of the Association including by electronic funds transfer up to AUD 5000 (five thousand) per year without requiring approval from the Board.
4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Executive committee members.
5. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

### **Section 3 Financial records**

1. The Association must keep financial records that, correctly record and explain its transactions, financial position and performance; and enable financial statements to be prepared as required by the Act.
2. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
3. The Treasurer must keep in his or her custody, or under his or her control- the financial records for the current financial year; and any other financial records as authorised by the Board.

### **Section 4 Financial statements**

1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

2. Those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **Article 21–Amendments**

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1. As of November 6, 2022 all pre-existing by-laws have been replaced by these by- laws and, accordingly, all agreements, debts, obligations and rights that are included in these by-laws concern the Tigrarian Community Association in Victoria.
2. All future amendments must be delivered thirty days in advance of a General Meeting at which these amendments are to be considered by the General Assembly in writing accompanied by signatures of thirty members in good standing. The Board is responsible to give notice to its members of the proposed amendment prior to the General Meeting.
3. An amendment can be proposed at the General Meeting by members.
4. In the interest of thoughtful and methodical consideration of the proposed amendment, the General Assembly, at the meeting where the amendment has been first proposed, will elect an ad-hoc committee with a chairman and a secretary plus at least one and at most three other individuals who have been members in good standing for not less than one year and possess a solid knowledge of the by-laws of the Association to review the merits of the proposed amendment and bring a recommendation to the following General Meeting.
5. The Board will oversee the election of the ad-hoc committee which is charged with reviewing the by-law amendment, ensure that the electoral procedures are in accordance with these by-laws and cooperate with the ad-hoc committee once it is formed as it discharges its duties.
6. All proposed amendments must undergo the reviews outlined in these bylaws, must be presented to the membership by the Board with its recommendation and must be ratified by the General Assembly before they can become effective. A two-thirds vote of the members in good standing is required to amend, change or remove or add any part of these bylaws.

## **Article 22–Fiscal Year**

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The fiscal year end of the Association is June 30.

## **Article 23 - Dissolution**

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1. Should it be determined for any reason that the Association is no longer needed; a three fourth (3/4) majority vote at a General Meeting at which seventy five percent (75%) of the members in good standing are present is required to dissolve the Association as per the Association Incorporation Reform Act.
2. When the number of the Association members decreased to less than twenty (20) the Association will be dissolved as it doesn't function with the purpose for which it was established. In the event of winding up or cancellation of the incorporation of the Association, the assets of the Association will be disposed of in accordance with the provision of the Act for winding up and Cancellation. In the event of dissolution, proceeds of cash after all the debts and obligations of the Association have been met and all real and other properties owned by the Association will be donated to a charity or a not-profit organization of the General Assembly's choosing.

## **Article 24 – Effective Date of these Bylaws**

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These bylaws have become effective on December 4<sup>th</sup> 2022 the date at which two thirds of the members in good standing have reviewed, discussed and ratified them. This by-law is effective starting December 4<sup>th</sup> 2022.



## TCAV Organisational Structure/ Chart

The following is a pictorial representation of the structure and accountabilities of the General Assembly(members)

