

**CONSTITUTION of**

**ONEPATH NETWORK INCORPORATED**

**REGISTERED UNDER**

**NSW ASSOCIATIONS INCORPORATIONS ACT No. 143**

## **DEFINITIONS**

In these Rules unless the contrary intention appears

“Rules” means rules of this constitution as altered or added to from time to time and a reference to provision of these rules is a reference to that provision as altered or added to from time to time.

“Association” means ONEPATH NETWORK INC Association.

“Member” means any person who is approved by Trustees of the Association is deemed to be a member with full rights under this Constitution.

“Chairman” means the Chairman of the Board of Trustees

“President” means the President of the Executive Committee “Committee” means the Executive Committee of the Association

“Writing” includes typewriting printing lithography photography and other modes of representing or reproducing words in a visible form and “written” has a corresponding meaning;

“Trustees” shall be the 5 life time members of the Association mentioned by name in section 25.

Words importing the singular include the plural and vice versa;

Words importing the masculine include their feminine and neuter.

### **1. NAME**

The name of the Association shall be **ONEPATH NETWORK Incorporated**

### **2. TYPE OF ORGANIZATION**

ONEPATH NETWORK is strictly a **Non for Profit Organisation**.

### **3. OBJECTIVES**

The objects for which the Association is established are:

- a. To provide the Australian Muslim community with a professional media outlet, and production facility.
  - b. To spread the nonconfrontational, peaceful teachings of Islam.
  - c. To redirect the Muslim youth in second and third generation migrant families toward reintegration into mainstream society.
  - d. To alleviate the poverty and suffering of Muslims in Australia through socio-economic support programs.
  - e. To assist Muslim members of the community, in particular youth, to understand Islam in the English language without any language barriers.
  - f. To provide accessible educational programs to individuals of all backgrounds in the community.
  - g. To promote interfaith dialogue between people of all belief systems.
  - h. To actively counter racism and bring widespread understanding and tolerance among all sectors of the community.
  - i. To counter the raising levels of crime amongst youth in general, and youth of middle – eastern origin in particular by providing television shows, media content and programs that are targeted and acceptable to the target audience.
  - j. To establish media, print, videos, productions, live shows, online and educational content to serve the Muslim community.
4. For the sole purpose of carrying out the objects specified in item 3 the Association has power:
- a. To purchase, take on lease or exchange, hire or otherwise acquire any real and personal property and any rights or privileges and in particular any land, buildings, fences, easements, machinery, vehicles, plant or stock.
  - b. To construct, improve, maintain, develop, work, design, manage, carry out or control any buildings, classrooms, libraries, offices, residential quarters, dormitories, kitchens, gardens, recreational facilities, stores and other work and conveniences and to equip, furnish, maintain, alter, repair and reconstruct any of the same as may be required from time to time.

- c. To take steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient to procure contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise and to engage and pay whether by salary, fee, commission or otherwise any person or organisation to raise or assist in the raising of funds of the Association.
  - d. In furtherance of the objects of the Association to lend money to such persons or companies as may seem expedient and to guarantee performance of contracts, debts or obligations by any such persons or companies.
  - e. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the objects of the Association or any of them; and to obtain from any such Government or authority any rights, privileges, and concessions which the Association may consider desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
  - f. To found, endow and grant scholarships to Students who have achieved excellence in their field of study.
  - g. To accept subscriptions, donations, guarantees, whether of money or real or personal property, and devises and bequests for the attainment of one or any of the objects of the Association, and whether subject to any trust or not, and neither with or without a conditional right of repayment.
  - h. To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance, of any debts, liabilities, contract, guarantee or other engagement incurred or to be entered into by the Company in any way, or the dependents or connection or any such person, and to grant pensions and allowances, and to make payments towards insurance and superannuation, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful objects.
  - i. To undertake and execute any trust the undertaking of which may seem likely to benefit the Company either directly or indirectly or in furtherance of any of the objects of the Association.
  - j. To grant pensions and allowances and to make payments towards insurance and superannuation, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
  - k. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques and other negotiable or transferable instruments.
  - l. To print and publish such newspapers, periodicals, books, videos or leaflets that the Association may think desirable to publicise or promote its objects.
  - m. To apply for and obtain any licenses statutory or other powers, rights or concessions.
  - n. To appoint, employ, remove or suspend such staff, managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association.
  - o. To indemnify any person or trustee holding any property of any kind upon trust for the Association against any and all actions, suits, claims, costs and demands whatsoever arising out of or in any way related to the said property on the trusts whereon it is held.
  - p. To do all things as are incidental or conducive to the attainment of all or any part of the objects of the Association.
5. The income and property of the Association whence so ever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution, and no portion of thereof shall be paid or transferred directly or indirectly by way of profits to members of the Association provided that nothing herein contained shall prevent the payment in good faith of:
- a. Remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business.
  - b. Rent of premises demised or let by a member to the Association.

## 6. MEMBERSHIP QUALIFICATIONS

Any Australian citizen can apply to be a member of the Association provided that:

- a. A **majority** of the members of the Board of Trustees accept his application in writing
- b. The applicant agrees to adhere to the Association's rules and objectives.

#### **7. REGISTER OF MEMBERS**

The Secretary shall maintain a Register of all Members of the Association.

#### **8. DISQUALIFICATION OF MEMBERS**

A person automatically ceases to be a Member if he dies or:

- a. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- b. resigns his membership by giving a notice in writing to the Secretary;
- c. does not pay his/her membership dues for three consecutive years;
- d. Or is expelled by the majority of the Board of Trustees.

#### **9. MEMBERSHIP FEES**

Membership fee set at the time of adoption of these articles is \$5 per year per member and may be varied from time to time by the Executive Committee of the Association after the approval of the Board of Trustees.

#### **10. MEMBER'S LIABILITIES**

All members of the Association shall not be by reason only of being such a member be liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of winding up of the Association.

#### **11. GENERAL MEETINGS**

Annual general meetings of the Association shall be held in accordance with the provisions of the NSW Associations Incorporations Act.

- a. All general meetings other than annual general meetings shall be called special general meetings.
- b. The President of the Executive Committee or the Chairman of the Board of Trustees may whenever they think fit convene a special general meeting.
- c. A notice convening the Annual or special general meetings shall be sent to all members of the Association at least one week prior to the meeting and shall specify the place day and hour of the meeting and in the case of special business the general nature of the special business to be dealt with at the meeting and there shall appear therein with reasonable prominence a statement that
  - i. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the member; and
  - ii. A proxy must be a member.

#### **12. PROCEEDINGS AT GENERAL MEETINGS**

The business of the annual general meeting is to receive and consider the profit and loss account, the balance sheet and the reports of the Executive Committee and the auditor and to transact any other business which under this Constitution ought to be transacted at an annual general meeting.

#### **13. VOTE OF MEMBERS**

On a show of hands each person present as a member, proxy or attorney has 1 vote and on a poll each member present in person or by proxy or attorney has 1 primary vote.

- a. A member entitled to attend and vote at a meeting of the Association is entitled to appoint another person (who is a member) as his proxy to attend and vote on his stead at the and the proxy has the same right as the member of speak at the meeting.
- b. An instrument appointing a proxy shall be in writing under the hands of the appointee or of his attorney duly authorized in writing and may be in respect of several meetings but is not valid after 12 months from the date it bears.

**14. APPOINTMENT OF THE PROXY**

An instrument appointing a proxy shall be in the following form or in any other form acceptable to the Executive Committee generally or in the particular case.

I,  
of .....

being a member of ONEPATH NETWORK Inc. hereby appoint  
.....

of .....

or in his absence  
.....

of  
.....

To attend and vote on my behalf at the \*annual/special general meeting of the Association to be held on the  
..... day of ..... 20..... and at any adjournment thereof.

\_\_\_\_\_  
Signature of the member

Dated this ..... day of ..... 20.....

- 15. A member may by power of attorney duly executed in the presence of at least one witness and stamped appoint an attorney to act on his behalf at all or any general meetings.

**16. EXECUTIVE COMMITTEE**

- a. The Committee of the Association shall manage the affairs of the Association.
- b. The number of Committee members shall be 4.
- c. Neither the auditor nor a partner employer or employee of the auditor is eligible to be elected as a member of the Committee.

- d. Only Members of the Association are eligible to be elected as members of the Committee.
  - e. The Board of Trustees shall have the power to remove a member or all members of the Executive Committee and to appoint others to fill vacancies.
  - f. Members of the Board of Trustees can be elected as members of the Committee
17. Committee members of the Association shall be elected for terms of **five (5)** years at the Annual General Meeting of the Association unless the Board of Trustees calls for elections in any given Annual General Meeting. The Committee of the Association shall consist of the following:
- a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer

#### **18. DISQUALIFICATION OF COMMITTEE MEMBERS**

A person automatically ceases to be Committee Member if he dies or

- a. Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- b. Resigns his office by notice in writing to the Board of Trustees;
- c. Is removed from the office by the majority of Board of Trustees of the Association.

#### **19. PROCEEDINGS OF THE COMMITTEE**

- a. The Committee may meet together for the dispatch of business adjourn and otherwise regulate its meeting and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business.
- b. Until otherwise determined 3 members present in person are a quorum.
- c. The continuing members may act notwithstanding a vacancy in their number but, if and so long as the number is reduced below quorum, only for the purpose of requesting Trustees to fill the vacancies or of summoning a general meeting.
- d. The President may at any time, and Secretary upon the request of the President shall, convene a meeting of the Association.
- e. A Committee member who is at any time not in Australia is not during that time entitled to notice of a meeting of the Committee.
- f. Members elected for the Committee of the Association at the AGM shall hold office for 5 years and are eligible for reappointment
- g. No Member shall hold more than one executive position on the Committee.
- h. Questions arising at a meeting of the Committee shall be decided by a majority of votes and each Member present in person has 1 primary vote.
- i. In the case of an equality of votes the chairman of the meeting has a second or casting vote.

#### **20. POWERS OF THE EXECUTIVE COMMITTEE**

The management of the Association is vested in the Executive Committee, which may exercise all such powers and do all such acts and things as the Association is by its Constitution or otherwise authorized to exercise and do. But subject nevertheless to the provisions of the Associations Incorporations Act and of these Rules and to any regulations not being inconsistent with these Rules made by the Association in a general meeting, but no such regulation may invalidate any prior act of the Committee which would not have been invalid if the regulation had not been made. The Board of Trustees shall have power to veto any decision or action of the Executive Committee.

21. The Committee may with the consent of the Board of Trustees borrow money for the Association and secure the repayment thereof or of any debts, liabilities, contracts or obligations incurred or undertaken by the Association in such manner and upon such terms and conditions in all respects as it thinks fit.

**22. TRUSTEES**

**a. Appointment**

The following 5 Members shall become permanent Trustees and Life Members of the Association unless suspended or expelled by a majority decision of the Board of Trustees. The Current five members of the Board of Trustees are:

i. Name: .....

Address: .....

Position: Chairman of the Board of Trustees.

ii. Name: .....

Address: .....

Position: Vice Chairman of the Board of Trustees.

iii. Name: .....

Address: .....

Position: Secretary of the Board of Trustees.

iv. Name: .....

Address: .....

Position: Ordinary member of the Board of Trustees.

v. Name: .....

Address: .....

Position: Ordinary member of the Board of Trustees.

**23. Board of Trustees**

The Board of Trustees shall function under the following office holders who shall be appointed by a simple majority of the Trustees in a meeting of the Board of Trustees:

- a. Chairman of Trustees who shall chair all meetings of the Board of Trustees and be responsible for all matters relating to the Board of Trustees.
- b. Vice Chairman of Trustees shall assist the Chairman and act on his behalf in the Chairman's absence.
- c. Secretary of the Board of Trustees shall maintain all records and minutes of meetings of the Board of Trustees.

**24. POWERS OF THE BOARD OF TRUSTEES**

The Board of Trustees shall have the power to:

- a. Power of veto in all matters affecting Association.
- b. Hold any position in the Executive Committee if elected in the Annual General Meeting and fill any casual vacancy occurring in the Executive Committee.

- c. Remove any or all Executive Committee Member(s) from their office and shall not be required to give any reason for such action.
- d. Ratify the admission of all new members of the Association.
- e. Suspend or expel an existing member of the Association.
- f. Authorise, in writing, the purchase & sale of the Association's assets and properties.
- g. Hold all properties, assets and bank accounts of the Association in trust.
- h. Approve staff appointments of the Association.
- i. Approve the yearly budgets of Association.
- j. Ratify and approve all major financial transactions on behalf of the Association.
- k. Ratify and approve any proposed amendment to the Association's Constitution before and after its presentation in the General Meeting of the Association.
- l. Receive quarterly reports from the Executive Committee about the management of the Association.
- m. Ensure that the Executive Committee manages the affairs of the Association strictly within the rules of this Constitution.
- n. Supervise the holding of the elections of the Association.
- o. The Chairman of the Board of Trustees has the power to endorse any document on behalf of or instead of the President of the executive committee.

**25.**

**a. VACANCIES OF TRUSTEES**

In the event of a vacancy in the office of Trustees the Board of Trustees shall elect a member of the Association to fill the vacancy.

**b. REMOVAL OF TRUSTEES**

- i. Trustees appointed are permanent Trustees and hence cannot be removed except by a majority decision of the Board of Trustees (three or more Trustees including the Chairman of the Board of Trustees must approve of the decision)
- ii. If the majority of the Board of Trustees decides to suspend or expel one of existing Trustees they will not be required to give a reason for such a decision and will not be required to inform him in writing if he is not present in the meeting,
- iii. The Chairman of the Board of Trustees has to be present in person for such a decision to be made, and has to be part of the majority.

**26. MEETINGS OF TRUSTEES**

Trustees may meet at any time to exercise the powers under these rules and make rules governing their meetings. All decisions would be taken by a majority vote and 3 Trustees including the Chairman or his proxy present at a Board of Trustees meeting shall form a quorum.

**27. PRINCIPAL OFFICERS AND SERVANTS**

- a. The Committee shall appoint servants of the Association for such periods, and on such terms and conditions as to remuneration and otherwise and with such title, powers and duties as the Committee thinks fit and (subject of any contract made between the Association and him), may remove officer or servant from his office or employment.
- b. The Committee shall determine the remuneration of the staff.

**28. AUTHENTICATION OF DOCUMENTS**

The President of the executive committee shall have the Common Seal and shall provide for the safe custody of the Common Seal by him in such place and manner as the Committee thinks fit.

- a. The Common Seal shall not be affixed to any document except pursuant to the authority of the Committee.
- b. Every instrument to which the Common Seal is affixed shall be signed by the President of the Association or the Chairman of the Board of Trustees or their deputies in their absence.
- c. Cheques, bills of exchange, promissory notes or other negotiable instruments shall be signed, accepted, drawn, made or endorsed for and on behalf of the Association by any of the following: the Chairman of the Board of Trustees or the President of the executive committee.

**29. MINUTES**

- a. The President shall cause minutes to be duly entered in books provided for the purpose



- i. Of the Committee member present at each meeting of the Committee or a subcommittee.
  - ii. Of all declarations made, notices given by a Member.
  - iii. Of all orders made by the Committee or a subcommittee and;
  - iv. Of all resolutions and proceedings of general meetings and of meetings of the Committee and subcommittees.
- b. Minutes of a meeting of the Committee or of a subcommittee or of a general meeting purporting to be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting are prima facie evidence of the matters stated therein.
  - c. The books containing the minutes of general meetings shall be kept at the registered office of the Association and shall be open for inspection by members upon giving a reasonable notice to the Secretary.

### **30. ACCOUNTS AND AUDIT**

- a. The Committee shall ensure that the Association complies with the requirements of the Act with respect to accounts and audit.

### **31. BOOKS**

- a. Subject to the Act, and to any resolution of the Association, in general meetings, the Committee may determine whether and to what extent and at what times and places and under what conditions and regulations the books of the Association or any of them shall be open to inspection by members.
- b. A member or other person has no right to inspect any of the books of the Association except as conferred by statute or the Constitution or authorised by the Trustees or by a resolution of the Association in general meetings.

### **32. SERVICE OF DOCUMENTS**

A notice or other document may be delivered or served by the Association either personally or by sending it by ordinary post to a member at his registered address.

- 33. A member whose registered address is not in Australia is not entitled to a notice or other document unless by writing under his hand he specifies an address in Australia to be deemed to be his registered address within the meaning of this Article.

### **34.**

- a. A document sent by post shall be deemed to have been delivered or served on the day (not being on Saturday, Sunday or public holiday in the place to which it was addressed) following that on which it was posted and in proving service it is sufficient to prove that the document or envelope or wrapper was properly addressed and stamped and was posted.
- b. A certificate in writing signed by the President or other officer of the Association that a document or its envelope or wrapper was so addressed and stamped and was posted is conclusive evidence thereof.

### **35.**

- a. Subject to the Act, where a given number of days notice or notice extending over any other period is required to be given the day on which the notice is deemed to be served and, in case of notice convening a meeting, the day on which the meeting is to be held shall be excluded in calculating the number of days of other periods.
- b. All summonses, notices, process judgments and orders in relation to any legal proceeding by the Association or its liquidator against a member or contributory outside the place of its incorporation may be served by certified or registered post and such service shall be deemed to be personal service.
- c. The signature to any notice to be given by the Association or any officer thereof may be written or printed.

### **36. AMENDMENTS TO THESE RULES**

The rules of this constitution may be amended at the AGM or a Special General Meeting of the Association by a 60%

majority vote of the members present. However, the Board of Trustees of the Association shall first approve all amendments before these are placed for discussion in a General Meeting and ratify the final amendment before these are then incorporated and advised to the registration authorities.

**37. INDEMNITY**

Subject to these Rules, every committee member, auditor, other officer, servant or agent for the time being of the Association shall be indemnified out of the assets of the Association against liability incurred by him in defending any civil or criminal proceedings relating to the affairs of the Association in which judgment is given in his favour or he is acquitted or relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

**38. DISSOLUTION**

If upon winding up or dissolution of the Association, there remains after satisfaction of all of its debts and liabilities, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Association, but the same shall be given or transferred to some other having objects similar to those of the Association and by it constitution rules prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Association, as is determined by the trustees of the Association by a majority vote at or before the winding up or dissolution.

**END.**

**Signature of the Board of Trustees:**