



**ITALIAN ASSOCIATION OF ASSISTANCE**

**MEMORANDUM OF ASSOCIATION**

**AND**

**ARTICLES OF ASSOCIATION**

**COMPANIES (NEW SOUTH WALES) CODE**

**A COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

**of**

**CO.AS.IT. ITALIAN ASSOCIATION OF ASSISTANCE**

1. The name of the Company is **Co.As.It. Italian Association of Assistance** ( hereinafter called "the Company").
2. The objects for which the Company is established are:
  - (a) (i) to provide for the relief of poverty, suffering and distress and misfortune of persons in New South Wales particularly persons of Italian descent or origin resident in Australia whether naturalised or not.
  - (ii) to promote the study of the Italian language and culture and in particular to provide and encourage the teaching of Italian language, literature and culture for the general public.
  - (iii) to carry out research and provide information as to the nature of all welfare, health, education and other similar services for ethnic communities in the Australian community, and to promote the improvement of all such services.
  - (iv) to carry out research and provide information on the opportunities for cultural and educational advancement of members of the community, particularly those of Italian descent and those with an interest in Italian culture so that they may contribute to an Australian multi-cultural society.
  - (v) to promote the welfare of young persons and to provide advice and/or assistance regarding the employment or vocation of such young persons.
  - (vi) to plan, establish and operate child care centres, hostels, halfway houses or like facilities and provide such service for the benefit of persons in need of such service.
  - (vii) to provide information, interpreting and English teaching services for persons of non-English origin.
  - (viii) to establish, operate and conduct an Italian Bilingual School.

*[Amended AGM - 28 May 2002]*

- (b) To take over the funds and other assets and liabilities of the present unincorporated Company known as the "ITALIAN COMMITTEE OF ASSISTANCE-CO.AS.IT."

Solely for the purpose of carrying out the aforesaid objects and not otherwise;

- (c) To solicit, collect, receive and take gifts, grants, devises or bequests, money, funds and real or personal property for the purpose of establishing and maintaining a public benevolent fund.
- (d) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.

PROVIDED that no member of the Company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Company.

- (e) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organization, whether incorporated or not, whose objects are similar to those of the Company and being principally for 'charitable purposes' as defined for the purposes of the Charitable Fundraising Act 1991

*[Amended First AGM – 30 November 1983; Amended Extraordinary General Meeting 16 March 2004]*

PROVIDED that the Company shall not subscribe to or support with its funds or amalgamate with an association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Clause 3 of this memorandum,

AND PROVIDED also that no such distribution is made to any institution or body not being institutions or bodies referred to in Section 78 (1)(a) of the Income Tax Assessment Act, 1936 as amended.

- (f) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Company or persons frequenting the Company's premises.
- (g) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and person, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company.

PROVIDED that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (h) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive, to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (j) To appoint, employ, remove or suspend such managers, clerks, secretaries, teachers, researchers, social workers, servants, employees, workmen and other persons as may be necessary or convenient for the purposes of the Company.
- (k) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (l) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences, which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (m) To invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (n) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities.
- (o) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (p) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (q) To take or hold mortgages, liens and charges to secure payment of the purchase price of any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.

- (r) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the provision in paragraph (g) of this clause 2.
- (s) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.
- (t) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (u) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorized to amalgamate.
- (v) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of tile companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (w) To make donations for patriotic or charitable purposes.
- (x) To transact any lawful business in aid of the Commonwealth of Australia in the Prosecution of any war in which the Commonwealth of Australia is engaged.

PROVIDED that the Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Company would make it a trade union within the meaning of the Trade Unions Act.

The powers set forth in the Second Schedule to the Code shall not apply to the Company except insofar as they are included in this clause 2.

3. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this memorandum of association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Company.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member to the Company but so that no member of the Board or Governing Body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by

fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any member of such Board or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

*[Amended 26 May 2015]*

4. No addition, alteration or amendment shall be made to or in the memorandum or articles of association for the time being in force, unless the same shall have been previously submitted to and approved by the Commission and any such addition alteration or amendment shall be notified to the Minister for the time being administering the Charitable Fundraising Act 1991, and such addition, alteration or amendment shall not be effective unless the Minister has signified his approval to such alteration being made.

*[Amended First AGM – 30 November 1983; Amended Extraordinary General Meeting 16 March 2004 -]*

5. The third, fourth and ninth paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Commission to the Company in pursuance of the provisions of Section 66 of the Companies (New South Wales) Code. For the purpose of preventing any evasion of the provisions of the said paragraphs the Commission may from time to time on the application of any member of the Company and on giving notice to the Company of his intention so to do and after affording the Company an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Company.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company (contracted before he ceases to be a member) and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required, not exceeding one hundred dollars (\$100.00).
8. If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and being principally for 'charitable purposes' as defined for the purposes of the Charitable Fundraising Act 1991 and whose memorandum of association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 3 hereof, such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

*[Amended first AGM – 30 November 1983; Amended Extraordinary General Meeting 16 March 2004]*

PROVIDED THAT where the Company has received funds by way of grant from any State or Commonwealth Authority and at the time of any winding up or dissolution of the Company such grant moneys remain unexpended then such grant moneys or so much thereof as remains unexpended at the date of dissolution shall be refunded to such State or Commonwealth Authority.

AND FURTHER PROVIDED THAT where the Company has received funds:-

- (a) by way of grant from the Ministry for Foreign affairs of the government of the Republic of Italy, including any like successor ministry, or
- (b) by way of grant from the government of the Republic of Italy pursuant to article 636 of Decreto Legislativo 297/1994,

any such grant moneys remaining unexpended at the date of dissolution shall be paid or transferred to some other institution or institutions:-

- (I) having objects similar to the objects of the Company and being principally for “charitable purposes” for the purposes of the Charitable Fundraising Act 1991; and
- (II) whose memorandum of association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 3 hereof, and
- (III) subject to approval of the Consul General for the Republic of Italy for the district in which is located the Company’s registered office and the prior approval of the Ministry Foreign Affairs for the Republic of Italy,

such institution or institutions are to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

*[inserted Extraordinary General Meeting 16 March 2004]*

- 9. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the articles of association for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Companies (New South Wales) Code.

10. Where funds have been received by the Company by way of grant from any State or Commonwealth Authority for a specific project and it is resolved that such specific project should be abandoned or ceased then the Company shall forthwith upon the making of such resolution refund such unexpended grant moneys in full to such State or Commonwealth Authority unless otherwise permitted by such State or Commonwealth Authority.
11. Where grant moneys have been received by the Company from any State or Commonwealth Authority for the purpose of purchasing capital items and such items are later sold by the Company the proceeds of such sale shall be refunded to such Commonwealth or State Authority unless otherwise permitted by such State or Commonwealth Authority.
12. The names, addresses and occupations of the subscribers are as follows:-

<u>Names of Subscribers</u>	<u>Occupation</u>	<u>Address</u>
Gaetano Annibale Giuffrè	Company Director	24 Carrara Road, Vacluse.
Antonio D'Ambra	Company Director	214 Military Road, Dover Heights
Joseph Lo Blanco	Company Director	1 Raleigh Street, Dover Heights.
Franco Belli	Company Director	16 Kiora Avenue, Mosman.
Nino Bove	Chartered Accountant	32 Royal Street, Maroubra.
Nicholas Destro	Consulting Psychiatrist	23 Tucubia Street, South Coogee.
Alfio Freddy Di Stefano	Tax Agent	4A Jersey Road, Strathfield.
Padre Atanasio Gonelli	Minister of Religion	96 Catherine Street, Leichhardt.
Padre Adriano Pittarello	Minister of Religion	80 Albion Street, Surry Hills.
Anna Tesoriero	Psychologist	52 Burraneer Avenue, St. Ives.
Peter Tesoriero	Solicitor	40 Stanley Street, Chatswood.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the memorandum of association.

Signatures of Subscribers

**(The signatures are on the original copy)**



COMPANIES (NEW SOUTH WALES) CODE

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

CO.AS.IT. ITALIAN ASSOCIATION OF ASSISTANCE

INTERPRETATION

1. In these regulations:

*[Deleted AGM – 27 May 1998]*

"Corporations Law" means the "Australian Corporations and Securities Legislation"

*[inserted AGM – 27<sup>th</sup> May 1998]*

"financial member" shall be a member who has fully paid fees and subscriptions due to the Company.

*[inserted AGM – 27 May 1998]*

"the Company" means Co.As.It. Italian Association of Assistance;

"The unincorporated Company" means the unincorporated body known as the "Italian Committee of Assistance" whose funds and other assets and liabilities the Company is authorized to take over by Clause 2(b) of the Memorandum of Association;

"The Committee" means the Board of Directors and Governing Council of the Company;

"Board" means the Board of Directors of the Company;

*[Amended 26 May 2015]*

"The Seal" means the common seal of the Company;

"Secretary" means any person appointed to perform the duties of a Secretary of the Company and includes an Honorary Secretary;

"State" means the State of New South Wales;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Australian Corporations and Securities Legislation as in force.

*[Amended AGM – 27 May 1998]*

save where the context otherwise requires, words importing any one gender shall include every other gender and the singular shall include the plural and vice versa.

*[inserted AGM – 27 May 1998]*

2. The Company is established for the purposes set out in the Memorandum of Association.

### ***MEMBERSHIP***

3. The number of members with which the Company proposes to be registered is 1,500 but the Board may from time to time register an increase of members.

*[Amended 26 May 2015]*

4. The subscribers to the memorandum of association and such other persons as the Board shall admit to membership in accordance with these articles shall be members of the Company.

*[Amended 26 May 2015]*

5. If the whole of the funds and other assets of the unincorporated Company become the absolute property of the Company forthwith after its incorporation then every person who at the date of incorporation of the Company is a member of the unincorporated Company and who on or before the 30th day of June, 1983, agrees in writing to become a member of the Company shall be admitted by the Board to membership of the Company.

*[Amended 26 May 2015]*

6. Every applicant for membership of the Company (other than the subscribers to the memorandum of association and members of the unincorporated company referred to in article 5) shall be proposed by one and seconded by another member of the Company to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes.

*[Amended 26 May 2015]*

7. At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.

*[Amended 26 May 2015]*

8. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription the applicant shall become a member of the Company, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Company.

*[Amended 26 May 2015]*

9. The entrance fee and annual subscription payable by members of the Company shall be such as the Company in general meeting shall from time to time prescribe, provided that until the Company shall otherwise resolve the entrance fee shall be \$10.00 and the annual subscription shall be \$10.00 plus GST. All annual subscriptions shall become due and payable in advance on the 1st day of January in every year.

PROVIDED THAT the annual subscription fee for 1984 payable by any member of the Company who was a fully paid member of the Company in the year 1983 shall be \$3.00 and the annual subscription fee for 1984 payable by all the other members shall be \$10.00 and that for the year 1985 onwards the annual subscription fee shall be and remain \$10.00 unless and until the Company in general meeting shall prescribe otherwise.

*[Amended First AGM – 30 November 1983]*

For the year 2001 onwards the annual subscription fee shall be \$15.00 plus GST.

*[Amended AGM – 23 May 2000]*

10. A register of members shall be kept by the Company and shall have written therein or entered therein the name and address of the members, the date at which the name of each person was entered in the register as a member and the date at which any person who ceased to be a member during the previous 7 years so ceased to be a member.
- 10A. The Annual General Meeting may elect by special resolution and in recognition of services to the Company, any member to be an Honorary Life Member and such life member shall be entitled to all the privileges of membership PROVIDED that any person proposed as a Honorary Life Member must have been prior to such election, a financial member of the Company for at least ten (10) consecutive years.

*[Inserted AGM - 27 May 2003]*

## ***CESSATION OF MEMBERSHIP***

11. If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by resolution of the Board from all privileges of membership PROVIDED that the Board thinks fit to do so.

*[Amended 26 May 2015]*

12. A member may at any time by giving notice in writing to the Secretary resign his membership of the Company but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Association and in addition for any sum not exceeding one hundred dollars for which he is liable as a member of the Company under clause 7 of the memorandum of association of the Company.

- 13 (a) Any member may complain that another member of the Company:

- (i) has persistently refused or neglected to comply with a provision or provisions of the Memorandum or Articles of Association of the Company, or
- (ii) has acted in a manner unbecoming of a member of the Company or in a manner prejudicial to the interests of the Company, and,

the Board on receipt of the written complaint shall have power by resolution to censure, reprimand, suspend, or expel the member from membership of the Company.

- (b) On receiving such a complaint the Board:

- (i) must cause notice of the complaint to be served on the member concerned, and
- (ii) must give the member at least (fourteen) 14 days from the time the notice is served within which to make any written submissions to the Board in connection with the complaint and to provide an opportunity for such member and the member who has lodged the complaint to give orally or in writing any further relevant information to the Board, and
- (iii) must take into consideration, the complaint, and the submissions and additional information made to it in connection with the complaint, and
- (iv) must decide on the facts if it is satisfied that the complaint has been established and if not satisfied it will reject the complaint, and
- (v) must record in its Minute Book the decision of the Board, the reasons for the decision of the Board and any action taken as a resolution of the Board, and

- (vi) through the Secretary shall within (seven) 7 days of the decision cause written notice to be given to the complainant and the member concerned of the resolution of the Board and of the member's right of appeal under Article 13(d).
- (c) Expulsion or suspension does not take effect:
  - (i) until the expiration of the period within which the member concerned is entitled to appeal against the resolution concerned, or
  - (ii) if within that period the member exercises the right of appeal, unless and until the Company confirms or varies the resolution under Article 13 (d) whichever is the later.
- (d)
  - (i) A member concerned may appeal to the Company in an extraordinary general meeting against a resolution of the Board under Article 13 within (seven) 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
  - (ii) The notice may, but need not be, accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
  - (iii) On receipt of a notice from a member under Article 13 (d) (i), the Secretary must notify the Board which is to convene an extraordinary general meeting of the company to be held within twenty eight (28) days, but not less than fourteen (14) days after the date on which the Secretary received the notice.
- (e) At an extraordinary general meeting of the Company convened under Article 13 (d) (iii),
  - (i) no business other than the question of the appeal is to be transacted, and
  - (ii) the Board and the member concerned must be given the opportunity to state their respective cases orally and in writing, and
  - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked or the Board decision upheld but the penalty varied.
- (f) If at the extraordinary general meeting the Company passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.
- (g) If at the extraordinary general meeting the Company passes a special resolution that the decision of the Board be upheld but the penalty varied the meeting shall consider and decide the appropriate penalty pursuant to these Articles.

- (h) At the extraordinary general meeting the Company shall consider motions in the following order:
- (1) that the Board decision be confirmed, or
  - (2) that the penalty be varied, or
  - (3) that the Board decision be revoked.
- (i) The member concerned shall be given written notification by the Secretary within seven (7) days of the decision of the extraordinary general meeting.

*[Amended AGM – 27 May 1998 - Amended 26 May 2015]*

### ***GENERAL MEETINGS***

14. An annual general meeting of the Company shall be held in accordance with the provisions of the Corporations Law and the Charitable Collections Act 1934. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.

*[Amended First AGM – 30 November 1983; amended AGM – 27 May 1998]*

15. Any financial member of the Board may whenever he thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Corporations Law.

*[Amended AGM – 27 May 1998- Amended 26 May 2015]*

16. Subject to provisions of the Corporations Law relating to special resolutions and agreements for shorter notice, fourteen day's notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

*[Amended AGM – 27 May 1998]*

17. For the purpose of article 16 all business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance-sheets, and the report of the Board and Auditors, the election of officers and other members of the Board in the place of those retiring- and the appointment of the Auditors, if necessary.

*[Amended 26 May 2015]*

## ***PROCEEDINGS AT GENERAL MEETINGS***

18. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided 20 members present in person shall become a quorum. For the purpose of this article "member" includes a person attending as a proxy.
19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjournment meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.

*[Amended 26 May 2015]*

20. The President shall preside as Chairman at every general meeting of the Company, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (a) by the Chairman;
  - or
  - (b) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

23. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
25. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorized representative shall have one vote.
26. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.
27. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrear at the date of the meeting or if the member has not been a Company member for more than three (3) months prior to the date of the meeting.

*[Amended AGM – 27 May 1998]*

- 27A. (a) No objection shall be raised to the voting rights of any member except at the general meeting or adjourned general meeting at which the vote objected to is given or tendered and every vote not disallowed at such general meeting shall be valid for all purposes.
- (b) Any such objection made in time shall be referred to the Chairperson of the general meeting whose decisions made in good faith shall be final and the Chairperson shall in no case be required to give any reasons for decision.

*[Amended AGM – 27 May 1998]*

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolution. Unless otherwise instructed the proxy may vote as he thinks fit. No financial member may hold more than 5 (five) proxies.

*[Amended AGM – 27 May 1998]*



29. The instrument appointing a proxy may be in the following form or in a common or usual form.

CO.AS.IT ITALIAN ASSOCIATION OF ASSISTANCE

I,.....of  
.....  
being a member of the CO.AS.IT Italian Association of Assistance hereby appoint  
.....of  
.....  
or failing him/her .....of  
.....  
as my proxy to vote for me on my behalf at the (annual or extraordinary as the case may be) general meeting of the Association, to be held on the .....day of  
.....20..... and at any adjournment thereof. My proxy is hereby authorized to vote \*in favour of/\*against the following resolutions:

Signed this .....day of.....20.....

- \* Strike out whichever is not desired.

*Note 1. In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.*

*[Amended AGM – 27 May 2003]*

30. The instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default of the instrument of proxy shall not be treated as valid.
31. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

## ***THE BOARD (INCLUDING OFFICE-BEARERS)***

*[Amended 26 May 2015]*

32. The office-bearers of the Company shall consist of a President, a Vice-President and an Honorary Treasurer, all of whom shall be members of the Company.

32A. From and including the Annual General Meeting to be held following the year ended 31 December 1995, the office bearers of the Company shall consist of the President, a Vice-President, an Honorary Treasurer, and an Honorary Secretary, all of whom shall be members of the Company.

*[Amended AGM – 2 May 1995]*

33. The following named persons who have subscribed to the memorandum of association shall constitute the First Board and the first office-bearers shall be as set out below:

<u>President</u>	Gaetano Annibale Giuffre' of 23 Cartara Road, Vaucluse, Company Director.
<u>Vice-President</u>	Joseph Lo Blanco of 1 Raleigh Street, Dover Heights, Company Director.
<u>Honorary Treasurer</u>	Antonio D'Ambra of 214 Military Road, Dover Heights, Company Director.
<u>Board Members</u>	Franco Belli of 16 Kiora Avenue, Mosman, Company Director. Nino Bove of 32 Royal Street, Maroubra, Chartered Accountant. Nicholas Destro of 23 Tucubia Street, South Coogee, Consulting Psychiatrist. Alfio Freddy Di Stefano of 4A Jersey Road, Strathfield, Tax Agent. Padre Atanasio Gonelli of 96 Catherine Street, Leichhardt, Minister of Religion. Padre Adriano Pittarello of 80 Albion Street, Surry Hills, Minister of Religion. Anna Tesoriero of 52 Burraneer Avenue, St. Ives, Psychologist. Peter Tesoriero of 40 Stanley Street, Chatswood, Solicitor

They shall all retire at the first annual general meeting, but shall be eligible for re-election.

*[Amended 26 May 2015]*

34. Thereafter the Board shall consist of three office-bearers and eight other members of the Company all of whom shall be elected as herein provided.

*[Amended 26 May 2015]*

- 34A. From and including the Annual General Meeting to be held following the year ended 31 December 1995, the Board shall consist of eleven (11) members, namely four (4) office bearers and seven (7) other members of the Company. The eleven (11) members shall be elected as herein provided.

*[Amended AGM – 2 May 1995; XGM 26 February 2008- Amended 26 May 2015]*

35. At the first annual general meeting of the Company and at the annual general meeting of the Company in each year thereafter the office-bearers and other members of the Board shall be elected from among the members and such office-bearers and other members of the Board shall hold office until the next annual general meeting when they shall retire but they shall be eligible for re-election.

*[Amended 26 May 2015]*

- 35A. At and from the Annual General Meeting following the year ended 31 December 2007:  
-

- (a) [triennial rule] - the terms of office and procedures relating to election of members of the Board shall be as set out in the Schedule to these Articles of Association;
- (b) immediately after election of members to the Board and during the Annual General Meeting, members of the Board shall meet and by secret ballot elect the four (4) office bearers.\* With approval of members at the Annual General Meeting such meeting of the Board may be postponed for not more than seven (7) days after conclusion of the AGM.

\* (In respect of the First Annual General Meeting under the triennial rule, such meeting will be after allocation of members to groups 1, 2, and 3 as required in the Schedule.)

- (c) in addition to any other requirement, qualification for holding an office bearing position on the Board is service as a Board member for a continuous period of two (2) years PROVIDED THAT such qualification may be waived by resolution of at least seventy-five per cent (75%) of the Board members entitled to be present.

*[Inserted XGM 26 February 2008 - Amended 26 May 2015]*

36. Other steps in election of members of the Board shall take place as follows: -

*[Amended XGM 26 February 2008- Amended 26 May 2015]*

- (a) Any two financial members of the Company shall be at liberty to nominate any other member to serve as an office-bearer or other member of the Board. At the time of the nomination the members being nominated shall have fully paid up their subscription and have been members for a period of at least twenty-four (24) months prior to the date of the meeting.

*[Amended AGM – 26 May 2015 - Amended 26 May 2015]*

- (b) The nomination, which shall be in writing and signed by the member and his/her proposer and seconder shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place.
  - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Company for at least seven days immediately preceding the annual general meeting.
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such Candidates not exceeding the number of vacancies.
37. The Company may from time to time by special resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Board.
- [Amended AGM – 27 May 1998 - Amended 26 May 2015]*
38. The Board shall have power at any time, and from time to time, to appoint any member to the Board, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Board but so that the total number of office-bearers or other members of the Board shall not at any time exceed the number fixed in accordance with these articles. Any office-bearers or other member of the Board so appointed shall hold office only until the next following annual general meeting.
- [Amended 26 May 2015]*
39. The Company may by ordinary resolution of which special notice has been given remove any office-bearer or other member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.
- [Amended 26 May 2015]*
40. The office of a member of the Board shall become vacant if the member:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally.
  - (b) becomes prohibited from being a director of a company by reason of any order made under the Corporations Law;
  - (c) ceases to be a member of the Board by operation of section 226 of the Corporations Law;
  - (d) 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;
  - (e) resigns his office by notice in writing to the Company;

- (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period.
- (g) holds any office of profit under the Company;
- (h) ceases to be a member of the Company; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Company.

PROVIDED always that nothing in this paragraph shall affect the operation of clause 3 of the memorandum of association of the Company.

*[Amended AGM – 27 May 1998 - Amended 26 May 2015]*

### ***POWERS AND DUTIES OF THE BOARD***

*[Amended 26 May 2015]*

41. The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company in general meeting, subject, nevertheless, to any of these articles, to the provisions of the Corporations Law, and to such regulations, being not inconsistent with the aforesaid articles or provisions, as may be prescribed by the Company in general meeting; PROVIDED that any rule regulation or by-law of the Company made by the Board may be disallowed by the Company in general meeting and PROVIDED FURTHER that no resolution or regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

*[Amended AGM – 27 May 1998- Amended 26 May 2015]*

42. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.

*[Amended 26 May 2015]*

43. For the purposes of clause 3 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.
44. All promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Board or in such other manner as the Board from time to time determine, and all cheques shall be signed by any two members of the Board together with such permanent salaried employee of

the Company as may be so authorised from time to time by the Board for such purpose. All monies received by the Company shall be deposited without prior deduction of any kind without unreasonable delay to the credit of a bank account of the Company. Receipts for moneys received shall be issued promptly. All payments by the Company in excess of \$10.00 or such other amount as may from time to time be prescribed by the regulations under the Charitable Collections Act 1934 shall be paid by cheque.

*[Amended First AGM – 30 November 1983-Amended 26 May 2015]*

45. The Board shall cause minutes to be made-
- (a) of all appointments of officers and servants;
  - (b) of names of members of the Board present at all meetings of the Company and of the Board; and
  - (c) of all proceedings at all meetings of the Company and of the Board.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

*[Amended 26 May 2015]*

### ***PROCEEDINGS OF THE BOARD***

46. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time and the Secretary shall on the requisition of a member of the Board summon a meeting of the Board.

*[Amended 26 May 2015]*

47. Subject to these articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

*[Amended 26 May 2015]*

48. (a) Whenever sub-Article 48(b) does not apply, the quorum necessary for the transaction of the business of the Board shall be a majority of the total Board as provided in Article 33 and 34 or such greater number as may be fixed by the Board.
- (b) When the Board may be constituted by no more than four (4) office-bearers and seven (7) other members of the Company, the quorum necessary for the transaction of the business of the Board shall be five (5).

*[Amended Extraordinary GM – 6 December 1993; Amended AGM – 2 May 1995 Amended 26 May 2015]*

49. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Company, but for no other purpose.

*[Amended 26 May 2015]*

50. The President shall preside as Chairman at every meeting of the Board, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members shall choose one of their number to be Chairman of the Meeting.

*[Amended 26 May 2015]*

51. The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the directors of the company by the Corporations Law or the general law) to one or more sub-committees consisting of such member or members of the Company as the Board thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Company and all members of such sub-committees shall have one vote. Sub-Committees shall prepare minutes of meetings, including names of members in attendance, and may pass recommendations for consideration of the Board.

*[Amended AGM - 28 May 2002 Amended 26 May 2015]*

52. The Board may appoint one or more advisory committees consisting of such member or members of the Board as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Company and all members of such advisory boards shall have one vote. Advisory Committees shall prepare minutes of meetings including names of members and others in attendance and may pass recommendations for consideration of the Board.

*[Amended AGM – 28 May 2002 - Amended 26 May 2015]*

53. A sub-committee may meet and adjourn as it thinks proper. Questions arising at a meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

54. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

*[Amended 26 May 2015]*

55. A resolution in writing signed by all the members of the Board in Australia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

*[Amended 26 May 2015]*

### ***SECRETARY***

- 56.

*[Deleted AGM – 2 May 1995]*

### ***SEAL***

57. The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorized by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

*[Amended 26 May 2015]*

58. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Corporations Law PROVIDED however that the Board shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than two months before the date of the meeting. The financial year for the purpose of keeping of accounts of the Company shall commence on the 1<sup>st</sup> day of January.

*[Amended First AGM – 30 November 1983 - Amended 26 May 2015]*

59. The Board shall from time to time determine in accordance with clause 9 of the memorandum of association at what times and places under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.

*[Amended 26 May 2015]*

### ***AUDIT***

60. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Corporations Law.

*[Amended AGM – 27 May 1998]*



### ***GRANTS***

61. The provisions of clauses 10 and 11 of the memorandum of association relating to grants shall have effect and be observed as if the same were repeated in these articles.

### ***NOTICE***

62. Any notice required by law or by or under these articles to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.<sup>63</sup> (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to -
- (a) every member except those members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them; and
  - (b) the auditor or auditors for the time being of the Company.
- (2) No other person shall be entitled to receive notices of general meetings.

### ***WINDING-UP***

64. The provisions of clause 8 of the memorandum of association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these articles.

### ***INDEMNITY***

65. Every member of the Board, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Corporations Law in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

## Schedule - Rules for election to Board for term of 3 years

*[Inserted XGM 26 February 2008 - Amended 26 May 2015]*

### 1. Definitions

In this Schedule:

*triennial rule* means the rule of the Company that provides for the election of members of the Board in accordance with this Schedule.

*year* means the period between successive Annual General Meetings.

*[Amended 26 May 2015]*

### 2. First Annual General Meeting under triennial rule

(1) The members elected to the Board at the first Annual General Meeting at which the triennial rule applies shall be divided into 3 groups.

*[Amended 26 May 2015]*

(2) The groups:

- (a) shall be determined by drawing lots, and
- (b) shall be as nearly as practicable equal in number\*, and
- (c) shall be designated as group 1, group 2 and group 3.

\* Any inequality is to be resolved by allocating the fractions equally between groups 1 and 2, and any remaining inequality by allocating the fractions solely to group 1.

(3) Unless otherwise disqualified, the members of the Board:

- (a) in group 1 shall hold office for 1 year, and
- (b) in group 2 shall hold office for 2 years, and
- (c) in group 3 shall hold office for 3 years.

*[Amended 26 May 2015]*

3. Subsequent Annual General Meetings

At each Annual General Meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

*[Amended 26 May 2015]*

4. Casual vacancies

- (1) A person who fills a casual vacancy in the office of a member of the Board elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding Annual General Meeting.
- (2) The vacancy caused at an Annual General Meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the Annual General Meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the Annual General Meeting.

*[Amended 26 May 2015]*

5. Re-election

A person whose term of office as a member of the Board under the triennial rule expires is not for that reason ineligible for election for a further term.

*[Amended 26 May 2015]*

6. Revocation of triennial rule

If the triennial rule is revoked:

- (a) at an Annual General Meeting—all the members of the Board cease to hold office,  
  
or
- (b) at a meeting other than an Annual General Meeting—all the members of the Board cease to hold office at the next succeeding Annual General Meeting,

and an election shall be held at the meeting to elect the members of the Board.

*[Amended 26 May 2015]*