



VICTORIA WEST PAPUA ASSOCIATION INC.

BYLAW

1. Name and Purpose

Article I: Name

- VICTORIA WEST PAPUA ASSOCIATION INCORPORATED

Article II: Purpose

- **Vision**

The Victoria West Papua Association Incorporated (VWPA Inc.) is to supporting and empowering West Papuan people living in Victoria, regardless of their background or journey. We strive to create a sense of community and belonging, while promoting and preserving West Papuan culture, traditions, and identity through education, cultural exchange, and advocacy.

- **Mission I**

The Victoria West Papua Association Inc (VWPA Inc.) `is a non-profit /community Organisation dedicated to serving the West Papuan community. As a non-profit entity, we rely on grants and funding and community contribution to support our initiatives. We are committed to transparency and accountability, ensuring that all funds received are utilized effectively to:

1. Create a space for safety and well-being of West Papua People.
 2. Develop and deliver training initiatives that promote culture, identity, belief and languages.
 3. Enhance community engagement and outreach programs.
 4. Create and distribute educational resources that promote West Papua.
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2. Membership

Article III: Membership Eligibility

The Victoria West Papua Association Inc welcomes individuals who share our vision and values. (*Associations Incorporation Reform Regulations 2023, S.R. No. 116/2023, Schedule 4—Model rules for an incorporated association*)

○ **Membership is open to:**

1. Individuals of West Papuan heritage or descent and/or who are of the age of 18 years old or older
2. Any individuals who are married, engaged, or in a de facto relationship with someone of West Papuan heritage.
3. Individuals who support the West Papuan people's social, belief and cultural values.
4. Individuals or family who have continuously resided in Victoria for a minimum of 6 months.
5. Children under the age of 18 years within a family unit are automatic inclusion in family registration
6. Children under the age of 18 years who are not part of a family unit (*ie foster home, group home*) need parental consent from their guardians
7. Children under the age of 18 who are under shared custody between two parents shall require consent of at least one parent.

○ **The Victoria West Papua Association Inc membership offers four categories:**

1. Individual Membership

Open to single persons who support our mission and values.

2. Family Membership

Available to family units, encompassing immediate family members, who share our commitment to promoting West Papuan culture and advancing the community's interests.

3. Associate Membership

Associate Membership is available to individuals temporarily residing in Victoria, including working holiday and international student visa holders.

4. Honorary Membership*

*Honorary membership is given to individuals outside of VWPA INC. in recognition for their contribution to the community. (*the committee shall have sole discretion in determining the criteria for eligibility when the need arises*)

Article IV: Rights, Obligation and Privilege of Members

○ Membership Rights

Each member are entitled to:

1. Nominate candidates for elected positions
2. Participate in voting processes
3. Stand for election to office-bearing positions subject to eligibility (*VWPA Inc Bylaw, Article VII , Election of the Committee – Eligibility clause “C”*)

○ Membership Obligations

Each member are expected to:

1. Pay membership fees as stipulated (*Associations Incorporation Reform Regulations 2023, S.R. No. 116/2023, Schedule 4—Model rules for an incorporated association about “New membership & Annual subscription and fee on joining”*)
2. Attend meeting as required
3. Contribute time and skills to support community projects and initiatives.
4. Adhere to community by-laws, policies, and guidelines.
5. Notify Committee/community when moving out of state.

○ Membership Privilege

1. Entitled to apply for community grants and funding as community under the *Associations Incorporation Reform Act 2012* (the Act).
2. Registered members are entitled to communal support systems, which provides assistance and resources in various areas such as:
 - (a) Community support (*i.e support letter, references etc*)
 - (b) Community representation in mediation / dispute resolution
 - (c) Recommendations/Employment opportunities/share job postings etc.
 - (d) Rewards and recognitions

Article V: Termination of Membership

○ Grounds for termination:

1. Non-payment of membership fees
2. Breach of Organisation's rules or code of conduct
3. Conduct detrimental to the Organisation's interests
4. Other grounds as specified in the Organisation's constitution or by-laws

- Procedures for removal or resignation of members.
 1. Written notice of the alleged breach or issue to the member
 2. Opportunity for the member to respond and provide evidence
 3. Investigation by the Organisation's management committee or designated representative.
 4. Removal/Termination of membership
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3. Governance Structure

Article VI: Board of Advisors

- **Board of Advisors, Roles and Responsibilities**

The Board of Advisors shall consist of four (4) members.

1. Bishop Philip Hugens

Bishop Philip Hugens is a highly respected leader who brings a depth of experience and expertise to the table. As the President of the National Council of Churches in Australia, he has shown unwavering dedication to tackling environmental and climate change issues. His extensive involvement in multi-faith and multi-cultural initiatives, both locally and internationally, has given him a unique understanding of the complexities surrounding community welfare and multicultural issues. With his wealth of knowledge and experience Bishop Hugens is well-equipped to offer invaluable guidance on matters related to community welfare, multicultural issues, and climate justice.

2. Pastor Ricky Rumbiak

Pastor Ricky is a church leader with years of experience in ministry and deep understanding of the community spiritual needs which qualifies him to offer guidance on moral and ethical issues, and helps people strengthen their spiritual connection with God as foundation of their values and beliefs.

3. Mrs. Hiska Bukorpioper

With decades of experience across multi-discipline roles, Hiska will offer her expertise on office administration, bookkeeping, tailor, midwifery etc. As a West Papuan Elder she will also impart her expertise on matters such as cultural norms and ethical and moral values of West Papua.

4. **Mrs. Frances Walton**

Frances is a dedicated and compassionate retired nurse with a distinguished career spanning multiple countries, including Papua New Guinea, West Papua, and Pakistan. With her vast experience in providing healthcare services to diverse communities, Frances brings invaluable expertise as an advisor and advocate for women's and children's health.

○ **Term of Office**

Terms for members of Board of Advisors shall align with that of the Committee

○ **Qualifications**

- a) Any person who supports the purpose of Victoria West Papua Association (VWPA) Inc.
- b) Extensive experience in key areas such as community services, health, education, governance, international relation ,multi-cultural and multi-faith initiatives.

Article VII: Officer Roles

Committee

○ **President**

1. **Leadership:** Provide leadership and guidance to the Organisation.
2. **Meetings:** Chair meetings, ensure agendas are set, and minutes are taken
3. **Decision Making:** Make decisions on behalf of the Organisation, in consultation with the committee.
4. **Representation:** Represent the Organisation at external events, meetings, and functions.
5. **Communication:** Ensure effective communication between the committee, members, and stakeholders.

○ **Vice-President**

1. **Assisting chairperson :** Support the chairperson in their duties and responsibilities
2. **Representing chairperson:** Acting on behalf of chairperson in their absence
3. **Assisting Chairperson:** Performing other duties as assigned by the Chairperson or the organisations governing body.

- **Secretary**
 1. **Administrative task:** Perform administrative tasks, such as responding emails and letters
 2. **Meeting minutes:** Take minutes during meetings and distribute them to members
 3. **Agenda preparation:** Prepare agendas for meetings in consultation with Chairperson
 4. **Correspondence:** Handle correspondence including emails, letters and phone calls
 5. **Record keeping:** Maintaining accurate and up-to-date record of organisation.

- **Treasurer**
 1. **Financial management:** Oversees all financial aspects of the association.
 2. **Financial planning:** Develop and implement financial plans including fundraising strategies.
 3. **Budgeting:** Prepare and manages budget ensuring the organisation operates within its means.
 4. **Financial reporting:** Provide regular financial report to the committee and members
 5. **Compliance:** Ensure the organisation complies with financial regulations and laws.

Audit and Review: Coordinates audit and reviews of the associations financial statements

- **Assistant Treasurer**
 1. **Supportive Role:** Assist the treasurer in managing financial tasks and responsibilities
 2. **Financial Administration :** Develop and implement financial plans including fundraising strategies.
 3. **Budgeting:** Prepare and manages budget ensuring the organisation operates within its means.
 4. **Financial reporting:** Provide regular financial report to the committee and members
 5. **Compliance:** Ensure the organisation complies with financial regulations and laws.

- **Community Liaison**
 1. **Community engagement:** Build and maintain relationships with the local community, including stake holders, partners and members
 2. **Communication:** Communicate the organisation's mission , goals and activities to the community.
 3. **Partnerships:** Develop and maintain partnerships with local organisations, business and government agencies.
 4. **Event planning:** Assist with event planning and coordinating community event including fundraising activities.
 5. **Feedback and concerns:** Gather feedbacks and concerns from the community and report back to the community.
- **Youth Affairs Coordinator**
 1. **Program development:** Design and deliver programs that promote youth developments.
 2. **Youth Engagement:** Establish relationship with young people, listen to their concerns, get them engaged and involved in community activities
 3. **Mentoring:** Provide support and mentorship to young people.
 4. **Evaluate:** Monitor and evaluate programs and make recommendations for improvements
- **Arts and Culture Coordinator**
 1. **Program development:** Design and deliver arts and cultural programs
 2. **Planning:** Plan production of arts and cultural events
 3. **Collaboration:** Collaborate with other performers and artist and implement programs
 4. **Evaluate:** Monitor and evaluate programs and make recommendations for improvements
- **Community Affairs**
 1. **Engagement:** Develop relationships between the West Papuan community and the West Papua Women's Office in Melbourne.
 2. **Protection and Prevention:** Safeguard West Papuan political representatives in Melbourne from exploitation by irresponsible individuals, upholding the community's integrity and reputation.
 3. **New Arrival Assessment:** Evaluate individuals intending to reside permanently with the West Papuan Community, gathering evidence to inform recommendations that balance community needs with individual circumstances.
 4. **Evidence-Based Recommendations :** Provide informed advice based on thorough assessments, ensuring decisions align with community values and goals.

5. **Misconduct Reporting:** Identify and report any instances of system abuse, protecting the community from harm and promoting accountability.

○ **Conflict Management & Resolution**

1. **Facilitate Communication:** Mediate and create a safe environment where parties can discuss issues openly and respectfully, helping them explore and understand the disputes
 2. **Negotiation :** Mediates and assist parties in identifying their needs and interests, developing alternatives, and making informed decisions to reach a mutually satisfying outcome.
 3. **Managing the Mediation Process:** This includes setting up meetings, reviewing mediation proceedings, and ensuring confidentiality and impartiality.
 4. **Finding Solutions:** Mediators help parties find viable solutions that address everyone's needs, working towards a fair and workable settlement without imposing their own decisions.
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Election of Committee

Eligibility

A member is eligible to be elected or appointed as committee member if the member –

- (a) Is 18 years or over , and
- (b) Is entitled to vote at a general meeting (*Associations Incorporation Reform Regulations 2023, S.R. No. 116/2023, Schedule 4—Model rules for an incorporated association*)
- (c) Is of West Papuan heritage or decent
- (d) Fulfil all the eligibility requirement under VWPA Inc regulation.

Election Process

- 1) Separate elections must be held for each of the following positions –
 - (a) President
 - (b) Vice-President
 - (c) Secretary
 - (d) Treasurer
- 2) If only one member is nominated for a position, the chairperson of the meeting must declare the member elected for the position (*Associations Incorporation Reform Regulations 2023 S.R. No. 116/2023*)

- 3) If more than one member is nominated, a ballot must be held in accordance with rule 54 (*Associations Incorporation Reform Regulations 2023 S.R. No. 116/2023*)
- 4) On the President's election, the new President may take over as Chairperson of the meeting (*Associations Incorporation Reform Regulations 2023 S.R. No. 116/2023*)

Term of Office

- 1) Subject to subrule (3) and rule 56 of (a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting
- 2) A committee member may be re-elected.
- 3) A general meeting of the Association may—
 - (a) by special resolution remove a committee member from office; and
 - (b) Elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- 4) Incorporated Association may choose to decide their own office term (*Subject to matter 9 (b) schedule 1 of Act 18 of Associations Incorporation Reform Act 2012 No. 20 of 2012*)

Meetings

Article VIII: Annual General Meeting (AGM)

Frequency & Business

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting or general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee.
 - (d) to determine the process for setting the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules. (*Associations Incorporation Reform Regulations 2023 S.R. No. 116/2023, Schedule 4—Model rules for an incorporated association*)

Notice of General Meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

Proxies

- (1) A member may appoint another member as the member's proxy to vote and speak on the member's behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

Use of technology

- (1) A general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved; or

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

Article IX: Special Meetings

- Special meetings (*all other meetings outside of Annual General Meeting*) will be called by committee if/when new business arises.
- Notice of meeting and quorum will adhere to AGM guideline
- Members will be notified through their sms, email or phone calls.

Article X: Advisory Board Meetings

- Advisory board meetings will be called as required by the Committee.
 - Notice of meeting and quorum will adhere to AGM guideline unless another alternative is discussed upon by the board and committee.
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5. Financial Matters

Article XI: Fiscal Year

Financial year

The Organisation's financial year will conform to the Australian financial year framework, starting from 1 July to 30 June annually

Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Committee

Article XII: Financial Oversight

Management of 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 Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 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.
- (6) Despite subrule (1), the Committee may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Association.
- (7) The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.

Article XIII: Non-profit Status and Restrictions

- 1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—
if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

6. Conflict of Interest

Article XIV: Conflict of Interest Policy Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the committee member's position and the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.
 - (4) The Committee must keep a conflict of interest register.
 - (5) The conflict-of-interest register must record the following—
 - (a) the name and position of the member who has disclosed a material personal interest;
 - (b) a description of the nature and extent of that interest;
 - (c) a management plan documenting actions required to mitigate the conflict.
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7. Amendments to Bylaws

Article XV: Amendments

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

8. Dissolution

Article XVI: Dissolution Clause

Winding up

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association, and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.