

# **Nepali Village Initiatives Association Inc.**

Registration no. A0054301J ABN: 79 892 132 355

460 Springhill Road, Spring Hill, Victoria 3444

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Annual General Meeting of the  
NEPALI VILLAGE INITIATIVES ASSOCIATION INC.  
will be held at 460 Springhill Road, Spring Hill, Victoria  
on Saturday the 5<sup>th</sup> day of November 2011 at 4:30pm

(Note: An AGM called for 25<sup>th</sup> November 2010 did not attract a quorum.  
This therefore will be the first AGM of the Association)

### **AGENDA – ORDINARY BUSINESS**

1. Apologies
2. Adoption of Minutes of the Formation Meeting held on 20<sup>th</sup> March 2010
3. President's Report
4. Treasurer's Report  
To receive, consider and adopt financial statements for the period ended 30 June 2010 and for the year ended 30 June 2011 (Statement in accordance with Section 30(3) of the Act)
5. Motion to amend the Rules:  
Mover Peter Hall, seconded Ronda Hall "That the Rules of the Association be amended from the Model Rules as currently adopted as set out in the attachment to this Notice of Meeting"
6. Election of Committee:  
President  
Vice-President  
Treasurer  
Secretary  
Up to four ordinary members  
(Note: under the proposed rule changes, office bearer roles may be combined)
7. Any other matter which may be lawfully brought forward



Peter Hall, President  
12/10/11

Attachments:

1. Minutes of the Formation Meeting held 20 March 2010
2. President's Report
3. Financial Statements
4. Proposed changes to the Rules of the Association
5. Explanation of Proposed Changes to the Rules

**Minutes of the Formation Meeting of the  
Nepali Village Initiatives Association  
held at Amaroo, Spring Hill, 20 March 2010**

**Present:** Peter Hall, Ronda Hall, Karen Sheehan, Louise Huber, Rowena Hutchins

**Noted:** That twenty-six people had indicated a desire for membership

**Motions.** The following motions were passed:

1. That an association to be known as the Nepali Village Initiatives Association be established
2. That the Purposes of the Association be:
  - To foster and support initiatives of benefit to the Nepali people, including but not restricted to initiatives directed towards:
    - \* community-run schools that improve the quality of education for Nepalis
    - \* local health services that support rural communities in Nepal
    - \* community projects that bring jobs and opportunities to Nepali villages
  - To manage projects consistent with the above purpose including projects registered with Rotary Australia World Community Service
3. That there be no joining fee or annual subscription
4. That those recorded as present together with those who have registered their interest be recognized as Foundation Members of the Association
5. That Consumer Affairs Victoria's "Model Rules for an Incorporated Association" be adopted with no changes
6. That the Association's financial year end on 30 June
7. Election of Office Bearers:
  - President: Peter Hall
  - Vice-President Gyan Bahadur Pun
  - Treasurer Ronda Hall
  - Secretary and Public Officer Peter Hall
  - Two ordinary members of the Committee To be appointed
8. That application be made to Consumer Affairs Victoria for incorporation of the association with the name "Nepali Village Initiatives Association Inc."
9. That the registered and postal addresses of the association be 460 Springhill Road, Spring Hill, Victoria 3444
10. That once incorporated an account be opened with Bendigo and Adelaide Bank Ltd, with potential to transfer the account to the Trentham Branch of the Daylesford Community Bank if and when established
11. That the President, Treasurer and Secretary/Public Officer be nominated as signatories to the bank account, any one to sign.

## President's Report

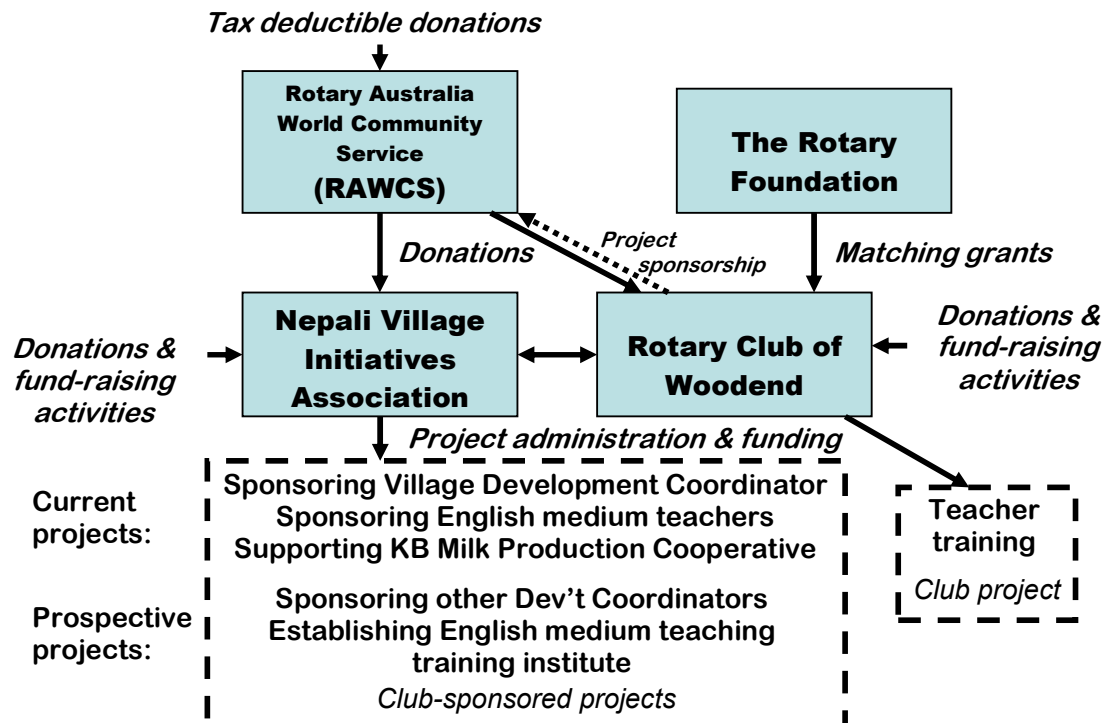
The formation of the Nepali Village Initiatives Association (NVIA) on 20 March 2010 marked a turning point in a project which emerged from a trek in Nepal in 1993 by a group of trekkers – most of them former members of the 1<sup>st</sup> Hawthorn (Scotch College) Scout Group who dubbed themselves the “Annapurna Allstars”.

Starting with modest annual donations sent to assist the Paudwar Secondary School, the project had over the years achieved some significant contributions to the welfare of the Paudwar community and its students. These included the contribution of books to the school library; the delivery of computers which enabled the introduction of Computer Science to the curriculum; the construction of a Computer Science classroom; the introduction of English medium teaching at Paudwar Secondary School and Gibung Primary School; the appointment of Krishna Pun as Paudwar Village Development Coordinator; and support for the establishment of the Khayer Barahi Milk Production Cooperative Inc.

Administration of the project, until the formation of the Association, was informal, coordinated initially by members of the Allstars group and latterly by Peter and Ronda Hall.

The project took a marked step forward when Peter joined the Rotary Club of Woodend in November 2009 and gained registration of the project with Rotary Australia World Community Service (RAWCS). Among other benefits this registration gained tax deductibility of donations to the project.

The NVIA was established to provide a formal vehicle for ongoing administration of the project, as it was not the desire of the Rotary Club of Woodend to administer the project directly. The result was a somewhat complex relationship, depicted in the following diagram:



The diagram shows Rotary “club sponsored” projects being administered by the Association, whereas projects in receipt of funding from The Rotary Foundation must be run as Club projects, directly administered by the Club.

As the purpose of membership is to provide communication about the activities of the Association, allowing people to contribute as they choose, the Association was established with no membership fees. This raised a question of how membership is defined. The solution adopted was to publish a list of members on the website at <http://nepalaid.org.au/association.php> As at 30 June 2011, membership stood at 60.

I wish to draw particular attention to two items of business on the Agenda for the AGM. The first is a proposal for changes to the Rules of the Association. These are described separately in the Notice of Meeting, and I commend them to your attention.

The other is election of the Committee. We are looking to strengthen the Committee this year, and would welcome anyone who might consider volunteering to assist. Duties are not at all onerous. Committee meetings will be held infrequently by telephone conference, as it is expected that committee membership will be spread geographically. It is intended that communications with our project partners in Nepal will be shared by email with Committee members so that they will both be aware of what is going on and able to contribute their ideas when appropriate.

Lastly I would like to thank members for their support since the formation of the Association. Donations from members to the Association directly or to the Rotary Club for teacher training have amounted to more than \$9,500 since the formation of the Association – a truly great achievement.

## Financial Reports

### Nepali Village Initiatives Association Inc.

ABN 79 892 132 355

Association formed 20/3/10, incorporated 25/3/10

#### Balance Sheet

	30/6/10	30/6/11
Opening Cash at Bank	0.00	4,417.29
plus net profit (loss)	<u>4,417.29</u>	<u>-3,890.18</u>
Closing Cash at Bank	4,417.29	527.11
less Liabilities	<u>0.00</u>	<u>0.00</u>
Association funds	<u>\$4,417.29</u>	<u>\$527.11</u>

#### Profit and Loss for period

	20/3/10 to 30/6/10	Year to 30/6/11
<b>Income</b>		
Donations received		
Direct	120.24	100.00
via Website (PayPal)		196.55
via RAWCS	6,500.00	5,217.27
via Rotary Club of Woodend	<u>841.00</u>	<u>0.00</u>
	<u>7,461.24</u>	<u>5,513.82</u>
Total income	7,461.24	5,513.82
<b>less expenses</b>		
Project expenses		
Paudwar Sec. School	3,000.00	4,500.00
Khayar Barahi Coop. <sup>1</sup>		4,750.00
Rotary Teacher Training Project		94.00
Operating expenses	<u>43.95</u>	<u>60.00</u>
Total expenses	3,043.95	9,404.00
Surplus to Association funds	<u>\$4,417.29</u>	<u>\$-3,890.18</u>

**Notes:**

- 1 The \$4,750.00 paid to the Kahayar Barahi Cooperative account was subsequently transferred to the Paudwar Sec. School account for payment of salaries.
- 2 These accounts do not include the 2011 Teacher Training Project which was administered by the Rotary Club of Woodend with the support of the Association. The budget for this project was \$14,000 comprising:  
 \$5,000 raised by the Rotary Club of Woodend with the support of NVIA members  
 \$5,000 contributed by The Rotary Foundation  
 \$4,000 for food and accommodation provided by the local Nepali communities.

The Association is under no obligation to have its accounts audited. However, the above report has been submitted to an independent accountant for verification. It is expected that this will be received before the meeting.

## Proposed amendments to the Model Rules

### 4 Membership, entry fees and subscription

- (3) An application of a person for membership of the Association must—
- (a) be made verbally, in writing or by email in the form set out in Appendix 1; and
  - (b) be lodged with the Secretary of the Association.
- (4) ~~As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.~~
- (5) ~~The committee must determine whether to approve or reject the application~~  
The application shall be accepted unless the committee determines to reject it within six months of receipt.

### 12 Notice of general meetings

- (2) Notice may be sent—
- (a) by prepaid post to the address appearing in the register of members; or
  - (b) ~~if the member requests~~, by facsimile transmission or electronic transmission.

### 13 Quorum at general meetings

- (2) Five members ~~personally~~ present in person, by telephone or by proxy (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

### 16 Voting at general meetings

- (2) All votes must be given personally, by telephone or by proxy.

### 20 Committee of management

- (3) Subject to section 23 of the Act, the committee shall consist of—
- (a) the officers of the Association; and
  - (b) up to four ~~two~~ ordinary members

### 21 Office holders

- (1) The officers of the Association shall be—
- (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary

provided that one person may occupy more than one of these roles

### 27 Quorum for committee meetings

- (1) Any ~~four~~ three members of the committee (not both being ordinary members), or the entire committee if it has fewer members, shall constitute a quorum for the conduct of the business of a meeting of the committee.

## **Explanation of the proposed Rule changes**

The Association was formed adopting the Model Rules published by Consumer Affairs Victoria. These may be found at [http://www.fobg.org.au/aa\\_nonhtmlfiles/Association\\_Model\\_Rules.pdf](http://www.fobg.org.au/aa_nonhtmlfiles/Association_Model_Rules.pdf)

The following changes to these Rules have been proposed:

### **1. Membership**

With its membership widespread geographically, it is proposed that the Association rely on electronic means of communication. These include a website; email communications; and telephone conference calls for participation in meetings.

The first proposed change applies this philosophy to joining, allowing verbal and email applications. We propose an informal approach, with no prescribed form. Moreover, rather than the Committee being required to vet each application, we propose that it simply have a right of refusal with a prescribed time limit.

Rule 5 provides that the Secretary must keep and maintain a register of members, while Rule 6 (1) provides that a member of the Association may resign from the Association by giving one month's notice in writing. Most Associations instead accept non-payment of subscription renewals as indication of desire to resign. As we have no subscriptions, membership will be indicated by a list of names published on the website. An email to the Association will be accepted as notice in writing, leading to removal of the member's name from the membership list.

### **2. Notice of Meetings**

Notice of meetings will normally be given by "electronic transmission" (email).

### **3. Attendance and voting at meetings**

Given the geographically widespread membership it is not appropriate to expect members to travel to what would normally be quite short meetings. Attendance and voting by telephone conference call and/or proxy is therefore proposed.

### **4. Committee of Management, Office holders and Quorum for Committee Meetings**

Until now the Association has effectively operated with a Committee of two – Peter and Ronda Hall. Gyan Bahadur, former head master of Paudwar Secondary School, was appointed Vice-President, but due to his lack of access to email communications this has essentially been an honorary role.

It is proposed at this General Meeting to strengthen the Committee with the addition of several members. Whether and when any of these become Office Bearers remains to be seen. It is proposed that the Rules be modified to allow these roles to continue to be shared by Peter and Ronda Hall, but for up to four additional committee members to be appointed.

It is proposed that the quorum for committee meetings be reduced to three (or less if fewer committee members have been appointed) to allow committee meetings to be conducted if necessary without conference calling. However, it is expected that conference calling will be the norm.