

**CONSTITUTION OF THE
MULTICULTURAL COMMUNITIES
COUNCIL of ILLAWARRA INCORPORATED**

1. NAME

The name of the Association shall be **Multicultural Communities Council of Illawarra Incorporated (referred to in these Rules as “the Council”)**.

2. OBJECTS

THE OBJECTS OF THE COUNCIL ARE: -

- a) To actively participate in the development of a culturally pluralistic society in Australia, keeping in mind the purpose of cultural exchange in Australian life.
- b) To encourage the development of CALD social and cultural life in the community.
- c) To preserve the rights of people from CALD backgrounds including their effective participation in policy-making decisions which affect the community.
- d) To promote cooperation between CALD communities.
- e) To provide benevolent service and financial and non-financial assistance to people in necessitous circumstances.
- f) To establish, maintain and conduct the development of educational programs for people from CALD backgrounds.
- g) To ameliorate the difficulties and problems encountered by people from CALD backgrounds in Australia.
- h) To develop a spirit of unity among the CALD Associations and the CALD Community in general in Illawarra and to foster a closer union with the Australian people.
- i) To maintain an advocacy role on behalf of people from CALD backgrounds with local, state and federal government representatives and instrumentalities.
- j) To promote access and equity for persons of non-English speaking backgrounds.

3. INTERPRETATIONS AND DEFINITIONS:

- (a) “The Council” means the Multicultural Communities Council of Illawarra Incorporated. It is otherwise referred to as “The General Body”.
- (b) “Association” means a society, club or similar organization incorporated or otherwise.
- (c) The Annual General Meeting” means the general meeting held each year as required by the Constitution.
- (d) The term of office of the Council shall be the period between three successive Annual General Meetings. (Two (2) years)
- (e) “Financial Year” means the period 1st July to 30th June.
- (f) “Month” means a calendar month.
- (g) “Delegate” means a financial member or a life member of an association authorised to represent that association and accepted by the Council.
- (h) CALD means Culturally and Linguistically Diverse (not part of mainstream Australia)
- (j) All of matters not mentioned in the Constitution will be according to the Associations Incorporation Act 1984 Model Rules.

4. MEMBERSHIP

- a) Subject to these rules, members of the Council shall be comprised of organizations, Life Members and individuals. In respect to organizations two thirds of this category of membership must comprise of CALD organizations. In respect to individuals two thirds of this category of membership must comprise of people from CALD background.
- b) Membership is open to all individuals and organizations who accept the objects and Rules of the Council. An unincorporated organization is capable of being a member of the Council. Any organisation that is a member must nominate one of its members to be its delegate plus an alternate delegate to represent it.
- c) Individuals and organizations wishing to become members of the Council shall apply to the Committee for membership in writing. Such application for membership shall be signed by the applicant or an office bearer of the applicant association or organization and shall be in the form and be accompanied by such fees as the Committee shall from time to time direct. Any application fees will be refunded in full if the application is rejected.
- d) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership. An applicant for membership so rejected may, however, require the Committee to include the question of admission in the agenda for the next General Meeting of the Council.
- e) The Council shall as soon as practicable inform, in writing, the applicant of the result of the application and, if admitted, request organizations members to advise of the names and addresses of their appointed delegates. Any delegates appointed by any association must be appointed in writing and nothing shall prevent a member from recalling their delegate(s) at any time and appointing another delegate(s) in his/her place provided that such recalling and appointing is in writing and is received by the Council.
- f) The Council reserves the right to investigate the bonafides on any Association and its delegates.
- g) A Register of members shall be kept by the Council showing the name, address and date of commencement of membership of each member. Provision for noting the date of cessation of membership shall be contained in the Register.
- h) Membership shall cease upon resignation, expulsion or failure to pay outstanding membership fees within two months (2) of the due date, but in the last instance only upon the resolution of the Committee to ratify the cessation of membership.
- i) Membership fees shall fall due on the first day of each financial year of the Council and must be paid within two months (2) of falling due.

5. MEMBERS' LIABILITY

Members of the Council shall have no liability to contribute towards the payment of debts and liabilities Of the Council or the costs, charges and expenses of the winding up of the Council except to the amount of any unpaid membership fees.

6. DISCIPLINING OF MEMBERS

Any delegate, Association, Individual, or Life Member infringing the Constitution of the Council or having acted in a manner prejudicial to the interests of the Council may be liable to disciplinary action as deemed fit by the Committee, including suspension or expulsion. An appeal may be made to the next General Meeting.

7. MANAGEMENT - BY COMMITTEE

- a) The Council shall have its affairs controlled and managed by the Office Bearers and other members known as the Management Committee.
 - (i) The Executive Committee shall consist of the Chairperson, Secretary and Treasurer.
 - (ii) The Executive Committee shall be empowered to act on behalf of the Council in urgent matters.
 - (iii) The Standing Committees shall be sub-committees entrusted with carrying out work for the benefit of the Council. The Chairpersons of the Standing Committees shall prepare reports for the meetings of the Management Committee of the Council.
 - (iv) Any members of the Executive Committee plus the Manager may sign cheques drawn on the Council's account. Two signatures are required on all cheques. Other than for standing accounts, cheques may be drawn to cover payments properly authorised by the Committee.
- b) Office Bearers shall consist of a Chairperson, two Vice Chairpersons, Secretary, Treasurer and seven Committee members, of which two (2) must be specifically for people under the age of 35 at the time of their appointment. The term of membership on the Management Committee will be two (2) years. Elections to be held annually with half the Committee five (5) and one (1) under 35 years of age to be elected annually. The elected Committee members will then fill the Office Bearer positions from their ranks.
- c) Any casual vacancy occurring in the Committee may be filled by the Committee and the person so appointed to fill such vacancy shall hold office for the unexpired term of the Office Bearer so replaced.
- d) Each member of the Committee shall hold office from the date of their election or appointment until the Annual General Meeting in two (2) years time.
- e) The Committee shall meet as often as necessary to conduct the business of the Council but not less than eleven (11) times a year. The Chairperson may at any time and the Secretary shall on the request of any three (3) members of the committee summons a meeting of the committee.
- f) The quorum for meetings of the Committee shall be five (5) members. However, should the Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- g) Decisions of the Committee shall be decided by the majority of those present and voting and the determination of the majority of the members of the Committee present shall for all purposes be a determination of the Committee. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- h) The office of a member of the Committee shall become vacant: -
 - i) upon his decease;
 - ii) if he becomes bankrupt or makes an arrangement or composition with his creditors generally;
 - iii) if he becomes mentally ill or is a person whose person or estate is liable to be dealt with, in any way under the law relating to mental health;
 - iv) if he resigns his office by notice in writing, to the Committee;
 - v) if he is absent for more than three (3) consecutive meetings of the Committee without the leave of the Committee;
 - vi) if, in the case of him being a delegate, his accrediting association or organization recalls him, or ceases to be a member of the Council, he does not cease to be a member of the Committee if he, within two (2) weeks, applies for individual membership and is admitted as such at the next meeting of the Committee;
 - vii) Upon resolution being passed by seventy five percent (75%) majority at a properly constituted General Meeting of the Council specifically called for the purpose of removing him from office or to expel the accrediting Association or Institution from the membership of the Council and in the latter case the proviso in sub clause
 - (vi) above applies;
 - viii) if he holds an office of profit under the Council;
 - ix) if he directly or indirectly is interested in any contract or proposed contract with the Council.

(I) The Manager is directly responsible to the Management Committee and has responsibility for the day to-day management of the MCCI which has been delegated by the Committee to the Manager. This includes responsibility for

- The recruitment (as delegated by the Management Committee) and management of staff
- Staff Roles and Responsibilities
- Administration

The Manager is directly responsible to the Management Committee, and reports between meetings to the Chairperson and Executive Committee.

(i) Role of the Manager at Management Committee Meetings

The Manager attends committee meetings to provide advice and information to the committee to assist it in its deliberations and will provide a report on the operations of the service including outcomes achieved, future plans and any issues which need to be considered by the committee.

8. GENERAL MEETINGS

- a) All members of the Council, including Individual members, shall meet at least once every four (4) months in General Meeting.
- b) An Annual General Meeting of the Council shall be held each year within six (6) months from the end of the financial year of the Council. The Committee may, whenever it thinks fit convene a Special General Meeting of the Council. A Special General Meeting must be convened by the Committee within one (1) month of the receipt of a written request for such a meeting signed by not less than five (5) members of the Council.
- c) At least fourteen (14) days notice of all General Meetings shall be given to members. In the case of a Special General Meeting where a special resolution is to be proposed notice of the meeting shall be given to members at least twenty one (21) days before the meeting.
- d) In the case of the Annual General Meeting the following business shall be transacted :-
- i) confirmation of the Minutes of the last Annual General Meeting and any recent General Meeting;
 - ii) receipt of the Committee's report on the activities of the Council in the last financial year;
 - iii) receipt and consideration of a financial statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Council's income and expenditure, assets and liabilities, mortgages, charges and other securities and trust properties.
 - vi) election of Office Bearers and other members of the Committee;
- e) The quorum for a General Meeting, Special General Meeting and Annual General Meeting shall be twelve (12) members which shall include members and individuals delete associations. Should a quorum be not present then the meeting shall be adjourned to the same time and place seven (7) days later or to be determined by those present and notice of such adjourned meeting shall be forwarded to all members as soon as practicable. If at such adjourned meeting a quorum be not present, then those delegates or members shall be deemed a quorum, provided that the numbers of such delegates or individual delete associate members is not less than five (5).
- f) Voting at General Meetings shall be by show of hands unless a poll (is before or on the declaration of the result of the show of hands) demanded by the Chairperson or at least two (2) delegates present. Unless a poll is so demanded a declaration by the Chairperson has, on show of hands, been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Book containing the Minutes of the Council shall be conclusive evidence of that

fact. Decisions shall be made by a simple majority except for those matters, which must be decided by Special Resolution.

- g) Each organization and life member shall have four (4) votes. A delegate may vote in person or by proxy. A proxy must be a member of the Council or a member of the same organization that the delegate represents. The instrument appointing a proxy shall be in writing under the hand of the appointer or the organization. Individual members will be entitled to one (1) vote on any ballot and/or resolution at any General Meeting, Special or Annual General Meeting. The delegates of the organizations shall be entitled to vote according to their own conscience or as directed by their association. Provided, however, that at no time shall the votes of the individual members pursuant to this clause exceed one third of the total votes at such Meetings. Any member (organization, life or individual) may only hold four proxies at any General, Special or Annual meeting.
- i) In the case of an equality of votes the person appointed to chair the General Meetings shall have a second or casting vote.
- j) No delegate or member shall be entitled to vote at any General Meeting if the annual subscription due to the Council by the member or the member organization in respect of him, is in arrears.
- k) The Chairperson shall preside as Chairperson at every General, Special or Annual Meeting but if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, then a Vice Chairperson in the order of seniority should preside or if none of the Vice Chairperson are present or willing to act then the delegates shall elect one of the members present to be Chairperson of the meeting, a simple majority sufficing.
- l) The Chairperson 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 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 forty (40) days or more, notice of the adjourned meeting shall be given as in the case of an ordinary General Meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

9. SPECIAL RESOLUTIONS

a) A special resolution must be passed by a General Meeting of the Council to effect the following changes –

i) *a change of the Council's name;*

- ii) a change of the Council's constitution;
- iii) a change of the Council's objects;
- vi) an amalgamation with another incorporated association;
- v) to voluntarily wind-up the Council and distribute its property.

b) A special resolution shall be passed in the following manner –

- i) A notice must be sent to all members advertising that a Special General Meeting is to be held to consider a Special Resolution.
- ii) The notice must give details of the proposed Special Resolution and give at least twenty-one (21) days notice of the meeting.
- iii) A quorum must be present at the meeting.
- iv) At least 75% of the votes cast must be in favor of the Resolution.
- v) In situations where it is not possible or practicable for a Resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the Resolution in some other way.

10. PUBLIC OFFICER

- a) The Committee shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation of the Council.
- c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen (18) years of age or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated his position in the following Circumstances -
 - i) death;
 - ii) resignation;
 - iii) removal by the Committee or at a General Meeting,
 - iv) Bankruptcy or financial insolvency;
 - v) mental illness,
 - vi) residency outside New South Wales
- e) When the vacancy occurs in the position of Public Officer the Committee shall within fourteen
14) days notify the Office of Fair Trading by the prescribed form and appoint a new Public Officer.
- f) The Public Officer is required to notify the Office of Fair Trading by the prescribed form in the following circumstances -
 - i) appointment (within fourteen [14] days);
 - ii) a change of residential address (within fourteen [14] days);
 - iii) a change in the Council's object or constitution (within one [1] month);
 - iv) a change in the membership of the Committee (within fourteen [14] days);
 - v) of the Council's financial affairs (within one [1] month after the Annual General Meeting);
 - vi) a change in the Council's name (within one [1] month).
- g) The Public Officer may be an Office Bearer, Committee member, or any other person regarded as suitable for the position by the Committee.

11. ELECTION OF THE COMMITTEE

- a) At the first General Meeting and at the Annual General Meeting of each year thereafter the Office Bearers and other members of the Committee shall be elected from the members including the individual members.
- b) Candidates shall not be deemed eligible for election to the Management Committee until they had been members of the Council for at least twelve (12) Months.
- c) Any two delegates or individual members shall be at liberty to nominate in writing any other financial delegate or financial individual member to serve as a member of the Management Committee. Such nomination shall be in writing and signed by the nominee and nominators and be lodged with the Secretary at least seven (7) days before the Annual General Meeting at which the election is to take place. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received from the floor at the Annual General Meeting.
- d) A set of Balloting Papers shall be prepared for the six (6) vacancies on the Committee.
- e) Each member has six (6) votes in the poll for the Committee. The poll shall be conducted as a secret poll and on a first past the post basis.

- f) Should the nominations for the vacancies existing on the Committee not exceed the number of vacancies no ballot shall take place for the respective positions and the nominees shall be declared elected.
- g) The seniority of the Vice Chairperson is decided by the number of votes obtained by the respective candidates for the position and if no ballot takes place the Committee shall decide the seniority of the Vice Chairperson.

12. DUTIES OF OFFICE BEARERS:

(a) CHAIRPERSON

The Chairperson, as the Senior Executive officer of the Council shall:

- (i) convene or direct the Secretary to convene all meetings of the Council.
- (ii) preside at all meetings of the Council and preserve order thereat so that the business may be conducted in conformity with the Constitution;
- (ii) sign all minutes of the Council meetings, after they have been confirmed, and all documents which require the Chairperson's signature as official head of the Council;
- (iv) direct the execution of the decisions of the Council and be an official representative of the Council.

b) VICE-CHAIRPERSON

- (i) There shall be two Vice-Chairpersons, a Senior Vice-Chairperson and a Vice-Chairperson.
- (ii) The Vice-Chairpersons shall assist the Chairperson, and in the absence of the latter, shall have the same duties and powers as the Chairperson.
- (iii) The Senior Vice-Chairperson takes precedence over the Vice-Chairperson in Clauses 6 (g) and 7 (b).

(c) SECRETARY

The Secretary shall:

- (i) attend all meetings of Council and keep Minutes, recording all business transacted at such meetings. The Secretary shall then send copies of minutes of General Meetings to all Associations and Members of the Council for their perusal, as soon as possible before the next General Meeting;
- (ii) attend promptly to all correspondence received by the Council;
- (iii) submit to the Chairperson as early as possible all correspondence or information received;
- (iv) act according to the direction of the Council;
- (v) sign all outgoing correspondence;
- (vi) keep an up-to-date register of all delegates and members of the Council;
- (vii) in conjunction with the Chairperson prepare an agenda for each Meeting and send a copy to each member;
- (viii) keep such records as are necessary for the proper conduct of the affairs of the Council;
- (ix) prepare and submit to the Annual General Meeting an Annual Report of the activities of the Council;

- (x) supply a copy of the Constitution to all members of the Council and maintain the official copy;
- (xi) retain custody of the Council's Common seal.

d) TREASURER

- i) sign cheques drawn on the Council's account subject to Clause 7 (i);
- ii) present all accounts to the Committee for approval. Details shall be recorded in the official minutes;
- iii) submit a bank statement at each Council Meeting and a list of payments made since the last Council Meeting. The Balance of bank account shall be recorded in the official Minutes;
- iv) prepare an Annual Income and Expenditure Account and a Balance Sheet incorporating the substance of the transactions of the Council. Such income and expenditure account and balance sheet is to be Audited, by an independent auditor and forwarded to Associations and delegates for presentation at the Annual General Meeting;
- v) promptly bring to the attention of the Committee any financial difficulties which require the attention of the Council.

13. SUB COMMITTEES

The Committee may appoint any number of sub committees from amongst members of the Committee, delegates of members or the individual members. The Chairperson, the Senior Vice Chairperson and the Secretary are members of each of the sub committees. The convener of the sub committee must be appointed by resolution of the Committee and any decisions of such sub committees must be ratified by the Committee. The Committee may co-opt any person they think fit to be members of sub committees and such persons need not be members of any affiliated ethnic organization but selected for their particular knowledge and/or interest.

14. ACCOUNTS

- a) The Treasurer shall ensure that all money received by the Council is paid into an account in the Council's name. Payments shall be made through petty cash system or by cheques signed by two signatories authorised by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a General Meeting.
- b) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Council. These records shall be available for inspection by any member of the Committee and shall be held in the custody of the Treasurer.
- c) The Auditor shall be elected at the Annual General Meeting. They shall examine all financial records of the Council including but not limited to accounts, vouchers, receipts and other records and furnish a report to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve (12) months.
- d) An Auditor shall not be a member or closely related to a member of the Committee.
- e) Subject to paragraph f) hereof notice of the intention to nominate an Auditor to replace the current Auditor shall be given to the Secretary at least twenty one (21) days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current Auditor at least seven (7) days before the Annual General Meeting. The current Auditor shall be entitled to attend the Annual General Meeting and if he so wishes to be heard at such Annual General Meeting.
- f) Where the current Auditor submits his resignation or notifies the Secretary of his intention not to seek re-election as Auditor, paragraph d) hereof shall not-apply.

15. MISCELLANEOUS

a) Insurance:-

The Council shall effect and maintain insurance as is required under the Association's Incorporation Act together with any other insurance, which may be required by law or regarded as necessary by the Council.

b) Minutes

The Committee shall cause minutes to be made of the following -

- i) all appointments of the Committee/Office Bearers-,
- ii) the names of members of the Committee present at meetings of the Committee;
- iii) all proceedings at all meetings of the Committee and General Meetings.

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

c) Expulsion

- i) A member or life member can only be expelled from the Council on the recommendation of the Committee, by a Special Resolution passed at a General Meeting.
- ii) An associate member may be suspended by the Committee but has a right to appeal against such suspension, to the next General Meeting. Failing notification of an intention to appeal within fourteen (14) days of the date of suspension, the suspended associate member shall be deemed expelled.

Pending such appeal, a suspended associate member cannot take part in any activity of the Council.

- iii) The Council through the Committee may request any member to recall its delegate and appoint another delegate. If a member refuses to recall the delegate after being so requested, the Committee may ban the delegate from further participation in any activity of the Council. Until such issue is decided upon in General Meeting the said delegate cannot take part in activity of the Council until the General Meeting decides otherwise.

d) Dissolution

Upon a special Resolution being passed that the Council be voluntarily wound-up, all assets and funds of the Council on hand, after payment of all expenses and liabilities, shall be transferred to a such **Deductible Gift Recipient** registered or exempt charity or charities as a simple majority of the members at a Special General Meeting so convened may decide.

(i-No present or former member of the council shall be entitled to any distribution of the property during the life or in the case of the voluntarily wound up of the council)

(ii-The distribution of surplus property shall be in accordance with Section 53 of the Associations Incorporation Act.

e) Amendment of Rules

These Rules may be amended by Special Resolution of members at a General Meeting at which notice of the proposed amendment shall have been given. Provided however that the Minister of the Crown for the time being administering the Charitable Collections Act, 1934 as amended, shall be notified of the amendment if passed and that amendment shall not be effective unless and until the said Minister has signified his approval to such amendment being made.

f) Service of Documents

Service of documents on the Council is affected by serving them on the Public Officer or by serving them personally on two (2) members of the Committee.

g) Notice

A notice, may be given by the Council to any member either personally or by sending it by post to the address of the member as noted on the Council's records or if there is no such address recorded, the address last known to the Committee. 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 or an envelope containing the notice. Furthermore the notice shall be deemed to have been given on the addressee, on the date after the date of its posting.

h) Common Seal

The Common Seal of the Council shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two (2) members of the Committee.

i) Subscription Fee

The subscription fee for each member and each individual member will be determined from time to time by the Committee. Renewal of subscriptions must be made within two (2) months of the end of the financial year.

j) Life Membership

Only one (1) life membership can be granted by the Council per year. Such life membership must be proposed by the Committee by way of resolution and be included in the business of a duly convened General Meeting or Annual General Meeting. Life membership will only be granted upon the said General Meeting resolving by a simple majority to grant such life membership. Thereafter the life member shall be regarded as a member of the Council for life and shall not be required to thereafter pay any further subscriptions and shall be entitled to vote on all ballots and resolutions held at any said General Meeting and shall be entitled to stand for election to any position in the Council.

k) Wording

Words importing the masculine gender only shall be deemed to include all gender.

Number of Votes

No person at any meeting shall have more than one (1) vote, except the Chairperson when using his casting vote.

m) Proxy

Any member or life member shall be entitled to appoint in writing a proxy. Such proxy shall have full voting entitlements of the member or life member who appointed them at the meeting for which they have been appointed. The proxy shall be handed to the Chairperson of the meeting before the proxy shall be entitled to voting rights.

ANNEXURE A

**ADDITIONAL RULES APPLICABLE UPON REGISTRATION AS A
CHARITY:**

(a) This section applies where the Association is registered under or is exempt from registration by or under the Charitable Collections Act 1934

(b) A member of the committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Council to any member of the Committee except:

(i) repayment of out of pocket expenses

(ii) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers from money lent to the Association; and

(iii) reasonable and proper rent for premises let to the Association.

(c) Without limiting the operation of previous rules as to casual vacancies, the office of a member of the Council shall become vacant if:

(i) the member holds an office for profit within the Council;

(ii) or the member is directly or indirectly interested in any contract or proposed contract with the Council.

(d) Notwithstanding any other rules as provided herein, the Annual General Meeting shall be held within such period as is required by the regulations under the Charitable Collections Act.

(e) Any proposed alteration of the rules or of the statement of objects of the Council, shall be notified to the Minister administering the Charitable Collections Act, 1934 in the manner required by the regulations under that Act.

(f) The Council shall comply with such of the provisions of the Charitable Collections Act, 1934 and the regulations thereunder as are applicable to it.