
FEDERATION OF ETHNIC COMMUNITIES' COUNCILS OF AUSTRALIA INC

CONSTITUTION

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1. PART 1 PRELIMINARY

1.1 Acknowledgement

The Federation of Ethnic Communities' Councils of Australia acknowledges the Aboriginal and Torres Strait Islander Peoples as the First Peoples of Australia.

1.2 Name

The name of the Association is the Federation of Ethnic Communities' Councils of Australia Inc (the Association).

1.3 Interpretation

(a) In these rules, unless a contrary intention appears:

“ACNC Act” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) or any successor legislation.

“annual membership fee” has the meaning in rule 2.6(a).

“Appeal notice” has the meaning in rule 3.22.

“Associate member” has the meaning given in rule 2.1(g).

“Association” means the Federation of Ethnic Communities' Council of Australia Inc.

“Board” means the Executive committee of the Association.

“Board meeting” has the meaning in rule 4.15.

“Board meeting notice” has the meaning in rule 4.16.

“Constitution” or “rules” means this document, being the rules of the Association, as defined by the Act.

“Contact details” for a person include the person’s address, email and telephone number.

“Decision-maker” means—

for a dispute resolution procedure—the person appointed under rule 3.5; and

for a disciplinary procedure—the person appointed under rule 3.14.

“Delegate” has the meaning given in rule 5.6.

“Disciplinary action” has the meaning in rule 3.10.

“Disciplinary action decision” has the meaning in rule 3.17 (a) (ii).

“Dispute decision” has the meaning in rule 3.8 (a) (ii).

“Dispute summary” has the meaning in rule 3.4 (b) (ii).

“Due date” for paying an annual membership fee has the meaning in rule 2.6 (b).

“Financial year” means the year ending on 30 June.

“General meeting notice” has the meaning in rule 5.5.

“Ground for disciplinary action” has the meaning in rule 3.12.

“Honorary Life member” has the meaning given in rule 2.1(h).

“M/ECC” means Multicultural or Ethnic Communities Council in a State or Territory.

“office-bearer” has the meaning given in rule 4.1(a).

“proposed disciplinary action” has the meaning in rule 3.13.

“proxy”—

- for a Board meeting has the meaning in rules 4.17, and
- for a general meeting has the meaning in rule 5.6.

“Public Officer” means a person appointed to be the Association’s public officer, as defined in the Act.

“Regional Council” has the meaning given in rule 2.1(e).

“Registered Charity” means an entity registered as a charity under the ACNC Act.

“Requesting members for a general meeting” has the meaning in Rule 5.2 (a) (ii).

“Resolution” or “resolution of the members” means a resolution passed by at least 50% of the delegates entitled to vote.

“Special resolution” or “special resolution of the members” means a resolution passed by at least 75% of the delegates entitled to vote.

“State or Territory” refers to the Australian Capital Territory, Northern Territory, New South Wales, Victoria, Queensland, South Australia, Western Australia and Tasmania.

“Submission period” —

- for a dispute resolution procedure has the meaning in rule 3.7 (b) (i), and
- for a disciplinary procedure has the meaning in rule 3.16 (b) (i).

“The Act” means the *Associations Incorporation Act 1991* (ACT).

“The Regulations” means the *Associations Incorporation Regulation 1991* (ACT).

- (b) The following Acts apply to the Association’s rules as if they were an instrument made under the Act:
 - (i) the *Electronic Transactions Act 2001* (ACT);
 - (ii) the *Legislation Act 2001* (ACT).

Note 1 Under the *Electronic Transactions Act 2001*, s 8, information required to be given in writing may be given electronically; for example, membership applications may be given by email.

Note 2 The *Legislation Act* contains definitions and other provisions relevant to the Association’s rules.

- (c) In these rules:
 - (i) a reference to a function includes a reference to a power, authority, or duty;
 - (ii) a reference to the exercise of a function includes, where the function is a power, authority, or duty, a reference to the exercise of the power or the authority or the performance of the duty.
 - (iii) A reference to the following terms has the same meaning they have in the Act:
 - (A) accounting records
 - (B) annual general meeting
 - (C) Board
 - (D) incorporated
 - (E) member
 - (F) object
 - (G) register of members
 - (H) special resolution.
 - (iv) The *Legislation Act 2001* (ACT) contains definitions relevant to the Association’s rules. For example:
 - (A) authorised deposit-taking institution
 - (B) document
 - (C) may (see s 146)
 - (D) must (see s 146)
 - (E) writing.

- (d) Application of the act:

- (i) While the Association is a Registered Charity, the ACNC Act and the Act (to the extent it applies) override any rules inconsistent with those Acts in this Constitution.
- (ii) If the Association is not a Registered Charity (even if it remains a charity), the Act overrides any rule in these rules inconsistent with that Act.
- (iii) Where any rule in these Rules is invalid or unenforceable or conflicts with any provision of the Act and/or the ACNC Act as applicable under subrules (i) or (ii), it will be read and interpreted as being subject to the provision(s) and will be ineffective, but only to the extent of any invalidity, unenforceability or conflict.
- (iv) A word or expression defined in the Act or used in that Act and covering the same subject has the same meaning as in this Constitution.

1.4 Object

- (a) The object of the Association is to provide relief to persons in need from multicultural communities which are Culturally, Linguistically and Ethnically Diverse (“persons in need”).
- (b) For the purposes of subrule (a), persons in need shall include persons who are
 - (i) sick;
 - (ii) aged;
 - (iii) infirm;
 - (iv) poor;
 - (v) living with a disability;
 - (vi) experiencing or at risk of experiencing abuse or exploitation;
 - (vii) experiencing or at risk of experiencing homelessness;
 - (viii) living with trauma or serious disadvantage as a result of being a survivor of war or other violence;
 - (ix) a refugee or asylum seeker; and
 - (x) experiencing racism or any form of discrimination that prevents their equal access to government and non-government services.
- (c) Without limiting the forms of relief that the Association may provide, the Association will:
 - (i) advance partnerships between organisations empowering persons in need;

- (ii) promote the development of communication infrastructure for persons in need to connect, discuss, organise and voice their needs and aspirations;
- (iii) enable persons in need to secure a measure of independence and support others with similar needs;
- (iv) give protection to their inherent dignity and wellbeing from the harms arising from exclusion and discrimination in publicly available services and broader society, including by
 - (A) increasing public appreciation and recognition of Australia's rich cultural and linguistic diversity, especially within new and emerging communities; and
 - (B) strengthening public policy and multicultural frameworks;
- (v) support the establishment of services to care for persons in need;
- (vi) support persons in need to overcome cultural and language barriers to access government and non-government services;
- (vii) support persons in need to participate fully in the community, especially those who have experienced the immigration process;
- (viii) act as a catalyst for research to understand the scale, scope and nature of needs and the most effective relief; and
- (ix) do all things ancillary or incidental to give effect to the object.

1.5 Principles

The principles which underpin the object of the Association are the following –

- (a) In our multicultural society, all residents of Australia and their institutions should embrace cultural and linguistic pluralism.
- (b) All elements of Australian society should recognise that the right to express one's culture and beliefs involves a reciprocal responsibility to accept the rights of others to express their views and values within acceptable legal and political practices as reflected in Australia's democratic framework.
- (c) The Association represents its members with integrity, respect, accountability, and inclusivity to achieve better outcomes for multicultural communities.
- (d) Social justice principles related to access and equity shall apply to all the Association's policies, programs, services and activities.
- (e) Inclusiveness, social cohesion, community harmony, human rights, social justice, cultural diversity and heritage factors, and community capacity building, particularly to enhance the productive functioning of culturally and linguistically diverse communities within the broader community, are core elements of

policymaking and multicultural frameworks.

- (f) The Association has no political or sectarian affiliation.
- (g) The Association is committed to working in partnership with organisations representing multicultural communities and the issues of concern to those communities in any areas of shared interest.
- (h) The Association will promote and develop the skills and knowledge of its members to carry out its object.

2. PART 2 MEMBERSHIP

2.1 Eligibility

- (a) The Association offers the following categories of membership that will have a right to vote at a general meeting:
 - (i) Multicultural/Ethnic Communities' Councils ("**M/ECC**") who shall have a vote in general meetings; and
 - (ii) Regional Councils.
- (b) The Association offers the following categories of membership that will have a right to attend a general meeting but will not have a right to vote at such meetings:
 - (i) Associate member; and
 - (ii) Honorary Life member.
- (c) The M/ECC shall be:
 - (A) limited to one per each State or Territory;
 - (B) an incorporated body; and
 - (C) maintaining a minimum membership of three (3) incorporated organisations (each representing a distinct multicultural community) with a total combined membership of not less than 300 individual members residing within the State or Territory.
- (d) At the time of adopting this Constitution, the M/ECC members of the Association are:
 - (i) The Australian Capital Territory Multicultural Council;
 - (ii) The Ethnic Communities' Council of New South Wales;
 - (iii) The Multicultural Council of the Northern Territory;
 - (iv) The Ethnic Communities' Council of Queensland;
 - (v) The Multicultural Communities' Council of South Australia;
 - (vi) The Multicultural Council of Tasmania;
 - (vii) The Ethnic Communities' Council of Victoria; and
 - (viii) The Ethnic Communities' Council of Western Australia.
- (e) The Regional Councils shall be:
 - (A) An incorporated body;

- (B) A financial member of a State or Territory M/ECC in which the Regional Council's Principal Office is located;
 - (C) A regional peak organisation whose members are multicultural community organisations within a defined geographical area outside the capital city's metropolitan area of the State or Territory; and
 - (D) Maintaining a membership of a minimum of three (3) incorporated organisations (each representing a distinct multicultural community) with a total combined membership of at least sixty (60) individuals residing within its defined geographical area.
- (f) The Board reserves the right to verify membership of a Regional Council in a manner it sees fit.
 - (g) An Associate member must be a national or multi-regional incorporated body with objectives consistent with the object of the Association.
 - (h) An Honorary Life member must be a natural person.

Note Founding members of the Association are dealt with in the Act, s 21 (2).

2.2 member obligations

- (a) Members of the Association must:
 - (i) abide by the policies and procedures of the Association and Australian law;
 - (ii) support the Object of the Association; and
 - (iii) in the case of M/ECCs and Regional Councils, confirm in writing their compliance with eligibility requirements outlined in rule 2.1 to the Board no less than 60 days before the Annual General Meeting each year.
- (b) Any member that does not provide confirmation under subrule (a)(iii) shall automatically be moved to Associate member status, with speaking rights only, until proof is provided.
- (c) The Board may, by a two-thirds majority vote, remove a Regional Council member that fails to confirm their current compliance under subrule (a)(iii) for two (2) years in a row.
- (d) The members may, by special resolution, remove a M/ECC that fails to confirm their current compliance under subrule (a)(iii) for 2 years in a row.
- (e) Where the members remove an affiliated M/ECC under subrule (d), the members may, by resolution, approve another body that meets the requirements of rule 2.1(c) in the relevant State or Territory of the removed member.

2.3 Format of application for membership

- (a) The application must—
 - (i) be in writing to the Association’s Secretary; and
 - (ii) include—
 - (A) the applicant’s name and contact details; and
 - (B) a statement that the applicant supports the Association’s object and agrees to comply with the Act and the Association’s rules; and
 - (C) a member’s nomination of the applicant for membership; and
 - (iii) be signed by the applicant and the member nominating the applicant.
- (b) The Board may require the application to be in a form decided by the Board.

2.4 membership—decision

- (a) The Association’s members shall have the power to confer Honorary Life membership by resolution.
- (b) The Association’s members shall consider each M/ECC member application and decide whether to accept or reject the membership.
- (c) The Board must consider each Regional Council and Associate member application and decide whether to accept or reject the application.
- (d) The Board or the Association’s members may reject an application if—
 - (i) the application does not comply with rule 2.3 (a); or
 - (ii) in the case of an application under subrule (c), if the Board requires an application to be in a particular form under rule 2.3 (b)—the application is not in the required form; or
 - (iii) they are not satisfied that the applicant will support the Association’s object and comply with the Act and the Association’s rules.
- (e) The Secretary must give the applicant written notice of the decision as soon as practicable after it is made.
- (f) If an application is accepted, the Secretary must—
 - (i) ask the applicant to pay the annual membership fee; and
 - (ii) after the applicant pays the fee—record the information required by the Act, section 67 (2) in the register of members.

Note 1 The information required to be recorded in the register includes the member’s name and contact details and the date the person or the organisation became a member (see Act, s 67 (2)).

2.5 membership—when membership begins

- (a) A M/ECC's membership begins on the day it is approved by resolution of the members.
- (b) Except where subrule (a) applies, an incorporated body's membership begins on the day the Board accepts their application.
- (c) An Honorary Life member's membership begins on the day they are granted membership by a resolution of the members.

2.6 membership—annual membership fee

- (a) The members shall determine the Association's annual membership fee.
- (b) The annual membership fee is payable before (the due date)—
 - (i) 1 July each year; or
 - (ii) if the Board decides another date—that date.

2.7 membership—when membership lapses

A member's membership lapses if—

- (a) the member resigns under rule 2.8; or
- (b) the Board decides to end a membership because the member has not paid their annual membership fee by the due date; or
- (c) the member's membership is cancelled as a result of disciplinary action taken under part 3; or
- (d) the member is wound up; or
- (e) the member is no longer incorporated; or
- (f) the Association is wound up under—
 - (i) the Act, section 88 (Voluntary winding-up); or
 - (ii) the Act, section 90 (Winding-up by the court).

2.8 membership—resigning

- (a) A member may resign their membership of the Association by giving written notice to the Board.
- (b) The resignation takes effect
 - (i) on the day the Board receives the notice; or
 - (ii) if a later day is stated in the notice—on that day.

- (c) Despite rule 2.7 (b), a member who resigns their membership remains liable for any annual membership fee the member owes the Association when the resignation takes effect.

Note An amount owing under the law may be recovered as a debt in a court of competent jurisdiction or the ACAT (see Legislation Act, s 177).

- (d) The Board must remove information about the member from the register of members as soon as practicable after the member's resignation takes effect.

2.9 membership—rights and liabilities not transferable

A member's rights and liabilities—

- (a) are not transferable; and
- (b) end when the member's membership ends.

3. PART 3 DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURE

Division 1 Dispute resolution procedure

3.1 Application—div 1

- (a) This division sets out the dispute resolution procedure for dealing with a dispute under the Act or the Association's rules between—
 - (i) a member and another member;
 - (ii) a delegate of one member and a delegate of another member;
 - (iii) a member and the Board; or
 - (iv) a delegate of a member and the Board.

Note 1

Examples—disputes under the Act or the Association's rules

1 a dispute about when the fee for membership is due

2 a dispute about when an annual general meeting must be held

3 a dispute arising out of a refusal of a request under the Act, s 67B by a member to restrict access to information about the member recorded in the register of members

4 a dispute about whether the Association is acting in accordance with its object

5 a dispute about whether a member is acting in accordance with the Association's object

Note 2 There are further requirements for dispute resolution procedures in the Act, s 65B.

Note 3 On application by the Association, a court may direct a person to comply with the Association's rules and may declare and enforce the rights or obligations of members of the Association (see Act, s 53).

3.2 Meaning of party to a dispute—div 1

In this division:

party, to a dispute, means—

- (a) if the dispute is between members—the members;
- (b) if the dispute is between – the delegates;

- (c) if the dispute is between a member and the Board—the member and the Board; or
- (d) if the dispute is between a delegate and the Board—the delegate and the Board.

Note A member may appoint someone to act on their behalf in the dispute resolution procedure (see Act, s 65B (2)).

3.3 Resolving dispute by agreement

- (a) The parties to a dispute must attempt to resolve the dispute by agreement between themselves.
- (b) A party to the dispute may ask the Board to help the parties resolve the dispute by agreement if—
 - (i) the Board is not a party to the dispute; and
 - (ii) the parties are unable to resolve the dispute between themselves.

3.4 Dispute resolution procedure—starting the procedure

- (a) If the parties to a dispute do not resolve the dispute by agreement under rule 3.3, any party to the dispute may start the dispute resolution procedure by giving written notice to the Board.
- (b) The notice must—
 - (i) include the names and contact details of the parties to the dispute; and
 - (ii) give a brief summary of the matters in dispute (a dispute summary), including the relevant provisions of the Act and the Association’s rules (if known); and
 - (iii) briefly state the steps the parties have taken to resolve the dispute.

3.5 Dispute resolution procedure—appointing decision-maker

- (a) As soon as practicable after receiving a notice under rule 3.4, the Board must appoint a decision-maker to decide the outcome of the dispute.

Note For laws about appointments, see the Legislation Act, pt 19.3.

- (b) The Board must ensure that the decision-maker—
 - (i) is unbiased; and
 - (ii) has, or can quickly acquire, knowledge of the following:
 - (A) the Act;
 - (B) the Association’s rules;
 - (C) the Association’s object;
 - (D) the management and operation of the Association; and

(E) does not have a conflict of interest.

(c) The Board must give the decision-maker a copy of the notice.

3.6 Dispute resolution procedure—notice to parties about decision-maker

(a) As soon as practicable after a decision-maker is appointed under rule 3.5, the Secretary must give written notice to each party to the dispute that the dispute resolution procedure has started.

(b) However, if the Board is a party to the dispute, the Secretary is not required to give the Board notice under subrule (a).

(c) The notice must include—

(i) a copy of the dispute summary for the dispute; and

(ii) the name and contact details of the decision-maker; and

(iii) information about the dispute resolution procedure.

3.7 Dispute resolution procedure—opportunity to be heard

(a) Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute.

(b) The invitation must state—

(i) if the decision-maker invites the parties to make a written submission—a period of not less than 14 days in which a party may make a written submission (the submission period); and

(ii) if the decision-maker invites the parties to make oral submissions—the day and time (within the submission period) when the party may make the oral submission.

(c) The decision-maker may also attempt to resolve the dispute with the agreement of the parties to the dispute.

3.8 Dispute resolution procedure—outcome

(a) As soon as practicable after the submission period has ended, the decision-maker must—

(i) consider any submissions made during the submission period; and

(ii) decide the outcome of the dispute (the dispute decision); and

(iii) give the parties to the dispute a written notice that states—

(A) the dispute decision; and

(B) the reasons for the dispute decision; and

Note For what must be included in a statement of reasons, see the Legislation Act, s 179.

- (iv) if the Board is not a party to the dispute—give the Board a copy of the notice mentioned in paragraph (iii).

3.9 Dispute resolution procedure—ending dispute by agreement

- (a) The parties to a dispute may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute.
- (b) If the parties agree to end the dispute, they must give written notice to the following people:
 - (i) if the Board is not a party to the dispute—the Board;
 - (ii) if a decision-maker has been appointed for the dispute—the decision-maker.
- (c) The notice must state—
 - (i) that the parties have agreed to end the dispute; and
 - (ii) the reasons for the parties ending the dispute.

Division 2 Disciplinary procedure

3.10 Definitions—div 2

In this division:

disciplinary action, against a member of the Association in relation to the member's status as a member of the Association includes any of the following:

- (a) demoting the member to a level of membership with fewer rights and privileges;
- (b) suspending the member's entitlement to exercise some or all of the member's rights and privileges as a member for a stated period;
- (c) suspending the member's membership for a stated period;
- (d) cancelling the member's membership and disqualifying the member from applying for membership for a stated period.

ground for disciplinary action has the meaning in rule 3.12.

member means a member of the Association or a delegate of the member of the Association.

3.11 Application—Part 3 div 2

This division sets out the disciplinary procedure the Association must use if it proposes to take disciplinary action against a member.

Note 1 There are further requirements for disciplinary procedures in the Act, s 65C.

Note 2 A court may direct a person to comply with the Association's rules and may declare and enforce the rights or obligations of members of the Association (see Act, s 53).

Note 3 The Association may (but need not) also use the disciplinary procedure set out in this division if it proposes to take other disciplinary action against a member.

3.12 Disciplinary procedure—grounds for disciplinary action

Each of the following is a ground for disciplinary action against a member of the Association:

- (a) the member has persistently refused or failed to comply with the Act or the Association's rules;
- (b) the member has persistently and intentionally acted in a way that is likely to be harmful to the Association.

3.13 Disciplinary procedure—proposed disciplinary action

- (a) Subject to subrule (b), if the Board is satisfied that a ground for disciplinary action exists in relation to a member of the Association, the Board may, by resolution, propose to take disciplinary action (the proposed disciplinary action) against the member in relation to the member's status as a member.
- (b) The Board may only propose to take disciplinary action against a M/ECC with the support of a special resolution of the members.

3.14 Disciplinary procedure—appointing decision-maker

- (a) If the requirements of rule 3.13 are met, the Board must appoint a decision-maker to decide whether to take the proposed disciplinary action.

Note For laws about appointments, see the Legislation Act, pt 19.3.

- (b) The Board must ensure that the decision-maker—
 - (i) is unbiased; and
 - (ii) has, or can quickly acquire, knowledge of the following:
 - (A) the Act;
 - (B) the Association's rules;
 - (C) the Association's object;
 - (D) the management and operation of the Association; and
 - (iii) does not have a conflict of interest.
- (c) The Board must give the decision-maker the following information in writing:
 - (i) the name and contact details of the member who is the subject of the proposed disciplinary action;
 - (ii) the nature of the proposed disciplinary action;

- (iii) the grounds for the proposed disciplinary action.

3.15 Disciplinary procedure—notice to member about proposed disciplinary action

- (a) As soon as practicable after appointing a decision-maker under rule 3.14, the Board must give the member written notice telling the member that the disciplinary procedure has started.
- (b) The notice must include—
 - (i) information about the proposed disciplinary action; and
 - (ii) the grounds for the proposed disciplinary action; and
 - (iii) the name and contact details of the decision-maker; and
 - (iv) information about the disciplinary procedure.

3.16 Disciplinary procedure—opportunity to be heard

- (a) Before deciding whether to take the proposed disciplinary action, the decision-maker must invite the member to make a written or oral submission (or both) about—
 - (i) the proposed disciplinary action; and
 - (ii) the grounds for the proposed disciplinary action.
- (b) The invitation must state—
 - (i) if the decision-maker invites the member to make a written submission—a period of not less than 7 days in which the member may make a written submission (the submission period); and
 - (ii) if the decision-maker invites the member to make oral submissions—the day and time (within the submission period) on which the member may make the oral submission.

3.17 Disciplinary procedure—outcome

- (a) As soon as practicable after the submission period has ended, the decision-maker must—
 - (i) consider any submissions made during the submission period; and
 - (ii) decide whether to take the proposed disciplinary action, another disciplinary action, or no disciplinary action against the member (the disciplinary action decision); and
 - (iii) give the member and the Board written notice stating—

- (A) the disciplinary action decision; and
- (B) the reasons for the disciplinary action decision; and
- (C) if the decision-maker decides to take disciplinary action—the day the disciplinary action takes effect.

Note For what must be included in a statement of reasons, see the Legislation Act, s 179.

- (b) If the decision-maker decides to take disciplinary action against a member, the Board must—
 - (i) if the member's membership is cancelled—remove information about the member from the register of members; or
 - (ii) in any other case—record the details of the disciplinary action in the register of members.
- (c) If the decision-maker decides to suspend the member's membership for a stated period, the organisation is taken not to be a member of the Association during the period of suspension.

3.18 Disciplinary procedure—stopping

- (a) The Board may, by resolution, decide to stop a disciplinary procedure against a member at any time before the decision-maker makes a disciplinary action decision.
- (b) If the Board decides to stop the disciplinary procedure, the Board must give written notice to—
 - (i) the member; and
 - (ii) the decision-maker.
- (c) The notice must state—
 - (i) that the Board has decided to stop the disciplinary procedure for proposed disciplinary action against a member; and
 - (ii) the reasons for the Board's decision to stop the disciplinary procedure.

3.19 Disciplinary procedure—no further action by Board

If a decision-maker makes a disciplinary action decision in relation to a member, no further disciplinary action may be proposed or taken against the member in relation to the conduct set out in the written notice given to the member under rule 3.15.

Division 3 Appealing decisions

3.20 Appeal outcome—setting aside the decision-maker's decision

A dispute decision or disciplinary action decision may be set aside only by special resolution of the Association.

Note 1 A special resolution requires at least 21 days notice and needs to be passed with at least $\frac{3}{4}$ of the votes (see Act, s 70).

Note 2 If a decision of the Association deprives a member of a right provided by the Association's rules, the member may apply to the court for an order to vary or set aside the decision (see Act, s 49).

3.21 Who may appeal

- (a) A party to a dispute may appeal the dispute decision.
- (b) A member subject to a disciplinary action decision may appeal the decision.
- (c) The Board may also appeal a disciplinary action decision.

3.22 Appeal notices

A party appealing a decision must, within 7 business days after being given notice of the decision, give the Secretary written notice of the appeal (an appeal notice) that states the grounds for the appeal.

3.23 Withdrawing an appeal

A party appealing a decision may withdraw the appeal by giving written notice to the Secretary at any time before the appeal is decided.

3.24 General meeting to decide appeal

- (a) As soon as practicable after the Secretary receives an appeal notice—
 - (i) the Secretary must give the parties to the appeal a copy of the appeal notice; and
 - (ii) the Board must call a general meeting to consider a special resolution about the appeal.

Note A special resolution requires at least 21 days notice and needs to be passed with at least $\frac{3}{4}$ of the votes (see Act, s 70).

- (b) The chair of the general meeting must ensure that—
 - (i) the special resolution is the only item of business at the general meeting called under subrule (a) (ii); and
 - (ii) the parties to the appeal are given the opportunity to be heard about the special resolution; and
 - (iii) the members vote on the special resolution by a secret ballot.
- (c) In this section:
 - party to the appeal, means—
 - (i) if the appeal is against a dispute decision—the parties to the dispute; and
 - (ii) if the appeal is against a disciplinary action decision—

- (A) the member subject to the disciplinary procedure; and
- (B) the Board.

4. PART 4 BOARD

Division 1 Board—membership and functions

4.1 Board—members

- (a) The Board shall include the following office-bearers for the Association:
 - (i) the Chairperson;
 - (ii) two Senior Deputy Chairpersons, at least one of whom shall be a woman;
 - (iii) Secretary;
 - (iv) Treasurer;
 - (v) Regional Chair to be held by a person who lives in a regional or rural area of Australia and is a current financial member of a Regional Council affiliated with the Association. If there are more than 20 Regional Councils, two Regional Chairs shall be elected provided they do not reside in the same State or Territory; and
 - (vi) the Immediate Past Chairperson of the Association, ex-officio, until the annual general meeting in 2024, when this office-bearer position shall close.
- (b) The Board shall also include the eight (8) Chairpersons/Presidents of the member M/ECCs.
- (c) A Board member may hold more than one (1) elected office bearer position on the Board at the same time.

4.2 Board—duties of Board members

All Board members must comply with duties described in governance standard 5 of the regulations made under the ACNC Act, which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence a reasonable person would expect;

- (b) to prepare for Board meetings;
- (c) to act in good faith in the best interests of the Association and to further the charitable purpose(s) of the Association;
- (d) not to misuse their position as a Board member;
- (e) not to misuse information they gain in their role as a Board member;
- (f) to disclose any perceived or actual material conflicts;
- (g) to ensure that the financial affairs of the Association are managed responsibly;
- (h) to ensure that at all times, the Association maintains reasonable insurance to cover public liability, workers' compensation and any other risk deemed appropriate by the Board; and
- (i) not to allow the Association to operate while it is insolvent.

4.3 Board—functions

- (a) The Board may exercise the Association's functions under the Act and the Association's rules, and subject to any resolution passed at a General Meeting, other than conducting the Association's business reserved for General Meetings or the Annual General Meeting.
- (b) Without limiting the functions of the Board, the Board
 - (i) controls and manages the affairs of the Association;
 - (ii) employs the Chief Executive Officer;
 - (iii) in the event of a casual vacancy occurring, shall have the power to appoint an auditor to serve until the next General Meeting;
 - (iv) appoints the Returning Officer to carry out elections at a General Meeting;
 - (v) may identify and obtain grants or other forms of income generation;
 - (vi) shall change the Association's policies from time to time as necessary; and
 - (vii) advance the object of the association.

4.4 Board—delegating functions to subcommittees

- (a) The Board may delegate a function of the Board under the Association's rules to 1 or more subcommittees. The delegation must
 - (i) Be in writing;
 - (ii) Define the terms of reference for the subcommittee's work; and
 - (iii) Set a date by which the Board must review the delegation.
- (b) However, the Board must not delegate a function given to the Board—
 - (i) under the Act or another territory law; or
 - (ii) by resolution of the members at a general meeting.

Note For laws about delegations, see the Legislation Act, pt 19.4.

4.5 Board—functions of the Chairperson

The functions of the Chairperson include—

- (a) chairing Board meetings and general meetings (including annual general meetings);
- (b) being an ex-officio member of all Boards, networks and task forces of the Association;
- (c) being the spokesperson on behalf of the Association, or delegating this function at their discretion; and
- (d) exercising any other function given to the Chairperson—
 - (i) under the Act or the Association's rules; or
 - (ii) by the Board or the members to achieve the Association's object.

4.6 Board—functions of Senior Deputy Chairpersons

The functions of the Senior Deputy Chairperson (if any) include—

- (a) exercising the functions of the Chairperson if the Chairperson is unavailable to exercise those functions for any reason;
- (b) exercising functions delegated by the Board;
- (c) supporting the efficient functioning of sub-committees; and

- (d) exercising any other function given to the Senior Deputy Chairperson—
 - (i) under the Act or the Association's rules; or
 - (ii) by the Board or the members to achieve the Association's object.

4.7 Board—functions of Secretary

- (a) The Secretary shall —
 - (i) cause minutes to be made of the proceedings of all meetings of the Board and General meetings, including the names of members present and record apologies;
 - (ii) ensure that such minutes are signed by the Chairperson of the Meeting at which the proceedings were held or by the Chairperson of the succeeding meeting;
 - (iii) ensure that notices and the agenda as required under this Constitution are duly issued;
 - (iv) cause minutes to be made of all appointments of Office bearers and members of the Board;
 - (v) notify, under the Act, the appropriate authorities of all Constitutional amendments and changes in the Association office bearers within the required time;
 - (vi) carry out other tasks delegated by the Chairperson or the Association Board;
 - (vii) exercise any other function given to the Secretary—
 - under the Act or the Association's rules; or
 - by the Board or the members to achieve the Association's object.

4.8 Board—functions of Treasurer

The functions of the Treasurer include—

- (a) causing the accounting records mentioned in the Act, section 71 (Accounting records); and
- (b) preparing the statement of accounts mentioned in the Act, section 72 (Annual statement of accounts); and

- (c) presenting the documents mentioned in the Act, section 73 (Presentation of statement to members) at the annual general meeting; and
- (d) lodging with the registrar-general the documents mentioned in the Act, section 79 (Annual returns); and
- (e) exercising any other function given to the Treasurer—
 - (i) under the Act or the Association’s rules; or
 - (ii) by the Board or the members to achieve the Association’s object

Division 2 Board—election and removal

4.9 Board—membership

A delegate becomes a Board member if the delegate—

- (a) is elected to the Board at a general meeting under rule 4.11; or
- (b) is appointed by the Board to fill a casual vacancy on the Board under rule 4.14.

Note The inaugural Board is established under the Act, s 61.

4.10 Board—nominating candidates for election

- (a) At least 28 days before an annual general meeting, the Secretary must give written notice to the members of the Association calling for nominations of candidates for election to the Board.
- (b) Nominated candidates must be:
 - (i) A member of M/ECC or Regional Council; and
 - (ii) eligible to be a Responsible Person according to ACNC Governance Standard 4.
- (c) A nomination of a delegate must—
 - (i) be in writing; and
 - (ii) specify the office-bearer position being nominated for, if applicable; and
 - (iii) be accompanied by a signed statement by the nominators confirming they and the nominated candidate are:
 - (A) residing in the same State or Territory; and
 - (B) members of any M/ECC or Regional Council; and

- (iv) include the written consent of the nominated candidate; and
 - (v) be given to the Returning Officer at least 14 days before the annual general meeting.
- (d) The nominators must be financial members of a M/ECC or Regional Council.

4.11 Board—electing the Board and office-bearers

- (a) Delegates at an annual general meeting, who are entitled to vote, elect the Board and office-bearers from among the candidates.
- (b) The Returning Officer shall conduct ballots for elections using an optional preferential system of counting votes.
- (c) Once the Returning Officer declares the result of the ballots, the Secretary shall record the results and destroy the ballot papers.

4.12 Board members—term of office

- (a) The Board members shall be elected collectively every two (2) years by a majority of the delegates entitled to vote at an Annual General Meeting (the Board Term).
- (b) The Board so elected after serving the period of two (2) years shall retire but be available for re-election pursuant to these rules.
- (c) A Board member may serve a maximum of four consecutive terms and only two consecutive terms in the same position on the Board.
- (d) The term of office of a Board member begins—
 - (i) for an elected Board member—at the end of the annual general meeting at which the member is elected; or
 - (ii) for a Board member appointed to fill a casual vacancy under rule 4.14—on the day the appointment commences.
- (e) The term of office of a Board member ends on the earliest of the following:
 - (i) at the next Annual General Meeting where there is a Board election; or
 - (ii) if the person resigns from office—the day the resignation takes effect;

Note A Board member may resign from the Board by written notice given to the public officer (see Act, s 64A).

- (iii) if the person is representative of a member under rule 4.1(b) and that member's membership of the Association ends—on the day of the Board resolution to remove them under rule 4.13(vi).
- (iv) if the person is disqualified from holding Board membership under—

- (A) the Act, section 63 (Disqualification from office—convictions or bankruptcy)—the day the disqualification takes effect; or
 - (B) the Act, section 63A (Disqualification from office—noncompliance with Act)—the day the disqualification takes effect; or
 - (C) the Act, section 63B (Disqualification from office—disqualified under other legislation)—the day the disqualification takes effect;
- (v) if the person is removed from office under rule 4.13—the day the removal takes effect.

4.13 Board member—removal of board member from office

The Association may, by resolution, remove a Board member from the Board before the end of their term of office if the Board member—

- (i) does not exercise their functions or discharge their duties under the Act, section 66A (Duty of care and diligence); or
- (ii) does not exercise their functions or discharge their duties under the Act, section 66B (Duty of good faith and proper purpose); or
- (iii) contravenes—
 - (A) the Act, section 66C (Use of position); or
 - (B) the Act, section 66D (Use of information); or
- (iv) fails to attend 2 consecutive Board meetings and does not have the agreement of the Board to be absent from both meetings; or
- (v) does not exercise the functions of their office for 3 months; or
- (vi) if they were elected to the Board under rule 4.1(b) upon ceasing to be the President or Chairperson of a M/ECC; or
- (vii) upon ceasing to be an eligible responsible person under the ACNC Act.

4.14 Board—filling casual vacancies

- (a) The Board may appoint a delegate to fill a position on the Board that—
 - (i) becomes vacant because a person’s Board membership ends under rule 4.13; or
 - (ii) was not filled at the last annual general meeting.
- (b) If there is a vacancy on the Board during a term of the Board, the Board

may appoint a delegate to the Board for the remainder of the term of the Board.

Note For laws about appointments, see the Legislation Act, pt 19.3.

- (c) However, the Board must not appoint a delegate under subrule (b) if the delegate has been the subject of disciplinary action under Part 3, Division 2 in the previous 2 years.

Note s 63B. A person may also be disqualified from appointment or election to the Board under the Act, s 63, s 63A and s 63B.

- (d) The Board may appoint another Board member to fill a vacant office-bearer position.

Division 3 Board meetings

4.15 Board meetings

- (a) The Board shall meet (a Board meeting) at least 3 times each year.
- (b) Board meetings must be held on the dates and at the times and places decided by the Board.
- (c) The Board may, by resolution, decide to hold a Board meeting using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence.

Examples
an internet or intranet link, a phone link, a satellite link, in writing

- (d) A person who takes part in a meeting conducted under subrule (c) is taken, for all purposes, to be present at the meeting.

4.16 Board meetings—notice and business

- (a) The Secretary or delegate must give each Board member notice of a Board meeting (a Board meeting notice) at least—
 - (i) 48 hours before the meeting; or
 - (ii) if the Board unanimously agrees on another period—that period before the meeting.

The Board meeting notice must state the following—

- (iii) the date, time and place of the meeting; and
 - (iv) the general nature of the business to be conducted at the meeting.
- (b) The Board may only conduct business at a Board meeting that—
 - (i) is mentioned in the Board meeting notice; or

- (ii) the Board members at the meeting unanimously agree is urgent and appropriate to be conducted at the meeting.

4.17 Board meetings—authorising proxy

- (a) A Board member (the authorising member) may authorise another Board member (the proxy) to vote on their behalf at a Board meeting.
- (b) The authorisation must—
 - (i) be in writing; and
 - (ii) include the name and contact details of the authorising member and the proxy; and
 - (iii) be signed by the authorising member and the proxy; and
 - (iv) include anything else required by the Board; and
 - (v) be in a form decided by the Board.
- (c) The authorisation may include instructions about how the proxy is to vote on the authorising member's behalf.
- (d) If the authorisation does not include instructions, the proxy may vote on the authorising member's behalf in any way the proxy considers appropriate.
- (e) The authorising member must give the authorisation to the Secretary not later than 24 hours before the Board meeting.
- (f) If the Board does not accept the authorisation, the Board must, as soon as practicable before the meeting, give the authorising member written notice that the authorisation has not been accepted.

4.18 Board meetings—chair

A Board meeting must be chaired by—

- (i) the Chairperson; or
- (ii) if the Chairperson is absent—any Senior Deputy Chairperson; or
- (iii) if the Chairperson and any Senior Deputy Chairperson are absent—a Board member elected to chair the meeting by the Board members at the meeting.

4.19 Board meetings—quorum

- (a) The Board may conduct business at a Board meeting only if there are seven (7) members representing at least four (4) States, Territories or

Regional affiliate Councils.

- (b) If there is not a quorum at the time stated in the Board meeting notice, the time of the meeting is taken to be postponed for 30 minutes.
- (c) The meeting is ended if there is no quorum after the 30-minute postponement.

Note: If a Board meeting quorum is not reached because a Board member present at the meeting has a personal interest in a matter being considered, a general meeting may be called to pass a resolution to deal with the matter (see Act, s 65A (3)).

4.20 Board meetings—voting

- (a) Each Board position—
 - (i) has 1 vote on each question arising at the meeting; and
 - (ii) may vote in-person or by proxy.

Note This means that a Board member holding two positions will have two votes for example.

A Board member with a material, personal interest in a matter must not be present while the Board is considering the matter and must not vote on the matter (see Act, s 65A).

- (b) A motion is carried if a majority of the Board members at the Board meeting vote in favour of the motion.
- (c) However, if the votes on a question are equal, the chair has a second or deciding vote.
- (d) A vote on a question at a Board meeting may be by a show of hands of Board members at the meeting.
- (e) However, a vote on a question at a Board meeting must be by ballot conducted at the meeting if—
 - (i) the chair decides the vote is to be by ballot; or
 - (ii) at least 1/4 of the Board members request the vote be by ballot.
- (f) If a ballot is required, the chair must decide how the ballot is to be conducted.

4.21 Board meetings—minutes

- (a) The Board must ensure that minutes are taken and kept for each Board meeting.
- (b) The following must be recorded in the minutes:
 - (i) the names of the Board members at the meeting;
 - (ii) a description of the business conducted at the meeting;
 - (iii) if a Board member makes a disclosure of a material, personal interest as required by the Act, section 65 (1)—

- (A) the nature and extent of the interest; and
- (B) the relation of the interest to the Association's activities;
- (iv) any motion on which a vote is taken at the meeting and the outcome of the vote.
- (c) The chair must review and sign the minutes after board approval.

Note A summary of the minutes of Board meetings must be provided to members on request (see Act, s 35). However, the Board may refuse access if satisfied that allowing access would be prejudicial to the Association's interests (see Act, s 35A).

4.22 Board meetings—records

The Board must keep the following records for each Board meeting:

- (i) Board meeting notices;
- (ii) minutes of Board meetings;
- (iii) copies of documents considered at Board meetings.

5. PART 5 ANNUAL AND OTHER GENERAL MEETINGS

Note: Unless otherwise stated, the provisions in this part apply to all general meetings, including annual general meetings.

5.1 General meetings—called by Board

The Board may call a general meeting whenever it considers appropriate.

Note 1 The Association must hold an annual general meeting once each calendar year, within 5 months after the end of the Association's financial year (see Act, s 69).

5.2 General meetings—called at request of members

- (a) The Board must call a general meeting (other than an annual general meeting) if—
 - (i) at least three state/territory members of the Association ask for a meeting to be called (the requesting members); and
 - (ii) the request—
 - (A) is made in writing; and
 - (B) is given to the Secretary; and
 - (C) states the purpose of the meeting; and
 - (D) is signed by the requesting members.

- (b) If the Board does not call a general meeting within 1 month after the date of the request, a requesting member may call a general meeting to be held at most 3 months after the date of the request.
- (c) If a general meeting is called under subrule (b), the requesting members must give the general meeting notice required under rule 5.5 (a) or (b).
- (d) The Board must reimburse any reasonable expenses incurred by the requesting members in calling a general meeting under subrule (b).

5.3 General meetings—virtual attendance

- (a) If a general meeting is called, the Board may, by resolution, decide to hold a meeting using a method of communication, or a combination of methods of communication, that allows a person taking part to hear or otherwise know what each other person taking part says without the people being in each other's presence.
- (b) A person who takes part in a general meeting conducted under subrule (a) is taken, for all purposes, to be present at the meeting.

5.4 Annual general meetings—notice and business

- (a) The Board must give each member written notice of an annual general meeting at least 21 days before the meeting.
- (b) The Board may give shorter notice for the annual general meeting if all the members entitled to attend and vote at the annual general meeting agree beforehand.
- (c) The notice must—
 - (i) state the date, time and place of the annual general meeting; and
 - (ii) include the agenda for the annual general meeting; and
 - (iii) attach minutes of the previous annual general meeting; and
 - (iv) provide information and documents directly relevant to any matters to be decided, dealt with or done at the annual general meeting.

Examples—information relevant to matters to be decided
 1 information about nominees for Board membership
 2 information about a proposed budget for the Association

- (d) The following must be done at an annual general meeting:
 - (i) the minutes of the previous annual general meeting must be confirmed;
 - (ii) the Board must be elected under rule 4.11;
 - (iii) members must appoint the auditor or auditors under rule 6.3;
 - (iv) the documents mentioned in the Act, section 73 (1) must be presented; and

Note The Act, s 73 (1) requires the Board to present a statement of accounts, a reviewer's or auditor's report, and a report about the Board membership, principal activities and profit or loss.

- (v) the documents the Association is required to lodge with the registrar-general under the Act, section 79 (1) must be dealt with.

5.5 Other general meetings—notice and business

- (a) Subject to subrule (b), the Board, or the requesting members for a meeting called under rule 5.2 (b), must give each member written notice of a general meeting (a general meeting notice)—
 - (i) at least 21 days before the meeting; or
 - (ii) if a special resolution is to be considered at the meeting—at least 21 days before the meeting.

Note A special resolution requires at least 21 days notice (see Act, s 70).

- (b) The Board may call on shorter notice if members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (c) A general meeting notice must—
 - (i) state the date, time and place of the meeting;
 - (ii) include the agenda for the meeting; and
 - (iii) provide information and documents directly relevant to any matters to be decided at the meeting.
- (d) A member may give the Secretary written notice about any business the member would like included in the agenda for a general meeting.
- (e) If a member gives the Secretary written notice under subrule (d), the Secretary must include the business in the agenda for the next general meeting.
- (f) The chair of a general meeting must ensure that the only business conducted at the meeting is—
 - (i) the business stated in the general meeting notice for the meeting; and
 - (ii) decisions about the procedure of the meeting.

Examples—decisions about procedure

- 1 election of chair for the general meeting
- 2 decision to adjourn the general meeting

Appointment of delegates

- (g) A member that is an incorporated body may appoint as a delegate:
 - (iii) one individual to represent the member at meetings; and
 - (iv) the same or another individual for the purpose of being appointed or elected as a Board member.
- (h) The appointment of a delegate by a member must:
 - (v) be in writing;

- (vi) include the name of the delegate;
 - (vii) be signed on behalf of the member; and
 - (viii) be given to the Association or, for representation at a meeting, be given to the chairperson before the meeting starts.
- (i) A delegate has all the rights of a member relevant to the purposes of the appointment as a delegate.
 - (j) The appointment may be standing (ongoing).

5.6 General meetings—authorising proxy

- (a) A delegate (the authorising delegate) may authorise another person (the proxy) to vote on the behalf of an absent delegate at a general meeting.
- (b) The authorisation must—
 - (i) be in writing;
 - (ii) include the name and contact details of the authorising delegate and the proxy;
 - (iii) be signed by the authorising delegate and the proxy;
 - (iv) include anything else required by the Board; and
 - (v) be in a form set out in Part 8 of these rules or decided by the Board.
- (c) The authorisation may include instructions about how the proxy is to vote on the authorising delegate’s behalf.
- (d) If the authorisation does not include instructions, the proxy may vote on the authorising delegate’s behalf in any way the proxy considers appropriate.
- (e) The authorising delegate must give the authorisation to the Secretary not later than 24 hours before the general meeting.
- (f) The Board may accept the authorisation only if the proxy is not also authorised as proxy for 5 or more other delegates voting at the general meeting.
- (g) If the Board does not accept the authorisation, the Board must, as soon as practicable before the meeting, give the authorising delegate written notice that the authorisation has not been accepted.

5.7 General meetings—chair

A general meeting must be chaired by—

- (i) the Chairperson; or
- (ii) if the Chairperson is absent—any Senior Deputy Chairperson; or
- (iii) if the Chairperson and any Senior Deputy Chairperson are absent—a member elected to chair the meeting by members at

the meeting.

5.8 General meetings—quorum

- (a) The members of the Association may conduct business at a general meeting only if there is a quorum of members present.
- (b) A quorum is one-quarter of the delegates entitled to vote at that meeting in person or by proxy, including delegates from State, Territory or Regional M/ECCs representing no less than five (5) States or Territories.
- (c) If a quorum is not present at the time stated in the general meeting notice, the time of the meeting is taken to be postponed for 30 minutes.
- (d) If a quorum is not present after the 30-minute postponement, the chair of the meeting may adjourn the meeting to the same day, place and time the following week.

5.9 General meetings—voting

- (a) A general meeting —
 - (i) the Australian Capital Territory Multicultural Council shall have five (5) delegates and each delegate has one vote;
 - (ii) the Ethnic Communities' Council of New South Wales shall have nine (9) delegates and each delegate has one vote;
 - (iii) the Multicultural Council of the Northern Territory shall have five (5) delegates and each delegate has one vote;
 - (iv) the Ethnic Communities' Council of Queensland shall have five (5) delegates and each delegate has one vote;
 - (v) the Multicultural Communities' Council of South Australia shall have five (5) delegates and each delegate has one vote;
 - (vi) the Multicultural Council of Tasmania shall have five (5) delegates and each delegate has one vote;
 - (vii) the Ethnic Communities' Council of Victoria shall have eight (8) delegates and each delegate has one vote;
 - (viii) the Ethnic Communities' Council of Western Australia shall have five (5) delegates and each delegate has one vote; and
 - (ix) Each affiliated Regional Council has 1 vote;

on each question arising at the meeting.

- (b) Each delegate may vote personally or by proxy.
- (c) Associate members and Honorary Life members shall have no vote.
- (d) A motion is carried (except in the case of a special resolution) if a

majority of the delegates at the meeting vote in favour of the motion.

Note A special resolution needs at least $\frac{3}{4}$ of the votes to pass (see Act, s 70).

- (e) However, if the votes on a question are equal, the chair has a second or deciding vote.
- (f) A vote on a question at a general meeting may be by a show of hands of delegates at the meeting.
- (g) However, a vote on a question at a general meeting must be by ballot conducted at the meeting if—
 - (i) the chair decides the vote is to be by ballot; or
 - (ii) at least 3 delegates request the vote be by ballot.

5.10 General meetings—minutes

- (a) The Secretary, or another person authorised by the Board, must take and keep minutes of each general meeting.
- (b) The following must be recorded in the minutes:
 - (i) the names of the delegates present at the meeting;
 - (ii) any authorisation of a proxy given to the Secretary;
 - (iii) a description of the business conducted at the meeting;
 - (iv) if a vote is taken at the meeting—
 - (A) the motion on which the vote is taken; and
 - (B) the outcome of the vote; and
 - (C) whether the vote was by show of hands or ballot; and
 - (D) the number of votes by proxy.
- (c) The chair must review the minutes and sign them after approval at the AGM.
- (d) The outcome of a vote on a matter at a general meeting is taken to be the resolution of the general meeting of the members on the matter.

5.11 General meetings—adjournment

- (a) The chair of a general meeting may, at any time, adjourn the meeting if—
 - (i) there is a quorum; and
 - (ii) the majority of delegates vote to adjourn the meeting.
- (b) The only business that may be conducted on the resumption of an adjourned meeting is the business that remained unfinished when the meeting was adjourned.

6. PART 6 FINANCIAL MATTERS

6.1 Funds—source

- (a) Association's funds may only be made up of—
 - (i) annual membership fees for the Association given under rule 2.6 (a)
 - (ii) donations;
 - (iii) government and philanthropic grants compatible with the Association's charitable objects; and
 - (iv) any other source that the Board decides, subject to—
 - (A) the Act, section 114 (Investment with associations); and
 - (B) a resolution passed by the Association at a general meeting.

6.2 Funds—use and management

- (a) The Association must—
 - (i) open and maintain an account(s) with an authorised deposit-taking institution; and
 - (ii) pay all money received by the Association into the account(s); and
 - (iii) pay all amounts spent by the Association out of the account(s).

Note An authorised deposit-taking institution is an institution (eg a bank, credit union or building society) that is authorised under the Banking Act 1959 (Cwlth), s 9 (3) (see Legislation Act, dict, pt 1).

- (b) The Association's funds may only be used—
 - (i) for the Association's object; and
 - (ii) either—
 - (A) in the way the Board decides; or
 - (B) if a general meeting passes a resolution about how the funds are to be used—in accordance with the resolution.
- (c) No portion of funds shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered and expenses incurred on behalf of the Association.
- (d) The Board may make payments on the Association's behalf.
- (e) The Board may delegate its functions under subrule (d) to—
 - (i) a Board member; or
 - (ii) anyone employed or engaged by the Association.

6.3 Auditor

- (a) Audits shall be conducted at regular intervals of not more than twelve months.
- (b) Delegates shall vote to appoint an auditor at an Annual General meeting.
- (c) Delegates may provide a notice of intention to nominate a different auditor to replace the current auditor to the Secretary at least twenty-one (21) days before the Annual General Meeting.
- (d) The Secretary shall send a copy of the notice in subrule (c) to the current auditor at least seven (7) days before the Annual General Meeting.
- (e) The current auditor shall be entitled to attend the Annual General Meeting, at their own expense, if they wish to be heard at such Annual General Meeting.
- (f) The auditor shall not be an office bearer or closely related to an office bearer of the Association.
- (g) An auditor shall be independent of the person dealing with the Association's daily accounting and financial transactions.

7. PART 7 MISCELLANEOUS

7.1 Records and other documents

- (a) The Secretary or their delegate must keep all the Association's records and other documents besides accounting records in their control.
- (b) The Treasurer must keep the Association's accounting records in their custody or control.
- (c) The Secretary must ensure that all the Association's records and other documents (other than the register of members) are available for inspection by a member free of charge at a place in the ACT at a reasonable time.

Note 1 Certain documents (including the Association's rules) must be provided to members on request (see Act, s 35). However, the Board may refuse access if satisfied that allowing access would be prejudicial to the Association's interests (see Act, s 35A).

Note 2 The Act provides for inspection of the register of members (see Act, s 67A). A member may apply to restrict access to information of the member recorded on the register of members (see Act, s 67B).

7.2 Inspection of books

- (a) members may, on request, inspect free of charge—
 - (i) the register of members;
 - (ii) the minutes of general meetings;
 - (iii) subject to subrule (b), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- (b) The Board may refuse to permit a member to inspect records of the

Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

- (c) The Board must, on request, make copies of these rules available to members and applicants for membership free of charge.
- (d) Subject to subrule (b), a member may make a copy of any other Association records referred to in this rule. The Association may charge a reasonable fee for providing a copy of such a record.

7.3 Custody of books

Subject to the Act, the Regulations and these rules, the Secretary shall keep in their control all records, books and other documents relating to the Association.

7.4 Common seal

- (a) The common seal of the Association shall be kept in the control of the Secretary.
- (b) If the Association has a common seal, the Secretary must keep it in their custody.
- (c) The common seal may only be attached to a document if its attachment is—
 - (i) authorised by the Board; and
 - (ii) witnessed by 2 Board members.

Note The Association's documents may be authenticated or executed other than under a common seal (see Act, s 55).

7.5 Winding up

- (a) Subject to subsection 92 (2) of the Act, any surplus assets (including 'gift funds' defined in subrule (e)) that remain after the Association is wound up must be distributed to one or more charities:
 - (i) with charitable purpose(s) similar to, or inclusive of, the object in rule 1.4,
 - (ii) which also prohibits the distribution of any surplus assets to its members to at least the same extent as the Association, and
 - (iii) that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).
- (b) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of the members at or before the time of winding up.
- (c) Following subsection 92 (3) of the Act, in the event of its dissolution or

winding up, the Association shall lodge with the Registrar General a notice in writing, signed by at least 2 of the former Board, certifying which Association has been nominated and that the special resolution was duly passed.

- (d) If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of subrule (a) as decided by the Board.
- (e) For the purpose of this rule: a 'gift funds' means:
 - (i) gifts of money or property for the principal purpose of the Association
 - (ii) contributions made in relation to a fund-raising event held for the principal purpose of the Association, as per the meaning of Division 30 of the Income Tax Assessment Act 1997 (Cth), and money received by the Association because of such gifts and contributions.
- (f) The liability of the members in the winding up is restricted to any amounts unpaid on their membership subscriptions.

Note 1 If the Association does not nominate another association, fund, authority or institution, the surplus property will vest in the registrar-general (see Act, s 92 (1) (c)).

PART 8 FORMS

8.1 Proxy for meeting

(see s 49 and s 60)

I,

(name of authorising delegate)

of

(address of authorising delegate)

a delegate for

(name of member)

authorise.....

(name of proxy)

of

(address of proxy)

to vote on my behalf at the

(type of meeting: General Meeting or Annual General Meeting)

held on.....and at any adjournment of that
meeting.

(date of meeting)

.....

(signature of authorising delegate) (date)

*My proxy is authorised to vote for/against the resolution

(insert details of resolution)

*to be inserted if desired