

# Multicultural Council of Tasmania Incorporated Constitution

May 2014

## 1. NAME

The name of the organisation shall be the Multicultural Council of Tasmania Incorporated. (In these rules called "Council")

## 2. INTERPRETATION

(2.1) "Multicultural Council" means an organisation representing groups and individuals with diverse cultural traditions and identities.

"Association" means a non-profit association, society, club or similar organisation having membership, whether corporate or incorporate.

"Delegate" means a person delegated to the Council by a constituent Organisational Member.

"Organisational Member" means an organisation approved for membership of the Multicultural Council of Tasmania Inc.

"Regional Association Member" means an association with similar aims to the Multicultural Council of Tasmania Inc and is affiliated to the State Council without voting rights."

"Individual Member" means a member person not belonging to a constituent Organisational Member.

"Board" means the Board of the Council.

"Annual General Meeting" means a general meeting of members convened in accordance with Rule 13.

(2.2) In these rules, expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form.

(2.3) Words or expressions contained in these rules shall be interpreted in accordance with provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Council.

## 3. OFFICE

The office of the Council shall be at such place as the Board may from time to time determine.

## 4. OBJECTS AND PURPOSES

The basic objects of the Council shall be:

- (a) to promote joint action and cooperation between ethnic communities on issues of common concern;
- (b) to ensure the rights of ethnic communities including effective participation in decisions which affect them and the sharing of community resources;
- (c) to encourage the development of ethnic organisations concerned with the social and cultural life of their communities;
- (d) to participate actively in the development of a culturally pluralistic society in Australia and to relate to relevant community organisations and structures keeping in mind the purpose of inter-action with rather than isolation from the mainstream of Australian life;
- (e) to encourage and promote multicultural education.

(f) In addition to the basic objects of the Council, the objects and purposes of the Council shall be deemed to include:

- (i) The purchase, taking on lease or exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Council;
- (ii) the buying, selling and supplying of and dealing in goods of all kinds;
- (iii) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Council;
- (iv) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Council;
- (v) the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Council, whether by way of donations, subscriptions, or otherwise;
- (vi) the printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the Council;
- (vii) the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting;
- (viii) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Council not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
- (ix) the making of gifts, subscription or donations to any of the funds, authorities or institutions to which paragraph (a) of sub-section (1) of section 78 of the Income Tax and Social Services Contribution Assessment Act 1936-1964 of the Commonwealth relates;
- (x) the establishment and support or aiding in the establishment and support of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Council and their dependents and the granting of pensions, allowances or other benefits to servants or past servants of the Council and their dependants and the making of payments towards insurance in relation to any of those purposes;
- (xi) the establishment and support, or aiding in the establishment and support of any other association formed for any of the basic objects of the Council
- (xii) the purchase or acquisition and undertaking or all or any part of the property, assets, liabilities and engagements of any council with which the Council may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Council; and
- (xiii) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Council or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.
- (xiv) In this rule, "basic objects of the Council" means the objects and purposes of the Council, as stated in the application under sub-section (2) of Section 7 of the Act for the incorporation of the Council lodged with the Registrar pursuant to that section.

## **5. MEMBERSHIP**

5.1 (a) Membership consists of "Organisational Members", "Individual Members" and "Regional Association Members".

(b) Application for membership shall be made in writing, signed by a competent officer of the applicant association or by an individual and shall be in such form and containing such requirements as the Board from time to time prescribes.

(c) As soon as practicable after the receipt of an application for membership, it shall be considered by the Board who will vote on whether to admit the applicant as a member or reject the application.

- (i) If the voting for and against membership as defined in Rule 5(c) is split equally, the Chairperson must cast a deciding vote.

(ii) The applicant will be notified in writing of the Board decision as soon as practicable. Where the Board voted against admitting the applicant as a member, notification will include the Board's reason(s) for the rejection.

(iii) The applicant can, within 30 days of receiving notification of the rejection, lodge an appeal in writing to the Council. The applicant may, in any such appeal, provide a statement repudiating any of the reasons given for the rejection by the Board.

(iv) The appeal will be considered and voted on at the next meeting of the Council after receipt of the written appeal.

(v) For the appeal to be successful, seventy-five percent of those present and entitled to vote is required in support of membership.

(d) In the case of a successful application for membership by an association, the applicant will be notified in writing as soon as practicable and it will be requested that the names and addresses of appointed delegates be supplied to the Council.

(e) Delegates must be re-appointed by the Organisational Members every year and notice of the details of the delegate must be provided by the Organisational Members annually to the public officer no later than 24 hours before the Annual General Meeting.

(f) Nothing shall prevent an Organisational Member from recalling a delegate at any time and appointing another delegate in his/her place except within 24 hours of an Annual General Meeting.

(g) A register of Organisational Members and Individual Members shall be kept showing name, address, date of commencement of membership and the names and addresses of the accredited financial delegates.

(h) Organisational Members shall be entitled to the following number of delegates namely;

(i) Three representatives from each Organisational Member

(ii) Individuals shall be entitled to self representation

(i) Nothing shall prevent an association from accrediting a lesser number of delegates than its quota.

(j) Individuals who are registered with the Council as Organisational Member delegates are prohibited from applying as Individual Members to the Council.

(i) If an Individual Member becomes a delegate for a Organisational Member, then the Individual Membership lapses forthwith.

(ii) If an Individual Membership lapses, application for re-admission will be as a new Individual Member and can only be made in the following financial year.

(h) A Register of Attendance for each meeting of the Council must be maintained and attendance must be attested by the Secretary or Chairperson.

5.2 A member of the Council may, at any time resign from the Council by delivering or sending by post to the Secretary a written notice of resignation.

5.3 Upon receipt of a notice under sub-rule (2) of this rule, the Secretary shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Council.

5.4 In the event of the Council being wound up:

(a) every member of the Council and,

(b) every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Council, is liable to contribute to the assets of the Council for payment of the debts or liabilities of the Council and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributors among themselves such sum, not exceeding ten dollars as may

be required, but a former member is not liable so to contribute in respect of any debt or liability of the Council contracted after he/she ceased to be a member.

## **6. INCOME AND PROPERTY**

6.1 The income and property of the Council, however derived shall be applied solely towards the promotion of the objects and purposes of the Council and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise to any member of the Council. Nothing in this rule prevents the payment in good faith to a member by way of sponsorship of an event by the member which meets an objective of the Council from time to time.

6.2 The Council shall not:

(a) appoint a person who is a member of the Board to any office in the gift of the Council to the holder of which there is payable any remuneration by way of salary, fees or allowances; or

(b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).

6.3 Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Council of:

(a) remuneration in return for services actually rendered to the Council by the servant or member or for goods supplied to the Council by the servant or member in the ordinary course of business;

(b) interest at a rate not exceeding eight and one-quarter percent on moneys lent to the Council by the servant or member; or

(c) a reasonable and proper sum by way of rent for premises let to the Council by the servant or member.

## **7. ACCOUNTS**

7.1 True accounts shall be kept:

a) of all sums of money received and expended by the Council and the matters in respect of which the receipt or expenditure takes place; and

(b) of the property, credits and liabilities of the Council and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Council for the time being, those accounts shall be open to the inspection of the members of the Council.

7.2 The Treasurer of the Council shall faithfully keep all records, accounting books and records of receipts and expenditure connected with the operations and business of the Council in such form and manner as the Board may direct.

7.3 The accounts, books and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Council's office or at such other place as the Board may decide.

## **8. BANKING AND FINANCE**

8.1 The Treasurer of the Council shall, on behalf of the Council, receive all moneys paid to the Council and forthwith issue official receipts for all moneys received.

8.2 The Board shall cause to be opened with such bank as the Board selects, a banking account in the name of the Council into which all moneys received shall be paid by the Treasurer as soon as possible after they are received.

8.3 The Board may receive from the Council's bank or bankers for the time being the cheques drawn by the Council on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and

against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof of the Council.

8.4 Except with the authority of the Board, no payment of a sum exceeding fifty dollars shall be made from the funds of the Council otherwise than by cheque drawn on the Council's bank account, but the Board may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure of such sum as the Board may impose.

8.5 No cheques shall be drawn on the Council's bank account except for the payment of expenditure that has been authorised by the Board.

8.6 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer or, in his/her absence, by such other member or members of the Board as the Board may nominate for that purpose and shall be counter-signed by the Secretary or the Chairperson.

8.7 The Board may authorise transactions by electronic banking.

## **9. AUDITOR**

9.1 At each Annual General Meeting of the Council, the members present shall appoint a person as the auditor of the Council. The person so appointed shall be a registered company auditor.

9.2 A person so appointed shall hold office until the Annual General Meeting next after that at which he/she is appointed and is eligible for re-appointment.

9.3 If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor of the Council for the then current financial year of the Council.

9.4 The auditor may only be removed from office by special resolution by the Council at a Special General Meeting.

9.5 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Council, the Board may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

## **10. AUDIT OF ACCOUNTS**

10.1 Once at least in each financial year of the Council, the accounts of the Council shall be examined by the auditor.

10.2 The auditor shall certify as to the correctness of the accounts of the Council and shall report thereon to the members present at the Annual General Meeting.

10.3 In his/her report, and in certifying to the accounts, the auditor shall state:

(a) whether he/she has obtained the information required by him/her

(b) whether, in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Council according to the information at his/her disposal and the explanations given to him/her and as shown by the books of the Council; and

(c) whether the rules relating to the administration of the funds of the Council have been observed.

10.4 The public officer of the Council shall cause to be delivered to the auditor a list of all accounts, books, and records of the Council.

10.5 The auditor:

(a) has a right of access to the accounts, books, records, vouchers and documents of the Council

(b) may require from the servants of the Council such information and explanations as may be necessary for the performance of his/her duties as auditor

(c) may employ persons to assist him in investigating the accounts of the Council

(d) may, in relation to the accounts of the Council, examine any member of the Board or servant of the Council.

## **11. ANNUAL GENERAL MEETING**

11.1 The Council shall, in each year, hold an Annual General Meeting.

11.2 The Annual General Meeting shall be held on such a day (being no later than three months after the close of the financial year of the Council) as the Board may determine.

11.3 The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

11.4 The Annual General Meeting shall be specified as such in the notice convening it.

11.5 The ordinary business of the Annual General Meeting shall be:

(a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting

(b) to receive from the Board, auditor and servants of the Council, reports upon the transactions of the Council during the preceding financial year

(c) to elect the officers of the Council, whose positions fall vacant, for a two year term subject to rule 11.6

(d) to appoint the auditor and determine his/her remuneration

(e) to determine the remuneration of servants of the Council.

11.6 (a) At the first election after the introduction of this sub rule 11.6, all positions on the Board shall be declared vacant and the following positions will be elected for 2 years

- Chair,
- Senior Vice Chairperson
- Treasurer
- 4 Board members

and the following positions will be elected for 1 year.

- Vice Chairperson
- Secretary
- 5 Board members.

11.7 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

11.8 All general meetings other than the Annual General Meeting shall be called Special General Meetings.

## **12. SPECIAL GENERAL MEETINGS**

12.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Council.

12.2 The Board shall, on the requisition in writing of not less than seven members, convene a Special General Meeting of the Council.

12.3 A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Council and may consist of several documents in the like for, each signed by one or more of the requisitionists.

12.4 If the Board does not cause a Special General Meeting to be held within twenty-one days from the date on which a requisition therefor is deposited at the office of the Council, the requisitionists or any of them, may convene the meeting but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.

12.5 A Special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Council to the persons incurring them.

### **13. NOTICES OF GENERAL MEETINGS**

13.1 The public officer of the Council, shall, at least fourteen days before the date fixed for holding an Annual General Meeting of the Council cause to be inserted in at least one newspaper published in this State, an advertisement specifying the place, day and time for the holding of the meeting and the nature of the business to be transacted thereat.

13.2 The notice of a Special General Meeting shall be given by the public officer at least seven days before the date fixed for holding such a meeting.

### **14. BUSINESS AND QUORUM AT GENERAL MEETINGS**

14.1 All business that is transacted at Special General Meetings and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.

14.2 No item of business shall be transacted at a general meeting unless a quorum of members including delegates entitled to under these rules to vote is present during the time when the meeting is to consider that item.

14.3 Ten members being personally present (being members or delegates entitled under these rules to vote at the meeting but so that not more than one delegate per Organisational Member shall be counted for the purpose of ascertaining the quorum) constitute a quorum for the transaction of the business of a general meeting.

14.4 If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved, and in any other case, it shall stand adjourned to the same day in the next week, at the same time of the adjournment by written or electronic notice to members given before the day to which the meeting is adjourned at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

### **15. CHAIRPERSON TO PRESIDE AT GENERAL MEETINGS**

15.1 The Chairperson or in his/her absence the Senior Vice-Chairperson, or in the absence of both, the other Vice-Chairperson shall preside as Chairperson at every general meeting of the Council.

15.2 If the Chairperson, Senior vice-Chairperson and Vice-Chairperson are absent from a general meeting, the members and delegates present shall elect one of their number to preside as Chairperson thereat.

## **16. ADJOURNMENT OF GENERAL MEETINGS**

16.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

16.2 Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.

16.3 Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

## **17. DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

A question arising at a general meeting of the Council shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost and an entry to that effect in the minutes book of the Council is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **18. VOTES**

18.1 Upon any question arising at a general meeting of the Council, an Individual Member (being a member entitled to vote under these rules) and each delegate has one vote only.

18.2 All votes shall be given personally.

18.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

18.4 No member (being a member entitled to vote under these rules) shall be entitled to vote at any general meeting if the relevant annual subscription due to the Council is in arrears.

18.5 In the case of an Individual Member, voting rights are disallowed within the first twelve months of paid membership.

18.6 An Individual Member will be entitled to voting rights at an Annual General Meeting

(a) When it is a subsequent Annual General Meeting following the first twelve months of paid membership and,

(b) Having attended at least half of the General meetings called by the Board in every year of the Individual Member's membership of the Council.

## **19. TAKING OF POLL**

If at a meeting a poll on any question is demanded, it shall be taken at that meeting in such manner as the Chairperson may direct and the result of the poll shall be deemed to be the resolution of the meeting on that question.

## **20. WHEN POLL TO BE TAKEN**

A poll that is demanded on the election of a Chairperson, or on a question of adjournment shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

## **21. AFFAIRS OF COUNCIL TO BE MANAGED BY A BOARD**

21.1 The affairs of the Council shall be managed by a Board constituted as provided in rule 23.

21.2 The Board:

(a) shall control and manage the business and affairs of the Council

(b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Council, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Council

(c) subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Council.

(d) The policy decisions shall be made by members at general meetings.

## **22. OFFICERS OF THE COUNCIL**

22.1 Executive officers of the Council shall be

- a Chairperson
- the Immediate Past Chairperson
- a Senior Vice-Chairperson
- a (one) Vice-Chairperson
- a Treasurer
- a Secretary

Officers of the Council shall be up to nine (9) Board members and

- up to four (4) co-opted Board members.

22.2 The provisions of rule 24 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-rule (1)(a) – (f) of this rule.

22.3 Each officer of the Council shall hold office until the Annual General Meeting next after the date of his/her election but no officer of the Council shall hold the same office for more than two consecutive terms. However, a person may be renominated for that office after the expiry of two years.

22.4 In the event of a casual vacancy in the executive mentioned in sub-rule (1) of this rule, the Board may appoint an officer of the Council to the position. In the event of a casual vacancy in the officers of the Council the members of the Board may appoint an Individual Member or delegate to the vacant office, and the member or delegate so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of that appointment. If the vacancy occurs in the first year of a two year term, the election to the position would be for a one year term at the next immediate Annual General Meeting.

22.5 The office of Immediate Past Chairperson will be filled by the incumbent on leaving the office of Chairperson and is deemed filled until such time as the successor Chairperson leaves the position of Chairperson.

22.6 If the office of the Immediate Past Chairperson becomes vacant, it will remain so until the Chairperson at the time leaves the office of Chairperson.

22.7 The office of Immediate Past Chairperson becomes vacant in accordance with rule 25 or if the office bearer is elected to another office on the Board.

22.8 The office of the Immediate Past Chairperson is advisory and has no voting rights.

## **23. CONSTITUTION OF THE BOARD**

The Board shall consist of the officers of the Council all of whom shall be elected at an Annual General Meeting of the Council except for those officers who are co-opted by the Board under rule 24.7.

## **24. ELECTION OF MEMBERS OF BOARD**

24.1 Candidates for election as officers of the Board shall be Individual Members or delegates of Organisational Members and the nominations:

(a) shall be made in writing signed by two members of the Council and/or delegates and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination)

(b) if the nomination is for an office of the Board, the nomination shall state the office or offices for which the nominee is a candidate. If no office is stated, the nomination shall be deemed to be for an ordinary member of the Board.

(c) shall be delivered to the public officer of the Council at least ten days before the date fixed for the holding of the Annual General Meeting.

24.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

24.3 If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.

24.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

24.5 The ballot for the election of members to the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

24.6 (a) Notwithstanding any other provisions of the constitution the persons who are members of the Board on the relevant date shall remain as members of, and continue to constitute, the Board until the Annual General Meeting.

(b) "Relevant date" means the date on which amendment to Rule 24(1) is adopted by the Council.

24.7 After each Annual General Meeting the Board may co-opt up to four (4) additional members to the Board who shall be appointed by the Board to achieve the best representation of regional interests, new and emerging multicultural communities, gender, age, diversity and skills and expertise.

## **25. VACATION OF OFFICE**

For the purpose of these rules, the office of an officer of the Council becomes vacant if the officer

(a) dies

(b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his/her creditors, or makes any assignment of his/her estate for their benefit

(c) becomes of unsound mind

(d) resign his/her office by writing under his/her hand addressed to the Board

(e) ceases to be an Individual Member or a delegate of an Organisational Member of the Council, or

(f) fails to pay all arrears of subscription due by him/her or by his or her Organisational Member within fourteen days after he/she has received a notice in writing signed by the public officer stating that he/she/the Organisational Member has ceased to be a financial member of the Council.

(g) fails to attend three consecutive Board Meetings without notice and reasonable excuse.

## **26. MEETINGS OF BOARD**

26.1 The Board shall hold at least six meetings a year and at such place and at such time as the Board may determine.

26.2 Special meetings of the Board may be convened by the Chairperson or any five of its members.

26.3 Notice shall be given to members of the Board of any special Meeting, specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

26.4 Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

26.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Special Meeting, in which case it lapses.

26.6 At a meeting of the Board:

(a) The Chairperson or in his/her absence, the Senior Vice Chairperson or in the absence of both the Chairperson and the Senior Vice Chairperson, the other Vice Chairperson shall preside.

26.7 Questions arising at meetings of the Board or of any sub-committee appointed under rule 28.1 shall be determined on a show of hands, or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

26.8 Each member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any one question, the person presiding may exercise a second or casting vote.

26.9 Written or electronic notice of each Board meeting shall be served on each member of the Board at a reasonable time before the meeting.

## **27. DISCLOSURE OF INTEREST IN CONTRACT ETC.**

27.1 A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Council shall disclose his/her interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if his/her interest then exists or, in any other case, at the first meeting of the Board after the acquisition of his interest.

27.2 If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, he/she shall disclose his/her interest at the first meeting of the Board after he/she becomes so interested.

27.3 No member of the Board shall vote as member of the Board in respect of any contract or arrangement in which he/she is interested and if he/she does so vote, that vote shall not be counted.

## **28. SUB-COMMITTEES AND EXECUTIVE COMMITTEE**

28.1 The Board or the members in General Meeting may from time to time appoint sub-committees from the members as it may think fit and shall prescribe the powers and functions thereof.

28.2 The Board may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Council, but a person so co-opted is not entitled to vote.

28.3 Three appointed members of a sub-committee constitute a quorum of a sub-committee.

28.4 The Chairperson and Senior Vice-Chairperson shall be ex-officio members of all sub-committees.

28.5 The Chairperson, the Vice Chairpersons, the Treasurer and the Secretary constitute an Executive Committee, which may issue instructions to the public officer and the servants of the Council in matters of urgency connected with the management of the affairs of the Council during intervals between meetings of the Board and where any such instructions are issues, shall report thereon to the next meeting of the Board.

## **29. ANNUAL SUBSCRIPTION**

29.1 The annual subscription will be set by the Board subject to ratification by a Special General Meeting or the following Annual General Meeting and must be paid within 30 days of the due date to avoid suspension of voting rights.

29.2 The annual subscription of a member is due on the first day of the financial year of the Council.

## **30. NOTICES**

A notice may be served by or on behalf of the Council or the Board upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his/her usual or last-known place of abode or electronic means including facsimile and email to the last known electronic address of the member.

## **31. FINANCIAL YEAR**

The financial year of the Council is the period beginning on the first day of July in each year and ending on the thirtieth day of June next following.

## **32. EXPULSION OF MEMBERS**

32.1 Subject to this rule, the Board may expel a member from the Council, if in the opinion of the Board, the member has been guilty of conduct detrimental to the interest of the Council.

32.2 The member to be expelled shall remain a member of the Council;

(a) until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule or

(b) if the member exercises his/her right of appeal under this rule until the conclusion of the Special General Meeting convened to hear the appeal, whichever is the later date.

32.3 Where the Board expels a member from the Council, the public officer of the Council shall, without undue delay, cause to be served to the member a notice in writing:

(a) stating that the Board has expelled in the member

(b) specifying the grounds for the expulsion and

(c) informing the member that if he/she so desire, he/she may within fourteen days after the service of the notice him/her, appeal against the expulsion as provided in this rule.

32.4 A member on whom a notice under sub-rule (3) of this rule is served, may appeal against the expulsion to a Special General Meeting by delivering or sending by post to the public officer of the Council, within fourteen days

after the service of that notice, a requisition in writing, demanding the convening of such meeting for the purpose of hearing this appeal.

32.5 Upon receipt of a requisition under sub-rule (3) of this rule, the public officer shall forthwith notify the Board of its receipt and the Board shall thereupon cause a Special General Meeting of members to be held within twenty-one days after the date on which the requisition is received by the public officer.

32.6 At a Special General Meeting convened for the purpose of this rule:

(a) No business other than the question of the expulsion shall be transacted.

(b) The Board may place before the meeting, details of the grounds of the expulsion and the Board's reason for the expulsion

(c) The expelled member shall be given an opportunity to be heard and

(d) Those present and entitled to vote shall vote by secret ballot on the question whether the expulsions should be lifted or confirmed.

32.7 If at the Special General Meeting a majority of those present and entitled to vote vote in favour of the lifting of the expulsion, the expulsions shall be deemed to have been lifted and the expelled member is entitled to continue his/her membership of the Council.

32.8 If at the Special General Meeting a majority of those present and entitled to vote vote in favour of the confirmation of the expulsion, the expulsion takes effect and the expelled member ceases to be a member of the Council.

### **33. DISPUTES**

33.1 Subject to these rules, a dispute between a member of the Council in his/her capacity as a member of the Council shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.

33.2 Nothing in this rule affects the operation or effect of Rule 32.

### **34. SEAL OF THE COUNCIL**

34.1 The seal of the Council shall be in the form of a rubber stamp, inscribed with the name of the Council, registration number and the word "seal".

34.2 The seal of the Council shall not be affixed to any instrument except by the authority of the Board, and the affixing thereof shall be attested by the signatures of two members of the Board, or of the Council or such other persons as the Board may appoint for that purpose and that attestation is sufficient for all purpose that the seal was affixed by authority of the Board.

34.3 The seal shall remain in the custody of the public officer.

### **35. ALTERATIONS OF RULES, OBJECTS AND PURPOSES**

Rule, rules or the objects and purposes of the Council may be amended, altered or rescinded when approved by a three-fourths majority of members entitled to vote and delegates present at a General Meeting.

### **36. ASSETS OF COUNCIL ON WINDINGUP**

36.1 Subject to clause 36.2, in the event of the winding up or dissolution of the Council, the assets of the Council shall not be distributed to the members, but shall be transferred to an organisation having similar objects or to any

charity or charities agreed upon by the members at a General Meeting subject to the provisions of section 33 of the Associations Incorporation Act 1964.

36.2 If the Council obtains endorsement as a deductible gift recipient from the Australian Taxation Office and is subsequently wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation having similar objects or to any charity or charities agreed upon by the members at a General Meeting provided that in either case income tax deductible gifts can be made to such organisation, charity or charities:

(a) gifts of money or property for the principal purpose of the Council

(b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Council

(c) money received by the Council because of such gifts and contributions.