

**ETHNIC COUNCIL OF SHEPPARTON  
AND DISTRICT INC.**

**CONSTITUTION**

**23rd September 2004**

# ETHNIC COUNCIL OF SHEPPARTON AND DISTRICT INC. CONSTITUTION

## 1.0 NAME:

- 1.1 An incorporated Association must have the word 'Incorporated' as the last word in its name.
- 1.2 The name of the incorporated association is **The Ethnic Council of Shepparton and District Incorporated** (in these Rules called "the Association").

## 2.0 INTERPRETATION:

- 2.1 In these Rules, unless the contrary intention appears-  
"Board" means the Board of Management of the Association.  
"Financial Year" means the year ending on 30 June.  
"Member" means a member of the Association.  
"Ordinary Member of the Board" means a member of the Board of Management who is not an officer of the Association under Rule 9.  
"Natural Person" means an actual person, not an organization or corporate body.  
"Ethnic Community" means an individual or a group of persons.  
"The Act" means the Associations Incorporation Act 1981.  
"The Regulations" means regulations under the Act.
- 2.2 In these Rules, a reference to the Secretary of the Association is the same as a reference to the Public Officer of the Association.
- 2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

## 3.0 MEMBERSHIP FEES AND SUBSCRIPTIONS

Membership fees, including entrance and annual subscription fees, do NOT apply to membership of the association.

## 4.0 APPLICATION FOR MEMBERSHIP:

- 4.1 Any natural person of any ethnic community who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association.
- 4.2 A maximum of four natural persons may represent any ethnic community. The Board of Management may determine the voting rights between ethnic community subgroups.
- 4.3 The Board of Management may accept the nomination of a person who does not represent an ethnic group if his/her expertise can be of benefit to the Ethnic Council. The nomination must be signed by two members of the Association.
- 4.4 Elected representatives of ethnic communities shall report on Association activities to their communities.
- 4.5 Observers without voting rights may attend meetings of the Association upon invitation.

- 4.6 A person who is not a member of the Association, or a member whose membership has lapsed or ceased, shall not be admitted to membership:-  
(a) unless he/she is nominated as provided; and  
(b) his/her admission as a member is approved by the Board of Management.
- 4.7 A nomination of a person for membership of the Association:-  
(a) shall be made in writing on the nomination forms set out in Appendix 1;  
and  
(b) shall be lodged at the Office of the Association or with the Secretary.
- 4.8 As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Board of Management.
- 4.9 Upon a nomination being referred to the Board of Management, the Board shall determine whether to approve or to reject the nomination.
- 4.10 Upon a nomination being approved by the Board of Management, the Secretary shall, with as little delay as possible, notify the nominee in writing that he/she is approved for membership of the Association.
- 4.11 The Secretary shall enter the nominee's name in the register of members kept at the Office of the Association and, upon the name being so entered, the nominee becomes a member of the Association.
- 4.12 A right, privilege, or obligation of a person by reason of his/her membership of the Association:-  
(a) is not capable of being transferred or transmitted to another person;  
(b) terminates upon the cessation of his/her membership whether by death or resignation or otherwise.
- 4.13 Membership shall be renewed annually.

## **5. REGISTER OF MEMBERS:**

- 5.1 The Secretary shall keep and maintain a register of members in which shall be entered the full name and address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Office of the Association.

## **6. RESIGNATION AND EXPULSION OF A MEMBER:**

- 6.1 A member of the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his/her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 6.2 Upon the expiration of a notice given under sub-clause 5.1, the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- 6.3 Subject to these rules, the Board of Management may by resolution:-  
(a) expel a member from the Association; or  
(b) suspend a member from membership of the Association for a specified period,

- if the Board of Management is of the opinion that the member-
- (i) has refused or neglected to comply with these rules; or
  - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

- 6.4 Where the Board of Management passes a resolution under sub-clause 5.3, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-
- (a) setting out the resolution of the Board of Management and the grounds on which it was based;
  - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he/she may do one or more of the following-
    - (i) attend the meeting;
    - (ii) give to the Board of Management before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he/she wishes to appeal to the Association at a Special General Meeting against the resolution.
- 6.5 At a meeting of the Board of Management held in accordance with sub-clause 5.4, the Board of Management:-
- (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- 6.6 Where the Secretary receives a notice of appeal under sub-clause 5.4, he/she shall notify the Board of Management and the Board shall convene a Special General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 6.7 At a Special General Meeting of the Association convened under sub-clause 5.6:-
- (a) no business other than the question of the appeal shall be transacted;
  - (a) the Board of Management may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 6.8 If at the Special General Meeting:-
- (a) two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.
- 6.9 A resolution of Board of Management under sub-clause 5.3:-
- (a) does not take effect unless the Board of Management, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause 5.4, confirms the resolution; or

- (c) does not take effect unless the Association confirms the resolution at a Special General Meeting where the member exercises a right of appeal to the Association.

**7. ANNUAL GENERAL MEETING:**

- 7.1 The Association shall convene an Annual General Meeting of its members in September of each year.
- 7.2 The Annual General Meeting shall be held on such a day as the Board of Management determines.
- 7.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 7.4 The ordinary business of the Annual General Meeting shall be-
  - (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meetings held since that meeting; and
  - (b) to receive from the Board of Management reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect officers of the Association and the ordinary members of the Board of Management; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 7.5 The Annual General Meeting may also transact special business of which notice is given in accordance with these Rules.
- 7.6 The Secretary of the Association shall, at least 14 days before the date fixed for holding a Annual General Meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 7.7 No business other than that set out in the notice convening the Annual General Meeting shall be transacted at the Annual General Meeting.
- 7.8 No item of business shall be transacted at a Annual General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 7.9 One third of members personally present (being members entitled under these rules to vote) shall constitute a quorum for the transaction of the business of a Annual General Meeting.
- 7.10 The President, or in his/her absence, a Vice-President, shall preside as Chairperson at each Annual General Meeting of the Association.
- 7.11 A question arising at a Annual General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman 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 Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

- 7.12 (1) Upon any question arising at a Annual General Meeting of the Association, a member has one vote only.
- (2) All votes must be given personally.
- (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.
- 7.13 The Annual General Meeting shall be in addition to any other Special General Meetings that may be held in the same year.

## **8. SPECIAL GENERAL MEETINGS:**

- 8.1 The Board of Management may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this sub-clause, more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- 8.2 The Board of Management shall, on the requisition in writing of members representing not less than 5 % of the total number of members, convene a Special General Meeting of the Association.
- 8.3 The requisition for a Special General Meeting shall state the objectives of the meeting and shall be signed by the members taking the requisition and be sent to the address of the Secretary, and may consist of several documents in like form, each signed by one or more members making the requisition.
- 8.4 If the Board of Management does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 8.5 A Special General Meeting convened by members 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 of Management and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.
- 8.6 The Secretary of the Association shall, at least 14 days before the date fixed for holding a Special General Meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 8.7 No business other than that set out in the notice convening the Special General Meeting shall be transacted at the Special General Meeting.
- 8.8 All business that is transacted at a Special General Meeting shall be deemed to be special business.
- 8.9 No item of business shall be transacted at a Special General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 8.10 One third of members personally present (being members entitled under these rules to

vote) shall constitute a quorum for the transaction of the business of a Special General Meeting.

- 8.11 If, within half an hour after the appointed time for the commencement of a Special General Meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and at the adjourned meeting if the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
- 8.12 The President, or in his/her absence, a Vice-President, shall preside as Chairperson at each Special General Meeting of the Association.
- 8.13 If the President and the Vice-Presidents are absent from a Special General Meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- 8.14 The Chairperson of a Special 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 other business shall be transacted at an adjourned meeting.
- 8.15 Where a meeting is adjourned for 14 days or more, a like notice of this adjourned meeting shall be given as stated in sub-clause 7.6.
- 8.16 A question arising at a Special General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman 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 Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 8.17
  - (1) Upon any question arising at a Special General Meeting of the Association, a member has one vote only.
  - (2) All votes must be given personally.
  - (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.
- 8.18 If at a meeting a poll on any question is demanded by not less than 3 members, it shall be taken at that meeting in such manner as the Chairperson may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 8.19 A poll that is demanded on the election of a Chairperson or on a question of an 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 Chairman may direct.
- 8.20 The Association in a Special General Meeting may by resolution remove any member of the Board of Management before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member.

8.21 Where the member to whom a proposed resolution referred to in sub-clause 7.21 makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the president may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

## **9. BOARD OF MANAGEMENT:**

9.1 The affairs of the Association shall be managed by a Board of Management constituted as provided in these Rules.

9.2 The Board of Management:-

- (d) shall control and manage the business and affairs of the Association;
- (b) may, subject to these rules, the regulations and the act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by Annual and Special General Meetings of the members of the Association; and
- (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board of Management to be essential for the proper management of the business and affairs of the Association;
- (d) shall adopt policy and procedure and act in accordance with that policy and procedure;
- (e) shall be bound to accept directions of the Association at the Annual General Meetings and Special General Meetings.

9.3 Subject to section 23 of the Act, the Board of Management shall consist of:-

- (e) the officers of the Association; and
- (b) 6 ordinary members – each of whom shall be elected at the Annual General Meeting of the Association in each year.
- (c) a maximum of 3 co-opted members may be appointed or removed as the Board shall resolve.

9.4 The officers of the Association shall be:-

- (a) a President;
- (b) 2 x Vice-Presidents;
- (c) a Treasurer; and
- (d) a Secretary who shall also be the Public Officer of the Association.

9.5 Each officer of the Association shall hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.

9.6 Each ordinary member of the Board of Management shall, subject to these rules, hold office until the Annual General Meeting next after the date of his/her election but is eligible for re-election.

9.7 In the event of a casual vacancy occurring in the office of an ordinary member of the Board of Management, the Board of Management may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his/her appointment.



- 9.8 Nomination of candidates for election as officers of the Association or as ordinary members of the Board of Management.
- (a) shall be made on a nomination form (see Appendix 2), signed by two members of the Association and including the written consent of the candidate ; and
  - (b) shall be delivered to the office of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 9.9 If insufficient nominations are received to fill vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 9.10 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.
- 9.11 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 9.12 The ballot for the election of officers and ordinary members of the Board of Management shall be conducted at the Annual General Meeting in such usual and proper manner as the Board of Management may direct.
- 9.13 For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Board of Management becomes vacant if the officer or member:-
- (a) ceases to be a member of the Association;
  - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or Law; or
  - (c) resigns from office by notice in writing given to the Secretary.
- 9.14 In the event of a casual vacancy in any office referred to in sub-clause 8.6, the Board of Management may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.
- 9.15 The Board of Management shall schedule up to twelve meetings in each year at such place and such times as the Board may determine.
- 9.16 Special Meetings of the Board of Management outside of scheduled meetings in 8.15 may be convened by the President or by any 4 members of the Board of Management.
- 9.17 Notice shall be given to members of the Board of Management of any Special Meeting specifying the general nature of the business to be transacted at such meeting.
- 9.18 50% of the members of the Board of Management shall constitute a quorum for transaction of the business of a meeting of the Board.
- 9.19 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 the same hour of the same day in the following week unless the meeting was a Special Meeting in which case it lapses.
- 9.20 At meetings of the Board of Management:-
- (a) the President or, in his/her absence, a Vice-President shall preside; or

(b) if the President and the Vice-Presidents are absent, such one of the remaining members present shall preside.

- 9.21 Questions arising at a meeting of the Board of Management, or of any sub-committee appointed by the Board, 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.
- 9.22 Each member present at a meeting of the Board of Management or of any sub-committee appointed by 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 question, the person presiding may exercise a second or casting vote.
- 9.23 Written notice of each Board of Management meeting shall be served on each member of the Board by delivering it to him/her at a reasonable time before the meeting or by sending it by pre-paid post addressed to his/her usual or last known place of abode at least two business days before the date of the meeting.
- 9.24 Any number of sub-committees may be appointed.
- 9.25 All business conducted by the Board of Management is confidential except information required to be reported to members of the Association or for the function of Association business as resolved.

#### **10.0. FINANCIAL CONTROLS**

- 10.1 The Treasurer of the Association, via the Office of the Association, must
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 10.2 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.
- 10.3 The President, the 2 Vice Presidents, the Secretary and the Treasurer shall comprise the Executive Committee of the Board of Management.
- 10.4 The Executive Committee will meet up to 12 times per year for the purposes of exercising responsibility for the financial control and auditing of the accounts of the Association and the administrative processes of the Association.
- 10.5 The Secretary and Treasurer of the Board of Management will act as Secretary and Treasurer of any committee formed by the Board.
- 10.6 The Secretary of the Association shall keep minutes of the resolutions and proceedings of each meeting of the Board of Management and committees in books provided for that purpose together with a record of the names of persons at the meetings.
- 10.7 The Treasurer of the Association is responsible for the reporting of financial affairs of the Board of Management and committees.

- 10.8 The accounts and financial reports of the Association shall be available for inspection by any member of the Association following application to the Executive/Audit Committee.
- 10.9 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two persons, one of whom shall be the Treasurer or an Executive Committee member appointed by the Executive Committee in the Treasurer's absence, and one other being authorized by the Executive Committee.
- 10.10 An Auditor shall be appointed by the Board of Management and shall report to each Annual General Meeting on the accounts of the Association.

**11. DISPUTES AND MEDIATION:**

- 11.1 The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
  - (b) a member and the Association
- 11.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 11.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 11.4 The mediator must be-
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement –
    - (i) in the case of a dispute between a member and another member, a person appointed by the Board of Management of the Association; or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)
- 11.5 A member of the Association can be a mediator.
- 11.6 The mediator cannot be a member who is a party to the dispute
- 11.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.8 The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

11.9 The mediator must not determine the dispute.

11.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

## **12. SEAL:**

12.1 The common seal of the Association shall be kept at the Office of the Association.

12.2 The common seal shall not be affixed to any instrument except by the authority of the Board of Management and the affixing of the common seal shall be attested by the signatures of two members of the Board of Management.

## **13. DELEGATION OF POWERS:**

13.1 The Board of Management may delegate to a committee or a member of staff its powers, duties and functions such as employment of staff, financial powers and contractual arrangements.

13.2 The Board cannot delegate the powers of Delegation.

13.3 Any delegation must be recorded in the minutes of a Board of Management Meeting.

## **14. ALTERATION OF RULES AND STATEMENT OF PURPOSES:**

14.1 These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

## **15. NOTICES:**

15.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.

15.2 Where a document is properly addressed pre-paid and posted to the person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of posting.

## **16. WINDING UP OR CANCELLATION:**

16.1 In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

## **17. CUSTODY OF RECORDS:**

17.1 Except as otherwise provided in these Rules, the Secretary shall keep under his/her control all books, documents and securities of the Association.

### **Version Control:**

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