



Constitution

Rules of Albury-Wodonga Ethnic Communities Council Inc.

Adopted by special resolution of the membership

Updated October 2018

Albury-Wodonga Ethnic Communities Council Inc.

PO Box 920, Wodonga VICTORIA 3689

Phone: (02) 6024 6895 | www.awecc.org.au

Incorporation No. A0062009G | ABN 50192 038 354

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Appendix 1 APPLICATION FOR MEMBERSHIP

ACKNOWLEDGMENT OF COUNTRY

Albury-Wodonga Ethnic Communities Council (AWECC) acknowledges the Traditional Owners of the lands in which it operates and pays its respect to Elders past and present. AWECC is committed to reconciliation with Aboriginal and Torres Strait Islander peoples and seeks to operate in a spirit of respect, cooperation and unity with Australia's First Peoples.

1 NAME

- 1.1 The name of the incorporated Association is: **Albury-Wodonga Ethnic Communities Council Inc.** (in these Rules called "The Association" or "AWECC").

2 PURPOSE & OBJECTIVES

- 2.1 The Statement of Purposes of the Association is: -

The Albury-Wodonga Ethnic Communities Council is a member-driven community organisation, committed to empowering people from diverse cultural and ethnic backgrounds. The organisation focuses on advocating for local ethnic communities, improving access and equity, and promoting respect and community harmony.

- 2.2 The key objectives of the Association are as follows: -

- a) To act as the advocacy and representative body in Albury-Wodonga for multicultural and ethnic communities in the formulation of, at all levels of government, policies, practices and funding opportunities that will contribute to both, equitable human-rights based outcomes and alleviation of social disadvantage and injustice.
- b) To encourage the full participation of Albury-Wodonga multicultural and ethnic communities within the social, economic, political and cultural life of Australia.
- c) To promote awareness of the presence and needs of emerging communities and refugees amongst service providers and various levels of government.
- d) To identify and address service delivery gaps in culturally and linguistically diverse (CALD) service provision.
- e) To assist with the advancement of community language education and support of related educational facilities for ethnic and refugee groups.
- f) To advocate, plan for and assist with the relief of the needs of refugees and migrants at all stages of life.
- g) To promote the positive aspects of multiculturalism and cultural diversity to the local community and throughout Victoria, New South Wales and Australia generally.
- h) To facilitate and deliver such services as may be necessary to achieve any of the foregoing objectives.

3 INTERPRETATION

- 3.1 In these Rules, unless the contrary intention appears: -

"Council" means Albury-Wodonga Ethnic Communities Council Inc.

"Board of Directors" means the Committee of Management of the Association.

"Financial year" means the year ending on 30 June.

"General Meeting" means a general meeting of Board members convened in accordance with Rule 12.

“Special General Meeting” means a special (irregular) meeting of members convened in accordance with Rule 12

“Member/s” means a member or members of the Association.

“Director/s” means a member who is an office bearer or non-office bearer of the Board of Directors.

“Officer/s” means an office bearer of the Association

“The Act” means the *Associations Incorporation Reform Act 2012*.

“The Regulations” means regulations under The Act.

“A member organisation” shall be represented by a delegate (over the age of 18 years), the particulars of whom shall be notified to the Secretary immediately upon affiliation to the Association, and whom may be changed by the member organisation at any time by notifying the Secretary no less than 7 days prior to any meeting of the association. A delegate of a member organisation may not nominate his/herself for the office of Director, whilst a delegate.

- 3.2 In these Rules, a reference to the Secretary of the Association is the same as a reference to the Public Officer of the Association.
- 3.3 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.

4 MEMBERSHIP

- 4.1 **Community Membership:** Any organisation or ethnic community group whose *primary* objective is either of an ethnic or multicultural focus, whose aims and activities are not inconsistent with the Purpose and Objectives (Rule 2) and who is in its own right registered under the *Associations Incorporation Reform Act 2012*, may become a member, provided that such an organisation is duly admitted to membership in accordance with the provisions of these Rules.
- 4.2 **Associate Membership:** Any organisation or group with an interest in ethnic or multicultural issues (but this *not* being their primary focus) and whose aims and activities are not inconsistent with the Purpose and Objectives (Rule 2) may be duly admitted to membership in accordance with the provisions of these Rules.
- 4.3 **Individual Membership:** Individual persons (over the age of 18 years at the time of application) of any ethnic background or heritage who applies and is approved for membership and agrees to abide with the Purpose and Objectives (Rule 2) may be duly admitted to membership in accordance with the provisions of these Rules.

5 APPLICATION FOR MEMBERSHIP

- 5.1 An organisation or individual seeking membership to the Association in respect of either category in clause 4 shall be admitted to membership upon: -
- (a) submitting a written application for membership as provided in sub-clause 5.2 hereof; and
 - (b) admission as a member as approved by the Board of Directors.
- 5.2 An application of an organisation or a person for membership of the Association: -
- (a) shall be made in writing in the form set out in Appendix 1; and
 - (b) shall be lodged with the Secretary of the Association.

- 5.3 As soon as is practicable after the receipt of an application, the Secretary shall refer the nomination to the Board of Directors.
- 5.4 Upon an application being referred to the Board of Directors, the Board of Directors shall consider the application and decide whether to approve or to reject the nomination.
- 5.5 Upon an application being approved or rejected by the Board of Directors the Secretary, or a suitable person delegated by the Secretary, shall with as little delay as possible, notify the applicant in writing that the application for membership of the association has been approved or denied.
- 5.6 The Secretary shall, upon notification that the applicant has been approved for membership of the association, enter the applicant's name in the register of members kept by him/her and, upon the name being so entered, the applicant becomes a Member of the Association.
- 5.7 A right, privilege, or obligation of a person or organisation by reason of his/her/its membership of the Association: -
- (a) is not capable of being transferred or transmitted to another person or organisation;
 - (b) terminates upon the cessation of his/her/its membership whether by death or resignation or otherwise.
- 5.8 A community member organisation and associate member organisation shall within 14 days of being notified of its approval for membership forward to the Secretary of the Association the name, address, and occupation of the person (delegate) who is to represent the member organisation at meetings of the Association.
- 5.9 Membership shall be renewed annually by applying for membership in accordance with sub-clause 5.2. A membership year begins from the time an application has been approved by the Board of Directors until the end of the current financial year.
- 5.10 The Secretary shall within a reasonable time prior to a membership ceasing, cause to notify the member in writing that the member is required to renew membership.

6 VOTING RIGHTS

- 6.1 A community member organisation shall, through its nominated delegate, be entitled to vote at Special General Meetings and Annual General Meetings of the Association only, provided that at the relevant time it has paid its annual membership fee. A community member organisation's vote is to be recorded by the delegate and proxy votes shall not be permitted. A delegate can only represent and vote for one organisation.
- 6.2 An associate member organisation has no voting rights at the meetings of the association, except for the election of the Board of Directors of the Association, in accordance with Rule 16.6.
- 6.3 An individual member shall:
- (a) be entitled to vote at Special General Meetings and Annual General Meetings of the Association, including the election of the Board of Directors.
 - (b) assume the right to vote at General Meetings of the Board of Directors, if he/she becomes an elected Director of the Board of Directors; and
 - (c) be entitled to give, or hold, a maximum of one proxy vote at Special General Meetings and Annual General Meetings only, provided the appropriate proxy vote form is returned to the Secretary no later than 7 days prior to the scheduled meeting date and time.

- 6.4 Member's votes (when eligible to vote in accordance with Rule 6) are weighted as follows: -
- (a) A Community Member's one (1) vote is worth the equivalent weighting of three (3) votes;
 - (b) An Associate Member's one (1) vote is worth the equivalent weighting of one (1) vote;
 - (c) An Individual Member's one (1) vote is worth the equivalent weighting of one (1) vote.
- 6.5 Where an individual member is also the delegate of a community member organisation or associate member organisation, the member shall be entitled to place a vote as an individual and as a community organisation delegate or associate members organisation delegate, in accordance with Rule 6.

7 ANNUAL MEMBERSHIP FEES

- 7.1 Community member organisations, associate member organisations and individual members shall pay an annual membership fee of such amount as shall be determined by the association at its Annual General Meeting, with the annual fee payable being equal to the amount in place at the time of application.

8 REGISTER OF MEMBERS

- 8.1 The Secretary shall keep and maintain a register of community, associate and individual members in which shall be entered the name, contact details, and date of entry of such members, including particulars of the nominated delegate of the member organisations.

9 RESIGNATION AND EXPULSION OF MEMBER

- 9.1 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/its intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 9.2 Upon the expiration of a notice given under sub-clause 9.1, 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.
- 9.3 Subject to these rules, the Board of Directors may by resolution: -
- (a) expel a member from the Association; or
 - (b) suspend a member from membership of the Association for a specified period.
- 9.4 Expulsion or suspension from the Association would be on the basis of a member:
- (i) having refused or neglected to comply with these Rules; or
 - (ii) having been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- 9.5 A resolution of the Board of Directors under sub-clause 9.3: -
- (a) does not take effect unless the Board of Directors, 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 9.6 confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- 9.6 Where the Board of Directors passes a resolution under sub-clause 9.3, the Secretary shall, as soon as practicable cause to be served on the member of a notice in writing: -

- (a) setting out the resolution of the Board of Directors and the ground on which it is based;
 - (b) stating that the member may address the Board of Directors at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he/she/it may do one or more of the following: -
 - (i) Attend the meeting;
 - (ii) Give to the Board of Directors 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/it wishes to appeal to the Association at a Special General Meeting against the resolution.
- 9.7 At a meeting of the Board of Directors held in accordance with sub-clause 9.5, the Committee: -
- (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.
- 9.8 Where the Secretary receives a notice under sub-clause 9.6, he/she shall notify the Board of Directors and the Board of Directors 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.
- 9.9 At a Special General Meeting of the Association convened under sub-clause 9.8: -
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board of Directors may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 9.10 If at the Special General Meeting: -
- (a) two-thirds of the member's vote in person in favour of the resolution, the resolution is confirmed; and,
 - (b) in any other case, the resolution is revoked.

10 GRIEVANCES, DISPUTES AND MEDIATION PROCEDURES

- 10.1 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.
- 10.2 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 parties.
- 10.3 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.
- 10.4 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 dispute between a member and another member, a person appointed by the committee of the Association; or
- (ii) in the case of dispute between a member and the Association, a person who is a suitably qualified mediator.

10.5 An individual member of a member organisation can be a mediator.

10.6 The mediator cannot be a member who is a party to the dispute.

10.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

10.8 The mediator, in conducting the mediation, must: -

- (a) give the parties to the mediation process every opportunity to be heard;
- (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.

10.9 The mediator must not determine the outcome of a dispute.

10.10 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.

11 ANNUAL GENERAL MEETING

11.1 The Association shall in each calendar year convene an Annual General Meeting of its members.

11.2 The Annual General Meeting shall be held on such day as the Board of Directors determine.

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

11.4 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 Special General Meeting held since that meeting;
- (b) to receive from the Board of Directors reports upon the transactions of the Association during the last preceding financial year;
- (c) to elect the Board of Directors of the Association (in accordance with Rule 16); and,
- (d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.

11.5 The Annual General Meeting may transact special business for which notice is given in accordance with these Rules.

11.6 The Annual General Meeting shall be in addition to any other Special General Meetings that may be held in the same year.

12 SPECIAL GENERAL MEETING

12.1 All general meetings other than the Annual General Meeting and Board Director Meetings, shall be called Special General Meetings.

12.2 The Board of Directors may from time to time convene a Special General Meeting to provide an opportunity to discuss and resolve issues of concern to members.

- 12.3 The Board of Directors shall on the requisition in writing of at least one member, and the endorsement of at least one other member, convene a Special General Meeting of the Association.
- 12.4 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 12.5 If the Board of Directors 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 other member, may convene a Special General Meeting to be held no later than three months after that date.
- 12.6 A Special General Meeting convened by the members in pursuance of these Rules shall be convened by the Board of Directors and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

13 NOTICE OF MEETING

- 13.1 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 (consistent with Rule 21), a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 13.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting unless agreed to by a simple majority of the members in attendance.
- 13.3 A member desiring to bring any business before a meeting may give notice of the business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

14 PROCEEDINGS AT MEETINGS

- 14.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting except for 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 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.
- 14.3 One third of members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a Special General Meeting or Annual General Meeting.
- 14.4 If, within half an hour after the appointed time for the commencement of a Special General Meeting or Annual General Meeting, a quorum is not present, ~~the meeting 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 Chairperson at the time of the adjourned meeting) at the same place and if at the adjourned meeting 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 three) shall be a quorum.~~
- 14.5 The Chairperson, or in his/her absence, the Deputy Chairperson shall preside as Chairperson at each meeting of the Association.

- 14.6 If both the Chairperson and the Deputy Chairperson is absent from a meeting, the members present shall elect one of their number to preside at the meeting.
- 14.7 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 business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 14.8 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the Special General Meeting.
- 14.9 Except as provided in sub-clauses 14.7 and 14.8, it is not necessary to give notice of an adjournment of the business to be transacted at an adjourned meeting.
- 14.10 A question arising at a Special General Meeting or 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 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 Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes in favour of, or against, that resolution.
- 14.11 Upon any question arising at a Special General Meeting or Annual General Meeting of the Association, a member may cast a vote in accordance with Rule 6.
- 14.12 All votes shall be given personally by the member or nominated delegate.
- 14.13 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.
- 14.14 If at a meeting a poll on any question is demanded by not less than three community 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.
- 14.15 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 Chairperson may direct.
- 14.16 A member is not entitled to vote at any general meeting unless all monies due and payable by himself/herself or his/her organisation to the association have been paid.
- 14.17 Members without voting rights may attend meetings of the Association upon invitation or approval of the Board of Directors.
- 14.18 The Secretary of the Association shall be responsible for the keeping of the Minutes of the resolutions and proceedings of each Special General Meeting, Annual General Meeting and each Board of Directors Meeting with a record of the names of members present at the meetings, and cause to be made freely available and accessible to members, and deliverable upon request, a copy of the minutes from any Special General Meeting, Annual General Meeting and each Board of Directors Meeting.

15 BOARD OF DIRECTORS

- 15.1 The affairs of the Association shall be managed by the Board of Directors constituted as provided in Rule 15.7.
- 15.2 The Board of Directors: -
- (a) 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 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 Directors to be essential for the proper management of the business and affairs of the Association.
- 15.3 The officers of the Association shall be: -
- (a) a Chairperson;
 - (b) a Deputy Chairperson;
 - (c) a Treasurer;
 - (d) a Secretary;
- 15.4 The provisions of Rule 16 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-clause 16.1.
- 15.5 Each officer of the Association shall hold office for a period of two years until the second Annual General Meeting next after the date of his/her election. Each Officer of the Association is not eligible for re-election to the same position they hold after two consecutive terms.
- 15.6 In the event of a casual vacancy in any office (see Rule 15.3) referred to in sub-clause 16.1, the Board of Directors 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.
- 15.7 Subject to section 24 of the Act, the Board of Directors shall consist of: -
- (a) the Officers of the Association (as per Rule 15.3), each of whom shall be elected as per Rule 16.11, following their election at the Annual General Meeting of the Association;
 - (b) Three (3) General Directors - each of whom shall be elected at the Annual General Meeting of the Association each year;
 - (c) Sub-committee convenors, who are not Directors, shall be ex-officio members, with no voting rights; and
 - (d) Up to three (3) additional members, including past Directors, may be co-opted to join the Board of Directors where appropriate knowledge, skill or qualification is sought, for a period deemed appropriate by the Board of Directors. A co-opted member shall not hold voting rights.
- 15.8 Each Director of the Board of Directors shall, subject to these Rules, hold office for a period of two years after his/her election and is eligible for re-election.
- 16 ELECTION OF DIRECTORS AND VACANCY**
- 16.1 Nominations of candidates for election as Directors of the Board of Directors: -
- (a) shall be made in writing by the candidate, who must be a paid member at time of nomination.
 - (b) shall be delivered to the Secretary for the Association not less than 28 days before the date fixed for holding of the Annual General Meeting.
- 16.2 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.
- 16.3 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.

- 16.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 16.5 The ballot for the election of Directors of the Board shall be conducted at the Annual General Meeting in such usual manner as the Board of Directors may direct.
- 16.6 In the event of a ballot arising from sub-clause 16.4, all members (community, associate and individual) may cast one vote each for the election of Directors to the Board of Directors, in accordance with Rule 6.
- 16.7 That no more than two persons of the same ethnic background shall be entitled to be elected as members of the Board of Directors.
- 16.8 That in the event of more than two members of a particular ethnic background receiving sufficient votes at an election for a position on the Board, the two members who record the highest votes shall become members of the Board of Directors and a fresh ballot shall immediately be taken in respect of the vacancies on the Board of Directors arising from the application of sub-clause 16.8.
- 16.9 No paid staff member of the Association shall be entitled to stand for election as a member of the Board of Directors within 12 months of ceasing such employment.
- 16.10 For the purpose of these Rules, the office of a Director or Officer of the Association becomes vacant if the Director or Officer: -
- (a) ceases to be a member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
 - (c) resigns his/her office by notice in writing given to the Secretary;
 - (d) is elected to local, state, or federal political office;
 - (e) moves place of permanent residence to outside the service area of the Association.
- 16.11 During, or immediately following the Annual General Meeting, the Board of Directors shall convene to elect from amongst their number the Officers of the Association (see 15.3).

17 PROCEEDINGS OF BOARD OF DIRECTORS

- 17.1 The Board of Directors shall meet at least 10 times in each year at such place and such times as the Board of Directors may determine.
- 17.2 Special Meetings of the Board of Directors may be convened by the Chairperson or by any two members of the Board of Directors.
- 17.3 Notice shall be given to members of the Board of Directors 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 unless with the consent of a simple majority of the Members in attendance.
- 17.4 A simple majority of members of the Board of Directors (or members entitled under these rules to vote) constitute a quorum for the transaction of the business of a meeting of the Board of Directors.
- 17.5 If there is no quorum, the meeting may proceed but all decisions made are interim decisions until such time that they are confirmed at a later meeting where a quorum is present.
- 17.6 At meetings of the Board of Directors: -
- (a) The Chairperson, or in his/her absence the Deputy Chairperson, shall preside; or
 - (b) If the Chairperson and the Deputy Chairperson is absent, such one of the remaining members of the Board of Directors as may be chosen by the member's present shall preside.

- 17.7 Questions arising at a meeting of the Board of Directors, or of any sub-committee appointed by the Board of Directors, 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.
- 17.8 Each member present at a meeting of the Board of Directors, or of any sub-committee appointed by the Board of Directors (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 casting vote.
- 17.9 Written notice of each Board of Directors meeting shall be served on each member of the Board of Directors by delivering it to him/her at a reasonable time before the meeting or by sending it by prepaid post or by email addressed to him/her at his/her usual or last known place of residence or email address at least two business days before the date of the meeting.
- 17.10 Subject to sub-clause 16.4 the Board of Directors may act notwithstanding any vacancy on the Board of Directors.
- 17.11 All Board members are expected to attend at least 75% of Board meetings unless authorised by the Board of Directors. Failure to do so without a satisfactory reason may result in them being deemed to have relinquished their position and a vacancy declared.
- 17.12 All business conducted by the Board of Directors is confidential, except where information is required to be reported to members of the Association or for the function of Association business, as resolved.

18 EXPULSION FROM BOARD OF DIRECTORS

- 18.1 The Association at a Special General Meeting may, by resolution, remove any member of the Board of Directors 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.
- 18.2 Expulsion from the Board of Directors would be based on a Board Member: -
- (i) having refused or neglected to comply with these Rules; or
 - (ii) having been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- 18.3 Where the member to whom a proposed resolution referred to in sub-clause 18.1 makes representations in writing to the Secretary of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the Chairperson may send a copy of the representations to each member of the Association or, if they are not sent, the member may request that they be read out at the meeting.

19 FINANCIAL CONTROLS

- 19.1 The funds of the Association shall be derived from annual memberships, donations, grants and such other sources as the Board of Directors determines.
- 19.2 The Treasurer of the Association: -
- (a) shall ensure that the collection of all monies due to the Association and all payments authorised by the Association are properly accounted for; and
 - (b) shall 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.
- 19.3 The accounts and books referred to in sub-clause 19.2 shall be available for inspection by members.

- 19.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board of Directors or as determined by the Board of Directors.
- 19.5 The custody of the Common Seal of the Association shall be the responsibility of the Secretary.
- 19.6 The Common Seal shall not be affixed to any instrument except by the authority of the Board of Directors and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board of Directors or of one member of the Board of Directors and of the Public Officer of the Association.

20 ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 20.1 These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

21 NOTICES

- 21.1 A notice may be served by or on behalf of the Association upon any member either personally, by post, or by email to the member at his/her/its address or email shown in the Register of Members.
- 21.2 Where a document is properly addressed and posted or emailed to a person / organisation, 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 post or electronic transmission.

22 RECORD KEEPING

- 22.1 Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.
- 22.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 22.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.
- 22.4 Unless otherwise stated in the Associations Constitution and Rules, the proper storage, access, use, and dissemination of Association records will be in accordance with the relevant privacy act.
- 22.5 The Secretary of the Association shall be responsible for the keeping of the Minutes of the resolutions and proceedings of each Special General Meeting, Annual General Meeting and each Board of Directors meeting of the Association, with a record of the names of members present at the meetings and resolutions made at the meeting. Other duties of the Secretary are as specified in 'the Act' or the Associations relevant policies.

23 THE PUBLIC OFFICER

- 23.1 The Public Officer shall be the Secretary of the Association.

24 THE AUDITOR

- 24.1 An Auditor for the Association shall be appointed at the Annual General Meeting.

25 SETTING UP A CHARITABLE FUND OR INSTITUTION

- 25.1 Upon the passing of a special resolution at a Special General Meeting or Annual General Meeting of the Association, the Board may establish a 'fund' or 'institution' for the purpose of providing, or directing funds towards, charitable or benevolent relief to marginalised, impoverished and/or vulnerable community members, in accordance with the Associations' Statement of Purposes.
- 25.2 Any such business or financial instruments relating to such fund/s or institution/s (as per 25.1 shall be controlled and managed and administered by the Board of Directors of the Association.
- 25.3 If upon the winding up of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another Association incorporated under the Act which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution to which income tax deductible gifts can be made and which Association shall be determined by resolution of the members.

26 WINDING UP OR CANCELLATION

- 26.1 In the event of the winding up or the cancellation of the Incorporation of the Association, the assets of the Association remaining after the payment of the Associations liabilities shall be transferred to another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth Taxation Act and in line with the Associations Statement of Purposes.
- 26.2 In the event that the Association is endorsed as a Deductible Gift Recipient and it is subsequently revoked, the following shall be transferred to another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth Taxation Act. (a) gifts of money or property for the principle purpose of the Association, (b) contributions made in relation to an eligible fundraising event held for the principle purpose of the Association; and (c) money received by the organisation because of gifts and contributions.
- 26.3 The assets and income of the Association shall be applied solely in furtherance of its Statement of Purposes and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.



Appendix 1

**APPLICATION FOR MEMBERSHIP (INDIVIDUAL)
Albury-Wodonga Ethnic Communities Council Inc.**

Please fill out the relevant sections as they apply to you, or your organisation.

Date: ____/____/____

Name: _____

Category of membership being sought (*please tick*):

Individual membership: Individuals of any ethnic background who agree with AWECC's Statement of Purposes.

The annual membership fees are determined at the Annual General Meeting.

Annual membership fees are as follows:

Individual

\$10.00

Payment details: Payment is not required at the time of application. An invoice will be sent to the applicant upon receipt of the completed application and upon approval of membership with the Association.

Postal address (*where all correspondence will be sent*):

Telephone: _____

Email address: _____

A copy of AWECC's Constitution and Statement of Purposes can be found at www.awecc.org.au

Declaration (please tick): I acknowledge that by signing this application, I am agreeing with the Statement of Purposes of AWECC and I likewise agree to be bound by the Constitution and Rules of the Association for the time being in force or whilst I remain a member.

Signed (by individual applicants): _____

Date: _____

**APPLICATION FOR MEMBERSHIP (COMMUNITY AND ASSOCIATE ORGANISATIONS)
Albury-Wodonga Ethnic Communities Council Inc.**

Please fill out the relevant sections as they apply to you, or your organisation.

Date: ____/____/____

Delegate name: _____

Organisation name: _____

Category of membership being sought (*please tick one only*):

___ **Community organisation membership:** An organisation whose *primary* focus is either of ethnic and/or multicultural in nature and whose aims and activities are not inconsistent with the Statement of Purposes of AWECC.

___ **Associate membership:** An organisation with an interest in ethnic and/or multicultural issues (but this *not* being its primary focus) and whose aims and activities are not inconsistent with the Statement of Purposes of AWECC.

Note: In accordance with the Albury-Wodonga Ethnic Communities Council's Constitution, associate members do *not* have voting rights, except for the election of the Board of Directors.

The annual membership fees are determined at the Annual General Meeting.

Annual membership fees are as follows:

Community organisations	Associate organisations
\$50.00	\$50.00

Payment details: Payment is not required at the time of application. An invoice will be sent to the applicant upon receipt of the completed application and upon approval of membership with the Association.

Postal address (*where all correspondence will be sent*):

Telephone: _____

Email address: _____

A copy of Statement of Purposes can be found in the Constitution at www.awecc.org.au

___ **Declaration (please tick):** I agree with the Statement of Purposes of AWECC.

Organisation details:

Office Bearers

President/Chairperson: Name: _____
Email address: _____
Telephone: _____

Secretary: Name: _____
Email address: _____
Telephone: _____

Treasurer: Name: _____
Address: _____
Telephone: _____

Number of members (if exact number not known, please estimate): _____

Activities of organisation: Social / Cultural / Religious / Welfare / Community / Health / Women's / Youth
(please cross out any that are not applicable)
Other (please specify): _____

Please attach a copy of the following documents for your organisation (where applicable):

- 1. Certificate of Incorporation;
- 2. Statement of Purposes of the organisation; and
- 3. Rules (Constitution) of the organisation.

In the event of admission to the Association as a member, I/we agree to be bound by the Rules of the Association for the time being in force.

Signed by Authorised person (e.g., Secretary, President):

Name: _____

Position: _____

Signature: _____

Date: _____