

CONSTITUTION



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CONSTITUTION

MULTICULTURAL COMMUNITIES COUNCIL OF SOUTH AUSTRALIA Inc

1. NAME

The name of the association shall be “Multicultural Communities Council of SA Inc” hereinafter referred to as “the MCC”

2. DESCRIPTION

The MCC is an association of Members without political or sectarian affiliation and without racial discrimination, established on a non-profit basis to represent and promote the interests of its members.

3. AFFILIATIONS

3.1 The MCC is part of a national affiliation of ethnic community umbrella organisations known as the Federation of Ethnic Communities Councils of Australia (FECCA) which represents multicultural and ethnic community interests at national level.

3.2 The MCC shall have the power to cooperate with or affiliate with any other organization to further its objects as shall be approved by members in either Annual General Meeting or Special General Meeting.

4. DEFINITIONS

4.1 “The Act” means the Associations Incorporation Act 1985 (SA).

4.2 “Delegate” means any person duly appointed to represent a member organisation.

4.3 “Ethnic” describes all people who by their cultural or linguistic background identify with a particular multicultural or ethnic community.

4.4 “The Executive” shall comprise the positions of the Chair, Deputy Chair, and Treasurer defined in clause 11 hereof and in an ex officio capacity the CEO.

4.5 “Financial Year” means the year ending 30 June.

4.6 “Honorary Members” shall be natural persons or organisations appointed as such by the MCC.

4.7 “Individual Member” shall be natural persons.

4.8 ‘Board’ means the committee of management elected pursuant to clause 9 hereof.

- 4.9 "The MCC" means Multicultural Communities Council of South Australia Incorporated.
- 4.10 "Member" shall be either an Individual Member or a Member Organisation as defined herein.
- 4.11 "Member Organisation" means any multicultural or ethnic community organisation or other organisation which has demonstrated an interest and involvement in multicultural and ethnic affairs issues represented by no more than two (2) delegates.
- 4.12 "Register" shall mean the register kept in accordance with clause 8.5 hereof

5. STATEMENT OF PURPOSES

- 5.1 To assist with the direct relief of the suffering, poverty, sickness, distress, misfortune, disability, destitution or helplessness of humanitarian entrants, new and emerging communities, and any member of an established culturally and linguistically diverse community who is identified as disadvantaged and in need and their distress or suffering arouses compassion, the MCC will provide benevolent relief by:
- 5.1.1 Providing direct relief through operating programs in the core areas of aged care, disability, education and capacity building, therapeutic interventions including counselling and other benevolent relief services;
 - 5.1.2 Negotiating emergency relief including accommodation;
 - 5.1.3 Providing services, facilities and programs which facilitate social connections and reduce isolation and suffering such as transport assistance, community visitors support, carer retreats, art and exercise programs and other services and programs as community needs are identified;
 - 5.1.4 Encourage and facilitate the development of digital literacy programs and technology applications to reduce helplessness;
 - 5.1.5 Encourage and facilitate the development of programs and services that enhance the organisational and community strengthening skills of CALD community groups across SA with the aim of increasing wellbeing and resilience of community members;
 - 5.1.6 Teaching life and employment skills to help marginalised CALD community members integrate into the Australian community;
 - 5.1.7 Promoting advocacy skills to facilitate their participation in decision making processes;
 - 5.1.8 Disseminating information to individuals, community groups and

government;

- 5.1.9 Acting as the representative body in South Australia for all multicultural communities and undertaking systemic advocacy for the formulation of government policies that will contribute in the alleviation of social disadvantage and injustice to enable full participation as Australian citizens;
- 5.1.10 Encouraging and advocating for the full participation of South Australia's multicultural communities within the social, economic, political and cultural life of South Australia and Australia;
- 5.1.11 Promoting the positive aspects of multiculturalism, cultural diversity and economic contribution to the South Australian community thereby encouraging a culturally harmonious and socially cohesive society;
- 5.1.12 Doing all such other things as are incidental or conducive to the attainment of its purposes.

6. POWERS

The powers of the MCC shall be

- 6.1 To employ staff and other workers subject to appropriate internal or external funding arrangements.
- 6.2 To purchase lease hire or exchange any property that may be deemed necessary or convenient for the achievement of any of the objects of the MCC.
- 6.3 To purchase lease hire or exchange any property that may be deemed necessary or convenient for the achievement of any of the objects of the MCC.
- 6.4 To print and publish such newspapers, periodicals, books, leaflets or other documents for the promotion of the objects of the MCC.
- 6.5 To borrow or raise money in such manner and on such terms as approved by the Board or the MCC.
- 6.6 To invest any money of the MCC not immediately required for any of its purposes in such manner as the Board may from time to time determine.
- 6.7 To make gifts, subscriptions or donations to any institution, association or authority determined by the Board to be consistent with the promotion and attainment of the objects of the MCC.
- 6.8 To open and operate bank account(s).
- 6.9 To do all such other lawful things to attain the objects of the MCC.

7. ORGANISATION AND STRUCTURE

The organisation and structure of the MCC shall consist of:

- 7.1 Members;
- 7.2 The Board;
- 7.3 Salaried and/or contract staff; and
- 7.4 Volunteer workers

8. MEMBERSHIP

8.1 Types

Individual and Organisational

8.1.1 Individual

Nomination of an individual for membership as an Individual Member of the MCC shall be: in writing on the prescribed form supplied by the Board of the MCC; and be accompanied by the written consent of the individual

8.1.2 Organisational

Nomination of an organisation for membership as a Member Organisation of the MCC shall be:

8.1.2.1 In writing on the prescribed form supplied by the Board of the MCC; and

8.1.2.2 Be accompanied by the written consent of the Executive of the Member Organisation seeking membership of the MCC.

8.1.2.3 The Board shall not admit an organisation to membership unless it is satisfied that that organisation's objects are consistent with the objects of the MCC.

8.1.2.4 Each Member Organisation shall be entitled to appoint two persons as Delegates to represent it at any meeting of the MCC and for the purposes of voting.

8.1.2.5 Forms for nomination of persons to represent a Member Organisation shall be sent to all Member Organisations together with the annual subscription notice.

8.1.2.6 A Member Organisation shall be obliged to notify the Board in writing if there is any change to the persons nominated as Delegates to represent the Member Organisation from time to time.

8.1.3 As soon as practicable after the receipt of an application for membership of either an individual or organisation, the same shall be considered by the Board who shall determine upon the admission or rejection of the application.

8.2 Subscriptions

- a) The subscription fees for membership both organisational and individual shall be determined from time to time by the Board.
- b) The subscription fees shall be payable annually on 1 July or a time that the committee determines.
- c) Any member or organisation whose subscription is outstanding for more than three months after the due date for payment, shall cease to be a member of the association, provided always that the Board can reinstate the membership in such terms as it sees fit or unless the Board has determined in a specific case exceptional circumstances or hardship exists so that a member who owes money to the Association be regarded as a financial member.

8.3 Resignations

A member or organisation may at any time resign from the MCC by tendering a letter of resignation to the Chairperson of the MCC

8.3.1 Upon receipt of a notice under paragraph 8.3 hereof the Senior Employee shall remove the name of the Member or organisation from the Register when the resignation has been accepted by the Board.

8.3.2 A Member whose membership has lapsed and who wishes to renew membership must apply for membership as provided for in paragraphs 8.1.1 and 8.1.2.1 hereof.

8.4 Members And Representation

8.4.1 Each Member Organisation shall be entitled to appoint two persons as Delegates to represent it at any meeting of the MCC and for the purposes of voting.

8.4.2 Forms for nomination of persons to represent a Member Organisation shall be sent to all Member Organisations together with the annual subscription notice.

8.4.3 A Member Organisation shall be obliged to notify the Board in writing if there is any change to the persons nominated as Delegates to represent the Member Organisation from time to time.

8.5 Register of members

The Senior Employee shall keep or cause to be kept a Register of Members of the MCC such register to include a list of Individual Members, Honorary Members and Delegates representing Member Organisations.

8.6 Expulsion and Suspension of Members

Subject to this rule the Board may recommend for expulsion, to the Annual General Meeting, a member of the MCC if in the opinion of the Board the member has been guilty of conduct detrimental to the interests of the MCC.

- 8.6.1 Such member shall be suspended until the next Annual General Meeting.
- 8.6.2 A suspended Member recommended for expulsion by this rule may be expelled by vote of the Members present at the Annual General Meeting.
- 8.6.3 A two third majority vote of the Members present is necessary to ratify the expulsion of a Member.
- 8.6.4 Any Member that is suspended by the Board as a Member pursuant to this rule has the right to appeal to the Annual General Meeting against such suspension and proposed expulsion.
- 8.6.5 The suspended Member shall comply with any procedure regarding appeal that is stipulated by the Board.

9. BOARD

- 9.1 Management shall be vested in a Board of no more than ten members, including:
 - 9.1.1 Eight members elected at the Annual General Meeting as hereinafter provided;
 - 9.1.2 Two members appointed by the Board who shall have the same voting rights and tenure as an elected member of the Board, and they being persons who possess special or particular skills or qualifications, or for any other reason determined by the Board, may be required and co-opted by the Board from time to time, on such terms as the Board may determine.
- 9.2 A Co-opted Board Member has voting rights. The Board must review his or her appointment at least annually or sooner if necessary or desirable. The Board may terminate the appointment of a Co-opted Board Member at any time, notwithstanding the term for which the member has been coopted. In any event, the term of appointment of a Co-opted Board Member shall expire at the commencement of the Annual General Meeting following such appointment. A Co-opted Board Member is eligible to be co-opted more than once.
- 9.3 Following the initial adoption of this Constitution, one half of the Board Members elected as provided in rule 9.1.1., shall be chosen by consensus or by ballot to retire or seek re-election at the first Annual General Meeting following their election and thereafter the position of each elected Board Member shall fall vacant on completion of a term of two years.
- 9.4 The office bearers of the Association shall be the Chairperson of the Board,

Deputy Chairperson and Treasurer, each of whom shall be elected for a term of two years by the Board, from the members of the Board, at the first Board meeting following the Annual General Meeting. A Co-opted Board Member is not eligible to be elected as an office bearer.

- 9.5 The Board shall meet as often as may be required to conduct the business of the Association but not less than six times in each calendar year.
- 9.6 The quorum at any meeting shall be one-half the number of Board Members holding office at that time, provided that a quorum may be no less than one-half of the number provided in Rule 9.1.
- 9.7 The Chairperson or two other Board members shall have power to call a meeting of the Board.

10. POWERS AND RESPONSIBILITIES OF THE BOARD

- 10.1 The Board shall control and manage the affairs and exercise the powers of the MCC in accordance with this constitution and taking into account any recommendation or resolution forthcoming from a duly constituted meeting of the MCC.
- 10.2 The Board may subject to the Act and this constitution exercise all such powers and functions essential to the proper management of the business and affairs of the MCC other than those powers and functions which are required by this constitution to be exercised by the Members in either Annual General Meeting or Special General Meeting.
- 10.3 The Board may appoint sub-committees which shall have the authority to deliberate, investigate, report and recommend to the Board but not the authority to make determinations or carry out executive actions on behalf of the MCC.
- 10.4 The Board may appoint sub-committees of members and nonmembers for specific purposes, and on terms stipulated by the Board. Any such sub-committee shall meet as it sees fit or as directed by the Board, and shall report to the Board. All such appointments shall expire at the date of the next Annual General Meeting. Sub-committees may be re-established following that Annual General Meeting and all members and non-members who were appointed thereto are eligible for reappointment.

11. OFFICE BEARERS

11.1 Chairperson

The Chairperson shall:

11.1.1 Be the official head of the MCC:

11.1.2 Chair all meetings at which he or she is present; and

11.1.3 Have a deliberative and a casting vote when chairing meetings.

11.2 Deputy Chairperson

The Deputy Chairperson shall:

11.2.1 Assume the duties and responsibilities of the Chairperson in the absence of the Chairperson and

11.2.2 Have a deliberative and casting vote when chairing meetings.

11.3 Treasurer

The Treasurer ensures that:

11.3.1 Major or unusual expenditure is to be authorised in advance by the Board;

11.3.2 Financial statements and budgets are prepared for consideration by the Board;

11.3.3 Financial reports are presented to each Board meeting;

11.3.4 Financial statements are prepared for the Auditor and;

11.3.5 The Auditor's report and audited statements are presented to the Annual General Meeting.

12. ELECTION OF THE BOARD

12.1 The election of the Board shall take place by the process of postal ballot in accordance with the procedure laid down from time to time by the Board.

12.2 The results of the election of the Board shall be announced and reported to the Annual General Meeting.

12.3 Nominations of candidates for election to the Board shall be:

12.3.1 Persons who are financial Members or Delegates of financial Member Organisations of the MCC;

12.3.2 Made in writing on a form provided by the Board and proposed by two Members of the MCC and endorsed by the candidate to indicate acceptance of the nomination.

12.4 If the number of nominations received is equal to the vacancies to be filled then the persons nominated shall be deemed to be elected without the need for elections to take place.

12.5 If the number of nominations exceeds the number of vacancies to be filled then elections shall take place by ballot as determined by the Board.

- 12.6 No position on the Executive shall be held by a person for more than two consecutive terms unless no other nominations are forthcoming for the same position, when the position shall be open to an election.

13. BOARD MEETINGS

- 13.1 The Board shall meet at least six times a year at such place and at such times as the Board may determine.
- 13.2 Special meetings of the Board may be convened by the Chairperson or on the petition of four of its members.
- 13.3 Notice of three days 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.
- 13.4 At a meeting of the Board of the MCC the quorum shall be at least 50% of the total persons elected or appointed to the Board.

13.5 Disqualification of committee members

The office of a Board member shall become vacant if a committee member is:

- 13.5.1 Disqualified from being a committee member by the Act
- 13.5.2 Expelled as a member under these rules
- 13.5.3 Permanently incapacitated by ill health
- 13.5.4 Any member of the Board who is absent without due cause for more than three meetings in a calendar year shall forfeit their position as a member of the Board
- 13.5.5 Absent without apology from more than three meetings in a financial year.
- 13.5.6 No longer the duly appointed representative of a corporate member.

14. VACATION OF OFFICE AND FILLING OF VACANCIES

- 14.1 For the purposes of this constitution the position of an Office Bearer or Member of the Board becomes vacant if the Office Bearer or Board Member:
- 14.1.1 Dies;
- 14.1.2 Becomes bankrupt, applies to take the benefit of a law for the relief of a bankrupt or insolvent debtors or compounds with his/her/its creditors;
- 14.1.3 Becomes of unsound mind;
- 14.1.4 Resigns by tendering a letter of resignation to the Chairperson of the

Board;

14.1.5 If the Board by two thirds majority, votes to suspend a Member from the Board until the next Annual General Meeting;

14.1.6 Has a vote of no confidence carried against him/her/it by a two thirds majority at a Special General Meeting called for that purpose;

14.1.7 Fails without leave granted by the Board to attend three consecutive meetings of the Board or ceases to be a Member of the MCC.

14.2 Should the Chairperson vacate his or her office before the next annual election for any reason then the Deputy Chairperson shall become the Chairperson until the next annual election.

14.3 Should any other position of Office Bearer or Member of the Board become vacant then the Board may appoint in its discretion a replacement for that position until the next Annual General Meeting.

15. SENIOR EMPLOYEE

15.1 The senior employee of the Association is a member of the staff for the purposes of these Rules. The senior employee shall ensure that a Notice of Meeting is given in relation to every meeting, in accordance with the provisions of this Constitution.

15.2 The senior employee shall ensure that records are kept of the Association including the Constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions and reports made by or on behalf of the Association.

15.3 Unless the Board deems otherwise the Senior Employee shall be the Public Officer of the Association

16. GENERAL MEETINGS

The meetings of the MCC shall be:

16.1 An Annual General Meeting of the Members of the MCC

16.2 A Special General Meeting of the Members of the MCC

17. ANNUAL GENERAL MEETING

17.1 The Annual General Meeting shall be held annually no later than six (6) months after the end of the financial year as determined by the Board.

17.2 Business of the Annual General Meeting shall be:

17.2.1 To confirm the minutes of the last preceding Annual General Meeting

and of any Special General Meeting held since that meeting;

17.2.2 To receive the annual report, the audited financial statement and any other reports;

17.2.3 To deal with any Notice of Motion;

17.2.4 To announce the results of the election of the Board as a result of the process described in paragraph 12;

17.2.5 To consider any nomination by the Board for the appointment of Honorary Member of the MCC;

17.2.6 To appoint an auditor;

17.2.7 To attend to any other matters in general business.

17.3 The Annual General Meeting may transact any general business of which notice is given in accordance with these rules.

17.4 The Senior Employee of the MCC shall at least 21 days before the date fixed for holding an Annual General Meeting or Special General Meeting give notice of such Annual General Meeting or Special General Meeting to the Members and shall specify in such notice the place, day and time for the holding of the meeting and the nature of the business to be transacted at such meeting.

17.5 A notice may be given by the association to any member by serving the member with the notice personally, by e mail or by sending it by post to the address appearing in the register of members.

17.6 Where a notice is sent by post:

17.6.1 The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and

17.6.2 Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

18. SPECIAL GENERAL MEETING

18.1 The Board may whenever it thinks fit convene a Special General Meeting of the MCC.

18.2 The Board on the request in writing of no less than 5% the Members of the MCC ("the petitioners") must convene a Special General Meeting of the MCC.

18.3 A request for a Special General Meeting shall state the objects of the meeting and shall be signed by the petitioners and lodged at the office of the MCC in accordance with this constitution.

- 18.4 If the Board does not convene a Special General Meeting within six (6) calendar weeks from the date on which a request is made in accordance with this constitution then the petitioners may convene the meeting but any meeting so convened may not be held after three (3) months from the date of the lodgment of the request.
- 18.5 If a special general meeting is not convened within six weeks, as required by 18.4 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

19. PROCEEDINGS AT GENERAL MEETINGS

19.1 Annual General Meeting or Special General Meeting

At an Annual General Meeting or Special General Meeting the quorum shall be 20% of the Members of the MCC being present and eligible to vote.

19.2 No Quorum

19.2.1 Should within half an hour, of the time set down for a meeting to commence, a quorum is not present then the meeting shall be adjourned and re-convened at a time within 1 month of the date of such meeting to be determined. If at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

19.2.2 Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.

19.2.3 If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the Chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

20. ADJOURNMENT OF GENERAL MEETINGS

20.1 The Chairperson of the Annual General Meeting or Special General Meeting at which a quorum is present may with the consent of the meeting adjourn the meeting. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

20.2 It is not necessary to give notice of an adjourned meeting.

21. VOTING AT GENERAL MEETINGS

- 21.1 Upon any question arising at an Annual General Meeting or a Special General Meeting of the MCC a Member has one vote only except where the Member is a Member Organisation wherein the Delegate(s) representing the Member Organisation shall each have one vote.
- 21.2 All votes shall be given personally or by duly nominated proxy.
- 21.3 No Member shall be entitled to vote at any Annual General Meeting or Special General Meeting if the annual subscription fee has not been paid in full by the member, or the member Organisation whom Delegate(s) represent(s).
- 21.4 Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

22. POLL AT GENERAL MEETINGS

- 22.1 If a secret ballot is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the secret ballot is the resolution of the meeting on that question.
- 22.2 A secret ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other secret ballot may be conducted at any time before the close of the meeting.

23. SPECIAL AND ORDINARY RESOLUTIONS

- 23.1 A special resolution as defined in the Act. A clause can be included repeating the definition in section 3 of the Act.
- 23.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

24. PROXY

- 24.1 If a Member proposes to vote by way of proxy then his/her/its duly nominated proxy shall be in the form supplied by the Board of the MCC and shall be provided to the Chairperson at the Annual General Meeting or the Special General Meeting prior to the commencement of the said meeting.
- 24.2 Each Member is entitled to hold a proxy on behalf of only one other Member.

25. MINUTES

- 25.1 Proper minutes of all proceedings of general meetings of the association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 25.2 The minutes kept pursuant to this rule must be confirmed by the members of

the association or the members of the committee (as relevant) at a subsequent meeting.

25.3 The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.

25.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

26. DISPUTE RESOLUTION

26.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between:

- A member and another member
- A member and the association.

26.2 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.

26.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

26.4 In this rule 'member' includes any person who was a member not more than six months before the dispute occurred. Section 40 of the Act provide that where the Board exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.

Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

27. STAFF

27.1 A staff member of the Association may be a member of the Association or any sub-committee.

27.2 A staff member working for the Association on a regular substantial basis:

27.2.1 Shall not be a member of the Board unless specifically provided in this

Constitution or any subsequent amendment; and

27.2.2 Shall not take part in decisions relating to staff, and shall remain absent from discussions relating to staff if so requested by a majority of the Board.

28. INCOME AND PROPERTY OF MCC

28.1 The income and property of the MCC however derived shall be applied solely towards promotion of the objects and purposes of the MCC.

28.2 No Office Bearer or Board Member of the Board shall be appointed to any salaried office of the MCC.

29. ACCOUNTS OF RECEIPTS AND EXPENDITURE

29.1 True accounts shall be kept:

29.1.1 of all sums of money received and expended; and

29.1.2 Of all assets and liabilities.

29.1.3 Records of these accounts shall be open to inspection by any Member and the Auditor at any reasonable time.

30. BANKING AND FINANCE

30.1 The Treasurer or his nominee shall receive all monies and ensure that official receipts are issued for all monies received.

30.2 The Board shall operate an account with a financial institution in the name of the MCC into which all monies received shall be paid as soon as possible by the Treasurer or his/her nominee.

30.3 Except with the authority of the Board no payment of the sum exceeding \$200.00 shall be paid by cash from the finds of the MCC. The Board may provide the Treasurer with a petty cash float to meeting urgent expenditure.

30.4 No funds shall be drawn on the MCC's bank account except for the payment of expenditure that has been authorised by the Executive of the Board.

30.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Executive of the Board.

31. FINANCIAL YEAR

The financial year of the MCC is the period beginning on 1 July in each year and ending on 30 June next following.

32. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association. Section 55 of the Act provides a prohibition against securing profits for members.

32.1 Gift Fund

Maintaining a Gift Fund - The Association must maintain a management account (Gift Fund):

32.1.1 To identify and record Gifts and Deductible Contributions

32.1.2 To identify and record any money received by the Association because of those Gifts and Deductible Contributions; and

32.1.3 That does not record any other money or property.

32.2 Taxation Administration Act requirements

In accordance with section 382-15 of Schedule 1 of the *Taxation Administration Act 1953* (CTH) the Gift Fund must record and explain all other acts the Association engages in that are relevant to the Association's status as a deductible gift recipient and show the use of the Gift Fund in accordance with Section 32.3.

32.3 Limits on use of Gift Fund

The Association must use the Gift Fund only for its purpose as set out in Section 5.

32.4 Winding up or revocation of deductible gift recipient endorsement

Upon the winding up of the Association; or the Association ceasing to be endorsed as a deductible gift recipient under subdivision 30BA of the *Income Tax Assessment Act 1997*, whichever is the earlier, any surplus Gifts and Deductible Contributions and money received by the Association because of those Gifts and Deductible Contributions must be transferred to an institution; which is charitable at law; whose constitution prohibits distributions or payments to its members and Board members, and gifts to which are deductible under Division 30 of the *Income Tax Assessment Act 1997* on the basis that it is characterised as a public benevolent institution as described in item 4.1.1 of the table in section 30 45 provided that the public benevolent institution has a similar statement of purpose to rule 5.

The identity of the institution referred to in Section 32.4 (a) must be decided by the Board, or if the Board does not wish to decide or does not decide, it must be

decided by the members by ordinary resolution at or before the time of winding up of the Association and, if the members do not decide by the Supreme Court of South Australia.

32.5 Receipts

Receipts for Gifts or Deductible Contributions must state the information required in the applicable provisions of Section 30 228 of the *Income Tax Assessment Act 1997*.

32.6 Gift

The term Gift means a gift to the Association as described in item 1 in section 30-15 of the *Income Tax Assessment Act 1997*.

33. NOTICES

A notice may be served by or on behalf of the MCC upon any Member either personally or by sending it through the post in a pre-paid letter addressed to the Member at his/her/its last nominated address.

34. SEAL

34.1 There shall be a seal of the MCC which shall contain the words "Multicultural Communities Council of South Australia Inc."

34.2 The seal shall be used on all documents and instruments used in the conduct of the business of the MCC and in particular:

34.2.1 Contracts which if made between private persons would be by law required to be in writing under seal;

34.2.2 An instrument appointing a person as agent or attorney of the MCC to execute deeds on its behalf and

34.2.3 Transactions touching the acquisition charging or disposal of any real any real or personal property of the MCC.

34.3 The seal shall be in the custody and under the control of the Public Officer and shall be used by the authority of the Board and every instrument or document to which the seal is affixed shall be signed by the Chairperson or in his/her absence the Deputy Chairperson and shall be countersigned by the Public Officer or such person appointed by the Board for such purpose.

35. HONORARY LIFE MEMBERSHIP

35.1 Nominations for life membership may be made to the Chairperson no later than 7 days prior to the last Board meeting held before a general meeting.

35.2 The Chairperson shall submit such nominations to the Board, which may at its

discretion, recommend to a general meeting that life membership should be granted to a specific individual or individuals who have given exceptional service to the Association.

35.3 Life membership will be granted by simple majority of those present at a general meeting.

35.4 A Life Member shall be entitled to all privileges of membership without paying the annual subscription, but will be subject to all other provision herein.

36. ACTS DEEMED VALID

All acts of the Board or of any Member thereof or of any officer of the MCC shall be deemed to be valid notwithstanding that it may afterwards be revealed that some defect existed in the appointment of the Board, the Member or the officer provided that the Board has ratified such acts.

37. CHANGES TO THE CONSTITUTION

37.1 This constitution may be amended altered varied added to, substituted or repealed by the members of the MCC at any Special General Meeting called for that purpose.

37.2 Such changes shall be approved by at least two thirds majority vote of the Members present at the said meeting in person or by proxy.

37.3 Notice of the proposed changes shall be sent in writing to all Members of the MCC at least 21 days before the date and time appointed for the holding of the Special General Meeting.

38. WINDING UP

38.1 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 with a similar Statement of Purposes as MCC.

38.2 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 any member of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

39. RULES

39.1 Rules These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules. The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as

required by the Act.

- 39.2 The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof. The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules.
- 39.3 Requirements of Section 24(6) and 24(7): Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by Consumer and Business Services, Corporate Services Commission.