



Multicultural Communities Council of South Australia

## Rules



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## Rules

### *MULTICULTURAL COMMUNITIES COUNCIL OF SOUTH AUSTRALIA Inc*

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#### **1. NAME**

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

#### **2. DESCRIPTION**

The MCCSA is an association of Members without political or sectarian affiliation and without racial discrimination established on a not for profit basis to represent and promote the interests of its members.

#### **3. AFFILIATIONS**

3.1 The MCCSA 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 MCCSA shall have the power to cooperate with or affiliate with any other organisation to further its objectives as shall be approved by members at either an 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.

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

4.6 “Member” means an Organisational, Associate (individual or corporate), Individual, Life or Friend of MCCSA.

- 4.7 "Life Members" shall be natural persons or organisations appointed as such by MCCSA.
- 4.8 "Associate Member Individual" shall be natural persons representing themselves.
- 4.9 "Associate Member Corporate" shall be an organisation which has an interest in multicultural affairs.
- 4.10 "Board" means the committee of management elected pursuant to clause 9 hereof.
- 4.11 "MCCSA" means Multicultural Communities Council of South Australia Incorporated.
- 4.12 "Member Organisation" means an incorporated multicultural or ethnic community organisation or an unincorporated ethnic or social group.
- 4.13 "Friends of MCCSA" means other peak organisational entities where there is shared/reciprocal membership.
- 4.14 "Register" shall mean the register kept in accordance with clause 8.6 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.
- 5.2 The MCCSA will provide benevolent relief by:
- 5.2.1 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;
  - 5.2.2 Negotiating emergency relief including accommodation;
  - 5.2.3 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;
  - 5.2.4 Encourage and facilitate the development of digital literacy programs and technology applications to reduce helplessness;

- 5.2.5 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;
- 5.2.6 Teaching life and employment skills to help marginalised CALD community members integrate into the Australian community;
- 5.2.7 Promoting advocacy skills to facilitate their participation in decision making processes;
- 5.2.8 Disseminating information to individuals, community groups and government;
- 5.2.9 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;
- 5.2.10 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;
- 5.2.11 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;
- 5.2.12 Doing all such other things as are incidental or conducive to the attainment of its purposes.

## **6. POWERS**

The powers of the MCCA 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 objectives of the MCCA.
- 6.3 To print and publish such newspapers, periodicals, books, leaflets or other documents for the promotion of the objectives of the MCCA.
- 6.4 To borrow or raise money in such manner and on such terms as approved by the Board or the MCCA.

- 6.5 To invest any money of the MCCSA not immediately required for any of its purposes in such manner as the Board may from time to time determine.
- 6.6 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 MCCSA.
- 6.7 To open and operate bank account(s).
- 6.8 To do all such other lawful things to attain the objects of the MCCSA.

## **7. ORGANISATION AND STRUCTURE**

The organisation and structure of the MCCSA 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**

The MCCSA shall consist of the following classes of membership:

- a. Organisation Member
- b. Individual Member
- c. Associate Corporate Member
- d. Associate Individual Member
- e. Life Member
- f. Friend Member

#### **8.1.1 Organisation Member**

Organisational membership means an incorporated multicultural or ethnic community organisation or an unincorporated ethnic or social group with a demonstrated interest and involvement in multicultural and ethnic affairs. Only Delegates from member organisations may be elected to the Board.

### **8.1.2 Individual Member**

As from the passing of the Rules by a Special General Meeting no new Individual Members shall be admitted to the MCCA under this category. Existing Individual Members shall continue to retain all their rights and privileges so long as their membership is financial. Membership fees for continuing Individual Members will be set by the Board each year. Should they so desire Individual Members may, on application, have their individual membership transferred to that of an Associate Member without the formalities of a normal Associate Membership application.

### **8.1.3 Associate Member (Corporate)**

Any organisation 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 attached Statement of Purposes may become a member, provided that such an organisation is duly admitted to Associate Membership in accordance with the provision of these Rules. An Associate Member (Corporate) has no voting rights and cannot be elected to the Board. They are required to pay fees and can use MCCA facilities as determined by the Board.

### **8.1.4 Associate Member (Individual)**

Is a natural person, who is not representing and/or was not nominated by a community organisation or group, can become an Associate Member. They must apply for membership in writing on the prescribed form supplied by the MCCA. An Associate Member is not required to pay any fees, will have no voting rights and cannot be elected to the Board.

### **8.1.5 Life Member**

Is an honour bestowed by the Board on an individual member whose exceptional, loyal and outstanding service and contribution has provided immeasurable benefit to the MCCA over an extended period of time.

### **8.1.6 Friend Member**

This membership type represents other peak organisational entities where there is shared/reciprocal membership. A Friend Member is not required to pay any fees, will have no voting rights and cannot be elected to the Board.

## **8.2 Application process**

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

- 8.2.1 In writing on the prescribed form supplied by the Board of the MCCA.
- 8.2.2 Be accompanied by the written consent of the Executive Committee of the Member Organisations seeking membership of the MCCA.
- 8.2.3 Shall be represented by no more than two (2) delegates, at least one of whom is the member of the Executive Committee of such organisation.
- 8.2.4 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.
- 8.2.5 Shall have paid all outstanding membership fees and other dues to MCCA.

Associate Members and Friends of MCCA should apply on the prescribed forms for such membership.

As soon as practicable after the receipt of an application for membership, either as an Organisation, Associate Member or Friend the same shall be considered by the Executive or Board which shall determine upon the admission or rejection of the application.

The Board shall not admit an organisation, ethnic/community group or Associate Individual or Corporate or Friend to membership unless it is satisfied that the said membership application is aligned with the objectives of the MCCA.

The Board does not have to give any reason for rejecting an application for membership.

On acceptance of any application for membership, or upon appointment of a Life Member, the name of the applicant or appointee shall be entered in the register whereupon and when the name shall be so entered such persons shall, unless in arrears with any monies due and owing to the MCCA, be entitled to all privileges associated with membership.

## **8.3 Subscriptions**

- 8.3.1 The subscription fees for membership shall be determined from time to time by the Board.



- 8.3.2 The subscription fees shall be payable annually on 1 July or a time that the Board determines.
- 8.3.3 Any member whose subscription is outstanding for more than three months after the due date for payment, shall cease to be a member of the MCCSA, 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 MCCSA be regarded as a financial member.

#### **8.4 Resignations**

An Associate Member or Organisation may at any time resign from the MCCSA by tendering a letter of resignation to the Chairperson of the MCCSA.

- 8.4.1 Upon receipt of a notice under paragraph 8.6 hereof the Chief Executive Officer shall remove the name of the Associate Member or Organisation from the Register when the resignation has been accepted by the Board.
- 8.4.2 An Organisational Member whose membership has lapsed and who wishes to renew their membership must apply for membership as provided for in paragraphs 8.2.

#### **8.5 Members And Representation**

- 8.5.1 Only delegates of Member Organisations and Individual Members (grandfathered) may vote at a General Meeting or Special General Meeting.
- 8.5.2 Each Member Organisation shall be entitled to appoint up to two persons as Delegates to represent it at any meeting of the MCCSA but are only entitled to one vote as per Rule 21.1. At least one of the Delegates must be member of the Executive Committee of the Member Organisation.
- 8.5.3 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 member who records the highest votes shall become members of the Board.
- 8.5.4 Forms for nomination of persons to represent a Member Organisation shall be sent to all Member Organisations together with the annual subscription notice.
- 8.5.5 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.

## **8.6 Register of Members**

The Chief Executive Officer shall keep a Register of Members of the MCCSA. Such register must include a list of Member Organisations, Individual Members, Associate Members, and Life Members.

## **8.7 Expulsion and Suspension of Members**

Subject to this rule the Board may recommend for expulsion, a Member (Individual, Organisational or Associate) of the MCCSA if in the opinion of the Board the Member has been guilty of conduct detrimental to the interests of the MCCSA.

- 8.7.1 Such Member shall be suspended until the next Annual General Meeting.
- 8.7.2 A suspended Member recommended for expulsion by this rule may be expelled by vote of the Members present at the Board meeting.
- 8.7.3 Any Member that is suspended by the Board as a Member pursuant to this rule has the right to appeal to the Board against such suspension and proposed expulsion.
- 8.7.4 The suspended Member shall comply with any procedure regarding appeal that is stipulated by the Board.

## **9. BOARD**

- 9.1 The Board should be reflective of the social issues of the day and Management shall be vested in a Board of up to and no more than ten members, including:
  - 9.1.1 Up to Eight members elected at the Annual General Meeting as hereinafter provided;
  - 9.1.2 The Board can appoint up to two (2) natural persons as member of the Board on such terms as the Board may determine. The Co-opted member would be a person who possess special or particular skills or qualifications that are desirable for the Board, or for any other reason determined by the Board. Their term of appointment to the board shall be reviewed anytime by the elected members of the Board on recommendation of the Chief Executive Officer.
- 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 co-opted. 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 the Rules, 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 MCCSA 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. Office bearers shall constitute the Executive. The Executive will bring its recommendations to the Board for ratification or in minor or emergency matters have the right of regulation.
- 9.5 The Board shall meet as often as may be required to conduct the business of the MCCSA but not less than six times in each calendar year.
- 9.5.1 The meetings can be either, face to face, teleconference or video conferencing.
- 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.

## **10. POWERS AND RESPONSIBILITIES OF THE BOARD**

- 10.1 The Board shall control and manage the affairs and exercise the powers of the MCCSA in accordance with the Rules and taking into account any recommendation or resolution forthcoming from a duly constituted meeting of the MCCSA.
- 10.2 The Board is subject to the Act and these Rules but may exercise all such powers and functions essential to the proper management of the business and affairs of the MCCSA other than those powers and functions which are required by these Rules to be exercised by the Members at either an 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 MCCSA.
- 10.4 The Board may appoint sub-committees of members and non-members 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 MCCA;
- 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 at 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 at the Annual General Meeting.

12.3 Nomination of a candidate for election to the Board shall be:

- 12.3.1 Made by the appointed Delegates of Member Organisations who are financial Members of the MCCA;
- 12.3.2 Made in writing on a form provided by the MCCA;

- 12.3.3 Made by a Member Organisation
  - 12.3.3.1 Who have completed at least twenty-four consecutive months of membership by the date of notice of an AGM, as a Member Organisation of the MCCA.
  - 12.3.3.2 Who have no outstanding subscription or fees.
  - 12.3.3.3 Proposed by a delegate of the Member Organisation of the MCCA and seconded by a current MCCA Board Member.
- 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. Following procedures outlined in 9.5.1
- 13.2 Extraordinary meetings of the Board may be convened by the Chairperson or on the petition of four of its members.
- 13.3 Notice of no less than three days shall be given to members of the Board of any extraordinary 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 MCCA the quorum shall be at least 50% of the total persons elected or appointed to the Board.
- 13.5 Disqualification of Board members

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

- 13.5.1 Disqualified from being a Board member by the Act or by a court order made under the Act;
- 13.5.2 Expelled as a member under these Rules;
- 13.5.3 Permanently incapacitated by ill health;

- 13.5.4 Engages in a conduct that, according to the 3/4 majority of the Board, has been detrimental to harmonious multicultural environment in South Australia and does not reflect positively on the MCCSA;
- 13.5.5 Becomes bankrupt;
- 13.5.6 Any member of the Board who is absent without apology and due cause for more than three meetings in a calendar year or a financial year shall forfeit their position as a member of the Board;
- 13.5.7 No longer the duly appointed representative of a Member Organisation.

#### **14. VACATION OF OFFICE AND FILLING OF VACANCIES**

- 14.1 For the purposes of the Rules 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 MCCSA.
- 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. CHIEF EXECUTIVE OFFICER**

The Board may appoint a Chief Executive Officer (whether or not so called) to be responsible for the day-to-day management of the MCCA, and may delegate such tasks to the Chief Executive Officer as the Board believes to be appropriate from time to time. The CEO is an Ex Officio member of the Board and the Executive Committee. The CEO is the Public Officer of the MCCA.

## **16. GENERAL MEETINGS**

The meetings of the MCCA shall be:

- 16.1 An Annual General Meeting of the Members of the MCCA.
- 16.2 A Special General Meeting of the Members of the MCCA.

## **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 Life Member of the MCCA;
  - 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 Chief Executive Officer of the MCCA shall at least 21 days before the date fixed for holding an Annual General Meeting give notice of such Annual 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 MCCSA 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 MCCSA.

18.2 The Board on the request in writing of no less than 5% the Members of the MCCSA (“the petitioners”) must convene a Special General Meeting of the MCCSA. Notice of this meeting must be given by the Chief Executive Officer of the MCCSA shall at least 21 days before the date fixed for holding Special General Meeting give notice of such 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.

18.3 A request for a Special General Meeting shall state the objectives of the meeting and shall be signed by the petitioners and lodged at the office of the MCCSA in accordance with the Rules.

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 the Rules 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 lodgement 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 10% of the Members of the MCCA 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 one 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 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 Board member.

## **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 MCCA an Individual Member has one vote only, as does each financial organisation.

21.2 All votes shall be given personally or by duly nominated proxy.

21.3 No delegate 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 1st July of each financial year by the Organisation which the Delegate represents.

21.4 No Individual 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 1st July of each financial year.

21.5 All Life Members are entitled to a vote at all Annual General or Special General Meetings of the MCCA.

- 21.6 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.
- 21.7 Associate Members (Corporate or Individual) and Friends of MCCSA have no voting rights.

## **22. POLL AT GENERAL MEETINGS**

- 22.1 If a secret ballot is demanded by at least five (Organisational, Individual and Life) 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 an (Organisational, Individual, Life) 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 MCCSA 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 (Organisational, Individual, Life) Member are 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 MCCSA and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books or electronic formats kept for the purpose.
- 25.2 The minutes kept pursuant to this rule must be confirmed by the members of the MCCSA or the Board members (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 MCCA
- 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 or Organisation that has been a Member for not more than six months before the dispute occurred. Section 40 of the Act provides 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 MCCA, 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**

A Staff member of the MCCA may not become a delegate of a Member Organisation or become a member of the Board.

## **28. INCOME AND PROPERTY OF MCCA**

- 28.1 The income and property of the MCCA however derived shall be applied solely towards promotion of the objectives and purposes of the MCCA.
- 28.2 No Office Bearer or Board Member of the Board shall be appointed to any salaried office of the MCCA.

## **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 and pay all monies and ensure that official receipts are issued for all monies received, in compliance with the Financial Policy approved by the Board.

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

30.3 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 in compliance with the Financial Policy approved by the Board.

## **31. FINANCIAL YEAR**

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

## **32. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS AND EMPLOYEES**

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

### **32.1 Gift Fund**

Maintaining a Gift Fund - The MCCSA 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 MCCSA 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 MCCA engages in that are relevant to the MCCA'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 MCCA 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 MCCA; or the MCCA 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 MCCA because of those Gifts and Deductible Contributions must be transferred to an institution; which is charitable at law; whose Rules 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 MCCA 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 MCCA 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 MCCA 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 MCCSA, 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 MCCSA 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 MCCSA 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 MCCSA.
- 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. LIFE MEMBERSHIP**

- 35.1 Nominations for life membership may be made to the Chairperson no later than the 30<sup>th</sup> June annually to be acknowledged at the next Annual 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 MCCSA.
- 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**

To the extent permissible under the Act, all acts of the Board or of any Member thereof or of any officer of the MCCSA 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 RULES**

- 37.1 The Rules may be amended altered varied added to, substituted or repealed by the members of the MCCA 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 MCCA 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 MCCA, the assets of the MCCA remaining after the payment of the MCCA's liabilities shall be transferred to another organisation in Australia which is a Public Benevolent Institution with a similar Statement of Purposes as MCCA.
- 38.2 The assets and income of the MCCA 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 MCCA except as bona fide compensation for services rendered or expenses incurred on behalf of the MCCA.

### **39. REGULATIONS**

The Board of MCCA has the power to set regulations deemed necessary to the well-being of the organisation so long as such regulations are not contrary to the Rules.