

Hunter Multicultural Communities Incorporated (HMC) is a non-profit Public Benevolent Institution providing health, welfare and cultural services, programs and support to the aged, disabled, youth and disenfranchised in the existing migrant, emerging refugee and broader communities of the Hunter Region.

CONSTITUTION

Unanimously endorsed in its entirety by Association Members at a Special General Meeting of the Association on January 11, 2017 at 5.30pm at the ECC at 2A Platt Street, Waratah NSW 2298.

RULES OF HUNTER MULTICULTURAL COMMUNITIES INCORPORATED
(formerly the ETHNIC COMMUNITIES COUNCIL
OF NEWCASTLE AND THE HUNTER REGION INCORPORATED)
ABN 66 516 562 944
Incorporation No. Y 03097-40

AIMS AND OBJECTIVES

AIMS OF THE ASSOCIATION

Hunter Multicultural Communities Incorporated (HMC) is a non-profit Public Benevolent Institution providing health, welfare and cultural services, programs and support to the aged, disabled, youth and disenfranchised in the existing migrant, emerging refugee and broader communities of the Hunter & Central Coast Regions.

OBJECTIVES OF THE ASSOCIATION

- ❑ To promote cooperation between multicultural, community and religious organisations on issues of common concern – aging, youth, health, welfare, education and access to services.
- ❑ To provide, maintain and improve community facilities that will be accessible, affordable and widely utilised for community capacity building and for servicing the aged, youth and disabled.
- ❑ To encourage active participation of cultural and linguistically diverse (CALD) communities in the decision-making processes and social, cultural and economic life of Hunter and Central Coast communities.
- ❑ To encourage self-help within and between member organisations to ensure that all members receive the support and assistance necessary for a healthy and productive life.
- ❑ To promote the development of an inclusive, harmonious, just and equitable Australian society based on the principles of ‘multiculturalism’ and ‘a fair go for all’.
- ❑ To preserve the historical and cultural accretion of multicultural communities in the Hunter Region and their contribution to the wider community in NSW and Australia.
- ❑ To assist all new and emerging community groups undertaking the settlement process by utilising the cultural and linguistic skills of established immigrants and the community facilities available at the HMC to facilitate a harmonious transition into Australian mainstream society.
- ❑ To provide fit-for-purpose health, wellness and aged welfare services available to Hunter and Central Coast communities.
- ❑ All assets and income of the HMCI shall be applied solely in the pursuit of the above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of the HMCI except as bona fide compensation for services rendered or expenses incurred on behalf of the HMC.

RULE 1: **POWERS:**

- (1) The Association shall have all the powers conferred in Section 17(1) of the Act.

PART I
PRELIMINARY

RULE 2: **INTERPRETATION**

- (1) In these rules, except insofar as the context or subject matter otherwise indicates or requires:
- a) “*Association*” refers to the Hunter Multicultural Communities Incorporated (HMC), formerly known as the Ethnic Communities Council of Newcastle & the Hunter Region Incorporated (ECCNHRI).
 - b) “*Board*” means the nine (9) to eleven (11) person group made up of various numbers of delegates, individual members and life members elected by the membership to manage the Association.
 - c) “*Secretary*” means the person holding office under these rules as secretary of the Association;
 - d) “*Special General Meeting*” means a general meeting of the association other than annual general meeting;
 - e) Unless otherwise stated, “*The Act*” means the *Associations Incorporation Act, 2009*
 - f) “*The Regulation*” means the *Associations Incorporation Regulation, 2016*;
 - g) “*Multicultural*” incorporates ideas, beliefs or people from many different countries and cultural backgrounds.
 - h) “*Delegate*” means a representative, nominated by a financial member organisation, to formally represent that organisation at general meetings.
 - i) An “*Individual Member*” is not aligned to any *Member organisation*.
 - j) A “*Life Member*” is deemed to have the same rights as a delegate.
 - k) “*Member organisation*” means a non-profit association, society, club or similar body, whether incorporated or unincorporated, that has a formal written constitution, and represents the interests of a particular group of a cultural heritage, community or religion.
- (2) In these rules:
- a reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II

MEMBERSHIP

RULE 3: MEMBERSHIP GENERALLY

- (1) The membership of the Association shall consist of:
- a) Multicultural member organisations that were members of the association immediately before the incorporation of the association and have not ceased to be financial members of the association at any time after incorporation; and
 - b) Multicultural, Community and Religious organisations that have applied for membership of the association and have been approved for membership by the Board of the association.

- (2) Each member Multicultural, Community or Religious organisation shall be represented within the Association by a Delegate or Delegates appointed by the Member organisation depending on the number of members within that specific Member organisation.

The following applies:

- a) A Member organisation with not less than 15 Members, but not more than 250 Members – *1 Delegate*;
- b) A Member organisation with more than 250 Members but not more than 750 Members – *2 Delegates*;
- c) A Member organisation with more than 750 Members – *3 Delegates*.

When a Member organisation appoints or changes its Delegates, it must notify immediately in writing such appointments and changes to the Association Secretary.

- (3) The Membership of the Association shall also include the category of **INDIVIDUAL MEMBER** as part of its Membership structure. An Individual Member is:

- a) An Individual person who is not a Delegate of a Member organisation and therefore not eligible for full voting rights available to a Delegate.
- b) A person may become an Individual Member of the Association by being nominated by a Member organisation, Delegate or an existing financial Individual Member and by receiving the approval and endorsement of the Committee at a bi-monthly Committee meeting
- c) An Individual Member can be elected to the Committee of the Association at an Annual General Meeting
- d) An Individual Member can be nominated to serve on a Sub-Committee or delegation of the Association.
- e) An Individual Member has limited voting rights in the election of the Committee and other matters of business at the Annual General Meeting with the following weighting being applied:

1 VOTE FULL DELEGATE = 10 ASSOCIATE MEMBER VOTES

- f) A limit of ten (10) Individual Members will be allowed Membership from any one Multicultural, Community and Religious Member organisation.

(4) the membership of the Association shall also include the category of Life Member as part of its membership structure.

- a) A life member is a person who through their long service and active participation in HMC, and previously the ECCNHRI, and has made an outstanding contribution to the Association.
- b) The awarding of a life membership should be limited to one (1) per year and nominations must have the unanimous support of the Board for endorsement by the annual general meeting.
- c) a life member is relieved from payment of any annual subscription and but otherwise is afforded the same rights and privileges as a full delegate of a member organisation.

RULE 4: APPLICATION FOR MEMBERSHIP

- (1) an application for membership of the Association, either by an organisation, or an individual, shall be made in writing on the Application for Membership form and lodged with the Secretary of the Association.
- (2) as soon as practicable after receiving the application for membership, the secretary shall refer the application to the Board to approve or to reject the application.
- (3) where the Board determines to approve an application, the Secretary shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant pay, within the period of 28 days, the annual membership fee.
- (4) The secretary shall, on payment by the applicant of the amount referred to in clause (3) within 28 days, enter the applicant name in the register of membership and, upon the name being so entered, the member organisation or individual member of the association.

RULE 5: CESSATION OF MEMBERSHIP

A person ceases to be a member of the Organisation if the person:

- (1) dies, or
- (2) resigns membership, or
- (3) is expelled from the Association, or
- (4) fails to pay the annual membership fee under Rule 8 (2) within three (3) months after the fee is due.

RULE 6: RESIGNATION OF MEMBERSHIP

- (1) a member of the Association, who has paid all amounts payable, in respect of the member's membership, may resign from membership of the Organisation by first giving not less than one (1) months' notice in writing to the Secretary.
- (2) where a member ceases to be a member of the Association pursuant to clause (1), and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

RULE 7: REGISTER OF MEMBERS

- (1) the Secretary of the Association shall maintain a register of member organisations and individual members of the Association, specifying the name and address of each member together with the date on which such person became a member.
- (2) the register of members shall be kept at 2A Platt Street, Waratah, NSW, 2298, the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable time.
- (3) the Secretary shall also establish and maintain a register of delegates of members of the Association specifying the name and address of each delegate, together with the date on which such person became a delegate and the register of delegates shall also be kept at 2A Platt Street, Waratah NSW 2298, the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Organisation at any reasonable time.
- (4) A member can request that any information contained on the register about him/her (other than the member's name) be kept confidential and not available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

RULE 8: FEES, SUBSCRIPTIONS, ETC.

- (1) a member of the Association shall, upon admission to membership, pay to the Association an annual fee as determined by the Board.
- (2) the membership year will run from July 1 until June 30 in consecutive years.

RULE 9:**MEMBERS' LIABILITIES**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount unpaid by the member in respect of membership of the Association as required by Rule 8.

RULE 10:**DISCIPLINING OF MEMBERS**

- (1) A complaint may be made to the Board by any person who is a member of the Association, that any other member:
 - a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious.
- (3) If the Board decides to deal with the complaint, the Board must:
 - a) serve notice of the complaint on the member concerned, and;
 - b) give the member at least fourteen (14) days from the time the notice is served to make submissions to the Board connection with the complaint, and;
 - c) take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint, and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the Secretary must, within seven (7) days after the action is taken, give written notice to the member of the action taken, the reasons given by the Board for having taken that action, and of the member's right of appeal under Rule 11.
- (6) The expulsion or suspension does not take effect:
 - a) until the expiration of the period within which the member is entitled to appeal against the resolution, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under Rule 11, whichever is the later.
- (7) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member and members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (8) If a dispute is not resolved by mediation within three (3) months of the referral to the Community Justice Centre, the dispute is to be referred to arbitration.

(9) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

RULE 11: **RIGHT OF APPEAL OF
DISCIPLINED MEMBER**

- 1) a member may appeal to the association in a general meeting against a resolution of the Board which is confirmed under Rule 10: Clause (4), within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect:
 “the notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 2) Upon receipt of a notice from a member under Rule 11: Clause (1) the Secretary shall notify the Board which will convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- 3) At a general meeting of the Association convened under Rule 11: Clause (2):
 - a) no business other than the question of the appeal shall be transacted,
 - b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing or both, and
 - c) delegates and individual members shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 4) The appeal is to be determined by a simple majority of votes cast by written ballot by delegates and individual members of the association.

PART III
THE BOARD

RULE 12: **POWERS, ETC. OF BOARD**

The between nine (9) and eleven (11) Association delegates, individual members and life members elected at an annual general meeting to oversee the Association will be called the Board, and will be subject to the Act, the Regulations, the Constitution and to any resolution passed by the Association in general meeting:

- a) shall control, manage and delegate the affairs of the Association.
- b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of members of the Association, and
- c) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

RULE 13:**CONSTITUTION AND
MEMBERSHIP**

- (1) The Board shall consist of no less than nine (9) and no more than eleven (11) persons, each of whom shall be elected at an annual general meeting for a period of two years and subject to Rule 13: Clause (3) and Rule 14.
 - a) there will be a maximum of two (2) representative of each cultural heritage to hold office on the Board at any one time.
 - b) Individual members can nominate for the Board and there shall be a maximum of four (4) Individual Members on the Board at any one time.
- (2) the office bearers of the Association shall be:
 - a) the President
 - b) the Vice-President
 - c) the Treasurer
 - d) the Secretary

who will be elected by the Board members from among their number at the first meeting of the Board held after the election of such Board members at an Annual General Meeting of the Association pursuant to Rule 14.

 - e) The Public Officer's role can be joined with another role on the Board.
- (3)
 - a) each member of the Board shall be elected for a period of two (2) years from the annual general meeting at which they were elected, and will be eligible for re-election after that term.
 - b) In the event of a casual vacancy occurring in the membership of the B Board, the Board may appoint a person to fill the vacancy and that person will fulfill the full term of the Board Member that he/she is replacing until the conclusion of the annual general meeting in line with Rule 13-3.
- (4) each member of the Board must undergo, and achieve a Police Record Clearance and also agree to abide by the association's Board Code of Conduct
- (5) In line with the new Constitution. All existing Board Positions will cease and be declared open in line with Rule 13.3

RULE 14:**ELECTION OF BOARD
MEMBERS**

- 1) Nomination of candidates for election as members of the Board:
 - a) shall be made in writing on the prescribed Board Nomination Form and nominated and seconded by two persons being, either delegates representing two (2) distinct and separate financial Association member organisations from a different cultural heritage or by a Life Member or a member of the current Board.
 - b) Shall be accompanied by the written consent of the candidate on the Board Nomination Form.

- c) Must be delivered to the secretary of the Association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 2) The Secretary will then determine the constitutional validity of the nominations and inform nominees in writing of acceptance or reasons for rejection of the nomination.
- 3) if insufficient valid nominations are received to fill all vacancies on the Board, the candidates nominated with valid nominations shall be deemed to be elected and any further vacant positions remaining on the Board will be deemed to be casual vacancies to be filled at a later date by the Board provided there is a majority vote of 75% of the Board on this matter.
- 4) if the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 5) the ballot for the election of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- 6) All persons nominated for Board positions of the Association must be financial members of the Association, delegates of a financial member organisations or honorary life members.

RULE 15:**SECRETARY**

- 1) the Secretary of the Association shall, as soon as practicable after being appointed secretary, lodge notice with the Association of his or her address.
- 2) it is the duty of the secretary to keep minutes of:
 - a) all appointments of office-bearers and members of the Board.
 - b) names of members of the Board present at a Board meeting or a general meeting, and
 - c) all proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
 - d) Meeting minutes can be kept in written or electronic form and that the chairperson can sign the minutes of meeting proceedings electronically.

RULE 16:**TREASURER**

The treasurer of the Association is to ensure that:

- 1) all money due to the association is collected and received and that all payments authorised by the association are made, and
- 2) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the Association.

RULE 17:**PUBLIC OFFICER**

A public officer is the official point of contact for an incorporated association and one of the authorised signatories and must be contactable through the Association's main place of business i.e. 2A Platt Street, Waratah, NSW 2298.

RULE 18:**EXECUTIVE OFFICER****1) Appointment of the Executive Officer**

The Board may appoint an Executive Officer either for a specified term or without specifying a term.

2) Powers of the Executive Officer

The Board may delegate any of the powers of the Board to the Executive Officer:

- a) On the terms and subject to any restrictions the Board decides; and
- b) So as to be concurrent with, or to the exclusion of, the powers of the Board, and may revoke the delegation at any time.

3) Termination of Appointment of Executive Officer

The appointment of an Executive Officer terminates if the Board by special resolution removes the Executive Officer from the office of Executive Officer (which, subject to any contract between the Association and the Executive Officer, the Board has power to do), whether or not the appointment was expressed to be for a specified term.

RULE 19:**CASUAL VACANCIES**

1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office subject to this constitution and until the end of the full term of the vacancy.

2) For the purposes of these rules, a casual vacancy in the office of a Board member occurs if the member:

- a) dies, or
- b) ceases to be a member of the association, or
- c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- d) resigns office by notice in writing given to the secretary, or
- e) is removed from office under clause 19, or
- f) becomes a mentally incapacitated person, or
- g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
- h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

3) In the filling of a casual vacancy, if the vacancy was left by a delegate of a particular Multicultural, Community or Religious organisation, priority should be given, as far as practicable, to the filling of that casual vacancy with a member of the same Multicultural, Community or Religious organisation as was the Member that he/she is replacing.

RULE 20:**REMOVAL OF MEMBERS**

1) The Association in a general meeting may, by resolution, remove any member of the Board from the office of member before the expiration of the member's

term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- 2) Where a member of the Board to whom a proposed resolution referred to in Rule 19 Clause (1) makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

RULE 21: **BOARD MEETINGS AND**
A QUORUM

- 1) the Board shall meet at least six (6) times in a twelve (12) month period, at such place and time as the Board may determine.
- 2) additional meetings of the Board may be convened by the President or by any member of the Board.
- 3) Oral, written or electronic format notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least 48 hours before the time appointed for the holding of the meeting.
- 4) notice of a meeting given under Rule 19 Clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that notified business shall be transacted at the meeting, except business which the Board members present at the meeting and unanimously agree to treat as urgent business.
- 5) any six (6) members of the Board constitutes a quorum for the transaction of the business of a meeting of the Board.
- 6) no business shall be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a time and place to be notified by the Secretary.
- 7) if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 8) At a meeting of the Board:
 - a) the president or in the president's absence, the vice-president shall preside, or
 - b) if the president and the vice-president are absent or unwilling to act such one of the remaining members of the Board, as may be chosen by the members present at the meeting, shall preside.

RULE 22: **DELEGATION BY BOARD TO**
SUB-COMMITTEE

- 1) the Board may, by instrument in writing, delegate to one or more sub-Committees (consisting of such delegate or delegates of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board are specified in the instrument, other than:
 - a) this power of delegation, and

- b) a function which is a duty imposed on the Board by the Act or by any other law.
- 2) a function, the exercise of which has been delegated to a sub-Committee under this rule may, while the delegation remains unprovoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3) a delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- 5) any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- 6) the Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 7) A sub-committee may meet and adjourn as it thinks proper.

RULE 23: **VOTING AND DECISIONS**

- 1) questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-Board present at the meeting.
- 2) each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) subject to Rule 21: (5) the Board may act notwithstanding any vacancy on the Board.
- 4) an act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the Board or sub-committee.

PART IV
GENERAL MEETING

RULE 24: **ANNUAL GENERAL MEETINGS –
HOLDING OF**

- 1) the Association shall convene an annual general meeting of its members and individual members at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association.
- 2) Rule 24 Clause (1) has effect, subject to any extension or permission granted by the Commission under section 26 (3) of the Act.
- 3) and in accordance with Rule 52 which defines the association's Financial Year.

RULE 25: **ANNUAL GENERAL MEETINGS –
CALLING OF, AND BUSINESS AT**

- 1) the annual general meeting of the Association shall subject to the Act and to Rule 24, be convened on such date and at such place and time as the Board thinks fit.
- 2) in addition to any other business which may be transacted at an annual general meeting, the business of an 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 a report upon the activities of the association during the last preceding financial year,
 - c) to receive and consider the financial statement which required to be submitted to members under the Act.
 - d) to elect members of the Board.
- 3) an annual general meeting shall be specified as such in the notice convening it.

RULE 26: **SPECIAL GENERAL MEETINGS –
CALLING OF**

- 1) the Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 2) the Board shall, on the requisition in writing of not less than ten percent (10%) of the total number of delegates of the membership convene a special general meeting of the association.
- 3) a requisition of delegates for a special general meeting:
 - a) shall state the purpose or purposes of the meeting
 - b) shall be signed by the delegates making the requisitions,
 - c) shall be lodged with the Secretary, and
 - d) may consist of several documents in similar form, each signed by one or more of the members making the requisition.
- 4) If the Board fails to convene a special general meeting within one (1) month after the date on which a requisition of delegates for the meeting is lodged with the secretary, any one or more of the delegates, who made the requisition, may convene a special general meeting to be held not later than three (3) months after that date.
- 5) a special general meeting convened by a delegate or delegates as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

RULE 27: **NOTICE**

- 1) except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or by electronic means such as email,

to each delegate and individual member at the street or email address appearing in the register of delegates and individual members, a notice specifying the place, date and time for the meeting and the nature of the business proposed to be transacted at the meeting.

- 2) where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- 3) no business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 23 (2).
- 4) a delegate or Individual member desiring to bring any business before a general meeting must give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

RULE 28:

QUORUM AT A GENERAL MEETING

- 1) no item of business shall be transacted at a general meeting unless a quorum of delegates and individual members entitled under these rules to vote is present during the time the meeting is considering that item.
- 2) Ten (10) delegates present (from separate and non-affiliated member organisations, entitled under these rules to vote at a general meeting) constitute a quorum for transaction of the business of a general meeting.
- 3) Individual Members are not counted in the 10 for a quorum.
- 4) if within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting (if convened upon the requisition of delegates) shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to delegates given before the day to which the meeting is adjourned) at the same place.
- 5) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the delegates present, being not less than ten (10), are to constitute a quorum.

RULE 29:

PRESIDING MEMBER

- 1) the president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Association.
- 2) if the president and the vice-president are absent from a general meeting or unwilling to act, the delegates present shall elect one of their number to preside as chairperson at the meeting.

RULE 30:

ADJOURNMENT

- 1) the chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at 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.
- 2) where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 3) except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

RULE 31:**MAKING OF DECISIONS**

- 1) a question arising at a general meeting of the Association shall be determined on:
 - a) a show of hands or;
 - b) by a written ballot if on the motion of the chairperson or if three or more delegates present at the meeting decide that the question should be determined by a written ballot.
- 2) If the question is to be determined by a show of hands, the chairperson must declare, that a resolution has on a show of hands, been carried or not carried Unanimously or carried by a particular majority or lost. This is to be included in the minutes of the meeting.
- 3) where a written poll is demanded at a general meeting, the poll shall be taken:
 - a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - b) in any case, in such manner and at such time before the close of the meeting as the chairperson directs.
 - c) And the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

RULE 32:**SPECIAL RESOLUTION**

A resolution of the Association is a Special Resolution if:

- 1) it is passed by a majority which comprises not less than three quarters of such delegates of the association entitled to vote under these rules at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- 2) where it is made to appear to the Association that it is not possible or practicable for the resolution to be passed in the manner specified in Rule 31:1
 - (a) – the resolution is passed in a manner specified by the Association.
- 3) A special resolution may only be passed by the Association in accordance with section 39 of the Act.

RULE 33: VOTING

- 1) Upon any questions arising at a general meeting of the Association, each delegate of a member organisation has one vote only.
- 2) All votes of the delegates shall be given personally.
- 3) Individual members of the Association shall have one vote only in line with Rule 3 subsection 3) subsection e).
- 4) in the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 5) a delegate or individual member is not entitled to vote at any general meeting of the association unless all money due and payable to the Association has been paid.

RULE 34: APPOINTMENT OF PROXY

Proxy voting is not allowed under the Constitutional rules.

PART V

MISCELLANEOUS

RULE 35: INSURANCE

The Association must effect and maintain all required forms of insurance.

RULE 36: FUNDS – SOURCE

- 1) the funds of the Association shall be derived from annual subscriptions of member organisations and individual members, donations and subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- 2) all money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank accounts.
- 3) the Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

RULE 37: FUNDS – MANAGEMENT

- 1) subject to any resolution passed by the Association at an annual general meeting, the funds of the Association shall be used in pursuance of the objectives of the Association in such manner as the Board determines.
- 2) all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) signatories as authorised to do so by the Board.

RULE 38: **CHANGE OF NAME OBJECTIVES
& CONSTITUTION**

An application to the Director General for registration of a change of the Association's name, objects or Constitution in accordance with Section 10 of the Act is to be made by the Public Officer or a Board member following ratification by a general meeting of the Association.

RULE 39: **COMMON SEAL**

- 1) the common seal of the Association shall be kept in the custody of the public officer and/ or the executive officer at 2A Platt Street, Waratah, NSW 2298, the principal place of administration of the association.
- 2) the common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two (2) members of the Board.

RULE 40: **CUSTODY OF BOOKS**

Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

RULE 41: **INSPECTION OF BOOKS**

- 1) The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.
- 2) A member of the Association may obtain a copy of any of the documents referred to in Rule 39: Clause 1 on payment of a fee of not more than \$2.00 for each page copied

RULE 42:**SERVICE OF NOTICES**

- 1) For the purpose of this constitution, a notice may be served on, or given to a person:
 - a) by delivering it to the person personally, or
 - b) by sending it by pre-paid post to the address of the person, or
 - c) by sending it by facsimile transmission or some other form of electronic transmission e.g. email, to an address specified by the person for giving or serving the notice.
- 2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

RULE 43:**SURPLUS PROPERTY**

- (1) In the event of winding up, the cancellation of the incorporation of the Association or the revocation of the Association's Designated Gift Recipient (DGR) status, the association shall pass a special resolution nominating an incorporated association as the association in which to vest its surplus property pursuant to section 53 (2) of the Act and under the relevant provisions of the Tax Assessment Act 1997.
- (2) The incorporated Association so nominated shall be one that fulfills the requirements specified in Section 45 (a) and (b) and be under the relevant provisions of the Tax Assessment Act 1997 and which shall also be listed as a Deductible Gift Recipient on the DGR register maintained under the 1997 Tax Assessment Act.

RULE 44:

NOMINATIONS
TO TINONEE GARDENS THE
MULTICULTURAL VILLAGE BOARD

All nominees for the Tinonee Gardens, the Multicultural Village, Board of Directors shall be chosen from either current or immediate past members of the Board of HMC, Life Members or individual HMC Members deemed to have specific professional skills. The majority of those serving on the Board of Tinonee Gardens on behalf of the HMC shall be current Board Members. Once appointed those nominees will serve out the specified terms included in the Tinonee Gardens, the Multicultural Village Constitution, until such time as the Board is required to appoint TGT MV Board Members at the end of their terms.

PART VI

ADDITIONAL RULES APPLICABLE TO CHARITIES

RULE 45: **APPLICATION OF PART**

This part applies where the Association is or becomes subject to the provisions of the Charitable Fundraising Act 1993 (N.S.W.) and is or becomes subject as a Designated Gift Recipient to the provisions of the 1997 Tax Assessment Act.

RULE 46: **PAYMENT ETC. OF OFFICE-BEARERS AND MEMBERS**

- 1) A member of the Board shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board except:
 - a) repayment of out-of-pocket expenses;
 - b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by Association's bankers for money lent to the association, and
 - c) Reasonable and proper rent for premises let to the Association.
- 2) Delegates or Individual members of the Association are precluded from appointment to the Board if they occupy any salaried office of the Association.

RULE 47: **VACATION OF OFFICE**

Without limiting the operation of Rule 13, the office of a member of the Board shall become vacant if:

- a) The member holds or is appointed to an office of profit in the association.
- b) The member is directly or indirectly interested in any contract or proposed contact with the association.

RULE 48: **DISSOLUTION AND SURPLUS PROPERTY**

In the event of the winding up of the HMC, if there remains after satisfaction of debts and liabilities and property whatsoever, the same shall not be distributed to the members of the incorporated body, but shall be given to some other incorporated institution or institutions having objects similar to the objects of the HMC, and which also prohibit the distribution of its or their property and income to its or their members, and such incorporated institution or institutions shall also be eligible for tax deductibility of donations under the relevant provisions of the Tax Assessment Act 1997 and be listed as a Deductible Gift Recipient on the register maintained under the 1997 Tax Assessment Act.

RULE 49: **NOTIFICATION OF ALTERATIONS
OF RULES**

Any alterations of the rules of the association which are required by clause 12 of the regulations under the Charitable Fundraising Act 1991 (N.S.W.) to be advised to the Chief Secretary's Department (Charities Division) shall be duly so notified in accordance with such requirements of such regulations.

RULE 50: **COMPLIANCE WITH CHARITABLE
FUNDRAISING ACT 1991 N.S.W.**

The Association shall comply with such of the provisions of the Charitable Fundraising Act, 1991 (N.S.W.) and the regulations thereunder as are applicable to it.

RULE 51: **COMPLIANCE WITH TAX
ASSESSMENT ACT 1997**

The Association shall comply with all the provisions of the Australian Tax Assessment Act 1997 and the regulations thereunder as are applicable to it.

RULE 52: **FINANCIAL YEAR**

- 1) The financial year of the association is the period of time commencing on July 1 each year and ending on June 30 of the following year.
- 2) Subsequent financial years of 12 months will be for each period after the expiration of the previous financial year of the association, commencing on July 1 and ending on the following June 30.

(ENDS)