

# LODDON CAMPASPE MULTICULTURAL SERVICES

## ASSOCIATION RULES

Incorporated under the *Associations Incorporation Reform Act 2012 (Vic)* (the Act)

ABN: 73 504 356 907

REGISTRATION NO: A0039067P

### 1. The Association

- 1.1 The name of the Association is (the Association)
- 1.2 The purposes of the Association (the Purposes) are:
  - a) To act as the representative body in Loddon Campaspe for multicultural communities and advocate for their needs.
  - b) To support people from multicultural communities and culturally diverse backgrounds to participate and belong in our community and exercise their human rights across the breadth of social, cultural, economic and civic life.
  - c) To support the understanding of, and respect for, cultural diversity within our community and reduce discrimination based on race, culture or religion.
- 1.3 The Association has power to do all things that help it to achieve these Purposes.
- 1.4 The Association and its Board may only exercise their powers, and use the income and assets of the Association, for the Purposes of the Association.

### 2. Interpretation

- 2.1 In these Rules, unless the contrary intention appears: -
- 2.2 "Association" means Loddon Campaspe Multicultural Services
- 2.3 "Board of Directors" means the Committee of Management of the Association.
- 2.4 "Financial year" means the year ending on 30 June.
- 2.5 "Member" means a member of the Association.
- 2.6 "Director" means a member who is an office bearer and non-office bearer of the Board of Directors.
- 2.7 "The Act" means the *Associations Incorporation Reform Act 2012 (Vic)* and its successors.
- 2.8 "The rules" mean rules under this constitution.

### 3. Financial year

- 3.1 The financial year of the Association starts on 1<sup>st</sup> July each year.

### 4. Members

- 4.1 Any person or organisation that supports the Purposes of the Association can apply to join the Association as an Individual member, or Group member or Associate member. Only Individual and Group Members have full voting rights.
- 4.2 The membership streams are set up as follows:
  - 4.2.1 Individual membership is open to any person who supports the purposes of the Association and should be promoted to people of all multicultural backgrounds in our region – including asylum-seekers, refugees, recent migrants as well as people from cultural and linguistically diverse backgrounds whose families have been in Australia for generations.
  - 4.2.2 Group membership is suitable for any organisation, company or association whose mission/purpose is supportive of multiculturalism and inclusion.
  - 4.2.3 Associate membership is suitable for any organisation, company or association which is set up for other purposes but whose values align with the Association. Associate members do not have any voting rights.
- 4.3 The Board will set or change joining fees and annual subscription fees for members.

- 4.4 A person can apply to join the Association by applying via the Association's website or via an application form which can be obtained at the Association's office and paying the joining fee.
- 4.5 The Board can approve or reject an application to join the Association. If the Board rejects an application, it is not required to give reasons for that decision, but it must return the joining fee (if any) and write to the person to tell them their application has been rejected.
- 4.6 A person or organisation becomes a member when:
- a) The Board has approved their application to join the Association at a board meeting, and
  - b) The Association has received the person's joining fee (if any), and
  - c) The person's name, contact and date they became a member are entered on the members register.
- 4.7 The Secretary will acknowledge receipt of payment and inform an applicant that their membership has been approved in accordance with clause 4.5.
- 4.8 Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any joining and subscription fees already paid.
- 4.9 All new members must pay the annual subscription fee within one month of being asked. If a member does not pay in time, their membership will not take effect.
- 4.10 Members have rights and liabilities as set out in the Act and in these rules.
- 4.11 Each member's liability is limited to the joining and annual subscription fees.

## **5. Members' access to documents**

- 5.1 A member may inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
- 5.2 A member can write to the Secretary asking for copies of the relevant documents (with the exception of the members' register, Board correspondence or organisational correspondence). The Secretary can charge a reasonable fee for providing copies.
- 5.3 The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
- 5.4 Members cannot inspect or get copies of Board meeting minutes or parts of the minutes, unless the Board specifically allows it.
- 5.5 Members can write to the Secretary to ask that the Secretary restrict access to their details on the members' register if they have special circumstances. The Secretary will decide if there are special circumstances and will write to the member outlining their decision.

## **6. The Board**

- 6.1 The Association is governed by a Board of Management (the Board) that is made up of members.
- 6.2 In appointing Board and/or sub-committee members, consideration must be had for the Association's purposes including diversity of race, age, culture, disability, sex and religion.
- 6.3 The Board can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
- 6.4 The Board can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member, other than the power of delegation or a duty imposed by the Act. The delegation must be in writing, may be subject to any conditions or limitations the Board determines and can be revoked by the Board in writing.
- 6.5 The Board may create sub-committees as it sees fit. The functions of sub-committees can include matters such as: finance, human resources, compliance and risk.

- 6.6 The Board is comprised of a minimum of 5 and a maximum of 9 members.
- 6.7 At the first Board meeting after each AGM, the Board will elect members to the Offices of Chair, Deputy Chair, Treasurer and Secretary.
- 6.8 The Secretary must be over 18 years of age and live in Australia. If the Secretary stops living in Australia, they cannot remain the Secretary. If the Secretary stops being the Secretary, the Board must appoint a new Secretary within 14 days.
- 6.9 The maximum term for a Board appointment is 3 years and a member may not serve more than 2 terms.
- 6.10A member can nominate to be on the Board by writing to the Secretary, and another member must support their nomination in writing. The supported nomination must be received at least 30 days before the AGM and the member must have held membership for at least 30 days prior to the AGM.
- 6.11If the number of members nominated to be Committee Members is equal to the number of Committee Members, at the AGM the Chair has the discretion to declare the positions filled without holding a ballot.
- 6.12A Board Member stops being on the Board if they:
- (a) resign, by writing to the Board or the Secretary
  - (b) are removed by a special resolution of members of the Association
  - (c) become insolvent (as the term is used in the *Corporations Act 2001*)
  - (d) fail to attend 3 consecutive meetings without a reasonable explanation
  - (e) become a represented person (under the *Guardianship and Administration Act 1986*), or
  - (f) die.
- 6.13If a Board Member stops being on the Board before the end of their term in accordance with these rules, the Board may temporarily appoint a member of the Association to fill the vacancy on the Board until the next AGM, which will not constitute a term as defined in these rules. The Board, at its discretion, may extend this period an additional 12 months.
- 6.14Among its other responsibilities, the Board is responsible for making sure:
- a) accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
  - b) all records, securities and relevant documents of the Association are kept properly.

## **7. Board Meetings**

- 7.1 The Secretary must give 5 days' notice of a Board meeting to Board Members unless the meeting is an urgent meeting, in which case notice must be given immediately the urgent requirement becomes apparent.
- 7.2 The Board of Directors shall meet at least 8 times in each year. Board Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
- 7.3 The Chair of Board Meetings is the Chair, or if the Chair cannot attend, the Deputy Chair, and if the Chair and Deputy Chair cannot attend, the Board Members can choose who will be Chair for that meeting.
- 7.4 75% of members of the Board of Directors (or members entitled under these rules to vote) constitute a quorum for the transaction of the business of a meeting of the Board of Directors.
- 7.5 All Board members are expected to attend at least 75% of Board meetings unless authorised by the Board of Directors. Failure to do so without a satisfactory reason may result in them being deemed to have relinquished their position and a vacancy declared.
- 7.6 Leave of absence by a director by can be granted for extenuating circumstance with the approval by the Chair.
- 7.7 If a vote of the Board is tied, the Chair of the meeting has the deciding vote.
- 7.8 The majority (more than half) of Board Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

## **8. General Meetings**

- 8.1 The Association must hold an AGM within five months of the end of the Association's financial year.
- 8.2 The Annual General Meeting shall be held on such day as the Board of Directors determines.
- 8.3 The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Board Members. The notice of AGM must include any special business or motions to be considered.
- 8.4 The Board or a group of at least 10% of all members may call a Special General Meeting.
- 8.5 At least 10% of the members (a quorum) must be present at a general meeting (either in person or through the use of technology if available, or by proxy) for the meeting to be held.
- 8.6 Members may vote by proxy at general meetings.
- 8.7 Proxy forms must be received by the Secretary 1 day before a meeting.
- 8.8 Notice of general meetings must be provided to members at least 30 days before the meeting in writing to each member listed on the members register.
- 8.9 Notices of general meetings must include proposed matters to be dealt with at that meeting, absent of any other business.
- 8.10 The Chair of a general meeting will be the Chair, or if the Chair is not in attendance, the Deputy Chair, or if the Chair and Deputy Chair are not in attendance, the members at the meeting can choose another Board Member to be Chair.
- 8.11 To elect for the Board, prospective applicants must have been a member of the association for at least 30 days.
- 8.12 Votes may be held by written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances.
- 8.13 If a vote of the members is tied, the Chair of the meeting has the deciding vote.
- 8.14 The Chair may adjourn the meeting if there are not enough members at the meeting within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting.

## **9. Grievance disputes**

- 9.1 If there is a dispute between a member and another member, a member and the Association, or a member and the Board, the parties involved must first attempt to resolve the dispute between themselves for at least 30 days from the date the dispute is known to all parties involved.
- 9.2 If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
  - a) the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about and what resolution they are seeking
  - b) the Board must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Board must give the people involved reasonable notice of the time and place of the meeting
  - c) at the meeting, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
  - d) if the parties cannot resolve the dispute with the assistance of the mediator, then the Board will appoint an unbiased decision-maker to determine the outcome of the dispute.

## **10. Disciplining members**

10.1 The Board can discipline a member of the Association if it considers:

- a) the member has breached these Rules
- b) the member's behaviour is causing (or has caused) damage or harm to the Association, or
- c) the member displays behaviour which does not promote the values and purpose of the Association.

10.2 The Board must write to the member to tell them why disciplinary action is proposed to be taken. The individual in question may seek to contest the notice and present their case to the Board for consideration.

10.3 The outcome of a disciplinary procedure can be that the member is suspended from the Association, for a period of time or have their membership terminated.

10.4 If the Board continues with disciplinary action the member may have the matter dealt with as a dispute in accordance with clause 8.2.

## **11. Funds**

11.1 The Association must not distribute funds, income or assets to members except as reasonable reimbursement or compensation for services provided or expenses incurred on behalf of the organisation.

11.2 The Association may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Board that are consistent with furthering the Association's Purposes.

11.3 Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two members of the Board, or delegated signatories.

11.4 Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

11.5 The Association does not have a common seal.

## **12. Alteration of rules**

12.1 These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.

## **13. Winding Up**

13.1 The members may vote by special resolution at a general meeting to wind up the Association.

13.2 If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.