

PREAMBLE

The Ethnic Communities' Council of Victoria ('**ECCV**') is a member-driven peak body committed to strengthening organisations and individuals from migrant and refugee communities from culturally and/or linguistically diverse backgrounds living in the State of Victoria, Australia ('**Specified Persons**').

ECCV strives to give voice to multicultural Victoria by advocating for human rights, freedom, respect, equality and dignity for ethnic and multicultural communities and in building a socially cohesive and inclusive Victorian community.

ECCV produces evidence-based policy work that informs all levels of government on behalf of multicultural communities in areas like human rights, access and equity and improving services.

ECCV's mission is to build community capability, provide support and relief to Specified Persons who are experiencing poverty or suffering as a result of social disadvantage, injustice, distress, financial hardship, marginalization, discrimination, social isolation, living with a disability and/or old age.

For the benefit of Specified Persons, ECCV also seeks to promote the prevention or the control of behaviour that is harmful or abusive to human beings by taking steps to support elimination of discrimination and injustice, social equity, harmony and multiculturalism, value the cultures and traditions of multicultural and ethnic minority groups, and advocate for multicultural and ethnic minority groups.

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1. Name

- 1.1 The name of the incorporated Council is: **Ethnic Communities' Council of Victoria Incorporated** (in these Rules called "**The Council**").

2. Interpretation

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

"**Board of Directors**" means the Committee of Management of the Council.

"**Council**" means Ethnic Communities' Council of Victoria Incorporated.

"**Delegate**" means a person authorized to represent a Member.

"**Directors**" mean members who are Officers of the Board and other members of the Board.

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

"**General Meeting of the Council**" means a General Meeting of members convened in accordance with Rule 12.

"**Member**" means a member of the Council.

"**Officers**" mean the office bearers of the council i.e.: Chairperson, the two Deputy Chairpersons, the Treasurer and the Secretary of the Board.

"**Regional Ethnic Communities Councils**" means the ethnic and multicultural community councils which:

- (a) hold values that are not inconsistent with the Statement of Purposes described at Rule 3;
- (b) have a physical address in the State of Victoria located outside Melbourne and Greater Melbourne, including the:

- (i) Barwon South West Region;
- (ii) Grampians Region;
- (iii) Loddon Mallee Region;
- (iv) Hume Region; and
- (v) Gippsland Region; and

c) are recognised by the Council as its affiliated ethnic communities council in a region outside Melbourne and Greater Melbourne.

"**Rules**" means the rules of this Constitution.

"**Specified Persons**" means individuals from ethnic, immigrant and refugee groups from culturally and/or linguistically diverse backgrounds living in the State of Victoria, Australia.

"**The Act**" means the *Associations Incorporation Reform Act 2012* (Vic) and its successors.

"**The Regulations**" means regulations under the Act.

- 2.2 "**A member organisation**" shall be represented by a delegate, particulars of whom shall be notified to the Secretary immediately upon affiliation to the Council. The member organisation may also nominate other person or persons as substitute delegates.

- 2.3 “Written” or “in writing” means all ordinary means of representing or reproducing words in visible form.
- 2.4 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and “the Act” as in force from time to time.
- 2.5 The singular includes the plural and vice versa and words importing a gender include other genders.
- 2.6 Other grammatical forms of defined words or phrases have corresponding meanings.
- 2.7 A reference to a rule, clause, schedule, appendix or annexure is a reference to a rule, clause, schedule, appendix or annexure to this Constitution and a reference to this Constitution includes any schedule, annexure and appendix.
- 2.8 A reference to a document, including this Constitution, includes a reference to that document as novated, altered or replaced from time to time.
- 2.9 A reference to ‘\$A’, ‘dollar’, ‘AUD’ or ‘\$’ is a reference to Australian currency.
- 2.10 A reference to a specific time for the performance of an obligation is a reference to that time in the State, Territory or other place where that obligation is to be performed.

3. Statement of Purposes

The purposes of the Council are:

(a) Providing relief and support to Specified Persons who are experiencing poverty or suffering as a result of:

- (i) social disadvantage;
- (ii) injustice;
- (iii) distress;
- (iv) financial hardship;
- (v) marginalization;
- (vi) discrimination;
- (vii) social isolation;
- (viii) living with a disability; and/or
- (ix) old age,

(‘Principal Purpose’).

(b) In support of the Principal Purpose, the Council may promote the prevention or the control of behaviour that is harmful or abusive to human beings by taking steps to support:

- (i) elimination of discrimination and injustice;
- (ii) cultural equality and harmony;
- (iii) multiculturalism;
- (iv) cultures and traditions of multicultural and ethnic minority groups; and
- (v) advocacy for multicultural and ethnic minority groups,

for the benefit of Specified Persons.

4. Membership

- 4.1 Ordinary Membership: Any organisation whose primary object is either of an ethnic or multicultural focus and whose aims and activities are not inconsistent with the Statement of Purposes (as described at Rule 3.1) may become a member, provided that such an organisation is duly admitted to membership in accordance with the provisions of these Rules.
- 4.2 Associate Membership: Any organisation (including any private or public entity) 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 Statement of Purposes (as described at Rule 3.1) may be duly admitted to membership in accordance with the provisions of these Rules.
- 4.3 Individual Membership: Individuals who ascribe to the Statement of Purposes (as described at Rule 3.1) may be duly admitted to membership in accordance with the provisions of these Rules.

5. Application for Membership

- 5.1 An organisation or individual seeking membership to the Council in respect of a category in Rule 4 shall be admitted to membership upon: -
- (a) submitting a written application for membership as provided in Rule 5.2 hereof; and
 - (b) admission as a member as approved by the Council at a Board Meeting.
- 5.2 An application of an organisation or a person for membership of the Council: -
- (a) shall be made in writing in the form set out [on ECCV Website](#); and
 - (b) shall be lodged with the Secretary of the Council.
- 5.3 As soon as is practicable after the receipt of an application the Secretary shall refer the nomination to the Board of Directors.
- 5.4 Upon an application being referred to the Board of Directors, the Board of Directors shall consider the application and make a decision whether to approve or to reject the nomination.
- 5.5 Upon an application being approved by the Board of Directors the Secretary shall, with as little delay as possible, notify the applicant in writing that he/she/it has been approved for membership of the Council and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules and the first year's membership fee.
- 5.6 The Secretary shall, upon payment of the amount referred to in Rule 5.5 within the period referred to in that Rule, enter the applicant's name in the register of members kept by him/her and, upon the name being so entered, the applicant becomes a Member of the Council.
- 5.7 A right, privilege, or obligation of a person or organisation by reason of his/her/its membership of the Council: -

- (a) is not capable of being transferred or transmitted to another person or organisation;
- (b) terminates upon the cessation of his/her/its membership whether by death or resignation or otherwise; and
- (c) lapses if an organisation has not paid their annual membership fees within 30 days following the Council providing written notice of the outstanding annual membership fees owing to it.

5.8 An ordinary member organisation shall within 14 days of being notified of its approval for membership forward to the Secretary of the Council the name, address, and occupation of the person (delegate) who is to represent the member organisation at meetings of the Council.

5.9 An associate member shall within 14 days of being notified of its approval for membership forward to the Secretary of the Council the name, address, and occupation of the person (delegate) who is to represent the member organisation at meetings of the Council.

6. Voting Rights

6.1 An ordinary member organisation shall be entitled to one vote at the General Meetings of the Council provided that at the relevant time it has paid its annual membership fee. An ordinary member vote is to be recorded by the delegate (or substituted delegate) and proxy votes shall not be permitted. A delegate (or substituted delegate) can only represent and vote for one organisation.

6.2 An associate member organisation has no voting rights.

6.3 An individual member has no voting rights.

7. Annual Membership Fee

7.1 An ordinary member organisation, associate member organisation and individual members shall pay an annual membership fee of such amount as shall be determined by the Board of the Council.

8. Register of Members

8.1 The Secretary shall keep and maintain a register of ordinary, associate and individual members in which shall be entered the particulars of such members, including particulars of the nominees of the member organisations.

9. Resignation and Expulsion of Member

9.1 A member of the Council who has paid all monies due and payable by him/her/it to the Council may resign from the Council by first giving one month's notice in writing to the Secretary of his/her/its intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.

9.2 Upon the expiration of a notice given under Rule 9.1, the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

- 9.3 Subject to these Rules, the Board of Directors may by resolution: -
- (a) expel a member from the Council; or
 - (b) suspend a member from membership of the Council for a specified period.
- 9.4 Expulsion or suspension from the Council would be on the basis of a member: -
- (a) having refused or neglected to comply with these Rules; or
 - (b) having been guilty of conduct unbecoming a member or prejudicial to the interests of the Council.
- 9.5 A resolution of the Board of Directors under Rule 9.3: -
- (a) does not take effect unless the Board of Directors, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under Rule 9.6 confirms the resolution in accordance with this Rule; and
 - (b) where the member exercises a right of appeal to the Council under this Rule does not take effect unless the Council confirms the resolution in accordance with this Rule.
- 9.6 Where the Board of Directors passes a resolution under Rule 9.3, the Secretary shall, as soon as practicable cause to be served on the member of a notice in writing: -
- (a) setting out the resolution of the Board of Directors and the ground on which it is based;
 - (b) stating that the member may address the Board of Directors at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he/she/it may do one or more of the following: -
 - (i) attend the meeting;
 - (ii) give to the Board of Directors before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he/she/it wishes to appeal to the Council at a General Meeting of the Council against the resolution.
- 9.7 At a meeting of the Board of Directors held in accordance with Rule 9.5, the Committee: -
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- 9.8 Where the Secretary receives a notice under Rule 9.6, he/she shall notify the Board of Directors and the Board of Directors shall convene a General Meeting of the Council to be held within 21 days after the date on which the Secretary received the notice.
- 9.9 At a General Meeting of the Council convened under Rule 9.8: -
- (a) no business other than the question of the appeal shall be transacted;

- (b) the Board of Directors may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

9.10 If at the General Meeting of the Council: -

- (a) two-thirds of the members vote in person in favour of the resolution, the resolution is confirmed; and,
- (b) in any other case, the resolution is revoked.

10. Grievance, Disputes and Mediation Procedures

10.1 The grievance procedure set out in this Rule applies to disputes under these Rules between: -

- (a) a member and another member; or
- (b) a member and the Council.

10.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

10.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

10.4 The mediator must be: -

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement: -
 - (i) in the case of dispute between a member and another member, a person appointed by the committee of the Council; or
 - (ii) in the case of dispute between a member and the Council, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

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

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

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

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

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and,

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

10.8 The mediator must not determine the dispute.

10.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

10.10 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

11. Annual General Meeting

11.1 The Council shall in each calendar year convene an Annual General Meeting of its members within 5 months of the end of each financial year.

11.2 The Annual General Meeting shall be held on such day as the Board of Directors determines within 5 months of each financial year.

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

11.4 The ordinary business of the Annual General Meeting shall be: -

(a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting of the Council held since that meeting;

(b) to receive from the Board of Directors reports upon the transactions of the Council during the last preceding financial year;

(c) to elect the Board of Directors of the Council; and,

(d) to receive and consider the statement submitted by the Council in accordance with Division 5, Section 101(1) of the Act.

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

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

12. Special General Meeting

12.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

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

12.3 The Board of Directors shall on the requisition in writing of ordinary members representing 5% of the total number of ordinary members, convene a Special General Meeting of the Council.

12.4 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the

Secretary and may consist of several documents in a like form, each signed by one or more of the ordinary members making the requisition.

- 12.5 If the Board of Directors does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the ordinary members making the requisition, or any of them, may convene a Special General Meeting to be held no later than three months after that date.
- 12.6 A Special General Meeting convened by the ordinary members in pursuance of these Rules shall be convened by the Board of Directors and all reasonable expenses incurred in convening the meeting shall be refunded by the Council to the persons incurring the expenses.

13. Notice of Meeting

- 13.1 The Secretary of the Council shall, at least 21 days before the date fixed for holding a General Meeting of the Council, cause to be sent to each member of the Council at his/her/its address appearing in the register of members, a notice by prepaid post, email or personal delivery stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 13.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting unless agreed to by a simple majority of the ordinary members in attendance.
- 13.3 A member desiring to bring any business before a meeting may give notice of the business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

14. Proceedings at Meetings

- 14.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 14.2 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 14.3 10% of all ordinary members personally present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 14.4 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting is convened, upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjourned meeting) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5% of all ordinary members) shall be a quorum.

- 14.5 The Chairperson, or in his/her absence, or one of the Deputy Chairpersons shall preside as Chairperson at each General Meeting of the Council.
- 14.6 If the Chairperson and both the Deputy Chairpersons are absent from a General Meeting, the ordinary members present shall elect one of their number to preside at the meeting.
- 14.7 The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 14.8 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 14.9 Except as provided in Rules 14.7 and 14.8, it is not necessary to give notice of an adjournment of the business to be transacted at an adjourned meeting.
- 14.10 A question arising at a General Meeting of the Council shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Council is evidence of the fact, without proof of the number or proportion of the votes in favour of, or against, that resolution.
- 14.11 Upon any question arising at a General Meeting of the Council, an ordinary member has one vote only. An associate member and individual members have no votes.
- 14.12 All votes shall be given personally by the nominated delegate of the ordinary member.
- 14.13 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 14.14 If at a meeting a poll on any question is demanded by not less than three ordinary members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 14.15 A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
- 14.16 A member is not entitled to vote at any General Meeting unless all monies due and payable by his/her organisation to the Council have been paid.

15. Board of Directors

- 15.1 The affairs of the Council shall be managed by the Board of Directors constituted as provided in Rule 15.7.
- 15.2 The Board of Directors: -
- (a) shall control and manage the business and affairs of the Council;

- (b) may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by General Meetings of the members of the Council; and
 - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board of Directors to be essential for the proper management of the business and affairs of the Council.
- 15.3 The Officers of the Council shall be: -
- (a) a Chairperson;
 - (b) two Deputy Chairpersons;
 - (c) a Treasurer;
 - (d) a Secretary;
- 15.4 Each Officer of the Council shall hold office for a period of two years until the second Annual General Meeting next after the date of his/her election.
- 15.5 Each Director of the Council is eligible for re- election for a maximum term of eight years notwithstanding the role/s held by Officers. Such maximum term limit shall not be retrospectively applicable to the Council, effective as at the date this Constitution is formally adopted.
- 15.6 In the event of a casual vacancy in any office referred to in Rule 16.1, the Board of Directors may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.
- 15.7 The Board of Directors shall consist of: -
- (a) the Officers of the Council, each of whom shall be elected as per Rule 17.1, following their election at the second Annual General Meeting of the Council;
 - (b) Four Directors - each of whom shall be elected at the second Annual General Meeting of the Council following his/her election;
 - (c) One representative of the affiliated Regional Ethnic Communities' Councils nominated and elected by the participating Regional Ethnic Communities' Councils in accordance with Rule 15.10 and;
 - (e) Up to four additional members who are not entitled to stand as Officers may be appointed by the Board of Directors where appropriate knowledge, skill or qualification is sought.
- 15.8 Each Director of the Board of Directors shall, subject to these Rules, hold office for a period of two years after his/her election and is eligible for re-election for a maximum term of eight years.
- 15.9 In the event of a casual vacancy occurring in the office of Director of the Board of Directors, the Board of Directors may appoint a member of the Council to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of his/her appointment.
- 15.10 For the purpose of Rule 15.7(c), the participating Regional Ethnic Communities Councils shall nominate and elect one representative for the Board of Directors as follows:

- (a) Each participating Regional Ethnic Communities Council must pass ordinary resolution by its members nominating no more than one individual as its representative for the voting procedure described in (b) below.
- (b) The representatives put forward by each participating Regional Ethnic Communities Council (pursuant to (a) above) shall be entitled to participate in a numbered vote (4,3,2,1) by paper and/or electronic ballot, whereby the representatives nominated (pursuant to (a) above) shall be the only eligible candidates for the vote. The candidate with the highest number of votes shall be the individual nominated as representative of the affiliated Regional Ethnic Communities Councils.
- (c) In the event that there are equal highest voted candidates resulting from Rule 15.10(b), then a re-vote by paper and/or electronic ballot shall be undertaken by the same representatives put forward by each participating Regional Ethnic Communities Council, however the only eligible candidates for the re-vote shall be those equal highest voted candidates. The candidate with the highest number of re-votes shall be the individual nominated as representative of the affiliated Regional Ethnic Communities Councils.

16. Election of Directors

- 16.1 Nominations of candidates for election as Directors of the Board
 - (a) shall be made in writing, with the written consent of the candidate who must be a member of an ordinary member organisation and nominated by the organisation and seconded by another ordinary member organisation.
 - (b) shall be delivered to the Secretary for the Council not less than 28 days before the date fixed for holding of the Annual General Meeting.
- 16.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and any remaining vacancies shall be filled by the Board appointing an appropriate person(s).
- 16.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 16.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 16.5 That no more than two persons of the same ethnic background shall be entitled to be elected as members of the Board of Directors.
- 16.6 With a view to ensure diverse ethnic and multicultural representation, in the event of more than two members of a particular ethnic background receiving sufficient votes at an election for a position on the Board, the two members who record the highest votes shall become members of the Board of Directors and a fresh ballot shall immediately be taken in respect of the vacancies on the Board arising from the application.
- 16.7 That no Member shall be entitled to nominate more than one person for election to the Board of Directors.
- 16.8 No paid staff member of the Council shall be entitled to stand for election as a member of the Board of Directors within 12 months of ceasing such employment.

- 16.9 The newly elected Board of Directors shall immediately convene to elect from amongst their number the Officers of the Council.
- 16.10 For the purpose of these Rules, the office of an officer of the Council or an ordinary member of the Board of Directors becomes vacant if the officer or member: -
- (a) ceases to meet the eligibility criteria;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
 - (c) resigns his/her office by notice in writing given to the Secretary;
 - (d) stands for State or Federal political office.

17. Election of Officers

- 17.1 Following the AGM, the Board at its first meeting shall elect the Officers of the Council.

18. Proceedings of Board of Directors

- 18.1 The Board of Directors shall meet at least 10 times in each year at such place and such times as the Board of Directors may determine.
- 18.2 Special meetings of the Board of Directors may be convened by the Chairperson or by any five of the members of the Board of Directors.
- 18.3 Notice shall be given to members of the Board of Directors of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting unless with the consent of a simple majority of the Officers in attendance.
- 18.4 A simple majority of the Board of Directors constitute a quorum for the transaction of the business of a meeting of the Board of Directors.
- 18.5 If there is no quorum, the meeting may proceed but all decisions made are interim decisions until such time that they are confirmed at a later meeting where a quorum is present.
- 18.6 At meetings of the Board of Directors: -
- (a) The Chairperson or in his/her absence one of the two Deputy Chairpersons shall preside; or
 - (b) If the Chairperson and the two Deputy Chairpersons are absent, such one of the remaining members of the Board of Directors as may be chosen by the members present shall preside.
- 18.7 Questions arising at a meeting of the Board of Directors or of any sub-committee appointed by the Board of Directors shall be determined on a show of hands, or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

- 18.8 Each member present at a meeting of the Board of Directors or of any sub-committee appointed by the Board of Directors (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a casting vote.
- 18.9 Written notice of each Board of Directors meeting shall be served on each member of the Board of Directors by delivering it to him/her at a reasonable time before the meeting or by sending it by electronic means of transmission addressed to him/her at his/her usual or last known contact at least seven business days before the date of the meeting.
- 18.10 Subject to Rule 18.4 the Board of Directors may act notwithstanding any vacancy on the Board of Directors.
- 18.11 All Board members are expected to attend at least 75% of Board meetings in a calendar year unless otherwise authorised by the Board of Directors. If a Board member fails to do so without a satisfactory reason the Board of Directors may declare that the Board member is deemed to have relinquished their position and a vacancy declared.

19. Secretary

- 19.1 The Secretary of the Council shall be responsible for the keeping of the minutes of the resolutions and proceedings of each General Meeting of Council and each Board of Directors meeting with a record of the names of persons present at the meetings. Other duties of the Secretary are as specified in "the Act".

20. Treasurer

- 20.1 The Treasurer of the Council: -
- (a) shall be responsible for the collection and receipt of all monies due to the Council and make all payments authorised by the Council; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.
- 20.2 The accounts and books referred to in Rule 20.1 shall be available for inspection by members.

21. Expulsion from Board of Directors

- 21.1 The Council at a Special General Meeting may by resolution remove any member of the Board of Directors before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member.
- 21.2 Expulsion from the Board of Directors would be on the basis of a Board Member: -
- (i) having refused or neglected to comply with these Rules; or
 - (ii) having been guilty of conduct unbecoming a member or prejudicial to the interests of the Council.

- 21.3 Where the member to whom a proposed resolution referred to in Rule 21.1 makes representations in writing to the Secretary of the Council (not exceeding a reasonable length) and requests that they be notified to the members of the Council, the Secretary or the Chairperson may send a copy of the representations to each member of the Council or, if they are not so sent, the member may require that they be read out at the meeting.

22. Cheques

- 22.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board of Directors or as determined by the Board of Directors.

23. Seal

- 23.1 The custody of the Common Seal of the Council shall be the responsibility of the Secretary.
- 23.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board of Directors and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board of Directors or of one member of the Board of Directors and of the Secretary of the Council.

24. Alteration of Rules and Statement of Purposes

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

25. Notices

- 25.1 A notice may be served by or on behalf of the Council upon any member either personally or by sending it by post or by electronic means of transmission to the member at his/her/its address shown in the Register of Members.
- 25.2 Where a document is properly addressed prepaid and posted to a person / organisation as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

26. Custody and Inspection of Records

- 26.1 Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Council.
- 26.2 All accounts, books, securities and any other relevant documents of the Council must be available for inspection free of charge by any member upon request.
- 26.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Council.
- 26.4 The Board may determine the extent, time, place and under what conditions, any records of the Council shall be opened to the inspection of Members. Permission to records relating to privacy, legal and confidential matters may be refused by the Board in accordance with the Act

27. Funds

- 27.1 The funds of the Council shall be derived from annual subscriptions, donations and such other sources as the Board of Directors determines.

28. Auditor

- 28.1 An Auditor for the Council shall be appointed at the Annual General Meeting.

29. Winding Up or Cancellation

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

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