



## PROPOSAL TO ADOPT NEW RULES OF ASSOCIATION FOR THE ETHNIC COMMUNITIES' COUNCIL OF VICTORIA (ECCV)

### Background

The ECCV Strategic Plan 2020-25 has prioritised the Strategic Action (Focus Area 3, Strategic Action 1) of revisiting the ECCV constitution, membership arrangements, governance processes and consultative representation processes to ensure we uphold best practice in all aspects of our organisation. This includes indicative measures of a reviewed and updated constitution, reviewed and updated governance processes, and reviewed consultative representation processes implemented and positively evaluated.

In undertaking this journey towards renewal of our governance and representation arrangements, the following actions have been identified as part of this process:

- a. Board establishes a process and timetable for the review and update of the ECCV Constitution
- b. Updated Constitution is approved by ECCV members.

The Constitutional Review also feeds into other additional Strategic Actions as identified by the Board and operationalised through the ECCV Strategic Operational plan including:

1. Achieve Deductible Gift Recipient status for ECCV (Focus Area 3, Strategic Action 5)
2. Developing new membership categories and processes (Focus Area 2, Strategic Action 1)

The Constitutional Review process commenced in October 2020 with the goal of taking it for approval to the 2020 ECCV AGM. The Board participated in a review of the current ECCV Constitution and determined that the timeframes for completion were not realistic. A new process was established in March 2021 that to date has included:

- Procurement and meeting with a pro-bono legal team (Russell Kennedy Lawyers and counsel assisting Matthew Albert)
- Development and implementation of a Constitutional Review Board Survey based on key questions identified during October reviews.
- Constitutional Review Board Workshop based on the survey results and model rules of association facilitated by Moray & Agnew Lawyers and former Minister for Multicultural Affairs, The Hon. John Pandazopoulos.

The ECCV Governance Committee met on 28th June 2021 and reviewed the Board Workshop notes and proposed the following changes and timeframes to the ECCV Constitution for consideration and approval by the Board.

The Proposed new rules of Association were agreed by the ECCV Directors at a meeting of the Board on 15th July 2021.

An updated Constitution drafted by Moray & Agnew Lawyers was reviewed by the ECCV Governance Committee at the meeting on 16th August 2021 and was recommended for approval at the following Board meeting.

The final draft of the ECCV Constitution was approved at a Board meeting on 19th August 2021 with minor amendments to the preamble.

The ECCV Governance Committee met on the 31st August 2021 to review the final draft of the ECCV Constitution and updated preamble to the Statement of Purpose as drafted by Moray and Agnew Lawyers.

The Constitutional amendments were endorsed by the ECCV Board at the 16th September 2021 meeting and it was proposed a Special General Meeting be held to vote on the changes to the ECCV Constitution. The motion to hold a Special General Meeting (SGM) on 21st October 2021 was carried.

## Rationale

The two main reasons for ECCV adopting new rules of Association are as follows:

- a. to bring the Association's rules in closer alignment with the model rules for an Incorporated Association
- b. to ensure compliance with Victorian legislative requirements and the requirements of the Australian Charities and Not for Profits Commission

## Proposed changes

### 1. Replacement of certain words universally

From	To
Sub-clause	Rule

### 2. Update of ECCV Contact details

From	To
Ethnic Communities' Council of Victoria Inc. Statewide Resources Centre 150 Palmerston Street, Carlton VIC 3053 T: 03 9349 4122 F: 03 9349 4967 E: eccv@eccv.org.au	Ethnic Communities' Council of Victoria Inc. <b>Suite 101, 398 Sydney Road, Coburg VIC 3058</b> <b>T: 03 9354 9555</b> E: eccv@eccv.org.au

### 3. Addition of a *Preamble* to the Constitution

*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.*

### 4. Changes to 2 Interpretation

#### a. Addition of new definitions in Interpretations

"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.

\*All definitions will be alphabetised after the resolution has been passed

**b. Amendment of definitions in Interpretations**

From	To
“The Act” means the Associations Incorporation Reform Act 2012 (Victoria) and its successors.	“The Act” means the Associations Incorporation Reform Act 2012 (Vic) and its successors.
“Written” or “in writing” means printing, typewriting and other means of representing or reproducing words in visible form.	“Written” or “in writing” means <b>all ordinary</b> means of representing or reproducing words in visible form.

**c. Addition of new rules in Interpretations**

\*Each Rule after 2.1 is numbered and increases by one point, i.e., 2.2, 2.3 etc

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.

**5. Rephrasing of 3 Statement of Purposes**

From	To
3.1 To act as the representative body in Victoria for multicultural and ethnic communities and advocate for the formulation of government policies that will contribute in the alleviation of social disadvantage and injustice. 3.2 To encourage the full participation of Victoria’s multicultural and ethnic communities within the social, economic, political and cultural life of Australia. 3.3 To assist with the advancement of community language education and support of	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

<p>related educational facilities for ethnic and refugee groups.</p> <p>3.4 To plan for and assist with the relief of the needs of refugees and the ethnic aged.</p> <p>3.5 To encourage the maintenance and preservation of the languages, traditions and cultures of Australia's diverse community.</p> <p>3.6 To promote the positive aspects of multiculturalism and cultural diversity to the Victorian community.</p>	<p>(ix) old age,</p> <p>('Principal Purpose').</p> <p>(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:</p> <p>(i) elimination of discrimination and injustice;</p> <p>(ii) cultural equality and harmony;</p> <p>(iii) multiculturalism;</p> <p>(iv) cultures and traditions of multicultural and ethnic minority groups; and</p> <p>(v) advocacy for multicultural and ethnic minority groups,</p> <p>for the benefit of Specified Persons.</p>
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## 6. Amendments to 4 Membership

	From	To
4.2	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 attached Statement of Purposes may become a member, provided that such an organisation is duly admitted to membership in accordance with the provisions of these Rules and in its own right registered under the Act.	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 <b>(as described at Rule 3.1)</b> may become a member, provided that such an organisation is duly admitted to membership in accordance with the provisions of these Rules.
4.3	Associate Membership: Any organisation with an interest in ethnic or multicultural issues (but this not being their primary focus) and whose aims and activities are not inconsistent with the Statement of Purposes may be duly admitted to membership in accordance with the provisions of these Rules.	Associate Membership: Any organisation <b>(including any private or public entity)</b> 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 <b>(as described at Rule 3.1)</b> may be duly admitted to membership in accordance with the provisions of these Rules.
	Individual Membership: Individuals who ascribe to the attached Statement of Purposes may be duly admitted to membership in accordance with the provisions of these Rules.	Individual Membership: Individuals who ascribe to the Statement of Purposes <b>(as described at Rule 3.1)</b> may be duly admitted to membership in accordance with the provisions of these Rules.

## 7. Changes to 5 Application for Membership

### a. Addition of new rule under 5.7 in Application for Membership

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.

### b. Amendment of rule in Application for Membership

	From	To
5.2	An application of an organisation or a person for membership of the Council: -	An application of an organisation or a person for membership of the Council: -

(a) shall be made in writing in the form set out in Appendix 1; and (b) shall be lodged with the Secretary of the Council.	(a) shall be made in writing in the form set out <b>on ECCV Website</b> ; and (b) shall be lodged with the Secretary of the Council.
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## 8. Rule split in *10 Grievances, Disputes and Mediation Procedures*

From	To
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.	10.4 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). 10.5 An individual member of a member organisation can be a mediator.

## 9. Amendments to *14 Proceedings at Meetings*

From	To
14.3 Five 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.	<b>10% of all</b> 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 three) shall be a quorum.	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 <b>5% of all ordinary members</b> ) shall be a quorum.

## 10. Amendments to *15 Board of Directors*

### a. Deletion of part of a rule in Board of Directors

From	To
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. Each Officer of the Council is not eligible for re-election to the	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.

	position they hold after two consecutive terms.	
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**b. Addition of new rule in Board of Directors**

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.

\*Each rule after 15.5 is increased by one point, i.e., 15.5 becomes 15.6, 15.6 becomes 15.7 etc

**c. Amendment of rule in Board of Directors**

	<b>From</b>	<b>To</b>
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) 9 Directors - each of whom shall be elected at the second Annual General Meeting of the Council following his/her election; (c) an Immediate past Chairperson; and, (d) One representative of affiliated regional ethnic/multicultural communities' Councils selected by the participating regional ethnic/multicultural communities' Councils, or his or her nominee on an ex-officio basis with voting rights. This representative shall not also be an elected Officer. (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.	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) <b>Four</b> 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 <b>Regional Ethnic Communities' Councils nominated and elected by the participating Regional Ethnic Communities' Councils in accordance with Rule 15.10</b> and; (d) 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.	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 <b>for a maximum term of eight years.</b>

**d. Addition of new rule in Board of Directors**

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.

#### 11. Amendments to 16 Election of Directors

	From	To
16.5	That no more than three persons of the same ethnic background shall be entitled to be elected as members of the Board of Directors.	That no more than <b>two</b> persons of the same ethnic background shall be entitled to be elected as members of the Board of Directors.
16.6	That in the event of more than three members of a particular ethnic background receiving sufficient votes at an election for a position on the Board, the three 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.	<b>With a view to ensure diverse ethnic and multicultural representation</b> , in the event of more than <b>two</b> members of a particular ethnic background receiving sufficient votes at an election for a position on the Board, the <b>two</b> 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.

#### 12. Amendment to 26 Custody and Inspection of Records

	From	To
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 legal and confidential matters may be refused by the Board in accordance with the Act	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 <b>privacy</b> , legal and confidential matters may be refused by the Board in accordance with the Act

#### 13. Amendment of 29 Winding Up or Cancellation

	From	To
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 Councils 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 ECCV Statement of Purposes.	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 Councils 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 <b>Council's</b> Statement of Purposes.

#### 14. Deletion of Appendix 1 Application of ECCV Membership

Appendix 1 deleted and Application of ECCV Membership accessible on ECCV Website