



Arab Council Australia
المجلس العربي استراليا

Arab Council Australia Incorporated
ABN 65 538 322 175

CONSTITUTION

**As amended by special resolution passed at the
Annual General Meeting on 28 November 2012**



Table of Contents

PART 1 - PRELIMINARY	4
1. Name	4
2. Aims & Objectives.....	4
3. Definitions.....	4
PART 2 - MEMBERSHIP	6
4. Membership Qualifications	6
5. Categories of Membership	6
6. Nomination for Membership.....	6
7. Cessation of Membership	7
8. Membership Entitlements not Transferable.....	7
9. Resignation of Membership	7
10. Register of Members.....	7
11. Membership Fees, Subscriptions, etc.....	7
12. Members' Liability	8
13. Resolution of Disputes	8
14. Disciplining of Members.....	8
15. Right of Appeal of Disciplined Member	8
PART 3 - THE BOARD	10
16. Powers of the Board	10
17. Board Membership	10
18. Tenure of board members.....	10
19. Election of Board Members.....	10
20. Casual Vacancies.....	11
21. Removal of a Board Member.....	11
22. The Chairperson	12
23. The Deputy Chairpersons	12
24. The Secretary.....	12
25. The Treasurer	12
26. Chief Executive Officer	12
PART 4 - MEETINGS	13
27. Board - Meetings and Quorum	13
28. Delegation by the Board to Sub-Committee.....	13
29. Board - Voting and Decisions.....	14
30. Annual General Meetings - Holding of	14
31. Annual General Meeting - calling of and business at	14
32. General Meetings	14

33.	Special General Meetings - calling of	14
34.	Notice	15
35.	Procedure.....	15
36.	Adjournment	15
37.	Making of Decisions	15
38.	Special Resolutions	16
39.	Voting	16
40.	Returning Officer	16
41.	Duties of Returning Officer.....	16
PART 5 - MISCELLANEOUS		17
42.	Public Officer	17
43.	Role of Public Officer	17
44.	Vacation of Office of Public Officer	17
45.	Authorised signatories	18
46.	Auditor.....	18
47.	Insurance.....	18
48.	Funds - source	18
49.	Funds - Management	18
50.	Change of name, objects and constitution	18
51.	Common seal.....	18
52.	Custody of Books, etc.....	19
53.	Inspection of Books, etc.	19
54.	Service of Notices	19
55.	Payment, etc., of Office Bearers and Ordinary Board Members.....	19
56.	Vacation of Office of the Board	19
57.	Distribution of Deductible Gift Recipient Assets on Revocation of DGR Endorsement or Winding Up	20
58.	Notification of Proposed Alteration of Rules.....	20
59.	Compliance with Charitable Fundraising Act 1991.....	20
60.	Assets and Income	20
61.	Winding Up of Association	20
62.	Distribution of Assets.....	20
APPENDIX 1		22
63.	MEMBERSHIP APPLICATION	22

PART 1 - PRELIMINARY

1. Name

The name of the association is "Arab Council Australia Inc." hereinafter referred to as "Council"

2. Aims & Objectives

The principal aims and objectives of Council are to provide direct relief to disadvantaged people in the community, in particular (but not exclusively), in Arabic-speaking communities, suffering from:

- a) financial and educational hardship;
- b) helplessness;
- c) homelessness;
- d) unemployment;
- e) torture and trauma;
- f) isolation;
- g) discrimination;
- h) domestic violence;
- i) sexual or physical or emotional abuse;
- j) drug or alcohol abuse;
- k) mental health problems;
- l) disability or misfortune;
- m) gambling addiction;
- n) poverty,

by, without limitation:

- o) providing counselling to relieve the suffering, to help the sufferers overcome or deal with the feelings of distress and helplessness, by giving hope and assistance to overcome the cause of the suffering;
- p) providing educational support and training to young people who experience difficulties in accessing and participating in formal learning;
- q) assist refugees, humanitarian entrants, women with young children and the aged with their emergency accommodation needs
- r) providing crisis relief and counselling support to individuals and families in crisis, problem gamblers and sufferers of domestic violence and abuse.

As incidental and ancillary purposes Council will provide and facilitate research, and educational projects, and information on areas of need in Arabic-speaking communities, act as a consultative and advocacy body to government and non-government agencies on issues affecting Arabic-speaking communities and encourage cultural sensitivity, awareness and diversity in Australian communities.

3. Definitions

- (1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires:

"Arab Country" means, any country that is a member of the league of Arab states or a country with Arabic as one of its official languages.

"Board" means the body which governs or has the management of the affairs of Council.

"Community" means the Arab-Australian community or the Australian Arabic

speaking community, and this refers to:

- a) persons of Arabic speaking background;
- b) persons who are current or former nationals of an Arab country;
- c) persons born in an Arab country or whose parents or ancestors were born in an Arab country and identify as Arabs or Arabic speaking.

“Constitution” means the constitution of Council

“ Director General” means the Director General of the Department of Services, Technology and Administration

“Financial Member” means any member of Council who enjoys all rights, and bears all liabilities as it is provided for in Council and other rules as may be set by the Board.

“Financial Year” means each period of 12 months after the expiration of the previous financial year of Council, commencing on 1 July and ending on the following 30 June.

“General Meeting” means a meeting of members.

“Member” means a person, body or organisation, under the rules of Council. This member can be Financial, Honorary or Salaried Personnel.

“Officer” includes:

- a) a member of the Board of Council;
- b) the Public Officer of Council;
- c) Chief Executive Officer or employee of Council.

“Ordinary Board Member” means a member of the Board who is not an office bearer of Council.

“Rules” mean the provisions of this Constitution and **“Rule”** means any one of them.

“Salaried Personnel” refers to staff members engaged by Council in return for a paid salary.

“Special General Meeting” (SGM) means a general meeting of Council other than an Annual General Meeting (AGM).

“Subscription Year” means the time period between 1 July and 30 June of each year.

“The Act” means the Associations Incorporation Act, 2009

“The Regulation” means the Associations Incorporation Regulation 2010.

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if 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 this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART 2 - MEMBERSHIP

4. Membership Qualifications

- (1) A person, an organisation or a body is eligible to be a member of Council if:
 - (a) the person is a natural person; and
 - (b) the person is not less than eighteen years of age; and
 - (c) the organisation or body is represented by a natural person who is not less than 18 years of age; and
 - (d) the person, organisation or body has been nominated and approved for membership of Council in accordance with rule 6 of the constitution
- (2) A person, an organisation or body is taken to be a member of Council if:
 - (a) the person is a natural person; and
 - (b) the organisation or body is represented by a natural person who is not less than 18 years of age; and
 - (c) the person, organisation or body pays annual fees; and
 - (d) the person, organisation or body has been approved for membership of Council by the Board,

5. Categories of Membership

Members of Council will be of three different kinds:

- (1) Financial Membership
 - (a) Individual members - This category entitles a person to be a member enjoying all rights and obligations as provided in the Constitution, and in other rules that may be set by Council;
 - (b) Organisational members - This category entitles an organisation or a body to nominate one person as its delegate. This person will enjoy all rights of an individual financial member.
- (2) Honorary Membership

This category entitles a person, a body or an organisation who in the view of the Board; by reason of culture, qualification, social commitments and ability will assist Council achieve its aims and objectives. This category will grant the holder of such membership all rights of financial members except for voting, moving, seconding, nominating or being nominated for a position on the Board.
- (3) Salaried Personnel Membership

Salaried personnel are eligible to free membership for the duration of their employment with Council on completion of membership form. This category will grant the holder of such membership all rights and privileges of financial members except for voting, moving, seconding, nominating or being nominated for a position on the Board.

6. Nomination for Membership

- (1) Nominating a person for membership of Council is to be:
 - (a) made in writing in the form set out in Appendix 1, of this constitution:
 - (i) the application should be endorsed by a proposer who has been a financial member of Council for not less than one year; and
 - (ii) signed by a seconder who enjoys financial membership of Council.
 - (b) lodged with the secretary of Council.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board, which is to determine whether to approve or reject the nomination.
- (3) Where the Board determines to approve a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as admission fee and annual subscription.

- (4) The secretary must, on payment by the nominee of the due amounts, enter or cause to be entered the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of Council. In the first three months of membership, such member cannot vote, move or second at a general meeting and cannot nominate or be nominated for a position on the Board. Thereafter, such a member becomes a financial member.
- (5) Previous members of Council may not need to satisfy rule 6(4) if their membership had not been discontinued for more than two years.

7. Cessation of Membership

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

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from Council; or
- (d) fails to pay the annual subscription within three months after the fee is due.

8. Membership Entitlements not Transferable

A right, privilege or obligation which a person has by reason of being a member of Council:

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

9. Resignation of Membership

- (1) A member of Council is not entitled to resign that membership except in accordance with this rule.
- (2) A member of Council who has paid all amounts payable by the member to Council in respect of the member's membership may resign from membership of Council by first giving to the secretary written notice being not less than one week of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of Council ceases to be a member pursuant to rule 9(2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of Members

- (1) The secretary of Council must establish and maintain a register of members of Council specifying the name, postal or residential address, electronic mail ("e-mail") address and contact details of each person who is a member of Council together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales at the registered office of Council.

11. Membership Fees, Subscriptions, etc.

- (1) A member of Council must, on admission to membership, pay to Council a standard admission fee as determined by the Board.
- (2) In addition to any amount payable by the member under Rule 11(1), a member of Council must pay to Council an annual membership fee as determined by the Board -
 - (a) except as provided by paragraph (b), before 1st July in each calendar year; or,
 - (b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.
- (3) If a member joins Council after the 30th December of any year such person will be liable to pay only a half of the annual fee in addition to the admission fee.
- (4) Membership fees are not refundable if the member's membership is terminated within the meaning of rule 7 (Cessation of Membership).

- (5) Honorary members and salaried personnel are exempt from admission and membership fees.

12. Members' Liability

The liability of a member of Council to contribute towards the payment of the debts and liabilities of Council or the costs, charges and expenses of the winding up of Council is limited to the amount, if any, unpaid by the member in respect of membership of Council as required by rule 11 (Membership Fees, Subscriptions etc).

13. Resolution of Disputes

- (1) Disputes between members (in their capacity as members) of Council, and disputes between a member or members and Council, if cannot be resolved internally, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act, 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

14. Disciplining of Members

- (1) A complaint may be made to the Board by any person that a member of Council:
 - (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 and objectives of Council.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board must:
 - (a) cause notice of the complaint to be served on the member concerned; and
 - (b) give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with and in response to the complaint; and
 - (c) take into consideration any submissions made by the member in connection with and in response to the complaint.
- (4) The Board may, by resolution, expel the member from Council indefinitely or for a specified period of time or suspend the member from membership of Council for an undetermined or specified period of time, if after considering the complaint and any submissions made in connection with the complaint, the Board is satisfied that the facts alleged in the complaint have been reasonably proved and the expulsion or suspension is fair and reasonable in the circumstances.
- (5) Upon expulsion or suspension of a member, the secretary must, within 7 days after such resolution, cause written notice to be given to the member being expelled or suspended, setting out the reasons given by the Board for having taken such resolution and setting out their rights of appeal of the expulsion or suspension pursuant to rule 15.
- (6) The expulsion or suspension does not take effect until:
 - (a) the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until Council confirms the resolution under rule 15, whichever is the later.

15. Right of Appeal of Disciplined Member

- (1) A member may appeal to Council at a special general meeting against a resolution of the Board which is confirmed under rule 14(4), within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice to that

effect.

- (2) On receipt of a notice from a member under rule 15(1) the secretary must notify the Board which is to convene a special general meeting of Council to be held within 28 days after the date on which the secretary received the notice.
- (3) At a special general meeting of Council convened under rule 15(1)
 - (a) no business other than the question of the appeal is to be transacted;
 - (b) the Board and the member must be given the opportunity to state their respective cases verbally or in writing, or both; and
 - (c) the members present are to 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 members of Council.

PART 3 - THE BOARD

16. Powers of the Board

The Board is to be called the Board of Management of Council and, subject to the Act, the Regulation and these rules and to any resolution passed by Council in general meetings, including special meetings:

- (a) is to control and manage the affairs of Council;
- (b) decide by what means notices of its meetings will be given;
- (c) whether a meeting is to be in person or by telephone conference;
- (d) may exercise all such functions as may be exercised by Council other than those functions that are required by these rules to be exercised by a general meeting of members of Council; and
- (e) has 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 Council.

17. Board Membership

- (1) The Board is to consist of:
 - (a) the office-bearers;
 - (b) Chief Executive Officer ("CEO"); and
 - (c) up to five Ordinary Board Members
- (2) The office-bearers of Council are:
 - (a) Chairperson;
 - (b) Two Deputy Chairpersons;
 - (c) Secretary; and
 - (d) Treasurer.
- (3) At least three Board members must be residents in NSW.

18. Tenure of board members

- (1) Office bearers and ordinary members of the Board are to be elected at the annual general meeting of each year and are to hold office until the next annual general meeting.
- (2) Office bearers are not to hold the same position on the Board for more than three consecutive terms.
- (3) The Chief Executive Officer is to be appointed by the Board for such term, at such remuneration and on such conditions as the Board deems fit. Any Chief Executive Officer so appointed is to be removed only by the Board and is not subject to election.

19. Election of Board Members

- (1) Nominations of candidates for election as office bearers and ordinary board members must be received as follows; the nominee:
 - (a) must be a member of Council for a period of at least three months from the date of registration;
 - (b) must be at least 18 years of age.
 - (c) must be made in writing, signed by two financial members of Council and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (d) must be delivered to the secretary of Council not less than seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

- (4) If the number of nominations received equals the number of vacancies to be filled, the person/s nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of members of the Board is to be conducted at the annual general meeting in such a usual and proper manner as the Board may direct.

20. Casual Vacancies

- (1) For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:
 - (a) Dies, or
 - (b) ceases to be a member of Council, 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 rule 21; or
 - (f) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health; or
 - (g) is absent without the consent of the Board from any three consecutive meetings of the Board held during a period of twelve months; 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.
- (2)
 - (a) In the event of a casual vacancy occurring in the membership of the Board, the board may appoint a member of Council to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the next annual general meeting, or the end of a period of three months from the date of appointment, whichever occurs first.
 - (b) The appointment to such a position is non-renewable for that member, or any other member. The position thereafter is to remain vacant until a member is elected at a general meeting. Such member is to be elected for the duration of the remainder of the original term.
- (3) In the event of a vacancy occurring in the position of office bearers, except in the position of Chairperson, the Board will appoint one of its numbers to fill such a vacancy.
- (4) In the event of a vacancy occurring in the position of Chairperson, one of the Deputy Chairpersons as decided by the Board is to act in the position of Chairperson until such a time as a casual vacancy election can be held at a general meeting, provided such acting arrangements do not exceed three months.

21. Removal of a Board Member

- (1) Council in general meeting may by a special resolution remove any member of the board from office before the expiration of the member's term of office. The resulting vacancy of office is to be treated as a casual vacancy
- (2) Where a member of the Board to whom a proposed resolution referred to in rule 21(1) relates makes representations in writing to the Secretary or Chairperson (seven days after notice) and requests that the representations be notified to the members of Council, the Secretary or the Chairperson may send a copy of the representations to each member of Council or, if the representations 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.

22. The Chairperson

- (1) The Chairperson is to uphold the Constitution of Council.
- (2) The Chairperson, or in the Chairperson's absence, one of the Deputy Chairpersons as decided by the Board, is to chair Board meetings and general meetings of Council.
- (3) The Chairperson is to act in the interval between meetings, on behalf of Council and its Board, according to expressed instructions from the Board. Such act must be:
 - (a) justified on reasonable grounds; and
 - (b) reported to the Board at the next Board meeting, and approval of such acts must be sought.

23. The Deputy Chairpersons

The two Deputy Chairpersons are to carry out such duties as the Board delegates to them in furtherance of the objectives of Council

24. The Secretary

- (1) The Secretary of Council must, as soon as practicable after being appointed as secretary, lodge notice with Council of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of the office-bearers and ordinary members of the Board;
 - (b) the names of members of the Board present at a Board meeting or a general meeting; and
 - (c) all proceedings at Board meetings and general meetings.
- (3) The Secretary must maintain a cumulative index of motions and must periodically report to the Board in regard to any unfulfilled resolutions.
- (4) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

25. The Treasurer

- (1) It is the duty of the Treasurer of Council to ensure that:
 - (a) All money due to Council is collected and received and that all payments authorised by Council are made; and
 - (b) Correct books and accounts are kept showing the financial affairs of Council including full details of all receipts and expenditure connected with the activities of Council.
 - (c) All items of expenditure are formally authorised and minuted.

26. Chief Executive Officer

- (1) The Chief Executive Officer is to report to the Board
- (2) The Chief Executive Officer is to be responsible for the functioning of the administration and overall direction of Council and must oversee the implementation of decisions, recommendations and such other functions delegated by the Board.
- (3) The Chief Executive Officer is to hold an ex officio position on the board and will have all rights as extended to other board members except moving, seconding and voting at board meetings.

PART 4 - MEETINGS

27. Board - Meetings and Quorum

- (1) The Board must meet at least eight (8) times in each period of 12 months at such place and time as the Board may determine.
- (2) Notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- (3) Notice of a meeting given under rule 27(2) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which Board members present at the meeting unanimously agree to treat as urgent business.
- (4) Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board, provided that notification of all members has been established.
- (5) No business is to 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 the same place and at the same hour of the same day in the following week.
- (6) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (7) At a meeting of the Board:
 - (a) the Chairperson or, in the Chairperson's absence, one of the Deputy Chairpersons as decided by the Board is to preside; or
 - (b) if the Chairperson and one of the Deputy Chairpersons as decided by the Board 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 is to preside.

28. Delegation by the Board to Sub-Committee

- (1) The Board may, by instrument in writing, delegate to one or more sub-committee (consisting of such member or members of Council as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law
- (2) An exercise of a function of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, 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.

29. Board - Voting and Decisions

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or any sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board is entitled to one vote.
- (3) Subject to rule 27(4), the Board may
- (4) act notwithstanding any vacancy on the Board.
- (5) Any 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 qualification of any member of the Board or sub-committee.

30. Annual General Meetings - Holding of

- (1) Council must convene an annual general meeting of its members at least once in every calendar year in the first half of the following financial year.
- (2) Rule 30(1) has effect subject to any extension as may be allowed by the Director General or prescribed in the Regulation.

31. Annual General Meeting - calling of and business at

- (1) The annual general meeting of Council is, subject to the Act and to rule 30, to 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 is to:
 - (a) confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
 - (b) receive from the Board reports on the activities of Council during the last preceding financial year.
 - (c) elect office bearers and ordinary board members of Council.
 - (d) receive and consider any financial statements or reports required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

32. General Meetings

The Board may call for additional general meetings other than any special meeting or the annual general meeting.

33. Special General Meetings - calling of

- (1) The Board may, whenever it thinks fit, convene a special general meeting of Council
- (2) The Board must, on the requisition in writing of not less than 10 per cent of the total number of financial members, convene a special general meeting of Council.
- (3) A requisition of members for a special general meeting:
 - (a) must state clearly the purpose or purposes of the meeting;
 - (b) must be signed by the members making the requisition;
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a 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 to be held within one month after the date on which a requisition of members for the meeting is lodged with the secretary, any one of the members who made the requisition may convene special general meeting to be held not later than 2 months after that date.
- (5) A special general meeting convened by a member or members as referred to in rule 33(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is

entitled to be reimbursed by Council for any expense so incurred.

34. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of Council, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause notice (by ordinary mail, facsimile, electronic mail ("e-mail") or other electronic means) to be served to each member at the member's address appearing in the register of members, specifying the place, date and time of 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 Council, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member specifying, in addition to the matter required under rule 34(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 is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 31(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice from the member.

35. Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five percent (5%) of Financial members present in person (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.
- (3) 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 members is to be dissolved and in any other case is to 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 members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the start of the meeting, the financial members present (being not less than 7) are to constitute a quorum.

36. 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 is to 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 must give written or verbal notice of the adjourned meeting to each member of Council 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 rules 36(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.

37. Making of Decisions

- (1) A question arising at a general meeting of Council is to be determined by either:
 - (a) a show of hands, or

- (b) If on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands, 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, or an entry to that effect in the minute book of Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson

38. Special Resolutions

- (1) A resolution is passed by Council as a special resolution:
 - (a) At a meeting of Council of which written notice specifying the intention to propose the resolution as a special resolution has been given to members no later than 21 days before the date on which the meeting is held, and
 - (b) if it is supported by at least three-quarters of the votes cast by members of Council present at the meeting who, under the constitution, are entitled to vote on the proposed resolution or
 - (c) in such other manner as the Director-General may direct.
- (2) A notice referred to in subclause (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A direction under subclause (1) (c) may not be given unless the Director General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a).

39. Voting

- (1) On any question arising at a general meeting of Council a financial member has one vote only.
- (2) All votes are to be given personally. No proxies are allowed.
- (3) Questions arising at a general meeting are to be determined by a majority of the members present at the meeting.
- (4) A member is not entitled to vote at any general meeting of Council unless all money due and payable by the member to Council has been paid.
- (5) A member is not entitled to vote at any general meetings of Council if the member is under 18 years of age.

40. Returning Officer

- (1) The Board must appoint a returning officer to supervise the mechanic and the validity of votes, and votes counting.
- (2) The Board may appoint assistants to the returning officer.
- (3) The returning officer is to be a non-voter.
- (4) The Board is to negotiate the method of votes counting.

41. Duties of Returning Officer

The Returning Officer must:

- (a) determine the validity of votes;
- (b) count votes;
- (c) do what is reasonably necessary to ensure the proper voting process; and
- (d) declare the result of the votes when called upon to do so by the Chairperson.

PART 5 - MISCELLANEOUS

42. Public Officer

- (1) The Public Officer may hold any other office of Council.
- (2) The Public Officer must be a member of Council and is appointed by the Board at the Board's first meeting after the annual general meeting, or within 14 days thereof.
- (3) The Public Officer must be a person who is aged 18 years or more and is ordinarily resident in New South Wales.
- (4) The position of Public Officer may, but need not be, held by a Board member. If the Public Officer is not a Board member, he or she is not to cast a vote on any issue in the Board.
- (5) The Public Officer's acts are valid despite any defect in his or her appointment.
- (6) Within 28 days after taking office, Council's Public Officer must notify the Director-General, in the approved form, of:
 - (a) his/her full name and date of birth, and
 - (b) his/her address for service of notices, being either the person's residential address or some other address at which the person can generally be found, and
 - (c) the fact that the person has taken office as Public Officer.
- (7) If there is any change in the address of the Public Officer of Council, the Public Officer must notify the Director-General, in the approved form, of the new address within 28 days after the change occurs.

43. Role of Public Officer

- (1) The public officer is to keep the Director General informed of changes in Council.
 - (a) lodge with the Director General (within one month after the date of each Annual General Meeting) a summary of the year's financial transactions which must include details of income and expenditure, assets and liabilities, mortgages, securities and trusts held by Council and insurance policies taken out;
 - (b) provide to the Director General a copy of any resolution passed at the Annual General Meeting concerning the financial statement; and
 - (c) Inform the Director General of any changes on the Board within 14 days.
- (2) The public officer must bring to the attention of the Board all documents received from the Director General.
- (3) The public officer is the custodian of Council's records.

44. Vacation of Office of Public Officer

- (1) The public officer vacates office in the following circumstances:
 - (a) if he or she dies,
 - (b) if he or she resigns the office in writing addressed to the Board,
 - (c) if he or she is removed from office by resolution of a general meeting of Council,
 - (d) if he or she becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit,
 - (e) if he or she becomes a mentally incapacitated person,
 - (f) if he or she ceases to ordinarily reside in New South Wales,
- (2) Within 14 days after vacating office, a former public officer of Council must ensure that all documents in his or her possession that belong to Council are delivered to the secretary.
- (3) The Board must fill any vacancy in the office of public officer within 28 days after

the vacancy arises.

45. Authorised signatories

- (1) Council's public officer and the Chief Executive Officer are, by virtue of their office, authorised signatories for Council.
- (2) The Board may appoint additional authorised signatories from among such of its members as are ordinarily resident in Australia, and may at any time revoke any such appointment.
- (3) A person (other than the public officer) vacates office as Council's authorised signatory if:
 - (a) his or her appointment as an authorised signatory is revoked, or
 - (b) he or she ceases to be a Board member, or
 - (c) he or she ceases to be ordinarily resident in Australia; or
 - (d) the person is the Chief Executive Officer and he or she resigns or is removed from office.

46. Auditor

The Board must appoint an auditor not later than three months after the Annual General Meeting for a period of twelve months. The auditor must not be a member or closely related to a member of the Board.

47. Insurance

- (1) Council must effect and maintain insurance.

48. Funds - source

- (1) The funds of Council are to be derived from government grants, admission fees and annual membership of members, donations and, subject to any resolution passed by Council in general meeting, such other sources as the Board determines.
- (2) All money received by Council are to be deposited as soon as practicable and without deduction to the credit of Council's bank account.
- (3) Council must, as soon as practicable after receiving any money, issue an appropriate receipt.

49. Funds - Management

- (1) Subject to any resolution passed by Council in a general meeting, the funds of Council are to be used in pursuance of the objects of Council in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of Council, being members or employees authorised to do so by the Board.

50. Change of name, objects and constitution

- (1) Council's name, objects and constitution, may be altered, rescinded or added to only by a special resolution of Council under rule 38(a) of this Constitution.
- (2) An application to the Director-General for registration of a change in Council's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer.

51. Common seal

- (1) The common seal of Council must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of

the Board and the affixing of the common seal must be attested by the signatures either of 2 members of the Board or of one member of the Board and of the public officer or secretary.

52. Custody of Books, etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to Council.

53. Inspection of Books, etc.

- (1) The following documents must be open to inspection, free of charge, by a member of Council at any reasonable hour:
 - (a) records, books and other financial documents of Council,
 - (b) this constitution,
 - (c) minutes of all Board meetings and general meetings of Council.
- (2) A member of Council may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

54. 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 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 third day after posting, and
 - (c) in the case of delivery by generally recognised overnight courier, on the second day after dispatch with that courier; and
 - (d) in the case of facsimile 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; and
 - (e) in the case of transmission by electronic mail, on the day of transmission if the electronic medium sending the notice states that the transmission was completed before 5:00pm on a business day, otherwise on the next business day. This method of service is effective only if the medium's report states that it was sent in full and without error and the message is not rejected or undeliverable as evidenced by a message to that effect received by the sender.

55. Payment, etc., of Office Bearers and Ordinary Board Members

A member of the Board is not to be appointed to any salaried office of Council or any office of Council paid by fees, and no remuneration or other benefit in money or money's worth is to be given by Council 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 Council's bankers for money lent to Council; and
- (c) reasonable and proper rent for premises let to Council.

56. Vacation of Office of the Board

Without limiting the operation of rule 20, the office of a member of the Board is to become vacant if:

- (a) the member holds an office of profit in Council;

- (b) the member is directly or indirectly interested in any contractor's proposed contract with Council.

57. Distribution of Deductible Gift Recipient Assets on Revocation of DGR Endorsement or Winding Up

If Council is wound up or if the endorsement of Council as a deductible gift recipient is revoked and any of the assets referred to in subparagraphs (a)-(c) below remain after satisfaction of Council's debts and liabilities, and the costs, charges and expenses of any winding up, they must be transferred (subject to Rule 63 (Distribution of Assets)) to another organisation in Australia which is a public benevolent institution to which income tax deductible gifts can be made and which has been specified by the members in a special resolution:

- (a) gifts of money or property for the principal purpose of Council;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of Council; and
- (c) money received by Council because of such gifts or contributions.

58. Notification of Proposed Alteration of Rules

A proposed alteration of the rules or of the statement of objects of Council must be notified to the Minister administering the Charitable Collections Act, 1934, in the manner required by the regulations under that Act.

59. Compliance with Charitable Fundraising Act 1991

Council must comply with such of the provisions of the Charitable Fundraising Act 1991, and the regulations hereunder as are applicable to it.

60. Assets and Income

The assets and income of Council must be applied solely in the furtherance of its objectives and no portion is to be distributed directly or indirectly to the members of the organisation except as bona fide reimbursement for services rendered or expenses incurred in behalf of the organisation.

61. Winding Up of Association

If upon the winding up of Council there remains after satisfaction of all its debts and liabilities and the costs, charges and expenses of the winding up any property in addition to the assets outlined in Rule 58 (Distribution of Deductible Gift Recipient Assets on Revocation of DGR Endorsement or Winding Up) the surplus must be given or transferred subject to Rule 63 (Distribution of Assets) to another organisation in Australia which is a public benevolent institution at law and which has been specified by the members in a special resolution.

62. Distribution of Assets

Any distribution of assets or property outlined in Rule 58 (Distribution of Deductible Gift Recipient Assets on Revocation of DGR Endorsement or Winding Up) and Rule 62 (Winding Up of Association) is subject to the following:

- (a) the distribution must be approved by the Director-General as defined in the *Associations Incorporation Act 2009* (NSW);
- (b) no distribution is to be made to any member or former member of Council, or to any person to be held on trust for any member or former member of Council, unless the member or former member is an organisation (whether incorporated or unincorporated) that at the time of the distribution, has rules preventing the distribution of property to its members. Any organisation to which the assets were transferred would also need to be a public benevolent institution;
- (c) any trust affecting the property or any part of it; and
- (d) any assets supplied by a government department or public authority, including any unexpended proportion of a grant, must be returned to the department or

authority that supplied it or to a body nominated by the department or authority.

APPENDIX 1

ABN 65 538 322 175
This document becomes a "Tax Invoice"
once payment has been made

63. MEMBERSHIP APPLICATION

New Membership

Details of applicant (Please Print)

(Mr Ms/Mrs/Miss/Dr etc.)	First Name	Surname
Street Address		
Suburb	State	Postcode
Tel (h)	Tel (w)	Fax
Mobile	E-mail	Web Page
DOB	Position/Profession	
Areas of interest (please list)		

If you are applying for membership as an organisation

Name of Organisation		
Postal Address		
Tel	Fax	E-mail
Name of President/Chairperson		
Signature of President/Chairperson		Date

If the applicant is under 18 years of age (not less than 15 years of age) parent/guardian's consent is required

Igive permission for my child..... to apply for membership with Arab Council Australia and to pay the associated fees for the time being in force.

Signature of Parent/ Guardian		Date
Tel (b)	Tel (h)	Mob

I, the applicant, hereby apply for membership of Arab Council Australia Inc. If my application is successful I undertake to abide by the rules of Council for the time being in force.

Signature of applicant	Date
------------------------	------

Proposer	Secunder
Name	Name
Membership No	Membership No
Signature of Proposer	Signature of Secunder
Date	Date

Payment

Membership fees \$..... Plus donation \$..... TOTAL \$.....

Pay by cheque, money order or credit card

I have enclosed a cheque/money order for \$..... made out to Arab Council Australia Inc.

Please bill my credit card (Please tick one)

Visa

MasterCard

□□□□ □□□□ □□□□ □□□□

Name on Card: Expiry date: □□ / □□

Signature: Date:/...../.....

Take the worry out of renewing Please renew my yearly membership automatically

I, authorise Arab Council Australia to debit my credit card the amount of my membership fees (for the amount stated above) and future membership fees as prescribed from time to time under Council rules.

Signature: Date:/...../.....

Office Use Only

Received/...../.....	Payment made/...../.....	Amount received \$	Receipt No
Membership valid until/...../.....	Received by	Membership No	

