

Multicultural Council of Tasmania Incorporated

Constitution

October 2021

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PREAMBLE

The Multicultural Council of Tasmania acknowledges the Aboriginal and Torres Strait Islander Peoples as the First Peoples of Australia and seeks to promote harmony among, and equity for, all the peoples of Australia.

1. NAME

The name of the organisation shall be the Multicultural Council of Tasmania Incorporated. (In these rules called “Council”.)

2. INTERPRETATION

2.1. “Multicultural Council” means an organisation representing groups and individuals with diverse cultural traditions and identities.

“Associate Member” means an organisation that is approved for membership after 26 August 2021 that is not a not-for-profit organisation and has no voting rights.

“Association” means a non-profit association, society, club or similar organisation having membership, whether corporate or incorporate.

“Delegate” means a person delegated to the Council by a constituent Organisational Member.

“Organisational Member” means an organisation approved for membership of the Multicultural Council of Tasmania Inc. as at 26 August 2021, or a not-for-profit organisation approved for membership of the Multicultural Council of Tasmania Inc.

“Regional Association Member” means an association with similar aims to the Multicultural Council of Tasmania Inc and is affiliated to the State Council without voting rights.

“Individual Member” means a member person not belonging to a constituent Organisational Member. “Board” means the Board of the Council.

“Annual General Meeting” means a general meeting of members convened in accordance with section 13.

2.2. In these rules, expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, and other modes of representing or reproducing words in a visible form.

2.3. Words or expressions contained in these rules shall be interpreted in accordance with provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Council.

3. OFFICE

The office of the Council shall be at such place as the Board may from time to time determine.

4. OBJECTS AND PURPOSES

4.1. The basic objects of the Council shall be:

4.1.1. to promote contact, communication, co-operation, understanding, respect and tolerance between Tasmanians of various cultural, linguistic, and religious backgrounds, so that all can fully participate in all aspects of life in Tasmania without racism or discrimination;

4.1.1.1. this includes promoting joint action and cooperation between ethnic communities on issues of common concern;

4.1.2. to advance the culture of ethnic communities in Tasmania by providing for the observance and celebration of customs, festivals and ceremonies;

4.1.2.1. this includes encouraging the development of ethnic organisations concerned with the social and cultural life of their communities;

4.1.3. to promote current and prospective laws and policies that support multicultural communities in Tasmania, and to oppose current and prospective laws and policies that harm multicultural communities in Tasmania, including by undertaking research and promoting and engaging in public debate;

4.1.3.1. this includes ensuring the rights of ethnic communities including effective participation in decisions which affect them and the sharing of community resources;

4.1.4. to participate actively in the development of a culturally pluralistic society in Australia and to relate to relevant community organisations and structures keeping in mind the purpose of inter-action with rather than isolation from the mainstream of Australian life; and

4.1.5. to encourage and promote multicultural education.

4.2. In addition to the basic objects of the Council, the objects and purposes of the Council shall be deemed to include:

4.2.1. The purchase, taking on lease or exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Council;

4.2.2. the buying, selling, and supplying of and dealing in goods of all kinds;

4.2.3. the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Council;

- 4.2.4. the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Council;
 - 4.2.5. the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Council, whether by way of donations, subscriptions, or otherwise;
 - 4.2.6. the printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the Council;
 - 4.2.7. the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting;
 - 4.2.8. subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Council not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
 - 4.2.9. the making of gifts, subscription, or donations to any of the funds, authorities, or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
 - 4.2.10. the establishment and support, or aiding in the establishment and support of any other association formed for any of the basic objects of the Council;
 - 4.2.11. the purchase or acquisition and undertaking of all or any part of the property, assets, liabilities, and engagements of any council with which the Council may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Council; and
 - 4.2.12. the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Council or of any of the objects and purposes specified in the foregoing provisions of this section 4.2.
- 4.3.** In this section 4, “basic objects of the Council” means the objects and purposes of the Council, as stated in the application under sub-section (2) of Section 7 of the Act for the incorporation of the Council lodged with the Registrar pursuant to that section.

5. MEMBERSHIP

- 5.1.** Membership consists of “Organisational Members”, “Individual Members” and “Regional Association Members”.
- 5.2.** Application for membership shall be made in writing, signed by a competent officer of the applicant association or by an individual and shall be in such form and containing such requirements as the Board from time to time prescribes.
- 5.3.** As soon as practicable after the receipt of an application for membership, it shall be considered by the Board who will vote on whether to admit the applicant as a member or reject the application.

- 5.3.1. If the voting for and against membership as defined in section 5.3 is split equally, the Chairperson must cast a deciding vote.
 - 5.3.2. The applicant will be notified in writing of the Board decision as soon as practicable. Where the Board voted against admitting the applicant as a member, notification will include the Board's reason(s) for the rejection.
 - 5.3.3. The applicant can, within 30 days of receiving notification of the rejection, lodge an appeal in writing to the Council. The applicant may, in any such appeal, provide a statement repudiating any of the reasons given for the rejection by the Board.
 - 5.3.4. The appeal will be considered and voted on at the next meeting of the Council after receipt of the written appeal.
 - 5.3.5. For the appeal to be successful, seventy-five percent of those present and entitled to vote is required in support of membership.
- 5.4.** In the case of a successful application for membership by an association, the applicant will be notified in writing as soon as practicable and it will be requested that the names and addresses of appointed delegates be supplied to the Council.
- 5.5.** Notice of the details of delegates must be provided by the Organisational Members to the public officer.
- 5.6.** Nothing shall prevent an Organisational Member from recalling a delegate at any time and appointing another delegate in his/her place except within 24 hours of a General Meeting. Nonetheless, the list of electors for board member elections, comprising delegates for eligible Organisational Members as well as eligible Individual Members, is to close on 1 August each year.
- 5.7.** A register of Organisational Members and Individual Members shall be kept showing name, address, date of commencement of membership and the names and addresses of the accredited financial delegates.
- 5.8.** Organisational Members shall be entitled to the following number of delegates, namely, three representatives from each Organisational Member.
- 5.8.1. Individuals shall be entitled to self-representation.
- 5.9.** Nothing shall prevent an association from accrediting a lesser number of delegates than its quota.
- 5.10.** Individuals who are registered with the Council as Organisational Member delegates are prohibited from applying as Individual Members to the Council.
- 5.10.1. If an Individual Member becomes a delegate for an Organisational Member, then the Individual Membership lapses forthwith.
 - 5.10.2. If an Individual Membership lapses, application for re-admission will be as a new Individual Member and can only be made in the following financial year.

- 5.11.** A Register of Attendance for each meeting of the Council must be maintained and attendance must be attested by the Secretary or Chairperson.
- 5.12.** A member of the Council may, at any time resign from the Council by delivering or sending by post to the Secretary a written notice of resignation.
- 5.13.** Upon receipt of a notice under section 5.12, the Secretary shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Council.
- 5.14.** In the event of the Council being wound up, every member of the Council, and every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Council, is liable to contribute to the assets of the Council for payment of the debts or liabilities of the Council and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributors among themselves such sum, not exceeding ten dollars as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Council contracted after he/she ceased to be a member.

6. INCOME AND PROPERTY

- 6.1.** The Council must not distribute any income or assets directly or indirectly to its members, except as provided in sections 6.2 and 6.3.
- 6.2.** The Council must apply its income and assets solely in pursuit of the objects in section 4.
- 6.3.** Sections 6.1 and 6.2 do not stop the company from doing the following things, provided they are done in good faith:
- 6.3.1. paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Council; or
 - 6.3.2. making a payment to a member in carrying out the Council's objects.
- 6.4.** The Council shall not:
- 6.4.1. appoint a person who is a member of the Board to any office in the gift of the Council to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
 - 6.4.2. pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- 6.5.** Sections 6.1 to 6.5 shall override any other rules in this constitution and shall prevail to the extent of any inconsistency.

7. ACCOUNTS

- 7.1.** True accounts shall be kept:
- 7.1.1. of all sums of money received and expended by the Council and the matters in respect of which the receipt or expenditure takes place; and

7.1.2. of the property, credits, and liabilities of the Council and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Council for the time being, those accounts shall be open to the inspection of the members of the Council.

7.2. The Treasurer of the Council shall cause all records, accounting books, and records of receipts and expenditure connected with the operations and business of the Council to be kept faithfully in such form and manner as the Board may direct.

7.3. The accounts, books and records referred to in section 7.1 and 7.2 shall be kept at the Council's office or at such other place as the Board may decide.

8. BANKING AND FINANCE

8.1. The Treasurer of the Council shall, on behalf of the Council, ensure the receipt of all moneys paid to the Council and the issuing of official receipts for all moneys received.

8.2. The Board shall cause to be opened with such bank as the Board selects, a banking account in the name of the Council into which all moneys received shall be paid by the Treasurer as soon as possible after they are received.

8.3. The Board may receive from the Council's bank or bankers for the time being the cheques drawn by the Council on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof of the Council.

8.4. Except with the authority of the Board, no payment of a sum exceeding fifty dollars shall be made from the funds of the Council otherwise than by cheque drawn on the Council's bank account or by the electronic transfer of funds from the Association's account to another account at an authorised deposit-taking institution, but the Board may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure of such sum as the Board may impose.

8.5. No cheques shall be drawn on the Council's bank account except for the payment of expenditure that has been authorised by the Board.

8.6. All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer or, in his/her absence, by such other member or members of the Board as the Board may nominate for that purpose and shall be counter-signed by the Secretary or the Chairperson.

8.7. The Board may authorise transactions by electronic banking.

9. AUDITOR

9.1. At each Annual General Meeting of the Council, the members present shall appoint a person as the auditor of the Council. The person so appointed shall be a registered company auditor.

- 9.2. A person so appointed shall hold office until the Annual General Meeting next after that at which he/she is appointed and is eligible for re-appointment.
- 9.3. If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor of the Council for the then current financial year of the Council.
- 9.4. The auditor may only be removed from office by special resolution by the Council at a Special General Meeting.
- 9.5. If a casual vacancy occurs in the office of auditor during the course of a financial year of the Council, the Board may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

10. AUDIT OF ACCOUNTS

- 10.1. Once at least in each financial year of the Council, the accounts of the Council shall be examined by the auditor.
- 10.2. The auditor shall certify as to the correctness of the accounts of the Council and shall report thereon to the members present at the Annual General Meeting.
- 10.3. In his/her report, and in certifying to the accounts, the auditor shall state:
 - 10.3.1. whether he/she has obtained the information required by him/her;
 - 10.3.2. whether, in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Council according to the information at his/her disposal and the explanations given to him/her and as shown by the books of the Council; and
 - 10.3.3. whether the rules relating to the administration of the funds of the Council have been observed.
- 10.4. The public officer of the Council shall cause to be delivered to the auditor a list of all accounts, books, and records of the Council.
- 10.5. The auditor:
 - 10.5.1. has a right of access to the accounts, books, records, vouchers, and documents of the Council;
 - 10.5.2. may require from the servants of the Council such information and explanations as may be necessary for the performance of his/her duties as auditor;
 - 10.5.3. may employ persons to assist him in investigating the accounts of the Council; and
 - 10.5.4. may, in relation to the accounts of the Council, examine any member of the Board or servant of the Council.

11. ANNUAL GENERAL MEETING

- 11.1. The Council shall, in each year, hold an Annual General Meeting.

- 11.2.** The Annual General Meeting shall be held on such a day (being no later than six months after the close of the financial year of the Council) as the Board may determine.
- 11.3.** The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.
- 11.4.** The Annual General Meeting shall be specified as such in the notice convening it.
- 11.5.** The ordinary business of the Annual General Meeting shall be:
- 11.5.1. to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - 11.5.2. to receive from the Board, auditor and servants of the Council, reports upon the transactions of the Council during the preceding financial year;
 - 11.5.3. to elect the officers of the Council whose positions fall vacant for a two-year term subject to section 11.6;
 - 11.5.4. to appoint the auditor and determine his/her remuneration; and
 - 11.5.5. to determine the remuneration of servants of the Council.
- 11.6.** At elections held in an even-numbered year the following positions will be elected for 2 years: Chair, Vice Chairperson, and 3 additional board members. At elections held in an odd-numbered year the following positions will be elected for 2 years: 4 additional board members.
- 11.7.** The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 11.8.** All general meetings other than the Annual General Meeting shall be called Special General Meetings.

12. SPECIAL GENERAL MEETINGS

- 12.1.** The Board may, whenever it thinks fit, convene a Special General Meeting of the Council.
- 12.2.** The Board shall, on the requisition in writing from at least one delegate from at least ten member organisations, convene a Special General Meeting of the Council.
- 12.3.** A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Council and may consist of several documents in the like for, each signed by one or more of the requisitionists.
- 12.4.** If the Board does not cause a Special General Meeting to be held within twenty-one days from the date on which a requisition therefor is deposited at the office of the Council, the requisitionists or any of them, may convene the meeting but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.

12.5. A Special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Council to the persons incurring them.

13. NOTICES OF GENERAL MEETINGS

13.1. The public officer of the Council, shall, at least fourteen days before the date fixed for holding an Annual General Meeting of the Council cause to be inserted in at least one newspaper published in this State, an advertisement specifying the place, day, and time for the holding of the meeting and the nature of the business to be transacted thereat.

13.2. The notice of a Special General Meeting shall be given by the public officer at least seven days before the date fixed for holding such a meeting.

14. BUSINESS AND QUORUM AT GENERAL MEETINGS

14.1. All business that is transacted at Special General Meetings 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 including delegates entitled to under these rules to vote is present during the time when the meeting is to consider that item.

14.3. Ten members being personally present (being members or delegates entitled under these rules to vote at the meeting but so that not more than one delegate per Organisational Member shall be counted for the purpose of ascertaining the quorum) constitute a quorum for the transaction of the business of a general meeting.

14.4. If within one 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 shall be dissolved, and in any other case, it shall stand adjourned to the same day in the next week, at the same time of the adjournment by written or electronic notice to members given before the day to which the meeting is adjourned at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

15. CHAIRPERSON TO PRESIDE AT GENERAL MEETINGS

15.1. The Chairperson or in his/her absence the Vice-Chairperson, shall preside as Chairperson at every general meeting of the Council.

15.2. If the Chairperson and Vice-Chairperson are absent from a general meeting, the members and delegates present shall elect one of their number to preside as Chairperson thereat.

16. ADJOURNMENT OF GENERAL MEETINGS

- 16.1.** 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.
- 16.2.** Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 16.3.** Except as provided in the foregoing provisions of this section 16, it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

17. DETERMINATIONS OF QUESTIONS ARISING AT GENERAL MEETINGS

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 result 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 minutes book of the Council is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. VOTES

- 18.1.** Upon any question arising at a general meeting of the Council, and in board member elections, an Individual Member (being a member entitled to vote under these rules) and each delegate has one vote only (even if a person is a delegate of more than one member organisation).
- 18.2.** All votes on questions arising at a general meeting of the Council shall be given personally.
- 18.3.** In the case of an equality of voting on a question arising at a general meeting of the Council, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 18.4.** No member (being a member entitled to vote under these rules) shall be entitled to vote at any general meeting or in board member elections during a financial year if the annual subscription due to the Council for that financial year is in arrears.
- 18.5.** For delegates of Organisational Members and for Individual Members, voting rights are disallowed within the first twelve months of paid membership.
- 18.6.** An Individual Member and a delegate of an Organisational Member will be entitled to voting rights at an Annual General Meeting and in board member elections when it is in their second or subsequent financial year of paid membership.

19. TAKING OF POLL

If at a meeting a poll on any question is demanded, it shall be taken at that meeting in such manner as the Chairperson may direct and the result of the poll shall be deemed to be the resolution of the meeting on that question.

20. WHEN POLL TO BE TAKEN

A poll that is demanded on a question of 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.

21. AFFAIRS OF COUNCIL TO BE MANAGED BY A BOARD

21.1. The affairs of the Council shall be managed by a Board constituted as provided in section 23.

21.2. The Board:

21.2.1. shall control and manage the business and affairs of the Council;

21.2.2. may, subject to these rules, exercise all such powers and functions as may be exercised by the Council, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Council; and

21.2.3. subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Council.

21.3. The policy decisions shall be made by members at general meetings.

22. OFFICERS OF THE COUNCIL

22.1. Officers of the Council shall be nine elected board members and up to three co-opted board members. Those officers of the Council who will serve as executive officers of the Council shall be a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary. The Board shall appoint consenting officers of the Council to the positions of Treasurer and Secretary.

22.2. An officer of the Council shall not be:

22.2.1. a federal or state parliamentarian, or local councillor or alderman;

22.2.2. a spouse (*de facto* or *de jure*), sibling (or sibling-in-law), parent (or step-parent) or child (or step-child) of another officer of the Council; or

22.2.3. a delegate of an Organisational Member where another officer of the Council is a delegate of the same Organisational Member.

22.3. The provisions of section 24 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the executive offices mentioned in section 22.1.

22.4. Each officer of the Council shall hold office until the Annual General Meeting next after the date of his/her election, but no officer of the Council shall hold the same office for more than two consecutive terms. However, a person may be renominated for that office after the expiry of two years.

22.5. In the event of a casual vacancy in the executive mentioned in section 22.1, the Board may appoint an officer of the Council to the position. In the event of a casual vacancy in the officers of the Council the members of the Board may appoint an Individual Member or delegate who satisfies the eligibility rule under section 22.2 to the vacant office, although this must be a female appointee if the vacancy was originally reserved for female candidates. The member or delegate so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of that appointment. If the vacancy occurs in the first year of a two-year term, the election to the position would be for a one-year term at the next immediate Annual General Meeting.

23. CONSTITUTION OF THE BOARD

The Board shall consist of the officers of the Council all of whom shall be elected except for those officers who are co-opted by the Board under section 24.15.

24. ELECTION OF MEMBERS OF BOARD

24.1. The Board may appoint the Electoral Commissioner for Tasmania or some other person or organisation independent of the Council and its members as Returning Officer to conduct an election in accordance with these Rules. The Electoral Commissioner for Tasmania may appoint another person as Returning Officer to conduct the election on his or her behalf.

24.2. The Returning Officer in an election must fix the day on which nominations for the election open and the time and date for the close of nominations. Nominations are to be open for at least 21 days. The Returning Officer in an election must, no later than 21 days before the date fixed for the close of nominations, cause notice of the election and a nomination form to be sent to every member at the postal or email address nominated by that member. The notice is to: specify the vacancy or vacancies to be filled; call for nominations; specify the way in which, and the time and date by which, nominations must be received; and contain such other information as the Returning Officer determines. Nomination forms for an election are to be prepared in a form approved by the Returning Officer and include provision for candidates' statements.

24.3. Candidates for election as officers of the Board shall be Individual Members or delegates of Organisational Members. A person may be nominated as a candidate for election as Chair and/or Vice Chair and/or an ordinary Board Member. The nominations shall be made in writing signed by two members of the Council and/or delegates, other than the person being nominated, and accompanied by the written consent and signature of the candidate (which may be endorsed on the form of nomination). If the nomination is for an office of the Board, the nomination shall state the office or offices for which the nominee is a candidate. If no office is stated, the nomination shall be deemed to be for an ordinary member of the Board. The nomination form must be emailed, lodged, posted or faxed so as to be received by the Returning Officer by the time and date fixed for close of nominations. The Returning Officer in an election may accept a nomination for the election if satisfied that: the

nomination has been made and lodged in accordance with these rules; and the person nominated is eligible to be a candidate in the election. The Returning Officer must reject a nomination if not satisfied as to the matters specified in this rule. The Returning Officer is not to disclose information concerning any nominations received until after the time fixed for the close of nominations. A candidate in an election may withdraw his or her nomination at any time until the close of nominations by giving notice in writing of the withdrawal to the Returning Officer.

- 24.4.** A candidate in an election may supply the Returning Officer with a written statement to be distributed with ballot papers. The statement must be received by the Returning Officer in the election by the close of nominations. The statement is not to: exceed 150 words; or mention any other candidate unless the signed consent of that other candidate is received by the Returning Officer with the statement. The Returning Officer may, interfering as little as possible with the content of a candidate's statement, edit any or all of that statement to make it consistent in style and layout and to ensure compliance with this Rule.
- 24.5.** If, on the close of nominations for an election, the number of nominations accepted by the Returning Officer is fewer than the number of positions to be filled, the Returning Officer is to declare those persons elected, further nominations shall be received by the Board at the Annual General Meeting, and the Board shall conduct an election at the Annual General Meeting in a manner of the Board's choosing to fill the remaining vacancies.
- 24.6.** If, on the close of nominations for an election, the number of nominations accepted by the Returning Officer is equal to the number of vacancies to be filled the Returning Officer is to declare those persons elected.
- 24.7.** If, on the close of nominations for an election, the number of nominations accepted by the Returning Officer exceeds the number of vacancies to be filled, the Returning Officer must conduct a ballot.
- 24.8.** To the extent of any inconsistency with sections 24.5, 24.6 or 24.7, sections 24.8 to 24.13 apply.
- 24.9.** The nomination shall state whether the candidate is female.
- 24.10.** A female candidate nominating to be an ordinary board member shall be a candidate for vacancies reserved for female candidates and for vacancies open to candidates of any sex.
- 24.11.** If a candidate is elected in an election, then votes cast for that candidate in a subsequent election are to be transferred to the next remaining candidate in the order of the relevant voter's preference.
- 24.12.** In odd-numbered years, wherein four board member vacancies are to be filled, two of those vacancies are to be reserved for female candidates.
- 24.12.1. If, on the close of nominations, there is no female candidate accepted by the Returning Officer, then further nominations shall be received by the

Board at the Annual General Meeting, and the Board shall conduct an election at the Annual General Meeting in a manner of the Board's choosing to fill the two vacancies reserved for female candidates.

24.12.2. If, on the close of nominations, there is one female candidate accepted by the Returning Officer, then the Returning Officer is to declare that candidate elected, further nominations shall be received by the Board at the Annual General Meeting, and the Board shall conduct an election at the Annual General Meeting in a manner of the Board's choosing to fill the one remaining vacancy reserved for female candidates.

24.12.3. If, on the close of nominations, there are two female candidates accepted by the Returning Officer, then the Returning Officer is to declare those candidates elected.

24.12.4. If, on the close of nominations, there are three or more female candidates accepted by the Returning Officer, then the Returning Officer must conduct a ballot for those two vacancies reserved for female candidates.

24.12.5. If, following any filling of vacancies reserved for female candidates, there are no candidates of any sex who have not yet been elected, then further nominations shall be received by the Board at the Annual General Meeting, and the Board shall conduct an election at the Annual General Meeting in a manner of the Board's choosing to fill the two vacancies open to candidates of any sex.

24.12.6. If, following any filling of vacancies reserved for female candidates, there is one candidate of any sex who has not yet been elected, then the Returning Officer is to declare that candidate elected, further nominations shall be received by the Board at the Annual General Meeting, and the Board shall conduct an election at the Annual General Meeting in a manner of the Board's choosing to fill the one remaining vacancy open to candidates of any sex.

24.12.7. If, following any filling of vacancies reserved for female candidates, there are two candidates of any sex who have not yet been elected, then the Returning Officer is to declare those candidates elected.

24.12.8. If, following any filling of vacancies reserved for female candidates, there are three or more candidates of any sex who have not yet been elected, then the Returning Officer must conduct a ballot for the two vacancies open to candidates of any sex.

24.13. In even-numbered years, wherein vacancies for a chair, vice-chair and three additional board members are to be filled, one of those vacancies for additional board members is to be reserved for female candidates.

24.13.1. If, following the elections for chair and vice-chair, there is no female candidate accepted by the Returning Officer, then further nominations shall be received by the Board at the Annual General Meeting, and the Board shall

conduct an election at the Annual General Meeting in a manner of the Board's choosing to fill the one vacancy reserved for female candidates.

24.13.2. If, following the elections for chair and vice-chair, there is one female candidate accepted by the Returning Officer, then the Returning Officer is to declare that candidate elected.

24.13.3. If, following the elections for chair and vice-chair, there are two or more female candidates accepted by the Returning Officer, then the Returning Officer must conduct a ballot for the one vacancy reserved for female candidates.

24.13.4. If, following any filling of the vacancy reserved for female candidates, there are no candidates of any sex who have not yet been elected, then further nominations shall be received by the Board at the Annual General Meeting, and the Board shall conduct an election at the Annual General Meeting in a manner of the Board's choosing to fill the two vacancies open to candidates of any sex.

24.13.5. If, following any filling of the vacancy reserved for female candidates, there is one candidate of any sex who has not yet been elected, then the Returning Officer is to declare that candidate elected, further nominations shall be received by the Board at the Annual General Meeting, and the Board shall conduct an election at the Annual General Meeting in a manner of the Board's choosing to fill the one remaining vacancy open to candidates of any sex.

24.13.6. If, following any filling of the vacancy reserved for female candidates, there are two candidates of any sex who have not yet been elected, then the Returning Officer is to declare those candidates elected.

24.13.7. If, following any filling of the vacancy reserved for female candidates, there are three or more candidates of any sex who have not yet been elected, then the Returning Officer must conduct a ballot for the two vacancies open to candidates of any sex.

24.14. Notwithstanding any other provisions of the constitution, the persons who are members of the Board on 1 July 2022, including the person holding the position previously named 'Senior Vice-Chairperson' and now named 'Vice-Chairperson', shall remain as members of, and continue to constitute, the Board until the end of the Annual General Meeting held during 2021-22, or the cessation of their elected term, whichever is later.

24.15. After each Annual General Meeting the Board may co-opt up to three additional members to the Board who shall be appointed by the Board to achieve the best representation of regional interests, new and emerging multicultural communities, gender, age, diversity and skills and expertise. The board must not appoint a man to the board if, following such an appointment, women hold fewer than 30 per cent of the board positions.

- 24.16.** The list of electors for board member elections, comprising delegates for eligible member organisations as well as eligible individual members, is to close on 1 August each year. The Public Officer is to prepare a list of electors entitled under these rules to vote in board member elections. The Public Officer is to certify as correct the list of electors and provide it to the Returning Officer. The Returning Officer in an election may require the Public Officer to provide any other information that the Returning Officer reasonably considers is necessary or expedient for clarifying eligibility to vote.
- 24.17.** Subject to this Rule, ballots for an election are to be prepared in a form approved by the Returning Officer. The order in which the names of candidates are to appear on the ballots is to be drawn by lot. A ballot is to contain a direction to the effect that electors are to vote for all candidates in the order of their preference.
- 24.18.** For postal and online elections, the Returning Officer in an election must fix: the day on which ballots are emailed and/or posted to eligible electors; and the time and date of the close of the ballot, which is to be a date no less than 14 days prior to the Annual General Meeting. The ballots are to be emailed and/or posted to eligible electors at least 21 days before the close of the ballot.
- 24.19.** When conducting a postal or online election the Returning Officer must email and/or post and/or otherwise deliver the following ballot material to each elector at the email and/or postal address nominated by that elector: the ballot/s; instructions for the completion of the ballot/s and the manner in which the ballot/s are to be returned; in the case of postal voting, the Reply Paid envelope or envelopes to be used for the return of the ballot/s; candidate statements; and such other material as the Returning Officer considers appropriate.
- 24.20.** In the case of postal voting, an envelope to be used for the issue and return of ballot/s is to make provision for the voter to sign a declaration authenticating the vote; and be designed to protect the secrecy of the vote. The declaration is to be to the effect that the voter is the person named on the envelope; and that the voter voted on the ballot/s in the envelope. The form of the envelope is to be determined by the Returning Officer.
- 24.21.** In the case of postal voting, in accordance with the instructions issued by the Returning Officer, an elector in an election is to: mark the ballot paper; and place it in the envelope or envelopes provided; sign the voter's declaration; and send it by post or deliver it so that it is received by the Returning Officer before the close of the ballot.
- 24.22.** In the case of postal voting, where an elector whose name appears in the list of electors claims in an application made to the Returning Officer before the close of the ballot that he or she has not received the ballot/s or that the ballot/s received has/have been accidentally defaced or destroyed, the Returning Officer may forward by post or deliver a second set of ballot material to that elector.
- 24.23.** The Returning Officer in an election must not accept a ballot paper that is: received by the Returning Officer after the close of the ballot; in the case of postal voting, contained in an envelope where the declaration has not been signed as required;

received from a person who is not eligible to vote in the election; or received from a person who has already voted in the election.

- 24.24.** A ballot in an election is informal if: there is no vote recorded on the ballot; the elector has not marked the ballot paper by placing consecutive numbers without repetition, starting from number 1, in the squares next to the names of at least as many candidates as there are positions to be filled by election; or the ballot contains a mark or writing which identifies the elector who marked the ballot. If on a ballot paper that is otherwise formal, a number is repeated or omitted, the elector's preferences on that ballot paper are to be counted up to but not including that repetition or omission. A ballot paper is not to be treated as informal at the counting of votes if, in the opinion of the Returning Officer, the elector's intention is clearly indicated on the ballot.
- 24.25.** The counting of votes shall proceed in the following order of ballots: Chair, Vice Chair, general board members. If a candidate is elected as Chair, then votes cast for that candidate in a ballot for Vice Chair are to be transferred to the next remaining candidate in the order of the relevant voter's preference. If a candidate is elected as either Chair or Vice Chair, then votes cast for that candidate in a ballot for a general board position are to be transferred to the next remaining candidate in the order of the relevant voter's preference.
- 24.26.** If the Board appoints the Electoral Commissioner for Tasmania as Returning Officer to conduct an election, then votes cast in that election are to be counted in accordance with the processes contained in Schedule 7 (Counting of Votes) of the Tasmanian Local Government Act 1993.
- 24.27.** If the Board appoints a Returning Officer other than the Electoral Commissioner for Tasmania to conduct an election, and if that election is conducted through use of an online platform such as 'ElectionBuddy', then votes cast in that election are to be counted using a single transferable vote system.
- 24.28.** If the Board appoints a Returning Officer other than the Electoral Commissioner for Tasmania to conduct an election, and if that election is not conducted through use of an online platform such as 'ElectionBuddy', then votes cast in that election are to be counted using a proper and feasible vote counting method.
- 24.29.** The Returning Officer is to issue and forward to the Public Officer a certificate of the result of the election.

25. VACATION OF OFFICE

For the purpose of these rules, the office of an officer of the Council becomes vacant if the officer:

- 25.1.** dies;
- 25.2.** becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his/her creditors, or makes any assignment of his/her estate for their benefit;
- 25.3.** becomes of unsound mind;

- 25.4.** resign his/her office by writing under his/her hand addressed to the Board;
- 25.5.** ceases to be an Individual Member or a delegate of an Organisational Member of the Council;
- 25.6.** fails to pay all arrears of subscription due by him/her or by his or her Organisational Member within fourteen days after he/she has received a notice in writing signed by the public officer stating that he/she/ the Organisational Member has ceased to be a financial member of the Council;
- 25.7.** ceases to satisfy the eligibility rule under section 22.2; or
- 25.8.** fails to attend three consecutive Board Meetings without notice and reasonable excuse.
 - 25.8.1. In the case of virtual attendance, if a board member attends as if the board member were actually physically present in the meeting, this counts as attendance.

26. MEETINGS OF BOARD

- 26.1.** The Board shall hold at least six meetings a year and at such place and at such time as the Board may determine.
- 26.2.** Special meetings of the Board may be convened by the Chairperson or any five of its members.
- 26.3.** Notice shall be given to members of the Board 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.
- 26.4.** Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 26.5.** No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Special Meeting, in which case it lapses.
- 26.6.** At a meeting of the Board, the Chairperson or, in his/her absence, the Vice Chairperson, shall preside.
- 26.7.** Questions arising at meetings of the Board or of any sub-committee appointed under section 28.1 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.
- 26.8.** Each member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any one question, the person presiding may exercise a second or casting vote.
- 26.9.** Written or electronic notice of each Board meeting shall be served on each member of the Board at a reasonable time before the meeting.

27. DISCLOSURE OF INTEREST IN CONTRACT ETC.

- 27.1.** A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Council shall disclose his/her interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if his/her interest then exists or, in any other case, at the first meeting of the Board after the acquisition of his interest.
- 27.2.** If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, he/she shall disclose his/her interest at the first meeting of the Board after he/she becomes so interested.
- 27.3.** No member of the Board shall vote as member of the Board in respect of any contract or arrangement in which he/she is interested and, if he/she does so vote, that vote shall not be counted.

28. SUB-COMMITTEES AND EXECUTIVE COMMITTEE

- 28.1.** The Board or the members in General Meeting may from time to time appoint sub-committees from the members as it may think fit and shall prescribe the powers and functions thereof.
- 28.2.** The Board may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Council, but a person so co-opted is not entitled to vote.
- 28.3.** Three appointed members of a sub-committee constitute a quorum of a sub-committee.
- 28.4.** The Chairperson and Vice-Chairperson shall be ex-officio members of all sub-committees.
- 28.5.** The Chairperson, the Vice Chairperson, the Treasurer, and the Secretary constitute an Executive Committee, which may issue instructions to the public officer and the servants of the Council in matters of urgency connected with the management of the affairs of the Council during intervals between meetings of the Board and where any such instructions are issued, shall report thereon to the next meeting of the Board.

29. SUBSCRIPTION FEES

- 29.1.** The subscription will be set by the Board subject to ratification by a Special General Meeting or the following Annual General Meeting and must be paid within 30 days of the due date to avoid suspension of voting rights.
- 29.2.** The subscription of a member is due on the first day of the financial year of the Council, however the board may offer two years of membership to Organisational Members, wherein the subscription is due on the first day of the first financial year of membership.

30. NOTICES

A notice may be served by or on behalf of the Council or the Board upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his/her usual or last-known place of abode or electronic means including facsimile and email to the last known electronic address of the member.

31. FINANCIAL YEAR

The financial year of the Council is the period beginning on the first day of July in each year and ending on the thirtieth day of June next following.

32. EXPULSION OF MEMBERS

32.1. Subject to this section 32, the Board may expel a member from the Council, if in the opinion of the Board, the member has been guilty of conduct detrimental to the interest of the Council.

32.2. The member to be expelled shall remain a member of the Council until the expiration of fourteen days after the service on the member of a notice under section 32.3, or, if the member exercises his/her right of appeal under this section 32, until the conclusion of the Special General Meeting convened to hear the appeal, whichever is the later date.

32.3. Where the Board expels a member from the Council, the public officer of the Council shall, without undue delay, cause to be served to the member a notice in writing:

32.3.1. stating that the Board has expelled in the member;

32.3.2. specifying the grounds for the expulsion; and

32.3.3. informing the member that if he/she so desire, he/she may within fourteen days after the service of the notice him/her, appeal against the expulsion as provided in this Section 32.

32.4. A member on whom a notice under section 32.3 is served, may appeal against the expulsion to a Special General Meeting by delivering or sending by post to the public officer of the Council, within fourteen days after the service of that notice, a requisition in writing, demanding the convening of such meeting for the purpose of hearing this appeal.

32.5. Upon receipt of a requisition under section 32.3, the public officer shall forthwith notify the Board of its receipt and the Board shall thereupon cause a Special General Meeting of members to be held within twenty-one days after the date on which the requisition is received by the public officer.

32.6. At a Special General Meeting convened for the purpose of this section 32:

32.6.1. No business other than the question of the expulsion shall be transacted;

32.6.2. The Board may place before the meeting, details of the grounds of the expulsion and the Board's reason for the expulsion;

32.6.3. The expelled member shall be given an opportunity to be heard; and

32.6.4. Those present and entitled to vote shall vote by secret ballot on the question whether the expulsions should be lifted or confirmed.

32.7. If at the Special General Meeting a majority of those present and entitled to vote vote in favour of the lifting of the expulsion, the expulsions shall be deemed to have been lifted and the expelled member is entitled to continue his/her membership of the Council.

32.8. If at the Special General Meeting a majority of those present and entitled to vote vote in favour of the confirmation of the expulsion, the expulsion takes effect and the expelled member ceases to be a member of the Council.

33. DISPUTES

33.1. Subject to these rules, a dispute between a member of the Council in his/her capacity as a member of the Council shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.

33.2. Nothing in this section 33 affects the operation or effect of section 32.

34. SEAL OF THE COUNCIL

34.1. The seal of the Council shall be in the form of a rubber stamp, inscribed with the name of the Council, registration number and the word “seal”.

34.2. The seal of the Council shall not be affixed to any instrument except by the authority of the Board, and the affixing thereof shall be attested by the signatures of two members of the Board, or of the Council or such other persons as the Board may appoint for that purpose and that attestation is sufficient for all purpose that the seal was affixed by authority of the Board.

34.3. The seal shall remain in the custody of the public officer.

35. ALTERATIONS OF RULES, OBJECTS AND PURPOSES

Rule, rules or the objects and purposes of the Council may be amended, altered, or rescinded when approved by a three-fourths majority of members entitled to vote and delegates present at a General Meeting.

36. ASSETS OF COUNCIL ON WINDING UP

36.1. If the Council is wound up, any surplus assets and income must not be distributed to a member or a former member of the Council, unless that member or former member is a charity described in section 36.2.

36.2. Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets and income that remain after the Council is wound up must be distributed to one or more charities:

36.2.1. with charitable purposes similar to, or inclusive of, the objects in section 4;
and

36.2.2. which also prohibit the distribution of any surplus assets and income to its members to at least the same extent as the Council.

- 36.3.** The decision as to the charity or charities to be given the surplus assets and income must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Council may apply to the Supreme Court to make this decision.
- 36.4.** Sections 36.1 to 36.4 shall override all other rules in this constitution and shall prevail to the extent of any inconsistency.