

MINUTES OF MCOT SPECIAL GENERAL MEETING HELD ON July 13, 2020 at Multicultural Hub

Drafted by Jade Li, Finalised by the board.

The meeting was called to order by Chairperson Waqas Durrani at 6:20pm.

1. PRESENT:

- Board members:

Waqas Durrani (Chairperson), Rene Kling (Vice Chairperson), Rose Kling, James Eaves, Md Arman Rahman Onick, Jade Li (Secretary), Curtis Craig Ho, Joel Ortiz (Treasurer), Muthukumar Nachiappan.

- Members:

Amara Tholley, Ajit S. Ramadas, Sajini Sumar, K.S Vijayalan, Bhim Neupane, Mahmazuned Huseni, Mohamed Razeek, Tamara Ward, Amin Jafari, Ali Asghar, Councillor Michael Dutta, Sana Samoun, Yashwant Dhiman, Mr C. Kumaraparathy, Karunakara Doddajataka Thammaiah, Remash Narayana, Reshma Dutta, Councillor Zelinda Sherlock, Marina Ladaniwskyj, Satendra Bholra, Beena Roy, Prakash V.M., Sojan Joseph, Junisa Bangura, Li Max Joy, Richard John Ho, Edgar Fergus Ho, Dorothy Lau, Daphne Lynch, William Siu, Maryann Siu, Tak Ming Wong, Dai Yi Wang, Dr Charles Makoundi, Jackie Williams*, John Kamara, Khush Preet Singh, Germanjit Singh, Amarjit Singh, Terry Susmilch, Mr O. Vithusikan, Neela Ambika, Anmol Kataria, Kazi Sabbir, Sumaiya Jawedan, Syed Fahad, Syed Baqar Zaidi, Senator Eric Abetz, Mohan Mattala, John Paul Palissery, Rajat Chopra, Geoffrey Wood, Ashfaqur Rahman.

- Observer: Tiptkanya, Simon.

- MCOT Staff: Duncan Spender, Nico van Leeuwen.

2. APOLOGIES:

- John Devine (State Manager AICD), Hina Durrani, Nazli Shiekh, Dennis Zheng, Adrienne Picone (TasCOSS), Zainab Clark (Amnesty), Leanne Doherty (Warrane Mornington Neighbourhood Centre), Lisa Schimanski (Volunteering Tasmania), Kevin Stark, Ruth Forrest MLC, Mithun Bacheval, Ella Haddad MP.

3. Waqas – Welcome. Acknowledgement of traditional owners.

4. Senator Eric Abetz – Opening Remarks.

5. Main Item of Discussion: Proposed New Constitution

The Chairperson introduced the proposed new MCOT constitution which is a result of the work performed by our Vice Chair Rene Kling, CEO Duncan Spender and with

the input of an independent external expert John Devine, State Manager Australian Institute of Company Directors (AICD). The proposed new constitution for discussion and voting is to continue to align MCOT with the Not for Profit Governance Principles of AICD. Rene Kling and Duncan Spender addressed the members and outlined the work performed. John Devine State Manager of AICD was invited to speak directly to the members tonight and walk through the proposed changes in accordance with best practice however John Devine was noted as an apology due to personal matters.

The major proposed changes include:

- decreasing the size of the Board from 14 to 7 where:
 - 5 Board members are elected by the members
 - in the first Board meeting, in accordance with the skills of the elected Board Members, they appoint amongst themselves a Chair and Vice Chair who is best skilled to perform the role (the Board works through the Chair, hence the Executive being the Chair and Vice Chair as a deputy in the absence of the Chair)
 - conduct a skills audit and in accordance with the skill shortages, appoint 2 more Board members. For example, if all Board members elected are male, a female Board member can be appointed or if a certain skill is lacking, through appointment, the skill shortage on the Board can be filled
 - co-opt additional Board members or form committees as required
- set out eligibility requirements where:
 - current Members of Parliament, current members of the Legislative Council or Aldermen or Councillors of Local Governments are not eligible to contest the nominations. This will allow the organisation to remain “**apolitical**” and further the cause of the organisation and multiculturalism
 - current or former employees of the Council are not eligible to contest the nominations to allow the CEO to support and performance manage staff appropriately and avoid the situation where, for instance, a performance managed staff becomes the Chair (effectively the CEO’s boss) and starts performance managing the CEO.
- other minor changes and typo fixes.

The floor was opened for discussion, feedback and comments.

Many members voiced their opinions (Sajini Sumar, John Kamara, Reshma Dutta, Mike Dutta, Zelinda Sherlock, etc.). The key points were:

- Concerns over a poor representation of the diverse multicultural community by a smaller size board.
- Technology can help increasing representation.
- Need of a community consultation process before calling for voting.
- Query on the motivation and rationale behind the changes.
- Query on the board meeting that accepted these changes.
- Concerns on the timing of the proposed constitution change (i.e. before AGM).
- Concerns on the legality of this SGM and due diligence; this meeting was called by the CEO, who is not registered as the Public Officer of MCOT with

Consumer Affairs. This detail breaches MCOT's existing constitution Section 13.2.

Some board members (Waqas Durrani, Rene Kling, Jade Li) and CEO responded to the above points:

- The proposed constitutional change is to align MCOT with the governance principles of Australian Institute of Company Directors (AICD) i.e. best practice in Australia.
- The specific changes were suggested as part of a consultation process with an expert of the field, John Devine, State Manager Tasmania at AICD.
- These changes were accepted at the board meeting on 06/07/2020 to be put forward to the MCOT membership for discussion and voting; and were approved by 13 out of 14 board members. The role of the Board is to consider strategic opportunities and ensure proper governance of funding, finances and activities.
- A smaller board is in accordance with the governance principles of AICD for not for profits.
- The supplied record with Consumer Affairs (dated 10/7/2020) had Ron Franks as the Public Officer of MCOT. But CEO Duncan Spender had submitted necessary forms to register with Department of Justice and will follow up on this matter.

6. Motion

Reshma Dutta noted that the notice for the Special General Meeting was not given by the public officer, which is a requirement of the MCOT Constitution. *

Motion: That the Special General Meeting be adjourned.

Moved: Reshma Dutta.

Seconded: Sajini Sumar.

Votes for: 36 (from a total of 56 voters).

Motion Carried.

The Chairperson announced the special meeting was closed but he invited attendees to make the best possible use of this gathering and ask questions and give feedback on the proposed constitution.

***Note:**

The secretary consulted Reshma after the meeting about the motion out of courtesy, to cross-reference Reshma's detailed wording with the secretary's notes.

Reshma's recollection of the motion is: That the Special General Meeting must not continue because it was in breach of section 13.2 of MCOT's constitution and in breach of Section 14 (1B) of the Association Incorporations Act 1964 and therefore, the Special General Meeting be adjourned till after the Annual General Meeting of MCOT.

According to the secretary's notes and MCOT staff's notes, the "adjourned till after the AGM" part was not included in the motion. Therefore, this part is not included in the official motion section, but noted here.

7. Further Feedback

Per Chairperson's invitation of giving feedback, quite a few members from the floor (e.g. John Kamara, Mike Dutta, Zelinda Sherlock, Rajat Chopra, K.S. Vijayalan, Syed Fahad, Ashfaqr Rahman) gave further comments. The key points include:

- Reiterated the concern on limited representation by a smaller size of Board.
- The best number for board members can be 5-15 depending on the organization's needs.
- Need to consider the practicality of asking members of a smaller board to connect with various multicultural groups, due to time limitation.
- Reiterated the need for a consultation process. The community needs equal amount of consideration time to the board's preparation time. A sub-committee can be a good approach.
- Mike Dutta mentioned that Mike Dutta and Zelinda Sherlock would not be allowed to contest under the new constitutional changes and that it was discriminatory as a Fiji Indian and breach of human rights.
- Better transparency.
- There is concern on concentrated power, based on the proposed board structure: Two executive board members will be elected by the board, not by the members directly. Then the two executives can appoint two additional board members.
- Board members can be young, learning on the job from mentors (e.g. previous board members).
- A smaller board can be more accountable/efficient, as long as the members elect the right person.
- The eligibility requirements around politicians are set out to ensure that the organisation stays apolitical and furthers the best interest of multicultural communities and not discriminatory.

The chairperson thanked everyone for their input and announced the meeting closed at 8:15pm.