

MEHR e HOSSEIN

# Proposed Constitution

MEHR e HOSSEIN IRANIAN MUSLIM  
COMMUNITY OF QLD, AUSTRALIA INC



2009

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# **PART I – PURPOSES, POWERS AND INTERPRETATIONS**

## **1. NAME**

The name of the incorporated association is “Mehr-e-Hossein Iranian Muslim Community of Queensland-Australia Inc.”

MEHR e HOSSEIN is a not-for-profit charitable NGO to extend co-operation, create coordination harmony and unity among all Iranians and Muslims in Australia based upon holy Islamic principles and Iranian culture and traditions, to provide support and services to all Iranians and Muslims in Australia, and to actively participate in the development and advancement of Australia side by side with other communities residing in Australia.

## **2. PURPOSES OF ASSOCIATION**

The association shall endeavour to achieve the following objective:

1. To establish a sport centre for all the members, especially for youth and children.
2. To revive the name and path of the holy Prophet and his family (Ahlul-Bayt) (as) by propagating the correct teachings of our profound faith among our fellow Muslims.
3. To introduce Islam to the Australian society and clarifying any points of misunderstanding on Islamic principles.
4. To educate the general public about our faith in order to sponsor Islamic practice throughout the wider community.
5. To reserve of authentic Iranian culture and traditions.
6. To study and identify the emerging needs of the Muslim communities especially Iranian Muslims and liaise with relevant agencies to ensure the allocation and provision of resources and services, and to try to create a better living environment for all Iranians and Muslims in Australia.
7. To establish mutual relations with other cultural, religious and social centres and organization.
8. To establish cordial relations with the political and social authorities of the Australian government and advocate on behalf of the Iranian-Australian Muslim community’s welfare.
9. To Run the electoral process for the election of the delegates of the community (Iranian Shia Muslim Community) who represent the community in other communities or parties meetings.

10. To establish educational (i.e. College and school), cultural and religious centres for teaching purposes, enlighten and raise the awareness of Iranians and Muslims in Australia especially children and youth in the areas of religion, culture and language.
11. To co-ordinate Islamic and Farsi language education programs for Iranian youth and children.
12. To provide support for running religious Sermons and gatherings.
13. To solicit and receive bequests, endows, trusts, funds and property, and to hold, invest, administer and distribute funds and property for the purposes of the association as presently set out and in advancement of the association's purposes.
14. To undertake and/or do all such other things as are incidental, ancillary or conducive of the powers of the association.
15. While MEHRE e HOSSEIN respects the religious and political beliefs of our multicultural and democratic society, it does not affiliate with any.

### **3. POWERS OF ASSOCIATION**

Solely for furthering the purposes set out above.

The association has perpetual succession and has power to:

- (a) Acquire by purchase, gift, devise, bequest, endow, trust agreement, contract or otherwise, real and personal property everywhere in the world, and may hold, sell, dispose of, exchange, mortgage, lease, let, improve and develop any such property and without restricting the generality of the foregoing may acquirer in any way or ways real and personal property for the purpose of funding the purposes of the association and with any and all such property as empowered by this clause.
- (b) Open and operate bank accounts.
- (c) Obtain cash and non-cash assistance and funding from aid agencies and appropriate government authorities (excluding political organisations).
- (d) Invest its money in any security in which trust monies may lawfully be invested or in any other manner authorised by the rules of the association.
- (e) Enter into any contract it considers necessary or desirable.

The activities of the association shall be carried on without purpose of gain for its members and any income, profits or other accretions to the association shall be used in promoting the purposes of the association. This provision shall not prevent the payment of reasonable

remuneration to any employee or contractor of the association in return for services actually rendered to the association.

## **4. INTERPRETATION AND DEFINITIONS**

### **4.1 Definitions**

In this Constitution, unless the contrary intention appears:

**Annual Subscriptions:** Means the annual fees payable by each category of members, if decided and defined by the supreme council.

**Board:** Means the executive management team, the executive body of the association, consisting of the directors, which have been appointed by the council.

**Chancellor:** Means the chairperson of the supreme council elected by the council members.

**Chief Executive Officer:** Means the director, who is appointed by the council and is responsible for the day-to-day affairs of the association.

**Constitution:** Means this constitution of the association as amended from time to time.

**Council:** Means the supreme council.

**Controlled Entity:** Means a not for profit incorporated association institution or company, which MEHR e HOSSEIN has control, through any or all of the following:

- Ownership
- Shareholding or membership
- Control of the board of management
- Control of the trustee
- Rights in constitutional documents

**Convene:** Means to call together for a formal meeting.

**MEHR e HOSSEIN Delegate:** Means an Iranian Muslim male or female, who is living in Australia, residing in Queensland- Australia, completed the age of twenty-five years, and elected by vote of members to represent the Iranians Muslim community of QLD.

**Director:** Means a member of the board appointed by the supreme council.

**Financial Year:** means the year ending on 30 June.

**General Meeting:** Means a meeting to which all members with voting rights are invited.

**Intellectual Property:** Means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the association or activity conducted, promoted or administered by the association.

**Poll:** Means voting conducted in written form (as opposed to a show of hands)

**Regulations:** Means any regulations made by the council.

## **4.2 Interpretation**

In this constitution:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to the exercise of a function includes where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) Words importing the singular include the plural and vice versa;
- (d) Words importing any gender include the other genders;
- (e) Words importing the member include all members;
- (f) Words or expressions shall be interpreted in accordance with the provisions of the act as they vary from time to time.
- (g) References to persons include corporations and bodies politic;
- (h) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (i) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (j) Expressions referring to “writing” shall unless the contrary intention appears, be constructed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.



### **4.3 Enforceability**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability shall not be affected by the severance in any other jurisdiction.

### **5. REGISTERED ADDRESS.**

The registered address of the association shall be the permanent resident address of the chancellor, until MEHR e HOSSEIN acquires a permanent office as determined by the council.

## **PART II - MEMBERSHIP**

### **6. MEMBERSHIP OF ASSOCIATION**

#### **6.1 Member**

Any Iranian Muslim male or female who is living in Australia, completed the age of seventeen years and accepted this constitution, after applying for the membership, payment of his/her annual subscription fee (if defined) and approval of his/her membership by the association.

#### **6.2 Application for Membership**

Subject to this constitution, an application for membership must be:

- (a) In writing in the form prescribed by the council from time to time; accompanied by the appropriate fee or fees (if fee determined by the council); and lodged with the council.
- (b) The process of membership applications shall be complete within 2 months of applying for membership.
- (c) As soon as is practicable after the receipt of an application, the chancellor shall review the application, determine the appropriate class of membership and whether to approve or decline the application.
- (d) Any application, which declined by chancellor, must be referred to the council meeting for further review and final decision.

- (e) Upon approval or rejection of the application for membership, the chancellor shall, as soon as practicable, notify the applicant in writing that it is approved or declined. If approved, membership shall commence on entry into the register.
- (f) If the council does not approve an application for membership, it is not required to give reason for its decision.
- (g) An applicant whose application for membership of the association is rejected must, if he or she wishes to appeal against that decision, give notice to the secretary of his or her intention to do so within a period of 14 days from the date he or she advised of the rejection.
- (h) When notice is given under sub-rule (g), the association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the council to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the association in the general meeting.
- (i) The chancellor may appoint a person who should be a voting member of the association as “Membership Administration Officer (MAO)” and authorise him/her to perform part or all of his duty for managing the membership affairs, as set in this rule (6.2) and rule 8.1.

### **6.3 Effect of Membership**

(a) Members acknowledge and agree that:

- (I) This constitution constitutes a contract between each of them and the association and that they are bound by this constitution and the regulations;
- (II) They shall comply with and observe this constitution and the regulations;
- (III) By submitting to this constitution and the regulations they are subject to the jurisdiction of the association;
- (IV) This constitution and the regulations are necessary and reasonable for promoting the purposes of the association; and
- (V) They are entitled to all benefits, advantages, privileges and services of their membership as determined by the council and applied to their class of membership.

- (VI) No member or members of the association including council members has the right to provide media with association news or reports unless approved and provided by the supreme council.

(b) Members may by virtue of membership of the association and subject to this constitution:

- (I) Express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this constitution;
- (II) Make proposals or submissions to the council;
- (III) Engage and participate in any activity approved, sponsored or recognized by the association; and
- (IV) Conduct any activity approved by the association.

(c) A right, privilege or obligation of a person by reason of their membership of the association:

- (I) Is not capable of being transferred or transmitted to another person and;
- (II) Terminates upon the cessation of membership whether by resignation, death, or otherwise.

## ***7. SUBSCRIPTIONS AND FEES***

The membership of the association is free.

However if the need arise, an annual subscription fee and any other fees payable by members or categories of members to the association, the benefits that apply, the time for, and manner of payment, shall be determined by the council, to be approved by the General meeting and shall be revised from time to time.

- (a) If the annual subscription fee (Membership Fee) is defined, then each member must pay his/her membership fee on or before 1 July or such other date as the council from time to time determines.
- (b) A person exercise all the rights and obligations of a member for the purposes of these rules if his/her subscription (if defined) is paid on or before the due date or within three month thereafter.

(c) Subject to the rule (b), a member whose subscription is not paid within 3 months after the due date ceases on the expiry of that period to be a member, unless the council decides otherwise.

## **8. REGISTERS**

### **8.1 Register of Members**

The chancellor shall keep and maintain a register members in which shall be entered the full name, address, category of member ship, date of entry of the name of each member.

### **8.2 Inspection of Register**

Having regard to confidentiality considerations, an extract of the register, excluding the contact details of the member who is an individual, shall be available for inspection (but not copying) by members, upon request.

## **9. REGISTRATION OF MEMBERS**

### **9.1 Notice of Registration**

Any member may resign from association by returning his/her membership card (if produced) giving two weeks' notice in writing to the association of such intention to resign. Upon the expiration of that period of notice, the member shall cease to be a member.

### **9.2 Expiration of Notice Period**

Upon the expiration of a notice given under rule 9.1, an entry, recording the date on which the member who gave notice ceased to be a member, shall be recorded in the register.

### **9.3 Forfeiture of Rights**

A member who ceases to be a member, for whatever reason, shall forfeit all of his/her membership rights.

## **10. EXPULSION, SUSPENSION OR FINING OF MEMBERS**

### **10.1 Suspension in Exceptional Circumstances**

In addition to the rights of suspension and expulsion under the constitution, the council may in its discretion suspend a member from the association in exceptional circumstances pending

determination of a resolution under this rule 10. for the purposes of this rule "exceptional circumstances" means circumstances in which after reasonably enquiry, it is considered that the association or any of the members may suffer or damage or detriment as a result of the actions or inactions by the member who is being considered for suspension under this rule.

If a suspension is imposed under this rule, the secretary shall notify the member concerned of the suspension in writing and send a copy of such notification to the council.

## **10.2 Council Resolution**

Subject to this constitution, the council may by resolution:

- (i) Expel a member from the association; or
- (ii) Suspend a member from membership of the association for a specified period; or
- (iii) Impose such other penalty, action or educative process as it sees fit,

If the council considers that the member has:

- (a) Breached, failed, refused or neglected to comply with a provision of this constitution or the regulations;
- (b) Acted in a manner unbecoming of a member or prejudicial to the purposes and interests of the association, or another member; or
- (c) Brought the association or another member into disrepute.

Such grounds do not constitute a grievance, and rule 26 does not apply.

## **10.3 Notice of Alleged Breach**

Where the council considers that a member may have satisfied one or more of the grounds in rule 10.2(a), (b) or (c), the secretary shall as soon as practicable, serve on the member a notice in writing:

- (a) Setting out the alleged breach of the member and the grounds on which it is based;
- (b) Stating that the member may address the council at a meeting to be held not earlier than fourteen and not later than thirty days after service of the notice;
- (c) Stating the date, place and time of that meeting;
- (d) Informing the member that he, she or it may do one or more of the following:

- (i) Attend that meeting;
- (ii) Give the association, before the date of that meeting a written statement regarding the alleged breach.

#### **10.4 Determination of Council**

At a meeting of the council held in accordance with rule 10.3, the council shall:

- (a) Give the member every opportunity to be heard;
- (b) Give due consideration to any written statement submitted by the member; and
- (c) By resolution determine whether the alleged breach occurred.

#### **10.5 Decisions Binding**

If the council passes a resolution at the meeting held in accordance with this rule 10, decisions of the resolution will be binding and final upon the council and the member, until and unless that decision set aside by the general meeting in accordance with rule 10.6.

#### **10.6 Appeal**

Should the resolution of the council not be acceptable, the expelled member may appeal to the general meeting through the council.

- (a) Such member, who wishes to appeal against the council resolution, must give notice to the secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the resolution.
- (b) When notice is given under this rule, the association in a general meeting no later than the next annual general meeting must either confirm or set aside the decision of the council.

### **PART III – GENERAL MEETINGS**

#### ***11. ANNUAL GENERAL MEETINGS***

##### **11.1 Annual General Meeting to be Held**

The association shall in each calendar year convene and hold an annual general meeting of its members in accordance with the provisions of the act and on a date and at a venue to be determined by the council.

## **11.2 Ordinary Business**

The ordinary business of the annual general meeting shall be to:

- (a) Confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) Receive from the board, reports upon the transactions of the association during the last preceding year;
- (c) Receive from MEHR e HOSSEIN delegates, reports upon the transactions of the “Shia Council” during the last preceding year;
- (d) Elect the council members, when is due;
- (e) Receive and consider the statement submitted by the council.

## **11.3 Special Business**

The annual general meeting may transact special business of which notice is given in accordance with this constitution.

## **11.4 Additional Meetings**

The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## **11.5 Entitlement to Vote**

The only persons entitled to vote at annual general meetings of the association shall be the members.

## **11.6 Other General Meetings**

All general meetings other than the annual general meeting shall be special general meetings and shall be held in accordance with the provisions of this constitution.

## ***12. SPECIAL GENERAL MEETINGS***

### **12.1 Special General Meetings May be Held**

The council may, whenever it thinks fit convene a special general meeting of the association.

## **12.2 Requests for Special General Meetings**

- (a) The council shall on a request in writing of not less than thirty percent (30%) of members convene a special general meeting. The council may also request a special general meeting.
- (b) The request for a special general meeting shall state the object(s) of the meeting and shall be signed by the members making the request and be sent to the secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (c) If the council does not cause a special general meeting to be held within two months after the date on which the request is sent to the association, the members making the request may convene a special general meeting to be held not later than ninety days after that date.
- (d) A special general meeting convened by members under this constitution shall be convened in the same manner, or as nearly as possible as that, in which the council convenes meetings. The association shall refund all reasonable expenses incurred in convening the meeting to the persons incurring the expenses.

## **13. RESIDENTS GENERAL MEETINGS**

### **13.1 Residents General Meeting to be held**

The association shall convene and hold a residents general meeting of its residents members on a date and at a venue to be determined by the council.

### **13.2 Meeting Business**

The business of the residents' general meeting shall be to:

- (a) Elect MEHR e HOSSEIN delegates, the representatives of our community (Iranians Shia Muslim Community) in other communities and parties meetings.
- (b) Receive and consider relevant statement submitted by the council.

### **13.3 Meeting Procedure**

The resident general meeting shall be convened, held and proceed similar to the annual general meeting.



## **14. NOTICE OF MEETINGS**

### **14.1 Notice to be given for General Meetings**

The chancellor, at least twenty eight days before the date fixed for holding a general meeting, send to each voting member at their address (or email address) appearing in the register, a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

### **14.2 Business of Meeting**

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the general meeting.
- (b) A member desiring to bring any business before a meeting shall give at least thirty days notice in writing of that business to the association, which shall include that business in a notice calling the next general meeting after the receipt of the notice.
- (c) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent general meeting for a period of twelve months. The chairperson shall determine whether a motion having a similar effect.

## **15. PROCEEDINGS AT GENERAL MEETING**

### **15.1 Special Business**

All special business that is transacted at a special general meeting or the annual general meeting, with the exception of that referred to in this constitution as ordinary business of the annual general meeting, shall be special business.

### **15.2 Quorum**

- (a) No item of business shall be transacted at general meeting unless a quorum of members entitled under this considering that item.
- (b) Twelve of the members personally present constitute a quorum for the transaction of the business at a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting:
  - (I) If convened upon the requisition of members, shall be dissolved; and

(II) In any other case, shall stand adjourned to the same day in the next week at the same time and (unless members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, members present (being not less than 6) shall be a quorum.

## ***16. CHAIRPERSON AT MEETINGS***

### **16.1 Chancellor to Chair**

The chancellor shall chair each general meeting of the association.

### **16.2 Where Chancellor Absent**

If chancellor is absent from a general meeting or is unwilling to act, the vice-chancellor shall chair the meeting. If vice-chancellor is also unavailable then, the council shall elect one of its members to present the chairperson at the meeting.

## ***17. ADJOURNMENT OF MEETINGS***

### **17.1 Chairperson May Adjourn Meeting**

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.

### **17.2 Further Notice**

- (a) Where a meeting is adjourned for the fourteen days or more, a like notice of the adjourned meeting shall be given as the case of the general meeting.
- (b) Except as provided rule 17.2(a), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **18. VOTING AT GENERAL MEETINGS**

### **18.1 Voting Rights**

All members shall have the right to vote at the general meetings. Each member present in person or by proxy at the general meeting is entitled to one vote.

### **18.2 Proxies of Members**

A member (in this rule called the appointing member) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

### **18.3 Voting Procedure**

- (a) Except as otherwise provided in this constitution, all votes shall be given in person by attendance at a general meeting.
- (b) A question arising at a general meeting shall be determined on a show of hands.
- (c) In the case of any equality of votes on a question, the chairperson of the meeting may exercise a second or casting vote.
- (d) A voting member is not entitled to vote at any general meeting unless all monies due and payable to the association have been paid, other than the amount of annual subscription (if defined) payable in respect of the current financial year.

### **18.4 Recording of Determinations**

If before, or on, the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, an entry to that effect in the minute book of the association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **18.5 Poll at General Meeting**

- (a) If at a meeting a poll on any question is demanded by 5 voting members, it shall be taken at the meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- (b) A poll that is demanded on a question of an adjournment shall be taken immediately 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.

### **18.6 Postal Voting**

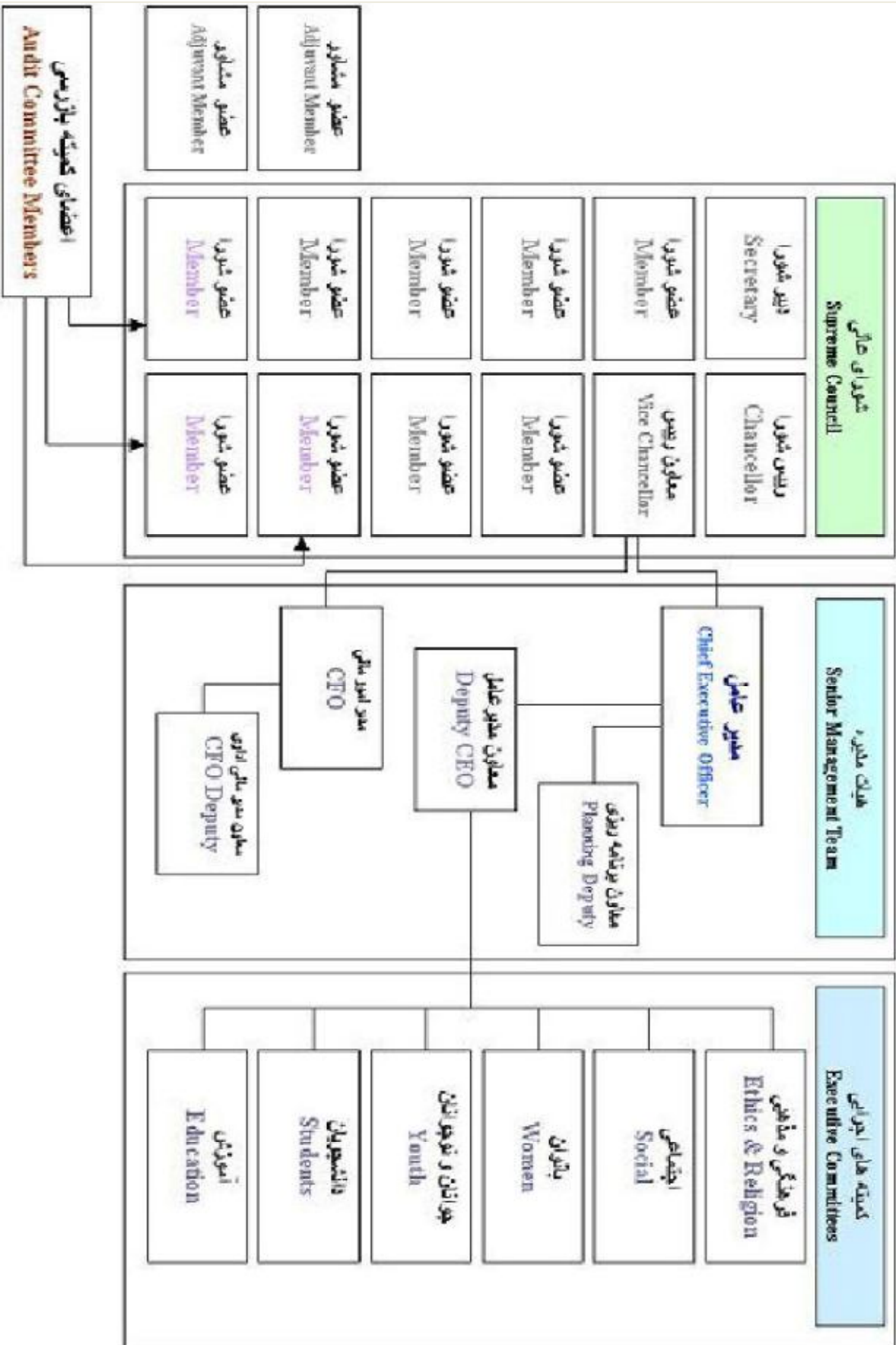
- (a) Postal voting may be held from time to time in such instances as the council may determine and shall be held in accordance with procedure prescribed by the council.
- (b) All the postal voting shall be conducted under condition of secret ballot and shall be scrutinised by an impartial person duly appointed by the council to conduct the ballot.

## **PART IV –STRUCTURE**

### ***19. STRUCTURE***

The association's organizational structure consist of the supreme council, executive management team (board) and six committees to optimise the functionality of the association as it think fit.

Each committee may also have several sub-committees (Groups).



## **PART V – SUPREME COUNCIL, BOARD AND COMMITTEES**

### **20. SUPREME COUNCIL**

Supreme council is the policy-making and governing body of the association, consisting of minimum six elected members who shall be elected in accordance with Rule 21.

#### **20.1 Power of Council**

- (a) The association shall be governed by the council constituted under rule 21.2.
- (b) Subject to this constitution and the act , the council:
  - (I) Shall control all business and affairs of the association;
  - (II) May exercise all such power and functions as may be exercised by the association other than those powers and functions that are required by this constitution to be exercised by the by the members in general meetings; and
  - (III) Has power to perform all such acts and things as appear to the council to be essential for the proper management and smooth running of the business and affairs of the association.

#### **20.2 Composition of the Council**

- (a) The council shall consist of:
  - I. A chancellor
  - II. A vice-chancellor
  - III. A secretary
  - IV. Not less than three other persons.
  - V. When possible and enough number of nominees for candidacy as council members are available; preferably six and up to maximum of eight other persons, all of whom must be members of the association.
  - VI. Two adjournment members who may be appointed by the council in association.
- (b) The position of chancellor, vice-chancellor and secretary shall be appointed by the council from amongst as number as soon as practicable after the election of the council members. The appointees will hold the positions until the conclusion of

the third annual general meeting following their appointment. A council member may be re-appointed to any other or the same position.

- (c) The council shall appoint three persons amongst its members as “Audit Committee Member”.
- (d) The council shall appoint five persons amongst its members as appointed director to team up the executive management team of the association.

### **20.3 Term of Council Members**

- a) Each council member, shall hold office until the third annual general Meeting following the declaration of their election, but is eligible for re-election.

### **20.4 Chancellor and Vice-Chancellor**

- a. Subject to this rule, the chancellor must preside at all the council meetings.
- b. In the event of the absence from a meeting of-
  - (I) The chancellor, the vice-chancellor; or
  - (II) Both the chancellor and vice-chancellor, the secretary; or
  - (III) If the secretary is also absent, the CEO; or
  - (IV) If none of the above is present, then a council member elected by the other council members will chair the meeting.
- c. The chancellor may also authorise the vice-chancellor to chair any of the council meetings on his behalf.

### **20.5 Secretary**

The secretary must-

- a) Co-ordinate the correspondence of the association, but other than those required to be coordinated by the chancellor, CEO and CFO;
- b) Prepare full and correct minutes of the proceedings of the council and of the association;
- c) Comply on behalf of the association with-
  - (I) Keeping and maintaining in and up to date condition the rules of the association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

(II) Maintaining a record of –

(A) The names and residential or postal addresses of the persons who hold the offices of the association provided for by these rules, including all offices held by the persons who constitute the council and persons who are authorised to use the common seal of the association,

(B) The names and residual or postal address of any person who are appointed or act as trustees on behalf of the association,

(III) And the secretary must, upon the request of a member of the association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

d) Perform such other duties as are imposed by these rules on the secretary.

## **20.6 Appointed Director**

a) The council members may appoint one appointed director and may from time to time cancel any such appointment.

b) The appointed director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which suit the position and compliment the council composition.

c) The appointed director may be appointed by the council members in accordance with this constitution for a term of three years, which shall commence six weeks after the annual general meeting until six weeks after the conclusion of the third annual general meeting following their appointment.

## **20.7 Executive Management Team**

a) Executive management team form by fine appointed director as selected by the council in accordance with rule 20.2.d, is the executive body of the association, covers the association business and finance area, and shall consist of :

(I) Chief executive officer

(II) Planning deputy

(III) Deputy CEO

(IV) Chief financial officer

(V) Deputy CFO



- b) In the event of vacancy of deputies positions or in the absence of candidate from council members for those positions, CEO may appoint a non council-member to such office, which could take the office by the approval of the council. Such a candidate must be a voting member of the association.

## **20.8 Chief Executive Officer**

- a) The chief executive officer shall act as public officer of the association and shall be appointed by the council.
- b) The chief executive officer shall be responsible to the council for the management of the day-to-day affairs of the association which are not, under the act or this constitution, required to be exercised by the council or by the members.

## **20.9 Chief Financial Officer**

The chief financial officer must-

- a) Be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the association and must issue receipts for those moneys in the name of the association;
- b) Pay all moneys referred to in paragraph (a) into such account or accounts of the association as the council may from time to time direct;
- c) Make payments from the funds of the association with authority of the council and in so doing ensure that all cheques are signed by himself or herself, chancellor and CEO. In the absence of any of chancellor, CEO and CFO, the vice-chancellor, CEO deputy and CFO deputy may sign the cheques respectively.
- d) Comply on behalf of the association with section 24 and 25 of the act with respect to the according records of the association by-
  - (I) Keeping such accounting records as correctly record and explain the financial transactions and financial position of the association;
  - (II) Keeping in accounting records in such manner as will enable true and fair accounts of the association to be prepared from time to time;
  - (III) Keeping its accounting records in such as manner as will enable true and fair accounts of the association to the conveniently and properly audited; and
  - (IV) Submitting to members at each annual general meeting of the association accounts of the association showing the financial position

of the association at the end of the immediately preceding financial year.

- e) Whenever directed to do so by the chancellor, submit to the council a report, balance sheet or financial statement in accordance with that direction;
- f) Unless the members resolve otherwise at a council meeting, have custody of all securities, books and documents of a financial nature and paragraphs (d) and (e); and
- g) Perform such other duties as are imposed by these rules on the chief financial officer.

### **20.10 Adjuvant Members**

- a) The council may appoint up to two adjuvant members and may from time to time cancel any such appointment
- b) Adjuvant members must be voting members of the association, and preferably amongst the candidates for council membership, who did not get enough votes to become a council member.
- c) Adjuvant members may be appointed by the council for a term of up to six months, however are eligible for re-election up to three consequent terms in the office.
- d) Adjuvant members do not have right to vote at any meeting of the council.

### **20.11 Audit Committee Members**

- a) The council may appoint three of its members as audit committee members and may from time to time cancel any such appointment
- b) Audit committee is responsible to audit and control of cash and non-cash income and expenditure of the association.
- c) Upon the request of the audit committee from any of the officers of the association, he/she must, make available the requested records for the inspection of the audit committee and audit committee may make a copy of or take an extract from the record but will have no right to remove the record for that purpose.
- d) Decisions of the audit committee shall be reviewed by and communicated to the relevant parties via the supreme council.

### **20.12 Casual Vacancy**

In the event of a casual vacancy in the office of any council member and up to three members, the council may appoint a member to the vacant office and the person so appointed may continue in office up to and including the conclusion of the annual general meeting following

the date of their appointment, however such appointment must be approved with three-fourth of votes in favour of the appointee.

### **20.13 Executive Committee and Groups**

The council may establish the following six executive committees:

1. Ethics and religion committee;
  2. Social committee
  3. Women committee
  4. Youth committee
  5. Students committee
  6. Education committee
- 
- a) The council may (at any time) add such committee, remove or merge the committee to optimise the functionality of the association as it thinks fit.
  - b) The council and/or CEO may delegate any of it/his functions, powers or duties (except this power to delegate) to such committee or committee as it/he thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
  - c) The council shall determine the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or regulations that may be prescribed by the council.
  - d) Committees' head shall be elected by CEO and to be approved by the council.
  - e) The head of each committee shall report to CEO.
  - f) Each committee may also have one or more sub-committees (Groups) as determined by the committee head and approved by CEO.
  - g) Head of each group shall be elected by the committee head and to be approved by CEO.
  - h) The head of each group shall report to the committee head.
  - i) Within 7 days of any meeting of any committee, the committee head shall send a copy of the minutes and any supporting documents to the CEO.

## **21. ELECTION OF COUNCIL MEMBERS**

### **21.1 Nominations and Election of Candidates**

- a) Council members must be elected to membership of the council at a general meeting or appointed under sub-rule (f).
- b) The chancellor shall call for nominations 6 weeks before the date of the annual general meeting. All members shall be notified of the call for nominations.
- c) Except for nominees under sub-rules (e), a person is not eligible for election to membership of the council unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
  - (I) The nominator; and
  - (II) The nominee to signify his or her willingness to stand for election, and the notice must be delivered to the chancellor by the date specified on the call for nominations. The nominee must be a voting member.
- d) A person who is eligible for election or re-election under this rule may –
  - (I) Propose or second himself or herself for election or re-election; and
  - (II) Vote for himself or herself.
- e) If vacancies remain on the nominations, additional nominations of council members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the chairperson must declare those persons to be duly elected as members of council. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Council, elections for those positions must be conducted.
- f) If a vacancy remains on the council after the application of sub-rule (e);
  - (I) The council may appoint a voting member to fill that vacancy; and
  - (II) A member appointed under this sub-rule will –
    - i. Hold office up to and including the conclusion of the next annual general meeting; and
    - ii. Be eligible for election to membership of the council, at the next following annual general meeting.

## ***22. VACANCY ON THE COUNCIL***

### **22.1 Grounds for Terminations of a Council Member**

For the purposes of this constitution, the office of a council member becomes vacant if the member:

- a) Ceases to be a member of the association;
- b) Becomes an insolvent under administration within the meaning of the corporations act;
- c) Resigns their office by notice in writing given to the association;
- d) Dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the mental health laws;
- e) Is prohibited from being a director of a company under the corporation act; or
- f) Fails to attend four consecutive meetings of the council without having previously obtained leave of absence.
- g) Be removed by resolution at the council meeting; however such removal would be limited to maximum one member for the team and to be approved with three-fourth of votes in favour of the removal.

### **22.2 Removal of Director**

- a) The council may by resolution remove any director, before the expiration of their term of office and appoint another member in their place to hold office until the expiration of the term of the first mentioned director.
- b) Where the director to whom a proposed resolution referred to in rule 22.2(a) makes representations in writing to the CEO or the chancellor and requests that such representations be notified to the members, the CEO or the chancellor may send a copy of the representations to each member or, if they are not so sent, the director may require that they be read out at the meeting, and the representations shall be so read.

## ***23. LEAVE OF ABSENCE***

### **23.1 Grant of Leave of Absence**

The council may grant leave of absence to a director for a period not exceeding 3 months, on the submission of a written application for such leave to the chief executive or the chancellor.

### **23.2 Discretion as to Leave of Absence**

The council may, in its discretion, grant leave of absence to a council member or a director for such period as it sees fit following consideration of an application submitted in writing to the chancellor or the chief executive, provided:

- a) If such period is one year or more, that director is taken to have resigned their position, but in the case of a council member shall be entitled to seek re-election at the annual general meeting at which their term of office would otherwise have concluded; and
- b) In no circumstances shall the leave of absence exceed the remaining term of office of the director.

## **24. QUORUM AND PROCEDURE AT COUNCIL MEETINGS**

### **24.1 Converting a Council Meeting**

- a) The council shall meet as required, usually once a month but shall meet on at least six occasions in each year.
- b) Unless all council members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two weeks written notice of the meeting of the council shall be given to each member.
- c) Written notice of each council meeting, specifying the general nature of the business to be transacted, shall be served on each member by:
  - (I) Delivering it to that member personally;
  - (II) Sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);
- d) In accordance with the member's last notified contact details, and no other business shall be transacted at such a meeting, unless requested two weeks before the meeting and authorised by the chancellor.

### **24.2 Quorum**

- a) Presence of two-third of the members shall constitute a quorum for the transaction of the business of a meeting of the council.

- b) 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.
- c) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than fifty one percent) shall be a quorum.

### **24.3 Procedures at Meetings**

- a) Questions arising at a meeting of the council 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.
- b) Each council member present at a meeting of council (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question; the chancellor may exercise the second or casting vote.
- c) A resolution in writing signed by the chancellor or assented to be facsimile or other form of electronic communication by all the voting members, shall be as valid and effectual as if it had been passed at a meeting of the council duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members.
- d) Without limiting the power of the council to regulate its meeting as it thinks fit, a meeting of the members may be held where one or more of the members is not physically present at the meeting, provided that:
  - (I) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (II) Notice of the meeting is given to all the members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the council such notice specified that the members are not required to be present in person;
  - (III) In the event that a failure in communications prevents condition (i) from being satisfied by that number of members which constitutes a quorum, and none of such members are present at the place where the meeting is deemed by virtue of the further provision of this Rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such

condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and

(IV) Any meeting held where one or more of the members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a member is there present and if not member is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is decided.

e) Any issue voted on will pass with tow-third of votes in favour of the issue.

## **24.4 Minutes**

The chancellor shall keep minutes of the resolutions and proceedings of each general meeting and council meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

(a) The secretary will ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

(b) To ensure the accuracy of the minutes:

(I) the minutes of each general meeting will be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

(II) The minutes of each annual general meeting will be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

(c) If asked by a member of the association, the secretary will, within 28 days after the request is made:

(I) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

(II) Give the member copies of the minutes of the meeting.

(d) The association may require the member to pay the reasonable costs of providing copies of the minutes.



## Part VI – MISCELLANEOUS

### 25. GRIEVANCE PROCEDURES

- a) The grievance procedures set out in this Rule applies to disputes under this Constitution between:
  - (I) A member and another member; or
  - (II) A member and the association.
- b) The parties to the disputes must meet and discuss the matter in disputes, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting in the presence of a mediator.
- d) The mediator must be:
  - (I) A person chosen by agreement between the parties; or
  - (II) In the absence of agreement:
    - i. In the case of a dispute between a member and another member, a person appointed by the council; or
    - ii. In the case of a dispute between a member and the association, a person who is a mediator appointed or employed by relevant official authorities (i.e. Department of Justice).
- e) A member can be a mediator.
- f) The mediator cannot be a Member who is a party to the dispute.
- g) The parties to the disputes must, in good faith, attempt to settle the dispute by mediation.
- h) The mediator, in conducting the mediation, must:
  - (I) Give the parties to the mediation, must:
  - (II) Allow due consideration by all parties of any written statement submitted by any party; and
  - (III) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- i) The mediator must not determine the dispute.
- j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the act or otherwise at law.

## **26. SOURCE OF FUNDS**

The funds of the Association shall be derived from;

- a) Annual subscriptions (if defined).
- b) Obtaining of cash and non-cash assistance and funding from aid agencies and appropriate government authorities (excluding political organizations).
- c) Donation.
- d) Such other sources as the council determines.

## **27. COMMON SEAL**

- a) The common seal of the association shall be kept in the custody of the chancellor.
- b) The common seal shall not be affixed to any instrument except by the authority of the council, and
- c) The affixing of the common seal shall be attested by the signature of the chancellor.

## **28. ALTERATION OF CONSTITUTION**

This constitution shall not be altered, except by special resolution in accordance with the act.

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

(2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## **29. DISSOLUTION**

- a) In the event of the association being wound up, the liability of the member shall be limited to any outstanding monies due and payable to association, including the amount of the annual subscription payable in respect of the current financial year. No other amount shall be payable by the member.
- b) If upon winding up or dissolution of the association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the members, but shall be given or transferred to some other organisation having purposed similar purposes to association and which prohibits the distribution

of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the members at or before the time of dissolution.

### **30. INDEMNITY**

- a) Every council member, director or manager of the association shall be indemnified out of the property and assets of the association against any liability incurred by him/her in his/her capacity as director or employee in defending any proceeding, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the court.
- b) The association shall indemnify its directors and employees against all damages and costs (including legal costs) for which any such directors or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - (I) In the case of a director, performed or made whilst acting on behalf of and with the authority, express or implied of the association; and
  - (II) In the case of an employee, performed or made in the course of, and within the scope of his or her employment by the association.

### **31. SERVICE OF NOTICES**

- a) Notices may be given to members by sending the notice by the post facsimile transmission or where available, by electronic mail, to the member's address or facsimile number or electronic mail address shown in the register.
- b) Where a notice is sent by post, service of the notice shall be deemed as effected at the time the letter would have been delivered in the ordinary course of post.
- c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed as effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- d) Where a notice is sent by electronic mail, service of the notice shall be deemed as effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was delivered to the electronic mail address to which it was sent.

### **32. CUSTODY OF BOOKS AND OTHER DOCUMENTS**

Except as otherwise provided in this constitution, the chancellor shall keep in his custody or control all books, documents, records, registers and securities of the association, but other than those required to be kept and maintained by, or in the custody of, the secretary, CEO and CFO.

### **33. REGULATIONS**

- a) The council may make regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such regulations shall have the same force and effect as this constitution, but shall not be in any way oppose or be in conflict with this constitution. Such regulations shall be available for inspection in the association premises.
- b) Amendments, alterations, interpretation or other changes to regulations shall be advised to members by means of notice approved by the council. Notices shall be binding upon all members.