

The Hills Holroyd Parramatta

Migrant Resource Centre

CONSTITUTION



Overview

This document is the Constitution of **The Hills Holroyd Parramatta Migrant Resource Centre** (hereinafter called The Hills Holroyd Parramatta MRC) and comprises seven parts and two annexures. A brief summary of each part is as follows.

Part I: Preliminary

This part provides an interpretation of key terms used throughout the Constitution.

Part II: Name and Statement of Purpose

This part lists the name of **The Hills Holroyd Parramatta Migrant Resource Centre** and outlines the various objectives underpinning its operation.

Part III: Membership

This part deals with issues of becoming a new member, membership fee, cessation of membership, the process of disciplining a member and the rights of appeal of the disciplined member.

Part IV: The Board of Management

This part outlines the composition and procedures under which the Board of Management (hereinafter BoM) of the The Hills Holroyd Parramatta MRC will operate. It also describes the functions and characteristics of the BoM of The Hills Holroyd Parramatta MRC which include the following:

- i) The size and composition of the BoM along with the process of election/selection to the BoM.
- ii) The roles and responsibilities of the following positions on the BoM- Chairperson, Deputy Chairperson, Secretary, Treasurer, Staff Liaison Officer and Public Officer.
- iii) How casual vacancies will be filled on the BoM.
- iv) The procedural aspects of BoM meetings and covers matters like frequency of BoM meetings, quorum, voting, rights of delegation to any individual or to a sub-committee, formation of sub-committees, etc.

Part V: General Meetings of Members

There are two types of meetings that members of The Hills Holroyd Parramatta MRC can attend. These are:

1. The Annual General Meeting (AGM); and
2. The Special General Meeting.

This part outlines and lists various situations under which each of these meetings can be called, the procedures to be followed in calling these meetings, the manner for notifying the members of these meetings and the type of business that can be transacted at each of these meetings.

Part VI: Miscellaneous

This part of the Constitution outlines the various administrative arrangements, which include:

- i) The types of insurance cover;
- ii) The sources of funding and how such funds should be managed;
- iii) The procedures to be followed in amending, including any alteration, addition or deletion to the Constitution;
- iv) The procedure to be followed to wind up or to dissolve The Hills Holroyd Parramatta MRC and
- v) The officer responsible for the safe keeping of the common seal and the various records and books of The Hills Holroyd Parramatta MRC

PART VII: Additional Rules Applicable to Charities

This final part of the Constitution outlines the additional rules to be applied in relation to securing registration under *Charitable Collections Act, 1934*.

1. INTERPRETATION

1.1 In this constitution, except in so far as the context or contrary intention appears the subject matter otherwise indicates or requires:

- **“Catchment Area”** means the local government areas of Baulkham Hills, Holroyd and Parramatta.
- **“Member”** means a financial member of the THE HILLS HOLROYD PARRAMATTA MRC
- **“Secretary”** means:
 - (i) The person appointed to perform the duties of a secretary of the centre.
- **“Special General Meeting”** means a general meeting of the THE HILLS HOLROYD PARRAMATTA MRC other than the Annual General Meeting;
- **“The Act”** means the *Associations Incorporation Act, 1984*. (NSW)
- **“Incorporation”** means the legal entity referred to as the THE HILLS HOLROYD PARRAMATTA MRC after complying with the Act.
- **“BoM”** means the Board of Management.
- **“Public Officer”** means the office bearer of the management committee, ordinary member or any other person regarded by the committee as suitable for the position. When a vacancy occurs in this position the Secretary shall act as Public Officer.
- **“Ethnic organisation”** means any organisation formed principally of persons who regard themselves as members of any specific racial or cultural group, whether born within or outside Australia.
- **“NESB”** means non-English speaking background.
 - ◆ **Returning Officer –**
 - ◆ **Sessional workers-** provide services at the THE HILLS HOLROYD PARRAMATTA MRC on behalf of other organisations

1.2 In these clauses:

- i) a reference to a function includes a reference to a power, authority and duty;
- ii) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

1.3 Annexures attached to this document shall be read as part of the Constitution. In the event of any inconsistency between the rules of this Constitution and any attached Annexure, the rules of the Constitution shall prevail.

1.4 The provisions of the *Interpretation Act, 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part II NAME AND STATEMENT OF PURPOSE

2. NAME

The name of the Incorporated Association is:

The Hills Holroyd Parramatta Migrant Resource Centre Incorporated, (hereinafter called the “THE HILLS HOLROYD PARRAMATTA MRC”).

3. VIISION

3.1 **THE HILLS HOLROYD PARRAMATTA MRC’s** vision is to be a facilitator to migrants and especially newly-arrived migrants, refugees and emerging communities primarily in the Baulkham Hills, Holroyd, and Parramatta Local Government Areas in NSW. The Hills Holroyd Parramatta MRC actively empowers and assists them through specialised service provision to meet their settlement needs and other requirements, eventually to become self-sufficient and involved members of the community.

3.2 The Hills Holroyd Parramatta MRC’s mission is to establish an appropriate organisational structure, enlivened by sensitive and interactive policies and procedures that will support desired results in the key areas of activities identified and undertaken to empower and assist emerging migrant communities to become self-sufficient members of the community.

3.2A **The Hills Holroyd Parramatta MRC has been established to achieve the following objectives and services.**

3.2 A. ***Service Development and Delivery:***

- i)
 - To coordinate the development of services for newly arrived and established migrant communities primarily in the catchment area through
 - Information and referral services;
 - Community development projects which promote the principles of access and equity and social justice in service planning and delivery;
 - A centre for the community to use on a low-cost basis, incorporating facilities such as meeting rooms, sessional office space and providing access to computers, photocopier and other relevant equipment;

An organisational base through which various Commonwealth, State and other funded programs can operate to meet the settlement needs of migrant communities, particularly in the areas of employment, language and welfare support.

- iii) To ensure that the special needs of refugees and people from refugee-like situations are met within the activities and services of the The Hills Holroyd Parramatta MRC.
- iii) To endeavour to make relevant services to cater for the needs of youth, families and the aged.
- iv) To ensure that all services are delivered in accordance with funding contracts entered into.
- v) To ensure confidentiality of all people using the MRC in accordance with relevant government legislation.

3.2 B **Equity:**

- i) To ensure equal access and availability of services to all migrants and refugees living primarily in the catchment area of The Hills Holroyd Parramatta MRC irrespective of their ethnicity, gender belief, colour or creed.
- ii) To ensure that people with special needs such as the elderly, people with disabilities, unaccompanied minors, single parents and the like, are included in the planning and delivery of services within The Hills Holroyd Parramatta MRC
- iii) To ensure that gender equity is reflected in the management, staffing and service practice of The Hills Holroyd Parramatta MRC.

3.2 C **Participation:**

- i) To consult and establish networks with ethnic communities in NSW, in particular from the three Local Government Areas incorporated within the catchment area.
- ii) To encourage participation from all members of migrant and refugee communities in every aspect of the operation and management of the MRC.
- iii) To promote and practice cultural diversity and tolerance in the activities and services of the MRC.

Part III MEMBERSHIP

4. MEMBERSHIP QUALIFICATIONS

- 4.1 A person is qualified to be a member of The Hills Holroyd Parramatta MRC if:
- i) The person is someone referred to in Section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of The Hills Holroyd Parramatta MRC after its incorporation under the Act; or
 - ii) The person has been nominated to represent an organisation which has been determined by the members of the Association to be relevant to the aims and objects of The Hills Holroyd Parramatta MRC; or
 - iii) The person is no less than 18 years of age and lives, works or has a demonstrated interest in the catchment area. (For the purpose of this Sub-Clause a demonstrated interest shall mean any interest or activity which holds relevance to the aims and objectives of The Hills Holroyd Parramatta MRC.)

5. CATEGORIES OF MEMBERSHIP

There shall be three categories of membership. These are:

5.1a ETHNIC ORGANISATION MEMBERSHIP

Membership under this category is open to those people who have been nominated to represent organisations which work for the interests of a particular cultural or linguistic group and is active in the catchment area.

5.1b GENERAL ORGANISATION MEMBERSHIP

Membership under this category is open to those people who have been nominated to represent organisations including local councils, which have not been set up to meet the exclusive needs of any identified cultural or language community but holds relevance to the aims and objects of The Hills Holroyd Parramatta MRC.

5.1c INDIVIDUAL MEMBERSHIP

Membership under this category is open to those people who are no less than 18 years of age, live, work or have a demonstrated interest in the catchment area.

6. NOMINATION FOR MEMBERSHIP

- 6.1 A person may express an intention to become a member of The Hills Holroyd Parramatta MRC in accordance with the following procedure.
- i) Completing a prescribed “**Application for Membership**” form (Annexure 1) along with a non-refundable joining fee to be determined from time to time by the BoM.
 - ii) Lodging the form with The Hills Holroyd Parramatta MRC office.
- 6.2 As soon as practicable after receiving a nomination for membership the Secretary shall pass this completed application onto the BoM of The Hills Holroyd Parramatta MRC. The BoM shall then determine whether or not to approve the application for membership.
- 6.3 The approval of membership would require majority of the members present in that meeting.
- 6.4 The determination of the BoM should be communicated to the applicant in writing as soon as is practicable after the determination is made.
- 6.5 Where the BoM approves the application for membership, the Secretary shall as soon as is practicable notify the applicant and request payment of any membership fees due as outlined in clause 7 to be paid within 28 days after notification to pay these fees.
- 6.6 The Office shall upon receiving payment from the applicant enter his/her name into the register of members. On being entered in the register of members, the applicant becomes a member of The Hills Holroyd Parramatta MRC.

7. MEMBERSHIP FEES

- 7.1 A member of The Hills Holroyd Parramatta MRC shall pay an annual non-refundable joining fee depending on the category of membership.
- 7.2 The annual fee for various categories of membership shall be determined by the BoM from time to time.

8. REGISTER OF MEMBERS

- 8.1 A register of members shall be established and maintained by the Secretary. Such a register shall specify the name and address of each person, the category of membership together with the date on which the person became a member.
- 8.2 The register shall be kept at the office of The Hills Holroyd Parramatta MRC and shall be available for inspection, to any member of The Hills Holroyd Parramatta MRC during office hours by prior appointment.

- 8.3 It shall be the responsibility of each member of The Hills Holroyd Parramatta MRC to notify the Secretary in writing of any changes in their address or contact details preferably within 28 days time of the change occurring.
- 8.4 Copy of the register of members is provided to the Public Officer.

9. CESSATION OF MEMBERSHIP

- 9.1 A person ceases to be a member of The Hills Holroyd Parramatta MRC in the event of:
- i) failure to renew membership;
 - ii) resignation;
 - iii) expulsion; or
 - iv) death.

10. RESIGNATION OF MEMBERSHIP

- 10.1 A member who has paid all fees due to The Hills Holroyd Parramatta MRC under Clause 7 may resign from his/her membership by giving 28 days written notice to the Secretary.
- 10.2 Upon expiry of the period of notice, the person ceases to be a member of The Hills Holroyd Parramatta MRC. On being instructed by the Secretary, the Coordinator will then make an appropriate entry in the register of members recording the date on which the person ceased to be a member of The Hills Holroyd Parramatta MRC.
- 10.3 Upon resignation, a member is not entitled to any refund of membership fees.

11. DISCIPLINING OF MEMBERS

- 11.1 Where the BoM is of the opinion that a member of The Hills Holroyd Parramatta MRC has refused or neglected to comply with the provisions of this Constitution, or has persistently and wilfully acted in a manner prejudicial to the interests of The Hills Holroyd Parramatta MRC, the BoM may decide to issue a show cause notice to the Member.
- 11.1a After issuing the show cause notice, the BoM as soon as practicable shall form a disciplinary sub-committee comprising of 3 members, to be appointed by the BoM to investigate the matter and to report back to the BoM within the prescribed time fixed by the BoM in its terms of reference for the sub-committee.

- 11.1b Where there is an allegation of refusal or neglect to comply with the provisions of the Constitution or there is an allegation against a member acting in a manner prejudicial to the interests of The Hills Holroyd Parramatta MRC, the BoM shall form a 3 member disciplinary sub-committee to investigate the matter and to recommend further course of action to the BoM within the period mentioned in the Terms of Reference of the formation of the said sub-committee.
- 11.1c The disciplinary sub-committee shall then, after due investigation, if need be, issue a show cause notice to the member alleged to be acting or have acted prejudicially against the interest of The Hills Holroyd Parramatta MRC. Such a notice shall be sent by registered mail to the last known address of the alleged person. On receipt of any explanation provided by the concerned member, the sub-committee shall make appropriate recommendation to the BoM.
- 11.1d If no written explanation is received within the time stipulated in the show cause notice, the sub-committee shall then inform the BoM of non-receipt of an explanation from the member and make recommendations accordingly.
- 11.2 On receipt of the recommendation of the disciplinary sub-committee, the BoM in its following meeting shall consider the recommendations and act appropriately.
- 11.3 Where the BoM passes a resolution under Sub-Clause 11.1 the Secretary shall, as soon as is practicable, inform the member in writing that such a resolution has been passed. The notice shall:
- i) set out the resolution passed by the BoM and the grounds on which it is based, and
 - ii) state that the member may lodge an appeal or a request to reconsider the decision within a prescribed period of time. On receipt of this appeal, the BoM shall provide an opportunity to the member to address the committee at a meeting to be held no earlier than 14 days and no later than 40 days. The Secretary of the BoM shall inform the member by indicating:

The date, place and time of this meeting; and
Informing the member that he/she may either:
 - i. Attend and speak at that meeting; or
 - ii. Submit written representations on his/her behalf to the BoM prior to the date of this meeting.

11.4 At a meeting held in accordance with Sub-clause 11.3, the BoM shall:

- i) Give the member an opportunity to speak and address the meeting.
- ii) Give due consideration to any written representations submitted to the BoM by the member at or prior to this meeting; and
- iii) By resolution determine whether or not to confirm or revoke the original resolution made under Sub-clause 11.1.

11.5 Where the BoM confirms its original resolution, the Secretary shall within 7 days inform the member in writing that the resolution has been confirmed and advise the member of his/her right of appeal under clause 12 of the Constitution.

11.6 A resolution confirmed by the BoM under Sub-Clause 11.4 does not take effect:-

- i) Until after the period in which the member is entitled to appeal against the resolution, where the member does not exercise his/her right of appeal; or
- ii) Within the period where the member exercise his/her right of appeal.

12. RIGHT OF APPEAL OF DISCIPLINED MEMBER

12.1 A member may appeal to the The Hills Holroyd Parramatta MRC in its ensuing general meeting against any resolution of the BoM confirmed under Sub-Clause 11.4 within seven days after notice of the resolution has been served. The appeal must be lodged in writing with the Secretary.

12.2 Upon receiving a notice of appeal from the member, the Secretary shall notify the BoM and the matter will be decided at the ensuing AGM.

12.2.1 At the ensuing AGM of The Hills Holroyd Parramatta MRC convened under Sub-Clause 12.2:

- i) The committee and the member shall be given the opportunity to state their respective cases; and
- ii) The members present shall vote on the question of whether the resolution subject of appeal should be confirmed or revoked. Such a vote shall be undertaken by way of a secret ballot.

12.2.2 If at the AGM The Hills Holroyd Parramatta MRC passes a special resolution in favour of confirming the resolution which is subject to appeal, the resolution is then confirmed.

13. MEMBERS' LIABILITIES

- 13.1.1 The liability of a member of The Hills Holroyd Parramatta MRC is to contribute towards the payment of any debts or liabilities of The Hills Holroyd Parramatta MRC, or any costs, charges or expenses involved in winding up The Hills Holroyd Parramatta MRC. This shall be limited to the amount of unpaid fees due under Clause 7.

14. RESOLUTION OF INTERNAL DISPUTES

Disputes between members of The Hills Holroyd Parramatta MRC (in their capacity as members) and disputes between The Hills Holroyd Parramatta MRC and its members, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act, 1983*.

15. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 15.1 Any rights, privileges or obligations a member has, by reason of being a member of The Hills Holroyd Parramatta MRC, can not be transferred to another person.
- 15.2 Such rights, privileges and obligations terminate upon cessation of a person's membership.

PART IV THE BOARD OF MANAGEMENT

16. FUNCTIONS

16.1.1 The business of The Hills Holroyd Parramatta MRC is directed by the BoM. Unless the Constitution provides otherwise, the BoM of The Hills Holroyd Parramatta MRC may delegate any of their powers except for the power to delegate to:

- a) a sub-committee; or
- b) an individual member; or
- c) an employee; and
- d) any other person.

16.1.2 The BoM of The Hills Holroyd Parramatta MRC shall conduct its business in accordance with the Constitution and any resolutions passed by the The Hills Holroyd Parramatta MRC in its general meetings or BoM meetings. The BoM shall:

- i) Control and direct the affairs of The Hills Holroyd Parramatta MRC
- ii) Exercise all such functions as may be exercised by The Hills Holroyd Parramatta MRC other than those functions that are required to be exercised by a General Meeting of the members of The Hills Holroyd Parramatta MRC; and
- iii) Have the power to perform all such acts or do all such things as are deemed necessary or desirable for the proper management of the affairs of The Hills Holroyd Parramatta MRC

16.2 The Executive Committee of the BoM shall be authorised to make executive decisions between meetings on behalf of the BoM. Such decisions will need to be ratified at the next sitting of the BoM otherwise any such decisions shall be cancelled with effect from the date of the BoM meeting which fails to ratify it.

17. COMPOSITION AND MEMBERSHIP OF THE BOARD OF MANAGEMENT

17.1 The BoM of the MRC shall consist of **18** people elected by the members of The Hills Holroyd Parramatta MRC at the Annual General Meeting (AGM). In addition, each Council (in the catchment area) may nominate one ex-officio position. As ex-officio, these positions will have the right to participate in the discussion to inform and advise the MRC Board, but will have no voting powers in decision making of the BoM.

17.2 It is also the intention of the MRC to ensure that the Management Committee equally reflects the interests and service priorities of all the local Government areas (LGA's) situated in the region. To ensure equal representation of each **LGA and**

communities in the region, the Management Committee will have a maximum of 2 representatives from the Individual Category and a maximum of 2 candidates must be elected from the General and Ethnic categories identified in clause 5 for each LGA located in the catchment of the MRC. MRC will ensure that the newly arrived refugee communities are given equal opportunity to be-represented on the Board of the MRC.

- 17.3 There are three LGA's currently located within the region of the MRC. These are The Hills, Holroyd and Parramatta LGA's.
A member can nominate for membership on the management committee for one LGA only.
- 17.4 Each member of the BoM shall, subject to these Rules, hold office until a new committee is elected and meets. The new BoM will be elected at the AGM.
- 17.5 In the event of a casual vacancy in the membership of the BoM, the BoM may appoint a member from the appropriate category to fill the vacancy. The member so appointed shall hold office, subject to these Rules, until the next AGM following his/her appointment.
- 17.6 Members of the BoM shall not be members of any Advisory Committee of the The Hills Holroyd Parramatta MRC and vice-versa.
- 17.7 Sessional workers based or providing services at the MRC shall not be members of the Board of Management.

18. ELECTION OF BOARD OF MANAGEMENT

- 18.1 Members of the BoM shall be nominated and elected from the three categories of membership outlined in Clause 5 of this Constitution. A member can not nominate for more than one category on the BoM.
- 18.2 No more than 2 members of the total membership of the BoM shall be drawn from any one ethnic community active in catchment area of the The Hills Holroyd Parramatta MRC.
A person will be deemed to be from the same ethnic background as another person where he/she shares the same country of birth, original nationality/ethnic background or affiliation to an ethnic organisation.
- 18.3 As far as possible and subject to the Constitution, the BoM shall equally reflect the interests and service priorities of the catchment area i.e. The Hills, Holroyd and Parramatta LGA's.

A member can nominate for membership on the BoM for one LGA only.

18.4 The nomination of candidates for election as members of the BoM of The Hills Holroyd Parramatta MRC shall be made in the prescribed nomination form:

- i) Signed by one member of The Hills Holroyd Parramatta MRC including the written consent of the candidate.
- ii) Be delivered to the Secretary no less than four working days before the date fixed for the Annual General Meeting at which the election is to take place.

A candidate must be a member of The Hills Holroyd Parramatta MRC in order to be nominated and elected as a member of the BoM.

18.5 A list of all the nominations received for election to the BoM from the three categories outlined in Clause 5 of this Constitution shall be prepared by lottery and displayed in a conspicuous place in the registered office of The Hills Holroyd Parramatta MRC. This list shall be displayed at least 4 working days before the date fixed for the AGM at which the election is to take place.

18.6 All nominations shall be accompanied by a written profile, outlining the suitability of the candidate for election to the BoM. The profile shall not exceed 200 words and should be signed by the candidate. All profiles received will be distributed by the Returning Officer at the AGM prior to the election of the BoM.

18.7 If the number of nominations received for election to the BoM is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

18.8 If insufficient nominations are received to fill all vacancies on the BoM, the candidates already nominated shall be deemed to be elected with further nominations being called from those members present at the AGM. If further nominations received are still insufficient to fill all vacancies on the BoM, any vacant positions remaining on the Committee shall be deemed to be casual vacancies. These vacancies shall then be filled in accordance with Sub-Clause 15.3

18.9 Where the nominations received for election to the BoM exceeds the number of vacancies to be filled, a ballot shall be held for the election of candidates. Balloting lists shall be prepared containing the names of candidates by lot. All financial members of The Hills Holroyd Parramatta MRC shall be eligible to vote in any such election.

18.10 A ballot carried out under this sub-clause shall be carried out determined by the BoM.

19. EXECUTIVE COMMITTEE

19.1 The Executive Committee shall be elected by the members of the BoM within 14 days of the AGM and it shall consist of:

- i) Chairperson
- ii) Deputy Chairperson
- iii) Treasurer
- iv) Secretary and
- v) Staff Liaison Officer

19.2 Members of the Executive Committee can hold any one executive position on the Board of Management for a maximum period of 3 consecutive years. Members can be re-nominated for that same executive position after 12 months have lapsed. Members can be nominated for any other executive position at any time.

20. CHAIRPERSON

20.1 It is the duty of the Chairperson to:

- i) Chair all BoM meetings and coordinate and manage the work of sub-committees.
- ii) Ensure that Committee members understand and are able to participate fully in the decisions and activities of the BoM; and
- iii) Represent the MRC at official functions as appropriate and agreed by all members of the BoM and liaise with the Coordinator in carrying out the executive functions of the BoM.

21. DEPUTY CHAIRPERSON

21.1 It is the duty of the Deputy Chairperson to: ~

- i) Assist the Chairperson in carrying out his/her duties and responsibilities; and
- ii) In the absence of the Chairperson, assume his/her position.

22. SECRETARY

22.1 It is the duty of the Secretary to keep minutes of all proceedings at BoM meetings and general meetings.

22.2 Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or the Chairperson of the next succeeding meeting.

23. TREASURER

23.1 It is the duty of the Treasurer to ensure that:

- i) All money due to The Hills Holroyd Parramatta MRC is collected and received and that all payments authorised by The Hills Holroyd Parramatta MRC are made; and
- ii) Correct books and accounts are kept showing the financial affairs of The Hills Holroyd Parramatta MRC including full details of all receipts and expenditure connected with the activities of The Hills Holroyd Parramatta MRC; and
- iii) Regular reports are provided to the BoM giving an up-to-date summary of the income and expenditure accounts of The Hills Holroyd Parramatta MRC.

24. STAFF LIAISON OFFICER

24.1 It is the duty of the Staff Liaison Officer to:

- i) Act as the “middle tier” for staff grievances in situations when the staff person lodging the grievance is not satisfied with the way in which the Coordinator has handled the grievance.
- ii) The Staff Liaison Officer at the invitation of the Manager will conduct annual appraisals for all staff.

25. PUBLIC OFFICER

25.1 The BoM shall ensure that a person is appointed as Public Officer.

25.2 The Public Officer may be an Executive Member of the BoM, Committee Member or any other person regarded by the Committee as suitable for the position. The Public Officer of The Hills Holroyd Parramatta MRC must be 18 years of age or older and must be a resident of NSW.

25.3 The Public Officer shall be deemed to have vacated his/her position under the following circumstances:

- i) becomes deceased;
- ii) resignation;
- iii) removal by the BoM;
- iv) residency outside NSW.

25.4 When a vacancy occurs in the position of the Public Officer, the Secretary shall within 14 days notify the relevant Government Authority on the prescribed form and shall appoint a new Public Officer as soon as practicable.

25.4.1 The Public Officer is required to notify the relevant Government Authority in the prescribed forms, of the following:

- i) The appointment of a Public Officer.
- ii) Any change in the residential address of the Public Officer.
- iii) Any change in the The Hills Holroyd Parramatta MRC internal governance rule.
- iv) Where there has been an Annual General Meeting, for the purpose of reporting on the Association's financial affairs.
- v) Where there has been a change in The Hills Holroyd Parramatta MRC name.
- vi) Where from time to time additional reporting requirements are stipulated under the *Association's Incorporation Act(1984)*.

26. CASUAL VACANCIES

Without limiting the operation of this clause, the office of a member of the Committee shall become vacant if:

- i) The member holds a paid position in The Hills Holroyd Parramatta MRC.
- ii) The member is directly or indirectly interested in any contract or proposed contract with The Hills Holroyd Parramatta MRC.

26.1 A casual vacancy in the office of a member of the BoM occurs if a member:

- i) becomes deceased;
- ii) ceases to be a member of The Hills Holroyd Parramatta MRC;
- iii) becomes an insolvent under administration within the meaning of Corporations Law;
- iv) resigns office by notice in writing given to the Secretary;
- v) is removed from office under Clause 11 of these rules;
- vi) becomes of unsound mind or a person whose person or estate is liable to be dealt within any way under the law relating to mental health; or
- vii) is absent without prior notification to the BoM from 3 consecutive meetings of the BoM.
- viii) is filled from the same category

27. REMOVAL OF A MEMBER FROM THE BOARD OF MANAGEMENT

27.1 The members of The Hills Holroyd Parramatta MRC at a Special General Meeting may by resolution remove any member of the BoM from office before his/her term

of office has expired and may, by resolution, appoint another person to hold office until the expiration of the term of the member so removed.

- 27.2 Where the member of the BoM to whom a proposed resolution under Sub-Clause 27.1 relates makes representations in writing to the Secretary or Chairperson in relation to the proposed resolution and, further, requests that such representations be forwarded to the members of The Hills Holroyd Parramatta MRC the Secretary or Chairperson shall either;
- i) Send a copy of the representations to each member of The Hills Holroyd Parramatta MRC; or
 - ii) Ensure that the representations are read out at the meeting at which the proposed resolution will be considered.

28. PROCEEDINGS OF THE BOARD OF MANAGEMENT

- 28.1 The BoM shall meet as often as they think fit for the conduct of business, but at least 9 times a year.
- 28.2 Additional meetings of the BoM may be convened by the Chairperson or by any member of the BoM with at least one third of the members calling for a meeting.
- 28.3 When engaged in The Hills Holroyd Parramatta MRC business, BoM members have a primary duty to act in the best interests of The Hills Holroyd Parramatta MRC and not to represent the interests of any other organisation or group.

If a BoM member becomes aware that on any matter he/she has a conflict of interest between his/her responsibility as a BoM member and his/her other responsibilities or interests, he/she must immediately inform the Chairperson of such conflict of interest and must take no further part in BoM activities in relation to that matter.

Where a BoM member has so indicated a conflict of interest, he/she may, through the Chairperson make a request to address the BoM on the matter and the BoM may permit this.

- 28.4 Verbal or written notice of a meeting of the BoM shall be given by the Secretary To each member of the BoM at least 48 hours (or such other period as may be unanimously agreed upon by the members of the BoM) before the time appointed for the holding of the meeting.

Notice of a meeting shall specify the general nature of the business to be transacted at the meeting.

- 28.5 Subject to the rules of this Constitution all questions arising at any meeting of the BoM shall be decided by a majority of votes (either by a poll or show of hands) of those members present at the meeting. In the case where voting is tied, the Chairperson of the meeting shall have a casting vote.
- 28.6 The quorum necessary for the transaction of business by the BoM shall be 5 voting members or such greater number as may from time to time be fixed by the Committee. At least one member of the quorum must be an Executive Committee member.
- 28.7. Business shall commence as soon as a quorum is present after the appointed time for the meeting, but no business shall be transacted by the BoM unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- If at the adjourned meeting a quorum is still not present within half an hour of the time appointed for the meeting, the meeting shall be disbanded.
- 28.8 The Chairperson shall preside over all meetings of the BoM. In case the Chairperson is absent, the Deputy Chairperson shall preside over the meeting. Where the Deputy Chairperson is not present, then the members may choose one of their members to chair the meeting.
- 28.9.1 Any member of The Hills Holroyd Parramatta MRC may attend any meeting of the BoM or any sub- committee meeting. With the prior approval of the chairperson, such a member may attend the meeting, but will not have a vote.

29. DELEGATION TO SUB-COMMITTEE

- 29.1 The BoM may delegate any of its powers and functions, except for the power to delegate, to one or more sub-committees. The sub-committee/s shall consist of those members of the The Hills Holroyd Parramatta MRC as the BoM thinks fit.
- 29.2 Any sub-committee formed under Sub-Clause 25.1 shall exercise its powers in accordance with the terms of its delegation.
- 29.3 The BoM may, in writing, revoke wholly or in part any delegation made under this Clause.

PART V

GENERAL MEETINGS OF THE MEMBERS OF THE THE HILLS HOLROYD PARRAMATTA MRC

30. ANNUAL GENERAL MEETINGS - HOLDING OF

- 30.1 The Hills Holroyd Parramatta MRC shall, at least once in each calendar year and within 6 months after the end of each financial year, convene an annual general meeting of its members.
- 30.2 The financial year of The Hills Holroyd Parramatta MRC shall be from the 1st July to the 30th June in the following year.

31. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 31.1 The Annual General Meeting (AGM) of The Hills Holroyd Parramatta MRC shall be convened on such date and at such place and time as the BoM thinks fit.
- 31.2 The business of the annual general meeting shall be:
- i) To confirm the minutes of the last preceding AGM and of any special general meeting held since that meeting;
 - ii) To receive from the BoM reports upon the activities of The Hills Holroyd Parramatta MRC during the preceding financial year;
 - iii) To receive and consider an annual balance sheet and auditor's report on the finances of The Hills Holroyd Parramatta MRC;
 - iv) To elect the members of the BoM;
 - v) To appoint an Auditor for The Hills Holroyd Parramatta MRC until the next AGM; and
 - vi) To deal with any other business deemed to be special business of The Hills Holroyd Parramatta MRC
- 31.3 For the purpose of holding the election of members to the BoM, the BoM may appoint a Returning Officer who will have no direct affiliation to the organisation, its members and/or any material interest.
- 31.4 At least 21 days notice of the date, hour and place of an annual general meeting must be given in writing to the members of The Hills Holroyd Parramatta MRC, forwarded to their current addresses in the register of members. Such notice shall exclude the day on which the notice is sent but will include the day for which the notice is given.

- 31.5 An AGM must be specified as such in the notice convening it. A copy of the notice shall be displayed by the Secretary in a conspicuous place in the registered office of The Hills Holroyd Parramatta MRC for a period of at least 14 days before the meeting.
- 31.6 Where a document is sent to a person by any acceptable means of communication, the document shall, unless the contrary is proven, be deemed to have been served on the person at the same time at which the letter would have been delivered in the ordinary course of dispatch.
- 31.7 All relevant information pertaining to the business to be transacted at the AGM shall be posted to the members of The Hills Holroyd Parramatta MRC with their notice of meeting.

32. SPECIAL GENERAL MEETINGS-CALLING OF

- 32.1 The BoM may, whenever it thinks fit, convene a special general meeting of the The Hills Holroyd Parramatta MRC.
- 32.2 The BoM shall, on a request in writing from no less than 25 per cent of total members, convene a special general meeting of The Hills Holroyd Parramatta MRC.
- 32.3 A request from members for a special general meeting :
- i) Shall state the purpose of the meeting;
 - ii) Shall be signed by the members making the request;
 - iii) Shall be lodged with the Secretary; and
 - iii) May consist of several documents in similar form, each signed by one or more members making the request.
- 32.4 If the BoM fails to instigate a special general meeting within 1 month after the date on which a request is lodged, the members who made the request may convene a special general meeting, to be held no later than 3 months after that date.
- 32.5 A special general meeting shall be convened as near as practicable in the same manner as general meetings are convened by the BoM. Any member who incurs normal reasonable expenses in convening such a meeting shall be entitled to be reimbursed by The Hills Holroyd Parramatta MRC for the expenses so incurred.
- 32.6 The meeting must be called for a proper purpose.

33. NOTICE OF GENERAL MEETING

- 33.1 Written notice of a general meeting shall be given by the Secretary to all members of The Hills Holroyd Parramatta MRC 21 days before the day appointed for the holding of this meeting. Notice shall be sent by pre-paid post or other acceptable means of communication to the member's address appearing in the register of members.
- 33.2 Notice given under the clause above will specify the nature of business to be transacted at the general meeting. No other business except that specified in the notice shall be transacted at the meeting, except business which the members present at the meeting unanimously agree to treat as urgent.
- 33.3 A member wishing to bring any business before a general meeting may give notice in writing to the Secretary, outlining the business to be brought to the meeting in line with the clauses above.

34. PROCEEDINGS OF GENERAL MEETINGS

- 34.1 The Chairperson or, in the Chairperson's absence, the Deputy Chairperson, shall preside over the general meeting of The Hills Holroyd Parramatta MRC.
- 34.2 If the Chairperson and Deputy Chairperson are absent from a general meeting or unwilling to act, the members present shall elect one of their members to preside as Chairperson at the meeting.
- 34.3 The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting. No business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting for which the adjournment took place.
- 34.4 Where a general meeting adjourned for 14 days or more, the secretary shall give written notice of the adjourned meeting to each member of The Hills Holroyd Parramatta MRC, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. If the meeting is adjourned for less than 14 days, notice of an adjournment of a general meeting is not required.
- 34.5 The quorum necessary for the transaction of business at a general meeting shall be 33 per cent of The Hills Holroyd Parramatta MRC who are entitled under these rules to vote. No business shall be transacted at the general meeting unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting stands adjourned for 14 days.

- 34.5 If at the adjourned meeting a quorum is still not present within half an hour of the time appointed for the commencement of the meeting, the members present (being no less than 25% who are entitled under these rules to vote) shall constitute a quorum.
- 34.7 Election of BoM members shall be conducted by secret ballot, but any other vote at a general meeting of The Hills Holroyd Parramatta MRC shall be determined on a show of hands unless a secret poll is demanded by at least 20% of the members present.

35. VOTING AT GENERAL MEETINGS

- 35.1 Upon any question arising at a general meeting of The Hills Holroyd Parramatta MRC, a member has one vote only.
- 35.2 All votes shall be given personally or by proxy. Only a member may hold a proxy and no member may hold more than 2 proxies.
- 35.3 In the case of a tied vote at a general meeting, the Chairperson of the meeting is entitled to exercise a casting vote.
- 35.4 A member or proxy is not entitled to vote at any general meeting of The Hills Holroyd Parramatta MRC unless all money due and payable by the member or proxy to The Hills Holroyd Parramatta MRC has been paid.

36. APPOINTMENT OF PROXIES AT GENERAL MEETINGS

- 36.1 Each member shall be entitled to appoint another member as proxy by notice given to the Returning Officer in writing.
- 36.2 The notice appointing the proxy shall be in the form set out in Annexure 2 of this Constitution.
- 36.3 SPECIAL RESOLUTION

A special resolution is required to effect the following changes and can only be determined at a general meeting of the members of The Hills Holroyd Parramatta MRC

- i) A change in the The Hills Holroyd Parramatta MRC's Constitution.
- ii) A change in the The Hills Holroyd Parramatta MRC's name.
- iii) An amalgamation with another incorporated or unincorporated body.
- iv) To voluntarily wind up The Hills Holroyd Parramatta MRC.

- v) To apply for registration as a Company or Cooperative.

36.4 A Special Resolution of The Hills Holroyd Parramatta MRC must be passed:

- i) In a manner agreed to and specified by relevant NSW legislation.
- iii) By a majority which comprises no less than three-quarters of the members of The Hills Holroyd Parramatta MRC present and eligible to vote at a general meeting of which no less than 21 days written notice has been given, specifying the intention to propose a resolution as a special resolution in accordance with these rules.

PART VI MISCELLANEOUS

37. NSURANCE

- 37.1 The Hills Holroyd Parramatta MRC shall effect and maintain insurance pursuant to section 44 of the *NSW Associations Incorporation Act (1984)*.
- 37.2 In addition to the insurance required under Sub-Clause 34.1, The Hills Holroyd Parramatta MRC may effect and maintain other insurance as the Board of Management from time to time deems necessary.

38. FUNDS – SOURCE

- 38.1 The funds of The Hills Holroyd Parramatta MRC shall be derived from entrance fees, annual subscription fees of members, donations, Commonwealth, State or Local Government grants and such other sources, including corporate sponsorship, business development as the BoM from time to time determines including obtaining any fees from other services for delivery of services.
- 38.2 Where funds obtained from government bodies such as the Commonwealth of Australia, State or Local Government are used to purchase capital items, these items will at all times become the property of MRC unless otherwise indicated.

39. FUNDS – MANAGEMENT

- 39.1 All money received by The Hills Holroyd Parramatta MRC shall be deposited as soon as practicable to the credit of The Hills Holroyd Parramatta MRC's account.
- 39.2 The Hills Holroyd Parramatta MRC shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- 39.3 Subject to any resolution passed by The Hills Holroyd Parramatta MRC in a general meeting, the funds of The Hills Holroyd Parramatta MRC shall be used in pursuance of the objects of The Hills Holroyd Parramatta MRC in such manner as the BoM determines.
- 39.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by 2 signatories drawn from a maximum of 4 signatories authorised by the BoM. One of these signatories shall be the Manager of The Hills

Holroyd Parramatta MRC. Such signatories shall remain in force until the election of a new BoM at the next Annual General Meeting.

40. WIND UP OR DISSOLUTION OF INCORPORATION

- 40.1 In the event of the winding up or dissolution of the incorporation of The Hills Holroyd Parramatta MRC, all assets of the The Hills Holroyd Parramatta MRC shall be disposed of in accordance with relevant legislation.
- 40.2.1 Any other assets in the possession of The Hills Holroyd Parramatta MRC at the time of its dissolution shall be given to a charity or other organisation with similar aims and objects to those of The Hills Holroyd Parramatta MRC. Such organisations will need to have stated in their Constitution a clause which prohibits the distribution of its assets amongst its members.
- 40.3 In the event of dissolution of the association, a notice must be sent to all members and a special meeting called to wind up the association and to agree upon the distribution of the assets and stock to other non charitable organisations serving in a similar way.

41. INDEMNITY

- 41.1 Every member of the BoM and staff of The Hills Holroyd Parramatta MRC shall be indemnified out of the assets of The Hills Holroyd Parramatta MRC against any liability arising out of the execution of duties of his or her office which is incurred in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Code in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.
- 41.2 The Hills Holroyd Parramatta MRC shall be covered under insurance for Public liability, Directors' liability and Professional indemnity.

42. COMMON SEAL

- 42.1 The common seal of The Hills Holroyd Parramatta MRC shall be kept in the custody of the Public Officer at the registered office.
- 42.2 The common seal shall not be affixed to any instrument except by the authority of the BoM.
- 42.3 The affixing of the common seal shall be attested by the signatures of either 2

members of the BoM or 1 member of the Committee and the Public Officer.

43. CUSTODY OF BOOKS ETC.

- 43.1 Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the The Hills Holroyd Parramatta MRC.
- 43.2 Financial records and the register of members of The Hills Holroyd Parramatta MRC shall be open to inspection, free of charge, by any member of The Hills Holroyd Parramatta MRC at any reasonable time.

PART VII
ADDITIONAL RULES APPLICABLE TO CHARITIES

44. APPLICATION OF PART

44.1 This part applies where The Hills Holroyd Parramatta MRC is registered under or is exempted from Registration by or under the *Charitable Collection Act, 1934*.

45 PAYMENT ETC OF OFFICE-BEARERS AND MEMBERS

45.1 A member of the BoM shall not be appointed to any salaried office of The Hills Holroyd Parramatta MRC or any office of The Hills Holroyd Parramatta MRC paid by fees.

45.2 No remuneration or other benefit in money or the value of money shall be given by The Hills Holroyd Parramatta MRC to any member of the BoM except for:

- i) repayment of out-of-pocket expenses;
- ii) interest at a rate not exceeding interest that would be charged by The Hills Holroyd Parramatta MRC's bankers for money lent to The Hills Holroyd Parramatta MRC;
- iii) reasonable and proper rent for premises let to the The Hills Holroyd Parramatta MRC.

STATEMENT OF AUTHENTICITY:

At a meeting of the Board of Management of The Hills, Holroyd, Parramatta Migrant Resource Centre, held at 15 Hunter Street, Parramatta 2150, on the 27th of November, the foregoing Objects and Rules were revised and accepted as the Baulkham Hills, Holroyd, Parramatta Migrant Resource Centre Constitution subject to adoption by resolution at a general meeting of the Baulkham Hills Holroyd Parramatta Migrant Resource Centre.

SIGNED in my presence by
the said, who is personally
known to me as Chairperson
of The Hills Holroyd,
Parramatta Migrant
Resource Centre:

Witness_

Chairperson Date

SIGNED in my presence by the said
Whom do I personally know as Secretary
of The Hills Holroyd,
Parramatta Migrant Centre:

Witness

Secretary Date