

COPY FOR DISTRIBUTION AT THE SPECIAL GENERAL MEETING



CONSTITUTION OF THE MULTICULTURAL COUNCIL OF THE NORTHERN TERRITORY INCORPORATED

MAY 2010

Multicultural Council of the Northern Territory Inc
Street Address: Shop 15, Malak Place, Malak
Incorporation Number: 00530C
ABN: 95 095 619 466

PART 1 - PRELIMINARY

Preamble

The Multicultural Council of the Northern Territory (MCNT) promotes empowerment for people from culturally and linguistically diverse backgrounds through advocacy and direct service delivery to ensure full participation in the Territory's social, cultural, economic, political and civic life.

1. Name

The name of the incorporated association Multicultural Council of the Northern Territory ("MCNT") is stated in the Schedule.

2. Objects and Purposes

The Objects and Purposes of MCNT are specified in the Schedule.

3. Minimum number of Members

MCNT must have at least the number of Members specified in the Schedule.

4. Definitions

In this Constitution, unless the contrary intention appears -

"Act" means the *NT Associations Act* and regulations made under that Act;

"Committee" means the Management Committee of MCNT;

"delegate" means a person appointed by a member organisation to represent that member organisation at General Meetings of the MCNT;

"financial institution" means an authorised deposit-taking institution within the meaning of Section 5 of the *Banking Act 1959* of the Commonwealth;

"General Meeting" means a general meeting of Members convened in accordance with Clause 51;

"Member" means a Member of MCNT;

"Register of Members" means the register of MCNT's Members established and maintained under Section 34 of the Act;

"Special Resolution" means a resolution notice of which is given under Clause 54 and passed in accordance with Section 37 of the Act.

PART 2 - CONSTITUTION AND POWERS OF ASSOCIATION

5. Powers of Association

(1) For achieving its objects and purposes, MCNT has the powers conferred by Sections 11 and 13 of the Act.

(2) Subject to the Act, MCNT may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may -

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every Member and MCNT to the same extent as if every Member and MCNT had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Amending the Constitution and Schedule

(1) MCNT may alter this Constitution or the Schedule by Special Resolution as outlined in Clause 54 but not otherwise.

(2) Not less than 21 days notice needs to be provided to all Members of a proposed amendment to the Constitution or Schedule.

(3) A Special Resolution to amend the Constitution or Schedule can only be passed at a General Meeting of Members, either at the Annual General Meeting or a Special General Meeting.

(4) The Special Resolution to amend the Constitution or Schedule must be passed by three-quarters (3/4) of the accredited delegates of Organisational Members and Individual Members present and voting at an Annual General Meeting or a Special General Meeting.

(5) If the Constitution is amended in any way, the Public Officer must ensure compliance with Section 23 of the Act.

PART 3 - MEMBERS

Division 1 - Membership

9. Application for membership

- (1) To apply to become a Member of MCNT a person or association must -
 - (a) For Organisational Membership
 - (i) Be a regional multicultural council in the Northern Territory; or
 - (ii) Be an incorporated non-profit community-based organisation with primary ethnic or multicultural focus and aims consistent with those of MCNT.
 - (iii) Each Organisational Member is represented by up to three accredited delegates authorised to represent and act on behalf of the Organisational Member.
 - (iv) Each Organisational Member shall within 14 days of being notified of its approval for membership forward to the Public Officer the name and address of up to three accredited delegates who are to represent the Organisational Member at General Meetings and Special Resolutions of MCNT.
 - (v) Nothing shall prevent an Organisational Member from accrediting a lesser number of delegates than its entitlement.
 - (vi) Nothing shall prevent an Organisational Member from recalling or replacing an accredited delegate at any time and appointing another substitute accredited delegate in his/her place. Notification of such changes needs to be made within 14 days to the MCNT Public Officer.
 - (vi) Individuals who are registered with MCNT as accredited delegates of Organisational Members are prohibited from applying for membership with MCNT as Individual Members.
 - (vii) Individuals are prohibited from representing more than one Organisational Member at any one time as an accredited delegate or as an approved substitute delegate.
 - (viii) If an Individual Member becomes an accredited delegate for an Organisational Member, then the Individual Membership lapses.

(b) For Individual Membership

Be an individual with a demonstrated interest in ethnic or multicultural issues and be prepared to abide by the aims and objectives of MCNT.

(c) For Associate Membership

Be an institution, agency (including government) or incorporated non-profit association with an interest in, but not its primary focus, ethnic and/or multicultural issues, and has aims consistent with MCNT. Associate Members are represented by a single Nominated Representative authorised to represent and act on behalf of the Associate Member. Associate Members do not exercise voting rights.

(d) submit a written application for membership to the Committee -

(e) in a form approved by the Committee and lodged with the Secretary;

(f) signed by the applicant individual or competent officer of the applicant organisation;

(g) proposed by one Member and seconded by another Member.

10. Approval of Committee

(1) The Committee must consider any application made under Clause 9 at the next available Committee Meeting or as soon as practicable after the receipt of an application for membership and must accept or reject the application at that meeting or the next.

(2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.

(3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next Committee Meeting after receipt of the notice of appeal.

(4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

11. Joining fee

(1) If an application for membership is approved by the Committee, the applicant becomes a Member on payment of the joining fee.

(a) The joining fee is to be determined from time to time by the Committee.

12. Annual membership fees

(1) Each Member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.

(2) A Member whose subscription is not paid within 3 months after the due date ceases to be a Member unless the Committee determines otherwise.

13. Register of Members

(1) The Secretary shall establish and maintain a Register of Members, Associate Members and accredited delegates. The register shall contain the full name and address of each Individual Member, Associate Member or accredited delegate together with the date on which membership commenced, and whether a current financial member.

(2) The register of Individual Members, Associate Members and accredited delegates shall be kept and made available for inspection by Members or Associate Members during normal hours at the principal place of administration of the organisation.

Division 2 - Rights of Members

14. General

(1) Subject to Clause 15(2), a Member may exercise the rights of membership when his or her name is entered in the Register of Members.

(2) A right of membership of MCNT -

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates on the cessation of membership whether by death, resignation or otherwise.

15. Voting Rights

(1) Subject to subclause (2) and Clause 20,

(a) Each Organisational Member has up to three votes exercised by accredited delegates at General Meetings and Special Resolutions of MCNT and must nominate in writing to MCNT the names of up to three accredited delegates to vote on behalf of the Organisational Member.

(i) Accredited delegates, up to three for each Organisational Member, will exercise their votes individually and not by proxy at General Meetings and Special Resolutions of MCNT by attendance voting.

(ii) only those accredited delegates and approved substitute delegates representing an Organisational Member present in person at General Meetings and Special Resolutions will be entitled to exercise votes on behalf of that Organisational Member. Non-attendance of accredited delegates and approved substitute delegates results in less votes for an Organisational Member than its entitlement.

(iii) Individual Members exercise one vote individually and not by proxy at General Meetings and Special Resolutions of MCNT by attendance voting.

(iv) Associate Members do not exercise voting rights.

(2) Approved Organisational or Individual Members must ensure that they are currently financial or renew their membership as soon as practicable after 30 June in a calendar year and not later than 8 weeks prior to the Annual General Meeting to be eligible to vote at the Annual General Meeting.

(3) Approved Organisational Members, in addition to ensuing or renewing their financial membership will need to confirm with the Public Officer the current names of up to three accredited delegates or substitute delegates as soon as practicable after 30 June in a calendar year and not later than 8 weeks prior to the Annual General Meeting.

16. Returning Officer

(1) The Committee will appoint a Returning Officer who is not a Member to oversee all elections and ballots.

(2) The Returning Officer will be appointed by the Committee as soon as practicable after 30 June in each year and not later than 8 weeks prior to the Annual General Meeting.

(3) The Returning Officer's decision is final on all matters affecting the eligibility of candidates, the conduct and results of an election and such other matters as may at any time affect the conduct of elections and ballots.

(4) The Returning Officer shall be entitled to be reimbursed by MCNT for all expenses reasonably incurred by him or her in conducting the elections and ballots.

17. Notice of Meetings and Special Resolutions

The Secretary must give all Members notice of General Meetings and Special Resolutions in the manner and time prescribed by this Constitution.

18. Access to information on Association

The following must be available for inspection by Members:

(a) a copy of this Constitution;

- (b) minutes of General Meetings;
- (c) annual reports and annual financial reports.

19. Raising grievances and complaints

(1) A Member may raise a grievance or complaint about a Committee Member, the Committee or another Member of MCNT.

(2) The grievance or complaint must be dealt with by the procedures set out in Part 9.

20. Associate Members

An Associate Member must not vote but may have other rights as determined by the Committee or by resolution at a General Meeting.

Division 3 - Termination, death, suspension and expulsion

21. Termination of membership

Membership of MCNT may be terminated by -

- (a) a notice of resignation addressed and posted or emailed to MCNT or given personally to the Secretary or another Committee Member;
- (b) non-payment of the annual membership fee within the time allowed under Clause 12(2); or
- (c) expulsion in accordance with this Division.

22. Death of member or whereabouts unknown

If a Member dies or the whereabouts of a Member are unknown, the Committee must cancel the Member's membership.

23. Suspension or expulsion of Members

(1) If the Committee considers that a Member should be suspended or expelled because his or her conduct is detrimental to the interests of MCNT, the Committee must give notice of the proposed suspension or expulsion to the Member.

- (2) The notice must -
 - (a) be in writing and include -
 - (i) the time, date and place of the Committee Meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and

- (b) be given to the Member not less than 30 days before the date of the Committee Meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the Member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Committee may suspend or expel or decline to suspend or expel the Member from MCNT and must give written notice of the decision and the reason for it to the Member.
- (5) Subject to Clause 24, the decision to suspend or expel a Member takes effect 14 days after the day on which notice of the decision is given to the Member.

24. Appeals against suspension or expulsion

- (1) A Member who is suspended or expelled under Clause 23 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- (2) The appeal must be considered at a Special General Meeting of MCNT and the Member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The Members present at the General Meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the Member.
- (4) The Member is not suspended or does not cease to be a Member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the Members.

PART 4 - MANAGEMENT COMMITTEE

Division 1 - General

25. Role and powers

- (1) The business of MCNT must be managed by or under the direction of a Management Committee.
- (2) The Committee may exercise all the powers of MCNT except those matters that the Act or this Constitution requires MCNT to determine through a General Meeting of Members.
- (3) The Committee may appoint and remove employees.
- (4) The Committee may establish one or more sub-committees consisting of the members of MCNT the Committee considers appropriate.

26. Composition of Committee

(1) The Management Committee consists of -

(a) a President;

(b) a Vice-President;

(c) a Secretary;

(d) a Treasurer; and

(e) any other ordinary Committee Member provided in the Schedule.

(2) Unless elected directly as a separate office holder, the Committee must appoint one Committee Member to be MCNT's Public Officer.

27. Delegation

(1) The Committee may delegate to a sub-committee or employees any of its powers and functions other than -

(a) this power of delegation; or

(b) a duty imposed on the Committee by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

(3) The Committee may, in writing, revoke wholly or in part the delegation.

28. Sub-Committees

(1) The Committee may at any time appoint a sub-committee which may be given the authority to deliberate, investigate, report and make recommendations to the Committee, but shall not have the authority to make determinations or carry out executive actions.

(2) Each ordinary Committee Member as defined in Clause 26 and provided in the Schedule will be required to convene a standing sub-committee.

(3) The Committee will appoint convenors of sub-committees, and Members of MCNT and/or interested persons who are not Members of MCNT can be co-opted to join the sub-committee in an advisory capacity.

Division 2 - Tenure of office

29. Limitations on Terms of the President and Vice President

(1) The offices of President and Vice President will have a maximum tenure of three years (three consecutive terms) until the third Annual General Meeting after the date of their election.

(2) The President after tenure of three years, and the subsequent Ex Officio role of Immediate Past President, will not be allowed to nominate again for President until five years has elapsed since retiring from the office of President.

30. Office of the Immediate Past President

(1) The Ex Officio office of Immediate Past President will be filled by the incumbent on leaving the office of President and is deemed filled until such time as the successor President leaves the position of President.

(2) If the office of the Immediate Past President becomes vacant, it will remain so until the President at the time leaves the office of President.

(3) The office of Immediate Past President is advisory and has no voting rights.

31. Retirement of Committee Members

(1) A Committee Member holds office until the next Annual General Meeting unless the Member vacates the office under Clause 43 or is removed under Clause 44.

(2) Subject to subclause (3), at an Annual General Meeting the office of each Committee Member becomes vacant and elections for a new Committee must be held.

(3) The President of the outgoing Committee must preside at the Annual General Meeting until a new Member is elected as President.

(4) Members may serve consecutive terms on the Committee unless otherwise provided in the Schedule and subject to Clause 29.

Division 3 - Duties of Committee Members

32. Collective responsibility of Committee

(1) As soon as practicable after being elected to the Committee, each Committee Member must become familiar with the Act and regulations made under the Act.

(2) The Committee is collectively responsible for ensuring MCNT complies with the Act and regulations made under the Act.

33. President and Vice-President

(1) Subject to subclauses (2) and (3), the President must preside at all General Meetings and Committee Meetings.

(2) If the President is absent from a meeting, the Vice-President must preside at the meeting.

(3) If the President and the Vice-President are both absent, the presiding Member for that meeting must be -

- (a) a Member elected by the other members present if it is a General Meeting; or
- (b) a Committee Member elected by the other Committee Members present if it is a Committee Meeting.

34. Secretary

The Secretary must -

- (a) coordinate the correspondence of MCNT;
- (b) ensure minutes of all proceedings of General Meetings and of Committee Meetings are kept in accordance with Section 38 of the Act;
- (c) maintain the Register of Members in accordance with Section 34 of the Act and in accord with Clause 13.

The following is delegated to Employees at the MCNT office:

- (a) unless the Members resolve otherwise at a General Meeting - have custody of all books, documents, records and registers of MCNT, other than those required by Clause 35(5) to be in the custody of the Treasurer; and
- (b) perform any other duties imposed by this Constitution on the Secretary.

35. Treasurer

(1) The Treasurer must -

(the following is partially delegated to the administrative position at the MCNT office).

- (a) receive all moneys paid to or received by MCNT and issue receipts for those moneys in the name of MCNT;
- (b) pay all moneys received into the account of MCNT within 5 working days after receipt;
- (c) make any payments authorised by the Committee or by a General Meeting of MCNT from MCNT's funds; and
- (d) ensure cheques and electronic payments are signed/processed by him or her and at least one other Committee Member, or in the absence of the Treasurer by 2 other Committee Members authorised by the Committee.

(2) The Treasurer must ensure the accounting records of MCNT are kept in accordance with Section 41 of the Act.

(3) The Treasurer must coordinate the preparation of MCNT's annual statement of accounts.

(4) If directed to do so by the President, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.

(5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of MCNT unless the Members resolve otherwise at a General Meeting.

(6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

36. Public Officer

(1) The Public Officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with Sections 23, 28 and 45 of the Act.

(2) The Public Officer must keep a current copy of the Constitution of MCNT.

PART 5 - ELECTION OF OFFICERS AND VACANCY

37. Election Rules

The Election Rules, compliant with the Act and developed and ratified by the Committee, are specified in the Schedule.

38. Election Timeline

The election timeline, compliant with the Act and developed and ratified by the Committee, is set out in the Schedule.

39. Eligibility of Committee members

(1) A Committee Member must be a Member who is 18 years or over.

(2) A Committee Member must also meet the criteria provided in the Schedule.

(3) Committee Members must be elected to the Committee at an Annual General Meeting or appointed under Clause 45.

40. Nominations for election to Committee

(1) Only accredited delegates of Organisational Members are entitled to be nominated for election or to nominate other candidates for election to positions on the Committee.

(2) Existing Committee Members are not entitled to re-nominate for election for positions on the Committee unless they are current accredited delegates of Organisational Members.

(3) An accredited delegate is not eligible for election to the Committee unless the Returning Officer receives a written nomination on behalf of that Organisational Member by the same or another Organisational Member by the close of nominations.

(1) The nomination must be signed by -

(a) the nominator and a seconder; and

(b) the nominee to signify his or her willingness to stand for election.

(2) A person who is eligible for election or re-election under this clause may -

(a) propose or second himself or herself for election or re-election; and

(b) vote for himself or herself.

41. Election by default

(1) If the number of persons nominated for election to the Committee under Clause 40 does not exceed the number of vacancies to be filled, the Returning Officer must declare the persons to be duly elected as members of the Committee at the Annual General Meeting.

(2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of appropriately qualified Committee Members may be accepted from the floor of the Annual General Meeting.

(3) If the nominations from the floor do not exceed the number of remaining vacancies, the Returning Officer must declare those persons to be duly elected as Members of the Committee.

(4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with Clause 45.

42. Election by ballot

(1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.

(2) The ballot must be conducted in a manner determined in the Schedule and in discussion with the Returning Officer.

(3) The members chosen by ballot must be declared by the Returning Officer to be duly elected as members of the Committee.

43. Vacating office

The office of a committee member becomes vacant if -

- (a) the member -
 - (i) is disqualified from being a committee member under Section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of MCNT;
- (b) the member is absent from more than -
 - (i) 3 consecutive committee meetings; or
 - (ii) 3 committee meetings in the same financial year without tendering an apology to the President;

of which meetings the member received notice and the Committee has resolved to declare the office vacant; or
- (c) in any of the circumstances provided for by the Schedule.

44. Removal of Committee Member

(1) MCNT, through a Special General Meeting of members, may remove any committee member before the member's term of office ends.

(2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

45. Filling casual vacancy on Committee

(1) If a vacancy remains on the Committee after the application of Clause 41 or if the office of a committee member becomes vacant under Clause 43, the Committee may call for Expressions of Interest from accredited delegates of Organisational Members to fill that vacancy.

(2) However, if the office of Public Officer becomes vacant, a person must be appointed under Section 27(6) of the Act to fill the vacancy.

PART 6 - MEETINGS OF MANAGEMENT COMMITTEE

46. Frequency and calling of meetings

(1) The Committee must meet together for the conduct of business not less than 6 times in each financial year unless otherwise provided in the Schedule.

(2) The President, or at least half the Committee Members, may at any time convene a Special Meeting of the Committee.

(3) A Special Meeting may be convened to deal with an appeal under Clause 24.

47. Voting and decision making

(1) Each Committee Member present at the meeting has a deliberative vote.

(2) A question arising at a Committee Meeting must be decided by a majority of votes.

(3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

48. Quorum for Committee Meetings

For a Committee Meeting, one-half plus one of the Committee Members with voting rights constitutes a quorum unless otherwise provided in the Schedule.

49. Procedure and order of business

(1) The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.

(2) The order of business may be determined by the Members present at the meeting.

(3) Only the business for which the meeting is convened may be considered at a Special Meeting.

50. Disclosure of interest

(1) A Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with MCNT must disclose the nature and extent of the interest to the Committee in accordance with Section 31 of the Act.

(2) The Secretary must record the disclosure in the minutes of the meeting.

(3) The President must ensure a Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with Section 32 of the Act.

PART 7 - GENERAL MEETINGS

51. Convening General Meetings

- (1) MCNT must hold all Annual General Meetings within 5 months after the end of MCNT's financial year.
- (2) The Committee -
 - (a) may at any time convene a Special General Meeting;
 - (b) must, within 30 days after the Secretary receives a notice under Clause 24(1), convene a Special General Meeting to deal with the appeal to which the notice relates; and
 - (c) must, within 30 days after it receives a request under Clause 52(1), convene a Special General Meeting for the purpose specified in that request.

52. Special General Meetings

(1) The committee may, whenever it thinks fit, convene a Special General Meeting and nominate the special business to be transacted at that meeting and may nominate any special business to be transacted at that meeting and may nominate any special business to be transacted at an Annual General meeting.

(2) Half the number of Members constituting a quorum for a General Meeting may make a written request to the Committee for a Special General Meeting unless otherwise provided in the Schedule.

(3) The request must -

- (a) state the purpose of the Special General Meeting; and
- (b) be signed and dated by the Members making the request.

(4) If the Committee fails to convene a Special General Meeting within the time allowed -

- (a) for Clause 51(2)(b) - the appeal against the decision of the Committee is upheld; and
- (b) for Clause 51(2)(c) - the Members who made the request may convene a Special General Meeting as if they were the Committee.

(5) If a Special General Meeting is convened under subclause (4)(b), MCNT must meet any reasonable expenses of convening and holding the Special General Meeting.

(6) The Secretary must give to all Members not less than 21 days notice of a Special General Meeting.

- (7) The notice must specify -
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

53. Annual General Meeting

(1) The Secretary must give to all Members not less than 30 days notice of an Annual General Meeting unless otherwise provided in the Schedule.

- (2) The notice must specify -
 - (a) when and where the meeting is to be held;
 - (b) a call for nominations to the Committee; and
 - (c) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each Annual General Meeting is as follows:
 - (a) first - confirmation of minutes of previous Annual General Meeting;
 - (b) second - the consideration of the accounts and reports of the Committee;
 - (c) third - the election of new Committee Members;
 - (d) fourth - appointment of Auditor;
 - (e) fifth - any other business requiring consideration by MCNT at the Annual General Meeting.

54. Special Resolutions

(1) A Special Resolution may be moved at any General Meeting of MCNT.

(2) The Secretary must give all Members not less than 21 days notice of the meeting at which a Special Resolution is to be proposed unless otherwise provided in the Schedule.

(3) The notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

55. Notice of General Meetings

- (1) The Secretary must give a notice under this Part by -
 - (a) serving it on a Member personally; or

- (b) sending it by post or email to a Member at the address of the Member appearing in the Register of Members.

(2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the Member by ordinary prepaid mail.

56. Quorum at General Meetings

At a General Meeting, the number or the proportion of Organisational Members present in person specified in the Schedule constitutes a quorum.

57. Lack of quorum

(1) If within 30 minutes after the time specified in the notice for the holding of a General Meeting a quorum is not present -

- (a) for an Annual General Meeting or Special General Meeting convened under Clause 51(3)(a) - the meeting stands adjourned to the same time on the same day in the following week and to the same place;
- (b) for a meeting convened under Clause 51(3)(b) - the Members who are present in person may proceed with hearing the appeal for which the meeting is convened; or
- (c) for a meeting convened under Clause 51(3)(c) - the meeting lapses.

(2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person may proceed with the business of that General Meeting as if a quorum were present.

(3) The President may, with the consent of a General Meeting at which a quorum is present, and must, if directed by the Members at the meeting, adjourn that General Meeting from time to time and from place to place.

(4) There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

(5) If a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

58. Voting at General Meetings

(1) Subject to Clauses 15 and 20, each Individual Member and accredited delegate present in person at a General Meeting is entitled to a deliberative vote.

- (2) At a General Meeting -

- (a) an ordinary resolution put to the vote is decided by a majority of votes made in person; and
 - (b) a Special Resolution put to the vote is passed if three-quarters of the Members who are present in person vote in favour of the resolution.
- (3) A poll may be demanded by the President or by 3 or more Members present in person.
- (4) If demanded, a poll must be taken immediately and in the manner the President directs.

PART 8 - FINANCIAL MANAGEMENT

59. Financial Year

The financial year of MCNT is specified in the Schedule.

60. Funds and accounts

(1) MCNT must maintain an account with a financial institution from which all expenditure of MCNT is made and into which all of MCNT's revenue is deposited.

(2) Subject to any restrictions imposed by MCNT at a General Meeting, the Committee may approve expenditure on behalf of MCNT within the limits of the budget.

(3) All cheques, electronic payments and transfers, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and at least one other Committee Member, or in the absence of the Treasurer by 2 other Committee Members authorised by the Committee. The Committee may delegate and/or withdraw the authority to another Committee Member or an Employee of the MCNT.

(4) All funds of MCNT must be deposited into the financial account of MCNT no later than 5 working days after receipt or as soon as practicable after that day.

(5) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

61. Remuneration

(1) MCNT shall not appoint any Committee Member to any office receiving remuneration by way of salaries, fees or allowances.

(2) MCNT shall not pay to any Committee Member any remuneration for any service or services performed for or on behalf of the organisation other than reimbursement of such reasonable out of pocket expenses incurred.

62. Establishment and operation of a Gift Fund

(1) MCNT must establish and maintain a Gift Fund in a separate Bank Account specifically to encourage, support and facilitate projects consistent with the Objects and Purposes outlined in Clause 2 and the Schedule:

- (a) to which gifts or deductible contributions for that purpose are to be made;
- (b) to which any money received by MCNT because of those gifts or deductible contributions is to be credited; and
- (c) that does not receive any other non authorised gifts or monies; and
- (d) for which a separate bank account s maintained.

(2) The Committee shall act as the Trustees of the Gift Fund and shall be authorised to administer and operate the Gift Fund such that:

- (a) all gifts or deductible contributions subscribed or given to the Gift Fund shall be credited to the Gift Fund; and
- (b) all gifts or deductible contributions collected and received by the Gift Fund shall be in accordance with Federal, State and Territory legislation.

(3) In the case of winding-up of the Gift Fund or MCNT not endorsed or revoked as a Deductible Gift Recipient by the Commissioner of Taxation:

- (a) any surplus assets of the Gift Fund must be transferred to an organisation characterised as a Deductible Gift Recipient or Public Benevolent Institution; and
- (b) whose constitution prohibits distributions of assets or payments to its Members.

63. Accounts and audits

(1) The responsibility of the Committee under Clause 32(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to -

- (a) the keeping of accounting records;
- (b) the preparation and presentation of MCNT's annual statement of accounts; and
- (c) the auditing of MCNT's accounts.

(2) The Committee ensures that the audited financial statements are available for inspection by MCNT Members at least 14 days before they are presented at the Annual General Meeting.

64. Auditor

(1) At the Annual General Meeting the Members present shall appoint a person as the external Auditor who is not a Member. The appointed Auditor will hold office until the next Annual General Meeting and is eligible for reappointment. If an

appointment is not made at an Annual General Meeting, the Committee shall appoint an Auditor for the then current financial year of MCNT.

(2) If a casual vacancy occurs in the office of Auditor during the course of a financial year of MCNT, the Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

(3) The auditor may only be removed from office by Special Resolution by MCNT at a Special General Meeting.

(4) The Auditor is independent of the Committee and the designated MCNT employee dealing with the daily accounting and financial transactions of MCNT.

(5) The Auditor may require from MCNT employees as well Committee Members such information and explanations as considered necessary to assist with the Audit.

PART 9 - GRIEVANCE AND DISPUTES

65. Grievance and disputes procedures

(1) This clause applies to disputes between -

(a) a Member and another Member; or

(b) a Member and the Committee.

(2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.

(4) Membership will be suspended until the matter is resolved.

(5) The mediator must be -

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement -

(i) for a dispute between a Member and another Member - a person appointed by the Committee; or

(ii) for a dispute between a Member and the Committee - a person who is a mediator appointed or employed by the department administering the Act.

(6) A Member of MCNT can be a mediator.

(7) The mediator cannot be a party to the dispute.

(8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(9) The mediator, in conducting the mediation, must -

(a) give the parties to the mediation process every opportunity to be heard;

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

(10) The mediator must not determine the dispute.

(11) 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.

PART 10 - MISCELLANEOUS

66. Common seal

(1) The common seal of MCNT must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.

(2) The affixing of the common seal of MCNT must be witnessed by any 2 of the following:

(a) the President;

(b) the Secretary;

(c) the Treasurer.

(3) The common seal of MCNT must be kept in the custody of the Secretary or another person the Committee from time to time decides.

67. Distribution of surplus assets on winding up

(1) In the event of the winding up or dissolution of MCNT, and after satisfaction of all its debts and liabilities, any surplus assets shall be transferred to another organisation which is approved by the Commissioner of Taxation as a Public Benevolent Institution for the purpose of income tax, sales tax or fringe benefits tax.

(2) Funds and assets derived from the Commonwealth of Australia, State Government or Local Government which are in the possession of the Association upon dissolution shall be returned to the respective bodies.

SCHEDULE TO THE CONSTITUTION

PART 1 - MANDATORY DETAILS

Name (Clause 1)

The name of the incorporated association is Multicultural Council of the Northern Territory Incorporated

Objects and Purposes (Clause 2)

The Objects and Purposes of MCNT are to provide advice and services to people from culturally and linguistically diverse backgrounds including:

- a) To combine policy development and direct service delivery within a community development framework to enable positive change on a local, state, and national level.
- b) To provide direct settlement services and programs to newly arrived migrants and refugees, and to ensure effective local orientation, settlement and self-reliance.
- c) To advise on government policy and practice and seek equality, social justice, inclusion and empowerment for people from culturally and linguistically diverse backgrounds.
- d) To provide comprehensive and coordinated advice and services to clients and groups on issues of common concern and to advocate to government and non-government agencies.
- e) To ensure the rights of ethnic organisations to a fair share of community resources and to participate in the decision making process on issues which affect or concern them.
- f) To promote, foster and enhance the Northern Territory's multicultural society through recognition and preservation of cultural and linguistic diversity.
- g) To promote and enhance creative, cultural and social networking skills development in migrant and refugee communities and to foster enterprises based on cooking, arts and crafts.
- h) To provide poverty support and emergency relief programs to migrant and refugee families suffering financial crisis or destitution.
- i) To assist young people from culturally and linguistically diverse backgrounds to develop academic skills and achieve educational potential through provision of tutorial support.
- j) To provide direct ethno-specific services specifically targeting the special needs of migrant and refugee women, youth, seniors and long-term unemployed.
- k) To collaborate with ethnic communities and existing service providers in identifying service gaps and in the planning and delivery of services for migrants and refugees.
- l) To promote community development and support multicultural and ethnic organisations to contribute to and enjoy the social, economic and cultural life of the wider community.
- m) To encourage full participation in mainstream Australian life with interaction rather than isolation and the development of a non-discriminatory and socially cohesive society.
- n) to undertake all matters, including, but not limited to, acquiring and disposing of real and personal property, publishing material, accepting gifts, raising funds, borrowing and (subject to the provisions of the *Trustee Act (NT)*) investing money, and making donations (to the recipients referred to in section 78(1)(a) if the *Income Tax Assessment Act (Cth)*), which are incidental to the attainment of the objects and purposes of the Council and which are consistent with the provisions of this Constitution.

The geographic area within which the Council shall function, carry out its objects and exercise its powers shall be the whole of the Northern Territory of Australia.

Minimum number of Members (Clause 3)

MCNT must have at least 20 Organisational Members.

Quorum at General Meetings (Clause 56)

One quarter (25%) of Organisational Members of the MCNT represented by accredited delegates entitled to vote at the time of the meeting constitutes a quorum for the Annual General Meeting or a Special General Meeting.

Financial Year (Clause 59)

The financial year of MCNT is the period of 12 months ending each year on 30 June.

PART 2 - REPLACEABLE DETAILS

Clause	Description of clause	Default detail	Replacing detail
29 and 31(4)	Consecutive terms of Committee Members	may serve consecutive terms	may serve up to 3 consecutive terms
46(1)	Frequency of Committee Meetings	at least 4 times each financial year	monthly and at least 10 times each financial year
48	Quorum for Committee Meeting	half the Committee Members plus one	
52(2)	Number of Members who can request a Special General Meeting	half the quorum of members for a General Meeting	
53(1)	Notice of an Annual General Meeting	at least 30 days	
54(2)	Notice of Special Resolution	at least 21 days	

PART 3 - ADDITIONAL DETAILS

Composition of Committee (Clause 26)

In addition to the four office holders specified in the Constitution, the Management Committee consists of four ordinary Members, each with assigned sub-committee tasks and full voting rights.

In addition there are 3 other Committee Members:

- (a) one MCNT employee elected by the staff - observer, non-voting;
- (b) one MyNT committee member elected by the MyNT Executive Committee - full voting rights;
- (c) one immediate past president - non-voting.

Election Rules (Clause 37)

(1) Eligible voters will be listed on a roll at the Annual General Meeting so as to ensure that voters in attendance vote only once and not by proxy.

(2) All elections and ballots at MCNT will be supervised and conducted by an appointed Returning Officer as outlined in Clause 16.

(3) The Returning Officer will prepare and issue the ballot materials for attendance voting.

(4) In accordance with Clause 15(1), accredited delegates of Organisational Members and Individual Members are entitled to vote in elections and ballots; Associate Members do not exercise voting rights.

(5) In accordance with Clause 40(1) only accredited delegates of Organisational Members are entitled to be nominated for election for positions on the Committee.

(6) A candidate can be nominated for more than one position on the Committee but can only serve in one position.

(7) The election for Committee Members at the Annual General Meeting will be by attendance voting.

(8) Election to the Committee will be through a secret ballot supervised and conducted by the Returning Officer. Votes for candidates will be counted according to a first past the post system (simple majority).

(9) There will be no voting by proxy in elections and ballots at MCNT.

(10) The votes of Organisation and Individual Members will be counted publicly at the Annual General Meeting by the Returning Officer and two scrutineers appointed by the outgoing Committee.

(11) The four Committee office holders, commencing with the President, will be voted for separately and prior to the collective election using a list of nominated candidates for the other four ordinary Committee Members.

(12) In the event of a tie for the election for a position, the matter will be decided by the drawing of lots; the name drawn by lot will be the candidate elected.

(13) The Returning Officer will retain the ballot materials for a period of 6 months after the election has taken place. At the end of the 6 months period the Returning Officer must destroy the ballot papers.

Election Timeline (Clause 38)

(1) The election timeline for the Annual General Meeting each year will be determined by the MCNT Committee and in discussion with the appointed Returning Officer.

(2) In accordance with Clause 51(1), MCNT holds its Annual General Meetings within five (5) months of 30 June in a calendar year.

(3) In accordance with Clause 15(2) approved Organisational or Individual Members must ensure that that they are currently financial or renew their membership as soon as practicable after 30 June in each year and more than 8 weeks prior to the Annual General Meeting to be eligible to vote at that year's Annual General Meeting.

(4) In accordance with Clause 15(3) approved Organisational Members will need to confirm with the Public Officer the names of up to three accredited delegates as soon as practicable after 30 June in calendar year and not later than 8 weeks prior to the Annual General Meeting.

(5) In accordance with Clause 53(1), at least 30 days notice of the Annual General Meeting is provided to all Members through a public notice prepared in discussion with the appointed Returning Officer in the newspaper and on the MCNT website.

(6) Nominations are called through a public notice in the newspaper and on the MCNT website at least 30 days prior to the date of the Annual General Meeting and close 14 days after the notice at 12.00 noon.