

CORPORATIONS ACT 2001 (Commonwealth)

COMPANY LIMITED BY GUARANTEE

CONSTITUTION OF THE ETHNIC COMMUNITIES COUNCIL OF QUEENSLAND LIMITED

PREAMBLE

The Ethnic Communities Council of Queensland (ECCQ) acknowledges the Aboriginal and Torres Strait Islander Peoples as the First Peoples of Australia and seeks to promote harmony among and equity for all the peoples of Australia.

The Ethnic Communities Council of Queensland (ECCQ) acknowledges the diversity of multicultural Australia and the many organisations and structures that represent culturally and linguistically diverse (CALD) Australians. ECCQ is committed to working in partnership with organisations that represent multicultural communities and the issues of concern to those communities in any areas of shared interest. ECCQ believes that sharing expertise, resources and experience will enhance the ability of all multicultural organisations to fulfil their missions for the benefit of all Australian people.

1. NAME

The Name of the company is the “Ethnic Communities Council of Queensland Limited.”

2. DEFINITIONS

- “Act” means the Corporations Act 2001 (Cth) or any statutory modification, amendment or re-enactment in force and any reference to any section, part or division is to that provision as so modified amended or re-enacted;
- “AGM” means a duly constituted annual general meeting of the Council;
- “Annual Subscription Fee” means the fee duly fixed from time to time by the Board in accordance with clause 32 of this Constitution;
- “ASIC” means the Australian Securities and Investment Commission;
- “Association” means a. not-for-profit, non-governmental association, institution, society, club, group or other ethnic organisation having a membership base in excess of ten (10) individuals (whether or not incorporated under the Act), and is engaged in some form of social, community or health service including social welfare and volunteering services;
- “Association Member” means an Ethnic Organisation or Association or Community Welfare Organisation admitted to membership of the Council;
- “Auditor” means a registered company auditor appointed at the AGM of the Council in accordance with clause 38;
- “Board” means the Board of the Council comprising of the Directors;

“Chairperson” means the member of the Board elected by the members as the Chairperson of the Council in accordance with clause 21 and responsible for the duties referred to in clause 23;

“Chief Executive Officer” means the person appointed by the Board to be the Chief Executive Officer (CEO) (clause 28) who has the management powers delegated under this Constitution;

“Code of Conduct” means the standard expected by all ECCQ employees, Board Members and volunteers as outlined in Council’s policies and procedures.

“Company Secretary” means the person appointed as the Company Secretary of the Council in accordance with clause 27(a) and being responsible for the duties referred to in clause 27(e);

“Constitution” means this constitution of the Council as amended from time to time;

“Co-opted Directors” means those persons appointed as Directors of the Council from time to time by the Board in accordance with clause 20(a)(i)(e), who may be drawn from either the Members or the wider community in order to meet any skills gaps that may inhibit the Board fulfilling its roles and responsibilities;

“Corporate Member” means one of the following:
 (a) a corporation or an incorporated body as defined under the Act that is not considered an Ethnic Organisation or Community Welfare Organisation; or
 (b) a governmental organisation;

“Council” means the ‘Ethnic Communities Council of Queensland Limited.’”

“Deputy Chairpersons” means the two (2) members of the Board elected by the members as the deputy chairpersons of the Council in accordance with clause 21 and responsible for the duties referred to in clause 24;

“Delegate(s)” means a representative of an Association Member or Corporate Member duly appointed to represent that Member in accordance with this Constitution;

“Directors” means the directors of the Board from time to time;

“Ethnic Organisation” means an Association or organisation considered by both themselves and by other people to have in common one or more of these characteristics: heritage; religion; language; ancestry; racial background; national origin; tribal origin; cultural traditions;

- “Finance Audit & Risk Committee” means the Committee established in accordance with Clause 30;
- “Financial Member” at any material time is a Member who is not indebted to the Council in respect of any Annual Subscription Fee;
- “Honorary President” means the person nominated from time to time to the position of Honorary President of the Council, with the duties and responsibilities as referred to in accordance with Clause 26;
- “Immediate Past Chairperson” means the immediate past chairperson of the Council who accepts an appointment to the Board under Clause 25(b);
- “Individual Member” means an individual who does not represent an Association or Corporate Member, who has been admitted by the Board as an individual member of the Council pursuant to Clause 14 of this Constitution;
- “Life Member” means an individual who has been admitted as a life member of the Council pursuant to Clause 15 of this Constitution;
- “Member” means an Association Member, Corporate Member, Individual Member or Life Member of the Council as prescribed under this Constitution;
- “Objects” means the Objects of the Council as set forth in Clause 6 of this Constitution;
- “Office Bearers” means the positions of Chairperson, the two Deputy Chairpersons, the Immediate Past Chairperson, the Honorary President and the Company Secretary;
- “The Seal” means the common seal of the Council;
- “Proxy Vote” means the authority to represent and vote on behalf of a member at Annual General Meetings.
- “Reciprocal Member” means an Association Member or Corporate Member that mutually agrees to reciprocate membership entitlements and privileges with the Council. An Individual Member cannot be a Reciprocal Member. The discretion to accept reciprocal membership rests entirely with the Board.
- “Special General Meeting” means a meeting called under the provisions of Clauses 18 and 19 for the purposes described therein or any other meeting of the membership that is not an Annual General Meeting. This includes court-ordered meetings.

“Sub-committees” means a sub-committee of the Council established under Clause 31; “State” means the State of Queensland.

“Treasurer”: means the board member holding office as the treasurer of the Council and fulfilling the roles defined in Clause 25.

3. INTERPRETATION

- (a) Persons include companies and corporates and vice versa;
- (b) The masculine gender includes the feminine gender and vice versa; and
- (c) The singular number includes the plural number and vice versa.

4. DESCRIPTION

The Council is a not-for-profit organisation. The Council is non-political, non-sectarian and non-racial and as such it will not enter into, or take part in, or lend its support to, any such activities.

5. REGISTERED OFFICE

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

6. OBJECTIVES

The Council is established for the purpose set out in the following Objectives:

- (a) To represent, as an established peak body, the broad interests of its members through advocacy, policy development, and the delivery of services in accordance with these Objects.
- (b) To establish and conduct nursing homes or like institutions for the care of people who are sick, aged, infirm, afflicted, handicapped or disabled.
- (c) To organise, advance, promote and encourage relief, welfare and educational work amongst ethnic groups whether individual groups or by joint action and cooperation between such groups on issues of common interest.
- (d) To ensure the maintenance or improvement of existing standards of welfare and rights of ethnic communities including effective standards of welfare and rights of ethnic communities including effective participation in decisions affecting such matters and the development of community services catering equally for the welfare and needs of all people whatever their language or culture.
- (e) To promote research into the social conditions of ethnic communities in Australian society with a view to education of both ethnic groups and Australian society.
- (f) To encourage the development of ethnic organisations concerned with the social and cultural welfare of their communities.
- (g) To participate actively in the development of a culturally pluralistic society in Australia through ethnic organisations and community welfare organisations and structures.

- (h) To bring together representatives of State-wide ethnic organisations and migrants in general for the promotion and advancement of activities of migrants in Queensland in the welfare, educational, cultural, recreational and social fields.
- (i) To provide a means of communication and co-operation between ethnic organisations and groups in the achievement of these Objects while respecting and safeguarding the autonomy of individual groups.
- (j) To provide a means of co-operation and communication between migrants and government agencies in the development of migrant welfare, activities, services and needs.
- (k) To encourage by education programs the maintenance of the languages and cultures of Australia's multicultural society.
- (l) To develop in Australian society through education programs, attitudes of acceptance of cultural, racial and ethnic differences.
- (m) To encourage interaction between ethnic communities and their cultures for the mutual welfare and enrichment of all members of Australian society.
- (n) To subscribe to, become a member of, and co-operate with any other company, association or organisation, whether incorporated or not, including any government agency or commission, whose objectives are all together, or in part, similar to those of the Council, provided that the Council shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members;
- (o) To do all such things as are incidental or conducive to the attainment of the Objectives and the exercise of the powers of the Council.
- (p) The Council may do all acts and things as may be deemed necessary or incidental to the achievement of these Objects as may be legally done by a Company.

7. APPLICATION OF FUNDS

The income and property of the Council shall be applied solely towards the promotion of the Objects of the Council, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, by way of profit, to the Members.

8. COUNCIL GOVERNANCE

- (a) The Council shall establish and maintain incorporated status.
- (b) The Council shall be legally established and maintained as a public company limited by guarantee and shall consist of the Members in the categories described in Clause 11.
- (c) The Council shall be governed and supervised by the Board, Finance Audit & Risk Committee and Sub-committees as provided under this Constitution.

- (d) The executive functions of the Council shall be discharged by the Board or as delegated by the Board in accordance with this Constitution.

9. LIABILITY OF MEMBERS

- (a) The liability of the Members is limited.
- (b) If upon the winding up or dissolution of the Council there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among its Members but shall be given or transferred to some other Association/s having objects similar to the Objects of the Council. Such Association/s to be determined by the Members at or before the time of dissolution, and if effect cannot be given to this provision, then to some charitable object, provided gifts to such Association/s are allowable deductions under the provisions of the Income Tax Assessment Act.

10. AUDITING AND PRESENTATION OF ACCOUNTS

True accounts shall be kept of all sums of money received and expended by the Council, and of the property, credits and liabilities of the Council. Once at least in every year, the accounts of the Council shall be audited by a properly qualified Auditor duly appointed by the members at the AGM and the Auditors report shall be presented to the Members in accordance with the provisions of the Act and Clause 38 of this Constitution. All accounts and financial reports managed by the organisation will be compiled and presented in compliance with the Australian Accounting Standards or other regulatory standards that may apply from time to time.

11. MEMBERSHIP

- (a) The Council shall offer membership in four (4) categories. These categories consist of:
- (i) Association Member (as represented by duly accredited Delegates);
 - (ii) Corporate Member (as represented by a duly accredited Delegate);
 - (iii) Individual Member and
 - (iv) Life Member.

12. ASSOCIATION MEMBERS

- (a) Application for membership as an Association Member shall be made in writing signed by a competent officer of the applicant and shall be on the prescribed form or as the Board from time to time prescribes and who is prepared in good faith to adhere to this Constitution.
- (b) Where multiple applications for Association membership are received for organisations that are controlled by the same board, person or group of people and have the same members across more than one of those entities, only one application for Association membership shall be considered.
- (c) As soon as practicable after the receipt of an application for membership, it shall be considered by the Board for acceptance or otherwise. In no case shall the Board be required to give any reason for the rejection of the applicant except on request at the next AGM. An applicant who has been refused acceptance as an Association Member

may apply to the Company Secretary to bring the question of admission for consideration at the next AGM.

- (d) A register of Association Members shall be kept showing name, address and date of the commencement of membership. The Company Secretary, or delegated officer, upon the admission of an applicant as an Association Member, shall as soon as practicable inform in writing the applicant of the result of the application and, if admitted, shall enter the applicant's name in the register of Members, and upon the name of the applicant being so entered, the applicant becomes a Member.
- (e) Association Members shall be entitled to the following number of Delegate(s) to represent and to vote on behalf of the Association Members at any general meeting:
 - (i) An Association Member with up to fifty (50) members is entitled to ONE Delegate.
 - (ii) An Association Member with fifty-one (51) or more members is entitled to TWO Delegates.
 - (iii) An Association Member with two hundred (200) or more members is entitled to THREE Delegates.
- (e) Nothing shall prevent an Association Member from accrediting a lesser number of Delegates than entitled.
- (f) The Association Member must appoint the designated number of Delegate(s) every year before the AGM. Forms for nominating Delegate(s) with voting and representative rights shall be provided by the Company Secretary to each Association Member entered in the Members' register with the notices of the AGM. Such forms are to be returned completed direct to the Company Secretary by no later than one week prior to the date of holding the AGM. Each Association Member shall notify the Board of its accredited Delegate(s) each year prior to the Annual General Meeting or Special General Meeting, and be accompanied by a current Statutory Declaration if the total numbers of members exceed fifty (50).
- (g) Nothing shall prevent an Association Member from appointing another Delegate in their place.
- (h) The Company Secretary shall keep a register of Association Member Delegate(s) showing their name, address and contact details.

13. CORPORATE MEMBERS

- (a) Application for membership as a Corporate Member shall be made in writing signed by a competent officer of the applicant and shall be on the prescribed form or as the Board from time to time prescribes and who is prepared in good faith to adhere to this Constitution.
- (b) As soon as practicable after the receipt of an application for membership, it shall be considered by the Board for acceptance or otherwise. In no case shall the Board be required to give any reason for the rejection of the applicant except on request at the next AGM. An applicant may apply to the Company Secretary to bring the question of admission for consideration at the next AGM.

- (c) A register of Corporate Members shall be kept showing name, address and date of the commencement of membership. The Company Secretary, or delegated officer, upon admission of an applicant as a Corporate Member, shall as soon as practicable inform in writing the applicant of the result of the application and, if admitted, shall enter the applicant's name in the register of Members, and upon the name of the applicant being so entered, the applicant becomes a Member.
- (d) Corporate Members shall be entitled to one Delegate to represent the Corporate Member and to vote on its behalf at any general meeting.
- (e) Nothing shall prevent a Corporate Member from not appointing a Delegate as entitled under clause 13(d).
- (f) The Corporate Member must appoint the Delegate every year before the AGM. Forms for nominating the Delegate with voting and representative rights shall be provided by the Company Secretary to each Corporate Member entered in the Members' register with the notices of the AGM. Such forms are to be returned completed direct to the Company Secretary of the Council by no later than one week prior to the date of holding the AGM. Each Corporate Member shall notify the Council of its accredited Delegate each year and also any changes to the Delegate that may occur from time to time.
- (g) Nothing shall prevent a Corporate Member from appointing another Delegate in place of a Delegate previously notified as appointed.
- (h) The Company Secretary shall keep a register of the Corporate Member Delegates showing their name, address and contact details.

14. INDIVIDUAL MEMBERS

- (a) Individual membership shall be open by application to the Board by any individual who is proposed and seconded for membership by current Members of the Council and who is prepared in good faith to adhere to this Constitution.
- (b) Upon an application by an individual being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application and must notify the applicant in writing that it is approved or declined. In no case shall the Board be required to give any reason for the rejection of the application except on request at the next AGM. An applicant may apply to the Company Secretary to bring the question of admission for consideration at the next AGM.
- (c) A register of Individual Members shall be kept showing name, address and date of commencement of membership. As soon as practicable after the application for an Individual Member is approved, the Company Secretary or delegated officer shall enter the applicant's name in the register of Members, and upon the name of the applicant being entered, the applicant becomes a Member.
- (d) Individual Members shall be entitled to vote at any general meeting under the following system to ensure voting equity with Association Members:
 - (i) Individual Members' votes of like persuasion (those in favour of on the one hand and those against on the other) up to twenty (20) shall be counted as ONE vote.

- (ii) Individual Members' votes of like persuasion (those in favour of on the one hand and those against on the other) of twenty-one (21) but less than 50 or more shall be counted as TWO votes.
 - (iii) Individual Members' votes of like persuasion (those in favour of on the one hand and those against on the other) of fifty (50) or more shall be counted as THREE votes.
- (e) An individual member who is an employee of the Council is not eligible to become a member of the Board whilst so employed.

15. LIFE MEMBERSHIP

- (a) The Board may in consideration of special services rendered to the Council, nominate a person as a Life Member. Such nomination shall be submitted to and approved by a majority of Financial Members present at an AGM.
- (b) No annual subscription fee as in Clause 32 is payable by a Life Member.
- (c) A Life Member shall be entitled to ONE (1) vote at any general meeting.
- (d) The Company Secretary shall keep a register of Life Members, showing name, address, and date of commencement of membership and election as Life Member.

16. MEMBERSHIP REQUIREMENTS

- (a) All Members of the Council shall have the same rights except where specifically otherwise provided within this Constitution.
- (b) If the Annual Subscription Fee of a Member remains unpaid for six months after it becomes due the Member may, after notice of default has been sent by the Company Secretary, be debarred by resolution of the Board from all privileges of membership and their name may be removed from the register of Members, provided that the Board may reinstate the Member and restore their name to the register on payment of all arrears if the Board decides to do so.
- (c) A Member may at any time by giving notice in writing to the Company Secretary resign membership of the Council. Should the Member choose to seek reinstatement of membership at a later time, such member must submit a new application as provided for in Clauses 12, 13 or 14 of this Constitution.
- (d) If any Member or office bearer wilfully refuses or neglects to comply with any provision of the Constitution or breaches the Code of Conduct or engaged in conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests of the Council, the Board shall have the power by resolution to censure, suspend, or expel the Member from the Council. In the latter case the Member's name will be removed from the register of Members, provided at least a week before the meeting of the Board at which such a resolution is passed, the Member shall have had notice of such meeting and of what is alleged against the Member, and before the passing of such resolution have had the opportunity of orally or in writing making any explanation or defence the Member may think fit. Such Member may by notice in writing lodge it with the Company Secretary at least twenty-four (24) hours before the time for holding the meeting at

which the resolution is to be considered by the Board, elect to have the question dealt with by the Council at the next general meeting of the Council. At the meeting the said member may address the allegations and a vote will be taken by ballot as to any punishment decided to be imposed, and in the case of a resolution for the Member's expulsion, the Member shall be expelled, and their name removed from the register of Members.

17. BOARD MEETINGS

- (a) The Board shall meet once a month and the meeting shall consist of the Board and any persons specifically invited by the Board such as senior executives with delegated authority, save that the Board may elect to not hold a meeting over the December or January periods.
- (b) The Board of Directors may meet for the dispatch of business, adjourn, or otherwise appoint and regulate its business as it thinks fit, provided that no more than one month shall elapse between meetings.
- (c) At least (3) meetings of the Board in any one year must be face-to-face. Other Board meetings can be convened and held by use of electronic or telephonic communication facilities.

18. ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- (a) The Board, Life Members, Delegates and all Individual Members shall meet once a year in the AGM to be held within four months after 30 June in each calendar year or at a date determined by legislation.
- (b) The Company Secretary shall give at least one month's notice in writing of the AGM to all persons eligible to attend under clause 18(a), specifying the place, day and hour of the meeting, the general nature of the meeting and the business to be dealt with.
- (c) Included with the notice of the AGM shall be:
 - (i) Forms for the nomination of persons to positions that are available to be appointed by the Members' to the Board.
 - (ii) forms for appointing Delegates.
 - (iii) the financial status of a member shall be determined and declared at the same time and date as the Delegate nominations close prior to an AGM or SGM by the Council and as notified to all members in the first advice to members of a general meeting as defined in Clause 18(b) and (c) above and Clause 21(g) below. Any membership payments or arrears made after that time and date will not be considered for delegate and voting purposes at that AGM or SGM.
- (d) Proceedings at a special general meeting or annual general meeting will be as follows:
 - (i) The Chairperson of the Council shall preside as the Chairperson at every meeting of the Council but if the Chairperson is not present within fifteen (15) minutes after the time appointed for the meeting or is unwilling to act, then the more senior of the two Deputy Chairpersons shall preside, (with seniority determined by years of service on the Board). The Chairperson may also

- delegate chairing the meeting to another person within the approval of the Board.
- (ii) The Chairperson may with the consent of any meeting at which a quorum is not present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. An adjourned meeting shall not take place more than forty (40) days after the date of the adjourned meeting. It shall not be necessary to include in any notice of the adjournment, the business that is to be transacted at the adjourned meeting.
 - (iii) At any special general meeting or AGM, a resolution put to the vote shall be decided on a show of hands or by other electronic means as approved by the Board of directors unless a poll is demanded (before or on the declaration of the result of the show of hands or by other electronic means as approved by the Board of directors by the Chairperson).
 - (iv) Unless a poll is so demanded, a declaration by the Chairperson that a resolution on the show of hands has been carried unanimously or by a particular majority or lost, an entry to that effect in the books containing the minutes of the proceedings of the organisation shall each be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
 - (v) If a poll is demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
 - (vi) In case of an equality of votes, whether on a show of hands or poll, the Chairperson of the meeting shall be entitled to a second vote.
 - (vii) Each Life Member, group of Individual Members as per Clause 14 (d) or Delegate voting at any special general meeting or AGM of the Council shall have one vote or as determined by Clauses 12(d), 13(d) and 14(d). A Life Member, Individual Member or Delegate may vote in person and an Individual Member and Delegate may vote by proxy. In the case of Association Members, a proxy must be a member of the same Member that the Delegate represents. The instruments appointing the proxy shall be in writing under the hand of the appointor or competent officer of the Member being represented. Delegates may hold up to three proxies for that Association Member. A delegate of an Association member holding proxies must attend an Annual General Meeting in order for the proxies to be deemed valid. An Individual member may hold up to three proxies for other individual members and must attend the Annual General Meeting for proxies to be deemed valid.
 - (viii) Only Life Members and Financial Members shall be entitled to vote at any special general meeting or AGM.
- (e) If a Director, Office Bearer or Member is directly or indirectly interested in any contract or proposed contract with the Council, then that Director, Office Bearer, Member, or Delegate(s) representing that Member will not take part in any vote on the matter by the Council.

- (f) The Board may at its discretion, convene a special general meeting of Council or on the requisition in writing of at least thirty three per cent (33%) of the total number of financial Members of the Council.
- (g) A requisition of Members for a special general meeting of the Council:
 - i. must state the purpose or purposes of the meeting; and
 - ii. must be signed by the relevant Members making the requisition; and
 - iii. must be lodged with the Company Secretary.
- (h) The status of a resolution being a ‘special resolution’ may be submitted by the Members, in writing, on presentation of the requisition for the special general meeting as referred to in Clause 18(f), to the Company Secretary for inclusion in the notice of meeting. In the absence of such indication, the Board may, at its absolute discretion, determine that a resolution submitted to the Company Secretary, for inclusion in a notice of meeting should be deemed a “special resolution” and notice of the Board’s decision must be included in the notice of meeting.
- (i) The special general meeting must be held within six (6) weeks after that date on which a requisition of Members for the meeting is lodged with the Company Secretary;
- (j) Except in emergency circumstances, as the Board may determine, notice of a special general meeting shall be in writing and be provided with a minimum of twenty-one (21) days’ notice to all Members. Such notice:
 - i. must include the ‘resolution’ in specific terms, together with any documentation the mover or seconder wishes to provide in support of the resolution;
 - ii. no business other than the business included in the notice of meeting is to be transacted at the meeting;
 - iii. the resolution shall be passed by a simple majority, unless it is a special resolution, which requires not less than 75% of Members entitled under this Constitution to vote and who are attending and voting at such meeting to vote in favour;
- (k) There shall be no provision for voting by proxy at a special general meeting.
- (l) In the event of a dispute regarding any resolution passed at a general meeting, the services of regulatory dispute resolution services will be engaged by the Board. Such disputes must be notified to the Board within seven (7) days of the general meeting at which the resolution was passed. If nothing is received within seven days, then no further action will be considered.

19. QUORUM

- (a) At any formally convened special general meeting of the Council, including the AGM, the quorum shall be fifteen (15) and at a meeting of the Board the quorum shall be six (6).
- (b) Should within half an hour of the time set down for the meeting to commence, a quorum not be present then the meeting shall be adjourned to a place and time within one month of such meeting to be determined thereat.

- (c) If at such adjourned meeting a quorum is not present, then those Delegates or Members present shall be deemed to be a quorum, provided the number of such Delegates or Members is not less than ten (10) and in the case of the Board, is not less than four (4).
- (d) If the meeting is adjourned, it may recommence at least one hour after the original appointed time for the meeting if the required quorum in (a) are then present.

20. BOARD COMPOSITION

- (a) The Board shall consist of:
 - (i) a. A maximum of eleven (11) Directors, which will include:
 - b. The Chairperson.
 - c. Two Deputy Chairpersons.
 - d. Treasurer (if so appointed by the Board).
 - e. The Honorary President, if he or she becomes a Director pursuant to the provisions of Clause 26(c).
 - f. The Immediate Past Chairperson, if he or she becomes a Director pursuant to the provisions of Clause 25(b).
 - g. The Board may, in addition, appoint up to two (2) co-opted Directors, by a majority of the Board voting for this specific purpose. The tenure of these co-opted Directors shall be limited to a maximum of twelve months on any one occasion.
- (b) The Company Secretary or delegated officer will administer the affairs of the Board and Board meetings and ensure legislative compliance of the Council.
- (c) Decisions of the Board shall be decided by a majority.
- (d) In the case of an equality of votes, whether on a show of hands or by other electronic means or poll, the Chairperson of the meeting at which the show of hands or by other electronic means takes place or at which a poll is demanded shall be entitled to cast a second vote.
- (e) If a Director is directly or indirectly interested in any contract or proposed contract with the Council that individual will not take part in any vote on the matter by the Board.
- (f) With the exception of the Honorary President and the Immediate Past Chairperson, any casual vacancy occurring among the Directors may be filled by the Board, and the person appointed to fill such vacancy shall hold the position for the period of the unexpired term of the position on the Board so replaced.
- (g) Directors of the Board shall be aware of and govern the Council in accordance with contemporary principles of corporate governance. All Directors shall be accountable for their performance on behalf of the Council to the AGM.
- (h) Any new Directors appointed in accordance with this Constitution will be provided and assisted with information about their obligations as a Director of the Council.
- (i) Each Director is subject to, and shall comply with, the requirements, obligations and duties of directors of public companies under the Act and this Constitution and at common law.

- (j) Directors must not act other than in the best interests of ECCQ as an Aged Care Provider.
- (k) A director shall not hold a position in the Council other than as a Director and the Board must have at least one Director who has clinical care experience.
- (l) The Board may by a majority voting for this specific purpose appoint a Chief Executive Officer, who will not be a Director of the company unless already a Director of the Company, and a Company Secretary, who also is not a Director of the Company, to a salaried office of the Council on such salary and with such conditions as the Board thinks fit. These positions may also be filled by the Board on a pro bono or voluntary basis if the Board so determines. All Directors shall not be paid any fees or remuneration or other benefit in money or money's worth by the Council, or a Member for their term on the Board, except repayment for out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Council. Provided further that nothing herein prevents the payment in good faith of reasonable and proper remuneration to any officer or servant of the Council, or to any member of the Council, in return for services rendered to the Council, nor prevents the payment of interest at a rate not exceeding interest at the rate being charged by banks in Brisbane for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any Member to the Council.

21. ELECTION OF THE DIRECTORS

- (a) To be eligible for nomination for a position on the Board (with the exclusion of the procedures for election of the positions of the co-opted Directors as specified under this Constitution), a person must be:
 - a. A member; or
 - b. In the case of an Association Member or Corporate Member, a member of the Association Member or Corporate Member; and such Member (or Association Member or Corporate Member of which the member is a member) must have been a Member for at least two (2) consecutive years prior to the Council's Annual General Meeting at which he/she stands for office.
- (b) Clause 21(a) does not apply to Life Members, and such members are eligible to stand for a position on the Board that is open for nominations at any time.
- (c) Except for the co-opted Directors, the Immediate Past Chairperson and the Honorary President, each Director shall hold office for a term of two (2) years and is entitled to be re-elected for further terms.
- (d) Except for the co-opted Directors, the Immediate Past Chairperson and the Honorary President, each of the Directors:
 - i. Shall hold office from the conclusion of the AGM at which they are elected until the conclusion of the Second AGM following the AGM at which they were elected;
 - ii. At each AGM one half (1/2) of the Directors (or the nearest whole number) shall retire and may stand for re-election.

- iii. Unless otherwise specified under this constitution, the members of the Board shall be volunteers and shall not receive payment for any work undertaken to carry out their Board functions.
- (e) Subject to the eligibility requirements of Clause 21(a), any Member shall be at liberty to nominate for a position that is open for nominations on the Board. Such nominations must be supported by a signed declaration by two Financial Members of the Council.
- (f) Subject to the eligibility requirements of Clause 21(a), a Member shall be at liberty to nominate for the positions of Chairperson or Deputy Chairpersons if the person nominating is a current elected Director of the Council and the positions of Chairperson and Deputy Chairpersons are open for nominations on the Board. Such nominations must be supported by signed declarations by two current Directors of the Council.
- (g) Such nominations shall be received by the Company Secretary by noon of the twelfth (12th) day preceding the date appointed for the meeting with the nomination form to include a signed declaration from the nominee that the nominee is aware of their duties and obligations as a Director of the Board.
- (h) With the exception of the appointment of the co-opted Directors and the Honorary President, if there is only one nomination for a Director position on the Board, or the nominations do not exceed the number of vacancies, no balloting shall take place for the respective positions and the nominees shall be declared elected.
- (i) A nomination for one position does not preclude nomination for another position.
- (j) At the AGM each year, those positions on the Board that are up for election shall be elected by a vote amongst the Individual Members, Delegates of Financial Members and Life Members.
- (k) At the AGM balloting papers shall be prepared:
 - i. For each of the following Office Bearer positions that are up for election:
Chairperson
and Two Deputy-Chairpersons;
 - ii. A single Ballot paper for all Director positions that are up for election.
- (l) Each ballot paper shall include the names of each candidate nominated to serve as a Director.
- (m) In case there is not a sufficient number of candidates nominated to fill all positions on the Board that are up for election, the Board at its subsequent monthly meeting, shall fill the remaining vacancy or vacancies. The Board may, in its discretion, elect to fill any vacant positions at the subsequent Board meeting, or decide to leave those positions vacant.
- (n) Appointments shall take effect immediately after the AGM at which they are appointed.
- (o) Each elected Director must, as soon as practicable after being elected or appointed, inform the Board of their preferred contact details, including mailing address, telephone number, fax number and email address (if any).

- (p) Each elected Director as soon as practicable after being elected, must sign a Code of Conduct as defined by this Constitution and ECCQ policy and procedures and such document will be recorded by the Company Secretary.

22. POWERS OF THE BOARD

- (a) The management of the Council shall be invested in the Board.
- (b) Subject to this Constitution and to any matter under the Act that is required to be done by the Council at a general meeting, the Board:
- i. is to control and manage the affairs of the Council;
 - ii. has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of Council and exercise all powers and do all such things necessary for the advancement of the Objectives;
 - iii. may contract or employ a person to undertake management and secretarial responsibilities and may engage, appoint, contract or employ persons to undertake duties, full time, part time or on a periodic basis, as may assist the Council in fulfilling its aims and objectives;
 - iv. may facilitate the establishment of criteria for management, distribution, allocation and implementation of a scheme for business and organise meetings or activities whether jointly or in conjunction with other organisations that are for the benefit of the Council
 - v. may call a meeting of any or all Members or Delegates, in circumstances and according to procedures as the Board may determine from time to time.
 - vi. As may be necessary and as provided in accordance with the terms of this Constitution, the Board may delegate any of its powers to any Director, Office Bearer, or employee of the Council as may be required to carry out the Objects. Such delegation must be in writing and specify the delegated power and the period of the delegation. The written delegation will be signed by the Chairperson or Deputy Chairperson and noted in the Board minutes by the Company Secretary.
 - vii. The Board shall have the power to make, amend and repeal by-laws, policies, procedures and protocols which may be necessary from time to time for the effective management of the Council's activities and as may be required by legislation governing those activities.
 - viii. The Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Council on which this Constitution is silent provided such interpretation is consistent with the provisions of the Corporations Act.
 - ix. Any Director can call a meeting of the Directors by giving reasonable notice to every other director of not less than 24 hours before such meeting and the meeting may take place provided it complies with Clause 19 – Quorum.
 - x. A vote of no confidence in any member of the Board may be taken at any time by the Board. If the vote of no confidence is passed by half the numbers of Directors of Council plus two (2), the Board member must stand down immediately and

cease all Board functions. The affected Board member may appeal the Board decision as provided in Clause 16(d).

- xi. If a suspected breach of the Code of Conduct is brought to the attention of the Board, the Board will consider taking action as outlined in Clause 16(d).

23. CHAIRPERSON

- (a) It is the duty of the Chairperson to:
 - i. Preside over and chair meetings of the Board.
 - ii. Preside over and chair special meetings including the AGM and special general meetings of the Council.
 - iii. Appoint Directors to tasks, as well as plan the Council's schedule of programs with the Board.
 - iv. Plan activities to achieve the Objectives.
 - v. Present to the Company Secretary or delegated officer, for inclusion with the notices of AGM, a report concerning the year's activities to be posted to all Members.
 - vi. Accept decisions and duties determined by the majority vote or resolution of the Board including decisions to undertake or not to undertake certain tasks.
- (b) Any Chairperson in office shall not be exceeding two consecutive terms and shall not be entitled to nominate again for the Chairperson position for at least five (5) years after the completion of the last term as the Chairperson.

24. DEPUTY CHAIRPERSONS

- (a) There shall be two (2) Deputy Chairpersons acting jointly in their capacity of Deputy Chairperson for the Council;
- (b) It is the duty of the Deputy Chairpersons
 - i. to fill the chair at any meeting in the absence of the Chairperson;
 - ii. to act until the election of a new Chairperson; and
 - iii. to provide assistance and counsel to the Chair in the conduct of the affairs of the Council. In the absence of the Chairperson, the Deputy Chairpersons shall discharge the duties of Chairperson.
 - iv. in the absence of the Chairperson nominating a Deputy Chairperson to fulfil such duties the most senior Deputy Chairperson, determined by length of service on the Board, shall assume that role.

25. TREASURER.

- (1) The Board may appoint a current Board member to be the Treasurer.
- (2) It is the duty of the Treasurer to ensure:
 - (a) Financial statements and budgets are prepared for consideration by the Board.

- (b) Financial reports are presented to each Board meeting.
- (c) Financial statements are prepared for the Auditor in accordance with legislation and this constitution.
- (d) The Auditor's report and audited statements are presented to the Annual General Meeting.
- (e) Compliance with the Financial Delegations of the Council.
- (f) Liaison with the CFO and financial staff as required to fulfil these duties.
- (g) performs other finance-related duties as determined by the Board.

26. IMMEDIATE PAST CHAIRPERSON

- (a) The Board may in its discretion invite the Immediate Past Chairperson to be a co-opted Director.

27. HONORARY PRESIDENT

- (a) The Board may in its discretion nominate an individual to be elected to the position of Honorary President, who may be chosen for outstanding personal or academic qualities, and for his or her known special services rendered to the Council and in sympathy with the aims of the Council.
- (b) At a general meeting of the Council the person nominated by the Board for election as the Honorary President shall be elected by a vote amongst the Members by a simple majority vote.
- (c) The Board may in its discretion also invite the Honorary President to be a Director during his or her term of office. However, the Honorary President may in his or her discretion, decline the position as a Director without having to resign from the position as Honorary President.
- (d) The term of office of the Honorary President shall normally be three years after which it may be renewed by the Board for additional periods of one year, without a further election by the Council being required to be held.
- (e) The duties of the Honorary President shall be:
 - i. to attend the AGM and general meetings and welcome distinguished guests from this country and abroad;
 - ii. if requested to do so by the Board, represent the views of the Council in negotiation or correspondence; and
 - iii. to serve as a member of the Board and advisor to and consultant for any of the other Directors or Office Bearers on the Board on all matters concerning the Objects, aims and work of the Council.

27. COMPANY SECRETARY

- (a) The Board will appoint a person to the position of Company Secretary from either an external appointment or a current employee of the Council.

- (b) The tenure of the Company Secretary shall be as determined by the Board in its absolute discretion from time to time.
- (c) The Board shall have the power to revoke or remove the person appointed as Company Secretary at any time and in its absolute discretion in accordance with any contract of employment and relevant State or Federal legislation.
- (d) The Company Secretary must, as soon as practicable after being appointed, inform the Members of the Company Secretary's preferred contact details, including mailing address, telephone number, fax number and email address (if any).
- (e) It is the duty of the Company Secretary:
 - i. To receive all nominations for positions on the Board.
 - ii. To maintain and keep a register of Members.
 - iii. To provide and to receive all forms for applications to become a Member.
 - iv. To keep a register of all Delegates.
 - v. To receive proxies for voting at general meetings.
 - vi. To provide to a Member, any notices of a default by a Member under this Constitution and to receive any notice by a Member to be provided to the Council under this Constitution.
 - vii. To receive all notifications of a Member resigning membership with the Council.
 - viii. To provide notices to Members of special general meetings and AGMs of the Council.
 - ix. To administer the affairs of the Board and the Board meetings to ensure legislative compliance of the Council.
 - x. To report to the Chief Executive Officer on administrative matters involving the Council and to the Chairperson on all governance matters.
 - xii. to keep minutes, or delegate the keeping of minutes, of:
 - a. All appointments of persons nominated to a position on the Board.
 - b. The names of persons holding a position on the Board and present at a Board meeting, Annual General Meeting, or Special General Meeting of the Council; and
 - c. All proceedings at Board meetings, Annual General Meetings, and Special General Meetings.
 - xiii. If asked by a Member, the Company Secretary must, within 28 days after the request is made:
 - a. make the minute book for a particular special general meeting or AGM, other than Board meetings, available for inspection by the Member at a mutually agreed time and place; and
 - b. give the Member copies of the minutes of the special general meeting or AGM.
 - c. The Council may require the Member to pay the reasonable costs of providing copies of the minutes.

xiv. To comply with relevant provisions of legislation pertaining to the duties and obligations of Company Secretaries.

xv. To report suspected breaches of the Council's policies, procedures or relevant legislation to the Chief Executive Officer and the Chairperson.

28. CHIEF EXECUTIVE OFFICER

- (a) The Board may appoint a person to the position of Chief Executive Officer (CEO).
- (b) This position may be on the basis of being fully remunerated or on a volunteer basis.
- (c) The tenure of the CEO shall be determined by the Board in contractual form as negotiated with the appointed CEO
- (d) The duties of the CEO will be determined by a position description developed at the time of the decision to engage such a person on a remunerated basis.
- (e) The duties of the CEO will be reviewed annually or on a regular basis as determined by the CEO's contract with the Board.

29. VACATION OF OFFICE

The position held by a person on the Board shall become vacant:

- (a) Upon the person's death.
- (b) If the person becomes bankrupt or makes an arrangement or composition with creditor.
- (c) If the person becomes mentally ill or the person's estate is liable to be dealt with under laws relating to mental health.
- (d) If the person resigns office by notice in writing.
- (e) If the person is absent for more than three (3) consecutive meetings without leave of the Board from Board meetings held during that period.
- (f) Upon resolution passed by a majority of Members present and voting at a general meeting of the Council called for the purpose of removing that person from the Board.
- (g) If the person holds office of a profit under the Council unless otherwise expressed in this Constitution.
- (h) If the person is found to have breached the Code of Conduct and the Board have resolved by majority vote [half the numbers of Directors of Council plus two (2)] of no confidence in that member of the Board, that person must immediately vacate their Board position. Nothing in this clause precludes that person from the provisions of Clause 16(d) – Appeal to Board and SGM.

FINANCE, AUDIT AND RISK COMMITTEE

- (a) The Finance, Audit and Risk Committee shall be a standing committee made up of any Directors, Office Bearers, Members, the Company Secretary or employees of the Council as the Board may elect from time to time. The tenure of each member of the Finance Audit and Risk Committee shall be as determined by the Board in its absolute discretion from time to time.
- (b) The Board shall have the power to revoke or remove any member of the Finance, Audit and Risk Committee at any time and in its absolute discretion. A member on the Finance Audit and Risk Committee has no right of appeal against his or her removal or revocation by the Board.
- (c) The Board shall nominate the Chair of the Finance, Audit and Risk Committee.
- (d) The Finance, Audit and Risk Committee shall be responsible for:
 - i. Overseeing, reviewing, assessing, complying, reporting and establishing and maintaining contemporary best-practice accounting, financial control, audit and risk management policies and procedures for the Council.
 - ii. Supervising and monitoring the obligatory financial reporting and financial and budgetary performance of the Council and ensuring prudent financial management, compliant reporting, and auditing on behalf of the Council and referring all financial matters of significance to the Board.
 - iii. Making recommendations to the Board on matters relevant to audit and risk.
- (e) The Finance, Audit and Risk Committee will meet at least once per month and any other scheduled meetings as required by the Board from time to time.
- (f) The Chair of the Finance, Audit and Risk Committee will present monthly accounts to the monthly Board meeting and will present quarterly consolidated accounts to the Board meeting.

31. SUB-COMMITTEES

- (a) The Board may from time to time, following a simple majority vote of approval, form one or more Sub-Committees (such as for the operations of the Diversicare and Berlasco Court divisions) and may delegate any of its powers to a Sub-Committee as may be required to carry out the Objects, other than:
 - i. this power of delegation; and
 - ii. a function which is a duty imposed on the Board by the Act or by any other law which cannot be delegated.
- (b) A Sub-Committee will comprise of the following:
 - i. at least one Director and
 - ii. any Delegates, Members, or employees of the Council or qualified persons as the Board thinks fit.

- (c) The Board shall have the power to appoint, revoke or remove any person from a Sub-Committee at any time and in its absolute discretion. A person has no right of appeal against his or her removal or revocation by the Board from a Sub-Committee.
- (d) The Board shall, in exercising its powers of delegation, nominate the persons who shall be chairperson of the Sub-Committee (who shall preside over the meetings of the Sub-Committee) and a Deputy Chairperson of the Sub-Committee (who shall preside over the meetings of the sub-committee in the Chairperson's absence).
- (e) The exercise of function which has been delegated to a Sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (f) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified by the Board in the instrument of delegation.
- (g) Such delegation will be in writing and signed by the Chairperson or Deputy Chairperson of the Board and outline the terms of the delegation and duration of such delegation. A signed copy will be retained by the Company Secretary.
- (h) Despite any delegation under this clause, the Board may continue to exercise any function delegated to a Sub-Committee and the Board's exercise of such function/s shall take precedent.
- (i) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (j) The Board may, in writing, revoke wholly or in part any delegation under this Clause.
- (k) A Sub-Committee may meet and adjourn, as it thinks proper or as the Board may direct.
- (l) Any Sub-Committee shall exist for the period nominated by the Board, or if no time is nominated, then until the Board decides to disband the Sub-Committee.

32. ANNUAL SUBSCRIPTION FEES

- (a) The Annual Subscription Fee or part thereof shall be an amount payable by a Member in such manner as the Board shall determine from time to time.
- (b) The Board may determine the benefits which apply to each membership group, the time for, the amount and manner of payment of, the Annual Subscription Fee for each membership group. In special circumstances, the Board may determine that additional or other fees and levies be imposed on the Members in general or on a specific membership group, provided such imposition is with a minimum of 60 days' notice.
- (c) The Annual Subscription Fee shall be payable in advance on the first day of July in every financial year.

- (d) Payment or tender of the Annual Subscription Fee shall be made to the Company Secretary personally, electronically or through the post.

33. SEAL

The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a Sub-Committee authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by two Directors duly authorised by the Board or by one Director and the Company Secretary.

34. FINANCIAL YEAR

The Financial Year shall conclude on 30 June each year.

35. FUNDS

The management of all monies received by the Council and all monies paid by the Council shall be in accordance with the various policies and procedures implemented by the Council from time to time and in accordance with best-practice accounting standards and financial controls as approved from time to time by the Board.

36. AUTHORISATION OF ACCOUNTS

Monthly financial accounts and quarterly consolidated accounts shall be presented to and passed at monthly Board meetings and such approvals shall be entered into the minute book.

37. MINUTES

The Board shall cause proper and accurate minutes to be made:

- (a) Of all appointments of Directors, Office Bearers and approval of new Members of the Council.
- (b) Of the names of Directors present at all Board meetings of the Council and of all Members present at any Special General Meeting or Annual General Meeting.
- (c) Of all proceedings at all meetings of the Board and Special General Meetings and Annual General Meetings; such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next meeting.

38. AUDIT

Each financial year the Council at its AGM shall appoint an Auditor. Such appointment shall be on the following basis:

- (a) The Auditor shall be an accountant, or accounting firm, known to have professional experience in conducting audits of companies or not-for-profit organisations.
- (b) The auditor shall be independent, insofar as the auditor appointed will have no personal or investment involvement, nor any business involvement, apart from provision of professional accounting or auditing services, if any, with the Council.

- (c) The appointed auditor shall undertake the audit in accordance with professional requirements.
- (d) Audits shall be conducted at regular intervals of not more than twelve months and the auditor must prepare a comprehensive audit report on the financial position of the Council, for presentation to the Company Secretary to include with the Notices of the Annual General Meetings of the Council sent to Members.
- (e) A notice of intention to nominate an auditor to replace a current auditor shall be given by a Member to the Company Secretary at least 21 days before an AGM. The Company Secretary shall send a copy of the nomination to the current auditor at least seven days before the AGM.
- (f) The current auditor shall be entitled to attend the AGM and, if the auditor so wishes, be heard at such meeting.
- (g) Where the auditor submits their resignation or notifies the Company Secretary of their intention not to seek re-election as auditor, paragraph (f) shall not apply.

39. WINDING UP

The Council shall be dissolved:

- (a) If the membership of the Council is less than three persons.
- (b) If a resolution to that effect is carried by a vote of a majority of Members present at a meeting for that purpose.

40. NOTICE TO MEMBERS

Any notice required by law under this Constitution to be given:

- (a) To any Member shall be given personally or by mailing it to the Member's address supplied by the member to the Council for the giving of notices to the Member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time which the letter would have been delivered in the ordinary course of post.
- (c) May be sent by any electronic means, including telex, email, or facsimile transmission, which produces a paper record.
- (d) Members will be provided the opportunity to elect to receive meeting related documents in their preferred format at least once per financial year or by notification on the ECCQ website. Members will be sent documents in physical or electronic format in accordance with the member's preferred election.