

**AS RATIFIED BY THE CULTURALLY DIVERSE ALLIANCE
OF TASMANIA MEMBERS AT THE SPECIAL GENERAL
MEETING**



**CONSTITUTION OF THE
CULTURALLY DIVERSE
ALLIANCE OF TASMANIA
INCORPORATED**

CULTURALLY DIVERSE ALLIANCE OF TASMANIA INCORPORATED
STREET ADDRESS: 356 MACQUARIE STREET SOUTH HOBART 7004 TASMANIA
INCORPORATION NUMBER:1A12671
ABN:

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OUR ACKNOWLEDGMENT TO COUNTRY

The Culturally Diverse Alliance of Tasmania Inc. acknowledges Australia’s Aboriginal and Torres Strait Islander peoples as Traditional Custodians of the lands on which we live, learn and work. We pay our respect to their Elders, both past, present, emerging and to our shared future.

PREAMBLE

We live in a country where there is cultural, racial, ethnic, religious, ideological and linguistic diversity. Cultural diversity is the cornerstone of our community. Cultural diversity is an asset we will foster, cultivate, promote and accommodate. We believe that we ought to uphold, protect and promote the rights, heritage and truth of the indigenous peoples, as Australia's first peoples. We are all equal. We will strive to promote equality for all regardless of their background, and advocate for equitable community strategies that supports an inclusive society. We are free to express our opinions, share our cultural traits, traditions, enjoy and celebrate our cultural diversity. We acknowledge that we also have a duty to respect the rights and reputations of others.

PART 1—PRELIMINARY

1. NAME OF ASSOCIATION

The name of the incorporated association is Culturally Diverse Alliance of Tasmania (CDAT) Incorporated.

2. INTERPRETATION

In these rules, unless the context otherwise requires –

Accounting records has the same meaning as in the Act;

Act means the Associations Incorporation Act 1964;

Annual general meeting means an annual general meeting of the Association held under rule 29;

Association means the Culturally Diverse Alliance of Tasmania referred to in rule 1, to which these rules apply. Association has the same meaning as in the Act;

Associate member means a “friend” of CDAT without a voting right and does not pay annual subscription;

Auditor means the person appointed as the auditor of the Association under rule 29.6;

Authorised deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;

Basic objects of the Association means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of the Association;

Board means the board of management referred to in rule 40;

CDAT means Culturally Diverse Alliance of Tasmania;

Executive means the President, Vice President, Secretary and Treasurer and in an ex officio capacity the CEO or a staff appointed by the Board;

Financial year has the same meaning as in the Act;

General meeting means –

(a) an annual general meeting; or

(b) a special general meeting;

Founding member (see Appendix A) means someone who was involved in setting up the CDAT, is a life member and has voting rights;

Friend means an associate member either individual or organisation who supports the values, purpose(s) and objectives of CDAT, but has no voting rights and does not pay annual subscription;

Honorary member means a member who does not have to formally apply for membership but is given that title by the discretion of the board because of their achievements and contributions to CDAT or the community;

Individual member means a person who is not a member or representative of an organisation, but has voting rights and pays annual subscription;

Life member means a founding member of CDAT;

Officer of the Association means a person elected as an officer of the Association at an annual general meeting

Ordinary business of an annual general meeting means the business specified in rule 29;

Organisation means a registered organisation or a group of people united for a common purpose;

Patron means the person appointed by the Board as the patron of the CDAT in rule 7.1.6;

Public officer means the person who is, under section 14 of the Act, the public officer of the Association;

Senior/Elder member means anyone who is over 65 years of age and is appointed by the Board, where practicable, to represent the senior citizens of CDAT on the Board with voting rights and pays annual subscription.

Special meeting means a meeting of the Board that is convened under 55.3 by the President or any 4 of the members of the Board;

Special general meeting means a special general meeting of the Association convened under rule 30 and 31;

3. ASSOCIATION'S OFFICE

The office of the Association (CDAT) is to be at the following place – 356 Macquarie Street South Hobart or any other place the Board determines.

4. AFFILIATIONS

- 4.1 The CDAT can be part of a national affiliation of ethnic community umbrella organisations known as the Federation of Ethnic Communities Councils of Australia (FECCA) which represents multicultural and ethnic community interests at national level.
- 4.2 The CDAT shall have the power to cooperate with or affiliate with any other organization to further its objectives and purposes, as shall be approved by members in either an Annual General Meeting (AGM) or Special General Meeting.

5. OBJECTIVES AND PURPOSES OF ASSOCIATION

The objectives and purposes of the CDAT are to provide advice and services to people from culturally and linguistically diverse backgrounds including:

- (a) To develop, cultivate, foster, promote and work together with the Tasmanian Aboriginal Community(ies), the original custodians of this land, for justice and equality for their people;
- (b) To encourage, share and support the exchange of stories, learnings and experiences of migrant communities with the Tasmanian Aboriginal Community(ies), the original custodians of this land;
- (c) To develop and enrich relationships with migrant communities from various trajectories along the migrant journey in Tasmania;
- (d) To assist and provide services, facilities and programs which facilitate social connections and reduce isolation and suffering such as community visitors support, carer retreats, art and health programs and other needs as identified;
- (e) To assist, promote and provide culturally and linguistically appropriate services targeting specific needs of women, elderly, youth, unemployed, vulnerable and people with disabilities;
- (f) To encourage, promote and provide for the development of hubs for specialised purposes such as sports, recreation, science, social activities, economic activities, industry, education and arts;
- (g) To liaise with all levels of government and non-government sectors to assist and promote in the making of strategic planning decisions for the need and welfare of culturally and linguistically diverse communities that will contribute in the alleviation

of social disadvantages and injustices to enable full participation as Australian citizens;

- (h) To teach life and employment skills and to help marginalised Culturally And Linguistically Diverse (CALD) community members integrate into the Australian society;
- (i) To improve access to government information and services for ethnic communities to enhance their amenities, liveability and opportunities to empower them to address issues of concern to them;
- (j) To promote and advocate the values and traditions of the indigenous Australians and our multicultural heritage;
- (k) To construct, maintain or alter any building or works necessary or convenient for any of the objectives or purposes of the Association;
- (l) To accept a gift for any of the objectives or purposes of the Association;
- (m) To take any step the Board, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions;
- (n) To print or publish any newspaper, periodical, book, leaflet or other document the Board, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objectives or purposes of the Association;
- (o) To borrow and raise money in any manner and on terms –
 - (i) the Board thinks fit; or
 - (ii) approved or directed by resolution passed at a general meeting;
- (p) Subject to the provisions of the Trustee Act 1898, the investment, in any manner the Board determines, of any money of the Association not immediately required for any of the objectives or purposes of the Association;
- (q) To make a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- (r) To purchase, or acquire, and undertake all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (s) To do of any lawful act incidental or conducive to the attainment of the objectives or purposes of the Association;
- (t) To foster and develop relationships and work cooperatively with organisations with similar values and objectives.

PART 2—POWERS OF ASSOCIATION

6. POWERS OF ASSOCIATION

The powers of the CDAT shall be:

- 6.1 To employ staff and other workers subject to appropriate internal or external funding arrangements;
- 6.2 To purchase, lease, hire or exchange any property that may be deemed necessary or convenient for the achievement of any of the objects of the CDAT;
- 6.3 To print and publish such newspapers, periodicals, books, leaflets or other documents for the promotion of the objectives of the CDAT;
- 6.4 To borrow or raise money in such manner and on such terms as approved by the Board of the CDAT;
- 6.5 To invest any money of the CDAT not immediately required for any of its purposes in such manner as the Board may from time to time determine;
- 6.6 To make gifts, subscriptions or donations to any institution, association or authority determined by the Board to be consistent with the promotion and attainment of the objectives of the CDAT;
- 6.7 To open and operate bank account(s) and
- 6.8 To do all such other lawful acts to attain the objectives of the CDAT.

7. TYPES OF MEMBERSHIP

7.1 Types

Organisational, Individual, Associate, Honorary, Founding Members, Patrons and Senior/Elder Members

7.1.1 Organisational

Nomination of an organisation for membership as a Member Organisation of the CDAT shall be:

- 7.1.1.1 In writing on the prescribed form supplied by the Board of the CDAT;
- 7.1.1.2 Be accompanied by the written consent of the Executive of the Member Organisation seeking membership of the CDAT;
- 7.1.1.3 The Board shall not admit an organisation to membership unless it is satisfied that that organisation's objects are consistent with the objectives of the CDAT;
- 7.1.1.4 Each Member Organisation shall be entitled to appoint three persons as Delegates to represent it at any meeting of the CDAT;

- 7.1.1.5 Forms for nomination of persons to represent a Member Organisation shall be sent to all Member Organisations together with the annual subscription notice;
- 7.1.1.6 A Member Organisation shall be obliged to notify the Board in writing if there is any change to the persons nominated as Delegates to represent the Member Organisation from time to time.

7.1.2 Individual

Individual nomination for membership as an Individual Member of the CDAT shall be:

- (i) in writing on the prescribed form supplied by the Board of the CDAT and
- (ii) be accompanied by the written consent of the individual.

7.1.3 Associate Member

Nomination of an Associate Member for membership as an Associate Member of the CDAT shall be in writing on the prescribed form supplied by the Board of the CDAT.

7.1.4 Honorary Member

Nomination of an Honorary Member of the CDAT does not require formal application for membership but is given that title by the discretion of the Board due to their achievements and contributions to the CDAT or the community. An Honorary Member does not have voting rights.

7.1.5 Founding Member

A Founding Member is not nominated, but by virtue of establishing the CDAT, automatically becomes a life member, with voting rights:

- 7.1.5.1 The Founding Members will be ex-officio members of any Committee(s) of the CDAT with voting rights;
- 7.1.5.2 In the first instance (2021), the Founding Members shall appoint the President, Vice-President, Secretary, Treasurer and eleven Board members. However, commencing the year 2023, 12 Board members, inclusive of the Executive, shall be elected at the Annual General Meeting of the CDAT.
- 7.1.5.3 Three Founding Members shall remain on the Board. The three Founding Members shall be appointed on a rotational basis, appointed by the Founding Members. The total number of 15 Board members, inclusive of three Founding Members constitutes:
- (i) The Executive and
 - (ii) 12 Board Members
- 7.1.5.4 The term of the President, Vice-President, Secretary, Treasurer and Board Members shall be for two years. Every term after election for the Executive and the Board members shall be two years. All Executive and Board Members shall be eligible for re-election.

7.1.6. Patrons

7.1.6.1 Upon recommendation from the Founding Members initially and henceforth by the Board, at least 3 Patrons may be appointed by the Board at their first Board meeting after the AGM each year.

7.1.6.2 Patrons serve a one (1) year term and shall be eligible for re-appointment each year by the Board.

7.1.6.3 Appointment as Patron shall not in itself confer any rights or privileges regarding voting or standing for office.

7.1.6.4 The Board may, upon resolution of 75% of its members, at a Special General Meeting, remove a Patron from office on the grounds of his/her/their conduct being detrimental to the purposes and values of the CDAT.

7.1.6.5 Notice of this resolution shall be given in writing.

7.1.7 Senior/Elder Member

7.1.7.1 At the discretion of the Board, a senior/elder member may be appointed to the CDAT Board for a period of one year with voting rights and shall be eligible for re-appointment by the Board.

7.1.8 Application for membership of an Organisation, Individual or Associate

7.1.8.1 As soon as practicable after the receipt of an application for membership of an organisation, individual or associate shall be considered by the Board who shall determine upon the admission or rejection of the application.

7.1.8.2 The subscription fees for membership for organisational, individual and associate members shall be determined from time to time by the Board.

7.1.8.3 The subscription fees shall be payable annually on 1 July or a time that the Board determines.

7.1.8.4 Any member or organisation whose subscription is outstanding for more than three months after the due date for payment, shall cease to be a member of the association. However, the Board can always reinstate the membership in such terms as it sees fit or unless the Board has determined in a specific case exceptional circumstances or hardship exists so that a member who owes money to the Association be regarded as a financial member.

PART 3 —MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1 – MEMBERSHIP

8. Eligibility of Membership

Any person who supports the purposes of the Association is eligible to be a member of the CDAT.

8.1 Initial Members of CDAT

Initial members of CDAT shall be approved by the Founding Members of CDAT.

9. Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to the Board stating that the person—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee.

10. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision has been made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11. New membership

- (1) If an application for membership is approved by the Board:
 - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and

- (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Board approves the person's membership; or
 - (b) the person pays the joining fee.

12. Annual subscription and fee on joining

- (1) At each Annual General Meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and as recommended by the Board;
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by Associate Members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a General Meeting; and
 - (c) to attend and be heard at General Meetings; and
 - (d) to vote at a General Meeting; and
 - (e) to have access to the minutes of General Meetings and other documents of the Association as provided under rule 72; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an Associate member; and
 - (b) more than three months or ninety days has passed since he/she/they became a member of the Association; and

- (c) the member's membership rights are not suspended for any reason.

14. Associate Members

- (1) Associate members of the Association include—
 - (a) any members under the age of 15 years; and
 - (b) any other category of member as determined by special resolution at a General Meeting.
- (2) An Associate Member must not vote but may have other rights as determined by the Board or by resolution at a General Meeting.

15. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

16. Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

17. Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an Associate Member, a note to that effect;
 - (v) the name of the delegate and the organisation the delegate is representing and
 - (vi) any other information determined by the Board; and

- (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

DIVISION 2 – DISCIPLINARY ACTION

18. Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Part if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

19. Disciplinary subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
 - (a) may be Board members, members of the Association or any community member; but
 - (b) must not be biased against, or in favour of, the member concerned.

20. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 22.

- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21. Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with sub-rule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to sub-rule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

22. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and

- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

23. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

DIVISION 3 – GRIEVANCE PROCEDURE

24. Application

- (1) The grievance procedure set out in this Part applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Board;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

26. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.

- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case, must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

27. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

28. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

29. Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 3 months after the end of each financial year.
- (2) Despite sub-rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and

- (ii) the financial statements of the Association for the preceding financial year submitted by the Board
- (c) to elect the members of the Board;
- (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee recommended by the Board.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (6) Appoint an external auditor who is not a CDAT member. The appointed auditor shall hold office until the next annual general meeting and is eligible for re-appointment. If, at the annual general meeting an appointment is not made, the Board shall have the power to appoint an external auditor for the current financial year of CDAT.

30. Special General Meetings

- (1) Any General Meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 31 may be conducted at the meeting.

31. Special General Meeting held at request of members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.

- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule (3).

32. Notice of General Meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 31(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

33. Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by using technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

34. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically or as allowed under rule 33) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved;
 - (b) in any other case—

- (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

35. Adjournment of general meeting

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

36. Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub rule (3), each member who is entitled to vote has one vote; and
 - (b) members must vote personally; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

37. Special resolutions

A special resolution is passed if not less than half (or 50%) of the members voting at a general meeting vote in favour of the resolution.

38. Determining whether resolution carried

- (1) Subject to subsection (2), the Chair of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by the majority of members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
 - (b) the Chair must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the President or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

39. Minutes of general meeting

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting
 - (b) the financial statements submitted to the members in accordance with rule 29;
 - (c) any audited accounts and auditor's report or report of a review accompanying the financial statements.

PART 5— THE BOARD

DIVISION 1 – POWERS OF THE BOARD

40. Role and powers

- (1) The business of the Association must be managed by or under the direction of the Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may—
 - (a) appoint and remove staff; including the Chief Executive Officer (CEO) and
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

DIVISION 2 — COMPOSITION OF THE BOARD AND DUTIES OF MEMBERS

41. Composition of Board

The Board consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) eight ordinary members (if any) elected under rule 50 and
- (f) three Founding Members of CDAT.

42. General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules.
- (2) The Board is collectively responsible for ensuring that the Association complies with the relevant State Legislation and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and

- (b) for a proper purpose.
- (5) Current Board members and former Board members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association, including abuse of power.
- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

43. President and Vice-President

- (1) Subject to sub-rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a board meeting—a Board member elected by the other Board members present.

44. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 17; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 67(3), all books, documents and securities of the Association in accordance with rules 69 and 72; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

45. Treasurer

- (1) The Treasurer must—

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 Board members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

46. Public Officer

- (1) The Board at its first meeting, after the annual general meeting, must appoint a Public Officer from within the Board.
- (2) The Public Officer must ensure that all relevant documents are filed with the Department of Consumer Affairs in accordance with the relevant Act and legislative requirements.

DIVISION 3 —ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE

47. Initial Board Members

- (1) In the first year of the CDAT (2021), the Board members shall be appointed by the Founding Members of CDAT.
- (2) From 2023 the Board members shall be appointed by the members of CDAT at the annual general meeting, as per rule 7.1.5.3.

48. Who is eligible to be a Board member

A member is eligible to be elected or appointed as a Board member if the member—

- 1. is 18 years or over;

2. is entitled to vote at a general meeting
3. is a registered individual member, endorsed by two Founding Members and
4. is a nominated delegate of an organisation

49. Positions to be declared vacant

(1) This rule applies to—

- (a) the first annual general meeting of the Association after its incorporation;
or
- (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

(2) The Board must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 48 to 53.

50. Nominations

- (1) Prior to the election of each position, the Board must call for nominations to fill each position.
- (2) Candidate nominations shall be in writing. If a candidate is an Individual Member (as defined by 7.1.2), the nomination shall be signed by two Founding Members of CDAT. If the candidate is a delegate of an organisation (as defined by 7.1.1), the nomination shall be signed by the organisation.
- (3) The nomination form, provided by the Board, must be delivered to the Public Officer at least ten (10) working days prior to the determined date of the CDAT AGM. The date of the AGM shall be determined by the Board.
- (4) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

51. Election of the President and Other Positions.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

- (3) If more than one member is nominated, a ballot must be held in accordance with rule 53.
- (4) On his/her/their election, the new President may take over as Chairperson of the meeting.

52. Election of ordinary members

- (1) A single election may be held to fill all of those positions.
- (2) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 53.

53. Ballot

- (1) If a ballot is required for the election for a position, the Board must appoint a member of the community who is not a member of CDAT, to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a speech of no longer than 2 minutes in support of his/her/their election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give an official (CDAT letterhead) voting card authorised by the Board to each member present in person.
 - (i) The authorised voting card will contain the names of the nominees for each position
 - (ii) Voting is to be numbered using the preferential voting method.
- (6) Authorised voting cards that do not comply with sub-rule (5)(i) and (ii) are not to be counted.
 - (i) Each candidate shall be entitled to nominate one scrutineer.
- (7) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (8) If the returning officer is unable to declare the result of an election under sub rule (7) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with sub rule (4) to (7) to decide which of those candidates is to be elected.

54. Term of office

- (1) Subject to sub-rule (3) and rule 55, a Board member holds office until the positions of the Board are declared vacant at the next annual general meeting.
- (2) A Board member may be re-elected.

- (3) A general meeting of the Association may—
 - (a) by special resolution remove a Board member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Section.
- (4) A member who is the subject of a proposed special resolution under sub-rule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

55. Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she or they—
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 66.

56. Filling casual vacancies

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that—
 - (a) has become vacant under rule 55; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any Board member appointed by the Board under sub-rule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

DIVISION 4 – MEETINGS OF THE BOARD

57. Meetings of Board

- (1) The Board must meet at least 6 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.

- (3) Special Board meetings may be convened by the President or by any 4 members of the Board.

58. Notice of meetings

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

59. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60. Procedure and order of business

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

61. Use of technology

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62. Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.

- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 61) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

63. Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

64. Conflict of interest

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) If there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

65. Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 64.

66. Leave of absence

- (1) The Board may grant a Board member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

67. Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

68. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Board, 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.

69. Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by these Rules and State Legislation.
- (2) The Association must retain the financial records for 5 years after the transactions covered by the records are completed.

- (3) The Treasurer must keep in his, her or their custody, or under his, her or their control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

70. Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Rules and relevant State Legislation relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board; and
 - (d) the submission of the financial statements to the annual general meeting of the Association.

PART 7—GENERAL MATTERS

71. Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
 - (c) the common seal must be kept in the custody of the Secretary.

72. Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—
the postal address of the Secretary.

73. Notice requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or

- (c) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to the Association or the Board may be given—
 - (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

74. Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant documents of the Association, including minutes of Board meetings.
- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make electronic copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

75. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to State Legislation and any court order, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution at the annual or special general meeting.

76. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association by a 50% majority of those present and voting.

APPENDIX A

1. Charles Makoundi
2. John Kamara
3. Michelle Makoundi
4. Rajat Chopra
5. Reshma Dutta
6. Zelinda Sherlock