



ISLAMIC COUNCIL OF VICTORIA

# **Constitution of the Islamic Council of Victoria**

Amended as at the Special General Meeting held on Sunday 10 June 2024

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## 1. Name

The name of the organisation will be 'The Islamic Council of Victoria', hereinafter referred to as the 'ICV'.

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## 2. Preamble

The ICV seeks to uplift the position of Muslims in Australian society and to fulfil the aspirations of all Australian Muslims, including by providing aid or relief to, or addressing the needs of, Muslims in overcoming poverty, health issues, disability, destitution, distress, suffering, misfortune, helplessness or any form of structural discrimination that causes minority stress or creates barriers to equal treatment or opportunity for Muslims. The ICV will conduct its affairs in a transparent, charitable and benevolent manner and consistent with Islam and the teachings of the Quran and the Sunnah of the Prophet (PBUH), relying on Almighty Allah for His blessings and guidance.

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## 3. Type of organisation

The ICV is and will be a charitable public benevolent institution dedicated to fulfilling its mission as set out in the Preamble and to achieving its objectives as set out in Rule 6 (including the Main Objective).

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## 4. Composition

The ICV's Membership will be composed of Islamic Societies and other relevant organisations that meet the eligibility criteria as set out in Rules 9 and 10.

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## 5. Definitions and interpretation

### 5.1 Definitions

In this Constitution:

**ACNC** means the Australian Charities and Not-for-Profit Commission.

**Act** means the *Associations Incorporation Reform Act 2012 (Vic)*.

**Affiliate Member** means an Islamic organisation admitted to Membership of the ICV in the category of Affiliate Membership, having the rights set out or contemplated in Rule 10, and **Affiliate Membership** has a corresponding meaning.

**AFIC** means the Australian Federation of Islamic Councils Inc., which is Australia's national Islamic organisation and of which the ICV is an integral founding member and a State Council.

**Annual General Meeting** means a general meeting held in accordance with Rule 23.

**Chairperson** means the person appointed to that position for the purpose of a particular meeting in accordance with, and as permitted under, this Constitution.

**Constitution** means this constitution of the ICV, as amended from time to time.

**Eligible Entity** means an entity that:

- (a) has objectives similar to the Main Objective;
- (b) is prohibited by law or its governing document from distributing (while operating or on winding up) its income and property to its members, to at least the same extent as this Constitution; and
- (c) (if the ICV is endorsed as a deductible gift recipient under the ITAA at the time it transfers assets to that entity) is endorsed as a deductible gift recipient under the ITAA.

**Executive Committee** means the body of that name composed of members who are elected or appointed (as the context requires) in accordance with Rule 13.

**Executive Director** means the person as may be engaged and appointed (or removed) by the Executive Committee from time to time under Rule 13.1.5(a).

**Executive Officers** means the President, Vice-President, Secretary and Treasurer elected at an Annual General Meeting under Rules 13.1.1(a) and 14.

**Federal Congress** means the annual federal congress of AFIC.

**Federal Council** means the federal council of AFIC.

**Financial Member** means a member of an ICV Member that has paid (or is required to pay) all subscriptions or amounts due and payable to that ICV Member.

**General Manager** means the person as may be engaged and appointed (or removed) by the Executive Committee from time to time under Rule 13.1.5(b).

**General Meeting** includes (as the context requires) the Annual General Meeting, general meetings called as contemplated under Rule 20 and Special General Meetings.

**General Member** means an Islamic Society admitted to Membership of the ICV in the category of General Member, having the rights set out or contemplated in Rule 9. **General Membership** has a corresponding meaning.

**Gift Fund** has the meaning given in Rule 42.1.2.

**Islam** means the Islamic faith as enunciated in the Quran and the Hadith.

**Islamic Society** means any society, association or organisation that operates predominantly in Victoria, has members and those members are Muslim, and a predominant number of those members live in Victoria and has been established for serving the needs of the Muslim community and:

- (a) an Islamic organisation that does not have members is not an Islamic Society; and
- (b) Qadiani, Ahmadi, Mirzai and Lahori societies are not deemed Islamic Societies).

**ITAA** means the *Income Tax Assessment Act 1997* (Cth).

**Main Objective** has the meaning given in Rule 6.1.1.

**Member** means an Islamic Society or organisation admitted to membership of the ICV in accordance with this Constitution as a General Member or Affiliate Member, and **Membership** has a corresponding meaning.

**President** means the person appointed to the position of the ICV's president in accordance with this Constitution from time to time.

**Register** means the register of Members maintained in accordance with this Constitution and the Act.

**Returning Office** means the person appointed to that position in accordance with Rule 14.2.

**Rule** means (as the context requires) any one or more of rules 1 to 43 (inclusive) of this Constitution, which are in force from time to time.

**Secretariat** means the ICV administration staff tasked with secretariat tasks by the ICV from time to time, including as contemplated by this Constitution.

**Secretary** means the person appointed to the position of the ICV's secretary in accordance with this Constitution from time to time.

**Special General Meeting** means a special general meeting of the ICV that is held in accordance with Rule 21, being a meeting other than an Annual General Meeting.

**Special Resolution** means a resolution of the kind described in Rule 22.

**Standing Committee** means any one or more committees established by the Executive Committee under Rule 16.7.

**Treasurer** means the person appointed to the position of the ICV's treasurer in accordance with this Constitution from time to time.

**Vice-President** means the person appointed to the position of the ICV's vice president in accordance with this Constitution from time to time.

**State Council** means a Council of Societies formed in each state or territory of Australia to represent the State Muslim Community.

## 5.2 Words and headings

In this Constitution, unless expressed to the contrary:

- 5.2.1 words denoting the singular include the plural and vice versa;
- 5.2.2 the word 'includes' in any form is not a word of limitation;
- 5.2.3 where a word or phrase is defined, another part of speech or grammatical form of that word or phrase has a corresponding meaning; and
- 5.2.4 headings and sub-headings are for ease of reference only and do not affect the interpretation of this Constitution.

## 5.3 Specific references

In this Constitution, unless expressed to the contrary, a reference to:

- 5.3.1 words denoting the masculine gender include the feminine gender and vice versa;

- 5.3.2 any legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced and includes any subordinate legislation issued under it;
- 5.3.3 any document is to that document (or, if required by the context, to a part of it) as amended, novated, substituted or supplemented at any time;
- 5.3.4 writing includes writing in digital form;
- 5.3.5 'this Constitution' is to this Constitution as amended from time to time;
- 5.3.6 a rule, schedule, appendix or attachment is a reference to a rule, schedule, appendix or attachment in or to this Constitution;
- 5.3.7 any property or assets of a person includes the legal and beneficial interest of that person of those assets or property, whether as owner, lessee or lessor, licensee or licensor, trustee or beneficiary or otherwise;
- 5.3.8 a person includes a firm, partnership, joint venture, association, corporation or other body corporate;
- 5.3.9 a person includes the legal personal representatives, successors and permitted assigns of that person, and in the case of a trustee, includes any substituted or additional trustee; and
- 5.3.10 any body (**Original Body**) which no longer exists or has been reconstituted, renamed, replaced or whose powers or functions have been removed or transferred to another body or agency, is a reference to the body which most closely serves the purposes or objects of the Original Body.

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## **6. Objectives and powers**

### **6.1 Main Objective**

- 6.1.1 The main objective of the ICV is to provide benevolent relief to those in need for purposes of alleviating such needs, including the provision of aid or relief from poverty, health issues, disability, destitution, distress, suffering, misfortune, helplessness or any form of structural discrimination that causes minority stress, or creates barriers to equal treatment or opportunity, for Muslims.
- 6.1.2 Without limiting and in furtherance of the Main Objective, the ICV will deliver programs or projects that seek to provide benevolent relief to every member of the Muslim community contemplated in Rule 6.1.1 including through the provision of:
- (a) direct aid to those in hunger or in need;
  - (b) assistance to the ill or infirm in various types of health-care settings;
  - (c) support and assistance to victims of Islamophobia;
  - (d) assistance, support or pathways for disadvantaged or at-risk individuals (including incarcerated individuals) so as to re-connect those individuals with the community; and
  - (e) other programs or projects (whether active or preventative) directed at providing benevolent relief.

## 6.2 Ancillary objectives

Without limiting and in furtherance of the Main Objective, the ICV will:

- 6.2.1 promote a spirit of unity and provide a platform for solidarity among Muslims in Victoria through the ICV Members and AFIC;
- 6.2.2 promote the unity and coordination of the affairs of the member Islamic Societies of Victoria and cooperate with other Islamic Councils of Australia by:
  - (a) affiliating with the AFIC as the Member State Islamic Council for Victoria and participating in the AFIC Federal Congress and the AFIC Federal Council in the decision-making process including for the greater cause of providing benevolent relief to the Muslim community in Australia;
  - (b) affiliating with any State or National organisations that have similar goals and objectives as the ICV;
  - (c) representing and making representations on behalf of Muslims and Islamic Societies in Victoria to the State Government of Victoria, the Commonwealth Government of Australia, organisations outside Australia and any other organisation or body in the State of Victoria in furtherance of the Main Objective; and
  - (d) directing and coordinating efforts for the raising of funds, donations, gifts or any other form of benevolent relief, both within and outside Australia for its Members and for the promotion of the objectives of the ICV;
- 6.2.3 undertake all or any matters that are of common interest to Muslims that cannot be effectively undertaken by individual Members—including all matters relating to:
  - (a) arrangement and provision of assistance for Muslim students, overseas visitors, migrants and refugees;
  - (b) the development of programs and projects in the areas of employment, education, training, settlement and housing, and provision of information to address the needs of Muslims in Victoria;
  - (c) the promotion of all matters concerning the well-being of Muslims in Victoria, including human rights and fundamental freedoms and the maintenance of harmony and friendship in Victoria;
  - (d) social and religious betterment of Muslims generally;
  - (e) recognition of Islamic rituals and faith in Victoria;
  - (f) dissemination of information on Islam; and
  - (g) rightful citizenship of Muslims;
- 6.2.4 foster and promote social contact and cooperation among all Victorians;
- 6.2.5 create avenues for combined charitable and humanitarian efforts of Muslims and the Islamic Societies towards all people, irrespective of race, religion or language;
- 6.2.6 promote peace, understanding and good relations among all people in Victoria, Australia and globally; and



- 6.2.7 build and sustain a Muslim community that is dynamic and responsive to changing needs and opportunities and that contributes to a society that respects and celebrates cultural diversity that is consistent with Islamic values.

### **6.3 Powers**

In order to achieve the above objectives (including the Main Objective), the ICV has the following powers:

- 6.3.1 to establish funds and distribute monies received by those funds for the functioning of the ICV through subscriptions, levies, appeals, functions, donations, grants and other means that the ICV deems appropriate;
- 6.3.2 to establish special funds and distribute monies received by those special funds to respond to appeals that the ICV deems appropriate;
- 6.3.3 to purchase, sell, mortgage, lease or otherwise deal in real and personal property of all kinds for the advancement of its objectives;
- 6.3.4 to enter into or terminate contracts of employment or contracts of service and pay or provide remuneration where appropriate;
- 6.3.5 to enter into or terminate any contract or arrangement with any society, government agency, corporation or other body;
- 6.3.6 to establish and manage trusts for the purpose of holding and safeguarding the capital assets of the ICV;
- 6.3.7 to cooperate or affiliate with other like-minded bodies to achieve the objectives of the ICV;
- 6.3.8 to amalgamate with or absorb any organisation with objectives substantially similar to those of the ICV;
- 6.3.9 to establish committees and appoint persons from within or outside its Members and to engage persons from within or outside its Members for carrying out all of the objectives contemplated in Rule 6;
- 6.3.10 to make by-laws, rules and regulations and other procedures for the due maintenance and functioning of the ICV and for regulating duties, control and conduct of persons engaged by or under the care or control of the ICV; and
- 6.3.11 to do all such other lawful things as may be ancillary to or deemed to be conducive to the attainment of or execution of the objectives.

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## **7. Registered office**

The registered office of the ICV will be:

- 7.1 66-68 Jeffcott Street, West Melbourne, Victoria, 3003; or
- 7.2 in the event of a change, at the address determined by resolution of the Executive Committee from time to time.

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## **8. Membership**

There will be two categories of Membership with the ICV:

- 8.1 General Membership; and
- 8.2 Affiliate Membership.

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## **9. General Membership**

### **9.1 Eligibility criteria for General Membership**

9.1.1 General Membership of the ICV may be open to any eligible Islamic Society registered or predominantly operating in the State of Victoria. To be eligible for Membership, the Islamic Society must meet the following conditions:

- (a) the applicant Islamic Society is registered under the Act or under similar legislation;
- (b) the governing rules of the applicant Islamic Society are not inconsistent with this Constitution;
- (c) the organisation is also registered with the ACNC as a charity;
- (d) the applicant Islamic Society is not deemed sectarian, nationalist, racist or divisive;
- (e) the membership of the applicant Islamic Society is open to all, irrespective of race or nationality; and
- (f) the majority of the office bearers in the Islamic Society are Muslim.

9.1.2 Subject to this Constitution, applications for General Membership in the ICV will be considered by the ICV provided that:

- (a) the ICV is satisfied that the applicant Islamic Society generally has a membership of at least one hundred members; or
- (b) if the applicant Islamic Society has a membership of less than 100 members due to its regional or remote location, the ICV is satisfied that the location has a bearing on the membership shortfall.

### **9.2 Application for Membership**

9.2.1 Application for General Membership must be made in writing by completing the 'Application for Membership of the Islamic Council of Victoria' (Attachment 1), which may be updated by the ICV from time to time. The application must be signed by the president and the secretary (or such similarly named positions of a similar seniority, as the context requires) of the applicant Islamic Society and lodged with the Secretary of the ICV.

- 9.2.2 The application for General Membership must be accompanied by the following documents:
- (a) copy of the governing rules of the applicant Islamic Society;
  - (b) copy of the certificate of incorporation/registration of the applicant Islamic Society;
  - (c) copy of the certificate of registration as a charity with the ACNC;
  - (d) copies of the recent audited financial statements or recent annual report (including as submitted to the ACNC or Consumer Affairs Victoria), minutes of the last annual general meeting of the applicant Islamic Society and other relevant documents that the ICV may request;
  - (e) a statutory declaration by the president (or such similarly named position of a similar seniority, as the context requires) of the applicant Islamic Society that the applicant Islamic Society has a membership of at least one hundred members;
  - (f) in the event that the applicant Islamic Society qualifies under Rule 9.1.2(b), a statutory declaration by the president (or such similarly named position of a similar seniority, as the context requires) of the applicant Islamic Society declaring the membership numbers and factors contributing to those numbers (including reasons relating to being based in a regional or remote location); and
  - (g) a written undertaking by the applicant Islamic Society to abide by the Constitution, rules and policies of the ICV.
- 9.2.3 If the ICV has any reservations or wishes to stipulate any conditions regarding an applicant's constitution, activities or eligibility for Membership, the ICV must bring this to the notice of the applicant and set a reasonable period for the applicant to effect any alterations or changes to comply with the reservations or the stipulated conditions.

### **9.3 Granting or rejecting applications for Membership**

- 9.3.1 As soon as practicable after the receipt of an application for Membership, the Secretary of the ICV, on being satisfied that the applicant Islamic Society has fully met the eligibility criteria under Rule 9.1 and furnished the required documentation or information according to Rule 9.2, may refer the application to the Executive Committee of the ICV for approval.
- 9.3.2 If the Executive Committee approves an application for Membership, the Secretary of the ICV must, as soon as practicable:
- (a) notify the applicant Islamic Society in writing:
    - (i) of the conditional approval by the ICV of the applicant's Membership; and
    - (ii) that Membership is conditional on receipt by the ICV of full payment of the amount due under Rule 9.3.2(b); and
  - (b) request the applicant Islamic Society makes payment within 28 days after receipt of the notification of the sum payable under this Constitution as the entrance fee and the first year's annual subscription.

- 9.3.3 The Secretary, within 28 days after receipt of the payments referred to in Rule 9.3.2(b), must enter the name of the Islamic Society, the name of its president and secretary (or such similarly named positions of a similar seniority, as the context requires) and all other necessary details in the Register. The Secretary must also promptly notify AFIC of the Member being granted Membership.
- 9.3.4 Subject to:
- (a) a change as determined by the ICV under Rule 9.3.4; and
  - (b) payment of all fees or other amounts by a relevant Member as required by Rule 28.5,
- each General Member is entitled to representation at General Meetings of the ICV as follows, and to voting rights as set out in Rule 28.1:
- (c) fewer than 200 Financial Members: one representative;
  - (d) 200 or more but fewer than 500 Financial Members: two representatives; and
  - (e) 500 or more Financial Members: three representatives.
- 9.3.5 General Members must notify the ICV Secretary promptly in writing where the Member considers there to have been a change to the number of that General Member's Financial Members.
- 9.3.6 Where, following a General Member's admission to Membership, the ICV considers there to have been a change to the number of Financial Members of that Member, the ICV may from time to time:
- (a) review that Member's number of Financial Members (including by requesting any necessary information from the relevant Member);
  - (b) determine whether there has been a change to the number of that Member's Financial Members; and
  - (c) if the ICV determines that there has been a change to the number of that Member's Financial Members, then the ICV Secretary will (without limiting the ICV's rights under this Constitution or otherwise):
    - (i) record the change in the Register; and
    - (ii) notify the Member of a change to the Member's voting rights contemplated in Rule 9.3.4.
- 9.3.7 An applicant for Membership becomes a Member and is entitled to exercise the relevant rights of Membership on and from the date its name and all necessary details (as determined by the ICV) are entered in the Register.
- 9.3.8 If the ICV rejects an application, the ICV Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected. The ICV may, but is not required to, provide reasons for rejecting an application.

## **9.4 Rights and obligations of Members**

- 9.4.1 A right, privilege or obligation of a Member:
- (a) cannot be transferred to another organisation; and
  - (b) terminates immediately upon the cessation of that Member's Membership by whatever means.
- 9.4.2 An annual subscription must be paid by all General Members, as determined by the ICV from time to time.
- 9.4.3 An annual subscription is payable in advance on or before 1 July in each year.
- 9.4.4 On and from admission to Membership, Members must:
- (a) comply with this Constitution;
  - (b) abide by the rules and regulations of the ICV; and
  - (c) support the programs and projects and implement the policies of the ICV, including in furtherance of the Main Objective and ancillary objectives.

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## **10. Affiliate Membership**

- 10.1 Affiliate Membership of the ICV may be open to Islamic organisations (including Muslim Schools and University Student Islamic organisations) that do not meet the eligibility criteria for General Membership set out in Rule 9.1 or that do not wish to apply for or obtain General Membership. Without limiting the generality of this Rule 10.1, and for the avoidance of doubt, the ICV may consider and admit any Islamic organisation as an Affiliate Member, including organisations that may not strictly meet all of the criteria of Affiliate Membership, so long as that organisation is considered by the ICV:
- 10.1.1 to have an Islamic-related purpose; and
  - 10.1.2 as being capable of complying with this Constitution.
- 10.2 Application for Affiliate Membership must be made in writing by completing the 'Application for Membership of the Islamic Council of Victoria' set out in Attachment 1, which may be updated by the ICV from time to time.
- 10.3 Subject to the remainder of this Rule 10.3, the ICV may admit Islamic organisations as Affiliate Members, provided they furnish the required documentation along with their application as per Rule 9.2, and satisfy the relevant eligibility criteria for Membership under Rule 9.1, except that the applicant is not required to meet the following requirements or criteria when applying for Affiliate Membership:
- 10.3.1 Rules 9.1.1(c) and 9.2.2(c) (regarding ACNC registration and certificate of registration with the ACNC, respectively); and
  - 10.3.2 Rules 9.1.2(a) (regarding membership numbers of the applicant Member).
- 10.4 The ICV will accept or reject an application for Affiliate Membership in accordance with Rule 9.3 (as the context requires and as amended to apply to applications for Affiliate Membership).

- 10.5 Affiliate Members will not have voting rights and cannot nominate or second candidates for election as members of the Executive Committee. Affiliate Members may otherwise enjoy and exercise all other rights and benefits accorded to General Members of the ICV.

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## **11. Register of Members**

- 11.1 A Register must be kept and maintained by the ICV Secretariat.
- 11.2 The Register must show in respect of each Member (as the context requires and subject to whether or not the Member has been admitted to General Membership or Affiliate Membership):
- 11.2.1 the Member's name and address;
  - 11.2.2 the date of commencement of the Membership;
  - 11.2.3 the names of the current president and secretary (or such similarly named positions of a similar seniority, as the context requires);
  - 11.2.4 the number of Financial Members of that Member and the corresponding number of votes available to the Member; and
  - 11.2.5 the identity of the relevant representative(s) who will receive notices from the ICV.
- 11.3 Subject to the Act, the Register must be made available for inspection free-of-charge to any Member upon reasonable advance written request.
- 11.4 A Member must inform the ICV Secretariat in writing of any changes in that Member's executive committee (or similarly named body of that Member).

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## **12. Management**

- 12.1 The affairs of the ICV will be managed by the Executive Committee made up of members elected or appointed under Rule 14 of this Constitution.
- 12.2 No current member of the Executive Committee may be appointed to any salaried office of the ICV, nor will any such person receive from the ICV any remuneration or other monetary benefit except by way of reimbursement of reasonable out-of-pocket expenses incurred on behalf of the ICV.
- 12.3 A former member of the Executive Committee may not be appointed to a paid position of the ICV unless a period of two years has elapsed since that former member ceased to be a member of the Executive Committee.
- 12.4 In the event that a relative of a member of the Executive Committee or of a staff member or of a consultant of the ICV applies for a paid position in the ICV, such Executive Committee member or staff member or consultant (as the context requires):
- 12.4.1 must declare a conflict of interest to the Executive Committee (and in the manner required by the Executive Committee);
  - 12.4.2 may not participate in the decision-making process relating to that appointment;
  - 12.4.3 must abstain from voting on that appointment; and

- 12.4.4 must take any other reasonable steps required by the ICV in respect of managing conflicts of interest.

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## **13. Executive Committee**

### **13.1 Composition of the Executive Committee**

- 13.1.1 Except in the case of casual (or other) vacancies from time to time, the Executive Committee will consist of up to ten members, made up as follows:
- (a) the President, Vice-President, Secretary, Treasurer and two ordinary members, each of whom must be elected for approximate terms of two years until the following relevant Annual General Meeting (as contemplated in Rule 15), when those positions will be called vacant for re-election under Rule 14.4; and
  - (b) up to four ordinary members, one of whom must be a member of a General Member that operates predominantly in a regional or remote area of Victoria. These ordinary members will be appointed by the incoming Executive Committee on the recommendation of the President for approximate terms of two years, at which time those positions will be called vacant (as contemplated in Rule 14.4.1(a)) at the following relevant Annual General Meeting for re-appointing by the then elected and incoming Executive Committee.
- 13.1.2 To the extent reasonably possible, it is the ICV's aspiration that of the four Executive Committee members to be appointed under Rule 13.1.1(b)
- (a) women should be represented; and
  - (b) one of the four members will have a First Nations link.
- 13.1.3 In the event that the incumbent President resigns or is prevented from completing their term of office, the Vice President will serve the President's remaining term of office.
- 13.1.4 Except in relation to the position of President (as contemplated in Rule 13.1.3), a vacancy in the Executive Committee will be filled as follows:
- (a) in the case of an elected member of the Executive Committee, by a person duly elected at a General Meeting of the ICV under Rule 13.1.1(a), and such person will then hold office for the remaining unexpired term of that position; or
  - (b) in the case of an ordinary member of the Executive Committee appointed under Rule 13.1.1(b), by a person appointed by the Executive Committee, and such person will then hold office for the remaining unexpired term of that outgoing member.
- 13.1.5 The Executive Committee may from time to time engage or appoint (or remove):
- (a) an Executive Director to oversee and implement the ICV policies and board directives; and / or
  - (b) a General Manager to manage the day to day affairs of the ICV and to oversee and implement the ICV policies and board directives.

## 13.2 Eligibility for election or appointment to the Executive Committee

- 13.2.1 In order for a person to be elected to the Executive Committee under Rule 13.1.1(a), the person must:
- (a) be a Financial Member of a General Member of the ICV for a minimum and continuous period of two years;
  - (b) be a representative of a Member that has been a General Member of the ICV for a minimum and continuous period of twelve (12) months prior to the time of nomination;
  - (c) served as a member of the executive/management committee or board (howsoever described) of that General Member or other Muslim organisation(s) with similar purposes to the ICV for a minimum and continuous period of twelve (12) months prior to the time of nomination;
  - (d) not be in receipt of any remuneration (other than reimbursement of reasonable out-of-pocket expenses) from the ICV or a Member;
  - (e) have a record of active service to the Muslim community and be of good character (as determined by the ICV);
  - (f) be a citizen or permanent resident of Australia and not be an employee of, or otherwise engaged by, a foreign government, including diplomatic missions;
  - (g) be a Muslim;
  - (h) have the capacity and willingness to make a significant commitment of time and energy to the ICV and the fulfilment of the ICV's objectives (including the Main Objective); and
  - (i) not hold office in any other organisation whose objectives are in conflict with those of the ICV.
- 13.2.2 In order for a person to be appointed to the Executive Committee under Rule 13.1.1(b), the person must meet the requirements for appointment as determined by the Executive Committee from time to time, which may include some or all of the following requirements:
- (a) the person must have a record of active service to the Muslim community and be of good character (as determined by the ICV);
  - (b) the person must be a citizen or permanent resident of Australia and not be an employee of, or otherwise engaged by, a foreign government, including diplomatic missions;
  - (c) the person must be a Muslim;
  - (d) the person must have the capacity and willingness to make a significant commitment of time and energy to the ICV and the fulfilment of the ICV's objectives (including the Main Objective); and
  - (e) the person must not hold office in any other organisation whose objectives are in conflict with those of the ICV.



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## **14. Election of Executive Committee members**

### **14.1 Election of Executive Committee members**

The election of members to the vacant positions on the Executive Committee will take place once every two years at the Annual General Meeting, as contemplated in Rule 13.1.1(a).

### **14.2 Returning Officer**

14.2.1 The Executive Director or General Manager of the ICV (or another Executive Committee member or such person's nominee) will be appointed by the Executive Committee to the office of Returning Officer for the duration of that Executive Committee member's term of office as an Executive Committee member.

14.2.2 At least four weeks prior to the relevant Annual General Meeting, the Returning Officer will:

- (a) notify the Members of the vacant positions that will need to be filled on the Executive Committee (as contemplated by Rule 13.1.1(a)); and
- (b) invite nominations for those vacant positions on the Executive Committee.

### **14.3 Nominations**

14.3.1 Nominations of candidates for election as members of the Executive Committee for the purpose of Rule 13.1.1(a) must be:

- (a) made in writing on the prescribed nomination form (as determined by the Executive Committee from time to time), signed by the president or secretary (or such similarly named positions of a similar seniority, as the context requires) of two Members and accompanied by the written consent of the candidate;
- (b) nominated by two Members who have been Members of the ICV for a minimum and continuous period of twelve (12) months at the time of the relevant nominations; and
- (c) completed and delivered on the prescribed nomination form to the Returning Officer by either one of the two relevant Members not less than seven days before the date fixed for the relevant Annual General Meeting.

14.3.2 Within forty-eight hours after the close of nominations, the Returning Officer will release to the Membership by email the names of the eligible candidates and the respective positions for which they are nominated.

14.3.3 A candidate can be nominated for no more than one position on the Executive Committee.

### **14.4 Election procedure**

14.4.1 The Returning Officer will conduct the elections at the Annual General Meeting. At the conclusion of all other business listed on the agenda for that meeting, the President will declare that:

- (a) all elected and appointed positions on the Executive Committee will be vacant; and
- (b) elections to vacant positions on the Executive Committee will take place.

- 14.4.2 The President will then vacate the chair and invite the Returning Officer to take the chair.
- 14.4.3 The Returning Officer will read out the names of the valid nominees for election to the relevant vacant positions on the Executive Committee. The Returning Officer will also inform the Members of any invalid nominations that the Returning Officer may have received and outline the reasons for their rejection.
- 14.4.4 If the number of nominations received:
- (a) equals the number of vacancies to be filled, the nominated candidates will be declared as elected to the respective positions for which they were nominated;
  - (b) is insufficient to fill all the listed vacancies, then:
    - (i) the nominated candidates will be declared as elected to the respective positions for which they were nominated; and
    - (ii) the Returning Officer will call for further nominations from the floor, check for eligibility per Rule 13.2 and declare the eligible nominees as duly elected to fill the shortfall; or
  - (c) exceeds the number of vacancies to be filled, the Returning Officer will officially close nominations and then proceed to conduct the voting by the Members by secret ballot in accordance with the remaining provisions of this Rule 14.4.
- 14.4.5 Voting will be by secret ballot using the prescribed form provided and determined by the Executive Committee from time to time. Only eligible Members with voting rights in accordance with Rule 9.3.4 of this Constitution are entitled to vote. Voting by a Member by proxy is permitted after due completion of the 'Form of Appointment of Proxy for Elections' (Attachment 4) by that Member and submission of that form in accordance with this Constitution.
- 14.4.6 If a secret ballot is required for election to any positions on the Executive Committee, the Returning Officer must appoint at least two General Members of the ICV to act as counters for that secret ballot.
- 14.4.7 The Returning Officer will ensure procedural fairness during the voting and accurate counting of the votes.
- 14.4.8 Once voting has concluded, the Returning Officer will declare those persons who have been elected to the relevant positions on the Executive Committee. In the event of any tie, a revote by secret ballot will take place at the same meeting and if that revote results in any other tie, the incoming President will have a casting vote (in addition to the President's vote(s) as a Member or proxy) to resolve the issue of the elections to the Executive Committee.

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## **15. Terms of office of Executive Committee members**

The terms of office of the members of the Executive Committee will be in accordance with the following:

- 15.1 elected members of the Executive Committee will hold office for approximate periods of two years and will be eligible for re-election at the following relevant Annual General Meeting held approximately two years after those members were elected;

- 15.2 no elected member to the Executive Committee may remain in the same office for more than two consecutive terms;
- 15.3 the term of office for appointed members under Rule 13.1.1(b) will terminate at the close of the following relevant Annual General Meeting to be held approximately two years after those members were appointed and where elections of office bearers are held; and
- 15.4 without limiting a person's ability to work with a Member when that person is not an Executive Committee member, any person elected or appointed as a member of the Executive Committee may thereafter hold or continue to hold an executive position in a Member with the approval of a General Meeting of the ICV.

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## **16. Functions of the Executive Committee**

The functions of the Executive Committee will be:

- 16.1 to manage the affairs and conduct the business of the ICV in accordance with this Constitution and the objectives (including the Main Objective);
- 16.2 to submit to General Meetings the relevant reports, returns and other information that this Constitution or the Act may require;
- 16.3 to authorise expenditure and allocation of funds that are necessary for the conduct of the affairs of the ICV;
- 16.4 to ensure that proper financial records are maintained with regard to all financial matters relating to the ICV;
- 16.5 to enter into/terminate contracts of engagement or employment of persons as deemed necessary in the service of the ICV;
- 16.6 to ensure that a three-year rolling Strategic Plan is in place that identifies the ICV's current and future priorities and core needs, as well as an action plan for its implementation;
- 16.7 to establish Standing Committees and provide operational guidelines for the conduct of Standing Committee meetings and specific activities, as deemed necessary by the Executive Committee, and any decision to establish a Standing Committee must be minuted, detailing its purpose and scope and the timelines for its operations;
- 16.8 to carry out specific duties as may be delegated by a General Meeting; and
- 16.9 to ensure that the Executive Committee meets approximately once a month but no less than eight times in a year. In accordance with the Rule 19, adequate notice of each meeting must be given to each member of the Executive Committee before the date of any meeting, including in exceptional circumstances, an urgent meeting may be held at short notice under Rule 19.

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## **17. Duties of Executive Committee members**

The powers and duties of Executive Officers will be as follows:

- 17.1 the duties of the President include:
- 17.1.1 presiding at all meetings of the Executive Committee and all General Meetings at which the President is present;

- 17.1.2 ensuring that all other members of the Executive Committee carry out their duties efficiently and to the best of their ability and at all times endeavour to further and advance the objectives of the ICV;
  - 17.1.3 monitoring the progress on programs and functions assigned to the Standing Committees - this duty may be delegated to the Executive Director or General Manager of the ICV;
  - 17.1.4 representing the ICV in the wider community - this duty may be delegated to the Executive Director or General Manager of the ICV; and
  - 17.1.5 setting the strategic direction for the ICV in consultation with the Executive Committee and stakeholders;
- 17.2 the Vice-President will assist the President in the execution of the President's duties, and in the absence of the President, the Vice-President will assume the role of President with all the powers of the President as per Rule 17.1 and will deputise for the President in the President's absence;
- 17.3 the Secretary, subject to the general direction of the Executive Committee, will carry out the following:
- 17.3.1 keep true and accurate minutes of all meetings of the Executive Committee and of the General Meetings of the ICV;
  - 17.3.2 provide ICV Members, through the Secretariat, access to the Register, the minutes of General Meetings and official documents - this may be delegated to the Executive Director or General Manager of the ICV, subject to Rule 38.2;
  - 17.3.3 convene meetings and circulate notices of such meetings to ICV Members as stipulated in this Constitution;
  - 17.3.4 file any amendments to the ICV Constitution with Consumer Affairs Victoria - this may be delegated to the Executive Director or General Manager of the ICV;
  - 17.3.5 within one month after the Annual General Meeting, lodge with the ACNC the ICV's year-end audited financial statements adopted at the Annual General Meeting - this may be delegated to the Executive Director or General Manager of the ICV;
  - 17.3.6 assist the ICV to comply with other laws or requirements that may be prescribed by Consumer Affairs Victoria or the ACNC from time to time and that are applicable to the ICV - this may be delegated to the Executive Director or General Manager of the ICV; and
  - 17.3.7 assist the ICV to comply with ACNC notification and reporting obligations;
- 17.4 the Treasurer, subject to the general direction and supervision of the Executive Committee, will carry out the following:
- 17.4.1 oversee all funds of the ICV - this may be delegated to the Executive Director or General Manager of the ICV;
  - 17.4.2 keep proper bank accounts and books of account for recording of all financial transactions and other relevant records, including an updated record of membership subscriptions - this may be delegated to the Executive Director or General Manager of the ICV;

- 17.4.3 make disbursements on behalf of the ICV only as authorised by the Executive Committee or by the ICV at a General Meeting - this may be delegated to the Executive Director or General Manager of the ICV;
  - 17.4.4 be responsible for the timely preparation of the ICV's annual financial statements for audit and adoption at the Annual General Meeting – this may be delegated to the Executive Director or General Manager of the ICV; and
  - 17.4.5 keep custody of all the financial records and relevant documents of the ICV; and
- 17.5 the other members of the Executive Committee may be assigned specific duties from time to time, as determined by the Executive Committee or a General Meeting of the ICV - these duties may be delegated to the Executive Director or General Manager by the Executive Committee.

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## **18. Decision-making procedures**

- 18.1 The affairs of the ICV will be carried out by:
- 18.1.1 principally, the Executive Committee; and
  - 18.1.2 for matters reserved for the Members, General Meetings, which include:
    - (a) Annual General Meetings; and
    - (b) Special General Meetings.
- 18.2 General Meetings and meetings of the Executive Committee will be conducted in accordance with the procedures outlined in this Constitution. In the absence of a relevant procedure, the appropriate legislative provisions applicable in Victoria or generally accepted meeting rules or practices will apply, as determined by the Executive Committee.

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## **19. Executive Committee and Standing Committee meetings**

- 19.1 The Executive Committee meetings may be held at regular intervals (approximately once a month but no less than eight times in the year) at such place and times as the Executive Committee may determine and will deal with the matters that fall within its purview as set in Rule 16.
- 19.2 Executive Committee meetings may not deal with matters assigned to or required to be determined by (including under the Act) General Meetings.
- 19.3 Urgent meetings of the Executive Committee may be convened by the President or by any four members of the Executive Committee.
- 19.4 Written notice of each Executive Committee meeting (other than an urgent meeting under Rule 19.3) must be given to each member of the Executive Committee at least two days before the date of the meeting.
- 19.5 Written notice of at least two days must be given to members of the Executive Committee for any urgent meeting convened under Rule 19.3 specifying the general nature of the business to be conducted, and no other business may be conducted at such a meeting.

- 19.6 Executive Committee meetings may be conducted utilising Executive Committee approved and appropriate technology in the event face to face meetings are not possible. If a member of the Executive Committee is unable to be physically present at an Executive Committee meeting, that Executive Committee member may participate in the meeting by the use of approved and appropriate technology and will be taken to be present at the meeting while so attending. If the Executive Committee is required to take a vote on a particular matter, the Executive Committee member who is participating via the use of approved and appropriate technology must be able to:
- 19.6.1 clearly and simultaneously communicate with other participating members present at the meeting; and
  - 19.6.2 vote.
- 19.7 The Secretary must keep minutes of the resolutions and proceedings of each Executive Committee meeting, together with a record of the names of persons present at the meetings.
- 19.8 Any four members of the Executive Committee constitute a quorum for the conduct of business at a meeting of the Executive Committee.
- 19.9 No business may be conducted unless a quorum is present. If, within forty-five minutes after the time appointed for the commencement of the Executive Committee meeting, a quorum is not present:
- 19.9.1 if an urgent meeting was convened under Rule 19.3, that urgent meeting is automatically dissolved and may not be adjourned without further notice being provided to the Executive Committee members under Rule 19.5; and
  - 19.9.2 if a meeting that is not an urgent meeting was convened under Rule 19.1, the meeting may be adjourned by the person presiding over the meeting to a later date at the same place, at the same time, on the same weekday of the following week and (if applicable) using the same technology. If there is no quorum at the adjourned meeting within forty-five minutes after the appointed time for the commencement of the meeting, the process may continue under this Rule 19.9.2 if considered reasonably appropriate by the person presiding over the then adjourned meeting.
- 19.10 The Executive Committee may continue to act, whether at an Executive Committee meeting (provided a quorum is present) or otherwise notwithstanding any vacancy on the Executive Committee.
- 19.11 At meetings of the Executive Committee:
- 19.11.1 the President or, in the President's absence, the Vice-President presides; or
  - 19.11.2 if the President and the Vice-President are absent, or are unable to preside, the Executive Committee members present will choose one of their numbers present to preside.
- 19.12 Questions arising at a meeting of the Executive Committee, or at a meeting of any Standing Committee appointed by the Executive Committee, must be determined on a show of hands or, if a member attending the meeting requests, by a poll taken in such manner as the person presiding at that meeting may determine.

- 19.13 Each member present at an Executive Committee meeting, or at a meeting of any Standing Committee appointed by the Executive Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote (in addition to that person's vote as a member of that meeting). Voting by proxy at an Executive Committee meeting or a Standing Committee meeting is not permitted.
- 19.14 Any Executive Committee member (or a person attending a Standing Committee meeting) who has a material personal interest in a matter under consideration at the meeting must disclose the nature and extent of that interest to the other persons in attendance at the meeting. That person must not:
- 19.14.1 be present while the matter is being considered at the meeting; and
  - 19.14.2 vote on that matter.

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## **20. General Meetings (other than Special General Meetings)**

Without limiting the requirements of the Act with respect to the Annual General Meeting, General Meetings of the ICV (other than Special General Meetings, as contemplated in Rule 21) may be called every three months or as decided from time to time at a General Meeting or by the Executive Committee.

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## **21. Special General Meetings**

- 21.1 Without limiting the requirements of the Act, a Special General Meeting may discuss and resolve matters arising under this Constitution that fall within the purview of a Special General Meeting or any other urgent matters.
- 21.2 The Secretary may call a Special General Meeting of Members:
- 21.2.1 at the request of the Executive Committee;
  - 21.2.2 at the request of a General Meeting; or
  - 21.2.3 at the written request of at least six Members.
- 21.3 A request under Rule 21.2.3 by Members must:
- 21.3.1 state the object of the meeting;
  - 21.3.2 be signed by the respective representatives of the Members requesting the meeting; and
  - 21.3.3 be sent to the address of the Secretary.
- 21.4 Subject to the notice requirements as required under Rule 24 of this Constitution, a Special General Meeting must be called within one month of a request under this Rule, and at least twenty-one days' notice of such a meeting must be given to all Members.

- 21.5 Virtual meetings (whether fully or partially virtual) may be conducted utilising Executive Committee-approved and appropriate technology. The Secretariat will provide the necessary guidelines to Members to facilitate participation at such meetings. If the meeting is conducted utilising such technology, then all persons attending the meeting remotely are taken for all purposes to be present in person at the meeting while so attending. A Member who is participating via the use of such technology must be able to:
- 21.5.1 clearly and simultaneously communicate with other Members present at the meeting; and
  - 21.5.2 vote.
- 21.6 If the Executive Committee does not cause a Special General Meeting to be held not later than three months from the date of the request, the Members making the request, or any other six or more Members, may give notice to the Executive Committee and other Members of, and convene, a Special General Meeting to be held not later than three months after that date.
- 21.7 If a Special General Meeting is convened by Members in accordance with Rule 21.6, that meeting must be convened in the same manner with the required notice as a Special General Meeting convened by the Executive Committee, and all reasonable expenses incurred by persons in convening the meeting must be refunded by the ICV to the persons incurring those reasonable expenses (as reasonably determined by the Executive Committee).
- 21.8 Minutes of a Special General Meeting must be circulated by the Secretary to all Members within one month from the date of the meeting.

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## **22. Special Resolutions**

- 22.1 All Special Resolutions by the ICV in General Meeting require at least three-quarters of the Members who are present and entitled to vote at the General Meeting to vote in favour of that resolution. Special Resolutions include resolutions for amending this Constitution (Rule 39), changing the name of the ICV, changing the purposes of the ICV (subject to Rule 39.5) and for dissolution/winding up of the ICV (Rule 43).
- 22.2 Each Member entitled to vote at General Meetings must be given at least twenty-one days' notice of the proposed resolution(s), in the manner provided by this Constitution. The notice must:
- 22.2.1 specify the date, time and place of the General Meeting at which the Special Resolution is to be proposed; and
  - 22.2.2 state in full the proposed Special Resolution and its intention and purpose.
- 22.3 At any General Meeting at which a Special Resolution is proposed, a declaration by the Chairperson that the Special Resolution has been passed is conclusive proof of the fact.



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## **23. Annual General Meeting**

- 23.1 The Annual General Meeting will be held within four months after the conclusion of the relevant financial year.
- 23.2 The Executive Committee will determine the place, date and time of (and any technology to be used, if any, at) the Annual General Meeting.
- 23.3 The Secretary must give the Members at least fourteen days' notice in writing of the Annual General Meeting, specifying the place, date and time of (and any technology to be used, if any, at) the meeting and the nature of the business to be dealt with.
- 23.4 Virtual meetings (whether fully or partially virtual) may be conducted utilising Executive Committee-approved and appropriate technology. The ICV Secretariat will provide the necessary guidelines to Members to facilitate participation at such meetings. If the meeting is conducted utilising such technology, then all persons attending the meeting remotely are taken for all purposes to be present in person at the meeting while so attending. A Member who is participating via the use of such technology must be able to:
- 23.4.1 clearly and simultaneously communicate with other Members present at the meeting; and
  - 23.4.2 vote.
- 23.5 The Annual General Meeting will be vested with the power to carry out the following:
- 23.5.1 make, repeal, amend and/or add to this Constitution subject to the provisions in Rule 39;
  - 23.5.2 confirm the minutes of the previous Annual General Meeting and of any General Meetings held since that meeting, and deal with matters arising there from;
  - 23.5.3 receive and adopt reports from the Executive Committee on the activities and transactions of the ICV during the preceding financial year, whereby such reports include:
    - (a) the audited financial statements and the annual reports from the President outlining the ICV's key activities;
    - (b) the Treasurer's report, outlining the financial highlights;
    - (c) reports of the Chairpersons of any Standing Committees;
    - (d) elect the relevant members of the Executive Committee;
    - (e) appoint a suitably qualified auditor in accordance with Rule 36;
    - (f) receive and consider the statement submitted by the ICV in accordance with Rule 36.1.1; and
    - (g) conduct any special business of which notice has been given in accordance with this Constitution.
- 23.6 The minutes of the Annual General Meeting must be circulated to the Members within one month from the date of the meeting.

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## **24. Notice of General Meetings**

- 24.1 The Secretary must give each General Member at least fourteen days' written notice of a General Meeting and at least twenty-one days' notice if a Special Resolution has been proposed or the General Meeting is a Special General Meeting.
- 24.2 The written notice must state the date, time and place of the meeting, set out the business to be transacted and any technology to be used.
- 24.3 No business other than that set out in the written notice of the meeting may be conducted at the meeting.
- 24.4 A Member intending to bring any business before a General Meeting must give written notice of the business to the Secretary no later than 3 days before the meeting, and if reasonably considered appropriate by the Secretary (which includes considering whether the relevant notice requirements can be met under this Constitution), the Secretary must include that business in the written notice of the next relevant General Meeting.

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## **25. Quorum at General Meetings**

- 25.1 No item of business may be conducted at a General Meeting unless a quorum of General Members entitled to vote is present when the meeting is considering that item.
- 25.2 The representatives of ten Members present and entitled to vote at a General Meeting constitute a quorum for the conduct of the business of a General Meeting.
- 25.3 If, within forty-five minutes after the appointed time for the commencement of a General Meeting, a quorum is not present:
  - 25.3.1 a meeting requested or convened upon the request of Members is automatically dissolved; and
  - 25.3.2 for a meeting other than one requested by the Members, the meeting will stand adjourned until the same place at the same time on the same weekday of the following week (and, if applicable, using the same technology) or an alternate date, time and place as specified by the Chairperson at the time of the adjournment, written notice of which must be given to Members in accordance with this Constitution.
- 25.4 If, at the adjourned meeting, the quorum is not present within forty-five minutes after the appointed time for the commencement of the meeting, then:
  - 25.4.1 the representatives of the Members personally present and entitled to vote at a General Meeting (being the representatives of not less than eight Members) will constitute a quorum and no business may be transacted at that adjourned meeting other than that listed on the agenda for the original meeting; or
  - 25.4.2 if the quorum requirements under Rule 25.4.1 are not met at the adjourned meeting, the meeting may be adjourned again in accordance with Rule 25.3.2 and the Executive Committee will endeavour for the quorum under Rule 25.4.1 to be met at any subsequent adjourned meeting.

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## **26. Presiding at General Meetings**

- 26.1 The President, or in the President's absence, the Vice-President, will preside as Chairperson at each General Meeting of the ICV.
- 26.2 If the President and the Vice-President are absent from a General Meeting or are unable to preside, another member of the Executive Committee will preside as Chairperson at the Meeting, as determined by the members of the Executive Committee present at that meeting.
- 26.3 If all the members of the Executive Committee are absent from a General Meeting or are unable to preside, the representatives of the General Members who are present at the meeting must select one of their number to preside as Chairperson.

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## **27. Adjournment of General Meetings and Executive Committee meetings with quorum**

- 27.1 The Chairperson of a General Meeting or the person presiding over an Executive Committee meeting may, with the quorum that is present, adjourn the meeting prior to the completion of all business listed on the agenda. A meeting may be adjourned in circumstances including when there is insufficient time to deal with the business at hand or when the members require more time to consider an item of business.
- 27.2 No business may be conducted at an adjourned General Meeting other than the unfinished business from the General Meeting that was adjourned.
- 27.3 Additional business may be conducted at an adjourned Executive Committee meeting if additional items of business are added to the agenda with reasonable notice prior to that adjourned Executive Committee meeting.
- 27.4 If a General Meeting is adjourned for fourteen days or more, the minimum applicable notice of the adjourned meeting must be given in accordance with this Constitution (and the adjourned meeting must not be held prior to the passage of the relevant notice period).
- 27.5 Except as provided in Rule 27.4, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

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## **28. Voting at General Meetings**

- 28.1 Upon any question arising at a General Meeting of the ICV, each representative of a General Member will be entitled to exercise a separate vote on behalf of that General Member, subject to:
- 28.1.1 Rules 9.3.3 and 9.3.4 (regarding number of Financial Members); and
  - 28.1.2 the requirements of Rule 28.5 (regarding payment of all monies by the General Member).
- 28.2 All votes must be exercised personally (including through the use of Executive Committee-approved technology) or by proxy.
- 28.3 Except as provided in this Constitution or in the Act, questions or resolutions arising at a General Meeting must be decided by a simple majority of votes of the representatives of Members entitled to vote, whether exercised in person or by proxy.

- 28.4 In the event of an equality of votes on any question, the Chairperson of the meeting is entitled to exercise a second or casting vote (in addition to the Chairperson's vote(s) as a Member or proxy).
- 28.5 A General Member's representative is not entitled to vote at a General Meeting unless all monies due and payable by that General Member to the ICV have been paid in full. The Member must also have paid all monies due and payable by that Member to the ICV for a period of at least one (1) month immediately prior to (as the context requires):
- 28.5.1 the later of the date of an Annual General Meeting or the closure of the financial year that precedes that Annual General Meeting; or
- 28.5.2 the date of a Special General Meeting.

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## **29. Poll at General Meetings**

If, at a General Meeting, a poll is demanded by the representatives of not less than five Members entitled to vote to decide on any matter:

- 29.1 a poll must be taken at that meeting in such a manner as the Chairperson may direct, subject to Rule 29.2 and Rule 29.3;
- 29.2 a poll:
- 29.2.1 on the election of a Chairperson or on a question of an adjournment must be taken immediately; and
- 29.2.2 on any other question, must be taken at such time before the close of the meeting as the Chairperson may direct; and
- 29.3 the resolution of the poll will be deemed a resolution of the meeting on the matter in question.

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## **30. Proxies**

- 30.1 Each representative of a General Member that is entitled to vote at a General Meeting is entitled to appoint another representative of another General Member as a proxy by notice given to the Secretary no later than twenty-four hours before the time of the relevant General Meeting in respect of which the proxy is appointed.
- 30.2 The notice appointing the proxy must be for a General Meeting of the ICV and must be issued on the relevant proxy form as follows:
- 30.2.1 in the case of elections, on the 'Form of Appointment of Proxy for Elections' (Attachment 4);
- 30.2.2 for a Special General Meeting of the ICV convened under Rule 33.3.7, on the 'Form of Appointment of Proxy for Special General Meeting' (Attachment 2); or
- 30.2.3 in any other case, on the 'Form of Appointment of Proxy' (Attachment 3).
- 30.3 Representatives of Members that have submitted a proxy form in accordance with this Rule 30 will be deemed present at the relevant General Meeting.

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## **31. Removal of officers or other persons**

- 31.1 If following reasonable enquiry the Executive Committee finds that an Executive Officer, an Executive Committee member or a Standing Committee member has acted:
- 31.1.1 in serious breach of this Constitution or the ICV's objectives or policies, including through misappropriation of the ICV's funds; or
  - 31.1.2 in a manner that is detrimental or prejudicial to the interests of the ICV,
- then the Executive Committee can call a Special General Meeting for the purpose of moving a resolution to remove the person from office or a relevant position provided that:
- 31.1.3 the person concerned has been given at least twenty-eight days' notice specifying the alleged breach and of the intention to move the resolution;
  - 31.1.4 the person concerned is provided with the opportunity to show cause why the resolution should not be moved; and
  - 31.1.5 the resolution by the Executive Committee to remove the person is ratified by a three-quarter majority of the Members who are present and entitled to vote at the Special General Meeting called for that particular purpose, after which the removal will become effective.

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## **32. Vacation of office**

The office or position of a person as member of the Executive Committee or a Standing Committee becomes vacant if the member:

- 32.1 has completed their term of office as member of the Executive Committee as contemplated under Rule 15;
- 32.2 ceases to be a member of the General Member they represent;
- 32.3 in the case of an Executive Committee member elected to the Executive Committee under Rule 13.1.1, is withdrawn in writing by one of the Members who nominated that Executive Committee member;
- 32.4 passes away;
- 32.5 is absent from five consecutive meetings without leave of (as the context requires) the Executive Committee or Standing Committee;
- 32.6 resigns by notice in writing given to the Secretary of the ICV;
- 32.7 becomes a represented person within the meaning of the *Guardianship and Administration Act 2019* (Vic);
- 32.8 is deemed bankrupt or deemed to have committed an act of bankruptcy within the meaning of the *Bankruptcy Act 1966* (Cth);
- 32.9 is removed from office under Rule 31; or
- 32.10 is found to no longer meet (or was found as never having met) any of the eligibility criteria set out in Rule 13.2.

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### **33. Cessation of Membership**

#### **33.1 Cessation of Membership**

Membership of the ICV ceases if a Member:

- 33.1.1 resigns under Rule 33.2; or
- 33.1.2 is expelled in accordance with Rule 33.3.

#### **33.2 Resignation from Membership**

- 33.2.1 A Member may resign from the ICV by giving one month's written notice to the Secretary of its intention to do so.
- 33.2.2 The resignation becomes effective on the expiry of the one-month period.

#### **33.3 Expulsion or suspension**

- 33.3.1 The Executive Committee may by resolution expel or suspend (for a period of time, including on a conditional basis) a Member, if (as determined by the Executive Committee):
  - (a) the Member has absented itself from General Meetings of the ICV on five consecutive occasions without giving notice;
  - (b) the Member fails to pay the annual subscription to the ICV for three consecutive years;
  - (c) the Member's constitution or its activities are (or become) detrimental or prejudicial to the interests of the ICV and the Member has failed to comply with all reasonable requests of the Executive Committee to rectify the situation to the Executive Committee's satisfaction; or
  - (d) the Member fails to comply with or ceases to meet the applicable requirements set out in Rules 9 or 10.
- 33.3.2 A resolution of the Executive Committee under Rule 33.3.1 does not take effect unless:
  - (a) at a meeting held in accordance with Rules 33.3.3 to 33.3.5 (inclusive), the Executive Committee confirms the resolution; and
  - (b) if the Member exercises a right of appeal to a Special General Meeting of the ICV under Rule 33.3.9, the Members at that Special General Meeting confirm the resolution in accordance with Rule 33.3.9).
- 33.3.3 A meeting of the Executive Committee to confirm or revoke a resolution passed under Rule 33.3.1 must be held not earlier than fourteen days and not later than twenty-eight days after notice has been given to the Member in accordance with Rule 33.3.4.
- 33.3.4 Written notice for the meeting referred to in Rule 33.3.3 must be given as soon as practicable to the Member. The notice must:
  - (a) set out the proposed resolution for suspension or expulsion and the grounds on which it is based;

- (b) state that the Member's representative may address the Executive Committee at a meeting to be held not earlier than fourteen days and not later than twenty eight days after the notice has been given to that Member;
  - (c) state the date, place and time of the meeting;
  - (d) inform the Member that the Member may do one or both of the following:
    - (i) attend the meeting; or
    - (ii) give to the Executive Committee before the date of the meeting a written statement seeking the revocation of the resolution; and
  - (e) inform the Member that, in the event that the meeting confirms the resolution, the Member may, not later than forty-eight hours after that meeting give the Secretary a notice to the effect that it wishes to appeal to a Special General Meeting of the Members of the ICV against the resolution.
- 33.3.5 At the meeting of the Executive Committee to confirm or revoke a resolution passed under Rule 33.3.1, the Executive Committee must:
- (a) give the Member's representative or representatives an opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) determine by resolution whether to confirm or revoke the resolution passed under Rule 33.3.1.
- 33.3.6 If the Executive Committee at the meeting referred to in Rule 33.3.3 confirms the resolution passed under Rule 33.3.1, the Member may, no later than forty eight hours after that meeting, give the Secretary a notice to the effect that it wishes to appeal to a Special General Meeting of the Members of the ICV against the confirmed resolution.
- 33.3.7 On receipt of a notice under Rule 33.3.6, the Secretary must notify the Executive Committee and the Executive Committee must convene a Special General Meeting to be held within thirty days but no earlier than twenty-one days after the date on which the Secretary received the notice.
- 33.3.8 At the Special General Meeting convened under Rule 33.3.7:
- (a) no business other than the question of the Member's suspension or expulsion may be considered;
  - (b) the Member's representative must be given an opportunity to be heard; and
  - (c) The Members present and entitled to vote must vote by secret ballot on the question of the suspension or expulsion.
- 33.3.9 A resolution for suspension or expulsion of a Member is confirmed if, at the Special General Meeting, not less than two-thirds of the Members vote in person or by proxy in favour of the resolution. In any other case, the resolution is defeated.

### **33.4 Updating the Register**

If applicable, the Secretary must record in the Register the date on which a Member ceases to be a Member, together with the reasons for same.

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## **34. Grievance procedures**

- 34.1 The grievance procedures set out in this Rule apply to disputes under this Constitution between:
- 34.1.1 a Member and another Member; or
  - 34.1.2 a Member and the ICV.
- 34.2 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.
- 34.3 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute amicably within fourteen days after the dispute has come to the attention of all of the parties.
- 34.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, refer the dispute to mediation.
- 34.5 The mediator must be:
- 34.5.1 a person chosen by agreement between the parties; or
  - 34.5.2 in the absence of agreement:
    - (a) in the case of a dispute between a Member and another Member, a person appointed by the Executive Committee of the ICV; or
    - (b) in the case of a dispute between a Member and the ICV, a mediator appointed, engaged or referred to by the Dispute Settlement Centre of Victoria (Department of Justice & Regulation) (including by referral to another dispute resolution provider or body).
- 34.6 A representative of a Member of the ICV can be a mediator, but cannot be a representative of a Member that is a party to the dispute. The mediator in any case must not be a person who has a personal interest in the dispute or who is biased in favour of or against any party.
- 34.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 34.8 The mediator, in conducting the mediation, must:
- 34.8.1 give the parties to the mediation process every opportunity to be heard;
  - 34.8.2 allow due consideration by all parties of any written statement submitted by any party; and
  - 34.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 34.9 The mediator must not determine the dispute.
- 34.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.



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## **35. Financial**

- 35.1 The funds of the ICV will be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines from time to time.
- 35.2 All funds received by the ICV must be used only in the pursuit of its objectives and purposes.
- 35.3 The financial year of the ICV will be a period of twelve months from 1 July until 30 June the following year.
- 35.4 The ICV is able to open and operate bank accounts that are deemed necessary by the Executive Committee for specific and approved purposes. Bank accounts may be opened only on a resolution adopted by the Executive Committee. These bank accounts will be operated under specific delegations by authorised signatories as designated by the Executive Committee from time to time.
- 35.5 All moneys received by the ICV must be deposited at the earliest possible date to the credit of a bank account of the ICV. Receipts for moneys received must be issued or procured promptly for the ICV's records.
- 35.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two signatories authorised from time to time by the Executive Committee of the ICV, at least one of whom must be a member of the Committee. These negotiable instruments will be administered under specific delegations or financial policies determined by the Executive Committee from time to time.
- 35.7 The Executive Committee may require the presentation of invoices and related documents for approval before payment.
- 35.8 Full details of all approvals for payment by the Executive Committee must be duly recorded in the minutes of the relevant Executive Committee meeting.
- 35.9 The Executive Committee must ensure that a proper set of financial records detailing all financial matters relating to the functioning of the ICV is kept.
- 35.10 The Treasurer must prepare the year-end annual financial statements in time for the audit and for presentation at the relevant Annual General Meeting no later than two months after the end of the relevant financial year. The Treasurer must also present quarterly financial reports to meetings of the Executive Committee.
- 35.11 No provision contained in this Constitution permits the ICV to be carried on for the purposes of profit or financial gain to its Members. The ICV's income, monies, property and assets must not be used for the purpose of profit or financial gain to its Members. However, the prohibition under this Rule 35.11 does not prevent the payment of reasonable remuneration or reimbursement of reasonable out-of-pocket expenses incurred by any eligible Member for services rendered on behalf of the ICV by that Member.

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## **36. Audit**

- 36.1 A qualified auditor will be appointed by the ICV at each Annual General Meeting in accordance with the Act. The auditor will:
- 36.1.1 audit the annual financial statements and furnish a report on those statements to the Members of the ICV to be presented at the Annual General Meeting;
  - 36.1.2 conduct audits at regular intervals during each financial year;

36.1.3 not be a member of the Executive Committee, nor be closely related to either a member of the Executive Committee or a staff member of the ICV; and

36.1.4 not have any other conflict of interest.

36.2 Audited financial reports will be forwarded to all Members.

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### **37. Common seal**

The Secretary of the ICV will provide for the safe custody of the seal, which may only be used with the authority of the Executive Committee. Every instrument to which the seal is affixed must be signed by the Executive Director (or General Manager, as the context requires) and must be counter-signed by any one of the Executive Officers of the Executive Committee.

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### **38. Custody and access to records**

38.1 The Treasurer must have custody or control over all financial records and documents, while the Secretary must have custody or control over all other records, documents and securities of the ICV.

38.2 All records, documents and securities referred to in Rule 38.1 must be available for inspection at the ICV registered office by any Member free of charge upon request, provided at least seven days' notice is given by the Member making the request. However, the Executive Committee reserves the right to decline a request for inspection of records (in full or in part), including on grounds of confidentiality or as otherwise may be permitted under the Act.

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### **39. Amendments to this Constitution**

39.1 This Constitution may not be altered except in accordance with the Act and the provisions in this Rule 39.

39.2 This Constitution may be amended by a Special Resolution of the Members of the ICV either at a Special General Meeting or the Annual General Meeting.

39.3 Amendments to the Constitution may be initiated by any Member entitled to vote under this Constitution or the Executive Committee of the ICV.

39.4 Amendments to this Constitution will not be valid unless passed by three-quarters of the Members present and entitled to vote in accordance with Rule 9.3.4.

39.5 No change that will affect the nature of the ICV as stated in Rule 3 may be made to the Constitution.

39.6 All amendments to this Constitution must be promptly filed with the relevant authorities in compliance with the Act and any other relevant legislation.

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## 40. General

- 40.1 The ICV must be duly registered with the appropriate government authority in Victoria or as otherwise required by law, and all property of the ICV must be and remain vested in the ICV or a trust established for that purpose by a General Meeting.
- 40.2 The ICV must ensure that no assets belonging to the ICV are transferred to government organisations or non-government organisations within or outside Australia, except with the concurrence of its Members and in compliance with this Constitution, the Act and any other relevant laws or legislation (including the ITAA and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and its regulations).

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## 41. Indemnity and liability

- 41.1 So far as permitted by the Act and other applicable laws, all members of the Executive Committee, member of a Standing Committees the ICV staff or appointees of the ICV (each an **Indemnified**) will be indemnified by the ICV for all losses and authorised expenses properly incurred by an Indemnified in the discharge of their respective duties, except for such loss or expense suffered or incurred by an Indemnified as a result of that Indemnified's own default, reckless act or wilful misconduct.
- 41.2 No member of the Executive Committee, members of a Standing Committee, the ICV staff or appointees of the ICV (each a **Relevant Member**) will be liable for any acts, negligence or default of any other member or appointee or for any loss or expense incurred by the ICV, except to the extent that the loss or expense arose as a result of the Relevant Member's own default, reckless act or wilful misconduct.

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## 42. Gift Fund and deductible gift recipient endorsement

### 42.1 Use of Gift Fund

- 42.1.1 This Rule 42.1 applies if the ICV is endorsed as a deductible gift recipient under the ITAA and a special condition applies requiring the ICV to maintain a gift fund.
- 42.1.2 The ICV must establish and maintain a fund called the **Gift Fund** and use the Gift Fund only to further the Main Objective.
- 42.1.3 All of the following must be credited to the Gift Fund:
- (a) all gifts of money or property received by the ICV;
  - (b) all contributions made in relation to any fund-raising event held for the Main Objective (where 'contributions' and 'fund-raising event' have the meaning given in Division 30 of the ITAA); and
  - (c) all money received by the ICV because of the gifts and contributions described in the above paragraphs.
- 42.1.4 The Gift Fund must not receive any money or property other than those described in Rule 42.1.3.

## **42.2 Cessation of Gift Fund, revocation of endorsement or tax deductibility status**

If:

- 42.2.1 the Gift Fund is wound up (if applicable); or
- 42.2.2 the ICV's deductible gift recipient status (whether through endorsement under the ITAA or otherwise) is revoked,

(and whether or not the ICV will be wound up), then the ICV must transfer any surplus assets of the Gift Fund (or surplus assets received in connection with deductible gift recipient status) to one or more Eligible Entities, as determined by the Executive Committee. If the ICV is also wound up, the ICV must comply with this Rule 42.2 (to the extent applicable) prior to complying with Rule 43.2.

## **42.3 Other provisions in the ITAA**

If, at any time, the ITAA requires other provisions to maintain the ICV's status as an organisation where gifts made to it can be deducted under the ITAA, then those provisions are taken to form part of this Constitution.

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## **43. Dissolution and winding up**

### **43.1 Dissolution and winding up**

- 43.1.1 The ICV will continue to function as long as there are ten or more Members.
- 43.1.2 In the event of the Membership of the ICV falling below the number stipulated in Rule 43.1.1 above:
  - (a) a Special General Meeting of the ICV must be convened to consider whether to pass a Special Resolution to dissolve the ICV or not;
  - (b) the Special Resolution needs to be adopted by a three-quarter majority of the Members present at the Special General Meeting and entitled to vote and otherwise comply with the requirements of the Act; and
  - (c) if a Special Resolution is not passed either way, the Special General Meeting will be taken to have resolved to not wind-up the ICV.
- 43.1.3 Regardless of the number of its Members, the ICV may be dissolved if the Members adopt a Special Resolution at a Special General Meeting convened specifically for this purpose. The Special Resolution must clearly set out the reasons/grounds for dissolution, and be adopted in accordance with Rule 43.1.2(b).
- 43.1.4 If a Special Resolution is passed to wind up the ICV, the Special General Meeting must also appoint a registered liquidator to wind up the affairs of the ICV, if and as required by the Act and any other applicable legislation.

## **43.2 Distribution of Surplus Property**

43.2.1 For the purposes of this Rule 43, **Surplus Property** means, on a winding up of the ICV, all property of the ICV remaining after the satisfaction of all of its debts and liabilities, and the costs, charges and expenses of the winding up.

43.2.2 Subject to first complying with Rule 42.2 (to the extent applicable), if the ICV is wound up, all Surplus Property must be given or transferred to one or more Eligible Entities, as determined:

- (a) by a Special Resolution of the Members at or before the time of winding up of the ICV; or
- (b) if no Special Resolution is passed, by a judge of the Supreme Court or another court of competent jurisdiction.

## **43.3 No distribution to Members**

Surplus Property must not be paid to or distributed to any ICV Member or a former ICV member, unless that Member or former member is an Eligible Entity.

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# Attachment 1 Application for Membership of the Islamic Council of Victoria

(Rule 9.2.1)

We, ..... and .....  
(Applicant president's (or equivalent) name) (Applicant secretary's (or equivalent) name)

Being respectively the president and secretary (or equivalent) of

..... of .....  
(Islamic organisation) (Address)

Being the **Applicant**, hereby apply for General / Affiliate Membership\* of the Islamic Council of Victoria (ICV).

The Applicant agrees that this application is complete and is accompanied by the documents required under Rule 9.2. The Applicant also agrees to provide any further information as may be required on the request of the ICV.

In the event of the Applicant's admission as an ICV Member, the Applicant on becoming an ICV Member agrees to be bound by the Constitution of the ICV.

.....  
Signature of Applicant's president (or equivalent) Signature of Applicant's secretary (or equivalent)

Date

Date

## Nomination of Applicant

I, ..... of  
(Name) (Position – president/secretary (or equivalent) of nominating Member)

....., a Member of the ICV,  
(Name of ICV Member)

Nominate the Applicant, for Membership of the ICV in the category requested by the Applicant.

.....  
Signature of president/secretary (or equivalent) of nominating Member

Date

I, ..... of  
(Name) (Position – president/secretary (or equivalent) of nominating Member)

....., a Member of the ICV,  
(Name of ICV Member)

Second the Applicant's application, for Membership of the ICV in the category requested by the Applicant.

.....  
Signature of president/secretary (or equivalent)  
Date

\* Delete and amend as applicable

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# Attachment 2 Form of appointment of proxy for Special General Meeting

(Rule 30.2.2)

I .....  
(Name of Member representative)

Being a representative duly authorised by

.....  
(Name & address of Member)

Being a Member of the Islamic Council of Victoria (**Appointing Member**),

Appoint .....  
(Name of proxy holder)

Being a representative duly authorised by

.....  
(Name & address of Member represented by the proxy holder)

being a Member of the Islamic Council of Victoria, as the Appointing Member's proxy to vote on the Appointing Member's behalf at the Special General Meeting of the Members of the Islamic Council Victoria convened under Rule 33.3(vii), to be held on

.....  
(Date of meeting)

In addition, at any adjournment of that meeting.

The Appointing Member authorises the proxy holder to vote on the Appointing Member's behalf at the proxy's discretion in respect of the following resolution(s) (insert details of resolution proposed).

.....  
Signed by Appointing Member's representative  
Date

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# Attachment 3 Form of appointment of proxy

(Rule 30.2.3)

I, .....  
(Name of Member representative)

Being a representative duly authorised by

.....  
(Name & address of Member)

Being a member of the Islamic Council of Victoria (**Appointing Member**),

Appoint .....  
(Name of proxy holder)

Being a representative duly authorised by

.....  
(Name & address of Member that the proxy holder represents)

Being a Member of the Islamic Council of Victoria, as the Appointing Member's proxy to vote on the Appointing Member's behalf at the Annual/Special\* General Meeting of the Islamic Council of Victoria to be held on

.....  
(Date of meeting)

In addition, at any adjournment of that meeting.

The proxy holder is authorised to vote in favour of/against\* the following resolution(s) (insert details of resolution(s)).

.....  
Signed by Appointing Member's representative  
Date

\* Delete and amend as applicable



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# Attachment 4 Form of appointment of proxy for elections

(Rule 30.2.1)

I, .....  
(Name of Member representative)

Being a representative duly authorised by

.....  
(Name & address of Member)

Being a member of the Islamic Council of Victoria (**Appointing Member**),

Appoint .....  
(Name of proxy holder)

Being a representative duly authorised by

.....  
(Name & address of Member represented by the proxy holder)

Being a Member of the Islamic Council of Victoria, as the Appointing Member's proxy to vote on the Appointing Member's behalf at the Annual/Special\* General Meeting to be held on

.....  
(Date of meeting)

In addition, at any adjournment of that meeting.

The proxy holder is authorised to vote on behalf of the Appointing Member.

.....  
Signed by the Appointing Member's representative  
Date

\* Delete and amend as applicable