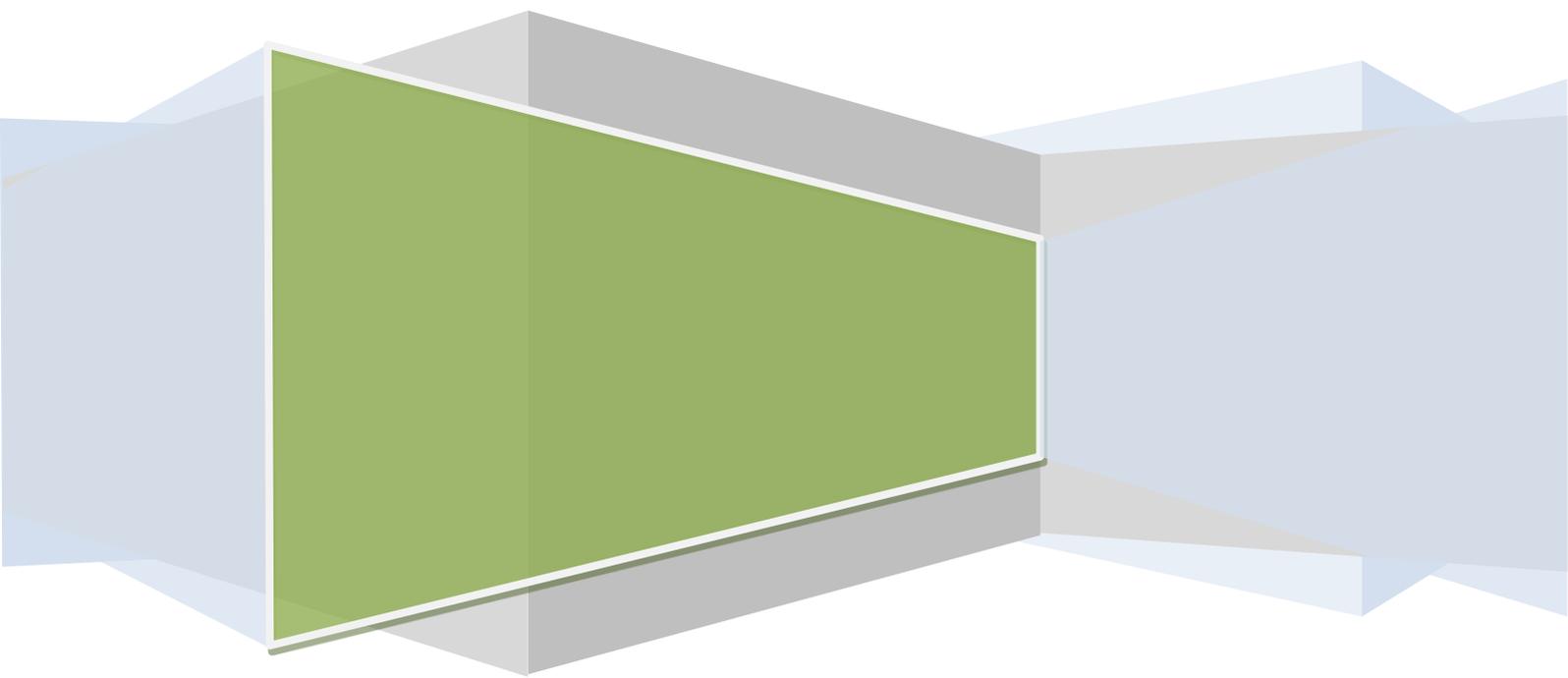


# **Constitution of the Australian-Makassan College Inc.**



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## **1. AUSTRALIAN-MAKASSAN COLLEGE INC.**

Australian-Makassan College Inc was incorporated on \_\_\_\_\_ in the Northern Territory.

### **1. Statement of Purposes**

The purposes of the Association are to:

- (a) Establish a full-time Muslim community school, by the name of the Australian-Makassan College, in the Greater Darwin region to cater specifically for the high quality educational, cultural and religious needs of the Top End's domestic and international Muslim children, as well as the children of the wider community.
- (b) Foster a holistic understanding of Islam in young Australian Muslims through authentic education based on peace and tolerance, and nurture them into positive contributors to society.
- (c) Explore and expand upon the Islamic education, research, teaching and training opportunities available in the Northern Territory.

### **2. Members**

The Members of the Association on the date this Constitution comes into operation, shall be those persons who were holding office as 'Northern Territory Muslim Community Representatives' of the 'Muslim Community School Committee' immediately prior to this Constitution coming into operation. The Islamic Society of Darwin, the Islamic Society of Palmerston, the Islamic Council of the Northern Territory and the Investor representatives will become members, in accordance with 20 (5) and (6) below, following the election of the first Board of the Association.

## **2. ARTICLES OF ASSOCIATION OF THE AUSTRALIAN-MAKASSAN COLLEGE INC.**

### **1. Name**

The name of the incorporated association is Australian-Makassan College Inc., in these Rules called "the Association").

### **2. Definitions**

- (1) In these Rules, unless the contrary intention appears-

"Act" means the *Associations Act 2015* (NT);

“Association” means the Australian-Makassan College Inc.;

"Board" means the Board of the Association, which is also the School Governing Board;

"Financial year" means the year ending on 30 June;

"General meeting" means a general meeting of members convened in accordance with rule 12.

"Member" means a member of the Association;

"Regulations" means regulations under the Act;

“Rules” means the provisions of the constitution;

"Relevant documents" has the same meaning as in the Act; and

“School” means the Australian-Makassan College.

(2) In these Rules, a reference to the Secretary of an Association is a reference--

- (a) to a person who holds office as Secretary of the Association under these Rules; and
- (b) to the public officer of the Association, unless otherwise specified in this document.

### **3. Alteration of the rules**

- (1) These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.
- (2) These Rules can be changed via a special resolution in accordance with 12 (1).
- (3) A special resolution to change the rules will pass with if three-quarters of the members who are present in person or by proxy vote are in favour of the resolution, in accordance with 17 (1) (c).

### **4. Membership, entry fees and subscription**

- (1) A person who is not a member of the Association on the date this Constitution comes into operation (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-
  - (a) he or she is nominated by the board as a member;
  - (b) admission as a member is approved by the Board; and
  - (c) he or she consents to becoming a member
- (2) The Secretary must, within 28 days after receiving the consent of a person to be accepted as a member, enter the applicant's name in the register of members.
- (3) If the board rejects a person nominated for membership, the board must as soon as practical notify that nominated person in writing that their nomination has been rejected.
- (4) A right, privilege, or obligation of a person by reason of membership of the Association-
  - (a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of membership whether by death or resignation or otherwise stipulated or upon the discretion of the board

(5) There are no entrance fees or annual subscriptions.

## **5. Register of members**

(1) The Secretary must keep and maintain a register of members containing-

- (a) the name and address of each member; and
- (b) the date on which each member's name was entered in the register.

(2) The register is available for inspection free of charge by any member upon request to the secretary

(3) A member may make a copy of entries in the register upon approval by the president.

## **6. Ceasing membership**

(1) A member of the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.

(2) After the expiry of the period referred to in sub-rule (1)—

- (a) the member ceases to be a member; and
- (b) the Secretary must record in the register of members the date on which the member is discharged of member duties upon cessation of membership

## **7. Disciplinary Action**

Subject to these Rules, if the board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the board may by resolution--

- (1) suspend that member from membership of the Association for a specified period; or
- (2) expel that member from the Association.

## **8. Disputes and mediation**

(1) The grievance procedure set out in this rule applies to disputes under these Rules between-

- (a) a member and another member; or
- (b) a member and the Association.

- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) a person appointed by the board of the Association for disputes concerning members; or
    - (ii) a person who is appointed or employed as a mediator by the department administering the Act, for disputes between a member and the Association.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statements submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (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 in accordance to the law or alternative dispute resolution mechanisms

## **9. Annual general meetings**

- (1) The first annual general meeting will be held within 18 months after the association's incorporation.
- (2) All subsequent annual general meetings will be held within 5 months after the end of the association's financial year.
- (3) The board may determine the date, time and place of the annual general meeting of the Association.
- (4) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

- (5) The ordinary business of the annual general meeting shall be, in order-
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the board reports upon the transactions of the Association during the last preceding financial year;
  - (c) to consider other questions arising and special resolutions;
  - (d) to elect board members of the Association, every second year; and
  - (e) to receive and consider the statement submitted by the Association in accordance with the Act.
- (6) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **10. Special general meetings**

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The board may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the board must convene a special general meeting before the expiration of that period.
- (5) The board must, on the request in writing of members representing not less than 20 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must—
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (7) If the board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

## 11. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

## 12. Notice of general meetings

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting, the nature of the business to be conducted at the meeting and details of the proposed special resolution, if proposed.
- (2) Notice may be sent via-
  - (a) prepaid post to the address appearing in the register of members; or
  - (b) facsimile transmission or electronic transmission upon notification by a member.
- (3) No business other than that which is set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting must notify the Secretary of that business, via writing or by electronic transmission in accordance to sub-rule (2)(b), who must subsequently include that business in the notice calling the next general meeting.

## 13. Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
  - (a) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
  - (b) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of

the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting the quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

#### **14. Presiding at general meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select a person amongst themselves to preside as Chairperson.

#### **15. Adjournment of meetings**

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

#### **16. Voting at general meetings**

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

#### **17. Manner of determining whether resolution carried**

If a question arising at a general meeting of the Association is determined on a show of hands-

- (1) a declaration by the Chairperson that a resolution has been-
- (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost; and

- (2) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **18. Proxies**

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be-
- (a) for a meeting of the Association convened under rule 7(7) of the form set out in Appendix 2;
  - or
  - (b) in any other case, in the form set out in Appendix 3.

## **19. Board of the Association**

- (1) The powers of the Association shall be implemented by the board of the association. The Board shall be responsible for the overall operations of the Association, the implementation of good governance throughout the Association and the Association's compliance with the law.
- (2) The board-
- (a) shall control and run the business and affairs of the Association;
  - (b) shall also be known as the 'school board' or 'school governing board';
  - (c) shall appoint or discharge the Director of the school (or such other person acting in that office) who shall be directly responsible to the Board for the general administration of the Association. This person may be an existing member of the Association and member of the board;
  - (d) shall appoint or discharge the Principal of the school who will be answerable to the Board for providing educational leadership in the school, the day to day management of the school and for other general responsibilities associated with running the school;
  - (e) may at any time appoint any sub-committee (consisting of members of their own body) they think fit, and prescribe the functions of any such sub-board. The board may at any time add or withdraw persons from an existing sub-committee, or dissolve an existing sub-committee;
  - (f) shall appoint and discharge all paid officers and staff of the Association or may elect to delegate to the Director (or such person acting in that office), or to any sub-committee the authority to appoint and discharge staff of the Association. The board may at any time withdraw such a delegation in whole or part.;

- (g) shall receive a report at each meeting prepared by the Director concerning the operations of the Association, the general welfare of the children and any other matter relevant thereto as deemed necessary;
  - (h) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised in general meetings of the members of the Association; and
  - (i) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the board to be essential for the proper running of the business and affairs of the Association.
- (3) The board, Director appointed by the board or any sub- committee appointed by the board will be at all times bound by the school governance provisions:
- (a) as approved by the Department of Education (or any other body that is empowered with school registration)
  - (b) as required by any legislations that may be relevant in this matter
- (4) Subject to part 4, division 1 of the Act, the board's constituting members will be as mentioned in rule 20.

## **20. Board members**

- (1) The board of the Association shall comprise of—
- (a) an Islamic Society of Darwin representative;
  - (b) an Islamic Society of Palmerston representative;
  - (c) an Islamic Council of the Northern Territory representative;
  - (d) Investor representatives (maximum of five); and
  - (e) 7 (SEVEN) Northern Territory Muslim Community Representatives elected by-members of the Association.
- (2) The board shall select, during the AGM, from amongst the seven board members referred to in rule 20 (1) (e), the following positions -
- (a) a President and Public Officer;
  - (b) a Secretary;
  - (c) a Treasurer; and
  - (d) a Vice-President
- (3) The seven Northern Territory Muslim Community Representatives, mentioned in 20 (1) (e), shall hold office until the second annual general meeting following the date of his or her election but

is eligible for re-election so long as they have not been found to act in contrary to the interests of the Association.

- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the board may appoint one of its members to the vacant office and the member appointed may continue in office up till the commencement of the following the annual general meeting.
- (5) Board members mentioned in 20 (1) (a) to (c) will be nominated by the respective societies and will retain office for as long as determined by the respective societies. They will cease to be members of the association at the end of their term.
- (6) The Investor representatives will be nominated by investors of the school, one per investor, and will retain office for as long as determined by the investors. They will cease to be a member of the association at the end of their term.
- (7) The seven Northern Territory Muslim Community Representatives mentioned in 20 (1) (e) should not be executive committee members of any other Islamic organisation in the Northern Territory, specifically, the Islamic Society of Darwin, the Islamic Society of Palmerston, the Alice Springs Islamic Society and the Islamic Council of the Northern Territory.

## **21. Election of board members**

- (1) The existing members of the board will nominate, approve and elect the new board members of the Association during a general meeting.
- (2) Nominations of candidates for election as board members of the Association must be--
  - (a) made in writing; and
  - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated shall be elected and further nominations may be received at the annual general meeting for vacant positions on the board.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of members of the board must be conducted at the annual general meeting in such manner as the board may direct.

## **22. Vacancies**

The office of a member of the board becomes vacant if member--

- (1) ceases to be a member of the Association; or
- (2) becomes insolvent under administration within the meaning of the under the *Bankruptcy Act 1966* (Cth); or
- (3) resigns from office by notice in writing given to the Secretary.

### **23. Meetings of the board**

The board must meet at least 10 times in each year at such place and such times as the board may determine.

### **24. Notice of board meetings**

Written notice of each board meeting must be given to each member of the board at least 2 business days before the date of the meeting.

### **25. Quorum for board meetings**

- (1) Any 5 members of the board constitute a quorum for the conduct of the business of a meeting of the board.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
  - (a) in the case of a special meeting--the meeting lapses;
  - (b) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The board may act notwithstanding any vacancy on the board.

### **26. Presiding at board meetings**

At meetings of the board-

- (1) the President or, in the President's absence, the Vice-President presides; or
- (2) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

### **27. Voting at board meetings**

- (1) Questions arising at a meeting of the board, or at a meeting of any sub-committee appointed by the board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the board, or at a meeting of any sub-committee appointed by the board (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.

## **28. Removal of board member**

- (1) The Association in a general meeting may, by resolution, remove any member of the board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) 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.
- (3) 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.

## **29. Minutes of meetings**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each board meeting, together with a record of the names of persons present at board meetings.

## **30. Funds**

The funds of the Association shall be derived from donations, income derived from the activities of the school and such other sources as the board determines.

## **31. Finance**

- (1) The Secretary shall receive all monies on account of the Association and issue the official receipts forthwith. Such monies shall be deposited without delay to the credit of the Association in such bank as the board may from time to time determine, and the Treasurer shall be satisfied that all monies received are so lodged.

- (2) All accounts shall be paid by cheque or electronic banking. No payment shall be made without the authority of the board.
- (3) All payments and other investment shall be signed by the President and the Treasurer. However, cheques and electronic payments to the value of not more than \$1,500 (or an amount as reviewed by the board from time to time) for the payment of routine accounts may be signed or authorised by some other person designated by the board to do so.
- (4) When deemed necessary the board may authorise the use of imprest accounts (petty cash) for designated purposes. Expenditure from these accounts shall be by persons authorised by the Secretary. The board shall prescribe the purpose for which payments from these accounts may be made. All payments made from these accounts will be reimbursed from a bank account of the Association at regular levels.

### **32. Treasurer**

The Treasurer of the Association -

- (1) shall ensure correct accounts and books are kept showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
- (2) keep correct accounts and books showing the financial affairs of the Association.

### **33. Not for Profit**

- (1) The Association is a not for profit school and at all times will satisfy the requirements of being a not-for-profit school as required by the relevant documents and legislative requirement that are in force and may come into force in relation to this matter
- (2) All moneys and property received or derived in connection with the Association shall be applied solely towards the promotion of the objects of the Association. No portion thereof shall be paid or transferred directly or indirectly by any means whatsoever by way of profit to members of the Association provided that nothing herein shall prevent the payment in good faith to any person, including a member or employee of the Association for:
  - (a) reasonable and proper remuneration in return for any services actually rendered to the Association;
  - (b) goods supplied in the ordinary and usual conduct of the Association;
  - (c) interest at rates not exceeding those for the time being prevailing in the community on money borrowed for the objects of the Association; and

- (d) reasonable and proper rent for premises demised or let to the Association for the objects of the Association.

### **34. Democratic Principles**

The programs and teaching conducted in the school shall support and promote the principles and practice of Australian democracy.

### **35. Notice to members**

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by-

- (1) delivering the notice to the member personally; or
- (2) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (3) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (4) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

### **36. Winding up**

If, at the Annual General Meeting or other General Meeting of members, a resolution for dissolution of the Association (whereof all members shall have had at least the notice prescribed by the Act) shall be passed by a majority of at least three fourths of the members then present, the Association shall then be wound up in accordance with the Act. If upon the winding up or dissolution of the Association there remains after satisfaction of all of its debts and liabilities, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst members of the Association, but the same shall be given or transferred to some other body having objects similar to those of the Association and by its constituent rules prohibiting the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Association, as is determined by the members by 3/4 majority vote at or before the winding up or dissolution, or in default of such determination, by a member of a Court of competent jurisdiction.

### **37. Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association upon approval by the President.

### **38. Correspondence**

- (1) Appropriate confidentiality and privacy must be maintained with regards to all correspondence.
- (2) Sharing of correspondence with non-members of the Association must be done with prior approval of the President.
- (3) If prior approval was not sought, the president must be informed as soon as possible.
- (4) Upon, non-compliance with (1), (2) and (3) disciplinary action may be taken in accordance with sections (7) and (28), at the discretion of the board.