



Constitution of the Multicultural Learning and Support Services Incorporated Society (MCLaSS)

1. NAME	The name of the society is Multicultural Learning and Support Services Society Incorporated, referred to as 'MCLaSS'.
2. VISION AND PURPOSE	<p>Vision: That all refugees and other migrants have access to the language development and learning and employment opportunities that they need to achieve their full social and economic potential; and that cultural and linguistic identity are appreciated as strengths to be encouraged, enjoyed and valued.</p> <p>Purpose: To provide education and employment pathways for refugees and other migrants for whom English is an additional language and to support activities which maintain cultural and linguistic identity.</p>
3. DEFINITIONS	<p>3.1 Where 'member' is not specified, it refers to both Ordinary and Employee Members.</p> <p>3.2 'Ex-officio member' means a person who is a member of the Board by virtue of his or her position as an employee.</p> <p>3.3. 'Ethnic communities' mean any minority section of the population within New Zealand society sharing fundamental cultural values, customs, beliefs, languages, traditions and characteristics that are different from those of the larger society.</p> <p>3.4. 'Support service' means one providing services which are essential to the resettlement of refugees and migrants.</p> <p>3.5. 'Non-English-speaking-background' '(NESB)' mean a person whose first language is not English</p>
4. OBJECTS	<p>MCLaSS is committed to the following Objects:</p> <p>4.1. To maintain and grow its position as a provider of services that help refugees and other migrants from non-English-speaking backgrounds and non-Western cultures to settle and achieve their potential in New Zealand. These services will include but not be limited to:</p> <p style="margin-left: 20px;">4.1.1. Professional assessment and support to people who need to identify a pathway to achieving their educational and employment potential</p> <p style="margin-left: 20px;">4.1.2. Effective support to people needing to gain and retain employment</p> <p style="margin-left: 20px;">4.1.3. Professional tuition in English language skills and orientation to life in New Zealand.</p> <p>4.2. To contribute to the successful and ongoing settlement of migrants and refugees by supporting activities which maintain and promote cultural and linguistic identity.</p> <p>4.3. To work cooperatively with New Zealanders from non-English-speaking backgrounds, relevant government agencies and other organisations to achieve the vision and purpose of MCLaSS.</p> <p>4.4. To carry out other charitable activities consistent with the Objects of the Society.</p>

<p>5. ACHIEVEMENT OF OBJECTS</p>	<p>In order to achieve these Objects MCLaSS will:</p> <ol style="list-style-type: none"> 5.1. Provide a range of quality services designed to assist refugees and other NESB background migrants in achieving their settlement, learning and employment goals. 5.2. Maintain cooperative relationships with organisations working to maintain the cultural and linguistic identities of minority ethnic communities. 5.3. Ensure the programmes and activities of MCLaSS reflect the shared ideas, issues and concerns expressed by refugee-background and other NESB migrants. 5.4. Actively contribute to the development and implementation of improved refugee and migrant resettlement policies both national and international. 5.5. Build strong, active and effective working relationships with other agencies working with New Zealanders from refugee and migrant backgrounds.
<p>6. POWERS</p>	<p>To further these Objects, MCLaSS shall have the following powers:</p> <ol style="list-style-type: none"> 6.1. To raise funds by subscriptions, levies, appeals, functions, donations, grants or other means that MCLaSS may decide is required for pursuit and achievement of its Objects. 6.2. To purchase, lease, hire or otherwise acquire any real or personal property. 6.3. To sell, let, mortgage, hire out or otherwise dispose of or deal with any of the property or assets of MCLaSS. 6.4. To construct, maintain or alter any buildings or property. 6.5. To borrow, raise or invest money on such terms as may be thought fit. 6.6. To enter into or terminate contracts of employment or contracts for services. 6.7. To enter into or terminate any contract or arrangement with any society, government department, corporation or other body. 6.8. To do all such other things which will further the charitable Objects of MCLaSS within New Zealand.
<p>7. MEMBERSHIP</p>	<ol style="list-style-type: none"> 7.1. The primary rights of members are to: <ol style="list-style-type: none"> 7.1.1. Set the Purpose and Objects and approve the Constitution, which provide the framework for the operations of MCLaSS 7.1.2. Nominate, and elect six, members of the Board and ensure that these Board members reflect the best interests of the membership of MCLaSS 7.1.3. Receive and approve annual reports on the performance of MCLaSS 7.1.4. Request the convening of a Special General Meeting in accordance with clause 10 7.2. The primary responsibilities of members are to: <ol style="list-style-type: none"> 7.2.1. Promote the vision and work of MCLaSS to its stakeholders and the wider community 7.2.2. Be available to provide support and assistance to the Board as appropriate to enable it to carry out its governance responsibilities to MCLaSS 7.2.3. Follow the processes set out in the Constitution and operate in the best interests of MCLaSS.

	<p>7.3. Membership of MCLaSS is open to all persons and organisations who wish to support and promote the Objects of MCLaSS and who agree to abide by the Constitution.</p> <p>7.4. All nominations or applications for membership shall be referred to the Board, which shall determine whether to approve or reject that application.</p> <p>7.5. If the Board has rejected an application for membership, that person will receive written reasons for this decision and shall have a right to put forward their membership application at the next General Meeting for re-consideration.</p> <p>7.6. There will be two categories of membership:</p> <p>7.6.1. Ordinary members are individuals and organisations who have applied for membership and have been approved by the Board, and Board members as appointed under Clause 14.1.2.</p> <p>7.6.2. Employee members are persons employed by the organisation on a full-time or part-time basis who have applied for membership and have been approved by the Board. Employee Members may attend Annual General Meetings with full speaking rights but shall not be entitled to a vote on any matter coming before such meetings.</p> <p>7.7. The Board of MCLaSS shall maintain a Register of Ordinary and Employee Members which shall record all appropriate details of each member (and in the case of each member organisation, the names of its representative and alternative) and the date of becoming a Member. The Register of Members shall be accessible to all members and shall be conclusive evidence in the event of any dispute as to whether any person or organisation is a member.</p>
<p>8. TERMINATION OF MEMBERSHIP</p>	<p>8.1. A member of MCLaSS may resign by notice in writing to the Board, and upon receipt of such notice by the Board the member shall cease to be a member. The Register of Members shall be amended accordingly.</p> <p>8.2. If, in the opinion of the Board, any member has not complied with the Constitution and its agreed Purpose and Objects or has otherwise acted in a manner that is harmful to MCLaSS or has been convicted of a criminal offence being an offence of other than a minor or trivial nature, that member may be expelled by a resolution of the Board provided that:</p> <p>8.2.1. All members of the Board are given the opportunity to vote and the resolution is adopted by a two-thirds (2/3) majority of the total Board membership</p> <p>8.2.2. The Board gives the member concerned written notice of the proposed expulsion and the reasons for it</p> <p>8.2.3. The member concerned is given an opportunity to be heard by the Board considering the expulsion</p> <p>8.2.4. The expelled member has a right of appeal to a General Meeting within twenty one days of the Board's notification of expulsion. The Board shall call a Special General Meeting in accordance with 10.3 to consider the appeal.</p>

<p>9.</p> <p>ANNUAL GENERAL MEETINGS</p>	<p>9.1. The Board shall, in each calendar year, convene an Annual General Meeting.</p> <p>9.2. The Annual General Meeting shall be held within 150 days of the end of the financial year on such day as the Board determines.</p> <p>9.3. The Annual General Meeting shall be specified as such in the notice convening it.</p> <p>9.4. The ordinary business of the Annual General Meeting shall be to:</p> <p>9.4.1. Confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting</p> <p>9.4.2. Receive from the Board the annual reports which outline the activities of MCLaSS during the preceding financial year</p> <p>9.4.3. Elect the Board members</p> <p>9.4.4. Receive, approve and adopt the audited financial accounts</p> <p>9.4.5. Appoint an auditor in accordance with 19.4</p> <p>9.4.6. Receive notification of the approval, resignation or termination of memberships</p> <p>9.4.7. Conduct other business as advised to the Board prior to the date in clause 11.1.</p>
<p>10.</p> <p>SPECIAL GENERAL MEETINGS</p>	<p>10.1. A Special General Meeting may be called by the Board at any time or on the written request of at least ten (10) Ordinary Society members from at least three (3) different ethnic communities and/or support services, who shall state the purpose for which they wish the meeting to be called.</p> <p>10.2. No business other than that for which the meeting was called shall be discussed or transacted at a Special General Meeting.</p> <p>10.3. Any Special General Meeting shall be held within two (2) calendar months of the date of the request.</p>
<p>11.</p> <p>NOTIFICATION OF GENERAL MEETINGS</p>	<p>11.1. Twenty one (21) days' written notice of all General Meetings shall be given to the members. Such notice shall also be placed on the notice board of the MCLaSS premises.</p> <p>11.2. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting by, any member shall not invalidate the proceedings of that meeting.</p> <p>11.3. The notice referred to in Clause 11.1 shall state the time and place of the meeting and the nature of the business to be transacted.</p>
<p>12.</p> <p>PROCEEDINGS AT GENERAL MEETINGS (ANNUAL OR SPECIAL)</p>	<p>12.1. All business that is transacted at a General Meeting with the exception of the ordinary business of the Annual General Meeting shall be deemed to be special business.</p> <p>12.2. No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the meeting.</p> <p>12.3. Ten (10) Ordinary members constitute a quorum for the transaction of business of a General Meeting.</p> <p>12.4. If within half an hour after the time appointed for the commencement of a General Meeting a quorum is not present, the meeting shall stand adjourned to a time and date specified by the chairperson at the time of the adjournment.</p>

	<p>12.5. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present shall be a quorum.</p> <p>12.6. If the chairperson of the Board is absent from a General Meeting, the members present shall elect one of their number to preside as chairperson at the meeting.</p> <p>12.7. The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting. No business shall be transacted at the adjourned meeting other than the unfinished business.</p> <p>12.8. The time set for an adjourned General Meeting shall be at least fourteen (14) days after the first appointed meeting and notice of the adjourned meeting shall be sent to all members.</p> <p>12.9. Each Ordinary member of MCLaSS present at the meeting shall be entitled to one vote.</p> <p>12.10. The Chair may, at the request of no fewer than three members, direct that a poll is taken on any particular question or issue.</p> <p>12.11. Any motion other than a motion for altering the Constitution (which shall be conducted in accordance with clause 21) and the election of the Board (which shall be conducted in accordance with clause 13) shall be carried by a simple majority of votes and by a show of hands unless two or more members request a secret ballot.</p> <p>12.12. In the event of a tie, the chair has the casting vote.</p> <p>12.13. Minutes will be recorded of all general meetings, including the names of the people present and the details of motions considered.</p>
<p>13. NOMINATION AND ELECTION OF BOARD MEMBERS</p>	<p>13.1. The election of the Board will take place at the Annual General Meeting.</p> <p>13.2. Members will be notified of the requirements for nomination for Board members no later than six (6) weeks before the date of the Annual General Meeting. The notification will include the job description and specify the need for the Board to reflect the best interests and range of the ethnic communities that use the services of MCLaSS.</p> <p>13.3. Nominations, which can only be made by members, must be lodged with the Board not later than three (3) weeks before the date fixed for the Annual Meeting at which the election is to take place.</p> <p>13.4. Every nomination shall be in writing, be signed by the nominee and two members making the nomination, and include a resume of not more than one page covering their relevant work experience and skills.</p> <p>13.5. Copies of each nomination, including the supporting material, shall be circulated to all members not less than two (2) weeks prior to the Annual General Meeting.</p> <p>13.6. In the event of insufficient nominations being received by the Board prior to the Annual General Meeting up to two nominations may be made from the floor.</p> <p>13.7. Voting shall be carried out by secret ballot where contestable.</p> <p>13.8. In the event that fewer than six (6) members are elected to the Board at the AGM, the Board will appoint the balance in addition to the three (3) members that are appointed in accordance with 14.1.2.</p>

<p>14. BOARD</p>	<p>14.1. The Board shall consist of nine members, including:</p> <p>14.1.1. Up to six members elected at the AGM</p> <p>14.1.2. The balance appointed by the Board to ensure the composition of the Board reflects an appropriate mix of skills and ethnic community representation. Such persons, if not already members of the Society, will become so on their appointment</p> <p>14.2. In addition, the manager of MCLaSS shall be an ex officio member and shall not have voting rights.</p> <p>14.3. A Board member shall hold office for two years except that in the first election at an AGM after July 2011 three Board members shall be elected for a one year term and others shall be elected for a two year term.</p> <p>14.4. No Board member shall remain a member of the Board for more than six consecutive years, except that it is the prerogative of the Board to appoint a member for a further year to provide continuity.</p> <p>14.5. Elected and appointed Board members who have completed six (or seven if co-opted after serving six) years shall not be eligible for re-election or re-appointment until one (1) year has elapsed.</p> <p>14.6. The Board may co-opt persons from time-to-time to assist the Board on specific issues for a defined period. Such persons shall not be deemed to be Board members and thus shall not be eligible to vote at Board meetings, neither shall they be required to be members of the Society.</p> <p>14.7. MCLaSS staff (Employee members) may attend any or all Board meetings as an observer and may be invited to speak, and their attendance shall be recorded in the minutes.</p> <p>14.8. The Board shall:</p> <p>14.8.1. Set the strategic direction of MCLaSS</p> <p>14.8.2. Ensure the strategic direction for all financial, service and management operations of MCLaSS are implemented and adhered to</p> <p>14.8.3. Ensure good governance by maintaining a document of Board policies. The Board shall review these Policies at no greater interval than three (3) years</p> <p>14.8.4. Ensure the implementation of decisions arising from general and special meetings of MCLaSS provided that they comply with the constitution</p> <p>14.8.5. Employ the manager of MCLaSS</p> <p>14.8.6. Approve delegations of authority to the manager</p> <p>14.8.7. Monitor the work and effectiveness of the manager</p> <p>14.8.8. Approve budgets and business plans and monitor the progress of the implementation of these</p> <p>14.8.9. Establish Board sub-committees as required</p> <p>14.8.10. Deal with any breach of the Constitution of MCLaSS</p> <p>14.8.11. Do such things as it may deem necessary for the furtherance of the charitable Objects of MCLaSS.</p>
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- 14.9. The Board shall elect a Chairperson, Deputy Chairperson and Treasurer at the first Board meeting following the Annual General Meeting.
 - 14.10. Any casual vacancies in the membership of the Board may be filled by appointment of an Ordinary member of the MCLaSS Society.
 - 14.11. For the purposes of these rules, a position on the Board becomes vacant if an officer or member:
 - 14.11.1. ceases to be a member MCLaSS; or
 - 14.11.2. is adjudged bankrupt within the meaning of the Insolvency Act 1967, or;
 - 14.11.3. is consistently absent from meetings, or;
 - 14.11.4. resigns his/her office by notice in writing given to the Board.
 - 14.12. The Board shall meet at least six (6) times in each year.
 - 14.13. The quorum of the Board shall be five (5) voting members of the Board.
 - 14.14. If a quorum is not present the meeting shall either:
 - 14.14.1. Stand adjourned; or
 - 14.14.2. Make decisions that must be ratified by the absent members prior to the next meeting.
 - 14.15. Special meetings of the Board may be convened by the chairperson or any three (3) members of the Board
 - 14.16. Fourteen (14) days' notice shall be given to members of the Board of any special meeting of the Board. That notice shall specify the general nature of the business to be transacted and no other business shall be transacted at such meeting.
 - 14.17. The Board may appoint, from time to time, a person or persons to be patron of MCLaSS. This will be subject to approval at the next General Meeting
 - 14.18. All elected and appointed members of the Board shall have voting rights.
 - 14.19. Any conflict of interest must be disclosed prior to discussion of the matter, and the Board will decide how it will be dealt with in accordance with the relevant MCLaSS Policy.
 - 14.20. Board members will not be remunerated for their normal duties. Expenses incurred in carrying out normal duties shall be paid according to clause 17.2.2.
 - 14.21. The Board shall ensure that minutes are kept of the proceedings at the meetings of the Board. Minutes of proceedings which have been approved at the next Board meeting and signed as correct by the chairperson are prima facie evidence of the proceedings.
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<p>15. MANAGER</p>	<p>15.1. The manager will be employed by the Board on such terms and conditions as the Board may determine.</p> <p>15.2. The Board will delegate to the manager the authority to appoint, manage and dismiss staff.</p> <p>15.3. The manager shall be responsible to the Board for implementing the strategies and policies of MCLaSS and directives of the Board.</p> <p>15.4. The manager will consult regularly with the Board and keep the Board informed of all material aspects of policy implementation and operational decisions.</p> <p>15.5. The manager will attend and speak but not vote at any MCLaSS Board, Annual or Special General meetings.</p>
<p>16. COMMON SEAL</p>	<p>16.1. The Common Seal of MCLaSS shall be kept in the custody of the Board.</p> <p>16.2. The Common Seal shall not be affixed to any instrument except by the authority of the Board of Management and the affixing of the Common Seal shall be attested by the signature of two Members of the Board of Management.</p>
<p>17. ALTERATION OF THE CONSTITUTION</p>	<p>17.1. The Constitution may only be altered or rescinded by resolution of a General Meeting of MCLaSS passed by two-thirds of the votes of the Ordinary members present.</p> <p>17.2. No change that will affect charitable nature of MCLaSS may be made to the Constitution.</p> <p>17.3. A proposal to alter the Constitution shall be included with the notice of the General Meeting. Any further amendments made by the meeting shall be referred back to the members for ratification at a subsequent General Meeting.</p> <p>17.4. Any changes to the Constitution will be filed in accordance with the current legislation requirements.</p>
<p>18. PECUNIARY BENEFIT</p>	<p>18.1. Any income, benefit or advantage will be applied to the charitable Objects of the organisation.</p> <p>18.2. Nothing in the Constitution shall be deemed to permit MCLaSS to be carried on for purposes of profit or financial gain to its members or to permit its income, monies, property or assets to be applied for the purposes of profit or financial gain to its members. This shall not prevent the payment of reasonable remuneration to any officer or employee of MCLaSS or to any member for any services performed by them for the Society.</p>

<p>19. CONTROL OF FUNDS</p>	<p>19.1. All funds of MCLaSS shall only be applied towards achieving the charitable Objects of the organisation.</p> <p>19.2. The financial year of MCLaSS will be from 1 January to 31 December or such date as the Board may determine.</p> <p>19.3. The Board of MCLaSS shall ensure a proper set of accounting records is kept of all financial matters pertaining to the functions of MCLaSS.</p> <p>19.4. The Board of MCLaSS shall also prepare each year a set of financial statements for presentation to the Annual General Meeting of MCLaSS. The financial statements will be audited by an independent auditor who is a member of the NZ Institute of Accountants and is not be a member of the MCLaSS Society.</p> <p>19.5. MCLaSS shall open and operate any bank accounts which are deemed necessary and operated under specific delegations.</p> <p>19.6. MCLaSS shall draw, make, accept, endorse, discount, execute, issue and negotiate cheques, promissory notes, bills of exchange, warrants, debentures and other negotiable instruments.</p> <p>19.7. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two persons designated by the Board for that purpose.</p>
<p>20. FUNDS AND INVESTMENTS</p>	<p>20.1. All funds received or held by MCLaSS shall be deposited as soon as possible in appropriate bank accounts which shall be operated by signatories as decided upon by the Board from time to time.</p> <p>20.2. MCLaSS may from time to time and in accordance with the MCLaSS financial policy, invest and reinvest in such securities, and upon such terms as MCLaSS may think fit, the whole or any part of its funds which may not be required for the immediate business of the organisation.</p>
<p>21. INDEMNITY</p>	<p>21.1. All members of the Board, or appointees of MCLaSS shall be indemnified by MCLaSS for all losses and expenses incurred by them in or about the discharge of their respective duties except such as occur through their own wilful act or default.</p> <p>21.2. No member of the Board, or appointee of MCLaSS shall be liable for the acts, receipt, neglect or default of any other Member or appointee or for any loss or expense happening to MCLaSS unless the same happened through their own wilful act or default.</p>

<p>22. DISPUTE MEDIATION / ARBITRATION</p>	<p>22.1. Any dispute arising out of or relating to this constitution may be referred to mediation, a non-binding process in which an independent mediator facilitates negotiation between the parties.</p> <p>22.2. The mediation will be in accordance with the mediation protocol of the AMINZ.</p> <p>22.3. If mediation should be terminated without a settlement agreement it shall be referred to and finally resolved by arbitration in accordance with NZ law and the current arbitration protocol of the AMINZ.</p> <p>22.4. The parties will agree on and fund the costs associated with both mediation and arbitration unless the Board decides otherwise.</p>
<p>23. DISSOLUTION</p>	<p>23.1. The Society may be wound up if, at a General Meeting, its members pass a resolution to do so by a two-thirds majority and appoint one or more liquidators to wind up the Society's affairs.</p> <p>23.2. This resolution must be confirmed at a subsequent General Meeting which has been called for that specific purpose and is held not earlier than 30 days after the original resolution was passed.</p> <p>23.3. Any surplus assets after all debts, costs and charges have been paid shall be distributed to other approved societies/organisations with similar charitable aims within New Zealand and shall be determined by the members at the subsequent General Meeting held to confirm the resolution to wind up the Society, or in default thereof by a Judge of the High Court of New Zealand.</p>