

CONSTITUTION AND RULES OF THE REFUGEE COUNCIL OF AUSTRALIA INCORPORATED

(Amended November 2009)

1. NAME

The name shall be the Refugee Council of Australia Incorporated (in these rules called the **Council**).

2. AIMS AND OBJECTIVES

The aim of the Refugee Council of Australia is to promote the adoption of flexible, humane and constructive policies towards refugees, asylum seekers and displaced persons by the Australian and other Governments and their communities.

In order to achieve this aim, the Council shall pursue the following objectives:

- (a) to act as a unifying organisation and general representative for its members on matters relating to refugees, asylum seekers and displaced persons;
- (b) to present the case for refugees as strongly as possible wherever appropriate;
- (c) to monitor, research, advocate and represent on issues relating to refugees and refugee needs;
- (d) to access and reflect community attitudes towards refugees and refugee needs;
- (e) to assist the Government to formulate policy and provide services to refugees;
- (f) to increase public awareness and media sensitivity towards refugees and refugee needs;
- (g) to ensure maximum possible flow of accurate and current information amongst and to Council members;
- (h) to maintain close links with national and international agencies working with and for refugees;
- (i) to promote the empowerment of refugee communities and individuals in Australia and internationally;
- (j) to do all such other things that shall help to achieve any or all of the foregoing aims and objectives.

3. DEFINITIONS

3.1 In these rules, unless the contrary intention appears:

Council means the Refugee Council of Australia;

Committee means the Board of Directors of the Refugee Council of Australia;

Financial Year means the year ending 30 June;

General Meeting means either the Annual general Meeting of the Council or a special General Meeting convened in accordance with Article 9;

Member means a member of the Council;

Officers means these people elected as Office Bearers of the Council;

Ordinary Member of the Committee means a member of the Committee who is not an officer of the Council under Article 12;

The Act means the Corporations Act (Cth) 2001;

Refugee for the purpose of these rules, means a refugee, asylum seeker or displaced person fleeing or fearing persecution, irrespective of whether recognised as a Convention Refugee in Australia or elsewhere.

- 3.2 In these Rules, a reference to the Secretary of the Council is a reference:
- (a) where a person holds office under these Rules as Secretary of the Council – to that person; and
 - (b) in any other case, to the Public Officer of the Council.
- 3.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

4. MEMBERSHIP OF THE COUNCIL

- 4.1 There shall be two classes of members:
- (a) Organisational Members;
 - (b) Individual Members.
- 4.2 Organisations and individuals wishing to become members of the Council shall apply for membership by completing a membership application form and supplying the information set out therein.
- 4.3 The Committee shall determine whether or not to accept an application for membership. If there is a dispute about membership, the matter shall be referred to a general meeting.
- 4.4 Members shall pay such fees as are determined by the Council in general meeting.
- 4.5 The Secretary shall, upon acceptance by the Committee and payment of the required fees by an applicant, enter the applicant's name in the register of members and that organisation or person thereby becomes a member of the Council.
- 4.6 Membership shall cease upon resignation, expulsion or failure to pay outstanding membership fees without cause within six months of the due date.
- 4.7 Membership fees shall fall due on the first day of each financial year.
- 4.8 A member of the Committee shall not be appointed to any salaried office of the Council or any office paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Council to any member of the Committee except:
- (a) repayment of out-of-pocket expenses incurred at the request of the Council or Committee;
 - (b) interest at a rate not exceeding the rate of interest which for the time being is or would be charged by the Council's bankers for money lent to the Council; and
 - (c) reasonable and proper rent for premises let to the Council or its subcommittees by the member;
 - (d) professional or legal fees incurred at the request of the Council or Committee.

5. RIGHTS OF MEMBERS

- 5.1 All Members of the Council have the right to propose resolutions presented to a general meeting and Organisational members have the right to vote.

5.2 All Organisational and Individual Members have the right to nominate and vote for members of the Committee assigned to represent the particular membership class to which they belong.

5.3 All Organisational and Individual Members have the right to speak to motions presented at General Meetings.

6. REGISTER OF MEMBERS

6.1 The Secretary shall keep and maintain a register of members in which shall be entered the full name, postal address and date of entry of the name of each member and the register shall be available for inspection by any member at the address of the Council.

7. RESIGNATION AND EXPULSION OF MEMBER

7.1 A financial member of the Council may resign from the Council by giving notice in writing to the Secretary.

7.2 Upon receipt of a notice given under sub-clause 7.1, the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

7.3 Subject to these rules, the Committee may by resolution:

- (a) expel a member from the Council;
- (b) suspend a member from the membership of the Council for a specified period if the Committee is of the opinion that the member:
 - (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Council.

7.4 A resolution of the Committee under sub-clause 7.3:

- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause 7.3 confirms the resolution in accordance with this clause; and
- (b) where the member exercises a right of appeal to the Council under this clause, the resolution does not take effect unless the Council confirms the resolution in accordance with this clause.

7.5 Where the Committee passes a resolution under sub-clause 7.3, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

- (a) setting out the resolution of the Committee and the full grounds on which it is based;
- (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the member that the member shall do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 2 working days before the date of the meeting, lodge with the Secretary a notice to the effect that the member wishes to appeal to the Council in a general meeting against the resolution.

- 7.6 At a meeting of the Committee held in accordance with sub-clause 7.4, the Committee:
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- 7.7 Where the Secretary receives a notice under sub-clause 7.5, the Secretary shall notify the Committee and the Committee shall convene a general meeting of the Council to be held within 28 days after the date on which the Secretary received the notice.
- 7.8 At a general meeting of the Council convened under sub-clause 7.7:
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee shall place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.9 If at the general meeting convened under sub-clause 7.7:
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

8. ANNUAL GENERAL MEETING

- 8.1 The Council shall in each calendar year convene an Annual General Meeting of its members.
- 8.2 The Annual General Meeting shall be held on such day as the Committee determines so long as this date is within five months of the end of the financial year.
- 8.3 Information about the time and place of the Annual General Meeting shall be posted to members in writing no less than 21 days prior to the meeting.
- 8.4 The Annual General Meeting shall be specified as such in the notice convening it.
- 8.5 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the preceding Annual General Meeting and of any general meeting held since that meeting;
 - (b) to present the Annual Report and audited financial statements for the preceding financial year; and
 - (c) to elect the Office Bearers and Ordinary Members of the Committee as outlined in clause 15.
- 8.6 The following matters may also be included in the business of the Annual General Meeting:
- (a) discussion of reports presented;
 - (b) consideration of any matter within the objects of, or relating to the affairs of the Council which are considered appropriate to raise at the meeting; and
 - (c) consideration of amendments to the Constitution.
- 8.7 The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

9. SPECIAL GENERAL MEETING

- 9.1 All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- 9.2 The Committee may, whenever it thinks fit, convene a Special General Meeting or the Council.
- 9.3 The Committee shall, on the requisition in writing of members representing not less than 5% of membership, convene a Special General Meeting of the Council.
- 9.4 The requisition for a Special General Meeting as outlined in sub-clause 9.3 shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 9.5 The Secretary of the Council shall, at least 21 days before the date fixed for holding a general meeting of the Council, notify in writing each member of the Council of the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 9.6 A member desiring to bring any business before a meeting, shall give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

10. PROCEEDINGS AT MEETINGS

- 10.1 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 time when the meeting is considering that item.
- 10.2 At a general meeting a quorum shall constitute 20 persons entitled to vote.
- 10.3 If within three quarters of an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting shall be adjourned, and the President shall call another general meeting within two months where no fixed quorum shall be necessary and all business transacted and decisions taken there shall be considered valid.
- 10.4 The President, or in the President's absence, the Vice President, shall preside at each general meeting of the Council; or in the absence of either, those present shall elect a chairperson.
- 10.5 The presiding officer of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 10.6 A question arising at a general meeting of the Council shall be determined on a show of hands and unless a secret ballot is demanded, a declaration by the presiding officer that a resolution has, on a show of hands, been carried or lost, and an entry to that effect in the Minute Book of the Council is evidence of the fact, without proof of a number or proportion of the votes recorded in favour of, or against, that resolution.
- 10.7 Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution, as defined by Clause 26, where a three quarters majority is required, or in Clause 7.9 where a two thirds majority is required.

- 10.8 Upon any question arising at a general meeting of the Council, an Organisational Member has one vote only.
- 10.9 All votes shall be given personally or by way of proxy.
- 10.10 Each voting member is entitled to appoint another member as proxy by notice given to the Secretary, by way of completing a proxy form, to be lodged no later than 2 working days before the meeting in respect to which the proxy is appointed.
- 10.11 In the case of an equality of voting on a question, the presiding officer of the meeting is entitled to exercise a second or casting vote.
- 10.12 A member is not entitled to vote at any general meeting unless all moneys due and payable by such member to the Council have been paid, including the amount of the annual subscription payable in respect of the current financial year.

11. COMMITTEE

- 11.1 The administration of the affairs of the Council shall be vested in the Committee which shall be responsible to the members of the Council for carrying out the aims of the Council and such policy as the Council may determine from time to time.
- 11.2 The Committee shall comprise:
- (a) the Office Bearers of the Council; and
 - (b) the Ordinary Members of the Committee.
- 11.3 Only nominated Members shall be eligible for election to the Committee.

12. OFFICE BEARERS OF THE COUNCIL

- 12.1 The Office Bearers (officers) of the Council shall be:
- (a) the President of the Council
 - (b) the Vice President
 - (c) the Secretary
 - (d) the Treasurer
 - (e) the Chairperson of the Committee.
- 12.2 Provision shall exist for the position of Immediate Past President, who will be an Office Bearer of the Council.
- 12.3 The President, Vice President, Secretary and Treasurer are to be elected by the membership of the Council at the Annual General Meeting. The Chairperson of the Committee is to be chosen biannually by the Committee from within its number.
- 12.4 Elected Office Bearers and the Chairperson shall hold office for a period of 2 years, with the term of office expiring at the Annual General Meeting two years after election.
- 12.5 Positions falling vacant at each general meeting shall alternate between:
- (a) the President and Secretary;
 - (b) the Vice President and the Treasurer.
- 12.6 Office Bearers shall be eligible for re-election.
- 12.7 In the event of a casual vacancy in any office referred to in sub-clause 12.1, the Committee may appoint one of its members or another person deemed appropriate to

the vacant office and the person so appointed shall continue to hold office up to and including the conclusion of the term of office of the Officer that the person replaced.

13. ELECTED ORDINARY MEMBERS OF THE COMMITTEE

- 13.1 In addition to the Office Bearers, there shall be six Ordinary Members of the Committee elected by the members at the Annual General Meeting. Of these, five shall be elected by Organisational Members to represent the Organisational Members and one shall be an Individual Member elected by the Individual Members to represent the Individual Members.
- 13.2 Elected Ordinary Members shall hold office for a period of two years, with the term of office expiring at the Annual General Meeting two years after election.
- 13.3 The positions of half of the elected Ordinary members shall fall vacant each year and Ordinary Members are eligible to nominate for re-election.
- 13.4 In the event of a casual vacancy occurring in the office of an elected Ordinary Member of the Committee, the Committee may if deemed necessary appoint a member of the Council or other person considered appropriate to fill the vacancy until the conclusion of the retiring member's term of office.

14. CO-OPTED MEMBERS OF THE COMMITTEE

- 14.1 The Committee has the power to co-opt up to six additional members, each of whom shall have full voting rights on the Committee.
- 14.2 The Committee may, as part of the procedure for co-option of six members to the Committee, co-opt a nominated representative from any Council Subcommittee.
- 14.3 When co-opting members, the Committee shall attempt to ensure that the Committee has:
 - (a) gender balance; and/or
 - (b) adequate representation of relevant sectors of the Council's membership;although this provision shall not preclude the Committee from co-opting persons who in its view most competently shall be able to serve the interests of the Council.
- 14.4 Co-option of members of the Committee shall take place at the Committee Meeting after the Annual General Meeting or at such other time as deemed appropriate.
- 14.5 In the event of a casual vacancy occurring in the office of a co-opted member who represents a Council Subcommittee, the Subcommittee has the right to recommend a replacement.
- 14.6 The term of office for co-opted members other than those who represent Subcommittees shall be two years, expiring at the Annual General Meeting *two years* after co-option.
- 14.7 The positions of half of the Ordinary Members who have been co-opted shall fall vacant each year and Ordinary Members are eligible to be re co-opted.
- 14.8 In the event of the resignation of a member co-opted for reasons other than their representation of a Subcommittee, the Committee shall decide whether or not to fill the vacancy. If a vacancy is filled, the term of the person doing so shall continue until the expiry of the term of original co-option.

15. ELECTION OF THE COMMITTEE

- 15.1 Nomination of candidates for election as officers of the Council or as elected members of the Committee:
- (a) shall be made in writing, with the signatures of the nominator and seconder, both of whom shall be Members of the Council, and the signature of the candidate signifying consent at being nominated; and
 - (b) shall be received by the Secretary of the Council not less than two days before the date fixed for the holding of the Annual General Meeting.
- 15.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 15.3 A ballot for the election of the officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee shall direct.
- 15.4 For the purpose of these rules, the position of an Officer or Ordinary Member of the Committee becomes vacant if the Officer or Member:
- (a) ceases to represent the Organisational Member of the Council which they represented at the time of their election;
 - (b) becomes insolvent;
 - (c) resigns his/her office by notice in writing given to the Secretary;
 - (d) is removed as provided in Clause 20; or
 - (e) dies, becomes insane, or in the option of the Committee, behaves in a manner contrary to the interests of the Council.

16. PROCEEDINGS OF COMMITTEE

- 16.1 The Committee shall meet as often as necessary to conduct the business of the Council and not less than once in each quarter.
- 16.2 The quorum for members of the Committee shall be one half of the numbers of Committee members.
- 16.3 Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon from time to time.
- 16.4 The Committee shall elect a Chairperson who shall be responsible for chairing the Committee meetings.
- 16.5 The Committee may function validly provided its number is not reduced below the quorum. Should Committee members fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- 16.6 Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present. In case of any equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- 16.7 If within three quarters of an hour of the time appointed for a Committee meeting a quorum is not present, the meeting may proceed but all decisions must be ratified by a quorate meeting.
- 16.8 Additional meetings of the Committee may be convened by the President or by written request of any three members of the Committee.

16.9 The Committee shall conduct its business in such lawful manner as deemed appropriate.

17. HONORARY SECRETARY

17.1 The Hon. Secretary of the Council shall ensure that minutes of the resolutions and proceedings of each general meeting and each Committee meeting are kept and recorded in books provided for that purpose together with a record of the names of persons present at Committee meetings, and perform other duties as determined by the Committee. The Hon. Secretary shall also ensure that all documents required under the Act to be lodged with the Australian Securities and Investments Commission are so lodged or caused to be lodged.

18. TREASURER

18.1 The Treasurer of the Council shall:

- (a) oversee the collection and receipt of all moneys due to the Council and the payment of moneys authorised by the Council;
- (b) ensure that correct accounts and books showing the financial affairs of the Council are kept and that these show full details of all receipts and expenditure connected with the activities of the Council;
- (c) submit to each meeting of the Committee a statement on the financial affairs of the Council;
- (d) prepare an annual financial report in accordance with the Act

18.2 The accounting records and books referred to in sub-clause 18.1 shall be available for inspection by members.

19. PUBLIC OFFICER

19.1 The Committee shall ensure that a person is appointed as Public Officer.

19.2 The first Public Officer shall be the person who completed the application for the incorporation of the Council.

19.3 The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of the Australian Capital Territory.

19.4 The Public Officer shall be deemed to have vacated his position in the following circumstances:

- (i) death;
- (ii) resignation;
- (iii) removal by the Committee or at a general meeting;
- (iv) bankruptcy or financial insolvency;
- (v) mental illness;
- (vi) residency outside Australia.

19.5 When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Registrar of Incorporated Associations by the prescribed form and appoint a new Public Officer.

20. TERMINATION OF MEMBERSHIP OF THE COMMITTEE

- 20.1 A member of the Committee who, without tendering an adequate excuse or without seeking leave of absence fails to attend three consecutive Committee meetings shall, at the discretion of the Committee, to be expressed by a simple majority, be liable to have his/her membership of the Committee terminated.
- 20.2 The termination referred to in clause 20.1 however, shall not affect the person's membership of the Council.
- 20.3 The Secretary shall, in writing, advise a member of the Committee, whose membership under clause 20.1 is liable to be terminated, and on giving reasonable notice, that the Committee may consider invoking clause 20.1.

21. FUNDS AND ACCOUNTING

- 21.1 The funds of the Council shall be derived from the fees of members, donations, grants and such other sources approved by the Council.
- 21.2 The income and property of the council shall be used only for promotion of the objects of the Council and shall not be paid or transferred to members by way of dividend, bonus or profit.
- 21.3 All moneys received by the Council shall be deposited in the Council's name in such bank account or accounts as nominated by the Committee.
- 21.4 All cheques and documents relating to the bank account(s) shall be signed by any two people from a panel of Committee Members and employees approved by the Committee.

22. POWER TO BORROW MONEY AND GIVE SECURITY

- 22.1 The Committee may raise or borrow money by giving mortgage or cheques or securities as it sees fit provided that such action has been approved by at least three quarters of the Committee.

23. AUDIT

- 23.1 The auditor shall examine all accounts, vouchers, receipts, books, etc and furnish a report thereon to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than 12 months.
- 23.2 The auditor shall not be a member or closely related to a member of the Committee or Council Subcommittees and shall comply with the provisions of the Act.
- 23.3 Subject to clause 23.4 hereof notice of the intention to nominate auditors shall be given to the Secretary at least 21 days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditors at least seven days before the Annual General Meeting. The current auditors shall be entitled to attend the Annual General Meeting and if they so wish, be heard at such Annual General Meeting.
- 23.4 Where the current auditor submits his resignation, or notifies the Secretary of his intention not to see re-election as auditor, clause 23.3 thereof shall not apply.

24. COMMON SEAL

- 24.1 There shall be a seal of the Council which shall contain the words "The Refugee Council of Australia Limited".

- 24.2 The seal shall be used on all documents and instruments for which its use has been authorised by the officers.
- 24.3 The Committee shall authorise the Secretary and any one Committee Member to sign and affix the Common Seal to appropriate documents.
- 24.4 The seal shall be held in the custody of or under the control of the Secretary of the Council.

25. SUBCOMMITTEES

- 25.1 A Standing Subcommittee can be formed in two ways:
- (a) by the Committee perceiving the need for the creation of a subcommittee to deal with a particular issue or issues;
 - (b) by the Committee accepting a request for affiliation or inclusion from a group or committee with interests and concerns that coincide with those of the Council.
- 25.2 The Committee shall appoint a Committee Member who shall be responsible for liaison with the Subcommittee and who shall be a member of the Subcommittee.
- 25.3 The Subcommittee shall have a set of aims and objectives ratified by the Committee provided that they are consistent with those of the Council.
- 25.4 The Subcommittee shall operate in accordance with guidelines outlining the rights and responsibilities of each party in the relationship and which are drawn up following negotiations between the Subcommittee and the Council and approved by the Council.

26. SPECIAL RESOLUTION

- 26.1 Written notice of the intention to propose a special resolution must be given at least 21 days prior to the meeting.
- 26.2 In order for a special resolution to be passed, three quarters of such members of the Council as, being entitled under these rules so to do, vote in person or proxy at the meeting at which it is presented.

27. ALTERNATION OF RULES

- 27.1 These Rules may be amended only by a special resolution, as defined by Clause 26, approved by three quarters majority of those members of the Council present and voting in person by or proxy at an Annual General Meeting or at a Special General Meeting of the Council called for (or inter alia for) the purpose of dealing with such amendment.

28. WINDING UP

- 28.1 If the Council ceases to exist for any reason whatsoever then, after satisfaction of all its debts and just claims on it, the whole of the assets of the Council shall devolve upon such public body with similar aims as the Council, provided a special resolution, as defined by Clause 26, to that effect relating to the distribution of the surplus assets has been passed by the majority of at least three quarters of the members voting in person or by proxy at a Special Meeting, and provided other requirements of the Act have been met.
- 28.2 In the event that the conditions outlined in clause 28.1 are not met, action shall be taken in accordance with clause 10.3.

29. LIABILITY OF MEMBERS

- 29.1 The liability of Members (irrespective of whether they hold a position of Office Bearer or any other position on the Committee) to pay for debts and liabilities of the Council shall be limited in all cases to the amount of outstanding membership fees (if any) **provided always** that nothing in this clause derogates from a member's liability which arises out of the operation of the Act.