

CONSTITUTION AND RULES OF THE REFUGEE COUNCIL OF AUSTRALIA INCORPORATED

(Amended 16 November 2015)

The Council is incorporated in the Australian Capital Territory under the Associations Incorporation Act 1991. The rules in this Constitution are intended to provide for the matters raised in Schedule 1 of the Associations Incorporation Act (ACT) 1991. In the event of any inconsistency between this Constitution and the Model Rules in the Regulations to the Associations Incorporation Act (ACT) 1991, the provisions of this Constitution prevail.

1. NAME

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

2. PURPOSE AND AIMS

The purpose of the Refugee Council of Australia is to work with its members in promoting the development of humane, lawful and constructive policies towards refugees and asylum seekers by Australian and other governments and their communities.

In order to achieve this purpose, the Council pursues the following aims:

- (a) To act as a unifying organisation and to represent its members.
- (b) To promote the empowerment of refugee communities and individuals in Australia and internationally and support the capacity building of the refugee sector in and beyond Australia.
- (c) To monitor, research and present information on issues relating to the needs and circumstances of refugees and asylum seekers.
- (d) To assist governments and inter-governmental organisations to formulate policy and improve support and services for refugees and asylum seekers.
- (e) To increase public awareness of, and media sensitivity towards, refugees and asylum seekers.

3. DEFINITIONS

3.1 In these rules, unless the contrary intention appears:

Council means the Refugee Council of Australia;

Board 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 Board means a member of the Board who is not an officer of the Council under Article 12;

The Act means the Associations Incorporation Act (ACT) 1991;

Refugee for the purpose of these rules, means a refugee or asylum seeker, 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 refers to;
- (a) when 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 Board 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 Board 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.

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 Board 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, contact address/es 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 Board 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 Board 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 Board under sub-clause 7.3:
- (a) does not take effect unless the Board, 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 Board 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 Board and the full grounds on which it is based;
 - (b) stating that the member may address the Board 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 Board 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 Board held in accordance with sub-clause 7.4, the Board:
- (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 Board and the Board 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 Board 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 Board 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 sent 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 Board 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 Board may, whenever it thinks fit, convene a Special General Meeting or the Council.
- 9.3 The Board 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 shall preside at each general meeting of the Council or may delegate this role to the Chairperson or the Vice President. In the President's absence, either the Chairperson or Vice President shall preside or, in the absence of either, those present shall elect a person to chair the meeting.
- 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 27, where a three quarters majority is required, or in sub-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. BOARD

- 11.1 The administration of the affairs of the Council shall be vested in the Board 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. The Board shall appoint a Chief Executive Officer responsible for the day to day management of the Council, including the implementation of policy, as delegated by the Board.
- 11.2 The Board shall comprise:
 - (a) the Office Bearers of the Council; and
 - (b) the Ordinary Members of the Board.
- 11.3 Only nominated Members shall be eligible for election to the Board.
- 11.4 A member of the Board 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 Board except:
 - (a) repayment of reasonable out-of-pocket expenses incurred at the request of the Council or Board;

- (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 committees by the member;
- (d) professional or legal fees incurred at the request of the Council or Board.

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 Board.

12.2 The Board may choose to co-opt the Immediate Past President, in line with the provisions of clause 14. If co-opted, the Immediate Past President will be appointed for a two-year term and will, at the end of this term, be eligible to be re co-opted. If there is a change of presidency during the two-year co-option, he/she will remain an Ordinary Member of the Board until the end of the term of co-option. If co-opted to the Board, the Immediate Past President 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 Board is to be chosen biannually by the Board from within its number.

12.4 Elected Office Bearers and the Chairperson shall hold office for a period of two 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 Board 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 BOARD

13.1 In addition to the Office Bearers, there shall be six Ordinary Members of the Board 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 Board, the Board may if deemed necessary appoint a member of the Council or other person from the same category of membership considered appropriate to fill the vacancy until the conclusion of the retiring member's term of office.

14. CO-OPTED MEMBERS OF THE BOARD

- 14.1 The Board has the power to co-opt up to six additional members, each of whom shall have full voting rights on the Board.
- 14.2 The Board may, as part of the procedure for co-option of six members to the Board, co-opt the Immediate Past President or a nominated representative from any Council committee.
- 14.3 The Board may, as part of the procedure for co-option of six members to the Board, co-opt a nominated representative from any Council committee.
- 14.4 When co-opting members, the Board shall attempt to ensure that the Board has:
- (a) gender balance; and/or
 - (b) adequate representation of relevant sectors of the Council's membership including persons of refugee background;
- although this provision shall not preclude the Board from co-opting persons who in its view most competently shall be able to serve the interests of the Council.
- 14.5 Co-option of members of the Board shall take place at the Board Meeting after the Annual General Meeting or at such other time as deemed appropriate.
- 14.6 In the event of a casual vacancy occurring in the office of a co-opted member who represents a Council committee, the committee has the right to recommend a replacement to the Board.
- 14.7 The term of office for co-opted members other than those who represent committees shall be two years, expiring at the Annual General Meeting two years after co-option.
- 14.8 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.
- 14.9 In the event of the resignation of a member co-opted for reasons other than their representation of a committee, the Board 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 BOARD

- 15.1 Nomination of candidates for election as officers of the Council or as elected members of the Board:
- (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 five 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 Board, 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 If an election is necessary, the outcome shall be decided by a simple majority.
- 15.5 For the purpose of these rules, the position of an Officer or Ordinary Member of the Board 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 21; or
- (e) dies, develops an incapacity which prevents him/her from discharging duties as a Board member, or in the opinion of the Board, behaves in a manner contrary to the interests of the Council.

16. PROCEEDINGS OF BOARD

- 16.1 The Board shall elect a Chairperson who shall be responsible for chairing the Board meetings.
- 16.2 Notice of Board meetings shall be given at the previous Board meeting or by such other means as the Board may decide upon from time to time.
- 16.3 The Board shall meet as often as necessary to conduct the business of the Council and not less than three times a year.
- 16.4 Questions arising at any meeting of the Board shall be decided by consensus or, if needed, 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.
- 16.5 The quorum for members of the Board to meet shall be one half of the numbers of Board members, including a minimum of two office bearers.
- 16.6 If within three quarters of an hour of the time appointed for a Board meeting a quorum is not present, the meeting may proceed but all decisions must be ratified by a quorate meeting.
- 16.7 The Board may function validly provided its number is not reduced below the quorum. Should unforeseen circumstances mean that the total number of Board members falls below a quorum the remaining Board members may act to appoint interim board members until either a Special General Meeting or the Annual General Meeting.
- 16.8 The Board shall conduct its business in such lawful manner as deemed appropriate.
- 16.9 Additional meetings of the Board may be convened by the President or by written request of any three members of the Board.

17. SECRETARY

- 17.1 The Secretary of the Council shall ensure that minutes of the resolutions and proceedings of each general meeting and each Board meeting are kept and recorded in books provided for that purpose together with a record of the names of persons present at Board meetings, and perform other duties as determined by the Board.

18. CHAIRPERSON

- 18.1 The Chairperson shall be elected from among Board members and is responsible for presiding over Board meetings and, if delegated (in line with sub-clause 10.4), at Annual General Meetings and Special General Meetings.

19. TREASURER

- 19.1 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 Board a statement on the financial affairs of the Council;
- (d) prepare an annual financial report in accordance with the Act

19.2 The accounting records and books referred to in sub-clause 19.1 shall be available for inspection by members.

20. PUBLIC OFFICER

20.1 The Board shall ensure that a person is appointed as Public Officer.

20.2 The Board 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.

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

- (i) death;
- (ii) resignation;
- (iii) removal by the Board or at a general meeting;
- (iv) bankruptcy or financial insolvency;
- (v) development of an incapacity which prevents the discharge of his/her duties;
- (vi) residency outside Australia.

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

21. TERMINATION OF MEMBERSHIP OF THE BOARD

21.1 A member of the Board who, without tendering an adequate excuse or without seeking leave of absence fails to attend three consecutive Board meetings shall, at the discretion of the Board, to be expressed by a simple majority, be liable to have his/her membership of the Board terminated.

21.2 The termination referred to in sub-clause 21.1 however, shall not affect the person's membership of the Council.

21.3 The Secretary shall, in writing, advise a member of the Board, whose membership under sub-clause 21.1 is liable to be terminated, and on giving reasonable notice, that the Board may consider invoking sub-clause 21.1.

22. FUNDS AND ACCOUNTING

22.1 The funds of the Council shall be derived from the fees of members, donations, grants and such other sources approved by the Council.

22.2 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.

22.3 All moneys received by the Council shall be deposited in the Council's name in such bank account or accounts as nominated by the Board.

22.4 All cheques and documents relating to the bank account(s) shall be signed by any two people from a panel of Board Members and employees approved by the Board.

23. POWER TO BORROW MONEY AND GIVE SECURITY

23.1 The Board 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 Board.

24. AUDIT

24.1 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.

24.2 The auditor shall not be a member or closely related to a member of the Board or Council committees and shall comply with the provisions of the Act.

24.3 Subject to sub-clause 24.4 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 the Annual General Meeting.

24.4 Where the current auditor submits his/her resignation, or notifies the Secretary of his/her intention not to seek re-election as auditor, sub-clause 24.3 thereof shall not apply.

25. COMMON SEAL

25.1 There shall be a seal of the Council which shall contain the words "The Refugee Council of Australia Incorporated".

25.2 The seal shall be used on all documents and instruments for which its use has been authorised by the officers.

25.3 The Board shall authorise the Secretary and any one Board Member to sign and affix the Common Seal to appropriate documents.

25.4 The seal shall be held in the custody of or under the control of the Secretary of the Council.

26. COMMITTEES

26.1 A Standing or ad hoc committee can be formed in two ways:

- (a) by the Board perceiving the need for the creation of a committee to deal with a particular issue or issues;
- (b) by the Board accepting a request for affiliation or inclusion from a group or committee with interests and concerns that coincide with those of the Council.

26.2 The Board shall appoint a Board Member who shall be responsible for liaison with the committee and who shall be a member of the committee.

26.3 The committee shall have a set of aims and objectives ratified by the Board provided that they are consistent with those of the Council.

26.4 The committee 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 committee and the Council and approved by the Council.

27. SPECIAL RESOLUTION

27.1 Written notice of the intention to propose a special resolution must be given at least 21 days prior to the meeting.

27.2 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.

28. ALTERATION OF RULES

28.1 These Rules may be amended only by a special resolution, as defined by clause 27, 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.

29. WINDING UP

29.1 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 27, 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.

29.2 In the event that the conditions outlined in sub-clause 29.1 are not met, action shall be taken in accordance with sub-clause 10.3.

30. LIABILITY OF MEMBERS

30.1 The liability of Members (irrespective of whether they hold a position of Office Bearer or any other position on the Board) 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.