

# **Constitution**

## **Community Migrant Resource Centre Inc**

**ABN 89 786 937 360**

**Registration No: Y2365716**

***Under the Associations Incorporation Act 2009 (NSW)***

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## Part 1 - Preliminary

### 1 Definitions and interpretation

1.1 In this Constitution:

**Act** means the *Associations Incorporation Act 2009* (NSW).

**Annual General Meeting** means a General Meeting required to be held annually as provided in clause 30.

**Association** means Community Migrant Resource Centre Inc being an incorporated association described in this Constitution and established under the Act with Registration number Y2365716 and ABN 89 786 937 360.

**Board** means the governing body of the Association with powers as provided by clause 22.

**Board Member** means a person appointed or elected as a member of the Board pursuant to clause 19.

**Board Nomination Committee or Committee** means the committee established by the Board under clause 18.

**Constitution** means this constitution as amended from time to time.

**Director-General** has the same meaning as the word 'Secretary' has in the Act which at the time of adoption of this Constitution means:

- (a) the Commissioner for Fair Trading, Department of Finance, Services and Innovation, or
- (b) if there is no such position in the Department, the Secretary of the Department.

**Financial Year** means the Association's accounting period of 12 months, which begins on the first day of July and ends on the last day of June each year.

**General Meeting** means a meeting of Members and includes an Annual General Meeting.

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

**Member** means a person entered as a member on the register of the Association in accordance with clause 7.4.

**Membership** means membership of the Association.

**Permitted Appointment** means:

- (a) the appointment of a person who is already an employee as a Member of the Board or other officer of the Association; or
- (b) the appointment of a person who is already a Board Member, officer or Member as an employee of the Association;

in circumstances which satisfy all of the following requirements:

- (c) the terms of employment have been approved by a resolution of the Board; and

- (d) only 1 person at any time is both:
  - (i) a Board Member or other officer of the Association; and
  - (ii) an employee of the Association; and
- (e) the appointment is permitted by, or not in contravention of, any applicable law.

**Public Officer** means a public officer appointed by an Association in accordance with section 34 of the Act.

**Regulation** means the *Associations Incorporation Regulation 2016* (NSW).

**Representative** means a natural person appointed as representative by a Member that is a body corporate in accordance with the clause 40.

**Secretary** means:

- (a) the person holding office under this Constitution as secretary of the Association, or
- (b) If no person holds that office – the Public Officer of the Association.

**Special General Meeting** means a General Meeting of the Association other than an Annual General Meeting.

**Special Resolution** has the meaning given by clause 38.

**Treasurer** means the person holding office under this Constitution as the treasurer of the Association.

**Vision** means the vision and mission statements set out in Appendix 2.

## 1.2 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty,
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (c) a reference to a person includes a natural person, corporation or other body corporate;
- (d) a reference to a meeting includes a meeting occurring by use of technology where all participants can actively participate in the meeting;
- (e) a reference to a person being present includes an individual participating in a meeting described in clause 1.2(d) or attending by proxy or Representative;
- (f) the provisions of the Interpretation Act 1987 (NSW) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under the Act; and
- (g) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions, or in any other manner approved by the Board Members.

## **2 Objects**

The objects for which the Association is established are to provide for the direct relief of poverty, sickness, suffering, disability or helplessness suffered by refugees, humanitarian entrants and migrants in Australia whose distress or suffering arouses compassion in the community, by:

- (a) providing direct relief through operating programs in the core areas of education, employment, counselling and legal assistance;
- (b) acting as trustee and to perform and discharge the duties and functions incidental thereto where this is incidental or conducive to the attainment of these objects; and
- (c) doing such things as are incidental or ancillary to the attainment of these objects.

## **3 Powers**

The Association has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Act.

## **4 Application of income for objects only**

### **4.1 Profits**

The income and the property of the Association, however derived:

- (a) must be applied solely towards the promotion of the objects of the Association as set out in clause 2; and
- (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

### **4.2 Payment in good faith**

The above clause does not prevent payment in good faith to a Member, or to a firm of which a Member is a partner:

- (a) of reasonable remuneration for services to the Association;
- (b) of interest on money borrowed from a Member at the market rate not exceeding that fixed for the purposes of this clause by the Association in a General Meeting;
- (c) for goods supplied in the ordinary course of business; and
- (d) of reasonable rent for premises let by a Member.

## **5 Winding up and dissolution**

### **5.1 Application of Property**

- (a) If any property remains on the winding up or dissolution of the Association and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the members but must be given or transferred to one or more funds or institutions:
  - (i) having charitable objects similar to the objects of the Association; and
  - (ii) is a not-for-profit entity whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Association under this Constitution.

- (b) The funds or institutions will be determined by the Members at or before the time of dissolution.

## 5.2 Revocation of Australian Tax Office Endorsement

Where the Association has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the Income Tax Assessment Act, then where:

- (a) the Association is wound up; or
- (b) the fund is wound up; or
- (c) the endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked;

then any surplus:

- (d) gifts of money or property for the principal purpose of the Association, fund or institution (whichever is relevant);
- (e) contributions described in item 7 or 8 of the table in section 30-15 of the Income Tax Assessment Act in relation to a fundraising event held for that purpose; and
- (f) money received by the Association because of such gifts or contributions,

remaining after payment of all liabilities must be transferred to one or more institutions or funds that comply with clause 5.1(a) and are endorsed deductible gift recipients.

Where the Association operates more than one fund for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked only in relation to one of those funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other fund for which it is endorsed as a deductible gift recipient.

## 5.3 Winding up

The Association may be wound up by Special Resolution.

## Part 2 - Membership

### 6 Membership qualifications

- 6.1 The Members as at the date of adoption of this Constitution and any person the Board approves as a Member under clause 7.2 are the Members.
- 6.2 The Association must maintain at least 5 Members.
- 6.3 A person is qualified to be a Member if the person:
  - (a) if a natural person, is 18 years of age and over;
  - (b) if a body corporate, engages in activities of relevance to the objects of the Association, but need not be operating exclusively to meet the needs of any identified cultural or language community
  - (c) agrees to be bound by this Constitution;
  - (d) has been approved for Membership by the Board.

## **7 Application for Membership**

7.1 An application for Membership:

- (a) must be made in writing to the Chairperson in the form set out in Appendix 1 to this Constitution or such other form as determined by the Board from time to time; and
- (b) must be lodged with the Secretary.

7.2 As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Board. The Board will determine whether to approve or to reject the application.

7.3 As soon as practicable after the Board makes that determination, the Secretary must:

- (a) notify the applicant, in writing, that the Board approved or rejected the application (whichever is applicable); and
- (b) if the Board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this Constitution by a Member as Membership fees.

7.4 The Secretary must, on payment by the applicant of the amounts referred to in clause 7.3(b) within the period referred to in that provision, enter the applicant's name in the register of Members and, on the name being so entered, the applicant becomes a Member.

## **8 Cessation of Membership**

8.1 A person ceases to be a Member if the person:

- (a) in the case of an individual, dies, or in the case of a body corporate, ceases to exist or is wound up; or
- (b) resigns Membership; or
- (c) fails to pay the annual Membership fee, under clause 12 within (6) months after the fee was due and payable; or
- (d) is expelled from the Association under clause 15.

8.2 A person who ceases to be a Member under clause 8.1(c) may reapply for Membership under clause 6 upon payment of any unpaid Membership fees. The Board may exempt a person from completing an application form under clause 7 when re-applying for Membership after ceasing to be a Member pursuant to this clause 8.1(c).

## **9 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.



## **10 Resignation of Membership**

- 10.1 A Member may resign that Membership in accordance with this clause 10.
- 10.2 A Member who has paid all amounts payable by the Member to the Association in respect of their Membership may resign from Membership by:
- (a) first giving to the Secretary written notice of at least 1 month (or such other period as the Board may determine) of the Member's intention to resign; and
  - (b) on the expiration of the period of notice, the Member ceases to be a Member.
- 10.3 If a Member ceases to be a Member under clause 10.2, and in every other case where a Member ceases to hold Membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

## **11 Register of Members**

- 11.1 The Secretary must establish and maintain a register of Members (whether in written or electronic form) specifying:
- (a) the name of the Member;
  - (b) the postal, residential or email address of the Member; and
  - (c) the date on which the person became a Member.
- 11.2 The register of Members must be kept in New South Wales:
- (a) at the main premises of the Association; or
  - (b) if the Association has no premises, at the Association's official address.
- 11.3 The register of Members must be open for inspection, free of charge, by any Member at any reasonable hour.
- 11.4 A Member may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.
- 11.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- 11.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 11.7 If the register of Members is kept in electronic form:
- (a) it must be convertible into hard copy, and
  - (b) the requirements in clauses 11.2 and 11.3 apply as if a reference to the register of Members is a reference to a current hard copy of the register of Members.

## 12 Membership fees

A Member must pay to the Association Membership fees (if any), and in such intervals, as determined by the Board, from time to time.

## 13 Members' liabilities

The liability of a Member to contribute towards:

- (a) the payment of the debts and liabilities of the Association; or
- (b) the costs, charges and expenses of the winding up of the Association;

is limited to the amount, if any, unpaid by the Member in respect of Membership as required by clause 12.

## 14 Resolution of internal disputes

14.1 Disputes between Members (in their capacity as Members), and disputes between Members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983* (NSW).

14.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

14.3 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

14.4 The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

## 15 Disciplining of Members

15.1 A complaint may be made to the Board by any person that a Member:

- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or
- (c) makes statements which are inconsistent with, or contrary to, the objects and Vision of the Association.

15.2 On receiving such a complaint, the Board:

- (a) must cause notice of the complaint to be served on the Member concerned;
- (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
- (c) must take into consideration any submissions made by the Member in connection with the complaint.

15.3 The Board may, by resolution, expel the Member from the Association or suspend the Member if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

15.4 If the Board expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under clause 16.

- 15.5 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 16.5, whichever is the later.

## **16 Right of appeal of disciplined Member**

- 16.1 A Member may appeal to the Association in General Meeting against a resolution of the Board under clause 15, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 16.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 16.3 On receipt of a notice from a Member under clause 16.1, the Secretary must notify the Board which is to convene a General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 16.4 At a General Meeting convened under clause 16.3:
- (a) no business other than the question of the appeal is to be transacted; and
  - (b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 16.5 If the General Meeting passes a Special Resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 - The Board**

### **17 Composition and membership**

- (a) The Board is to consist of at least five (5) Board Members and up to nine (9) Board Members as the Board determines from time to time.
- (b) Each Board Member is, subject to this Constitution, to hold office until the conclusion of the third Annual General Meeting following the date of the Board Member's appointment, but subject to clause 17(c), is eligible for re-appointment.
- (c) Board Members are entitled to seek re-appointment as Board Members on two (2) occasions provided that a Board Member's period of continuous service to the Association does not exceed a period of nine (9) years.

### **18 Application and Nomination of Board Members**

- (a) The Board will establish a Board Nomination Committee under clause 28 each year when elections are due.
- (b) The Board Nomination Committee shall consist of up to four members as follows: A unpaid independent person, who will chair the Committee; the current chairperson of the Association, the Chief Executive Officer plus one other Board Member who is not applying for a Board position.

- (c) The role of the Committee will be to call for Expressions of Interest from interested candidates, to cull applications, to conduct interviews, to check references, check ACNC Disqualified Persons Register and then to make recommendations of those identified as being the best suited to be considered for the positions available on the Board, to the Members at the Annual General Meeting.
- (d) Applications will only be accepted via the Expression of Interest process.
- (e) At this stage, candidates submitting Expressions of Interest would be required to immediately apply for Membership, if they are not already a Member.
- (f) As far as possible and subject to this Constitution, the Committee shall only recommend candidates who have a genuine interest in the activities, interests and service priorities of the Association and will present recommendations that will ensure the Board will be well balanced in terms of interests, skills and abilities, academic qualifications, experience and potential.
- (g) Wherever possible the Committee are to recommend candidates who they believe are able to fill the requirements of the vacant positions. If more suitable candidates for the number of vacant positions are identified, then the Committee will prioritise their recommendations for the Members according to their skills.
- (h) If the Committee are unable to identify, through the Expression of Interest and selection processes, sufficient suitable candidates prior to the Annual General Meeting, then any positions on the Board not being filled at the AGM will be treated as Casual Vacancies.
- (i) The Committee will prepare detailed background briefing papers on all candidates they recommend to the Board and Members. These papers are to be distributed to the Board and Members prior to the Annual General Meeting.

## **19 Election of Board Members**

Wherever possible, the number of candidates being recommended to the Members must be more than the number of vacant positions available to be filled:

- (a) If the number of recommendations from the Committee for the vacant positions on the Board is equal to the number of vacancies to be filled, the persons recommended shall be deemed to be elected.
- (b) If insufficient recommendations are received to fill all vacancies on the Board, the candidates recommended shall be deemed to be elected. Any remaining vacant positions remaining on the Board shall be deemed to be casual vacancies. These vacancies shall then be filled in accordance with this clause 20. Should further Expressions of Interest be expressed during the AGM then those expressions are to be treated as a new Expression of Interest and referred to the Committee for processing.
- (c) If the recommendations from the Committee exceed the number of vacancies to be filled, a ballot shall be held for the election of candidates. Balloting lists shall be prepared containing the names of the candidates by lot. All financial Members shall be eligible to vote in any such election.
- (d) A person nominated as a candidate for election as an office-bearer or as an ordinary Board Member must be a Member.

## **20 Retirement of Board Members – transitional rule applying for first 3 Annual General Meetings**

- (a) At each of the 1st, 2nd and 3rd Annual General Meetings from the date of adoption of this Constitution, 3 Board Members must retire from office but are eligible for reappointment.
- (b) The 3 Board Members to retire at each of these meetings shall be determined by lot.

For the avoidance of doubt, this clause 20 ceases to have any application following the 3rd Annual General Meeting from the date of adoption of this Constitution.

## **21 Office Bearers**

21.1 The Board is to appoint the following office bearers with such frequency as the Board from time to time determines:

- Chairperson
- Deputy Chairperson
- Secretary
- Treasurer
- Assistant Treasurer

### **21.2 Chairperson**

It is the duty of the Chairperson to:

- (a) Chair all Board meetings and coordinate and manage the work of sub-committees;
- (b) Ensure that Board Members understand and are able to participate fully in the decisions and activities of the Board, and
- (c) Represent the Association at official functions as appropriate and agreed by all Board Members and liaise with the Chief Executive Officer in carrying out the executive functions of the Board.

### **21.3 Deputy Chairperson**

It is the duty of the Deputy Chairperson to:

- (a) Assist the Chairperson in carrying out his/her duties and responsibilities; and
- (b) In the absence of the Chairperson, assume his/her position.

### **21.4 Secretary**

- (a) The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (b) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
  - (i) All appointment of office bearers and Board Members, and
  - (ii) The names of Board Members present at a Board meeting, or a General Meeting, and

(iii) All proceedings at Board meetings and General Meetings.

(c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## 21.5 Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (a) That all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

## 21.6 Public Officer

The Board must appoint a Public Officer in accordance with the Act.

## 22 Powers of the Board

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in General Meeting, the Board:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of Members; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

## 23 Casual Vacancy

23.1 For the purposes of this Constitution, a casual vacancy in the office of a Board Member occurs if that person:

- (a) dies;
- (b) ceases to be a Member;
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (d) resigns office by notice in writing given to the Secretary;
- (e) becomes a mentally incapacitated person;
- (f) fails to attend at least 60% of all meetings of the Board held during a financial year without leave of absence from the Board;

23.2 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Member to fill the vacancy and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment. Such appointment will be in accordance with a policy determined by the Board from time to time.

## **24 Removal of a Board Member**

- 24.1 The Association in General Meeting may by resolution remove any Member of the Board from that office before the expiration of the Board Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Board Member so removed.
- 24.2 If a Member of the Board to whom a proposed resolution referred to in clause 24.1 relates makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representation be notified to the Members of the Association, the Secretary or the Chairperson may send a copy of the representations to each Member or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **25 Employees**

- 25.1 No person who is an employee of the Association may be appointed as an officer of the Association unless the appointment is a Permitted Appointment.
- 25.2 No officer or Member of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees unless the appointment is a Permitted Appointment and no remuneration or other benefit in money or money's worth shall be given by the Association to any officer or Member who is not an employee, except that payments may be made to an officer or Board Member:
- (a) For the payment of out-of-pocket expenses incurred in carrying out the duties of a Board Member where the payments do not exceed an amount previously approved by the Board; or
  - (b) For any service rendered to the Association in a professional or technical capacity, where the provision of that service has the prior approval of the Board and is on reasonable commercial terms.

## **26 Meetings and Quorum**

The Board must meet at least four (4) times in each period of twelve (12) months at such place and time as the Board may determine.

- (a) Additional meetings of the Board may be convened by the Chairperson or by any Member of the Board.
- (b) Oral or written notice of a meeting of the Board must be given by the Secretary to the Board, at least forty-eight (48) hours (or such other period as may be unanimously agreed on by the Board Members) before the time appointed for the holding of the meeting.
- (c) Notice of a meeting given under clause 26(b) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board Members present at the meeting unanimously agree to treat as urgent business.
- (d) Unless otherwise determined in the previous meeting of the Board, five (5) Board Members present in person constitute a quorum for the transaction of the business of a meeting of the Board.
- (e) Board Members may join in Board meetings by phone or video link /teleconference and or when a special meeting is being held, as agreed by the Board.

- (f) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (g) At a Board meeting:
  - (i) the Chairperson or in the Chairperson's absence, the Deputy Chairperson is to preside; or
  - (ii) if the Chairperson and the Deputy Chairperson are absent or unwilling to act, such one of the remaining Board Members as may be chosen by the Board Members present at the meeting is to preside.

Any Member may attend any meeting of the Board with the prior approval of the Chairperson but may not exercise a vote.

## **27 Appointment of Association Members as Board Members to constitute Quorum**

- 27.1 If at any time the number of Board Members is less than the number required to constitute a quorum for a Board meeting, the existing Board Members may appoint a sufficient number of Members as Board Members to enable the quorum to be constituted.
- 27.2 A Board Member so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.
- 27.3 This clause does not apply to the filling of a casual vacancy to which clause 23.2 applies.

## **28 Delegation by Board to sub-Board**

- 28.1 The Board may, by instrument in writing, delegate to one or more sub-Board (consisting of such Members of the Association as the Board thinks fit) the exercise of such of the functions of the Board, other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- 28.2 A function, the exercise of which has been delegated to a sub-Board under clause 28.1 may, while the delegation remains unrevoked, be exercised from time to time by the sub-Board in accordance with the terms of the delegation.
- 28.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 28.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 28.5 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 28.6 A sub-Board may meet and adjourn as it thinks proper.



## **29 Voting and Decisions**

- 29.1 Questions arising at a meeting of the Board or of any sub-Board by the Board are to be determined by a majority of the votes of Board Members or sub-Board present at the meeting.
- 29.2 Each Member present at a meeting of the Board or of any sub-Board appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 29.3 Subject to clause 26(d), the Board may act despite any vacancy on the Board.
- 29.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Board Member or sub-Board.

## **Part 4 - General Meeting**

### **30 Annual General Meetings**

- 30.1 With the exception of the first Annual General Meeting, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each Financial Year, convene an Annual General Meeting of its Members.
- 30.2 The Association must hold its first Annual General Meeting:
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 6 months after the expiration of the first Financial Year.
- 30.3 Clauses 30.1 and 30.2 have effect subject to any extension or permission granted by the Director-General.
- 30.4 The Annual General Meeting is, subject to the Act and to clause 30, to be convened on such date and at such place and time as the Board thinks fit.

### **31 Business at Annual General Meetings**

- 31.1 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - (b) to receive from the Board reports on the activities of the Association during the last preceding Financial Year;
  - (c) to elect Board Members; and
  - (d) to receive and consider the financial statement which is required to be submitted to Members under the Act.
- 31.2 An Annual General Meeting must be specified as such in the notice convening it.

### **32 Calling of Special General Meetings**

- 32.1 The Board may, whenever it thinks fit, convene a Special General Meeting.
- 32.2 The Board must, on the requisition in writing of at least 25% of the total number of Members, convene a Special General Meeting.

- 32.3 A requisition of Members for a Special General Meeting:
- (a) must state the purpose or purposes of the meetings;
  - (b) must be signed by the Members making the requisition;
  - (c) must be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the Members making the requisition.
- 32.4 If the Board fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any 1 or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- 32.5 A Special General Meeting convened by a Member as referred to in clause 32.4 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board and any Member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

### **33 Notice of General Meetings**

- 33.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 33.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each Member specifying, in addition to the matters required under clause 33.1, the intention to propose the resolution as a Special Resolution.
- 33.3 No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 31.1.
- 33.4 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

### **34 Procedure at General Meetings**

- 34.1 No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 34.2 5% of Membership or five (5) Members present in person, whichever is lesser, constitute a quorum for the transaction of the business of a General Meeting.

- 34.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of Members, is to be dissolved; and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

## **35 Adjournment**

- 35.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 35.2 If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 35.3 Except as provided in clauses 35.1 and 35.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.
- 35.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least five (5) is to constitute a quorum.

## **36 Chairperson of General Meeting**

- 36.1 The Chairperson or, in the Chairperson's absence, the Vice-Chairperson is to preside at each General Meeting of the Association.
- 36.2 If the Chairperson and the Deputy Chairperson is absent or unwilling to act, the Members present must elect one of their number to preside as Chairperson at that meeting.

## **37 Making of decisions**

### **37.1 Voting**

- (a) On any question arising at a General Meeting each Member has 1 vote only.
- (b) All votes must be given personally, by Representative or by proxy.
- (c) In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is not entitled to exercise a second or casting vote and the resolution consequently fails.
- (d) A Member is not entitled to vote at any General Meeting unless all money due and payable by the Member to the Association has been paid, other than the amount of the annual Membership fee payable in respect of the then current year.

### **37.2 Voting on show of hands**

- (a) A question arising at a General Meeting is to be determined on a show of hands or secret ballot.
- (b) Unless before or on the declaration of the show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.

### **38 Special Resolution**

A resolution of the Association is a Special Resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such Members as, being entitled under this Constitution so to do, vote in person, by Representative or by proxy at a General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with clause 33; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph 38(a), if the resolution is passed in a manner specified by the Director-General.

### **39 Proxy voting**

- 39.1 Each Member is to be 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.
- 39.2 A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than 1 meeting.
- 39.3 A Member is entitled to instruct their proxy to vote in favour of or against any proposed resolutions. The proxy may vote as they think fit unless otherwise instructed.
- 39.4 The notice appointing the proxy is to be in the form set out in Appendix 3 to this Constitution.

### **40 Body corporate representative**

- 40.1 A Member that is a body corporate may appoint an individual as its Representative. The appointment may be a standing one.
- 40.2 The appointment may set out restrictions on the Representative's powers.
- 40.3 The appointment may be made by reference to a position held.
- 40.4 A body corporate may appoint more than one Representative but only one Representative:
  - (a) may exercise the body's powers as Member at any one time; and
  - (b) may be counted for the purposes of determining quorum at a General Meeting.
- 40.5 A Representative appointed under this clause may exercise, on the body corporate's behalf, any and all of the powers that the body could exercise as a Member, unless the appointment specifies otherwise.
- 40.6 The notice appointing the Representative is to be in the form set out in Appendix 3 to this Constitution.

### **41 Postal or electronic ballots**

- 41.1 The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 16).
- 41.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **42 Insurance**

The Association may effect and maintain insurance.

### **43 Sources of Funds**

43.1 The funds of the Association are to be derived from:

- (a) Membership fees of Members;
- (b) donations; and
- (c) subject to any resolution passed by the Association in General Meeting, such other sources as the Board determines.

43.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

43.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **44 Management of Funds**

44.1 Subject to clause 4 and any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.

44.2 All cheques, drafts, bills of exchange, promissory notes and other payments must be signed by any 2 Board Members or employees of the Association, being Board Members or employees authorised to do so by the Board.

### **45 Change of Name, Objects and Constitution**

45.1 An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board Member.

45.2 This Constitution may be altered, rescinded or added to only by a Special Resolution of the Association.

### **46 Custody of books**

Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

### **47 Inspection of books**

The records, books and other documents of the Association must be open to inspection, free of charge, by a Member at any reasonable hour with reasonable notice to the Public Officer.

#### **48 Service of notices**

48.1 For the purpose of this Constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally;
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by some form of electronic transmission to an electronic address specified by the person for giving or serving the notice.

48.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
- (b) in the case of a notice sent by pre-paid post:
  - (i) if sent to an address in Australia, 3 days after the date of its posting; and
  - (ii) if sent to an address outside Australia, 5 days after the date of its posting.
- (c) in the case of a notice sent by some form of electronic transmission, on the date it was sent.

## Appendix 1

### Application for Membership Community Migrant Resource Centre Inc

I, ..... (full name of Applicant/ Name  
of person or body corporate)

of .....(address)

..... (Occupation)

Hereby apply to become a member of the above-named incorporated association. In the event of my admission as a Member, I agree to be bound by the Constitution for the time being in force and for my name to be recorded on the 'Register of Members'.

..... /...../ 20....

Signature of applicant / authorized signature in case of an body corporate /Date

**Email Address**.....

**Telephone Number**.....

**Mobile**.....

## Appendix 2

### Vision

A just, equal and inclusive society where individuals are valued, contributing, and self-sufficient members of the Australian community.

### Mission

To provide high quality services, settlement information, support and advocacy to migrants and refugees in order to facilitate successful integration into the wider community.

### Core Values

- **A Bias for Action:** We choose to act quickly and proactively in everything we do with a clear and unambiguous focus on serving our clients and meeting their needs.
- **Accountability:** We will be accountable in all our dealings with our stakeholders.
- **Empowered Self-Determination:** We will build the capacity of migrants, refugees and newly arrived communities to move towards a position of self-determination.
- **Excellence:** We will provide programs and services that provide the optimum outcomes for our stakeholders and communities.
- **Financial Sustainability:** We will maintain a financial management system that has as its goal the long term financial sustainability of the Centre.
- **Inclusiveness:** We are inclusive of all cultures and communities ensuring access and equity for all.
- **Integrity:** We work within a framework of professionalism, teamwork, confidentiality and trust.
- **Leadership:** We will provide strong leadership to the community services sector, our stakeholders and staff.
- **Partnerships:** As a dedicated team we will work collaboratively with all stakeholders, effectively facilitating change in people's lives that result in quality outcomes for all concerned.



### Appendix 3

#### Form of Appointment of Proxy or Representative

I, \_\_\_\_\_

(full name of member)

of \_\_\_\_\_

(address of member)

being a current financial member of Community Migrant Resource Centre Inc hereby

appoint \_\_\_\_\_

(full name of proxy or Representative)

#### Tick which applies

who is also a current financial member of this association, to act as my proxy to vote on my behalf; or

as its Representative to vote on its behalf,

at the general meeting of the Association to be held on \_\_\_\_\_.

[If appropriate, replace the above wording with “as its PROXY / REPRESENTATIVE (delete as appropriate) to vote for it on its behalf at meetings of the members of the Association from [meeting date] and until this notice is revoked in writing.”]

[Insert if desired, this form is to be used in favour OF / AGAINST the resolution]

My proxy is authorised to vote in favour OF/ AGAINST (delete as appropriate) the following resolution:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

This notice must be returned to the Secretary of the Association at [address and/or email address] by [time] on [date] [insert specific details ensuring that the time is 24 hours before the time for the meeting]

\_\_\_\_\_  
(Signature of Member Appointing Proxy or Representative)

\_\_\_\_\_  
(Date)