



MARSS
Australia Inc.
Migrant and Refugee
Settlement Services

CONSTITUTION

2021 version 3

CONSTITUTION OF MARSS AUSTRALIA INC.

PART I – PRELIMINARY

1. Preamble

The name of the Association is MARSS Australia Inc. ("the Association").

2. Definitions

In this Constitution

'Minister' means the Federal Minister for Immigration and Border Protection or Social Services or the portfolio to which the relevant functions may be transferred by Administrative Arrangements.

'Act' means the Associations Incorporations Act of 1991 as amended from time to time.

'CEO' means the Chief Executive Officer of MARSS Australia Inc.

'Community' means organisations, groups, or a collection of people whose aims and objectives include migrant welfare and/or multicultural activities.

'Client Groups' means those groups who identify as migrants or refugees, or their children.

'Financial year' means the period beginning on 1st July and ending on the 30th of June.

'MARSS' means MARSS Australia Inc. (Migrant and Refugee Settlement Services).

'Member' means a member organisation which has paid the membership fee of the current financial year and has the voting right at Annual General Meetings and Special General Meetings.

'Association' means *'MARSS'* (Migrant and Refugee Settlement Services).

'Board Member' means a member who has been elected by the members at the Annual General Meeting or appointed by the Board.

'General Meeting' means 'Annual General Meeting' and/or 'Special General Meeting'.

'Honorary Member' means a member of the ACT community who is

awarded an honorary membership of MARSS by the MARSS Board.

3. Location

3.1 The office of the Association is currently at Level 2 of the Theo Notaras Multicultural Centre, 180 London Circuit, Canberra City, or any location which the Board may from time to time determine.

4. Basic Aims and Objectives

4.1 The basic aims and objectives of the Association are:

- (a) to provide a welfare service; and social housing;
- (b) to provide general information, advocacy and referral services;
- (c) to provide facilities for English language classes, orientation programs, health awareness programs and other similar activities;
- (d) to provide assistance and referrals to client groups in the area of employment and training;
- (e) to represent the interests of client groups;
- (f) to promote greater awareness among local service providers of the needs and problems of the client groups;
- (g) to promote greater appreciation of the cultural backgrounds of all client groups among the local community;
- (h) to exchange and develop multicultural activities.

5. Objects and Purposes

5.1 In addition to the basic aims and objectives of the Association, the objects and purposes of the Association include:

- (a) the entering into contracts to acquire, hold, dispose of, and deal with real and personal property;
- (b) the buying, selling and supplying of, and dealing in, goods of all kinds that may be deemed necessary or convenient for any of the objects and purposes of the Association;
- (c) accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- (d) taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or

otherwise;

- (e) printing and publishing of such newspapers, periodicals, books, newsletters, leaflets, or other documents as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (f) purchasing or acquisitioning, and undertaking of all or any part of the property, assets, liabilities, and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Ordinance and the rules of the Association;
- (g) doing of all such other lawful things as are incidental or conducive to the basic aims and objectives of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule; and appointing and/or terminating of employment of the CEO on the terms and conditions as determined by the Board and the appointment of other employees on the recommendations of the CEO.
- (h) The CEO is to be responsible to the Board for the implementation of the policies and procedures, and day to day management and operation of the services and programs provided by the Association.

PART II - MEMBERSHIP

6. Register of Membership

- (1) The Register of Membership must be kept by the Association. The Register must contain the full name and address of each member and date of entry. This Register must be available for inspection by members at all reasonable times.
- (2) The Board must maintain the integrity of member records collected and held by the Association. Also, the Board shall ensure the privacy and confidentiality of members' personal information such as name, residence address, phone numbers, date of birth, email address, bank accounts and so on.

7. Membership Qualifications

- (1) Members are those incorporated organisations, or community groups not incorporated but with an active membership of at least 10 persons, which have applied in writing for membership, paid the relevant membership fees and agree to accept the objects of the Association.
- (2) The Board of the Association has the right not to admit to membership any organisation whose interests are deemed by the Board to be in conflict with the objects of the Association.

- (3) If application for membership is rejected by the Board, an appeal can be lodged, in writing. The Board must invite the organisation to send a written or verbal submission to the Board by a date stated in the invitation. The Board may invite the applicant to attend a meeting to present arguments. The Board must make a decision on the appeal taking into consideration any submission or representation made.
- (4) A member organisation may appoint from its members a representative who may speak and vote on its behalf.
- (5) The Board may extend an invitation for membership to organisations as it sees fit.
- (6) All members agree to be bound by the Constitution, by-laws, and decisions of the Board.

8. Application for Membership

- (1) Application for membership of the Association must be in writing, accompanied by the relevant fee and the name of the person who will be the delegate of the organisation or group.
- (2) The application has to be approved and accepted by the Board.
- (3) An organisation or group may at any time, in writing to the Public Officer, cancel the appointment of a person as its representative and in writing appoint another representative.

9. Cessation of Membership

9.1 Membership of organisation ceases to exist if the organisation:

- (a) Ceases to exist; or
- (b) resigns from membership of the Association; or
- (c) Is expelled from the Association; or
- (d) Fails to renew its membership of the Association when due;
- (e) Membership fees remained outstanding for three (3) months provided that notice of non-compliance has been served in writing upon the defaulting member at least fourteen (14) days before the membership ceases.

10. Membership Fees

- (1) Membership fees for member organisations are determined from time to time by the Board.

- (2) Membership fees shall be paid upon the acceptance of a new member and renewal is due on the first day of the current financial year, or as otherwise determined by the Board.

11. Disciplining of members and Right of Appeal of Disciplined Members

- 11.1 In the event the need for disciplining a member organisation and providing them their right of appeal arise, the Board will follow the procedures in accordance with the requirements of the relevant provisions of the Act.

12. Powers and Functions of the Board

- (1) Subject to the Act the Board has the powers necessary to enable it exercise its functions.
- (2) The Board may exercise the powers of the Association subject to the objects and purposes of the Association or any resolution passed at a General Meeting of the Association.
- (3) The Board may employ staff.
- (4) The Board may enter into contracts.
- (5) The Board may acquire, hold, dispose of, maintain, and deal with, real and personal property.
- (6) The Board may do anything necessary or convenient to be done in the exercise of its functions.
- (7) The Board may give directions to the CEO about policies and procedures to be applied.
- (8) The Board may, in recognition of an individual's contribution to MARSS, offer honorary membership to a member of the ACT Community, subject to there not being more than two such honorary memberships operating at any one time.

13. Membership of Board

- (1) The Board is to consist of not more than ten (10) persons elected by the members at an Annual General Meeting.
- (2) A person is eligible for election to the Board if he or she is nominated by a member organisation or group.
- (3) An elected member and any member appointed to fill a casual vacancy is eligible to vote at all meetings of the Board .
- (4) The Board may co-opt members to meet identified skills needed.

- (5) A member co-opted is not eligible to vote.
- (6) The Board may appoint a member of the ACT Community as an Honorary member if it considers that members support and/or commitment to MARSS warrants such appointment. The Board can invite the Honorary member to attend meetings in an advisory role without voting rights. The number of Honorary members shall be restricted to two (2) at any time.

14. Board Vacancy

- (1) An elected position, on the Board becomes a casual vacancy if the occupant:
 - (a) dies;
 - (b) resigns his or her office by writing to the Board;
 - (c) ceases to be a resident of the area under the jurisdiction of the Association.
 - (d) Fails to provide advance notice to the Board and/or the CEO, to attend three (3) consecutive meetings of the Board.
 - (e) ceases to be a member of the Association.
- (2) The Board may, if it deems fit, appoint a member to a casual vacancy. Preference will be given to members with skills or experience not represented on the Board as constituted at the time.

15. Election and Term of Office of Board Members

- (1) Board members serve for a two-year term and are eligible for renomination, but not for the same position.
- (2) Elections for membership of the Board are held biannually.
- (3) Nomination of a person for election as a member of the Board must be:
 - (a) in writing on MARSS Australia Inc's nomination form;
 - (b) Nomination must be signed by a financial member of MARSS with authority to sign documents on behalf of the organisation, and accompanied by a brief resume and the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (c) be delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

- (4) If insufficient nominations are received to fill all positions on the Board, candidates with valid nominations are taken to be elected. Further nominations may be received at the AGM to fill the vacancies left. Any vacancy remaining after is taken to be a casual vacancy to be filled by the Board.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected and no ballot is to be held.
- (6) If the number of nominations received exceeds the number of vacancies to be filled a ballot must be held.
- (7) If there are insufficient nominations, the Returning Officer may accept nominations at the Annual General Meeting.
- (8) The ballot for the election of elected members of the Board must be conducted by the Returning Officer as directed by the Board.
- (9) A Returning Officer must be appointed by the Board at its prior meeting to conduct the election at the Annual General Meeting at which an election must be held.

16. Executive Officers of the Association

- (1) After the Board is elected by members at the Annual General Meeting, the elected members of the Board must elect the Executive officers of the Association from among themselves. All Board members are eligible to nominate for office.
- (2) The Executive officers of the Association are:
 - (a) the Chair;
 - (b) the Deputy Chair;
 - (c) the Treasurer;
 - (d) the Secretary; and
 - (e) the Public officer.

17. Declaration of Financial Interests

- (1) A member of the Board who has financial interests in any contract or arrangement made or proposed to be made with the Association must disclose his or her interest at the first meeting of the Board at which the contract or arrangement is taken into consideration or at the first meeting of the Board after the acquisition of the interest.
- (2) No member of the Board must take part in a decision as a member of the Board in respect of any contract or arrangement in which they are financially interested.

18. Remuneration of Board Members

- (1) The income and property of the Association, however derived, must be applied solely towards the promotion of the objects and purposes of the Association and no portion must be paid or transferred directly or indirectly by dividend, bonus or otherwise to any member of the Association.
- (2) Board members must not, in their capacity as Board members, solicit or receive any gifts from persons or organisations outside of the Association for their personal use or for the use of members of their immediate family.
- (3) The Association must not:
 - (a) appoint a person who is a Board member to any office in the Association, where there is payable any remuneration by way of gift, salary, fees, honorariums, or allowances; or
 - (b) pay to any such person any remuneration other than payment for out-of-pocket expenses.
- (4) Nothing in the foregoing clauses of this rule prevents the payment in good faith, to a servant or member of the Association, of remuneration in return for services actually rendered to the Association, or for goods supplied to the Association by the member in the ordinary course of business.

19. Chair

- (1) The Chair provides leadership and guidance to the Board in its activities.
- (2) The Chair is to chair Board meetings ensuring that Board business is properly dealt with and that each Board member has the opportunity to contribute the Board's deliberations.
- (3) The Chair represents the Board and ensures that external stakeholders and funding bodies are appropriately engaged and managed.
- (4) Approved minutes of all meetings must be signed by the Chair of the meeting or the person who chaired the meeting.

20. Deputy Chair

20.1 The Deputy Chair performs the duties of the Chair whenever the Chair is, for any reason unable, or unwilling, to perform the duties of Chair. While acting he or she is taken to be the Chair.

21. Secretary

- (1) The Secretary of the Board must, as soon as practicable after being

appointed as Secretary, lodge notice with the association of his or her residential or postal address.

(2) It is the duty of the Secretary to prepare full and accurate minutes of proceedings of each meeting, including recordings of:

(a) all appointments of officers and employees;

(b) the names of Board members present at all meetings of the Association and of the Board; and

(c) all decisions at all meetings of the Association and the Board.

(3) The Secretary of the Board must notify the Board members of meetings of the Board and all other meetings in accordance with the relevant provisions of this Constitution.

22. Public Officer

22.1 The duties of the Public Officer are:

(a) to ensure safe custody of the Common Seal;

(b) to submit appropriate annual returns and other documentations to the government and authorities as required; and

(c) to be responsible for the compliance of the organisation with the provisions of the Act.

23. Treasurer

(1) The Treasurer of the Association shall ensure that all general records, accounting books and records of receipts and expenditure connected with the operation and business of the Association are kept in such form and manner as the Board of Management may direct.

(2) The accounts, books and records referred to above must be kept at the Association's office or at such other place as the Board may decide.

PART III - CASUAL VACANCY & BOARD MEETINGS

24. Filling Vacancies on the Executive

24.1 In the event of a casual vacancy in any Executive Office of the Board of Management, the Board of Management may appoint one of its members to the vacant office, and the members so appointed may continue in office up to and including the conclusion of the Annual General Meeting when the

elections are held next following the date of their appointment.

25. Filling of Casual Vacancies on Board

25.1 In the event of a casual vacancy the Board may appoint an individual from a member group to fill the vacancy and the member so appointed shall hold office, subject to these rules until the conclusion of the Annual General Meeting when the elections are held next following their appointment.

26. Board Meetings

- (1) Meetings of the Board may be held face to face, by teleconference, electronic means and/or virtual means, or by any means agreed to by members of the Board.
- (2) The Board must meet a minimum of eight (8) times each year at such place and such times as the Board may from time to time determine.
- (3) Special meetings of the Board may be convened by the Chair or any three (3) members.
- (4) At least seven (7) days' notice must be given by the Secretary to members of the Board of any special meeting, specifying the general nature of the business to be transacted at such a meeting.
- (5) The Board may, if it thinks fit, transact any of its business by circulation of papers among all members of the Board for the time being and a resolution in writing approved by the majority of those members is taken to be a decision of the Board.
- (6) If a member has a direct or indirect pecuniary or other interest in a matter being considered or about to be considered by the Board and the interest appears to raise a conflict with the proper performance of the members duties in relation to the consideration of the matter, the member must as soon as possible disclose the nature of the interest at the Board meeting.

27. Board Meeting Quorum

- (1) A quorum for the transaction of the business of a meeting of the Board is five (5) members of the Board.
- (2) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the start of the meeting a quorum is not present, the meeting shall be adjourned to the same place, at a date and time agreed by the Board.

28. Presiding over Board Meetings

28.1 At meetings of the Board:

- (a) the Chair or, in his or her absence, the Deputy Chair is to preside; or

if the Chair and Deputy Chair are absent, a person elected by the members who are present is to preside; and in the event of an equality of votes the person presiding has a second or casting vote.

29. Notice of Board Meetings

29.1 Written notice of each Board meeting must be sent to each member of the Board by the Secretary or delegated member of staff at least forty-eight (48) hours before the meeting.

30. Appointment and Operation Committees

- (1) The Board may at any time appoint a Committee from the Board as it may think fit.
- (2) The Board must prescribe the power and functions of any Committee it establishes.
- (3) The Board may invite as a member of a Committee any person as it thinks fit, whether or not the person is a member of the Association.
- (4) Two (2) appointed members of a committee constitute a quorum at a meeting of the committee.
- (5) The Board may delegate any of its functions, other than this power of delegation, to a Committee.

PART IV - VOTING AND DECISIONS

31. Decisions at Board Meetings

- (1) A decision supported by a majority of the votes cast at a meeting of the Board at which a quorum is present is the decision of the Board.
- (2) Questions arising at meetings of the Board or of any committee appointed by the Board is to be determined by a show of hands or, if demanded by a Board member:
 - (a) a poll taken in such manner as the person presiding at the meeting may determine; or
 - (b) a secret ballot.
- (3) Copies of all minutes are to be kept at the office of the Association and may be available for inspection by members of the Association.

PART V - GENERAL MEETINGS

32. General Meetings - Holding of

- (1) The Association must at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (2) The above clause is subject to any extension or permission granted under section 26(3) of the Act.

33. General Meeting - Calling of and Business at

- (1) The General Meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- (2) The business of a General Meeting shall be specified in the notice convening it and may include:
 - (a) confirmation of the minutes of the last preceding General Meeting and of any Special General Meeting held since that meeting;
 - (b) receiving from the Board reports on the activities of the Association during the preceding financial year;
 - (c) election of members of the Board in an election year;
 - (d) appointment of auditor; and
 - (e) any other business for which notice has been given.
- (3) The General Meeting may transact special business of which notice is given in accordance with these rules.
- (4) The Secretary of the Association shall at least fourteen (14) days before the date fixed for holding a General Meeting of the Association, specify the place, day and time for the holding of the meeting, and the nature of the business to be transacted at that meeting.
- (5) The notice of the meeting may also be communicated to members electronically or by mail or in any other form the Board determines.

34. Special General Meetings – Calling of

- (1) All general meetings other than the General Meeting shall be called Special General Meetings.
- (2) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (3) The Board must, on the requisition in writing of not less than three (3) per

cent of financial organization members, fifty (50) per cent of Board of the Association, convene a Special General Meeting of the Association.

- (4) A requisition of members for a Special General Meeting:
 - (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the members making the requisitions;
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (5) If the Board fails to convene a Special General Meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held no later than three (3) months after that date.
- (6) Special General Meeting convened by members as referred to in clause 34 must be notified by the Secretary of the Association, under their signature, to all nominated representatives of member groups at least a minimum of twenty one (21) days before the date fixed for the meeting. Such notification must describe all business to be transacted and wording of any motions to be put.
- (7) No business other than that specified in the notice convening the Special General Meeting may be transacted at the meeting.

35. Procedure

- (1) Only items of business permitted shall be transacted at a General Meeting. A quorum of members entitled under these rules to vote must be present during the time the meeting is considering those items.
- (2) The quorum for all General Meetings of the Association shall be ten (10), or one-third of the financial members, whichever is the lesser.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the Meeting, if convened upon the requisition of members, shall lapse and in any other case shall stand adjourned to the same day in the following week at the same time and at the same place (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by a written notice to members given before the day to which the Meeting is adjourned).
- (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 not less than 10, or 25% of all financial

memberships, whichever is the lesser) shall constitute a quorum.

36. Adjournment

- (1) The Chair 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen (14) days or more, a similar notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provision of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

37. Special Resolution

37.1 A resolution at a Special General Meeting must be passed by no fewer than 75% or $\frac{3}{4}$ th of the members at the Special General Meeting who are entitled to vote.

38. Voting

- (1) Upon any question arising at a general meeting of MARSS Australia Inc, a member has one vote only.
- (2) All votes must be given in person in a manner determined by the person presiding at the meeting.
- (3) In the case of equality of votes on a question at a General Meeting, the Chair of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

39. Insurance

- (1) The Association must effect and maintain insurance policies pursuant to section 44 of the Act.
- (2) In addition to the insurance required under the previous clause, the Association may effect and maintain other insurances, for example, Director's insurance, Public Liability Insurance (PLI), Volunteers Insurance or similar insurance.

40. Funds – Source

- (1) The funds of the Association shall be derived from annual subscriptions of members, grants from government/s and other bodies, donations, fund raising and subject to any resolution passed by the Association in General Meeting, such other sources as the Board determines from time to time.
- (2) All monies received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon, as practicable after receiving any money, issue an appropriate receipt.

41. Funds – Management

- (1) Subject to any resolution passed by the Association in a General Meeting, the funds of the Association must be used for the objects of the Association in the way that the Board decides.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) authorised members of the Board or employees authorised to do so by the Board. These transactions will be subject to independent audit as part of the annual auditing and reporting process.

42. Determination of Annual Subscription

42.1 The annual subscription payable by members of the Association is to be determined by the Board of the Association and may be altered from time to time.

43. Alteration of Objectives and Rules

43.1 The statement of objects and these rules may be altered, rescinded or added to only by the special resolution passed by no fewer than 75% or $\frac{3}{4}$ th of the members present at a Special General Meeting or General Meeting of the Association.

44. Common Seal

- (1) The Common Seal of the Association must be kept in the office of the Association;
- (2) The Common Seal must not be fixed to any instrument except by authority of the Board;
- (3) The Board may by resolution delegate its powers relating to the Seal to the CEO and at least 2 Executive Members of the Board.

- (4) The affixing of the Common Seal must be attested by signatures of at least two (2) of the delegates as determined by the Board.
- (5) The delegation of power ceases to have effect at the earlier of:
 - (a) the end of the term of office of the Board which issued it; or
 - (b) the date of revocation of the instrument by the Board; and
- (6) Details relating to the exercise of authority of the affixing of the Common Seal to any document must be recorded in the minutes of the meeting of the Board as soon as possible following each instance of affixing the Common Seal.

45. Custody of Books etc.

- (1) All records, books, and other documents relating to the Association must be kept in the office of the Association.
- (2) The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

46. Service of Notice

- (1) For the purposes of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by registered post, and/or electronically, to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting or by emailing to the person a letter containing the document, the document is, unless the contrary is proved, deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

47. Winding Up

- (1) The Association may be wound-up only in accordance with the Act. If the Association is wound up or its endorsement as a deductible gift recipient is revoked, whichever occurs first, any surplus of the following assets must be transferred to another organisation which has similar objects to which deductible gifts can be made:
 - (a) Gifts of money or property for the principal purpose of the Association;
 - (b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
 - (c) Money received by the Association because of such gifts and contributions.

(2) Community Housing: All of the Association's remaining community housing assets in the Australian Capital Territory (ACT) or in any participating jurisdiction, in the event the Association being wound up, shall be transferred to another registered community housing provider or to a housing agency in the jurisdiction in which the assets are located.

48. Liability of Members

- (1) The liability of a member Association to contribute towards the payment of the debts or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in relation to membership of the Association at the time of winding up.
- (2) The private property and assets of the member, Board members or employees of the Association shall have no links or connection with the liability or debt of the Association. Individual member's private property and personal assets will be totally

49. Amendments of Constitution

- 49.1 Amendments to this Constitution may be proposed by the Board. Adoption of the amendments will require a three quarters vote (75% or $\frac{3}{4}$ th) of the voting members voting present at a Special General Meeting provided that notice of the meeting and the content of the amendments have been communicated to the membership at least twenty-one (21) days prior to the time at which the vote will be taken.