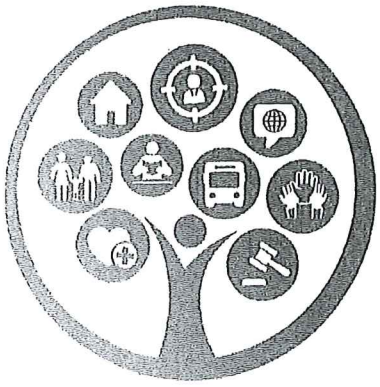

MARSS

Australia Inc.

Migrant and Refugee
Settlement Services

CONSTITUTION

27 August 2026

CONSTITUTION OF MARSS AUSTRALIA INC.

PART I — PRELIMINARY

1. Preamble

The name of the Association is Migrant and Refugee Settlement Services Australia Inc (MARSS). ("the Association").

2. Definitions

In this Constitution

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

'ACNC Act' means the Australian Charities and Not-for-Profits Commission Act 2012.

'ATO' means the Australian Taxation Office.

'Access Canberra' means Access Canberra, ACT Government.

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

'Board" means the Board of Management of MARSS.

'Board Member' means a member who has been elected by the representatives of member organisations at the Annual General Meeting or, from time to time, appointed by the Board.

'CEO' means the Chief Executive Officer of MARSS Australia Inc (or any other title or titles approved by the Board).

'Community' means the broader ACT and region community and includes: organisations, groups, or a collection of people whose aims and objectives include migrant services and/or multicultural programs or activities.

'Clients ' are those people who receive services and programs from MARSS.

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

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

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

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

'Public Officer' means the public officer of the Association elected at the Annual General Meeting and subsequently elected by elected Board members.

3. Registered Office

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 determine from time to time.

4. Vision and Mission

4.1 Vision

Our vision is for all MARSS' clients to successfully settle in Canberra and Region and to make positive contributions to our community life.

4.2 Mission

Our mission is to deliver high quality and culturally appropriate services and community-driven programs that empower MARSS clients to build confidence and independence and a strong sense of belonging as contributing members of our Canberra community.

5. Objectives

5.1 The objectives of the Association are to:

(a) achieve the best possible settlement outcomes for MARSS clients;
(b) provide high quality services and programs to MARSS clients in areas such as: housing (where circumstances allow); English language classes; orientation programs; health awareness programs; learn to drive classes; employment and training programs and other relevant services;
(c) support people from multicultural communities and culturally diverse backgrounds to participate in and belong to our community, and to assist them to gain access to social, economic and cultural opportunities so that they can fully participate and contribute to our community life;
(d) promote cultural backgrounds of MARSS clients among the local community and promote greater awareness among local service providers of the needs and challenges facing MARSS clients;
(e) support and advocate the understanding of, and respect for, cultural diversity within our community and reduce discrimination based on race, culture or religion; and
(f) provide assistance and information to those newly arrived migrants in other areas of Australia who wish to relocate to, and settle in, Canberra and surrounding regions, and promote MARSS as 'A Welcoming

Organisation' on the relevant website and social media.

5.2 The Association may undertake the following to achieve its objectives:

(a) taking such steps from time to time as the Board or 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, grants, or otherwise;
(b) by entering into contracts to acquire, hold, dispose of, and deal with real estate property;
(c) buying, selling and supplying of, and dealing in all kinds of goods that may be deemed necessary for any of the objectives of the Association;
(d) accepting any gift, whether subject to a special trust or not, for any one or more of the objectives of the Association;
(e) purchasing or acquiring and undertaking of all or any part of the property, assets, liabilities, and engaging with other associations for likely amalgamation in accordance with the provisions of the rules of the Association;

(f) promoting the objectives of the Association through various social media platforms, print media, including newspapers, periodicals, books, newsletters, leaflets, or other documents as the Board or the members in general meeting may think desirable;
(g) appointing and/or terminating of employment of the CEO (or any title or titles approved by the Board) on the terms and conditions as determined by the Board and the appointment of other employees on the recommendations of the CEO (or any title or titles approved by the Board);
(h) connecting new arrivals with the wider Canberra and Australian community and playing a key role in advising all tiers of government on community and client groups, settlement needs and social policy issues;

(i) driving MARSS service delivery improvements by identifying and responding to gaps and barriers; and
(j) delivering a broad range of supports and interventions to meet particular MARSS clients' needs (e.g. volunteer run programs, emergency relief, industry initiatives, community cooperatives/partnerships, ethnic associations, etc.).

5.3

(a) The Association has the power to do all things necessary to achieve these Objectives.

(b) The Association and its Board may only exercise their powers, and use the income and assets of the Association for the Objectives of the Association.
(c) No portion of the income or property of the Association may be paid or transferred directly or indirectly to any member, except as permitted by law or this Constitution.

PART II - MEMBERSHIP

6. Register of Membership

(1) The Association will maintain a Register of its Members and will be kept at the Association's office. 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, residential address, phone numbers, email address, bank accounts, and any other identifying information.

7. Membership Qualifications

(1) Members are those active incorporated organisations, which have applied in writing for membership, paid the relevant membership fees and agree to accept the objectives of the Association.

(2) The Board of the Association has the right to approve or decline the application for membership of any organisation without assigning any reason.

(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 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 vote on its behalf. In case of any change, the member will inform the name of the new delegate to the public officer in writing.

(5) The Board may extend an invitation for membership to organisations as it considers fit to be members.

(6) All members agree to be bound by the Constitution, by-laws, policies, and decisions of the Board.

(7) Membership is not transferable.

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) An application takes effect only if approved by the Board.

9. Cessation of Membership

9.1 Membership of MARSS ceases to exist if:

(a) the member association is wound up; or

(b) resigns in writing from membership of the Association; or

(c) is expelled from the Association due to its activities in conflict with the objectives of the Association; or

(d) becomes ineligible to be responsible entity under the Act or the ACNC Act; or

(e) fails to renew its membership of the Association when due; or

(f) its 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 payment is due.

10. Membership Fees

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

(2) Membership fees shall be paid upon the acceptance of a new member's application of membership and renewal will be 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 discipling 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 power necessary to exercise all functions of the Association.

(2) The Board may exercise the powers of the Association subject to the constitution, objectives or in terms of any resolution passed at a General or Special Meetings of the Association.

(3) The Board may enter into contracts for proper functioning of the Association.

(4) The Board may acquire, hold, dispose of, maintain, and deal with, real estate property.

(5) The Board may do everything necessary to be done for performing its functions.

(6) The Board may appoint a CEO (or any title or titles approved by the Board) and give directions to the CEO (or any title or titles approved by the Board) about priorities, policies and procedures to be applied.

(a) The CEO (or any title or titles approved by the Board) will be responsible to the Board for the effective and efficient implementation of priorities, policies and procedures set by or approved by the Board, and for the smooth day to day management and operation of services, programs and activities provided by the Association.

(b) At times, the CEO (or any title or titles approved by the Board) (or the MARSS Leadership Team Members) may also be delegated external representation and negotiation roles as appropriate in relation to some specific MARSS activities and matters as approved by the Chair.

(c) In undertaking the operations of the Association, the CEO (or any title or titles approved by the Board) will focus on priorities such as revenue raising in order to sustain the financial viability of MARSS, ensuring no program underspends at the end of each financial year, achieving an optimum staff culture where productivity thrives, achieving best possible outcomes for clients and achieving all Key Performance Indicators set by MARSS funders.

(d) The CEO (or any title or titles approved by the Board) will be responsible to maintain an annual calendar of events set by or approved by the Board before each calendar year (including, but not limited to, International Women Day, Eid, Diwali, Christmas, Refugee Week, NAIDOC Week, Harmony Day etc). The CEO (or any title or titles approved by the Board) will work with the Board on developing an Annual Activity workplan, and once it is approved by the Board, the CEO (or any title or titles approved by the Board) will be responsible for implementing and reporting on it.

(e) The CEO (or any title or titles approved by the Board) will be responsible for maintaining a series of updated Registers: A MARSS Volunteer Register; a Conflict-of-Interest Register; a Register of Member Organisations ; and a MARSS Assets Register.

(f) The CEO (or any title or titles approved by the Board) will be responsible for ensuring that all regulatory and compliance reporting is completed in a timely manner and sent to the regulatory agencies or authorities (such as the ATO, ACNC, Access Canberra etc.) concerned, and that the Board is kept informed accordingly via the CEO (or any title or titles approved by the Board) reports.

13. Membership of Board

1. The Board will consist of ten (10) members to be elected by the MARSS members at an Annual General Meeting.

2. A person is eligible for election to the Board if that person 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 four (4) members to meet identified skills needed.

5. A member co-opted is not eligible to vote.

14. Board Vacancy

(1) An elected position on the Board becomes a casual vacancy if the occupant:

(a) dies;

(b) resigns their 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 (or any title or titles approved by the Board) , to attend three (3) consecutive meetings of the Board;

(e) ceases to be a member of its Association;

(f) is removed by a resolution of members of the Association for their activities against the objectives of the Association;

(g) becomes or is declared insolvent or bankrupt, or convicted of an indictable offence, or prohibited from becoming a director of an Association because of any order made under the Act, if any; and

(h) becomes ineligible to be a responsible person (Board Member) under the ACNC Act or the Act.

(2) The Board may, if it deems fit, appoint a member to the casual vacancy referred by the departing member's organisation. Where the respective member organization does not nominate a replacement member, preference will be given to member/s 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 for no more than three (3) two-year terms for the same position. Once they complete three (3) two-year terms, there must be a gap or break of two years before they file for nomination for re-election to the Board.

(2) Elections for membership of the Board will be held biennially.

(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.

(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 the Board members must be conducted by the Returning Officer.

(9) A Returning Officer must be appointed by the Board at its prior meeting to conduct the election at the Annual General Meeting.

16. Executive Officers of the Association

(1) After the Board is elected by the General Body 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 themselves for these positions.

(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 direct or indirect 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 at the first meeting of the Board after the acquisition of the interest.

(2) No member of the Board will 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 objectives of the Association and no portion is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the MARSS Board.

(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 any remuneration is payable by way of gift, salary, fees, honorariums, or allowances; or

(b) pay to any such person any remuneration other than reasonable 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 reasonable 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 will plan and work to ensure the continuation and overall success of the Association.

(3) The Chair is to chair Board meetings ensuring that Board business is properly dealt with and that each Board member has the opportunity to actively engage and contribute to the Board's deliberations.

(4) The Chair represents the Board as the chief spokesperson of MARSS and ensures that external stakeholders and funding bodies are appropriately engaged and managed.

(5) Approved minutes of all meetings must be signed by the Chair of the meeting or the person who chaired the meeting.

(6) The Chair is overall responsible for ensuring that the Board fulfils

its obligations and responsibilities for the good governance and success of the Association and ensures that the Association's services, programs and activities are conducted in line with its objectives and purposes.

(7) The Chair may delegate responsibilities as required from time to time.

20. Deputy Chair

20.1 The Deputy Chair performs the duties of the Chair whenever the Chair is, for any reason unable to perform the duties of the Chair. While acting that person is taken to be as acting Chair.

21. Secretary

(1) The Secretary of the Board must after being

appointed as Secretary inform the Association of their residential or postal address.

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

(a) all appointments of officers and employees;

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

(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 documentation to the relevant government authorities as required; and

(c) to be responsible for the compliance of the Association 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 places 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 member/s so appointed may continue in office up until the Annual General Meeting.

25. Filling of Casual Vacancies on Board

25.1 In the event of a casual vacancy, the Board will seek a replacement nomination from the departing member organisation 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 places and such times as the Board may determine from time to time.

(3) Special meetings of the Board may be convened at any time by the Chair or with prior permission of the Chair, on requisition by 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.

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, the quorum is not present, the meeting shall be adjourned to the same place, at a date and time agreed by the Board.

28. Presiding overBoard Meetings

28.1 At meetings of the Board:

(a) the Chair or, in their 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 the meeting will have a 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 of Sub-Committees

(1) The Board may at any time establish a Sub-Committee by nominating as it's head member of a Sub-Committee any person as it thinks fit, whether or not the person is a member of the Association.

(2) The Board must prescribe the powers and functions of any Sub-Committee it establishes.

(3) Two (2) appointed members of a Sub-Committee constitute a quorum at a meeting of the Sub-Committee.

(4) The Board will define the purpose of establishing the sub-committee and define their specific role. All financial obligations for performing the delegated purpose must be approved by the board and all income, sponsorships and donations will be directly deposited in the Association's bank account.

(5) The Members of the Sub-Committee may be required by the Board to attend the Board Meeting/s as appropriate to report on its activities.

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) Decisions taken at meetings of the Board or of any Sub-Committee appointed by the Board are 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 will be made available for inspection by members of the Association.

PART V - GENERAL MEETINGS

32. Annual 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 expiry 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. Annual General Meeting - Calling of and Business at

(1) The Annual General Meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Board may decide.

(2) The business of the Annual General Meeting shall be specified in the notice convening it and may include:

(a) confirmation of the minutes of the last preceding Annual 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 give at least fourteen (14) day's notice 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 to all it's members.

(5) The notice of the meeting may also be communicated to members electronically or by mail or in any other form the Board may determines.

(6) The Chair will preside over all General Meetings. If the Chair does not attend, the Deputy Chair will chair the meeting. If both the Chair and Deputy Chair are absent, members at the meeting can choose another Board member to be the Chair to preside over that meeting.

(7) The Chair can require a member to leave a meeting if they are disrupting the proceedings of the meeting.

34. Special General Meetings — Calling of

(1) All General meetings other than the Annual 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) If required, the Board must, on the requisition in writing of not less seven (7) financial organisation members of the Association, convene a Special General Meeting of the Association.

(4) A requisition of the 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 documents , 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 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 or resolutions (other than a special resolution) to be put at the meeting.

(7) No business other than that specified in the notice convening the Special General Meeting may be transacted at the meeting.

(8) The Chair will preside over all Special General Meetings. If the Chair is away the Deputy Chair will chair the meeting. If both the Chair and Deputy Chair are absent, members at the meeting can choose another Board member to be the Chair and preside over that meeting.

(9) The Chair can require a member to leave the Special General Meeting if they are disrupting the proceedings of the meeting so much that it cannot continue.

35. Procedure

(1) Only items of business decided shall be transacted at a General Meeting or a Special 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 or Special General Meetings of the Association shall be ten (10) financial organization members.

(3) In case the quorum is not complete the meeting will be adjourned for half an hour and after expiry of half an hour the number of members present will be considered as the required quorum.

36. Adjournment

(1) The Chair of a Special 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 75% of the financial organization members present and eligible to vote at the meeting.

38. Voting

(1) Upon any question or matter arising at a general meeting or a special general meeting of MARSS Australia Inc, a member has one vote only.

(2) All votes must be given or conducted in person in a manner determined by the person presiding at the meeting.

(3) Voting must be conducted and decided by (a) a show of hands; or (b) a vote in writing; or (c) another method chosen by the Chair that is fair, reasonable and agreed in the circumstances at the meeting/s.

(4) In the case of equality of votes on a question matter at a General Meeting or a Special General Meeting, the Chair of the meeting is entitled to exercise a second or casting vote.

(5) 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 such as 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 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 objectives and these rules may be altered, rescinded or added to only by a special resolution passed by no fewer than 75% of the members present and eligible to vote at a Special General Meeting of the Association. There is a quorum required of at least ten (10) financial organisation members at the meeting. The decision of the Special General Meeting will be immediately effective.

44. Common Seal

44.1 The Common Seal of the Association must be kept in the office of the Association;

44.2 The Common Seal must not be fixed to any instrument except by authority of the Board;

44.3 The Board may by resolution delegate its powers relating to the Seal to the CEO and at least 2 Executive Members of the Board.

44.4 The affixing of the Common Seal must be attested by signatures of at least two (2) of the delegates as determined by the Board.

44.5 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

44.6 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 and Inspection of Books etc.

45.1 All records, books, and other documents relating to the Association must be kept in the office of the Association.

45.2 The records, books and other documents (including the register of members, minutes, accounting records, the register of conflict-of-interest etc.) of the Association must be open to inspection, free of charge, by a member/s of the Association or by Board Members at all reasonable times.

46. Service of Notice

46.1 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.

46.2 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. Confidentiality

47.1 Subject to this clause, any member of the Board or employees of the Association, must not, without prior approval of the Chair , make public or disclose to any person, any organisation or Board-related confidential information relating to its operations or deliberations. All members of the Board must ensure that they execute a Confidentiality Agreement that spells out their obligations in this regard.

47.2 The Board must ensure compliance with the Act in relation to members' contact details and the confidentiality of personal information.

48. Privacy

48.1 In performing their duties, responsibilities or functions, all members of the Board must not do or perform any act or engage in any practice that would breach any of the privacy-related directions, guidelines, laid down laid down by the Board or the Association. Any members of the Board who feels that they have breached or possibly breached any of their obligations must immediately notify the Chair of the Board to deal with the issue.

48.2 MARSS will duly adhere to good privacy practices and strong protection obligations or standards as appropriate when collecting and handling personal information, particularly including information collected in relation to clients, employees, and/or volunteers, a database of members or donors contacts, or financial details or records or information collected in connection with the delivery of services etc. to clients.

49. Publicity

49.1 All members of the Board, or employees of the Association or Sub-Committees must not make any media or press releases or announcements relating to the work of MARSS without prior sanction or written approval of the Chair or in their absence, the Deputy Chair, in the first instance, to decide whether or not to go to the public with the issue, and if so, get the form, timing, content and manner of the announcement or release approved from the board.

50. Conflict of Interest

50.1 All members of the Board or employees of the Association must not be in any conflicts of interest (perceived or real) situations whereby they:

(a) pursue objectives that have the real or perceived potential of harming or running counter to the objectives of the organisation.

(b) use the organisation to promote any individual interests that are outside its objectives or attempts to promote or personalise the organisation for their benefit – including personal political campaigns.

(c) engage in activities in which they (or close relatives or friends) become financial or promotional beneficiaries of the organisation's advice, projects, or activities; and engage in activities to impose any specific ideology or divisive, exclusionary views or ideas on the organisation that run counter to its objectives and purposes.

50.2 Members of the Board must warrant to the best of their knowledge, after making diligent enquiries, that no conflict of interest exists or is likely to arise in the performance of their duties and in undertaking their obligations as members of the Board of the Association. All members of the Board must use their best endeavours to ensure that a situation does not arise that may result in a perceived or real conflict of interest. Where a conflict of interest, real or perceived conflict of interest, arises in the discharge of their responsibilities they must inform the Chair of the Board and take any steps the Board or Chair reasonably requires addressing (or otherwise deal with) the real or perceived conflict of interest situations.

50.3 The Board must maintain a Conflict-of-Interest Register.

51. Handing over of the property upon Removal from Board or getting elected to new Board.

51.1 In case of removal from the board, the member so removed will handover all the documents that are the property of the board to the board. In case of the Elections, the out-going board will hand over all the documents and the property of the association to the newly elected body within seven days from the date of election.

52. Winding Up

(1) In the event of winding up of the Association, all the surplus and assets after paying all the liabilities of the Association will be transferred to another association having similar objectives.

(2) In the event of winding up of the Association no surplus will be distributed to it's members.

53. Liability or Indemnity of Members, Directors or Staff

(1) There will be no liability (if any) of members, directors, or staff of the Association towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

(2) The private property and assets of the member, Board members or employees of the Association shall have no links or connection against any liability or debt of the Association. The Association indemnifies its individual member's, Board member's or staff member's private property and personal assets against any liability incurred in that role or capacity.

54. Amendments and adoption of the Constitution

54.1 Amendments as required to this Constitution may be proposed by the Board, but cannot be passed by the Board themselves. Adoption of the amendments to the Constitution will require at least a 75% of the eligible voting members present and are entitled to vote 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. Amendments under this Constitution must be proposed and passed only by a special resolution of the members at a Special General Meeting. The decision of the Special General Meeting will be immediately effective.

55. Compliance with law

55.1 If there is any inconsistency between this Constitution and the Act, the Act prevails to the extent of the inconsistency.