



Refugee Advocacy Service of South Australia

RULES

ABN 65 354 907 988

October 2016

Associations Incorporation Act 1985 (SA)

Rules of Refugee Advocacy Service of South Australia Inc

1. Name

The name of the incorporated association is REFUGEE ADVOCACY SERVICE OF SOUTH AUSTRALIA INC referred to herein as '**the association**'.

2. Definitions

In these rules, unless the contrary intention appears –

'**asylum seeker**' means a person or family of a person seeking asylum from Australia under the Convention relating to the Status of Refugees;

'**casual vacancy**' means a position on the committee is vacated either by resignation, disqualification or failure to elect a person at general meeting.

'**committee**' means the committee of management of the association;

'**general meeting**' means a general meeting of members of the association convened in accordance with these rules;

'**member**' means a member of the association;

'**the Act**' means the *Associations Incorporation Act 1985*;

'**month**' shall mean a calendar month.

'**refugee**' means a person or family of a person meeting the definition of Refugee under the Convention relating to the Status of Refugees;

'**the Regulations**' means the *Associations Incorporation Regulations 2008*.

3. Objects or Purposes of the Association

The objects of the association are to:

- 3.1. Provide migration and legal advice, representation and advocacy to refugees and asylum seekers who are disadvantaged in their access to the migration and legal system, whether through detention, recent arrival, language or cultural barriers, socio-economic status, illiteracy or other reasons;
- 3.2. provide coordination and a clearing house for pro-bono migration and legal services offered by the migration and legal profession to refugees and asylum seekers;
- 3.3. provide migration and legal information and education to refugees and asylum seekers to assist them to participate fully and competently in migration and legal matters affecting them;
- 3.4. provide information and education to the migration and legal profession, the judiciary and other service providers on the needs of refugees and asylum seekers to assist them to improve just outcomes for refugees and asylum seekers;
- 3.5. initiate, promote and undertake research and law reform in the areas of immigration and refugee law, policy and procedures;
- 3.6. undertake community education activities to increase public awareness of the migration, legal and other difficulties faced by refugees and asylum seekers;
- 3.7. work in conjunction with other organisations, including refugee organisations, to promote structural and legislative change to overcome disadvantages experienced by refugees and asylum seekers;
- 3.8. promote understanding of and adherence to the Convention relating to the Status of Refugees;

- 3.9. raise money and seek donations, including donations other than money to run and maintain a migration and or legal clinic in South Australia for refugees and asylum seekers;
- 3.10. do all such things incidental to, or conducive to the attainment of, the above objects (or any one of them).

4. Powers of the Association

The association shall have all the powers conferred by section 25 of the Act.

5. Membership

5.1. Eligibility

- 5.1.1. Any person who, supports the objects of the association, agrees to be bound by its rules and who applies for membership of the association can make an application for membership to the committee (**Schedule 1**).
- 5.1.2. The application for membership shall be made in writing, signed by the applicant.
- 5.1.3. The committee shall determine whether or not to accept an application for membership, accepting for membership only individual persons who support the objects of the association and:
 - 5.1.3.1. are refugees living in Australia or people seeking asylum from Australia whether on protection visas or not;
 - 5.1.3.2. are concerned about the plight of refugees or asylum seekers and or provide voluntary legal, para-legal, interpreting, research, advocacy, administrative or related legal support services to refugees or asylum seekers; or
 - 5.1.3.3. are employed by the association.
- 5.1.4. Upon the acceptance of the application by the committee and upon payment of the first annual membership fee, the applicant shall be a member of the association.

5.2. Membership Fees

- 5.2.1. The membership fees for membership shall be such sum (if any) as the member(s) shall determine from time to time in general meeting.
- 5.2.2. The membership fees shall be payable annually on 1 July or at a time that the committee determines.

5.3. Resignations

- 5.3.1. A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Unless the notice provides otherwise, a resignation by a member takes effect immediately.
- 5.3.2. Any member so resigning shall remain liable for any and all outstanding monies which may be recovered as a debt due to the association.

5.4. Expulsion of a member

- 5.4.1. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge or misconduct detrimental to the interests of the association.
- 5.4.2. The committee shall give the member notice and particulars no less than one (1) calendar month before the meeting of the committee at which the matter will be determined.
- 5.4.3. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall (subject to 5.4.4 below), cease to be a member fourteen (14) days after the committee has communicated its determination to the member.

5.4.4. It shall be open to a member to appeal to the association at a general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within one (1) calendar month after the determination of the committee has been communicated to the member.

5.4.5. In the event of an appeal under 5.4.4 above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5. Register of Members

A register of members must be kept and contain:

- 5.5.1. the name and address of each member;
- 5.5.2. the date on which each member was admitted to the association; and
- 5.5.3. if applicable, the date of and reason(s) for termination of membership.

6. The Committee

6.1. Powers and duties

- 6.1.1. The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- 6.1.2. The committee has the management and control of the funds and other property of the association.
- 6.1.3. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- 6.1.4. The committee shall have the power to appoint such officers or employ such employees as are required to carry out the objects of the association and may discuss or delegate any of its powers to such officers.
- 6.1.5. The committee shall appoint a public officer as required by the Act.
- 6.1.6. The committee may appoint a principal migration agent or legal officer, either honorary or employed, who shall be responsible for ensuring the quality of migration and legal services provided by the association.
- 6.1.7. The committee may appoint sub-committees of members and non-members (and in the case of non-members such persons must accept the objects of the association) for specific purposes who shall meet as they see fit or as directed by the committee and who shall report to the committee.

6.2. Appointment

- 6.2.1. The committee shall be comprised of not less than five (5) voting members and not more than twelve (12) voting members who shall be elected by the members present and voting at the annual general meeting.
- 6.2.2. The office bearers of the Association shall be the chairperson, deputy chairperson, secretary and treasurer who shall be elected by the committee at a meeting held within one (1) week following the annual general meeting.
- 6.2.3. A committee member shall be a natural person.
- 6.2.4. The first committee of the association appointed under these rules shall hold office until the next annual general meeting after passing these new rules. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire.

6.2.5. Members seeking election to the committee shall be nominated by another member in writing to the Secretary no later than fourteen (14) days prior to the annual general meeting or as otherwise determined by the members at that annual general meeting. Such nomination shall be signed by the proposer and the nominee.

6.2.5.1. A retiring committee member whose term has expired at that annual general meeting shall be eligible to stand for re-election without nomination.

6.2.6. Notice of all persons seeking election to the committee shall be given to all members of the association no later than seven (7) days prior to the annual general meeting.

6.2.7. If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the annual general meeting, and those nominees shall be duly elected as committee members.

6.2.8. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

6.3. **Proceedings of committee**

6.3.1. The committee shall meet together for the dispatch of business no less than twice a year.

6.3.2. The chairperson or two other committee members shall have power to call a meeting of the committee.

6.3.3. A meeting of the committee may be held using any technology consented to by the committee.

6.3.4. The committee may function validly notwithstanding any vacancies so long as its number is not reduced below six (6) voting members.

6.3.5. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

6.3.6. A quorum for a meeting of the committee shall be one half of the members of the committee.

6.3.7. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4. **Disqualification of committee members**

The office of a committee member shall become vacant if a committee member is:

6.4.1. disqualified from being a committee member by the Act;

6.4.2. expelled as a member under these rules;

6.4.3. permanently incapacitated by ill health;

6.4.4. absent without apology from more than three (3) consecutive committee meetings, or more than three (3) committee meetings in a financial year.

7. **General Meetings**

7.1. **Annual General Meetings**

7.1.1. The committee shall call an annual general meeting in accordance with the Act and these rules and shall be held within five (5) months after the end of its financial year.

7.1.2. A quorum at any General Meeting shall be ten (10) members or two-thirds of the members, whichever is less.

- 7.1.3. The order of the business at the meeting shall be:
- 7.1.3.1. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - 7.1.3.2. to receive the chairperson's report for the previous financial year;
 - 7.1.3.3. to receive the treasurer's report and (if required, the audited) financial report for the previous financial year together with the financial budget for the current financial year;
 - 7.1.3.4. the election of committee members;
 - 7.1.3.5. the appointment of auditors (if required - see rule 11.5);
 - 7.1.3.6. any other business requiring consideration by the association in general meeting.

7.2. **Special General Meeting**

- 7.2.1. The committee may call a special general meeting of the association at any time.
- 7.2.2. A special general meeting may be called by the secretary within twenty eight (28) days and not less than twenty one (21) days of receipt of a directive from the committee or a written request of three (3) committee members or of six (6) members specifying the business to be conducted at the meeting.
- 7.2.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 7.2.4. If a special general meeting is not convened within one (1) month, as required by 7.2.2 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as near as practical as a meeting convened by the committee, and for the purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

7.3. **Notice of general meetings**

- 7.3.1. At least twenty one (21) days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 7.3.2. A notice may be given by the association to a member by serving the member with the notice personally, sending it by post or electronic communication to the address appearing in the register of members.
- 7.3.3. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two (2) days after the date of its posting.
- 7.3.4. Where a notice is sent by facsimile, service of the notice shall be deemed to be effected upon receipt of a transmission report confirming the facsimile was received at the facsimile to which it was sent.
- 7.3.5. Where a notice is sent by electronic mail, service of the notice shall be deemed to have been effected on sending, unless the sender's computer reports that the message has not been delivered.
- 7.3.6. Where a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.

7.4. **Proceedings at general meetings**

- 7.4.1. Ten (10) members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

- 7.4.2. If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.
- 7.4.3. Subject to 7.4.4, the chairperson of the committee or if there shall be no chairperson, then the deputy chairperson of the committee or in their absence, or on their declining to take, or retiring from the chair, one of the committee members chosen by meeting shall preside as chairperson at every general meeting of the Association.
- 7.4.4. If the chairperson is not present within five (5) minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

7.5. **Voting at general meetings**

- 7.5.1. Subject to these rules, every member of the association has only one (1) vote at a meeting of the association.
- 7.5.2. Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting shall be decided by show of hands.

7.6. **Special and ordinary resolutions**

- 7.6.1. A special resolution is a resolution passed at a duly convened meeting of the members by not less than 75% of the members of the association whom are entitled to vote on the resolution, whether in person or by proxy, provided that each member was provided at least twenty one (21) days' written notice specifying the intention to propose the resolution as a special resolution.
- 7.6.2. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

7.7. **Proxies**

- 7.7.1. A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association (**Schedule 2**).
- 7.7.2. A person must not exercise proxies for more than three (3) members.

8. **Minutes**

- 8.1. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one (1) month after the relevant meeting in minute books kept for that purpose.
- 8.2. The minutes kept pursuant to this rule must be confirmed by the members of the association or the member(s) of the committee (as relevant) at a subsequent meeting.
- 8.3. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 8.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.

9. **Dispute Resolution**

- 9.1. The dispute resolution procedure set out in this rule applies to disputes under these rules between:
 - 9.1.1. a member and another member; and
 - 9.1.2. a member and the association.

- 9.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 9.3. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- 9.4. In this rule 'member' includes any person who was a member not more than six (6) months before the dispute occurred.

10. The Seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the association. The affixing of the seal shall be witnessed by any two (2) of the chairperson, deputy chairperson, secretary and treasurer.

The seal shall be kept in the custody of the secretary or such other person as the committee may from time to time decide.

11. Financial Reporting

11.1. Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2. Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act. Refer to regulation 8 of the Associations Regulations.

11.3. Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting where the prescribed corporation has gross receipts in that association's previous year is in excess of \$200,000 or such greater amount as prescribed by regulations.

11.4. Annual Returns

The annual (periodic) return shall be lodged with Consumer Business Services within six (6) months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

11.5. Appointment of Auditor

- 11.5.1. At each annual general meeting, the member(s) shall appoint a person to be auditor of the association. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.
- 11.5.2. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- 11.5.3. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

12. Prohibition Against Securing Profits For Members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13. Application of Surplus Assets

- 13.1. If the organisation is wound up or its endorsement as a deductible gift recipient (**DGR**) is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
 - 13.1.1. gifts of money or property for the principal purpose of the organisation;
 - 13.1.2. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation;
 - 13.1.3. money received by the organisation because of such gifts and contributions.
- 13.2. The winding up requirement for surplus gifts and contributions will also be met where the organisation's winding up clause requires all surplus assets to be transferred to another DGR. In this case, the DGR must have a separate rule regarding distribution of surplus gifts and deductible contributions in the event of revocation of DGR endorsement.
- 13.3. While DGRs endorsed as a whole are not required to maintain a gift fund, all gifts and deductible contributions made for the principal purpose must be used for that purpose. All DGRs must maintain records that explain all transactions and other acts relevant to status as a DGR

14. Rules

- 14.1. These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- 14.2. The alteration shall be registered with Consumer Business Services, Corporate Affairs Commission, as required by the Act.
- 14.3. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.



Refugee Advocacy Service of South Australia

Schedule 1
APPLICATION FOR MEMBERSHIP

Name:

Address:
.....Postcode.....

Firm (if applicable):

Phone:(h).....

(w).....(m).....

Fax:

Email:

I wish to apply for membership of the Refugee Advocacy Service of South Australia Incorporated. I support the objects of the Association and agree to abide by the terms of the constitution. I believe that I am eligible for membership on the basis that I:

- am a refugee living in Australia or person seeking asylum from Australia
am concerned about the plight of refugees or asylum seekers and or provide a voluntary legal, para-legal, interpreting, research, advocacy, administrative or related legal support services to refugees or asylum seekers;
(am employed by the Association.)

Signed:

Date:

Refugee Advocacy Service of South Australia Inc
POSTAL: Murray Chambers, 12 Coglein Street, Adelaide, SA 5000
EMAIL: admin@rassa.org.au
WEBSITE: www.rassa.org.au
PHONE: 0401 247 224



SCHEDULE 2

Refugee Advocacy Service of South Australia Inc
A community Legal Service for Refugees and Asylum Seekers

APPOINTMENT OF PROXY

I,
(full name of member)

of
.....
(address of member)

being a member of the Refugee Advocacy Service of South Australia Inc,

HEREBY APPOINT

.....
(full name of proxy – can only be an individual)

of
.....
(address of proxy)

being a member of that Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or other general meeting, as the case may be) to be held on the day of and at any adjournment of that meeting.

Signed:
(Signature of member appointing proxy)

Date:

Refugee Advocacy Service of South Australia Inc
POSTAL: Murray Chambers, 12 Coglein Street, Adelaide, SA 5000
EMAIL: admin@rassa.org.au
WEBSITE: www.rassa.org.au
PHONE: 0401 247 224