

™CONSTITUTION OF THE AFRICAN AUSTRALIAN COUNCIL ACT INC.

PART I PRELIMINARY

1. Name and structure of the Council

1.1. Name of the council

The name of the council is the *African Australian Council ACT Inc* (hereinafter Council)

1.2. Structure of the council

The council is a community organisation made up of national associations of African countries present in the Australian Capital Territory whether incorporated or not incorporated.

2. Definitions in this constitution

Act means the Associations Incorporations Act of 1991

(<https://www.legislation.act.gov.au/a/1991-46/>) as amended from time to time

Council means the African Australian Council ACT Inc.

Basic Objectives: means the objectives and purposes of the Council.

Financial year of the council is from 1 July to 30 June

Member means a national association of an African country present in the ACT whether incorporated or not incorporated.

Ordinary member of the Executive Committee is a member of the Executive Committee who is not an office bearer of the Executive Committee

Regulation means Associations Incorporation Regulation 1991

(<https://www.legislation.act.gov.au/sl/1991-31/default.asp>)

3. Basic Objectives

The basic objectives of the Council are to:

3.1. educate and promote understanding of the cultures of the peoples of Africa through various festivals, cultural events, newsletters and seminars.

3.2. advocate on behalf of the members of the Council and promote their welfare

3.3. promote reconciliation and tolerance between members of the Council and the wider Australian community:

3.4. be the point of contact with the local and Federal Governments.

3.5. maintain effective co-operation and communication between the different African community groups in Australia.

3.6. promote social and economic integration of African Australians within the Australian society.

4. Who can be a member and how to become a member

4.1. Membership is open to national association of an African country present in the ACT whether incorporated or not incorporated. Membership is limited to one national association per country as recognised by the Council.

4.2. A member may appoint 3 (three) of its nationals as representatives to serve on the Council

- 4.3. The appointment of the representatives to serve on the council must:
 - 4.3.1 be in writing
 - 4.3.2 include the name of the representative
 - 4.3.3 be signed by an authorised person of the member
- 4.4. A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 4.5. After the Council’s approval or rejection of applications, the secretary will inform the applicant of the outcome.
- 4.6. A member becomes a member when their name is entered in the register.

5 Register of Members

- 5.1. The register is made up of the names and contact details of the representatives of the member. An email address, phone number and postal address are required and must be entered in the register of member when membership is approved.
- 5.2. The Council must record the dates that a member becomes and stops being a member in the register as soon as practicable.

6 Cessation of Membership of Council

- 6.1. A member ceases to be a member of the Council if they resign or are declared bankrupt.
- 6.2. If a member resigns, the Council is not required to refund any paid joining and membership fees.
- 6.3. The rights of a member are not transferable and end when membership ceases.

7. Membership Fees

- 7.1. Membership fees for a member is as determined from time to time by the Council.
- 7.2. Membership fees are to be paid upon the acceptance of a new member country and renewal is due on the first day of the financial year of the Council, or as otherwise determined by the Council.
- 7.3. A member must pay any membership fee and any unpaid joining fee within one month of being asked. If a member does not pay in time, their membership may be suspended by the Council. If the member does not pay all amounts owing within six months of their membership being suspended, their membership may be canceled

7.4. Suggestions for membership fee

The membership fee is currently \$120 per year or \$10 a month

8. Disciplining of representatives of members

- 8.1. If the Executive Committee of the Council is of the opinion that the representative of a member—

- a. has persistently refused or neglected to comply with a provision of these rules;
- or
- b. has persistently and willfully acted in a manner prejudicial to the interests of the Council;

the Executive Committee may, by resolution—

- expel the representative of the member from the Council; or
- suspend the representative of the member from the rights and privileges of membership of the Council

8.2. If the Executive Committee passes a resolution under subsection (8.1), the secretary must, as soon as practicable, serve a written notice to the representative of the member—

8.2.1. setting out the resolution of the committee and the grounds on which it is based;

8.2.2. stating that the representative of the member may address the Executive Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

8.2.3. stating the date, place and time of that meeting; and

8.2.4. informing the member that the member may do either or both of the following:

- attend and speak at that meeting;
- submit to the committee at or before the date of that meeting written representations relating to the resolution.

8.3. Subject to section 50 Act, at a meeting of the committee mentioned in subsection (8.2), the committee must—

8.3.1. give to the member mentioned in subsection (8.1) an opportunity to make oral representations; and

8.3.2. give due consideration to any written representations submitted to the Executive Committee by that member at or before the meeting; and

8.3.3. by resolution decide whether to confirm or to revoke the resolution of the Executive Committee made under subsection (8.1).

8.4. If the Executive Committee confirms a resolution under subsection (8.3), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 9.

8.5. A resolution confirmed by the Executive Committee under subsection (8.4) does not take effect—

8.5.1. until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or

8.5.2. if within that period the member exercises the right of appeal—unless and until the Council confirms the resolution in accordance with section 9.

9. Right of appeal of disciplined representative of a member

9.1. A member who is subject to disciplinary action may appeal to the council in general meeting against a resolution of the committee that is confirmed under section 9 (4), within 7 days after notice of the resolution is served to the member, by lodging with the secretary a notice to that effect.

9.2. On receipt of a notice under clause (9.1), the secretary must notify the committee which must call a general meeting of the Council to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

9.3. Subject to the Act, section 50, at a general meeting of the Council called under clause (9.2)—

9.3.1 no business other than the question of the appeal may be transacted; and

9.3.2. the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

9.3.3. the members present must vote by secret ballot on the question of whether the resolution made under section 9 (4) should be confirmed or revoked.

9.4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9 (4), that resolution is confirmed.

10. Executive Committee

10.1. The Executive committee will consist of the office bearers of the Council and 3 elected ordinary committee members.

10.2. The office-bearers of the council are

10.2.1. The President

10.2.2. The Vice President

10.2.3. The Secretary

10.2.4. The Treasurer

10.2.5. The Communication Officer

10.2.6. The Public Officer

10.2.7. The Community Youth Coordinators'

11. Election and Term of Executive committee members

11.1 At the annual general meeting, separate elections must be held for each of the following positions—

- 11.1.1 President;
- 11.1.2 Vice-President;
- 11.1.3 Secretary;
- 11.1.4 Treasurer;
- 11.1.5 Communication officer;
- 11.1.6 Public Officer, and
- 11.1.7 Community Youth coordinators

11.2 The term of office of the Executive Committee members is two years.

11.3 Subject to subclause 12.4, a person is eligible for re-election.

11.4. No person occupying any office listed in clause 11.1 1 to 7 above is eligible to occupy the same office for more than two consecutive terms.

11.5. Not more than one representative of the same member country must be an Executive member at the same time.

11.6 Nomination of a person as a member of the Executive committee must be in writing and must be submitted to the Public Officer of the council at least seven (7) days before the close of nominations

11.7 If at the close of nominations the number of nominations received equals the number of vacancies to be filled, persons nominated are deemed to be elected and no ballot must be held.

11.8 If there are insufficient nominations to fill positions in the Executive committee, those with valid nominations are deemed to be automatically elected. Further nominations may be called from the floor to fill the vacancies left. Any vacancy remaining after this is deemed to be a casual vacancy to be filled by the Council

12 Executive Committee Vacancy

12.1. A position, on the Executive Committee becomes a casual vacancy if the member:

12.1.1 dies

12.1.2 resigns the office or the position

12.1.3 ceases to be a member of the Council

12.1.4 becomes bankrupt

12.1.5 without leave granted by the Executive Committee, fails to attend three consecutive meetings of the Executive Committee for which notice has been given to them;

12.1.6 subject to section 50 of the Act, is removed from office.

12.2. The Executive Committee may appoint a member to a casual vacancy. Preference will be given to members with skills and experiences not already represented on the Executive Committee.

13. Powers and responsibilities of the Executive committee –

13.1. The Executive Committee is responsible for managing and directing the activities of the Council to achieve its objectives.

13.2. The Executive Committee subject to the Act, and regulations made under the Act and any resolution passed by the Council in a general meeting:

13.2.1 controls and manages the affairs of the Council

13.2.2 may exercise all the functions that may be exercised by the Council other than those functions that are required by these rules to be exercised by the Council in general meetings

13.2.3 has power to perform all acts and do all things that appear to the Executive Committee to be necessary or desirable for the efficient and proper management of the affairs of the Council.

13.3 *The President*

13.3.1 The president is responsible for the leadership, direction and coordination of the activities of the Council

13.3.2 The president is required to

- (a) preside at all general Council and Executive Committee meetings.
- (b) act as a signatory for the Council in all legal and financial purposes
- (c) serve as official spokesperson when required
- (d) work with the Executive Committee to ensure the necessary skills are represented on the Council and that a succession plan is in place to help find new Committee members when required
- (e) oversee the development of relevant policies, strategic and business plans in order to achieve the goals of the Council
- (f) sign all records of the meetings that were chaired by him/her.
- (g) ensure effective governance of the Council.

13.4 *The Vice President*

13.4.1 The Vice President is responsible for the coordination of the activities of the Council

13.4.2 The vice president is required to

- a) preside at general or executive meetings and act as the president, in the absence of the president or when the president is unable to act in that role.
- b) be an alternate signatory for the Council for legal and financial purposes
- c) assist the president in deciding which matters are dealt with by the office bearers, or delegated to subcommittees
- d) assist the president with strategies and plans for the Council.

13.5 *The Secretary*

The Secretary of the Council

13.5.1. must as soon as practicable after being appointed as Secretary, take notice of the Council's PO Box.

13.5.2. prepares full and accurate minutes of meeting proceedings.

13.5.3. notifies members of the Council of meetings in accordance with the constitution.

13.5.4. maintains the Council's records

13.5.5. maintains the Council's register of all members and committee members

13.5.6. ensures the correspondence of the Council are kept up to date.

13.5.7. communicates regularly with the President and the Vice President to ensure they are informed of relevant matters arising from correspondence, agenda items and other action items.

13.5.8. may be signatory to the Council's accounts.

13.6 *The Treasurer*

13.6.1 The treasurer is responsible for all incoming and outgoing finances of the Council.

13.6.2 The treasurer is required to

- a) maintain an accurate record of all receipts and expenditure of the Council
- b) receive all monies, including membership subscriptions paid to the Council and issue receipts in the name of the Council.
- c) pay all invoices received into the Council's account within a reasonable time
- d) pay all accounts presented by the Council in a timely manner.
- e) prepare financial statements for presentation at request and at the Annual General Meeting
- f) present the accounts of the Council to be audited as required.

13.7 *The Communications Officer*

The duties of the Communications Officer are as follows:

- a) coordinate communication about cultural events of the council.
- b) communicate with the members of the community.
- c) inform members of the community of all relevant information from the Council.

13.8 *The Public Officer*

The public officer:

- a) is the voice and face of the Council
- b) is the central contact person for the Council
- c) notifies access Canberra or any changes to the constitution or office bearers

- d) Ensure any change of address of the Council are notified to the Fair trading within 28 days
- e) Ensure the Council's documents are passed on from any former committee member to new committee members

13.9 *The Youth Coordinator*

13.9.1. Must be under 30 years old when elected.

13.9.2. Represents the views of young members of the community

13.9.3. Must engage, liaise, advocate and coordinate with the youth of the community.

13.9.4. Must provide, support and implement dynamic programs and events, activities or workshops that empower young community members in line with the objectives and values of the Council.

14. Remuneration of Executive officers

14.1. The position of Executive officer is voluntary. Hence there will be no remuneration.

14.2. The income and property of the Council, however derived, must be applied solely towards the promotion, and the objectives and purposes of the Council and no portion must be paid or transferred directly or indirectly by dividend, bonus or otherwise to any member of the Council.

14.3 An executive officer must not solicit or receive any gifts from persons or organizations outside of the Council for their benefit or personal use.

14.4. An executive officer must not receive any remuneration or allowances other than payment for out-of-pocket expenses

14.5. Nothing in the foregoing clauses of this rule prevents the payment in good faith, to a member of the council, of remuneration in return for services rendered to the council by the member, or for goods supplied to the council by the member in the ordinary course of business.

15. Declaration of conflicts of interests

- 15.1. A member of the council must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the council or proposed in an email or some other means
- 15.2. If a person declares a conflict he or she must leave the meeting to allow the council to decide whether he she can take part in a meeting but must not take part in a decision [Note: A person who declares a conflict may be asked by the council to taken part in deliberations but not vote. This might be if the person is the person with the best information on the issue]
- 15.3 Any disclosure of conflict must be recorded in the minutes of the meeting at which the conflict was declared.

CASUAL VACANCIES

16. Filling Vacancies on the Executive Committee

In the event of a casual vacancy in any Executive Office, the Council may appoint one of its members to the vacant office, and the members 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.

17. Executive committee meetings

- 17.1. The Executive Committee must meet a minimum of 4 times each year at such place and such times as the Executive Committee may determine.
- 17.2. Special meetings of the Executive Committee may be convened by the Chair or any of the members of the Executive committee.
- 17.3. At least seven (7) days' notice must be given by the Secretary to members of the Executive committee of any special meeting, specifying the general nature of the business to be transacted at such a meeting.
- 17.4. Meetings may be held face to face or by any other means agreed to by members including using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using the agreed technology is taken to be present in person at the meeting.
- 17.5 The Executive committee may transact any of its business by the circulation of documents among all members and a resolution approved in writing by a majority of members is taken to be a decision of the Executive Committee.

18. Executive committee meeting Quorum

- 18.1. A quorum for the transaction of the business of a meeting of the executive must be three (3) members who are present at a meeting.

- 18.2. No business must 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 a time and place agreed to by the Executive.

19 Presiding over Executive committee Meetings

All executive meetings should be chaired by the President or the Vice - President. In their absence, any member chosen among those present is to preside over the meeting.

20 Sub- committee

20.1. The Executive committee may at any time appoint a sub-committee as it may see fit and must prescribe the power and functions of the sub-committee.

20.2 The Executive may invite persons to join the sub-committee. Such persons will not be entitled to vote.

20.3. A minimum of two members or one third of appointed members of a sub-committee constitute a quorum at a meeting.

21. Holding of the Annual General Council Meeting (AGM)

The annual general meeting must be held within 6 months after the Council's financial year end.

22. Calling of and Business at the General Meeting

22.1. The General Meeting of the Council is, subject to the Act, to be convened on a date, place and time as decided by the Executive committee.

22.2 In addition to any other business which may be transacted at the Annual General Meeting, the business of a General Meeting may be:

22.2.1 to confirm the minutes of the last preceding General Meeting and of any Special General Meeting held since that meeting;

22.2.2. to receive from the Council, reports upon the activities of the Council during the preceding financial year;

22.2.3 to elect Executive members if it is an election year

22.2.4 to appoint an auditor.

22.3. A general meeting must be specified as such in the notice convening it.

24.4. The General Meeting may transact special business of which notice has been given in accordance with these rules.

23. Calling of Special General Meetings

- 23.1. All general meetings other than the General Meeting shall be called Special General Meetings.
- 23.2. The Council may, whenever it sees fit, convene a Special General Meeting of the council.
- 23.3. The Council shall, on the requisition in writing of not less than five (5) members of the Council, convene a Special General Meeting.
- 23.4. A requisition of members for a Special General Meeting:
 - 23.4.1. must state the purpose (s) of the meeting;
 - 23.4.2. must be signed by the members making the requisitions;
 - 23.4.3. must be lodged with the Secretary; and
 - 23.4.4. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 23.5. If the Council 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 not later than 3 months after that date.
- 23.6. A Special General Meeting convened by a member or members as referred to in clause (5) must be notified by the Secretary of the council, under their signature, to all nominated representatives at least 21 (twenty-one) days before the date fixed for the meeting. Such notification must describe all business to be transacted and wording of any motions to be tabled.
- 23.7. A resolution at a Special General Meeting must be passed by no fewer than 51% of the voting members.

24. Procedure of the general meeting

- 24.1. No business other than that specified in the notice convening the meeting may be transacted at the meeting except in the case of an Annual General Meeting
- 24.2. The quorum for all general meetings of the Council is 15% of the members present and entitled to vote.
- 24.3. 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 a time, date and place specified 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).
- 24.4. 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 15%) shall constitute a quorum.

25. Adjournment

25.1. 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, but no business shall be transacted at an adjourned meeting other than the business left unfinished.

25.2. 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.

26. Making of Decisions

26.1. A question arising at a general meeting of the council shall be determined on a show of hands.

26.2. At a general meeting of the Council, a poll (to be undertaken in such a manner as the person presiding at the meeting may determine) or secret ballot may be demanded by the Chair or by any member present.

27. Voting

27.1. Upon any question arising at a general meeting, a member has one vote only.

27.2. All votes shall be given personally in a manner determined by the person presiding at the meeting.

27.3. In the case of an equality of votes on a question at a general meeting, the Chair of the meeting is entitled to exercise a second or casting vote.

28. Insurance

28.1. The Council is to effect and maintain public liability insurance

28.2. In addition to the insurance required under the previous clause, the Council may effect and maintain other insurances.

29. Funds – Source

29.1. The funds of the Council are to be derived from annual subscriptions of members, grants from government and other bodies, donations, fund raising and, subject to any resolution passed by the Council in general meeting, such other sources as the Council determines.

29.2. All monies received by the Council must be deposited as soon as practicable and without deduction to the credit of the Council's bank account.

29.3. The Council must, as soon as practicable after receiving any money, issue an appropriate receipt.

30. Funds – Management

30.1. Subject to any resolution passed by the Council in general meeting, the funds of the Council must be used for the objectives of the Council in the way that the executive decides.

30.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 3 members of the executive committee authorised to do so by the Council.

31. Determination of Annual Subscription

The annual subscription payable by members of the Council is to be determined by the executive committee, and may be altered from time to time.

32. Alteration of Objectives and Rules

The statement of objectives and these rules may be altered, only by the special resolution at a general meeting of the Council called for that purpose.

33. Delegation

33.1. The Executive Committee may delegate to a member of the Committee or a subcommittee any of its powers and functions other than—

- (a) this power of delegation; or
- (b) a duty imposed on the Committee by the Act or any other law.

33.2. The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

33.3. The Committee may, in writing, revoke a delegation wholly or in part.

33.4. A delegation of power ceases to have effect:
at the end of the term of office of the Executive committee which issued it; or

34. Custody of Books Etc

34.1. All records, books, and other documents relating to the Council must be kept in a place decided by the Council. This place must be accessible to at least 2 members of the executive committee. In the case of digital documents, these should be kept in a media folder (e.g. google, dropbox) accessible by at least 2 members of the executive committee.

34.2. The records, books and other documents of the Council must be open to inspection, free of charge, by a member of the Council at any reasonable hour.

35. Service of Notice

35.1. Written notice or any communication under this constitution may be given to a member:

- in person
- by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
- by sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
- if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

35.2. If the Council does not have an address for the member, the Council is not required to give notice in person.

35.3. A notice sent by email is deemed to have been received on the day it was emailed.

35.4. A notice delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered

35.5. A notice sent by post, is taken to be given on the fifth business day after it is posted with the correct payment of postage costs

36. Winding Up

36.1 The Council shall be wound-up only in accordance with the Act. If the Council 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 to which tax-deductible gifts can be made:

- (i) Gifts of money or property for the principal purpose of the Council;
- (ii) Contributions made in relation to an eligible fundraising event help for the principal purpose of the Council;
- (iii) Money received by the Council because of such gifts and contributions.

36.2 The liability of a member to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount (if any) unpaid by the member in relation to membership of the Council at the time of winding up.

37. Surplus assets not to be distributed to members

If the Council is wound up, any surplus assets must not be distributed to a member or a former member of the Council.

38. Distribution of surplus assets

38.1. Surplus assets that remain after the Council is wound up must be distributed to one or more charities:

- with charitable purpose (s) similar to, or inclusive of, the purpose(s) in clause of the Council and

- which also prohibit the distribution of any surplus assets to its members

38.2. The decision as to the charity (ies) to be given the surplus assets must be made by a special resolution of members at or before the time of winding up.