

## Rules of Association

# Diaspora Action Australia Inc.

Incorporated under the  
Associations Incorporation Reform Act 2012 (Vic)

**1. Name**

The name of the incorporated association is Diaspora Action Australia Inc. (in these Rules called "the **Association**").

**2. Definitions**

(1) In these Rules, unless the contrary intention appears-

**"Act"** means the *Associations Incorporation Reform Act 2012 (Vic)*;

**"Board"** means the governance Board of the Association;

**"financial year"** means the year ending on 30 June;

**"general meeting"** means a general meeting of members convened in accordance with rule 11.

**"member"** means a member of the Association;

**"ordinary member of the Board"** means a member of the Board who is not an officer of the Association under rule 23;

**"Regulations"** means regulations under the Act;

**"relevant documents"** has the same meaning as in the Act.

**3. Purposes and objects of the Association**

(1) The purposes and objects of the Association are set out in Appendix 2 and may be amended by the Association from time to time in accordance with rule 4.

(2) The Association will not be carried on for the purposes of profit or gain to its members.

(3) The property and income of the Association shall be applied solely towards the promotion of the purposes and objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association.

**4. Not Used**

**5. Alteration of the rules and statement of purposes**

These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.

**6. Membership, entry fees and subscription**

(1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription fee payable under these Rules.

(2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-

(a) they apply for membership in accordance with sub-rule (3); and

- (b) the admission as a member is approved by the Board.
- (3) An application of a person for membership of the Association must
  - (a) be made in writing ; and
  - (b) be lodged with the Secretary.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- (5) The Board must determine whether to approve or reject the application.
- (6) If the Board approves an application for membership, the Secretary must, as soon as practicable-
  - (a) notify the applicant in writing of the approval for membership; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable as an annual subscription fee under Appendix 1 .
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when their name is entered in the register of members.
- (9) If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association-
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (11) The annual subscription is the relevant amount set out in Appendix 1, as amended from time to time in accordance with sub-rule (12), and is payable in advance on or before 1 July in each year.
- (12) The Board can set or change joining fees, membership fees and annual subscription fees for members. Changes to the amount must be approved by members at a general meeting.
- (12) The Board may waive the annual subscription fee payable by a member under these Rules, at its discretion.

## **7. Register of members**

Subject to clause 38.6 of these Rules, the Secretary must keep and maintain a register of members containing-

- (a) the name and address of each member; and
- (b) the date on which each member's name was entered in the register.

**8. Ceasing membership**

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving two week's notice in writing to the Secretary of their intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1)-
  - (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

**9. Discipline, suspension and expulsion of members**

- (1) The Board can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
- (2) The Board must write to the member to tell them why disciplinary action is proposed to be taken.
- (3) The Board must arrange a disciplinary procedure that meets these requirements:
  - (a) the outcome must be determined by an unbiased decision-maker
  - (b) the member must have the opportunity to be heard; and
  - (c) the disciplinary procedure must be completed as soon as reasonably practicable.
- (4) The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

**10. Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
  - (a) a member and another member; or
  - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the Board must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Board must let the people involved know the time and place where the hearing will happen
- (4) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (5) The mediator, in conducting the mediation, must-
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (6) If the mediation process does not result in the dispute being resolved, then an unbiased decision-maker must determine the outcome of the dispute.

**11. Annual general meetings**

- (1) The Board may determine the date, time and place of the annual general meeting of the Association but it must be held within 5 months of the end of the financial year.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect officers of the Association and the ordinary members of the Board; and
  - (d) to receive and consider the statement submitted by the Association in accordance with Part 7 of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

**12. Special general meetings**

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- (5) The Board must, on the request in writing of members representing not less than 20 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must-
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (7) If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

**13. *Special business***

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

**14. *Notice of general meetings***

- (1) The Secretary, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent-
- (a) by electronic transmission ; or
  - (b) if the member requests, by facsimile transmission or prepaid post to the address appearing in the register of members.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

**15. *Quorum at general meetings***

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
- (a) in the case of a meeting convened upon the request of members-the meeting must be dissolved; and
  - (b) in any other case-the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

**16. *Presiding at general meetings***

- (1) The Chair, or in the Chair's absence, the Deputy-Chair, shall preside as Chairperson at each general meeting of the Association.
- (2) If the Chair and the Deputy-Chair are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

**17. *Adjournment of meetings***

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 14.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

**18. *Voting at general meetings***

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

**19. *Poll at general meetings***

- (1) If at a meeting a poll on any question is demanded by a member, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

**20. *Manner of determining whether resolution carried***

If a question arising at a general meeting of the Association is determined on a show of hands-

- (a) a declaration by the Chairperson that a resolution has been-

- (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**21. Proxies**

Each member is entitled to appoint another member as a proxy by written notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

**22. Board**

- (1) The Board:
- (a) shall control and be ultimately responsible for the management of the business and affairs of the Association; and
  - (b) may (in writing) delegate its powers and functions to one or more persons or sub-committees (consisting of such member or members of the Association as the Board thinks fit), other than –
    - (i) the power of delegation; and
    - (ii) a function which is a duty imposed on the Board by the Act or any other law; and
  - (c) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
  - (d) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- (2) Any delegation under sub-rule (1)(b) may be subject to such conditions and limitations as the Board thinks fit and the Board may, in writing, revoke wholly or in part, its delegation.
- (3) The Board shall consist of-
- (a) the office holders of the Association; and
  - (b) up to three ordinary members.

**23. Office holders of the Association**

- (1) The office holders of the Association shall be-
- (a) a Chair;

- (b) a Deputy-Chair;
  - (c) a Treasurer; and
  - (d) a Secretary
- (2) The provisions of rule 25, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Subject to rules 23(4), 25(1), 25A and 26, each officer of the Association may hold office for a term from the date of their most recent election or re-election to that office until the conclusion of the second annual general meeting after the date of their most recent election or re-election to that office. Each such officer is eligible for re-election at that second annual general meeting.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the Board may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

**24. *Ordinary members of the Board***

- (1) Subject to rules 24(2), 25(1) and 26, each ordinary member of the Board may hold office for a term from the date of their most recent election or re-election until the conclusion of the second annual general meeting after the date of their most recent election or re-election. Each such ordinary member is eligible for re-election at that second annual general meeting.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the Board, the Board may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

**25. *Election of officers and ordinary Board members***

- (1) Three of the Board members shall retire at the first annual general meeting of the Association. The three Board members to retire shall, unless the Board members agree amongst themselves, be determined by ballot. Each of those three Board members is eligible for re-election at that first annual general meeting and, if so re-elected, will hold office in accordance with rules 23(3) or 24(1) of these Rules (as applicable).
- (2) Nominations of candidates for election as officers of the Association or as ordinary members of the Board must be-
- (a) made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (3) A candidate may only be nominated for one office, or as an ordinary member of the Board, prior to the annual general meeting.

- (4) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (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.
- (6) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (7) The ballot for the election of officers and ordinary members of the Board must be conducted at the annual general meeting in such manner as the Board may direct.

**25A Secretary**

- (1) The Secretary is the secretary for the purposes of the Act.
- (2) The Secretary must be over 18 years of age and live in Australia. If the Secretary stops living in Australia they cannot remain the Secretary.
- (3) If the Secretary stops being the Secretary and/or the role becomes vacant the Board must appoint a new Secretary within 14 days and notify the CAV of that appointment.

**26. Vacancies**

The office of an officer of the Association, or of an ordinary member of the Board becomes vacant if the officer or member-

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of s38 of the Interpretation of Legislation Act 1984; or
- (c) resigns from office by notice in writing given to the Board; or
- (d) dies;
- (e) is absent from more than 3 consecutive Board meetings without tendering an apology to the person presiding at each of those Board meetings, of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (f) is the subject of a resolution passed by a general meeting of members under rule 32(1) terminating their appointment as a Board member; or
- (g) becomes a represented person within the meaning of the Guardianship and Administration Act 1986.

**27. Meetings of the Board**

- (1) The Board must meet at least 3 times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the Chair or by any 3 members of the Board.

- (3) Meetings of the Board shall be conducted in accordance with any policies and procedures determined by the Board.
- (4) Meetings of the Board may, with the consent of the Board members, be conducted by using –
  - (i) video;
  - (ii) telephone;
  - (iii) electronic mail;
  - (iv) any other technology which permits each Board member to communicate with every other Board member; or
  - (v) any combination of these technologies.

**28. Notice of Board meetings**

- (1) Written notice of each Board meeting must be given to each member of the Board at least 5 business days before the date of the meeting.
- (2) Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

**29. Quorum for Board meetings**

- (1) Any 3 members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present-
  - (a) in the case of a special meeting-the meeting lapses;
  - (b) in any other case-the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Board may act notwithstanding any vacancy on the Board.

**30. Presiding at Board meetings**

- (1) At meetings of the Board-
  - (a) the Chair or, in the Chair's absence, the Deputy-Chair presides; or
  - (b) if the Chair and the Deputy-Chair are absent, or are unable to preside, the members present must choose one of their number to preside.
- (2) If the Chair is present at a meeting, they may delegate their role to preside at the meeting to another member of the Board.

**31. Voting at Board meetings**

- (1) Questions arising at a meeting of the Board, or at a meeting of any sub-Board appointed by the Board, shall be determined by a majority of votes.

- (2) Each member present at a meeting of the Board, or at a meeting of any sub-Board appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) A Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must -
  - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
  - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (4) Sub-rule (2) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.

**32. *Removal of Board member***

- (1) The Association in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in their place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member of the Board who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

**33. *Minutes of meetings***

The Secretary must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

**34. *Funds***

- (1) The Treasurer of the Association or a delegate of the Board must-
  - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Board or by any delegates of the Board granted authority under rule 22(1)(b) to do so.
- (3) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Board determines.
- (4) The Association must not distribute funds, income or assets to members (including members of the Board) except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.

**35. Not Used**

**36. *Notice to members***

Except for the requirement in rule 14, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

- (a) electronic transmission; or
- (b) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to them in this manner.

**37. *Distribution of surplus property on winding up of Association***

If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any assets whatsoever, the same must not be paid or distributed among the members, or former members. The surplus assets must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

**38. *Custody and inspection of books and records***

- (1) Except as otherwise provided in these Rules, the Secretary must keep in their custody or under their control all books, documents, securities and relevant documents of the Association.
- (2) A member may, subject to Rules 38(4) to 38(6), inspect these Rules, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time
- (3) A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
- (4) The Secretary can refuse a request to inspect or get copies of relevant documents, if the document contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.

- (5) Members cannot inspect or get copies of Board meeting minutes or parts of the minutes, unless the Board specifically allows it.
- (6) Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

**APPENDIX 1**

**SCHEDULE OF FEES**

<i>Fee</i>	<i>Amount</i>
	\$
Annual subscription fee	
Waged	\$20.00
Unwaged	\$5.00

## APPENDIX 2

### STATEMENT OF PURPOSES

- 1 The purposes for which the incorporated association is established are:
  - 1.1 To directly support community groups in Australia (particularly emerging communities, refugees and other migrants) (**Community Groups**) so as to contribute to the protection and self protection of people living in armed conflict and other humanitarian crises around the world, by:
    - (a) Providing office space, resources and information to Community Groups to assist these Community Groups to more effectively raise awareness and carry out other activities that contribute to the protection and self protection of people living in armed conflict and other humanitarian crises.
    - (b) Building the capacity of Community Groups to engage with the Australian Government and other relevant Australian and international bodies on the protection of people in humanitarian crises.
    - (c) Facilitating dialogue, information sharing and network building among Community Groups and organisations with shared concerns.
    - (d) Facilitating links between Community Groups and humanitarian agencies, to explore possibilities for collaboration on humanitarian protection concerns.
    - (e) Providing any other appropriate resources including facilities to assist Community Groups in achieving the above.
  - 1.2 To contribute to the social inclusion of refugees, emerging communities and other migrants who have experienced armed conflict or other humanitarian crises, by enabling and supporting their access to, and participation in, democratic processes in Australia.
  - 1.3 To promote the protection of people living in armed conflicts and other humanitarian crises around the world:
    - (a) by raising awareness of the human rights impacts of armed conflicts and other humanitarian crises; and
    - (b) ancillary to the purposes as described above, the Humanitarian Crisis Hub Incorporated contemplates that it would engage with the Australian Government and other relevant Australian and international bodies on these issues if and as appropriate.
  - 1.4 To operate a resource centre that provides a respectful, collaborative, supportive and empowering environment, in accordance with the purposes outlined above.

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**Notes****Preparation of Financial Statement by Prescribed Association – Australia Accounting Standards**

<b>Australian Accounting Standard Number</b>	<b>Name of Australian Accounting Standard</b>	<b>Issued</b>
AASB 1018 (replaces AAS 1)	Statement of Financial Performance	June 2002
AAS 4	Depreciation	August 1997
AAS 5	Materiality	September 1995
AAS 6	Accounting Policies	March 1999
AAS 8	Events Occurring After Reporting Date	October 1997
AAS 15	Revenue	June 1998
AAS 17	Leases	October 1998
AAS 28	Statement of Cash Flows	October 1997
AAS 36	Statement of Financial Position	October 1999
AASB 1041 (replaces AAS 38)	Revaluation of Non-Current Assets	July 2001