



Constitution of the Settlement Council of Australia SCOA

1. NAME

This document, as amended from time to time in accordance with the Act, will be the Constitution of the:

Settlement Council of Australia Incorporated (SCOA)

2. DEFINITIONS

For the purposes of this Constitution, the words set forth hereunder shall have attributed to them the definition set alongside the same:

2.1 “SCOA” shall mean the Settlement Council of Australia Incorporated.

2.2 “National Executive” shall mean the management National Executive of the SCOA

2.3 “Constitution” shall mean the Constitution of the SCOA

2.4 “Annual General Meeting” or “General Meeting” shall mean the Annual General Meeting or General Meeting of the SCOA

2.5 ‘Representative’ shall mean the representative of the financial member organisation who is entitled to vote in a General Meeting.

2.6 ‘National Executive Member’ (NEM) shall mean the individual representing a financial member organisation, elected by their state/territory financial members to represent the state/territory

2.7 ‘Member’ shall mean a financial member organisation, not the individual who represents the organisation.

2.8 “Financial year” shall cover the period from 1 July to 30 June.

2.9 “Act” means the Associations Incorporation Act 1981.

2.10 “Regulations” means the Regulations under the Act.

2.11 “Relevant Documents” has the same meaning as in the Act.

3. STATEMENT OF PURPOSE OF THE SCOA

3.1 PURPOSE

SCOA is the national peak body representing the settlement services sector

3.2 GOAL

Our goal is to help ensure the best possible settlement outcomes for clients, providers and funders of services and of the Australian community

3.3 VISION

An equitable, respectful and inclusive Australia where effective settlement outcomes provide every opportunity to humanitarian entrants and migrants to fully participate in society

3.4 OBJECTIVES

- a) Providing governance through modeling accountability, continuous evaluation, transparency and ethical conduct to both the sector and its clients
- b) Providing leadership by reflecting the interests of the settlement sector and its clients, developing best practice, quality assurance and service standards in the settlement sector and providing evidence based advocacy on behalf of the settlement sector
- c) Ensuring effective consultation by listening and informing the settlement sector, and by collaborating with partners in the government and non-government sector, including academia and business
- d) Ensuring meaningful engagement with all media on issues of relevance and importance to the settlement sector and timely advice to relevant ministers and their departments.
- e) Identifying and procuring resources to support the work of the SCOA

4. ALTERATION OF THE RULES.

These Rules and the Statement of purposes of the Association must not be altered except in accordance with the Act.

5. POWERS AND OBLIGATIONS

The powers of the SCOA shall be:

- 5.1 To incorporate as a legal entity and be responsible solely to its members consistent with the requirements of law.

- 5.2 To acquire resources as may be available to meet the aims and objectives of the SCOA.
- 5.3 To employ, engage and dismiss personnel by any reasonable terms and conditions.
- 5.4 As far as law will permit and subject to the provisions of any relevant statutes, rules, regulations or by-laws or any licenses issued in pursuance thereof, to take such steps and to expend such moneys as may from time to time be deemed expedient for the purpose of raising funds or collecting or procuring contributions to the funds of the SCOA in the shape of donations, annual subscriptions or otherwise.
- 5.5 To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, cheques and other negotiable instruments.
- 5.6 To accept subscriptions, guarantees, donations and bequests (whether real or personal estate) for all or any of the purposes aforesaid and either with or without conditional right of repayment.
- 5.7 To do everything necessary and proper in order to carry into full effect and force provisions of all funding agreements.
- 5.8 Subject to the direction of the membership in General Meeting, the National Executive shall be entitled to exercise the powers of the SCOA.
- 5.9 To make such standing orders, by-laws or regulations as are deemed expedient and necessary for the proper administration, coordination and management of the SCOA.
- 5.10 The SCOA shall not engage in direct service provision.

6. MEMBERSHIP

- 6.1. Application for membership of the SCOA with voting rights is open to organisations whose major role is to provide direct settlement service delivery and requires each member organisation to nominate two representatives duly authorised by the organisation's board of management
- 6.2 Application to SCOA will be effected by completing an application as deemed appropriate and decided by the National Executive
- 6.3 Membership fees fall due on the 1st July of each year
- 6.4 Members shall be entitled to nominate a replacement with full voting rights if their nominated representative (s) is unable to attend, by notifying the secretary in writing no later than 5 business days before the General Meeting
- 6.5 Other relevant organisations that share the objectives of the SCOA may apply for associate membership without voting rights.
- 6.6 Acceptance of a SCOA member is by majority vote of the National Executive.

- 6.7 Membership takes effect upon formal notification by the SCOA of the successful application and following receipt of membership fees from the applicant.
- 6.8 The National Executive shall not be required to give any reason for rejection of an application for full membership. An organisation or group so rejected will be advised by the National Executive and may apply to the National Executive to bring the question of admission and reconsideration to the subsequent General Meeting whose decision shall be final.
- 6.9 Membership rights shall not be transferable and shall terminate upon cessation of membership.
- 6.10 A register of financial members shall be maintained through the national office and monitored by the Secretary.
- 6.11 The position of an Executive Representative of the Council, or of an ordinary representative of the Council becomes vacant if:
- a) Member organisation ceases their financial membership of SCOA.
 - b) The Representative ceases employment with the member organisation.
 - c) The member organisation becomes insolvent under the administration within the meaning of the Corporations Law, or
 - d) Representative resigns from office by notice in writing given to the Secretary

7. MEMBERSHIP FEES

- 7.1. Membership fees shall be paid within 28 days of formal notification of the acceptance of a new member and all members must be fully financial for that year, before they are entitled to nominate for the National Executive, and must be fully financial by 31 October to be entitled to vote in a GM and AGM
- 7.2. The Annual Subscription shall be determined at the Annual General Meeting

8. CESSATION OF MEMBERSHIP

- 8.1 Subject to these rules, the National Executive may by resolution suspend for a specified period or expel a member from SCOA and or their representative from the National Executive on the vote of no less than 80% of the full National Executive, at a face to face meeting, where the National Executive Member who is to be stood down is present, and where a notice of such a meeting is circulated to all National Executive members at least 4 weeks before the meeting
- a) if the National Executive is of the opinion that the member:
 - (i) has refused or neglected to comply with these rules or

- (ii) has been guilty of conduct unbecoming, or prejudicial to the interests of the Settlement Council of Australia.

8.2 A resolution of the National Executive under sub-clause (1)

- a) does not take effect unless the National Executive at a meeting held **no later than 28** days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause and
- b) where the member exercises a right of appeal to the Settlement Council of Australia Incorporated under this clause does not take effect unless the Settlement Council of Australia confirms the resolution in accordance with this clause.

8.3 Where the National Executive passes a resolution under sub-clause (1), the secretary shall as soon as practicable cause to be served on the member a notice in writing:

- a) setting out the resolution of the National Executive and the grounds on which it is based;
- b) stating that the member may address a General Meeting to be held for this purpose, no later than 8 weeks after the service of the notice.
- c) stating the date, place and time of that meeting;
- d) informing the member that they may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the National Executive before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting,

8.4 At a meeting of the National Executive held in accordance with sub-clause (2), the National Executive:

- a) shall give to the member an opportunity to be heard;
- b) shall give due consideration to any written statement submitted by the member; and
- c) shall by resolution determine whether to confirm or to revoke the resolution.

8.5 Where the secretary receives a notice, the secretary shall notify the National Executive and the National Executive shall convene a general meeting of the Settlement Council of Australia to be held within 60 days after the date on which the secretary received the notice.

8.6 At a general meeting of the Settlement Council of Australia convened under sub-clause (5):

- a) no business other than the question of the appeal shall be transacted;
- b) the National Executive may place before the meeting details of the grounds for the resolution and the reasons for the passing the resolution;

- c) the member shall be given an opportunity to be heard; and
- d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

8.7 If at the last general meeting:

- a) two-third of the members vote in person or by proxy in favour of the confirmation of the resolution the resolution is confirmed; and
- b) in any other case, the resolution is revoked.

9. DISPUTES AND MEDIATION

9.1 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

9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 30 days after the dispute comes to the attention of all the parties.

9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 30 days, hold a meeting in the presence of a mediator.

9.4 The mediator must be-

- a) a person chosen by agreement between the parties; or
- b) in the absence of agreement
 - (i) in the case of dispute between a member and another member, a person appointed by the National Executive of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

9.5 A National Executive member of the Association can be a mediator.

9.6 The mediator cannot be a person who is a party to the dispute.

9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

9.8 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.
- 9.9 The mediator must not determine the dispute.
- 9.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.
- 9.11 In the event of a member being expelled, they shall not be precluded from re-applying for membership in the following financial year. Acceptance of membership after expulsion shall be at the discretion of the National Executive.
- 9.12 The Secretary must record in the register of members the date on which the member ceased to be a member.

10. MANAGEMENT

- 10.1 The management of the SCOA shall be vested in a National Executive comprised of 2 members from Victoria and 2 from New South Wales and 1 member each from each State and Territory, including up to 10 office bearers elected by the National Executive:
- 10.2 The National Executive will request that the state and or territory membership nominate a replacement within 28 days of the position becoming vacant. In the event that this does not occur the National Executive may co-opt a representative of a member organisation from that state or territory to fill the vacant position until the next elections.
- a) Financial members by 30 September of the year of election shall nominate their state representative(s) to the National Executive through a state election conducted by the sitting National Executive Representative where at least 70% of state financial members participate.
 - b) Elections will be held every two years through a formally conducted meeting and or postal ballot and by show of hands and or secret ballot as may be decided by members present at the meeting.
 - c) The result of the election will be forwarded in writing to the SCOA Secretary by no later than 31 October of the election year. Where there is only one state or territory financial member as of the 30 September, they may nominate themselves
- 10.3 The newly elected National Executive will hold a meeting before the AGM where all NEM are present to elect Office Bearers by a show of hands and or secret ballot as the NEM may determine; and announce the new National Executive Members and Office Bearers to the AGM. The Office Bearers will be;
- Chairperson
 - Deputy Chairperson

Secretary / Public officer
Treasurer

CHAIRPERSON

- 10.4 The Chairperson shall preside at all general meetings and Committee meetings and have a casting vote only.
- 10.5 The Chairperson will represent the decisions made by the Executive, in consultation with the membership
- 10.6 In the event of the Chairperson's absence from a general meeting, the Vice Chairperson, or in their absence, a Committee member elected by the other members present at the general meeting must preside at the general meeting.
- 10.7 The Chairperson shall, consistent with rules 11 to 13, authorise the content and order of business for each Committee, General and Special General Meeting held by the Association through publication of an Agenda.

SECRETARY

- 10.8 The Secretary shall ensure minutes are kept of the resolutions and proceedings of each General and each National Executive Meeting, with a record of the names of persons present at such meetings. The Secretary shall ensure minutes and agendas of National Executive Meetings shall be circulated to all NEM, at least 5 business days from such meetings
- 10.9 The Secretary must ensure through regular monitoring, the confidentiality, safe keeping and archiving of all intellectual property including documents, data and securities of the Association

TREASURER

- 10.10 The Treasurer of the SCOA
 - a) Shall be responsible for ensuring the proper collection and receipt of all monies due to SCOA and all payments authorised by SCOA
 - b) Shall be responsible for ensuring correct accounts and documents are kept showing the financial affairs of the SCOA, and that full details of all receipts and expenditure connected with the activities of the SCOA are made available at each National Executive meeting for member's approval

10.11 CONDUCT OF NATIONAL EXECUTIVE

- a) All National Executive Members will sign a Confidentiality and Code of Conduct Agreement attached to the Constitution that commits them to fully accept and abide by the constitution powers and objects
- b) In accordance with the Principles and values of the Association, the National Executive shall consult with its constituent members prior to making any significant policy decision and shall adopt procedures to support such consultation including the distribution of minutes of meetings to all members.

- c) The National Executive shall control and manage the business and affairs of the Association as delegated by its members; and
- d) 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 Association; and
- e) Subject to these Rules, the Act and the Regulations, has the power to perform all such acts and things as appear to be essential for the proper management of the business and affairs of the Association.
- f) Any National Executive member shall have power to call a meeting of the National Executive. This meeting may be face to face or by telephone conferencing.
- g) Where the Chair or Deputy Chair do not call a meeting of the National Executive, other National Executive Members shall have the power to call a meeting of the National Executive. This meeting may be face to face or by telephone conferencing
- h) State and Territories that have nominated a representative are responsible for replacing that representative should that representative be unable to complete their term of office or unable to attend more than 3 consecutive National Executive Meetings in the one year without prior negotiation with the National Executive
- i) The quorum of a meeting of the National Executive shall be 5 elected members from 5 states/territories
- j) The SCOA may establish working groups from time to time to perform particular tasks. Such groups will have no decision-making powers and will be required to report regularly to the National Executive.
- k) The National Executive may co-opt persons of its choice having particular skills and/or knowledge to serve on the National Executive for a specified period of time.

10.12 No one state/territory shall occupy the same office bearer position for more than two (2) plus two (2) consecutive year terms

10.13 The immediate past Chairperson shall remain on the Committee as an additional member for a period of 12 months with full voting rights.

11. GENERAL MEETING

11.1 A quorum at any General Meeting shall be 30% of all financial member organisations representing at least 5 States/Territories including representation by proxy. In the absence of a quorum, such a meeting shall proceed provided that decisions are not deemed valid unless they are ratified in writing by 50% of financial member organisations within 3 months of the General Meeting.

11.2 Written notice of not less than 8 weeks of all General Meetings shall be distributed to all member organisations. Notice of meeting shall state the place, date and time of meeting and

the nature of business to be conducted at the meeting. Notice may be sent to the address appearing in the register of members; or where the member requests, by facsimile transmission or electronic transmission.

- 11.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 11.4 A member intending to bring any business before a meeting may notify the secretary in writing or by electronic transmission, not less than 9 weeks before the meeting, who must include that business in the notice of not less than 8 weeks of calling the next general meeting.
- 11.5 All present members at an AGM will have voting rights. Members not present at the AGM may provide a written proxy vote to another state member attending the AGM with a copy of the document to the Secretary 5 business days before the AGM. Where no state representative is able to attend the AGM, the member may provide the proxy vote to a member from another state who is attending.
- 11.6 Financial member organisations with voting rights participating in General Meeting whether by attendance or other means, shall be entitled to vote.

12. ANNUAL GENERAL MEETINGS

- 12.1 The National Executive may determine the date, time and place of the annual general meeting of the Association.
- 12.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 12.3 The ordinary business of the Annual General Meeting shall be:
 - a) To receive the Annual Report comprising reports from the Chairperson and Treasurer, and the audited financial statements for the previous financial year.
 - b) To endorse State/Territory nominations for the National Executive.
 - c) To conduct any other business placed on the agenda 28 days prior to the meeting and distributed to members within 21 days of the meeting. Notice of such business shall be provided in writing to the Secretary with copies of relevant material for distribution to members
 - d) To confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - e) To receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 1) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.
- 12.4 National Executive elections will be held biannually prior to the AGM and will be

announced at the AGM

- 12.5 To appoint an auditor.
- 12.6 Written notice of an Annual General Meeting of not less than 8 weeks shall be distributed to all members.
- 12.7 Such notice shall include appropriate forms for members to nominate only one of their participating representatives to vote at the AGM
- 12.8 The Secretary will make publicly available at the commencement of the AGM, a register of participating financial member representatives who have written endorsement by their organisation, and or through proxy by another member from their state or territory to vote at the AGM.

13. SPECIAL GENERAL MEETING

- 13.1 All general meetings other than the annual general meeting shall be called special general meetings.
- 13.2 The committee may, whenever it thinks fit, convene a special general meeting of the SCOA and, where, but for this sub-clause more than 15 months would elapse between annual general meetings, shall convene a special meeting before the expiration of that period.
- 13.3 The committee shall, on the requisition in writing of members representing not less than 15% of the total number of members, convene a Special General meeting of the SCOA
- 13.4 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a life form, each signed by one or more of the members making the requisition.
- 13.5 If the committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 13.6 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
- 13.7 A special meeting convened by the members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the SCOA to the persons incurring the expense.

- 13.8 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. VOTING

- 14.1 Questions arising at a meeting of the National Executive, Sub-Committee, or General Meeting shall be determined by a show of hands unless a majority of members request for a poll to be taken by some other form during that same meeting
- 14.2 Associate organisations and/or persons with special interest or knowledge relevant to the SCOA may be invited to attend any or part of a meeting as observers at the discretion of the SCOA but such person may not vote.
- 14.3 The National Executive in consultation with its members may invite persons with special interest and/or knowledge to speak to the meeting.
- 14.4** All written proxies must comply with constitution rules and forward their proxy in writing to the secretary within 5 business days of a General Meeting
- 14.5 For the purpose of all General Meetings, each financial organisation shall be entitled to 1 (one) vote.
- 14.6 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.
- 14.7 If a question arising at a meeting of the Association is determined on a show of hands - a declaration by the Chairperson that a resolution has been:
- a) Carried; or
 - b) Carried unanimously; or
 - c) Carried by a particular majority; or
 - d) Lost; and
 - e) An entry to that effect in the minute book 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.
- 14.8 At the meetings of the Association or National Executive, the Chairperson shall preside over the meetings, or in his/her absence, the Deputy Chairperson. If the Chairperson and Deputy Chairperson are absent or unable to preside, the members must choose one of their number to preside.

15. SEAL

- 15.1 The Common Seal of the SCOA shall be kept in the custody of the secretary.

- 15.2 The Common Seal shall not be affixed to any instrument except by the authority of the National Executive and the affixing of the Common Seal shall be attested by the signatures either of two members of the National Executive or of one member of the National Executive and of the Public Officer or Chairperson of the SCOA

16. ACCOUNT AND CHEQUES

All banking documents including cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and or Chairperson or Secretary. All SCOA accounts will be opened jointly by the Treasurer, Chairperson and Secretary and any two of the account holders can sign cheques for payment. The National Executive may delegate one of the signatures to the Executive Officer

17. FINANCES AND PROPERTY

- 17.1 It is the responsibility of the National Executive to ensure that members and/or staff are indemnified against any personal loss in respect of any incurred pecuniary liability in relation to activities approved only by the SCOA.
- 17.2 The funds of the SCOA shall be derived from membership fees and such other sources as the Executive determines.
- 17.3 The income, property and funds of the SCOA shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to member organisations provided that nothing herein contained shall prevent the payment in good faith to any organisation or person in return for services actually rendered.

18. WINDING UP AND DISSOLUTION

- 18.1 The SCOA shall not be dissolved except by approval of not less than 75% of the membership representing at least 5 States/Territories at a Special Face to Face Meeting called for that purpose of which not less than 8 weeks written notice including notice of the proposed dissolution has been given to all members.
- 18.2 If on the winding-up or dissolution of the SCOA there remains after the satisfaction of its debts and liabilities any monies provided by funding bodies through a formalised agreement, such monies shall be disposed of under the terms of that agreement.
- 18.3 Any remaining monies or assets shall be disposed of by the decision of a Special Face to Face General Meeting to 'not for profit' non-government organisations which share the objectives of the SCOA
- 18.4 In the event of winding up or the cancellation of the incorporation of the association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

Appendix I

APPLICATION FOR MEMBERSHIP OF Settlement Council of Australia Incorporated.

I, _____ of _____ desire to become a
(name and occupation) *(address)*

member of
(name of Association)

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force as per the Constitution

Signature of Applicant

Date

I, _____ a member of the Association,
(name)

Nominate the applicant, who is personally known to *me*, for membership of the Association,

Signature of Applicant

Date

I, _____ a member of the Association, second
(name)

Nominate the applicant, who is personally known to *me*, for membership of the Association,

Signature of Applicant

Date

Appendix 2

FORM OF APPOINTMENT OF PROXY FOR THE MEETING OF

ASSOCIATION CONVENED UNDER RULE 7(7)

I,

(name)

of

(address)

being a member of

(name of Incorporated Association)

appoint

(name of proxy holder)

of

(address of proxy holder)

• being a member of that Incorporated Association, as my proxy to vote for me on my behalf as per the constitution rules at the General Meeting of the Association to be held on-

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert detail of resolution passed under rule 7(1))

Signed

Date

Appendix 3

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a member of

(name of Incorporated Association)

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy as per the constitution rules to vote for me on my behalf at the annual/special* general meeting of the Association to be held on-

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against* following resolution (insert detail of resolution).

Signed

Date

*Delete if not applicable

Attachment 4 Code of Conduct

Attachment 5 Confidentiality Agreement