



Constitution of the Forum of Congolese Intellectuals (Forum of Intellectual Congolese of Abroad) “FICE AUSTRALIA” Incorporated - Australia Branch

Part 1 – Preliminary

1. Name

The name of the incorporated association (“Forum of Intellectual Congolese of Abroad”) “FICE” as acronym, is stated in the Schedule.

2. Objects and purposes

The objects and purposes of FICE are specified in the Schedule.

3. Minimum number of members

The Association must have at least the number of members specified in the Schedule.

4. Definitions

In this Constitution, unless the contrary intention appears:

"Act" means the *Associations Act* and regulations made under that Act.

"Committee" means the Management Committee of the Association.

"Financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth.

"General meeting" means a general (general assembly) meeting of members convened in accordance with clause 44.

"member" means a member of the Association.

“FICE” means Forum of Intellectual Congolese of Abroad - Australia

"Register of members" means the register of the Association's members established and maintained under section 34 of the Act.

"Special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.

Part 2 – Constitution and Powers of Association

5. Powers of “FICE”

- (1) For achieving its objects and purposes, the Forum of Intellectual Congolese of Abroad – Australia Branch (FICE), has the powers conferred by sections 11 and 13 of the Act.
- (2) Subject to the Act, FICE may do all things necessary or convenient for carrying out its objects or purposes, and may:
 - (a) acquire, hold, and dispose of real or personal property.
 - (b) open and operate accounts with financial institutions.
 - (c) invest its money in any security in which trust monies may lawfully be invested.
 - (d) raise and borrow money on the terms and in the manner, it considers appropriate.
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability.
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

Part 3 – Members

Division 1 - Membership

9. Application for Membership

To apply to become a member of the Association a person must:

- (a) submit a written application for membership to the Board:
 - (i) in a form approved by the Board; and
 - (ii) signed by the person and both members referred to in paragraph (b); and
- (b) be proposed by one member and seconded by another member.
- (c) Payment of a membership fee as may be determined annually by resolution at an ordinary General Assembly.

- (d) All membership contributions are determined annually by the Ordinary General (general assembly) Assembly.

10. **Approval/rejection of application by the Board**

- (1) The Board must consider any application made under clause 9 at the next available Board meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the National Executive Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Board must reconsider the application at the next committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

11. **Joining fee**

- (1) If an application for membership is approved by the Board, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee will be:
 - (a) an amount determined from time to time by resolution at a general (general assembly) assembly meeting.

12. **Annual membership fees**

- (1) The annual membership fee is the amount determined from time to time by resolution at a general (general assembly) assembly meeting.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Board from time to time.
- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Board determines otherwise.

Division 2 – Rights of members

13. **General**

- (1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.
 - (c) All registered members in good standing with FICE constitution are entitled to all the rights privileges as prescribed in this constitution and FICE internal regulation.

14. **Voting**

- (1) Subject to subclause (2) and clause 18, each member has one vote at general meetings of the Association.

- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

15. **Notice of meetings and special resolutions**

The National Executive Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16. **Access to information on Association**

The following must be available for inspection by members:

- (a) a copy of this Constitution.
- (b) minutes of general meetings.
- (c) annual reports and annual financial reports.

17. **Raising grievances and complaints**

- (1) A member may raise a grievance or complaint about a Board member, the Board, or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

18. **Associate members**

An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

Honorary members and sympathizers are associate members who may participate in general meetings but without voting rights

Division 3 – Termination, death, suspension, and expulsion

19. **Termination of membership**

Membership of the Association may be terminated by:

- (a) a notice of resignation addressed and posted to the Association or given personally to the Nationally Executive Secretary or another Board member.
- (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or
- (c) expulsion in accordance with this Division.

20. **Death of member or whereabouts unknown**

If a member dies or the whereabouts of a member are unknown, the Board must cancel the member's membership.

21. **Suspension or expulsion of members**

- (1) If the Board considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
 - (a) be in writing and include:

- (i) the time, date, and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
- (b) be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Board may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

22. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the National Executive Secretary within 14 days after receipt of the Board's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the members.

Part 4 – Management Committee – Board of Directors

Division 1 – General

23. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board of Directors
- (2) The Board of Directors may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Board of Directors may appoint and remove staff.
- (4) The Board of Directors may establish one or more subcommittees consisting of the members of the Association the Board considers appropriate.

24. Composition of Board of Directors

- (1) The Board of Directors consists of 9 members:
- (a) a president - Founder
 - (b) a Vice-president.

- (c) a National executive secretary.
 - (d) a Treasurer; and
 - (e) any other office holder provided in the Schedule.
- (2) The Board of Directors is the guiding and monitoring body for the general (general assembly) policy of FICE AUSTRALIA. It is composed of 9 members.
 - (3) All members of the board of directors are elected by the constituent general assembly or by an EGM convened solely for this purpose, for a renewable term of 5 years
 - (4) Unless elected directly as a separate office holder, the Board must appoint one Board member to be the Association's public officer.

25. **Delegation**

- (1) The Board of Directors may delegate to a subcommittee or staff 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.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board of Directors considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

26. **Eligibility of Board members**

- (1) A Board Member must be a member who is 18 years or over.
- (2) A Board Member must also meet the criteria provided in the Schedule.
- (3) Board Members must be elected to the Board at an annual general meeting or appointed under clause 33.

27. **Nominations for election to Board Membership**

- (1) A member is not eligible for election to the Board unless the National Executive Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination must be signed by:
 - (a) the nominator and a seconder; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may:
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

28. **Retirement of Board members**

- (1) A Board Member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.

- (2) Subject to subclause (3), at an annual general meeting the office of each Board Member becomes vacant and elections for a new Board Member must be held.
- (3) The Chairperson of the outgoing Board must preside at the annual general meeting until a new member is elected as Chairperson.
- (4) Members may serve consecutive terms on the Board unless otherwise provided in the Schedule.

29. **Election by default**

- (1) If the number of persons nominated for election to the Board under clause 27 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Board at the annual general meeting.
- (2) If vacancies remain on the Board after the declaration under subclause (1), additional nominations of Board Members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Board.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Board in accordance with clause 33.

30. **Election by ballot**

- (1) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Board.

31. **Vacating office**

The office of a Board Member becomes vacant if:

- (a) the member:
 - (i) is disqualified from being a Board Member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Committee.
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health or
 - (iv) ceases to be a member of the Association.
- (b) the member is absent from more than:
 - (i) 3 consecutive Board Member meetings; or
 - (ii) 3 Board meetings in the same financial year without tendering an apology to the Chairperson.

of which meetings the member received notice and the Board has resolved to declare the office vacant; or

(c) in any of the circumstances provided for by the Schedule.

32. Removal of Board Member

- (1) The Association, through a special general meeting of members, may remove any Board Member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

33. Filling casual vacancy on Committee

- (1) If a vacancy remains on the Board after the application of clause 29 or if the office of a Board Member becomes vacant under clause 31, the Board may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of Board Member

34. Collective responsibility of Board

- (1) As soon as practicable after being elected to the Board, each Board Member must become familiar with the Act and regulations made under the Act.
- (2) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

35. Chairperson and Vice-Chairperson

- (1) Subject to subclauses (2) and (3), the Chairperson - founder must preside at all general meetings and committee meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson are both absent, the presiding member for that meeting must be:
 - (a) a member elected by the other members present if it is a general meeting; or
 - (b) a Board Member elected by the other Board Members present if it is a Board meeting.

36. National Executive Secretary

The National Executive Secretary must:

- (a) coordinate the correspondence of the Association.
- (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act.
- (c) maintain the register of members in accordance with section 34 of the Act.
- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records, and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer; and

- (e) perform any other duties imposed by this Constitution on the National Executive Secretary.

37. Treasurer

- (1) The Treasurer must:
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association.
 - (b) pay all moneys received into the account of the Association within 5 working days after receipt;
 - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by him or her and at least one other Board Member, or by any 2 other Board Member authorised by the Board.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the Chairperson, the Treasurer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

38. Public officer

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

Part 5 – Meetings of Board of Directors

39. Frequency and calling of meetings

- (1) The Board must meet for the conduct of business not less than 4 times in each financial year unless otherwise provided in the Schedule.
- (2) The Chairperson, or at least half the Board members, may at any time convene a special meeting of the Board.
- (3) A special meeting may be convened to deal with an appeal under clause 22.

40. Voting and decision making

- (1) Each Board member present at the meeting has a deliberative vote.
- (2) A question arising at a Board meeting must be decided by a majority of votes.

- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

41. Quorum

For a Board meeting, one-half of the Board members constitutes a quorum unless otherwise provided in the Schedule.

42. Procedure and order of business

- (1) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

43. Disclosure of interest

- (1) A Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- (2) The National Executive Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract complies with section 32 of the Act.

Part 6 – General Meetings

44. Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Management Committee:
 - (a) may at any time convene a special general meeting.
 - (b) must, within 30 days after the National Executive Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates: and
 - (c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

45. Special general meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting unless otherwise provided in the Schedule.
- (2) The request must:
 - (a) state the purpose of the special general meeting; and

- (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed:
 - (a) for clause 44(3)(b) – the appeal against the decision of the Committee is upheld; and
 - (b) for clause 44(3)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The National Executive Secretary must give to all members not less than 21 days' notice of a special general meeting.
- (6) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

46. Annual general meeting

- (1) The National Executive Secretary must give to all members not less than 30 days' notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the Committee.
 - (b) second – the election of new committee members.
 - (c) third – any other business requiring consideration by the Association at the meeting.

47. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The National Executive Secretary must give all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

48. Notice of meetings

- (1) The National Executive Secretary must give a notice under this Part by –
 - (a) serving it on a member personally;
 - (b) sending it by post to a member at the address of the member appearing in the register of members; or

- (c) sending it by email to a member at the email address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly affected if the notice is addressed and posted to the member by ordinary prepaid mail.

49. **Quorum at general meetings**

At a general meeting, the number or the proportion of members present in person specified in the Schedule constitutes a quorum.

50. **Lack of quorum**

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
 - (a) for an annual general meeting or special general meeting convened under clause 44(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place.
 - (b) for a meeting convened under clause 44(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 44(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the National Executive Secretary must give notice of the adjourned general (general assembly) meeting as if that general (general assembly) meeting were a fresh general (general assembly) meeting.

51. **Voting**

- (1) Subject to clauses 14(2) and 18, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
 - (c) Honorary members and sympathizers may participate in general meetings without voting rights.

- (3) A poll may be demanded by the Chairperson or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

52. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

Part 7 – Financial Management

53. Financial year

The financial year of the Association is specified in the Schedule.

54. Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

55. Accounts and audits

The responsibility of the Committee under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts;
and
- (c) the auditing of the Association's accounts.

Part 8 – Grievance and disputes

56. Grievance and disputes procedures

- (1) This clause applies to disputes between:
 - (a) a member and another member; or
 - (b) a member, a committee or the Board.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

- (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 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) for a dispute between a member and another member – a person appointed by the Board; or
 - (ii) for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (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 or otherwise at law.

Part 9 – Miscellaneous

57. Common seal

- (1) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded by the National Executive Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (a) the Chairperson.
 - (b) National Executive Secretary.
 - (c) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the National Executive Secretary or another person the Board from time to time decides.

58. **Distribution of surplus assets on winding up**

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:
 - (a) has similar objects or purposes.
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.

Schedule to the Constitution

Part 1 – Mandatory Details

Name (clause 1)

The name of the incorporated association is Association of Congolese intellectuals Abroad Inc - Australia Branch.

[The name of an incorporated association is the name of the association followed by the word "Incorporated". Refer Schedule 1 of the Associations Regulations for Unauthorised Names.]

OBJECTS AND PURPOSES (CLAUSE 2)

The objects and purposes of the FICE - Australia are as follows:

1. To expose and promote the positive image of the Republic of Congo to the world
2. To identify Congolese citizens and foreign friends of Congo in Australia and the diaspora
3. To encourage Congolese-Australian to contribute to the social, economic, and political development of Australia
4. To ensure the interest of diaspora Congolese are included in the national electoral processes of Congo
5. To seek support and contribute to the social, economic, and political development of the Republic of Congo
6. To collate the various skills (scientific, technical, cultural, etc.) of all Congolese intellectuals or of Congolese origin who live in Australia to make them available for the Democratic Republic of Congo;
7. To engage with Congolese in the diaspora for a collective reflections, research and actions aimed at advancing practical solutions to Congolese challenges
8. To expose Congo natural wealth to respectable business ventures in the diaspora in an effort of to attract and guide investment, opportunities for the Republic of Congo.
9. To encourage and support the emergence of scientific, political, economic, cultural, and social actors available to serve Australia and the Democratic Republic of Congo;
10. To collaborate with Australian and Congolese authorities to:

- Ensure the effective participation of Congolese-Australian in the national development agenda of Australia and the Democratic Republic of Congo;
- Seek support and explore avenues for the creation of jobs in the DRC to encourage the return of Congolese students back to the Congo after their training abroad

11. Create conditions and structures for collaboration with Australia and the Democratic Republic of Congo:

- Government institutions;
- Universities, other institutions of higher learning, secondary schools, and professional education and scientific research;
- Chambers of Commerce;
- Small and medium enterprises.
- Cultural actors;
- Sporting organisations
- social actors, etc.

12. Serve as an orientation and mentorship framework for Congolese students in Australia;

13. Perform all acts relating directly to its purpose;

14. Explore the possibility for Congolese doctoral students conducting research in specialized universities in Australia;

15. Assist and take an interest in any activity that will prolike its purpose

OBJECTIVES AND PURPOSE (CLAUSE 2) – CON'T

FICE AUSTRALIA aims to bring together all Congolese intellectuals of Congolese origin who live and work in Australia and the diaspora within a framework of reflection, exchange, and action on issues affecting Australia and Congolese abroad.

These objectives will be achieved through the organising, creation, management, animation, and development of sectoral conferences, annual forums, think tanks, and all other activities that allow for the development and expansion of FICE.

MINIMUM NUMBER OF MEMBERS (CLAUSE 3)

The Association must have at least [5] members.

[Under section 26 of the Act an incorporated association must not have less than 5 members.]

CATEGORY OF MEMBERS (CLAUSE 4)

FICE AUSTRALIA is composed of the following categories of members:

- Founders;

- voting members;
- honour members and
- Sympathizers.

The description and specifications of membership are specified in the internal regulations.

QUORUM AT GENERAL (GENERAL ASSEMBLY) MEETINGS (CLAUSE 49)

At a general meeting [50%] members present in person constitutes a quorum.

FINANCIAL YEAR (CLAUSE 53)

The financial year of the Association is the period of 12 months ending on (31 December)

Part 2 – Replaceable Details

Clause	Description of clause	Default detail	Replacing detail
28(4)	Consecutive terms of Board members	may serve consecutive terms	Renewable terms of 5 years
39(1)	Frequency of Board meetings	at least 4 times each financial year	
41	Quorum for Board meeting	half the committee members	
45	Number of members who can request a special general meeting	half the quorum of members for a general meeting	
46(1)	Notice of an annual general meeting	at least 30 days	
47(2)	Notice of special resolution	at least 21 days	

*[If no entry is inserted in the column headed "Replacing detail", the "Default detail" applies. Note: Notice of an Annual General Meeting **must be at least 14 days (as a minimum)** and Notice of Special Resolution **must be at least 21 days (as a minimum).**]*

Part 3 – Additional Details

1. COMPOSITION OF BOARD OF DIRECTORS (CLAUSE 24)

In addition to the office holders specified in the Constitution, the Board of Directors consists of:

1. a deputy treasurer
2. a women and social affairs counselor
3. a legal advisor
4. an adviser for youth, culture, and arts.
5. a FICE study office adviser

2. ELIGIBILITY OF BOARD MEMBERS (CLAUSE 26)

6. In addition to the criterion specified in the Constitution, a Board member must meet the following criteria:
7. Be a full member of FICE AUSTRALIA.
8. Be of irreproachable character and conduct;
9. Have training, expertise and/or proven experience in areas consistent with the purpose, objectives, and activities of FICE AUSTRALIA.

3. ELECTION OF BOARD

10. All members of the Board of Directors are elected by the AGM (general assembly meeting) for a renewable term of 5 years.
11. The Board of Directors meets four times a year, i.e., once a quarter in ordinary session, when convened by its Chairman.
12. Extraordinary meetings can be convened at the request of the President or 1/3 of the members of the Board of Directors, if necessary.

4. POWERS OF THE BOARD OF DIRECTORS (CLAUSE 5)

13. Receive, examine and determine the course of actions on activity reports presented by the administrators; ex. disciplinary files, suspensions of members, appointments, the creation of external coordination and ad hoc commissions;
14. Make the second reading of the draft budget drawn up by the treasurer before its examination and adoption by the General Assembly;
15. Make applicable provisionally decisions in place of the General Assembly in the event of urgency and necessity and ensure that those decisions are either made permanent or rendered null and void by the next General Assembly.
16. Decisions for the revision and amendment any provision of these statutes is exclusively reserved for the General Assembly, at the request of 2/3 of the members of the Board of Directors.

Part 4 – Additional Details

5. THE GENERAL ASSEMBLY

17. The General Assembly of FICE is made up of active members in good standing with their contributions and all other laws of the Association. The General Assembly has the inalienable powers which are expressly granted to it by law, these Statutes, and the Rules of Procedure. It constitutes the supreme authority of FICE AUSTRALIA.

6. POWERS OF THE GENERAL ASSEMBLY

18. Adoption and modification of the Statutes and articles of the Association and the Internal rules;
19. Creation and dissolution of the association;
20. Appointment, monitoring, discharge, and dismissal of Directors and the Auditor;
21. Approval of annual activity reports, audited annual accounts and budget forecasts;
22. Confirmation of admission and exclusion of members;
23. Decision to merge or transform the association;
24. Management of all matters that are not the responsibility of the Board of Directors.
- 25.

7. POWERS OF OTHER ASSEMBLIES

26. **The General Assembly – (GA)** is convened either in the Ordinary General Assembly or in General Assembly Extraordinary.
27. **The Ordinary General Assembly – (OGA)** The Ordinary General Assembly is held once a year in ordinary session upon convocation by the Board of Directors during the first quarter of the year following the closing of the annual accounts.
28. The resolutions of the OGA are taken by a simple majority of the members present. Its quorum is 50% + 1.
29. The place, date, and agenda of the meeting of the AGO must be communicated in the invitation at least 30 days before its holding
30. **The Extraordinary General Meeting (EGM)** is held when convened by the Board of Directors or at the request of at least 20% of full members, whenever the need arises. The quorum of the EGM is $\frac{3}{4}$ of the members and decisions are taken by a qualified majority of $\frac{2}{3}$.
31. **The National Executive Secretary** - ensures the day-to-day management of FICE AUSTRALIA under the responsibility of the Board of Directors and its directives.
32. It executes the Action Program, develops, and executes the budget after adoption by the General Assembly

Part 5 – Additional Details

8. THE STATUTORY AUDITORS

33. Financial control is provided by the Auditor appointed by the General Assembly for a renewable term of 3 years. He/she may or may not be a full member of FICE AUSTRALIA.
34. The auditor exercises his/her functions under the responsibility of the General Assembly to which he/she presents his reports.
35. In the performance of his/her duties, the Auditor has access to all financial and accounting documents of FICE AUSTRALIA.
36. The auditor has the duty to check the financial statements established by the Board of Directors and to report to the attention of the General Assembly and to FICE, on their fidelity to the financial situation of the association.
37. The auditor may, at any time, consult, without moving, the books, correspondence, minutes and generally all the documents and all the writings of the company. He/she may require the Board of Directors, agents, and employees of the association to provide any explanations or information and carry out any verifications that he deems necessary.
38. The auditor may require the Board of Directors to be placed in possession, at the registered office of the association, of information relating to all the organizations with which there is a link of association or partnership, into the extent that this information appears necessary to monitor the financial situation.
39. The auditor may require the Board of Directors to ask third parties for confirmation of the amount of their claims, debts, and others.
40. Depending on whether the General Meeting deems it useful, the powers referred to in Articles 35 to 37 may be exercised by one or more auditors.
41. If several auditors have been appointed, they form a college. They may share the burden of auditing the accounts among themselves.

9. VACATING OFFICE (CLAUSE 31)

16. In addition to the circumstances specified in the Constitution, the office of a Board member becomes vacant if –

10. ADDITIONAL CIRCUMSTANCES

16. Membership fees of FICE are regular and uniform by categorisation of members.

The resources of FICE AUSTRALIA come from:

- Membership fees;
- Donations and legacies.
- Income from its self-financing activities;
- Public subsidies
- Sponsorship
- Any other legal activity that does not contravene its purpose.

11. DEFINITION OF DONATIONS

17. Donations and legacies consist of property in cash and/or in-kind given to FICE AUSTRALIA by a natural or legal person, entity, Government, or Religious group, be it member or not, with a view to facilitating FICE carry out of activities.
- i. The Association nevertheless reserves the right to refuse any gift or bequest of an illegal, complacent, and/or immoral nature.
 - ii. Insofar as the association can carry out certain lucrative and occasional activities whose form is not purely commercial but aiming to facilitate self-financing in a complementary manner with a view to carrying out its activities, the income resulting from such activities are admitted into its assets and may not under any circumstances be distributed to members.

12. FINAL PROVISIONS

Any provision of this constitution which by interpretation and application are contrary to the laws of Australia and to the usages and customs in the matter is deemed unwritten.

Any dispute that may arise from the application of the Articles of FICE constitution will be settled in accordance with the laws, customs, and customs applicable in Australia.

These statutes enter into force on the date of their signature.

Dr. Ngoie Joel Nshisso, President

Carine Kapiamba Tshimbu, Vice President