

## CONSTITUTION OF THE REGIONAL REFUGEE FORUM NORTH EAST

(incorporating changes agreed at the EGM held on March 20<sup>th</sup> 2012 in Middlesbrough)

1. NAME The name of the Association is The Regional Refugee Forum North East
  
2. OBJECTS  

The objects of the Association are the advancement of education and the relief of poverty, distress and sickness amongst asylum seekers and refugees in the North East of England and to that end to provide a mechanism for hearing the voice of asylum seekers and refugees by bringing together in council representatives of Refugee Communities working in the area of benefit
  
3. POWERS
  - 3.1 The Association has the following powers, which may be exercised only in promoting the Objects:
  - 3.2 To promote or carry out research
  - 3.3 To provide advice
  - 3.4 To publish or distribute information
  - 3.5 To co-operate with other bodies
  - 3.6 To support, administer or set up other charities
  - 3.7 To raise funds (but not by means of taxable trading)
  - 3.8 To acquire or hire property of any kind
  - 3.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
  - 3.10 To set aside funds for special purposes or as reserves against future expenditure
  - 3.11 To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
  - 3.12 To insure the Association's property against any foreseeable risk and take out other insurance policies to protect the Association where required
  - 3.13 Subject to clause 9.2, to employ paid or unpaid agents, staff or advisers
  - 3.14 To enter into contracts to provide services to or on behalf of other bodies
  - 3.15 To do anything else within the law which promotes or helps to promote the Objects

4. MEMBERSHIP

- 4.1 Full Membership of the organisation is open to any refugee community organisation interested in promoting the objects whose application for membership has been approved by the committee and ratified by the full membership at a general meeting
- 4.2 Each organisation accepted into full membership may nominate up to two named individuals (and one named substitute for each representative) to represent it at meetings of the Association. Each named representative (or the named substitute) is entitled to one vote at meetings of the Association. Named representatives are eligible to stand for election to the committee; named substitutes are not eligible to stand for election to the committee.
- 4.3 Individual membership is open, in exceptional circumstances only, to any individual refugee or asylum seeker for whom no appropriate refugee community organisation exists, who is interested in promoting the objects and whose application for membership has been approved by the committee and ratified by the full membership at a general meeting
- 4.4 Each individual member is entitled to one vote at meetings of the organisation and is eligible for election to the committee.
- 4.5 The Committee will establish Rules to ensure that individual membership does not rise to a level which threatens or undermines the Association's role as a forum of member organisations
- 4.6 The Committee may set appropriate rates of subscription for each category of membership
- 4.7 The Committee must keep a register of members and review this periodically (normally within a two year period) to ensure that the membership reflects the current refugee community.
- 4.8 A member may resign by written notice to the Association
- 4.9 The Committee may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Committee be harmful to the Association (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice)
- 4.10 Membership of the Association is not transferable

5. GENERAL MEETINGS

- 5.1 All members are entitled to attend general meetings of the Association in person or, in the case of member organisations, through the authorised representatives

- 5.2 General meetings are called by 14 clear days' written notice to the members specifying the business to be transacted
- 5.3 No decision may be taken at a General Meeting unless at least 20% of the members are present. If 20% of the members are not present then the meeting may be adjourned for at least 14 days and the number present at the adjourned meeting if at least five will mean that the meeting can make decisions
- 5.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 5.5 Every issue at a general meeting is determined by a simple majority of the votes cast by the members, or in the case of member organisations, by the named representatives, present in person
- 5.6 Except for the chair of the meeting, who has a second or casting vote, every named representative and other member present in person is entitled to one vote on every issue
- 5.7 An AGM must be held in every year (except that the first AGM may be held at any time within 18 months after the formation of the Association)
- 5.8 At an AGM the members:
  - 5.8.1 receive the accounts of the Association for the previous financial year
  - 5.8.2 receive the report of the Committee on the Association's activities since the previous AGM
  - 5.8.3 elect the number of Committee members which brings the Committee to a membership of seven.
  - 5.8.4 appoint an auditor or independent examiner for the Association where required
  - 5.8.5 discuss and determine any issues of policy or deal with any other business put before them
- 5.9 An Extraordinary General Meeting (EGM) may be called at any time by the Committee
- 5.10 An EGM must be called within 7 days if at least one third of the full members write to the Committee requesting that an EGM be called

6. THE COMMITTEE

- 6.1 The Committee as charity trustees have control of the Association and its property and funds
- 6.2 The Committee when complete consists of at least three and not more than nine individuals, all of whom must be members (but must not be paid employees) of the Association.
- 6.3 The Committee is made up as follows:
  - 6.3.1 up to seven elected Committee members (see 6.4)
  - 6.3.2 up to two members co-opted by the Committee to hold office until the next AGM

- 6.4 Only one representative from each member organisation may serve on the committee in any capacity at any one time
- 6.5 A third of the members of the committee shall retire from office at the end of each AGM, but they may stand for re-election. The members to retire by rotation shall be those who have been longest in office since their last election. Between members of equal seniority the members to retire shall in the absence of agreement be selected from among them by lot.
- 6.6 Every Committee member must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Committee
- 6.7 Wherever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must
- 6.7.1 declare the interest before the discussion begins on the matter
  - 6.7.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information
  - 6.7.3 not be counted in the quorum for that part of the meeting
  - 6.7.4 withdraw during the vote and have no vote on the matter
- 6.8 Where such circumstances arise to invoke 6.7 a separate minute will be produced for the matter and circulated as appropriate.
- 6.9 A Committee member automatically ceases to be a member of the Committee if he or she:
- 6.9.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
  - 6.9.2 is incapable, whether mentally or physically, of managing his or her own affairs
  - 6.9.3 is absent from three consecutive meetings of the Committee without the prior consent of the Chair
  - 6.9.4 ceases to be a member of the member organisation
  - 6.9.5 resigns by written notice to the Committee (but only if at least two Committee members will remain in office)
  - 6.9.6 is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views
- 6.10 A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting

## 7. COMMITTEE MEETINGS

- 7.1 The Committee must hold at least three meetings each year and except in exceptional circumstances the CEO/senior staff member will be in attendance but will not vote on any issue.
- 7.2 A quorum at a Committee meeting is 50% of the membership of the committee
- 7.3 At the first meeting of the Committee in every year the members must appoint from among themselves a Chairperson, a Treasurer, a Secretary and such other honorary officers as they think
- 7.4 the Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting
- 7.5 Every issue shall be determined by a simple majority of the votes cast at a Committee meeting
- 7.6 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue
- 7.7 The Committee may invite one or more advisors to attend any or all of their meetings who make take part in discussions but who may not vote any issue

8. POWERS OF COMMITTEE

The Committee have the following powers in the administration of the Association:

- 8.1 to delegate any of their functions to sub-committees consisting of two or more persons appointed by them. At least one member of every sub-committee must be a Committee member. A Committee member will chair the sub-committee and all proceedings of sub-committees must be reported promptly to the Committee.
- 8.2 to fill any casual vacancies in the Committee which occur during the year by co-option, and a Committee member so chosen will have the same voting powers and hold office for the same period as the Committee member he or she replaces.
- 8.3 to make Standing Orders consistent with this Constitution to govern proceedings at general meetings
- 8.4 to make Rules consistent with this Constitution about the Committee and sub-committees to make Regulations consistent with this Constitution about the running of the Association (including the operation of bank accounts and the commitment of funds)
- 8.5 to resolve or establish procedures to assist the resolution of disputes within the Association
- 8.6 to exercise any powers of the Association which are not reserved to a general meeting

9. PROPERTY & FUNDS

- 9.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the members of the Association or the Committee
- 9.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except:
  - 9.2.1 reimbursement of reasonable out-of-pocket expenses actually incurred in the administration of the Association
  - 9.2.2 in the case of an individual member, charitable benefits in his or her capacity as a beneficiary
  - 9.2.3 In exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission)
- 9.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must
  - 9.3.1 declare an interest before discussion begins on the matter
  - 9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information
  - 9.3.3 not be counted in the quorum for that part of the meeting
  - 9.3.4 withdraw during the vote and have no vote on the matter
- 9.4 Investments and other property of the Association may be held:

- 9.4.1 in the names of the Committee members for the time being (or in the name of the Committee if incorporated under the Charities Act 1993)
- 9.4.2 in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Committee or of a financial expert acting on their instructions
- 9.4.3 in the name of at least two and up to four holding trustees for the Association who must be appointed (and may be removed) by a resolution of the Committee.
- 9.4.4 in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court

## 10. RECORDS & ACCOUNTS

- 10.1 The Committee must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:
  - 10.1.1 annual reports
  - 10.1.2 annual returns
  - 10.1.3 annual statements of account
- 10.2 The Committee must keep proper records of:
  - 10.2.1 all proceedings at general meetings
  - 10.2.2 all proceedings at Committee meetings
  - 10.2.3 all reports of sub-committees
  - 10.2.4 all professional advice obtained
- 10.3 Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association
- 10.4 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Association's reasonable costs (as required by the Charities Act 1993)

## 11. NOTICES

Notices under this Constitution shall be in writing and may be sent by hand, or by post or be published in any suitable journal, newspaper or newsletter distributed by the Association. Any letter sent shall be deemed to have been received within 10 days of posting. A technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting

## 12. AMENDMENTS

This Constitution may be amended at a General Meeting by a two-thirds majority of the votes cast, but

- 12.1 The members must be given 21 clear days' notice of the proposed amendments
- 12.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Association
- 12.3 Clauses 9.2 and 9.3 may not be amended without the prior written consent of the Commission

## 13. INCORPORATION

The members at a general meeting may authorise the Committee to transfer the assets and liabilities of the Association to a limited company established for exclusively charitable purposes within, the same as or similar to the Objects and of which the members of the Association will be entitled to be members

## 14. DISSOLUTION

- 14.1 If at any time the members at a general meeting decide to dissolve the Association, the members of the Committee will remain in office as charity trustees and will be responsible for the orderly winding up of the Association's affairs
- 14.2 After making provision for all outstanding liabilities of the Association, the Committee must apply the remaining property and funds by transfer to one or more other bodies established for exclusively charitable purposes similar to the Objects of the Association
- 14.3 A final report and statement of account relating to the Association must be sent to the Commission

## 15. INTERPRETATION

15.1 In this Constitution:

- 'AGM' means an annual general meeting of the members of the Association
- 'area of benefit' means the North East of England
- 'the Association' means the charity comprised in this constitution
- 'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Association
- 'beneficiaries' means a refugee or asylum seeker living in the area of benefit
- 'the Chair' means the chair of the Association elected at the AGM
- 'charity trustees' has the meaning prescribed by section 97(1), Charities Act 1993
- 'the Commission' means the Charity Commissioners for England and Wales
- 'the Committee' is the governing body of the Association

- 'co-opted Committee member' means a member of the Committee appointed by the members of the Committee in accordance with clause 6.2.3
- 'EGM' means a general meeting of the members which is not an AGM
- 'elected Committee member' means a member of the Committee elected at an AGM
- 'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association
- 'holding trustee' means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal
- 'independent examiner' has the meaning prescribed by section 43(3)(a) of the Charities Act 1993
- 'material benefit' means a benefit which may not be financial but has a monetary value
- 'member' and 'membership' refer to members of the Association
- 'months' means calendar months
- 'the Objects' means the charitable objects of the Association set out in clause 2
- 'personal interest' means any interest which an individual Committee member holds in a personal, professional, community, community organisation or business capacity that might lead to conflict of interest with the Charitable Objectives of this organisation.
- 'refugee community organisation' means any group deemed by the committee to be eligible for admission as an organisational member
- 'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects
- 'written' or 'in writing' refers to a legible document on paper including a fax message
- 'year' means calendar year

15.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and any subordinate legislation made under it

**ADOPTION OF THE CONSTITUTION**

Until the first AGM takes place, this Constitution shall take effect as if references in it to the Committee were references to the persons whose signatures appear at the foot of this document.

The Constitution was adopted on the date below by the persons whose signatures appear below:

Name ..... Signature .....

Name ..... Signature .....

Name ..... Signature .....

Date .....

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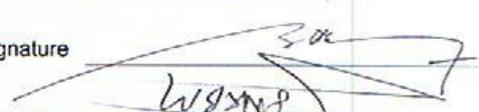
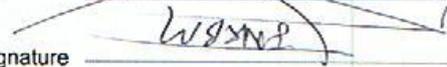
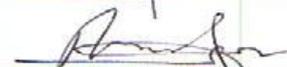
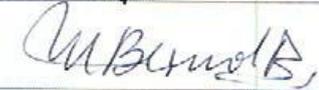
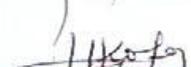
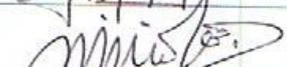
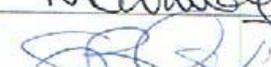
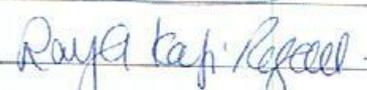
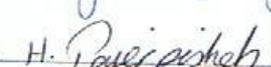
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The Constitution was adopted on the date below by the persons whose signatures appear below:

Name JEAN MP. KONANJI KARAH Signature [Signature]  
Name MOISES RAIMUNDO Signature [Signature]  
Name AMIR NAKASHI Signature [Signature]  
Date 04/03/03

REGIONAL  
REFUGEE  
FORUM

Name	ASSO ABDULLA	Signature	
Name	REBWAR Ibrahim	Signature	
Name	Bertrand N'houngou	Signature	
Name	Guy BIDZIMOU	Signature	
Name	BLAISE JEUTANG	Signature	
Name	TONY OLIVIER	Signature	
Name	FAISAL ABDO	Signature	
Name	SIRAF HAGOS	Signature	
Name	Martha Bernal	Signature	
Name	CARIDAD GALBRAITH	Signature	
Name	ROTHMAN CORONEL	Signature	
Name	EVA LUKOFO	Signature	
Name	JERRON TUNDA	Signature	
Name	MORDICKS O. ASIMBA	Signature	
Name	BEN CHISANGA (ZICONE)	Signature	
Name	BEN LUKANBA (NARA)	Signature	
Name	ROYA K REZAEË	Signature	
Name	HOMA TAJERPISHEH	Signature	
Name	Ire Kawanga (ACANE)	Signature	
Name	Gaby KITOKO (ACANE)	Signature	



ADOPTION OF THE CONSTITUTION

The following representatives did not attend the meeting on 4<sup>th</sup> March 2003, at which the Constitution was adopted but, as members of the organisation, would like to endorse the adoption of the constitution.

Name Michel Hbayabo Signature [Signature]

Name BOITINIC TSHABA Signature [Signature]

Name TOM BIKINKOU Signature [Signature]

Name \_\_\_\_\_ Signature \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_