

# **CONSTITUTION OF**

## **THE POLISH COMMUNITY COUNCIL OF**

### **AUSTRALIA Inc.**

Amended on 8.06.2002, 7.06.2003, 12.06.2004, 11.06.2005, 10.06.2006, 9.06.2007, 6.06.2009,  
12.06.2010, and 29.05.2016

#### **Part I – Definitions of terms used in this Constitution:**

**The Congress of Delegates** is the annual general meeting of the Council, as defined in Part VII;

**The Special Congress of Delegates** is the extraordinary general meeting of the Council, as defined in Part VIII;

**The Executive** is the Executive Committee of The Polish Community Council of Australia Inc. (PCCA), as defined in Part IX;

**The Internal Audit Committee** is as defined in Part XI;

**The Arbitration Committee** is as defined in Part XII;

**The Delegate Verification Committee** is as defined in Part XIII;

**Financial Year** means the year commencing on 1<sup>st</sup> April of a calendar year and ending on 31<sup>st</sup> March of the following year;

**Term** – a duration of time between two (2) consecutive Congresses of Delegates, at which general elections are held;

**Member** means any organisation that is a member of the Polish Community Council of Australia Inc.

**Indirect (Affiliated) Member** – is an organisation or an individual who is a financial member of a member organisation of the PCCA.

In this Constitution:

- words importing the singular include the plural and the masculine shall include the feminine and vice versa;
- a reference to a function includes a reference to a power, authority and duty; and
- a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

#### **Part II – Name and Character.**

- § 1** The name of the organisation shall be The Polish Community Council of Australia Inc., hereinafter referred to as "The Council". The Polish name shall be "Rada Naczelna Polonii Australijskiej".
- § 2** The Council shall be a voluntary association of Polish community organisations in Australia, which

uphold the values and principles of democracy, freedom, justice, and respect for human rights.

**§ 3** The Council shall not in any way support or actively assist any political party.

### **Part III – Activities and Headquarters**

**§ 4** The activities of the Council shall be primarily focused on Australia, but also include liaisons with Polish authorities and organisations worldwide.

**§ 5** The headquarters of the Council shall be determined by the Congress of Delegates at the commencement of each new Executive Committee's term of office.

### **Part IV – Aim and Objectives of the Council**

**§ 6** The aim and objectives of the Council shall be:

- (a) To represent the Polish community in Australia, defend its rights, promote its interests and provide support to Polish organisational activities within Australia; and
- (b) To liaise and co-operate with people, institutions and organisations in Poland; and
- (c) To promote the Polish language, traditions and culture in Australia; and
- (d) To raise awareness of Poland, its culture, history and current position in Australian society by promoting Polish literature, music and all forms of the arts; and
- (e) To raise awareness of the contribution of Polish migrants to the wellbeing of Australia and of Polish cultural heritage in Australia; and
- (f) To co-operate with organisations from outside the Polish community in Australia and abroad, whose aims are consistent with the principles, aims and objectives of the Council; and
- (g) To promote loyalty to Australia within the Polish community; and
- (h) To encourage and assist Australians of Polish origin to actively participate in all spheres of Australian political and social life; and
- (i) To uphold Christian ethics and values in the Polish Australian community; and
- (j) To support Polish youth developmental and educational activities; and
- (k) To act as a forum for the development of Polish community activities in Australia; and
- (l) To raise funds and establish funds and foundations, and to make gifts, donations, and loans for any purpose that is consistent with the aims of the Council; and
- (m) To invest any income not immediately required for fulfilling any of its objectives; and
- (n) To do all such other acts and things as may appear incidental or conducive to the attainment of the above objectives.

### **Part V – Membership**

**§ 7** **Qualification**

- (a) Membership shall be open to all Polish and Polish Australian organisations from all States and Territories of Australia, whose aims and objectives are consistent with the principles of the Council.
- (b) To qualify for membership, an organisation must satisfy one of the following criteria:
  - (i) be a State or Territory Polish-Australian umbrella body comprising more than one (1) organisation, representing a joined organisation constituency of no fewer than fifty (50) individual persons. Individual persons shall be counted only once, irrespective of how many organisations in the umbrella body they are a member of; or
  - (ii) be a financial member of the Council as at the date of adoption of this Constitution; or
  - (iii) be an individual organisation of no fewer than fifty (50) members.
- (c) The Executive Committee may approve for membership an organisation not satisfying paragraph § 7(b) on the grounds that:
  - (i) the organisation is from a community in a remote and sparsely populated area; or
  - (ii) the organisation has a specific unique purpose, and makes a significant contribution to the Polish Community; or
  - (iii) the organisation is a unique organisation with branches/representations in at least two (2) States or Territories.

## **§ 8 Application**

- (a) Applications for membership (*see a sample form in Appendix 1*) shall be made in writing to the Executive Committee, which has the power to accept or reject the application. Any decision of the Executive Committee must be presented for approval at the next Congress of Delegates of the Council.
- (b) An organisation applying for membership shall include with the application: its Constitution, a copy of minutes from the meeting at which the motion for application was carried and a statement of the number of financial members, together with the prescribed membership fee. Should the applicant not be admitted to the Council, the fee shall be refunded.
- (c) The Executive Committee shall notify the applicant organisation of its decision in relation to its membership application within three (3) months from the date on which the application was received.
- (d) In the case that a membership is refused, the applicant organisation shall have the right of appeal at the next Congress of Delegates whose decision shall be final.

## **§ 9 Rights**

- (a) Every newly admitted member organisation shall acquire full membership rights in the Council from the moment its application for membership is confirmed by the Congress of Delegates.
- (b) A member organisation retains the right to self-government in accordance with its own

Constitution, rules and regulations.

- (c) Member organisations shall have the right to:
  - (i) Nominate delegates to the Congress of Delegates, pursuant to Part VII, Part VIII and Part XIII § 49;
  - (ii) Propose motions for consideration by the Congress of Delegates.

## **§ 10 Obligations**

Member organisations shall:

- (a) Co-operate in achieving the aims of the Council; and
- (b) Comply with the Constitution of the Council; and
- (c) Pay approved membership fees when due.

## **§ 11 Membership Fees**

Membership fees shall be decided and reviewed by the Congress of Delegates (pursuant to Part VII) and paid in full, no later than eight (8) weeks before the date of the Congress.

## **§ 12 Liability**

The liability of a member organisation to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the outstanding unpaid amount, if any, of the member organisation dues in respect to their membership in the Council.

## **§ 13 Resignation and Removal**

- (a) A member organisation may resign from membership of the Council only after discharging its obligations to the Council. It must pass a valid resolution to this effect in accordance with its own rules and regulations, and present a written notice of this resolution to the Secretary of the Council. The resignation takes effect from the date to which membership fees have been paid. The overpaid membership fees, if any, are refunded.
- (b) A member organisation may be removed from the Council only by way of the Congress of Delegates voting on a motion to this effect moved by the Executive Committee on any of the following grounds:
  - (i) For activities which are in conflict with the Constitution of the Council; or
  - (ii) In the case of the actual dissolution of the organisation; or
  - (iii) For being in arrears for a period of more than two (2) years in the payment of Council membership fees.
- (c) The Congress of Delegates shall not resolve to have an organisation removed from the roll of

members according to § 13(b)(i) until the Arbitration Committee hears the charges. The Arbitration Committee shall present its findings to the Congress of Delegates.

- (d) The decision of the Congress of Delegates in matters covered by section § 13 is final.

#### **§ 14 Suspension**

- (a) The Executive Committee may suspend a member organisation upon advice of the Arbitration Committee that the activities of the member organisation are in breach of the Constitution of the Council, or are contrary to the interests of the Council.
- (b) Member organisations can also be suspended by the Executive Committee of the Council acting on its own initiative, or at the request of at least three (3) member organisations. Members suspended in that way have a right to immediately appeal to the Arbitration Committee, whose decision is final until the nearest Congress of Delegates.
- (c) A suspended organisation is still required to pay membership fees.
- (d) The length of any suspension shall be, at most, until nearest Congress of Delegates, which either lifts the suspension or initiates expulsion of the member.

### **Part VI – Authorities of the Council**

**§ 15** The PCCA shall have the following authorities:

- (a) The Congress of Delegates,
- (b) The Executive Committee,
- (c) The Internal Audit Committee, and
- (d) The Arbitration Committee.

### **Part VII – Congress of Delegates**

**§ 16** The Congress of Delegates shall be the highest authority of the Council and it shall have the power to:

- (a) guide the activities of the Council; and
- (b) examine the reports and activities of the Executive Committee of the Council, specific Sub-Committees, Funds, Foundations and other bodies as well as the reports of the Internal Audit Committee; and
- (c) adopt the report and recommendations of the Internal Audit Committee; and
- (d) elect the authorities of the Council (§ 15 (b), (c), (d)) or to remove any member of those Council authorities before the end of their term of office; and
- (e) determine the location of the Headquarters of the Executive Committee. This location shall also be a default preferred location for all Congresses of Delegates at which general elections are not held; and

- (f) determine the policies relating to membership of the Council; and
- (g) confirm the acceptance of new member organisations. All confirmations shall be dealt with before the Congress agenda is presented for discussion; and
- (h) establish guidelines for the activities of the Executive Committee; and
- (i) approve budget estimates of the Council and determine the level of membership fees; and
- (j) establish Funds and Foundations for the promotion of objectives of the Council on the recommendation of the Executive Committee; and
- (k) decide on all matters affecting the Council which are not reserved by other Council authorities;
- (l) adjudicate upon appeals from the decisions of the Executive Committee; and
- (m) adjudicate upon appeals from the decisions of the Delegate Verification Committee.

**§ 17** The Congress of Delegates shall consist of:

- (a) Delegates of member organisations to the extent of one (1) delegate for every fifty (50) current financial members or part thereof (i.e. the rounded-up quotient of dividing the number of current financial members of a PCCA Member by fifty (50)). Each member organisation is allowed to have at least one (1) delegate; and
- (b) Members of the Executive Committee; and
- (c) Members of the Internal Audit Committee, and the Arbitration Committee; and.
- (d) If any person involved in § 17 (b) and (c), and present is not a currently elected delegate, this person must be given a special voting right (i.e. a mandate). This is to allow them to vote and take active part in the initial proceedings of the Congress. This voting right is identical to a delegate voting right (and is included in the quorum), but it is valid only until the absolution of the Council authorities (§ 15 (b), (c), (d)) by the Congress. Before any Council elections can commence, all such special voting rights must be surrendered to the Chairperson of the Congress.

**§ 18 Proxies**

- (a) A delegate may transfer his representation and voting rights to another delegate in writing, on an official proxy form (*see a sample form in Appendix 2*).
- (b) The notice shall be lodged with the Executive Committee of the Council before the Congress is declared open.
- (c) No delegate shall be entitled to hold more than four (4) proxy votes in addition to his own vote, at any time of the Congress.

**§ 19 Date of Congress**

- (a) The Congress of Delegates shall be convened once per year, between 1 April and 30 June.

**§ 20 Convening of a Congress**

- (a) The Executive Committee of the Council convenes the Congress by a notice in writing sent by communication means (for example: post, courier, and/or electronic mail) to the last provided

official address of each member organisation, and to the Internal Audit Committee, and to the Arbitration Committee, and to the Council Funds Administrator(s). The notice shall include the time, date, location and proposed agenda of the Congress.

- (b) The convening notice and request for additional agenda items must be sent out twelve (12) weeks before the nominated date of the Congress, and placed on the PCCA website.
- (c) The Executive Committee must receive notices of motions no later than eight (8) weeks before the Congress. Such notices (except if they are of a trivial or vexatious nature) will be included in the agenda, which shall be distributed to all member organisations no later than three (3) weeks before the Congress, and also placed on the PCCA website.
- (d) The candidates for the positions of the President and the Deputy President must formally notify the Executive Committee about their intention to do so at least four (4) weeks before the date of the Congress to be considered at the time of elections.

### **§ 21 Quorum**

- (a) The quorum of the Congress of Delegates shall be one third (1/3) of the total number of member organisations, subject to them representing at least three (3) States or Territories, except where otherwise provided in this Constitution.

### **§ 22 Resolutions and Voting**

- (a) Motions shall be carried at the Congress by a simple majority of votes except in cases when the Constitution provides otherwise.
- (b) Voting for the election to the Executive Committee for the positions of the President and the Deputy President shall be by secret ballot. Voting for other positions to the Executive Committee, to other PCCA bodies, and on motions shall be by show of hands unless a secret ballot is requested by at least 20% of delegates present.

### **§ 23 Agenda of the Congress**

- (a) The agenda of the Congress of Delegates shall include items listed in *Appendix 4*.

### **§ 24 Responsibilities of Congress Chairperson and Secretary**

- (a) The Chairperson of the Congress of Delegates shall ensure that the motions proposed, and/or moved at the Congress do not contradict this Constitution.
- (b) The Secretaries of the Congress shall prepare minutes of the proceedings, which after review and signing by the Chairperson shall be delivered to the Executive Committee which will forward them to the member organisations no later than six (6) months after the Congress.
- (c) The Chairperson of the Congress of Delegates shall:
  - (i) be objective and unbiased; and
  - (ii) allow for consideration and discussion of all opinions and questions; and
  - (iii) reprimand and discipline unruly delegates; and
  - (iv) explain/present possible legal and logical consequences of proposed motions; and

- (v) suggest refinements of the motions, if needed; and
  - (vi) seek formal advice in area(s) of uncertainty and/or ambiguity first, before putting matters to the vote.
- (d) Should the Chairperson of the Congress of Delegates lose - at any point during proceedings - the confidence of the Delegates (i.e. he lost a non-confidence vote), the Congress of Delegates elects a new Chairperson of the Congress, who resumes the agenda proceedings from the point at which it was paused.

## **Part VIII – Special Congress of Delegates**

**§ 25** A Special Congress of Delegates shall be convened by the Executive Committee of the Council either:

- (a) on its own initiative, providing reasons; or
- (b) if at least one quarter (1/4) of the member organisations lodge a demand that it be convened, providing reasons; or
- (c) on the request of the Internal Audit Committee, with clearly articulated reasons.

**§ 26 Date, Quorum and Special Provisions for a Special Congress of Delegates**

- (a) The Special Congress of Delegates - convened in accordance with paragraph § 25 (b) and § 25 (c) - shall meet no later than eight (8) weeks from the date on which a demand in writing posted by formal communication channels (for example: post, courier, and/or electronic mail) is received by the Executive Committee.
- (b) Should the Executive Committee decline to convene the Special Congress of the Delegates, or should it not send a notice convening the Congress within five (5) weeks from the date of the notice of demand, then the right to convene the Special Congress passes to the organisations or Council Authority, who demanded that the Congress be convened.
- (c) The provisions of this Constitution pertaining to procedures to convene and conduct the Congress of Delegates, except for § 19 and § 20, shall also apply to the Special Congress of the Delegates.
- (d) Only matters included in the agenda shall constitute the business of the Special Congress of the Delegates.
- (e) The quorum for a Special Congress of Delegates shall be calculated in the same way as it is for the annual Congress of Delegates.
- (f) If the Special Congress of Delegates is called pursuant to § 25 (b), and attendance at such Congress is fewer than the number of member organisations requesting it, then:
  - (i) such Special Congress of Delegates is declared null and void; and
  - (ii) the costs of such Special Congress of Delegates shall be borne by the organisations that called the meeting. That is, the PCCA shall not be liable for reimbursing any costs of a void Special Congress.

## Part IX – The Executive Committee of the Council

### § 27 Eligibility

A candidate eligible for election to the Council authorities (§ 15 (b), (c), (d)) must:

- (a) be a current financial member (directly or indirectly) of a member organisation of PCCA; and
- (b) not have any criminal, or bankruptcy history; and
- (c) be considered trustworthy.

### § 28 Term and composition

The Executive Committee shall be elected for a term of office of two (2) years, and shall consist of:

- (a) The President, and the Deputy President elected individually, and no fewer than seven (7), and no more than nine (9) ordinary members, as may be decided at each Congress of Delegates; and
- (b) The representative of the Polish Clergy nominated by the Rector of the Polish Catholic Mission in Australia with full voting rights; and
- (c) The delegate of the Educational Commission of the Polish Community in Australia (KOPA), with full voting rights.

### § 29 Representativeness

- (a) To foster a diversity of opinions and democracy within the Executive Committee, at least four (4) members of the Executive Committee shall be living in Australian states other than the state where the PCCA headquarters are located.
- (b) Members of the Executive Committee residing in places remote from the headquarters of the Executive Committee are automatically excused from attending Executive Committee meetings in person. They should use other means of communication, for example Skype.

### § 30 Other positions

- (a) The Executive Committee shall elect: the Secretary, the Treasurer, the Public Officer, and any other Office Bearers from its own ranks, as the Executive may from time to time see fit.
- (b) If elections to the Executive Committee result in vacant positions, then the Executive Committee may fill the positions by co-opting as members other persons fulfilling criteria in § 27 at any Executive Committee meeting after the conclusion of the Congress of Delegates.

### § 31 Quorum

- (a) In order to secure a quorum (which is a simple majority) at the Executive Committee meetings, the President and such number of the Executive Committee members as required to secure such quorum shall reside within a reasonable distance of the Headquarters of the Council.

- (b) The Executive Committee Members connected to a meeting via a video/telephone conference link shall be counted in the quorum.

**§ 32 Area of responsibility, vacating the position**

- (a) The Executive Committee may assign areas of responsibility to its members as it thinks fit and this may be rearranged according to circumstances, and need.
- (b) Should the President resign, or be unable to perform his duties, the Deputy President shall automatically become the Acting President until the Congress of Delegates is convened.
- (c) In case the Deputy President vacates the office, an Acting Deputy President shall be chosen by the Executive Committee from among its members.
- (d) If both: the President, and the Deputy President, both elected at the Congress, vacate the office, a Special Congress of Delegates shall be called by the Executive Committee as quickly as practical to elect the new Council authorities.
- (e) In all other cases, any vacancies in the Executive Committee non-elective positions are filled from the ranks of other Executive Committee members.

**§ 33 Suspension/removal of an Executive Committee member**

- (a) Should a member of the Executive Committee cease to be a financial member of an organisation as described in Part IX § 27, he is automatically suspended from the Executive Committee.
- (b) The suspended member shall be given four (4) weeks to lodge an appeal to the Arbitration Committee for determination as to his ability to continue serving on the Executive Committee.
- (c) While the Arbitration Committee is considering a matter, the suspended member of the Executive Committee stays suspended, i.e. cannot participate in the Executive Committee proceedings.
- (d) Failure to appeal in the prescribed time will result in termination of his membership in the Executive Committee.

**§ 34 Public announcements**

- (a) All changes in the Executive Committee should be published on the PCCA website within a month of the change; and
- (b) Changes to the Office Bearers of the Executive Committee require that the Registrar's Office is formally notified.

**§ 35 Documentation, filing and archiving**

- (a) The Executive Committee should keep at the PCCA headquarters the financial documentation related to the last seven (7) financial years, and up to four (4) years of any other documentation.
- (b) Vital/important documents older than required to be on-site, should be perused, scanned/copied, indexed, sorted and archived.

- (c) The recommended archival location for the PCCA documents is the Polish Museum and Archives in Australia.

### **§ 36 Maximum number of consecutive terms**

- (a) The maximum number of terms that may be served consecutively by the same PCCA President shall be limited to three (3).
- (b) After one (1) term out of office, a past President may again nominate for the position of the President.

### **§ 37 Frequency of meetings**

- (a) The Executive Committee shall meet at least once a month physically or otherwise, and the meeting shall not be valid unless a simple majority of the Executive Committee is present.
- (b) Motions shall be carried out by a simple majority of votes.
- (c) In the event of tied voting, the President or acting chairperson shall cast the deciding vote.

### **§ 38 Powers of Executive Committee**

The Executive Committee shall have the power to:

- (a) Facilitate the activities of the Council, including all the Council authorities.
- (b) Appoint permanent or temporary sub-committees and other such bodies that assist in achieving the aims of the Council. Unless empowered by the Congress of Delegates such sub-committees may be appointed for a term not longer than the term of office of the Executive Committee.
- (c) Admit and suspend member organisations as prescribed in this Constitution.
- (d) Remove any member of the Executive Committee by two thirds (2/3) majority vote of the Executive Committee, if he: no longer satisfies condition § 27, or fails to perform allocated duties, or fails to attend three consecutive Executive Committee meetings without providing an explanation.
  - (i) Such Executive Committee member shall be given sufficient notice of time and place of the meeting where the vote for his removal will be taken.
  - (ii) A removed member of the Executive Committee shall have the right to appeal to the Arbitration Committee whose adjudication shall be final.
- (e) Fill, by a majority vote of its members, a casual vacancy in the office of a member of the Executive Committee, provided that the total number of co-opted members does not exceed four (4).
- (f) Manage and control - in a care-taker role - the Funds and Foundations set up and operated by the Council (see § 54 (a)).
- (g) Pass by resolution and publish such By-laws and Regulations as it deems expedient to the

carrying out of the objectives of the Council.

- (i) Such By-laws may only be repealed by the decision of the Executive Committee, or a resolution of a Congress of the Delegates.
  - (ii) Such By-laws shall be binding on all members of the Council unless and until they are repealed.
  - (iii) No By-laws shall be passed which are in conflict with this Constitution.
- (h) During the last three (3) months of the Executive Committee's term of office, the Executive Committee must not commit the PCCA financially beyond that term of office.

## **Part X – Office Bearers of the Executive Committee**

### **§ 39 The position of President**

- (a) The President - or in his absence the Deputy President - is the official spokesperson of the Council. No other member of the Executive Committee, or the Council shall make public statements on behalf of the Council, unless specifically authorised by the President.
- (b) The President may, but need not, chair the Congress of Delegates. The President must not chair the Congress of Delegates, if the Council authority elections are on the agenda.
- (c) The President co-ordinates and supervises the activities of the Council.
- (d) The President (or in his absence the Deputy President) shall call all Executive Committee meetings.
- (e) The President may call special meetings of the Executive Committee of his own accord, at the request of the Internal Auditing Committee, or at the request of at least four (4) members of the Executive Committee. Parties requesting such a meeting shall state their reason for the meeting. Such meetings shall be called as soon as practical, but not later than seven (7) days after receiving such a request.
- (f) The President and Secretary sign the minutes of the Executive Committee meetings as being a true and accurate record of the Executive Committee's decisions.
- (g) The President is responsible for overseeing the summary report from each Congress of Delegates meeting, and publishing it in the Polish-language media in Australia, and on the PCCA website within a month after the meeting concluded.
- (h) The President and the Treasurer must not commit the PCCA financially beyond the approved budget.

### **§ 40 Duties of the Secretary include but are not limited to:**

- (a) Taking and maintaining minutes of all Executive Committee meetings.
- (b) Maintaining an accurate and up to date membership register.
- (c) Attending to the ordinary administrative decisions of the Council, but not making decisions committing the Council in any way.

- (d) Attending to the correspondence of the Council under the direction of the Executive Committee whose decisions/instructions shall be carried out at all times.
- (e) Maintaining the Council's records in a proper and orderly manner and making them available at reasonable times for inspection by the Auditor, Internal Audit Committee and members of the Executive Committee.
- (f) Keeping in his custody or under his control all books, documents and securities of the Council. All such materials shall be made available for inspection by duly appointed representatives of member organisations during the Congress of Delegates.

**§ 41 Duties of the Treasurer include but are not limited to:**

- (a) Maintaining the Council's accounts, including Funds created specifically to promote the Council's aims and interests as well as providing support to Polish organisational activities within Australia.
- (b) Presenting a financial statement at every meeting of the Executive Committee.
- (c) Making all documents available for inspection as and when directed by the Executive Committee, to any persons authorised by the Executive Committee.
- (d) Issuing receipts and banking all income received on behalf of the Council.
- (e) Making traceable payments of the Council's expenditures and debts, after the payments have been authorised by the Executive Committee.
- (f) Making all financial records available to the Council's Auditors.

**§ 42 Position of Public Officer**

- (a) The Executive Committee shall appoint a person resident in the Australian Capital Territory to be the Public Officer of the Council. If that office becomes vacant at any time, a replacement must be appointed within fourteen (14) days to fill the vacancy.
- (b) The Public Officer's duties shall be to fulfil all statutory obligations as detailed by the Associations Incorporation Act 1991 of the Australian Capital Territory (as amended or replaced from time to time).

## **Part XI – Internal Audit Committee**

**§ 43**

- (a) The Internal Audit Committee shall consist of a Chairperson, Deputy Chairperson, two (2) Members and one (1) substitute Member and is elected by the Congress of Delegates for a term of office of two (2) years, to coincide with the term of the Executive Committee.
- (b) At least two (2) members of the Internal Audit Committee must reside at the same location (city) as the Executive Committee.

- (c) Should the Chairperson be unable to discharge his duties, for any reason whatsoever, these duties shall be carried out by the Deputy Chairperson.
- (d) Should the Internal Audit Committee be negligent in regards to its expected duties, fail to attend the Executive Committee meetings when invited, and not be responsive to requests to mend its ways, then the Executive Committee - in cooperation with the chairpersons of the member organisations shall work-out an emergency solution, so that the PCCA integrity is not compromised, and the Congress of Delegates not jeopardised.
- (e) One such solution to a situation described in (d) above may be to have representatives of the member organisations converge to the place of the Congress of Delegates one (1) day earlier, and do the auditing/checking required/expected by the Congress of Delegates.

#### **§ 44 Duties of the Internal Audit Committee**

- (a) The Internal Audit Committee shall:
  - (i) audit and check the financial affairs and statements of the Executive Committee; and
  - (ii) present reports on the Executive Committee's financial management; and
  - (iii) propose a motion to the Congress of Delegates to accept, or not, the financial statements and performance of the outgoing Executive Committee; and
  - (iv) conduct audits of funds, foundations and other financial bodies under the control of the Executive Committee; and
  - (v) assess the purposefulness of financial transactions of the Executive Committee and present their findings to the Congress of Delegates; and
  - (vi) as much as practical participate as an observer in the Executive Committee meetings, and be given access to any documents necessary for the fulfilment of its duties.
- (b) The audit report must be signed by at least two (2) members of the Internal Audit Committee.

## **Part XII – Arbitration Committee**

#### **§ 45 Composition of the Arbitration Committee**

- (a) The Arbitration Committee shall consist of a Chairperson, Deputy Chairperson, three (3) Members and two (2) Substitute Members, elected by the Congress of Delegates for a term of office of two (2) years.
- (b) Should the Chairperson be unable to conduct his duties, for any reason whatsoever, these duties shall be carried out by the Deputy Chairperson.
- (c) The Arbitration Committee shall inform the Executive Committee of all matters with which it deals.

#### **§ 46 Duties of the Arbitration Committee**

The Arbitration Committee's duties are as follows:

- (a) Report, when requested to do so by the Executive Committee, on the activities of member organisations, which appear to be in conflict with the Council's Constitution.
- (b) Arbitrate in disputes between member organisations when requested through the Executive Committee by either disputing party.
- (c) Arbitrate in disputes between the Executive Committee and Member Organisations, Commissions, Sub-Committees and other bodies appointed either by the Congress of Delegates or the Executive Committee when requested by either party.
- (d) Should a dispute arise over the interpretation of this Constitution or other Rules and By-laws, such dispute shall be referred to the Arbitration Committee, and the interpretation of the Arbitration Committee shall be binding until the ruling of the next Congress of Delegates.
- (e) In matters of serious consequence, the Executive Committee may call a Special Congress of Delegates to resolve the issue.
- (f) The Arbitration Committee must meticulously document each case it is involved in. Original documents, and all supporting evidence for all the cases reviewed in the Arbitration Committee's term of office shall be catalogued, indexed, scanned and handed-over to the Executive Committee for archival. The Arbitration Committee may retain copies of case documentation for reference.
- (g) The Arbitration Committee shall employ and involve all of its members to assess the cases, in order to make the process as inclusive, transparent, democratic, and multi-faceted as possible.
- (h) While arbitration may deal with private matters and therefore require an "in-confidence" approach, the Arbitration Committee Chairperson is - in general - prohibited from acting single-handedly, and/or handling the matters in secrecy by concealing the actions and/or withholding relevant information from other members of the Arbitration Committee.

## **Part XIII – Delegate Verification Committee**

### **§ 47 Composition of the Delegate Verification Committee**

The Delegate Verification Committee shall consist of:

- (a) the Treasurer of the Council, as chair; and
- (b) the chairperson of the Internal Audit Committee plus one (1) member of the Internal Audit Committee; and
- (c) any other persons (not more than three (3)) nominated by the Executive Committee to help with mandate verifications and constitution interpretations (for example from the Arbitration Committee).

### **§ 48 Duties of the Delegate Verification Committee**

The Delegate Verification Committee shall verify the credentials and eligibility of delegates before a Congress of Delegates is declared open.

#### **§ 49 Process of verification of delegates**

The elements of the verification of delegates shall include:

- (a) receipt of a Statutory Declaration, certifying the number of financial members of that organisation, signed by President or Public Officer; and
  - (b) payment of the required membership fees,
- both provided no later than eight weeks (8) before the Congress of Delegates; and
- (c) a list of delegates elected by the member organisations (one (1) delegate = one (1) mandate); and
  - (d) any formal, valid proxy appointments; and
  - (e) the list of delegates attending the Congress of Delegates - for each member organisation.
  - (f) A variation in the number of mandates claimed of more than 20% (in either way) in the successive years will be considered unacceptable, unless a clear and convincing explanation is provided in writing.

#### **§ 50 Rejected delegates**

Persons rejected as delegates by the Delegate Verification Committee may appeal to the Congress of Delegates against the decision of the Delegate Verification Committee, and the decision of the Congress of Delegates shall be final.

## **Part XIV – Assets and Foundations/Funds**

#### **§ 51 Assets**

- (a) The Assets of the Council shall consist of:
  - (i) Monies and other real property held by the Council and by permanent or temporary sub-committees and other bodies appointed by the Executive Committee of the Council; and/or
  - (ii) Specific Foundations and Funds established by the Congress of Delegates; and/or
  - (iii) Assets, both tangible and intangible, acquired by the Executive Committee in the course of the execution of its duties.
- (b) All the financial assets shall be administered in accordance with the *Income Tax Assessment Act 1997* (as amended or replaced from time to time).

- (c) The income and property of the PCCA shall be used and applied solely in promotion of its aims and objectives and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to Members, or authorities of the PCCA.
- (d) The authorities of the Council (§ 15 (b), (c), (d)), are allowed to obtain a refund of reasonable expenses incurred while on PCCA-related duties, authorised by the Executive Committee of PCCA.

## **§ 52 Assets administration**

- (a) The assets described in § 51 (a) (i) and § 51 (a) (iii) shall be administered directly by the Executive Committee.
- (b) All monies shall be deposited in a bank account opened in the name of the Executive Committee of the Council.
- (c) All cheques, draft bills of exchange, promissory notes, credit cards and other negotiable instruments must be signed by any two authorised members of the Executive Committee (but must include the PCCA Treasurer).

**§ 53** Assets described in paragraph § 51 (a) (ii) shall be administered according to special rules and regulations pertaining to the particular Funds and Foundations as determined by the Congress of Delegates.

## **§ 54 Funds and Foundations**

- (a) The PCCA is the managing body for the following foundations/funds:
  - (i) General Juliusz Kleeberg Polish Community Fund in Australia, known in Polish as "Fundusz Wieczysty Polonii Australijskiej im. Generala Juliusza Kleeberga"
  - (ii) Ewa Malewicz Foundation, known in Polish as "Fundusz im. Ewy Malewicz".
- (b) Each of the Foundations and Funds mentioned in this Chapter operate under the PCCA management but under their own regulations.
- (c) Each of the Foundations and Funds mentioned in this Chapter has its separate account.
- (d) The PCCA Treasurer must be listed as one of the signatories of each account within each Foundation and Fund.
- (e) The regulations of these Foundations and Funds may be amended only by ordinary resolutions of the PCCA's Congress of Delegates. The proposed changes must be placed in the agenda of the Congress of Delegates, and announced at least a month in advance. The approved changes do not constitute a change of this Constitution.

- (f) All Foundations and Funds mentioned in this Chapter are perpetual. Any change to their rules that allows expenditure which would lead their balances at the end of any year to be less than their balances at the start of that year (adjusted for inflation) shall be invalid.

**§ 55** After the financial records are closed for the Financial Year in the election year, the Executive Committee shall not commit any funds and assets of the Council, except if such funds are necessary for day to day running of the Council.

**§ 56** The Executive Committee may establish an operating account to a value decided by the Executive Committee. Such an account requires the signatures of any two authorised members of the Executive Committee (including the Treasurer's).

## **Part XV – Common Seal**

**§ 57** The Common Seal of the Council shall:

- (a) be kept by the Secretary or other such person authorised by the Executive Committee;
- (b) not be affixed to any instrument except by authority of a resolution of the Executive Committee, and in the presence of the President and the Secretary, or such other person, or persons as the Executive may for that purpose appoint.

**§ 58** The person or persons in whose presence the common seal of the Council is affixed to any document shall personally sign such a document.

## **Part XVI – Indemnity**

**§ 59** The PCCA must indemnify, on a full indemnity basis and to the full extent permitted by law, each person authorised by the Congress of Delegates and Executive Committee to act on behalf of the Council in accordance with this Constitution, for all losses or liabilities incurred by the person as an office-bearer, a member of the Executive Committee or as an officer of the Association (including the defence of any civil or criminal proceedings), provided that the person did not act criminally, irresponsibly, maliciously or with culpable negligence.

## **Part XVII – Amendments to this Constitution and Winding Up of the Council**

**§ 60** This Constitution may be amended by a resolution of the Congress of Delegates provided that:

- (a) a Special Congress of Delegates is called for the purpose of considering proposed

amendments as set out in the notice convening the Congress; and

- (b) two thirds (2/3) of member organisations by number are represented at the Congress; and
- (c) the said resolution is passed by a majority consisting of 75% (3/4) of the total number of votes of members present and voting.

**§ 61** By-laws and rules described in Parts IX, X, XI, XII, XIII may be amended, repealed or added to by a simple majority of the total number of votes of members present and voting at any Congress of Delegates at which notice of such resolution has been given in accordance with this Constitution.

**§ 62** All amendments shall be made in accordance with any applicable parts of the Associations Incorporations Act of the ACT, 1991 (as amended or replaced from time to time).

**§ 63** A resolution to dissolve the Council shall be valid if passed by the majority of 75% (3/4) of the total number of votes held by members of the Council with 75% (3/4) of member organisations being present and voting.

**§ 64** Recipients and disbursement of proceeds after closing down of the PCCA are described below.

- (a) If upon the dissolution of the Council there remains, after the satisfaction of all debts and liabilities, any property leftover, then it shall not be paid to, nor distributed among the members of the Council, but shall be given, or transferred to some other institution, or institutions, which possess objectives similar to the objectives of this Council, which is eligible for tax deductibility of donations, and which shall prohibit the distribution of its or their income, and property among its, or their members to an extent at least as strict as is imposed by the PCCA.
- (b) Such institution, or institutions, shall be determined by the members of the Council at, or before, the time of dissolution, or in default thereof by the Supreme Court of the Australian Capital Territory. If such a recipient cannot be found, then the proceeds are transferred to a registered charity.

**§ 65** The resolutions relating to matters in Part XVII shall only take effect if the notice of intention to amend the Constitution in Part XVII, or to dissolve the Council, is included in the notice of convening the Congress of Delegates.

***This is the Constitution of the Polish Community Council of Australia Inc., formerly known as the Polish Community Council of Australia and New Zealand Inc., Federal Council of Polish Organisations in Australia Inc. and as the Polish Community Council of Australia Inc. as adopted by the Congress of Delegates held in Brisbane on the 29<sup>th</sup> day of May, 2016 and it supersedes the Constitution registered under those names in the Australian Capital Territory.***

## APPENDIX 1

## APPLICATION FOR MEMBERSHIP OF ASSOCIATION

POLISH COMMUNITY COUNCIL OF AUSTRALIA INCORPORATED (incorporated under the *Associations Incorporation Act 1991, ACT*)

WE, \_\_\_\_\_  
(insert name of organisation)

of \_\_\_\_\_  
(address)

\_\_\_\_\_ hereby apply to  
(occupation / type of organisation)

become a **MEMBER** of the abovenamed incorporated Association. In the event of admission as a **MEMBER**, **WE** agree to be bound by the rules and objectives of the Association for the time being in force.

\_\_\_\_\_  
(signature of applicant)

\_\_\_\_\_  
(date)

Number of financial members:

Contact details:

Address:

Phone:

Email:

Fax:

Website:

**APPENDIX 2  
APPOINTMENT AS PROXY FORM**

I.

\_\_\_\_\_  
*(full name of a delegate)*

of

\_\_\_\_\_  
*(address/contact)*

being an elected delegate to the Congress of Delegates of POLISH COMMUNITY COUNCIL OF AUSTRALIA INCORPORATED, and representing

\_\_\_\_\_  
*(name of the organisation)*

hereby appoint

\_\_\_\_\_  
*(full name of proxy)*

of

\_\_\_\_\_  
*(address/contact)*

being also an elected delegate to the Congress of Delegates of POLISH COMMUNITY COUNCIL OF AUSTRALIA INCORPORATED, as my proxy to vote on my behalf at the Congress of Delegates (Special Congress of Delegates, or other General Meeting, as the case may be) to be held on the \_\_DD\_\_ day of \_\_MM\_\_ YYYYY in \_\_\_\_\_(place),\_\_\_\_\_ and at any adjournment of that meeting.

(signature of a delegate appointing proxy)

(date)

NOTE: A proxy vote may not be given to a person who is not a delegate of a Member of the PCCA

## APPENDIX 3

## SAMPLE FORM OF DELEGATE LISTING

**XX. Congress of Delegates of PCCA**

Place, DD/DD MM YYYY (Saturday/Sunday)

Address:

The list of delegates for the XX Congress of PCCA elected at the member organisation meeting.

Date and place of the meeting: \_\_\_\_\_

<b>ORGANISATION</b>	Organisation name	
	Organisation address	
	Internet address/link	
	Email address	
	Phone number	
	Faximile No.	
	Contact preson	
<b>DELEGATE 1</b>	<b>First name/Surname</b>	
	Email address	
	Phone number	
	Mobile number	
<b>DELEGATE 2</b>	<b>First name/Surname</b>	
	Email address	
	Phone number	
	Mobile number	

(copy and paste the bottom row for a larger number of delegates)

**APPENDIX 4****SAMPLE FORM OF A STANDARD AGENDA OF THE CONGRESS OF DELEGATES**

1. Opening by the Executive Committee, and determination of the quorum by the Delegate Verification Committee
2. Election of a Chairperson, two Assessors and two (2) minutes takers
3. Determination of the validity of the Congress on the basis of the report from the Delegate Verification Committee
4. Official opening of the Congress
5. A short prayer, and a minute of silence in the memory of delegates, who passed away since the previous Congress
6. Adjudication regarding appeals (if any) against the Delegate Verification Committee decisions as per § 50
7. Confirmation of new member organisations earlier accepted by the Executive Committee
8. Determination of a new quorum, and the number of ballot papers issued
9. Presentation, corrections, and acceptance of the Congress agenda
10. Presentation, corrections, and acceptance of the minutes from the previous Congress (or Special Congress)
11. Presentation of the Annual Report by the PCCA President
12. Presentation of annual financial report by the PCCA Treasurer
13. Presentation of Sub-Committee's annual reports
14. Presentation of Arbitration Committee' Report
15. Presentation and Acceptance of Internal Audit Committee's and Auditor's Report
16. Presentation of Internal Audit Committee's a recommendation motion regarding the vote of approval or dismissal
17. Discussion about all presented reports
18. Voting on proposed motions regarding the absolution/dismissal
19. Nullification of special voting rights allocated to the members of the Council authorities
20. Every election year, if the Council's Authorities are absolved or dismissed, the election of new Authorities of the Council as per § 8, § 15, § 27, §28, §29, §30, §31, §32, §33, §34, §35, § 43, § 45. Each presidential candidate (i.e. President and Deputy President should present his background, aims, and intentions, as well as his crew - the members of the Executive Committee, especially the intended Secretary and a Treasurer).
21. Presentation, and discussion of a proposed budget for a new financial year
22. Appointment of Auditor for the next financial year
23. Confirm names of all nominations for candidates to fill the vacancies of retiring Administrators of "Fundusz Wieczysty Polonii Australijskiej" as per § 53
24. Discussion and consideration of any motion of which prior notice has been given in accordance with this Constitution (specifically as per Art. VII § 20)
25. Determination of the level of donation from the PCCA funds needed for the approved PCCA budget
26. Determination of the location (usually a state capital city) of the next Congress, taking into account the cost of transportation of the Council authorities members, as well as their documentation
27. Any other business
28. Closing (with Polish National Anthem)