



**CONSTITUTION OF
CONSORTIUM FOR REFUGEES AND MIGRANTS IN SOUTH AFRICA (CoRMSA)**
(Hereinafter referred to as “the Consortium”)

1. LEGAL NATURE AND PERSONALITY OF THE CONSORTIUM

- 1.1. The Consortium shall be a body corporate existing separately from its members, with perpetual succession capable of entering into contractual and other relations and of suing and being sued in its own name. It shall hold property and assets.
- 1.2. The Consortium is not formed for the purpose of carrying on any business or enterprise that has, for its objects, the acquisition of gain by the members of the Consortium.
- 1.3. The Consortium alone is liable for its debts and commitments.
- 1.4. Any income or property of the Consortium shall be applied solely towards the promotion of its main and subsidiary objects and no proportion of the income or property shall be paid or transferred, directly or indirectly, to any members of the Consortium or any other person, provided that nothing herein contained shall prevent payment in good faith of reasonable remuneration to any officer or servant of the Consortium or any other member of it in return for any services actually rendered.
- 1.5. No person shall become entitled to any of the property or other assets of the Consortium solely because they are either members or office-bearers of the Consortium.

2. OBJECTIVES OF THE CONSORTIUM

- 2.1. The principal objectives of the consortium shall be to promote the human rights (including socio-economic rights) of asylum-seekers, refugees and other international migrants.
- 2.2. To this end, its subsidiary objects shall be:
 - 2.2.1. To liaise with international organisations, the Department of Home Affairs and other governmental and inter-governmental bodies concerning service provision to and policy relevant to refugees, asylum-seekers and international migrants.
 - 2.2.2. To serve as an advocate for the rights of asylum-seekers, refugees and international migrants, through litigation, lobbying and other means.
 - 2.2.3. To promote and facilitate co-operation and exchange of information among its members.
 - 2.2.4. To counter xenophobia through public awareness campaigns and other strategies.

- 2.2.5 To facilitate the integration of asylum seekers, refugees and international migrants into South African society.
- 2.2.6 To liaise with non-governmental organisations, community-based organisations, churches, the media, business associations, trade unions and other bodies or organisations to ensure that asylum-seekers, refugees and international migrants can fully exercise their human rights.
- 2.2.7 To influence and contribute to the formation and development of asylum and immigration-related legislation and best practices.
- 2.2.8 To conduct research related to the condition of non-citizens in South Africa and throughout the region.
- 2.2.9 To monitor the treatment and conditions of asylum seekers, refugees and international migrants.
- 2.2.10 To strengthen the refugee and migrant rights sector in South Africa and internationally.

3. EXECUTIVE COMMITTEE

- 3.1 The management of the Consortium shall be vested in the Executive Committee which shall be elected annually at the annual general meeting of members. The membership of the Executive Committee shall be broadly representative of the member organisations and with due regard to regional diversity as reflected in the regional dimensions of the member organisations. The Executive Committee consists of:
 - 3.1.1. Chairperson; and
 - 3.1.2 A minimum of three additional members.
- 3.2 Members of the Executive Committee must serve in office until the end of the next annual general meeting. Members are eligible for re-election without limitation.
- 3.3 The annual general meeting shall appoint one of the Executive Committee members as Chairperson.
- 3.4 The quorum for meeting of the Executive Committee shall be three members.
- 3.5 Not less than 3 days notice shall be given of the date, time and venue of an Executive Committee meeting. The Executive Committee shall endeavour to meet or correspond every 2 months.



- 3.6 Meetings of the Executive Committee shall be convened by the Chairperson or at the insistence of any 2 Executive Committee members who advise the purpose for which they desire such meeting to be convened, provided that the competency of the Executive Committee to make decisions at such meetings shall not be limited to the matter(s) for which it was convened.
- 3.7 Any matter before the Executive Committee shall be resolved by a simple majority of the votes. In the event of an equality of votes the Chairperson shall have a casting vote.
- 3.8 The Coordinator shall be responsible for carrying out the duties assigned to the Treasurer while remaining accountable to the Executive Committee.
- 3.9 The Coordinator shall serve as a non-voting member of the Executive Committee. Other employees may also serve as such with the consent of the Executive Committee.
- 3.10 Persons serve on the Executive Committee in their personal capacity; subject to continuing individual membership in good standing of a member organisation which itself continues to be a member in good standing of the Consortium.
- 3.11 Subject to the above, the Executive Committee shall have the powers to co-opt any person on to the Executive committee to fill a vacant post.
- 3.12 Serving as a member of the Executive Committee is voluntary and generally not remunerated. However, the Consortium will endeavour to cover all pre-approved expenses of executive committee members.

4. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE.

- 4.1 The Executive Committee shall manage all the business and affairs of the Consortium and shall have the full power and authority to carry out all the objects of the Consortium to the extent that such powers are expressly delegated to it by this Constitution or by resolution of a general meeting. Without derogation from the generality of the powers of the Consortium, the Executive Committee may be empowered to:
 - 4.1.1 Interpret, implement and promote the aims and objects of the Consortium;
 - 4.1.2 Borrow or raise money;
 - 4.1.3 Administer the financial affairs of the Consortium;
 - 4.1.4 Seek, canvas or apply for any financial or other assistance calculated, in the opinion of the Executive Committee to be in the interests of the Consortium;
 - 4.1.5 Determine the conditions upon which other consortiums or members thereof may become affiliated with the Consortium or vice versa;

- 4.1.6 Invest the funds and assets of the Consortium in funds or securities nominated by it and to vary, realise and deal with such investments in its discretion;
- 4.1.7 Decide what amount of the funds shall be invested and what amount should be retained for administrative and other expenses;
- 4.1.8 Grant any honorarium to any members of the Consortium for services rendered and to remunerate him/her accordingly;
- 4.1.9 Open, operate, overdraw and close banking accounts and to control its finances;
- 4.1.10 Hold, lease and own property of all kinds, apart from its members;
- 4.1.11 Engage and discharge employees and set their terms and conditions of employment;
- 4.1.12 Sell, exchange, lease or mortgage any or all of its assets;
- 4.1.13 Enter such contracts and engage in such transactions as may be necessary to achieve its objects, ensuring that the process by which this is undertaken is transparent and inclusive.
- 4.1.14 Register the name and, if necessary, the Constitution and rules of the Consortium under any law;
- 4.1.15 Appoint an auditor and/or accountant to examine and report upon the accounts of the Consortium and remunerate him/her accordingly;
- 4.1.16 Institute or defend any legal proceedings in the name of the Consortium;
- 4.1.17 Determine membership fees, regulate conditions of membership and expel members as provided for in terms of this constitution.

5. COORDINATOR

- 5.1 The Executive Committee may at any time appoint a Coordinator subject to the provisions of this Constitution.
- 5.2 The Coordinator must:
 - 5.2.1 Be a full time employee, hired by contract by the Executive Committee.
 - 5.2.2 Be ex officio entitled to attend and speak at meetings of the Executive Committee but not be entitled to vote.



- 5.3 The duties of the Coordinator will be specified in the letter of appointment and may be altered based on mutual agreement between the Coordinator and the Executive Committee.
- 5.4 Other employees may also be appointed by the Executive Committee with duties and titles as specified in their letters of appointment.

6. FINANCIAL MATTERS

- 6.1.1 All funds received shall be placed in a bank account with a bank registered in terms of the Banks Act in the name of the Consortium. All cheques, money orders or any withdrawal transaction shall be signed by (two) 2 signatories from a list nominated for such purpose by the Executive Committee who shall inform the Consortium's banking institution accordingly. All financial transactions must be conducted by means of this banking account.
- 6.1.2 The financial year-end of the Consortium shall be 31 December.
- 6.1.3 The Consortium shall keep its financial records in accordance with generally accepted accounting practice.
- 6.1.4 The Executive Committee shall submit regular reports on a 6-months basis and ensure that the Consortium prepares annual financial statements for the financial year within three (3) months of the financial year end.
- 6.1.5 Members of the Consortium shall be entitled to copies of the annual financial statements of the Consortium, but shall not be entitled to inspect other financial records of the Consortium without the consent of the Executive.
- 6.1.6 Any Executive Committee member shall have the right to inspect any financial record of the Consortium.
- 6.1.7 Any donor to the Consortium shall be entitled to inspect any financial record of the Consortium.
- 6.1.8 No member may conduct fundraising or represent the Consortium in fundraising discussions without express authorisation by resolution of a general meeting.

7. ASSETS OF THE CONSORTIUM

- 7.1.1 The first assets belonging to the Consortium shall be those contained in a comprehensive list and shall be annexed to the Constitution.

8. MEMBERS AND MEMBERSHIP

- 8.1 The first members of the Consortium are the signatories to this Constitution whose names are contained in the list annexed hereto as Annexure "A".
- 8.2 Additional members may be admitted by making an application in writing to the Executive Committee, supported by a proposer who shall be a member of the Consortium.
- 8.3 The Executive Committee shall be entitled to refuse to admit any person as a member of the Consortium, provided that any individual so refused shall be entitled to appeal against the decision to a general meeting where such decision of the Executive Committee may be overturned by a two-thirds (2/3) majority of members present and vote.
- 8.4 There shall be two classes of members:
- 8.4.1 Regular Members include organisations that:
- 8.4.2 Have a proven background of and demonstrated commitment to dealing with refugee matters at a national level: or
- 8.4.3 Are networks providing services to asylum-seekers and refugees within a defined area; or
- 8.4.4 Have specialist skills and knowledge, although not operating at national level provided such organisations are encouraged to work with each other to avoid duplication. In determining membership the Consortium shall take into account geographical and regional representivity.
- 8.4.5 While the number is not binding, it is foreseen that the number of members be limited to twenty organisations.
- 8.5 The second group of members are Associate Members, a category that includes:
- 8.5.1.1 Individuals and organisations which do not qualify for regular membership but that endorse the Consortiums objectives.
- 8.5.1.2 Associate members may apply for regular membership after one year.
- 8.5.1.3 Only regular members have voting rights.
- 8.6 International Organisations and Agencies, including The United Nations High Commissioner for Refugees, together with the South African Human Rights Commission shall participate in the activities of the Consortium as observers and in an advisory and



supportive capacity, pursuant to their respective mandates to provide international protection to refugees and seek durable solutions to their problems.

- 8.6.1 There shall be a formal channel for communications with the Department of Home Affairs and other relevant government departments and inter-governmental bodies to discuss issues of common concern, through regular meetings with their designated representatives.
- 8.6.2 Members will lose their membership of the Consortium if:
- 8.6.3 Such a member resigns: or
- 8.6.4 A general meeting by a two-thirds majority and on the recommendation of the Executive Committee votes to remove a member on the grounds of :
 - 8.7.3.1 Failure to pay subscriptions (if any);
 - 8.7.3.2 Failure to attend 2 consecutive meetings without just cause
 - 8.7.3.3 Failure to conduct oneself in a manner consistent with the objects of the Consortium; or
 - 8.7.3.4 Conducting oneself in a manner likely to bring the Consortium into disrepute.

9 SUBSCRIPTIONS

- 9.1 The amount payable, if any as a subscription by members will be determined annually at the annual general meeting.

10 GENERAL MEETINGS

- 10.1 At general meetings, each member organisation is entitled to one vote and one representative.
- 10.2 Members shall endeavour to meet at least four times a year, subject to availability of funds.

11 ANNUAL GENERAL MEETING

- 11.1 The annual general meeting (“AGM”) shall be held once in each financial year within a period of six (6) months from the end of each financial year at such venue, time and place as determined by the Executive Committee and upon not less than twenty-one (21) days prior notice given to members in good standing.



-
- 11.2 The annual general meeting shall:
- 11.2.1 Receive and consider the Chairperson's report and the annual financial statements referred to in clause 9.4 for the preceding year;
 - 11.2.2 Elect members of the Executive Committee.
 - 11.2.3 Consider any notice of motion which has been submitted to the Chairperson of the Executive Committee in writing at least seven (7) days prior to the annual general meeting, provided that this requirement may be waived by a majority of two-thirds (2/3) of the members present.
- 11.3 A quorum shall be fifty percent (50%) of the membership in good standing at the date of the AGM. If there is no quorum at the stipulated time of the meeting then the meeting shall be adjourned for a further period agreed to by those present, provided that no less than seven (7) days' notice in writing is given to all those members in good standing present and voting shall constitute a quorum.
- 11.4 The Chairperson of the Executive committee shall preside, and in his/her absence any other member of the Executive Committee elected by the members present to preside.
- 11.5 Subject to clause 14 any matter before any general meeting shall be resolved by a simple majority of those present. In the event of an equality of votes on any ballot, the Chairperson shall exercise a casting vote. Only members present and in good standing shall be entitled to vote and there shall be no proxies.
- 11.6 Special general meetings of the Consortium shall be called by not less than ten percent (10%) of the membership in good standing of the Consortium. Not less than twenty-one (21) days' written notice shall be given of such a meeting and a notice conveying a meeting shall state clearly its purpose.
- 11.7 Any notice of any meeting of members in terms of this Constitution shall be deemed adequate if addressed to that member's last address as provided to the Consortium in writing, and shall state the date, time and venue of the meeting, but still subject to any other formalities for such notice as required by this Constitution.

12 AMENDMENT OF CONSTITUTION

- 12.1 This Constitution may only be amended by way of a resolution to amend such, taken at a general meeting at which seventy five percent (75%) of the votes cast at such a meeting are in favour of the amendment.
- 12.2 The notice convening a general meeting at which a motion to amend this Constitution is put forward shall set forth fully the amendments or amendments to be proposed at such meeting, provided that the provisions of this clause may be waived by a resolution at



such general meeting at which seventy five percent (75%) of the votes cast are in support of such a waiver.

- 12.3 Notice of such proposed amendment shall be given at least seven (7) days before the meeting.

13 DISSOLUTION

- 13.1 The Consortium may be dissolved by a resolution at a general meeting at which seventy five percent (75%) of the votes cast are in support of such dissolution.

- 13.2 The notice convening such meeting shall state that a motion to dissolve the Consortium is to be put at the meeting and notwithstanding any contrary provision of the Constitution it shall not be competent for such meeting to waive the requirements of notices in terms of this clause.

- 13.3 The notice aforesaid shall be given not later than three (3) weeks before the date of the meeting.

- 13.4 Upon the winding-up and dissolution of the Consortium the assets of the Consortium remaining after the satisfaction of its liabilities shall be given or transferred to such other company, consortium, society or institution or any combinations of them which shall:

13.4.1 Be a non-profit organisation of a public character;

13.4.2 Be in the Republic of South Africa;

13.4.3 Have objects similar to the Consortium's main objects;

13.4.4 Be determined by the members of the Consortium at or before the time of the Consortium's dissolution, or failing such dissolution, by the Division of the High Court of South Africa having such jurisdiction.

14 ADOPTION OF THE CONSTITUTION

This constitution was approved and accepted by members of the National Consortium for Refugee Affairs at a general meeting held on 9 SEPTEMBER 1999 and amended at the 2007 AGM held on 8 February 2007

Chairperson



ANNEXURE A

List of founding members

1. Dr Zonke Majodina
South African Human Rights Commission
2. Professor Jonathan Klaaren
Faculty of Law, University of Witwatersrand
3. Mr Leslie Jacobs and Joseph Tesfayi
Durban Refugee Forum
4. Mrs Christinah Henda and Kamba Latyo Mory
Cape Town Refugee Forum
5. Ms Maggie Adams and Mr Bashir Sheik
Port Elizabeth Refugee Forum
6. Sister Joan Pearton and Mr Omari Shabani
Pretoria Refugee Forum
7. Ms Lee Anne de la Hunt
University of Cape Town legal Aid Clinic
8. Ms Nicola Johnston
Refugee Research Programme
9. Father Tim Smith
Jesuit Refugee Service
10. Reverend White Rakuba
South African Council of Churches
11. Mr Bruno Geddo and Mr Tarik Muftic and Ms Laurie Bruns
United Nations High Commissioner for Refugees (UNHCR)
12. Mr Jacob van Garderen and Mrs Joyce Tlou
Lawyers for Human Rights

ANNEXURE B

List of members at time of amendment

1. Dr Loren Landau
Wits Forced Migration Studies Program
2. Ms Tesneem Bhamjee
Wits Law Clinic
3. Mr Jeeva Padayachee
Durban Refugee Forum
4. Ms Estelle Neethling & Ms Nzwaki Qeqe
Cape Town Refugee Forum
5. Ms Mpho Tutubala
Jesuit Refugee Service
6. Mr Shousheng Yuan and Mr Ernest Ndaba
United Nations High Commissioner for Refugees (UNHCR)
7. Mr Jacob van Garderen & Kaajal Ramjathan-Keogh
Lawyers for Human Rights
8. Ms Sarah Motha
Amnesty International
9. Ms Joyce Dube & Mr Dosso Ndessomin
Coordinating Body of Refugee Communities
10. Ms Sarah Motha
Amnesty International
11. Ms Marivic Garcia-Mall
Centre for Study of Violence & Reconciliation