

**RULES OF
AUSTRALIAN PEOPLE FOR HEALTH,
EDUCATION AND DEVELOPMENT
ABROAD INC.**

(APHEDA)

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PART 1

PRELIMINARY INTERPRETATION

1. (1) "Commonwealth Taxation Act" means an Act of which the Federal Commissioner of Taxation has the general administration (including a part of an Act to the extent to which the Federal Commissioner of Taxation has the general administration of the Act) and regulations under such an Act (including such a part of an Act).
- (2) In these rules, except insofar as the context or subject matter otherwise indicates or requires.

"approved institution" means a fund, authority or institution that:

- (a) is covered by an item in any of the tables in Subdivision 30-B of the Income Tax Assessment Act 1997 (Common.); and
- (b) has been endorsed as a deductible gift recipient status under Division 30 of the Income Tax Assessment Act 1997 (Common.); and
- (c) is established for charitable purposes.

"association" means Australian People for Health, Education and Development Abroad;

"honorary secretary" means -

- (a) the person holding office under these rules as honorary secretary of the association; or
- (b) where no such person holds that office - the public officer of the association;

"person" means a union, a company, a natural person or an association incorporated under the Act;

"ordinary member" means a member of the committee who is not an office bearer of the association, as referred to in rule 14(2);

"special general meeting" means a general meeting of the association other than annual general meeting;

"the Act" means the Associations Incorporation Act 2009 (NSW);

"the Regulation" means the Associations Incorporation Regulation 2010 (NSW).

- (3) In these rules -

- (a) a reference to a function includes a reference to a power, authority and duty; and

- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (4) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

MISSION

APHEDA's mission is to pursue the objects set out in Clause 2 and, in so doing, to progress social justice and international solidarity for human rights and development.

OBJECTS

- 2. (1) The association has been formed for the purpose of providing relief to people in developing countries who are afflicted by distress, poverty, suffering and misfortune.
- (2) The association aims to provide relief to the afflicted persons referred to in paragraph (1) by education, vocational and skills training, development projects, and any other similar assistance with a view to making afflicted persons self reliant.
- (3) In addition to clause (1), the association has the rights, the powers and the privileges of a natural person in accordance with section 17 of the Act.
- (4) The income and property of the association however derived must, subject to any obligations under charitable trust law or any statutory requirements, be applied solely towards the promotion of the objects of the association and in the exercise of powers conferred upon it as set out in these rules, and no part of that income or property may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the association.
- (5) The requirement in rule 2(3) does not prevent:
 - (a) the payment in good faith of remuneration to any officer, employee or member of the association for services rendered to the association or for any goods supplied in the ordinary course of business;
 - (b) the payment in good faith of interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member to the association, or otherwise owing by the association to the member;
 - (c) the payment in good faith of reasonable and proper rent for premises demised or let by a member to the association;
 - (d) the payment in good faith of out-of-pocket expenses incurred by an officer, employee or member in or about the affairs of the association;

- (e) the appointment of a member, officer or employee to any salaried office of the association at a remuneration approved by the committee of management of the association; or
- (f) the engagement or employment of any member, officer or employee or any firm or company of which the member is a member or director in a professional capacity in or about the affairs of the association or of any such trust fund at usual professional remuneration.

PART II - MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

- 3. A person is qualified to be a member of the association if, but only if -
 - (a) the person is a person who was a member of the company of the same name as this association which existed immediately prior to the date on which a Certificate of Incorporation was granted under the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
 - (b) the person -
 - (i) has applied to be a member of the association as provided by rule 4; and
 - (ii) has been approved for membership of the association by the committee of the association; or
 - (c) the person is a Global Justice Partner of the association.

APPLICATION FOR MEMBERSHIP

- 4. (1) An application for membership shall be in the form attached as Appendix 1 to these rules, signed by the applicant and two members of the association as proposer and seconder and shall be lodged with the public officer of the association who shall, as soon as practicable, refer the nomination to the committee for approval or otherwise.
- (2) Where the committee determines to approve an application for membership, the public officer shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as entrance fee and annual subscription.
- (3) The public officer shall on payment by the applicant of the amounts referred to in sub-clause (2) within the period referred to in that clause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.

HONORARY MEMBERS

- 5 The management committee may at its discretion admit a person to membership of the association on an honorary basis. A person admitted as an honorary member of the association shall -
- (a) be subject to the rules of the association as they apply to ordinary members; and
 - (b) be subject to the direction of the management committee; but
 - (c) retain no voting rights at meetings or in a postal ballot; and
 - (d) have no rights of attendance at the association's annual general meeting and/or special general meeting.

CESSATION OF MEMBERSHIP

6. (i) A person who is a member of the Association under rule 3 (a) or (b) ceases to be a member of the association if the person -
- (a) dies;
 - (b) resigns that membership; or
 - (c) is expelled from the association.
- (ii) A person who is a member of the association under rule 3 (c) ceases to be a member
- (a) on ceasing to be a Global Justice Partner of the association; or
 - (b) if the person is expelled.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

7. A right, privilege or obligation which a person has by reason of being a member of the association -
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

8. (1) A member of the association is not entitled to resign that membership except in accordance with this rule.

- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the public officer of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the public officer shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

9. (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

FEEES, SUBSCRIPTIONS, ETC.

10. (1) A member of the association who is a member under rule 3(b), shall upon admission to membership, pay to the association a fee of \$1 or, where some other amount is determined by the committee, of that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association, except a member who is a member under rule 3 (a), (c), or 5 shall pay to the association an annual membership fee of \$2 or, where some other amount is determined by the committee, of that other amount -
 - (a) except as provided by paragraph (b) before 1st July in each calendar year;
 - (b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.

MEMBERS' LIABILITIES

11. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 9.

DISCIPLINING OF MEMBERS

12. (1) Where the committee is of the opinion that a member of the association -
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,
- the committee may, by resolution -
- (c) expel the member from the association; or
 - (d) suspend the member from membership of the association for a specified period.
- (2) A resolution of the committee under clause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under clause (1), the public officer shall, as soon as practicable, cause a notice in writing to be served on the member -
- (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following -
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee, held as referred to in clause (3), the committee shall -
- (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and

- (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under clause (4), the public officer shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 12.
- (6) A resolution confirmed by the committee under clause (4) does not take effect -
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 12(4).

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 13. (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under rule 11(4), within 7 days after notice of the resolution is served on the member by lodging with the public officer a notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the public officer shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the public officer received the notice.
- (3) At a general meeting of the association convened under clause (2),
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III - THE COMMITTEE **POWERS AND DUTIES, ETC. OF COMMITTEE**

- 14.1 The committee shall be called the committee of management of the association and, subject to any law to the contrary, the Regulation and these rules and to any resolution passed by the association in general meeting –
- (a) shall control and manage the affairs of the association;

- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

shall comprise a mix of skills relevant to major aspects of the organisation's work.

members of the committee of management shall have the duties and responsibilities set out in Schedule 1 of the rules, and be bound by the association's policies and procedures as approved by the committee of management from time to time.

14.2 CONFLICTS OF INTEREST

- Committee of management members, employees and volunteers shall make known to the committee of management any affiliation they might have with an actual or potential supplier of goods and services, recipient of grant funds, or organisation with competing or conflicting objectives.
- The mechanism for dealing with conflicts of interest within the association is as follows, and as further detailed in the associations policies and procedures as approved and amended from time to time by the committee of management.
- Members of the committee of management are subject to conditions set out in paragraph 46 of these rules,
- Appointment of the auditor to the association is subject to conditions set out in paragraph 50 (6) (b) of these rules,
- Members of the management committee will absent themselves from proceedings and meetings where decisions are taken which benefit the member or any of their associates, (including family companies, family trusts or partnerships in which the member is a partner).
- prior to payment of any salary or fee or some other benefit to a member of the committee of management (other than those set out in paragraph 46 of these rules) an application must be lodged in writing to the Chief Secretary's Department Charities Division.
- where any member of the committee of management perceives a conflict of interest to exist among members of the committee of management or the committee's appointed auditor(s), the Chairperson of the committee of management shall be duty bound to request and receive a full and frank disclosure of the perceived conflict of interest, and take appropriate measures to overcome the conflict of interest.
- a permanent register of pecuniary interests of members of the committee of management will be maintained where appropriate. Such register will contain particulars of;

- (a) family companies and trusts where the committee of management member is a shareholder or potential beneficiary.
- (b) any remunerated directorship or remunerated positions.

CONSTITUTION AND MEMBERSHIP15.

(1)The committee shall consist of:

- (a) four members of the association elected at the Annual General Meeting every two years who shall hold office until the closing of the next biennial Annual General Meeting; and
 - (b) five members of the association, appointed in writing by the Secretary for the time being of the Australian Council of Trade Unions (ACTU).
- (2) The Committee may, from time to time, appoint an external adviser to the Committee to provide specialist expertise. Such appointments shall be made for periods of up to two years. Appointments may be renewed for further periods by agreement of the Committee. Such advisors are appointed in a non-voting capacity.

ELECTION OF MEMBERS

16. (1) The procedure for the election of those members of the committee referred to in rule 15 (1)(a) shall be as follows:

- (a) only persons who are members of the association under rules 3 (a), 3 (b) and 3 (c), shall be eligible for nomination.
- (b) At least two of the positions must be filled by a woman.
- (c) If an insufficient number of women are nominated then any unfilled positions will remain vacant until after the Annual General Meeting and shall thereafter be treated as a casual vacancy.
- (d) Nominations shall be:
 - (i) in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
 - (ii) delivered to the public officer of the association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (e) If insufficient nominations are received to fill the positions the candidates nominated should be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (f) If insufficient further nominations are received any vacant positions shall be deemed to be casual vacancies.

- (g) Subject to sub-rule (1)(b) of this rule, if the number of nominations received is equal to the number of positions to be filled, the persons nominated shall be deemed to be elected.
- (h) If the number of nominations received exceeds the number of positions to be filled, a ballot shall be held.
- (i) If a ballot is required then such ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the person presiding at the meeting may direct.

OFFICE BEARERS

17. (1) The office bearers of the association shall be the Chairperson, Vice Chairperson, the Honorary Treasurer and the Honorary Secretary.

(2) The office bearer shall be elected by the committee from the membership of the committee at the first meeting of the committee to be held after the biennial Annual General Meeting at which elections are held for those members of the committee referred to in rule 15(1)(a) and shall hold office until the first meeting of the committee held after the next biennial Annual General Meeting at which elections are held.

(3) **Chairperson**

The Chairperson shall preside at, and maintain order at, all meetings of the association.

(4) **Vice Chairperson**

In the absence of the Chairperson the Vice Chairperson shall carry out all of the duties of the Chairperson.

(5) **Honorary Secretary**

The honorary secretary of the association shall, as soon as practicable after being appointed as honorary secretary, lodge notice with the association of his or her address.

(a) It is the duty of the honorary secretary to keep minutes of -(i) all appointments of office-bearers and members of the committee;(ii) the names of members of the committee present to a committee meeting or a general meeting; and(iii) all proceedings at committee meetings and general meetings.

(b) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(6) **Honorary Treasurer**

It is the duty of the honorary treasurer of the association to ensure that:

(a) all money due to the association is collected and received and that all payments authorised by the association are made; and

- (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

DELEGATION OF DUTIES

18. The duties of the honorary secretary and honorary treasurer of the association referred to in rules 17(5) and (6) and such other duties as may be determined by the committee or by law may be delegated to the public officer for the time being of the association.

CASUAL VACANCIES

- 19 (1) For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the association;
 - (c) becomes an insolvent under administration within the meaning of Corporation Law;
 - (d) resigns office by notice in writing given to the secretary;
 - (e) is removed from office under rule 20;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (g) is absent without the consent of the committee from all meetings of the committee held during a period of six months.
- (2) A vacancy in the office of a member of the committee elected under rule 15 (1) (a) shall be filled by appointment by the committee of a member of the association subject to the provisions of rule 16 (1)(b) and the person so appointed shall hold office for the balance of the term of the former member.
- (3) in the event of a vacancy occurring in relation to the office of an office holder, that vacancy shall be filled by the appointment by the committee of a member of the committee subject to any vacancy in the office of a member of the committee being first filled.

REMOVAL OF MEMBER

20. (1) The association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the public officer or

chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the public officer or the chairperson shall send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

21. (1) The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the chairperson or by any two members of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the public officer to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee:
- (a) the chairperson or, in the chairperson's absence, the vice chairperson shall preside; or
- (b) if the chairperson and the vice chairperson are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

22. (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation; and

- (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper

VOTING AND DECISIONS

23. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 21(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

ALTERNATE MEMBERS

24. (1) Each member of the committee shall have the power from time to time to appoint any person approved for that purpose by a majority of the members of the committee to act as an alternate member in their place and at their discretion to suspend or remove any such alternate member.
- (2) On such appointment being made the alternate member shall be subject in all respects to the terms and conditions existing with reference to the other members of the committee.

- (3) Each alternate member whilst acting in the place of the member whom that person represents shall be entitled to notice of meetings of the committee and shall be entitled to attend and vote instead of such member and otherwise observe and discharge all the powers and duties of such member.
 - (4) An alternate member shall be subject to removal by a majority of the members of the committee provided fourteen days' notice of intention to move for the removal of such alternate member shall have been given to the member who shall have appointed the alternate member.
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PART IV - GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

25. (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 2 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

26. (1) The annual general meeting of the association shall, subject to the Act and to rule 25, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at any annual general meeting, the business of an annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
 - (c) to elect four (4) members of the committee under rule 15 (1)(a); and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS - CALLING OF

27. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than 5 percent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:

- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the public officer; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the public officer, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

NOTICE

28. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the public officer shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the public officer shall, at least 21 days before the date fixed for the holding of the general meeting cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 25(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the public officer who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

29. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

PRESIDING MEMBER

30. (1) The chairperson or, in the chairperson's absence, the vice chairperson, shall preside as chairperson at each general meeting of the association.
- (2) If the chairperson and the vice chairperson are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

31. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more the public officer shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

32. (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

VOTING

- 33. (1) Upon any question arising in the general meeting of the association, subject to clause (2), a member has one vote only.
- (2) A member who is a trade union paying affiliation on a pro-rata basis shall be entitled to one vote for the first 1,000 financial members of that trade union and one additional vote for every additional 5,000 financial members of that union. The reference in this clause to financial members shall be the number as notified to the secretary of the ACTU for the purposes of the immediately preceding biennial congress.
- (3) All votes shall be given personally or by proxy but no member may hold more than five proxies.
- (5) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (6) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the current year.
- (7) Any additional vote or votes which a member is entitled to by reason of clause (2) shall not be regarded as a proxy or proxies held by that member.

APPOINTMENT OF PROXIES

- 34. (1) Each member shall be entitled to appoint another member as proxy by notice given to the public officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

35. POSTAL BALLOTS

- (1) The association may hold a postal ballot to determine any issue or proposal including a proposal to change the name of the association or to alter, rescind or add to the objects and rules of the association, but not including an appeal under rule 12.
- (2) A postal ballot is to be conducted in accordance with the Act and Regulations.

PART V - MISCELLANEOUS

INSURANCE36. (1) The association shall effect and maintain insurance pursuant to section 44 of the Act.

- (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

FUNDS - SOURCE

37. (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS - MANAGEMENT

38. (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

ALTERATION OF OBJECTS AND RULES

39. The statement of objects and these rules may be altered, rescinded or added to, subject to rule 49, only by a special resolution of the association passed at a general meeting of members or by postal ballot.

COMMON SEAL

40. (1) The common seal of the association shall be kept in the custody of the public officer.

- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or honorary secretary.

CUSTODY OF BOOKS, ETC.

41. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

INSPECTION OF BOOKS, ETC.

42. The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

SERVICE OF NOTICES

43. (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

SURPLUS PROPERTY

44. (1) At the first general meeting of the association, the association shall pass a special resolution nominating an incorporated association as the association in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.

- (2) The incorporated association so nominated shall be one which fulfils the requirements specified in section 53(2)(a)-(c) of the Act.

DISSOLUTION AND WINDING UP

45. The association will be dissolved or wound up in the event of membership less than 3 members or upon the passage of a special resolution at a special general meeting convened to consider the dissolution or winding up of the association.

PART VI - ADDITIONAL RULES APPLICABLE TO CHARITIES PAYMENT, ETC., OF OFFICE BEARERS AND MEMBERS

46. (1) A member of the committee shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except:

- (a) repayment of out-of-pocket expenses;
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the association's bankers for money lent to the association; and
- (c) reasonable and proper rent for premises let to the association.

(2) Notwithstanding clause (1), a member of the committee who receives remuneration or other benefit in money or money's worth from the association which does not fall into the exceptions referred to in clause (1) shall not be entitled to vote at any meeting of the association or the committee.

VACATION OF OFFICE

47. Without limiting the operation of rule 19, the office of a member of the committee shall become vacant if:

- (a) the member holds an office of profit in the association and retains a right to vote on the committee;

- (b) the member is directly or indirectly interested in any contract or proposed contract with the association.

SURPLUS PROPERTY

48. (1) Notwithstanding anything else in these rules, if, on occurrence of any of the following there remains any property after the satisfaction of all of its debts and liabilities, that property must be given or transferred to any approved institution as determined under rules 48(2) and (3):

- (a) the winding up;
- (b) dissolution;
- (c) cancellation of the incorporation of the association;
- (d) if the association has been endorsed as a deductible gift recipient under Division 30 of the Income Tax Assessment Act 1997 (Common.), revocation of that endorsement under that Division;
- (e) if the association has been endorsed as a public benevolent institution pursuant to an application made under Division 426 of Schedule 1 to the Taxation Administration Act 1953, revocation of that endorsement under that Division.

(2) The approved institution will be:

- (a) an entity maintained exclusively for or which covenants to use the property exclusively for public charitable purposes and prohibits the distribution of its income and property among its beneficiaries or members to an extent at least as great as is imposed on the association;
- (b) one that is a public benevolent institution for the purposes of any Commonwealth Taxation Act; and
- (c) either:
 - (i) the entity nominated in rule 44(1); or
 - (ii) if the entity nominated in rule 44(1) is not an approved institution or does not satisfy rules 48(2)(a) and 48(2)(b), an approved institution satisfying rules 48(2)(a) and 48(2)(b) to be determined by the association in general meeting at or before the time of winding up, dissolution or cancellation of incorporation or, failing such a determination, by a judge who has or acquires jurisdiction in the matter.

(3) The approved institution nominated shall be one which fulfils the requirements specified in section 53 (2)(a)-(c) of the Act.

NOTIFICATION OF PROPOSED ALTERATION OF RULES

49. A proposed alteration of the rules or of the statement of objects of the association shall be notified to the Minister administering the Charitable Fundraising Act, 1991, in the manner required by the regulations under that Act.

COMPLIANCE WITH CHARITABLE FUNDRAISING ACT, 1991

50. (1) The association must comply with the provisions of the Charitable Fundraising Act, 1991, and the Fundraising Regulations 1993.
- (2) All accounts shall be presented to and passed for payment at a meeting of the committee. Full details of the approval shall be entered in the minute books.
- (3) All payments in excess of \$50.00 made by the association shall be paid by cheque.
- (4) Receipts for all moneys received shall be issued promptly.
- (5) The association shall appoint an auditor or auditors:
- (a) The auditor or auditors shall be elected at the annual general meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the annual general meeting. Audits shall be conducted at regular intervals of not more than 12 months.
- (b) An auditor shall not be a member or closely related to a member of the committee.
- (c) Subject to paragraph (d) hereof notice of the intention to nominate auditors to replace the current auditors shall be given to the public officer at least 21 days before the annual general meeting. The public officer shall send a copy of the nomination to the current auditors at least 7 days before the annual general meeting. The current auditors shall be entitled to attend the annual general meeting and if they so wish, be heard at such annual general meeting.
- (d) Where the current auditor submits that person's resignation, or notifies the public officer of their intention not to seek re-election as auditor, paragraph (c) hereof shall not apply.

COMPLAINTS BY MEMBERS OF THE PUBLIC

51. Complaints against the association by members of the public will be dealt with through the procedures set out in the association's Policies and Procedures Manual or through such other mechanism as is established by the committee of management from time to time.

GRIEVANCES BY EMPLOYEES AND UNPAID VOLUNTEER STAFF

52. Grievances by any paid or unpaid employee or volunteer against any member(s) of the Committee of Management, employee or member of the association will be dealt with through the procedures set out in the association's Policies and Procedures

Manual or through such other mechanism as is established by the committee of management from time to time.

DISPUTES

53. Disputes within the association involving current or past members of the Committee of Management or the membership shall be dealt with through the procedures set out in the associations Policies and Procedures Manual or through such other mechanism as is established by the committee of management from time to time.

The committee of management must ensure that a mechanism is established for resolving internal disputes within its membership or between members of the committee of management.

This may include:

- (a) the appointment of an independent person to arbitrate in the dispute;
- (b) a process to bring the parties together to resolve the dispute at an early stage;
- (c) a process to ensure that all parties receive a full and fair opportunity to present their case; and
- (d) where the dispute can not be resolved internally by arbitration or mediation, to refer the matter to a Community Justice Centre which functions as a centre for dispute settlement.

SCHEDULE 1

DUTIES AND RESPONSIBILITIES

OF MEMBERS OF THE COMMITTEE OF MANAGEMENT OF THE ASSOCIATION

Individual members of the committee of management:

- will comply with and maintain a sound working knowledge of the rules of the association, and will exercise care when making decisions to ensure that no conflict of interest occurs;
- will act reasonably and prudently in all matters relating to the association and will always consider the interests of the association as paramount;
- will not let personal views or prejudices affect their conduct as committee of management members;
- are duty bound to protect the property of the association and ensure that the property of the association is properly vested in the name of the association;
- have a responsibility to ensure the continuing effectiveness of the association:
 - * by perusing the accounts of the association and where necessary obtain explanations;
 - * by ensuring that the association is not open to abuse
- will acquire and maintain a sound working knowledge of the association's activities, funding and property;
- will ensure proper management of the association by regularly attending committee of management meetings.

APPENDIX 1

[Rule 3(1)]

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Australian People for Health, Education and Development Abroad Incorporated
(APHEDA)(incorporated under the Associations Incorporation Act 2009 (NSW))I,

..... (full name of
application)of

.....&.....
..... (address)..... hereby apply to be
become a

(occupation)member of the above named incorporated
association. In the event of my admission as a member, I agree to be bound by the rules of
the association for the time being in force.

.....

Signature of Applicant

Date

I, a member of the association,

(full name)nominate the applicant, who is personally known to me, for membership of
the association.. Signature of Proposer

Date

I, a member of the association,

(full name)second the nomination of the applicant, who is
personally known to me, for membership of the association..

.....

Signature of Seconder

Date

APPENDIX 2
[Rule 32(2)]
FORM OF APPOINTMENT OF PROXY

I, (full name)of
.. (address)being a member of
..... (name of incorporated association)

hereby appoint
(full name of proxy)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the

general meeting of the association (annual general meeting or special general meeting, as the

case may be) to be held on the day of 20.

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of /against (delete as appropriate) the resolution (insert details).

* To be inserted if desired.

.....
Signature of member appointing proxy

Date

NOTE: A proxy vote may not be given to a person who is not a member of the association.