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**Norman
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Constitution

Australian Foundation for Fostering Learning in the Philippines Inc

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1. NAME OF ASSOCIATION

The name of the incorporated association is Australian Foundation for Fostering Learning in the Philippines Inc.

2. DEFINITIONS AND INTERPRETATION

2.1. In this Constitution:

Act means:

- (a) the *Associations Incorporation Act 1985* (SA); and
- (b) for so long as the Association is a Registered Charity, the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Ad Hoc Committee means a committee referred to in clause 16.1.2.

AGM means an annual general meeting of Members held in accordance with the Act.

Association means Australian Foundation for Fostering Learning in the Philippines Inc.

Board means the committee of management of the Association.

Board Meeting means a meeting of the Board.

Board Member means a Member:

- (a) elected as a Board Member Board by the Association under clause 13; or
- (b) appointed as Board Member by the Board under clause 14.2.

Chairperson means:

- (a) the person appointed as Chairperson of the Board under clause 15.1 or clause 15.2.2 from time to time;
- (b) in respect of the conduct or proceedings of any General Meeting or Board Meeting (other than a determination about who will preside)—the person presiding at that meeting.

Committee means an Ad Hoc Committee or a Standing Committee.

Constitution means this constitution as amended from time to time.

Deductible Gift Recipient has the meaning given to that term in the Tax Act.

Deputy Chairperson means the person appointed as Deputy Chairperson of the Board under clause 15.1 or clause 15.2.2 from time to time.

Fund means the Australian Foundation for Fostering Learning in the Philippines, a gift fund established under clause 32.

General Manager means the person (if any) employed by the Association and for the time being appointed as General Manager of the Association under clause 17.

General Meeting means an AGM or a Special General Meeting.

Liabilities means liabilities, losses, damages, actions, causes of action, arbitrations, claims, orders, judgments, outgoings, costs and expenses.

Member means a member of the Association and **Membership** has a corresponding meaning.

Office Bearer means a person appointed to an office under clause 15.1 or clause 15.2.2 from time to time.

Officer means an officer of the Association within the meaning of the Act.

Public Officer means the public officer of the Association as required by the Act.

Registered Charity means a Charity registered under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Returning Officer means a person appointed by the Board as returning officer for the election of Board Members under clause 13.2.

Secretary means the person appointed as Secretary of the Board under clause 15.1 or clause 15.2.2 from time to time.

Special General Meeting means a general meeting of Members other than an AGM.

Special Resolution means a resolution of Members passed:

- (a) at a duly convened General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution has been given to all Members; and
- (b) by a majority of not less than three quarters of the Members who being entitled to do so vote at such General Meeting.

Standing Committee means a committee referred to in clause 16.1.3.

Tax Act means the *Income Tax Assessment Act 1997* (Cth).

Technical Working Group means the advisory and operational arm for the Board, based in the Philippines, which comprises eight (8) Filipino educators from the recipient DepEd Division in the Philippines.

Treasurer means the person appointed as Treasurer of the Board under clause 15.1 or clause 15.2.2 from time to time.

2.2. In this Constitution, unless the context otherwise requires:

- 2.2.1. a reference to a numbered clause is a reference to that numbered clause in this Constitution;

- 2.2.2. headings do not affect interpretation;
- 2.2.3. singular includes plural and plural includes singular;
- 2.2.4. words of one gender include any gender;
- 2.2.5. a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 2.2.6. a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- 2.2.7. the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions.

3. OBJECTS AND PURPOSES

3.1. The Association is a voluntary, not-for-profit and non-government body.

3.2. The objects of the Association are to support:

- 3.2.1. the provision of physical facilities and learning resources for identified schools in the Philippines;
- 3.2.2. professional development programs for Filipino teachers and administrators;
- 3.2.3. the development of greater global awareness for students and teachers in identified schools in the Philippines and in South Australia through mutual exchange;
- 3.2.4. school communities in their efforts to reduce student hunger, illness, infections and malnourishment in identified Filipino schools;
- 3.2.5. students from poor families to attend school and access both formal and extracurricular school programs.

3.3. The assets and income of the Association must be applied exclusively to the promotion of its objects and no portion may be paid or distributed directly or indirectly to the Members, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

4. POWERS

4.1. The Association:

- 4.1.1. shall have all the powers conferred to it by section 25 of the Act to further its objects;
- 4.1.2. may, subject to the Act, do all things necessary or convenient to be done for, or in connection with, the attainment of its objects;
- 4.1.3. may do such other things as set out in and required by the Act and this Constitution.

4.2. The Association may exercise its powers as the Board determines necessary or convenient for, or in connection with, the attainment of the objects of the Association.

5. **MEMBERSHIP**

5.1. Membership is open to all people who support the Objects of the Association and agree to be bound by the Constitution.

5.2. An application for Membership must be made in writing in the manner and form determined by the Board.

5.3. The Board determines whether an applicant may become a Member.

5.4. The Board is not required to give any reason for the rejection of an application for Membership.

5.5. If an application for Membership is accepted, the Association must:

5.5.1. give written notice of the acceptance to the applicant;

5.5.2. request payment of any amount owing for the initial fee and annual subscription fees under clause 6 (being a pro rata sum if so determined by the Board); and

5.5.3. upon payment of that amount, enter the applicant's name in the register of Members under clause 9.

5.6. If an application for Membership is rejected, the Association must:

5.6.1. give written notice of the rejection to the applicant; and

5.6.2. refund in full any fees paid by the applicant.

6. **SUBSCRIPTIONS**

6.1. The subscription fees for Membership are determined by the Board from time to time.

6.2. The subscription fees for Membership are payable annually on 1 July or at any other time determined by the Board from time to time.

6.3. The Membership of any Member whose subscription is outstanding for more than three months after the due date may be terminated by written notice to that Member at the discretion of the Board. The Board may reinstate such a person's Membership on any terms it thinks fit.

7. **RESIGNATION**

7.1. A Member may resign from Membership by giving written notice to the Secretary or public officer of the Association.

7.2. A resigning Member is liable for any outstanding subscriptions. The Association may recover them as a debt due to the Association.

8. EXPULSION OF A MEMBER

- 8.1. Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- 8.2. Particulars of the charge must be communicated to the Member at least one calendar month before the Board Meeting at which the matter will be determined.
- 8.3. The Board must communicate its determination to the Member. In the event of an adverse determination, subject to clause 8.4, Membership ceases 14 days after the Board does so.
- 8.4. The Member may appeal to the Association in General Meeting against the expulsion. The Member must communicate to the General Manager or Secretary the intention to appeal within 14 days after the Board communicates its determination to the Member.
- 8.5. In the event of an appeal against the expulsion:
 - 8.5.1. the Member must be given an opportunity to put their case to the General Meeting by giving the General Manager or Secretary a written statement for circulation to the Members (providing that the statement is under 1,000 words and in the opinion of the General Manager or Secretary is not defamatory) and/or speaking to the motion at the meeting;
 - 8.5.2. the appellant's Membership is terminated only if the General Meeting upholds the determination of the Board, and in that event, Membership is terminated at the date of the General Meeting.

9. REGISTER OF MEMBERS

- 9.1. The Association must at all times keep an up to date register of its Members listing in relation to each Member containing at least the:
 - 9.1.1. Member's name and address;
 - 9.1.2. Member's nominated addresses for notices to be sent to the Member by post, electronic mail and facsimile (if applicable);
 - 9.1.3. date on which the Member's name is entered in the register; and
 - 9.1.4. date on which any person ceased being a Member.
- 9.2. It is the responsibility of the Secretary to maintain or cause to be maintained the register of Members in accordance with this clause.

10. PATRONS AND HONORARY MEMBERS

- 10.1. The Board may appoint and remove a person as a patron or honorary member of the Association on any terms the Board thinks fit.
- 10.2. A patron or honorary member may, at the discretion of the Board, be given the right to:

- 10.2.1. be given notice of General Meetings as if they were a Member;
 - 10.2.2. attend and speak (but not vote) at General Meetings;
 - 10.2.3. and receive financial reports of the Association when those are made available to Members.
- 10.3. Subject to the determination of the Board to the contrary, a patron or honorary member is not a Member for the purposes of this Constitution or the Act.

11. FUNCTIONS AND POWERS OF BOARD

- 11.1. The affairs of the Association are governed exclusively by the Board. In addition to the powers and authorities expressly conferred by this Constitution, the Board may exercise all powers and do all things that are within the objects of the Association, and are not by the Act or by this Constitution required to be done by the Association in General Meeting.
- 11.2. Subject to this Constitution, the Board may determine the manner in which its meetings and its business and proceedings are conducted and regulated.
- 11.3. The Board may interpret this Constitution and determine any matter relating to the affairs of the Association on which this Constitution is silent.
- 11.4. The Board works in partnership with (but is not subject to direction by) the Technical Working Group.

12. COMPOSITION OF BOARD

- 12.1. The Board must comprise not less than five and not more than **twenty** Board Members
- 12.2. Notwithstanding clause 12.1 while the number of Board Members is below the minimum, the Board may still convene Board Meetings and pass resolutions to appoint additional Board Members under clause 14.2, but for no other purpose.
- 12.3. A person may be elected a Board Member only if such person:
 - 12.3.1. is an individual over 18 years of age;
 - 12.3.2. is qualified to hold office in accordance with the Act; and
 - 12.3.3. has consented in writing to being a Board Member.
- 12.4. A person may be elected as a Board Member only if such person is a Member.
- 12.5. Subject to clauses 12.6 to 12.8, at the conclusion of each AGM, half of the Board Members must retire from office.
- 12.6. The Board Members to retire at an AGM under clause 12.5 are:
 - 12.6.1. those Board Members appointed by the Board to fill a vacancy under clause 14.2 since the previous AGM (even if the result is that more than half of the Board Members must retire from office); and
 - 12.6.2. if retirements under clause 12.6.1 alone do not result in the retirement of half of the Board Members—the remainder of the half of Board

Members who must retire will be made up of those Board Members who have been longest in office since their last election.

- 12.7. If (but for this clause) clause 12.6.2 would have the effect that more than half of the Board are required to retire at the conclusion of an AGM due to multiple persons having become Board Members on the same day, which of those persons must retire pursuant to clause 12.6.2 will be determined by lot unless otherwise agreed amongst those persons.
- 12.8. For the purposes of clauses 12.5 to 12.7, half is calculated by taking the total number of Board Members as at the commencement of the AGM, dividing by two, and then rounding down to the nearest whole number.
- 12.9. A retiring Board Member is eligible for re-election under clause 13.
- 12.10. Upon commencement of this Constitution, the committee of management of the Association already elected under the previous constitution of the Association will continue as the Board under this Constitution.

13. ELECTION OF BOARD MEMBERS

13.1. Election of Elected Board Members

Subject to clauses 12.1, 12.3 and 12.4, at each AGM the Association may elect Board Members under this clause 13.

13.2. Appointment of Returning Officer

The Board must appoint a returning officer in respect of each election of Board Members under this clause 13.

13.3. Nomination and scrutinising of candidates

13.3.1. A candidate not being a retired Board Member is not eligible to stand for election under this clause unless a Member (**proposer**) has proposed their nomination by delivering the nomination of that person to the General Manager or Secretary (who shall in turn provide the nomination to the Returning Officer). The nomination must be:

13.3.1.1. in a form approved by the Board; and

13.3.1.2. signed by the proposer and by the candidate to signify a willingness to stand for election.

13.3.2. The Association must give Members notice calling for Members to nominate candidates for election as a Board Member not less than 42 days before the AGM.

13.3.3. Nominations for election close 28 days before the AGM.

13.3.4. A retiring Board Member is deemed to nominate for election unless they advise the Returning Officer to the contrary in writing before nominations close.

13.3.5. The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the candidate is not eligible for election under this

Constitution. Upon rejecting a nomination, the Returning Officer must notify the candidate, the candidate's proposer and the Board.

- 13.3.6. Notice of all accepted candidates seeking election shall be given to all Members on or with the notice of the AGM at which the election is to take place.

13.4. **No contest between candidates**

If the number of candidates for election is equal to or less than the maximum number of positions which could be filled at the AGM:

- 13.4.1. the AGM may appoint one or more candidates as a Board Member by passing separate ordinary resolutions at the AGM;
- 13.4.2. the election process set out in clause 13.5 is discontinued; and
- 13.4.3. the Association must include on or with the notice of the AGM a notice:
 - 13.4.3.1. stating that the election process is discontinued;
 - 13.4.3.2. setting out the name of each candidate;
 - 13.4.3.3. stating that the AGM will vote on the appointment of each candidate as a Board Member by separate ordinary resolutions.

13.5. **Contest between candidates**

- 13.5.1. Unless clause 13.4 applies, the election of Board Members is held at the AGM and the Returning Officer must:
 - 13.5.1.1. prepare ballot papers for the election;
 - 13.5.1.2. determine the order in which candidates appear on the ballot paper.
- 13.5.2. The Returning Officer is responsible for the conduct of the ballot in accordance with this clause and any requirements determined by the Board from time to time.
- 13.5.3. The Chairperson must announce the results of the ballot at the AGM.

14. **BOARD VACANCIES**

- 14.1. The office of a Board Member becomes vacant if the Board Member:
 - 14.1.1. retires from office in accordance with clause 12.5;
 - 14.1.2. dies or becomes a person whose estate is liable to be dealt with in any way under laws relating to mental health;
 - 14.1.3. becomes disqualified from holding office under the Act;
 - 14.1.4. ceases to be a Member of the Association;

- 14.1.5. resigns from office by notice in writing to the Chairperson or General Manager;
 - 14.1.6. without the leave of the Board, is absent from three consecutive Board Meetings or is absent from four Board Meetings in any 12 month period; or
 - 14.1.7. is removed from office by resolution of a General Meeting.
- 14.2. Subject to the conditions in clause 12.3, the Board may fill any vacancy in the number of Board Members by appointing a Member to fill such vacancy at any time. Any person so appointed:
- 14.2.1. may only hold office until the commencement of the next AGM; and
 - 14.2.2. is to be treated as a Board Member elected under clause 13 for all other purposes.

15. OFFICE BEARERS

15.1. Appointment of Office Bearers

- 15.1.1. At the first Board Meeting after each AGM the Board must appoint a chairperson, deputy chairperson, secretary and treasurer from among their number. Subject to this Constitution, those Office Bearers hold office until the conclusion of the election of Office Bearers at the first Board Meeting after the next AGM.
- 15.1.2. A retiring Office Bearer is eligible for re-appointment.
- 15.1.3. Nominations for office of an Office Bearer are made in the manner determined by the Board.
- 15.1.4. If there is only one nomination for the office of an Office Bearer, the nominee stands appointed to such office.
- 15.1.5. If there is more than one nomination for the office of an Office Bearer, then there must be an election for such office conducted by secret ballot.

15.2. Vacation of office of Office Bearers

- 15.2.1. The office of any Office Bearer becomes vacant if the Office Bearer:
 - 15.2.1.1. reaches the end of their term of such office;
 - 15.2.1.2. resigns from such office by notice in writing to the Board;
 - 15.2.1.3. is removed from such office by resolution of the Board; or
 - 15.2.1.4. ceases to be a Board Member.
- 15.2.2. If a vacancy in the office of any Office Bearer occurs, the Board must promptly fill the vacancy by appointment from among their number.

15.3. **Roles and responsibilities of Office Bearers**

An Office Bearer must carry out the roles and responsibilities set out in this Constitution in respect of that Office Bearer, and such other roles and responsibilities as may be specified by the Board from time to time.

16. **DELEGATIONS BY THE BOARD**

16.1. The Board may delegate any of its powers (including the power to delegate) to:

16.1.1. a Board Member;

16.1.2. an Ad Hoc Committee of Board Members and or other persons;

16.1.3. a Standing Committee of Board Members and or other persons;

16.1.4. the General Manager or any other employee of the Association; or

16.1.5. any other person.

16.2. A delegation must be in writing.

16.3. The Board may revoke or vary a delegation.

16.4. A delegation does not derogate from the powers of the Board to act in any matter.

16.5. A Committee or other delegate must exercise their powers in accordance with any directions given by the Board.

17. **GENERAL MANAGER**

17.1. The Association may, but need not, appoint a General Manager.

17.2. The General Manager will be employed on terms and conditions determined by the Board.

17.3. The functions of the General Manager include:

17.3.1. to undertake responsibility for the day-to-day operations and affairs of the Association;

17.3.2. to implement the resolutions of the Board in an efficient manner;

17.3.3. to provide advice and reports to the Association on the exercise and performance of its powers and functions;

17.3.4. to ensure that the assets and resources of the Association are properly managed and maintained;

17.3.5. to ensure that records required under this Constitution or legislation are kept and maintained;

17.3.6. to give effect to principles of human resource management and apply proper management practices;

- 17.3.7. to exercise, perform or discharge other powers, functions or duties conferred on the General Manager by the Board, or by or under this Constitution or any other legislation.

18. COMMITTEES

- 18.1. An Ad Hoc Committee may only operate for a period up to 12 months as determined by the Board.
- 18.2. A Standing Committee operates for so long as the Board determines.
- 18.3. A delegation to a Committee may be by way of written terms of reference for that Committee approved by the Board.
- 18.4. All appointments and delegations to Standing Committees must be reviewed at the first Board Meeting held after each AGM
- 18.5. The Board may remove and appoint replacement or new members of a Committee at any time.
- 18.6. Unless otherwise determined by the Board, a Board Member must be the chairperson of a Committee.
- 18.7. Rules about proceedings of Board Meetings apply to meetings of all Committees, unless the Board otherwise determines.
- 18.8. All Committees must report on their activities to the Board at the times and in the manner determined by the Board.

19. VALIDATION OF ACTS

To the extent permissible under the Act, the acts of the Board, a Committee, an Officer or delegate of the Board are valid even if it is subsequently discovered that there was a defect in an appointment or any of them was disqualified.

20. PROCEEDINGS OF BOARD

20.1. Ordinary meetings

The Board must meet at least four times a year or more often as required at a time, date and place fixed by the Board from time to time.

20.2. Notice

Except in the case of an emergency, at least seven days' notice of all Board Meetings must be given to all Board Members and such notice may be given verbally, by letter, by facsimile, or telephone or by any other means consented to by all the Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.

20.3. Quorum

The presence of more than half the Board Members constitutes a quorum at a Board Meeting and no business may be transacted unless a quorum is present.

20.4. **Voting**

All matters before the Board for decision at any Board Meeting must be decided by a majority of votes of the Board Members present. Subject to this Constitution, each Board Member present at a Board Meeting is entitled to one vote only except for the Chairperson who, in the case of an equality of votes, also has casting vote.

20.5. **Special meetings**

Special Board Meetings may be convened by the Chairperson, or by direction of the Chairperson, or at the requisition in writing of two or more Board Members.

20.6. **Chairing of meetings**

20.6.1. Subject to clauses 20.6.2 and 20.6.3, the Chairperson must preside at all Board Meetings.

20.6.2. If the Chairperson is absent or is unable or unwilling to preside at any Board Meeting, the Deputy Chairperson must preside at that Board Meeting.

20.6.3. If the Chairperson and the Deputy Chairperson are absent or are unable or unwilling to preside at any Board Meeting, the Board must appoint any other Board Member present to preside at that Board Meeting.

20.7. **Attendance other than Board Members**

20.7.1. The General Manager must attend all Board Meetings unless the Board resolves otherwise, and the resolution is recorded in the minutes of the Board Meeting.

20.7.2. Others may attend Board Meetings with the approval of the Board, and the resolution is recorded in the minutes of the Board Meeting.

20.8. **Meetings using technology**

20.8.1. A Board Meeting may be held with one or more of the Board Members taking part by telephone or video link. Such Board Members are regarded as present at the Board Meeting if they are able to hear the proceedings of the entire Board Meeting and can be heard by all others attending the Board Meeting.

20.8.2. Without limiting clause 20.8.1, a Board Meeting may be called or held using any technology consented to by all Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.

20.8.3. A Board Meeting conducted in accordance with clauses 20.8.1 or 20.8.2 is deemed to be held at a place determined by the Board Members, provided that at least one of the Board Members present at the Board Meeting was at such place for the duration of that Board Meeting.

20.9. **Circulating resolutions**

- 20.9.1. The Board Members may pass a resolution without a Board Meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 20.9.2. Separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.
- 20.9.3. The resolution is passed when the last Board Member signs.

20.10. **Pecuniary interests**

- 20.10.1. A Board Member who has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, must, as soon as the Board Member becomes aware of the interest, disclose to the Board the nature and extent of the interest. The Board Member must disclose the nature and extent of his or her interest in the contract or proposed contract, or any other matter, at the next AGM.
- 20.10.2. Where a Board Member has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, that Board Member must not vote with respect to that contract or matter but may, subject to that Board Member complying with clause 20.10.1, take part in the deliberations or discussions of the Board with respect to that contract or matter.
- 20.10.3. Clauses 20.10.1 and 20.10.2 do not apply in respect of any pecuniary interests that exist only by virtue of the fact that the Board Member is a member of a class of persons for whose benefit the Association is established.

21. **BOARD HONORARIUM AND EXPENSES**

- 21.1. The Association may pay the Board Members a maximum total honorarium for Board Members determined by the General Meeting.
- 21.2. The Board may determine the allocation of the total honorarium among the Board Members. If the Board does not determine the allocation, the total amount of the honorarium must be allocated equally among the Board Members.
- 21.3. In addition to any honorarium, the Association may also pay any extraordinary travelling and other expenses Board Members properly incur:
 - 21.3.1. in attending Board Meetings or meetings of any Committee of the Board;
 - 21.3.2. in attending any General Meeting; and
 - 21.3.3. otherwise in connection with the business of the Association.

22. CONVENING GENERAL MEETINGS

- 22.1. The Board may call a Special General Meeting at any time, and must call an AGM in accordance with the Act.
- 22.2. Within one month of the receipt of a requisition in writing of not less than ten Members, the Board must convene a Special General Meeting for the purpose specified in the requisition.
- 22.3. Every requisition for a Special General Meeting must be signed by the Members making it and must state the purpose of the meeting.
- 22.4. If the Board does not convene the Special General Meeting as required by clause 22.2, the requisitionists may convene it. It must be convened in the same manner as a meeting convened by the Board, and for this purpose the Board must ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

23. NOTICE OF GENERAL MEETINGS

- 23.1. At least 21 days' notice of each General Meeting must be given to Members. The notice must set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- 23.2. For an AGM, the order of business is:
 - 23.2.1. the consideration of the accounts and reports of the Board and if required, the auditors;
 - 23.2.2. unless such appointment is not required or is made by the Board, the appointment of auditors;
 - 23.2.3. the election of Elected Board Members; and
 - 23.2.4. any other business requiring consideration by the Association in General Meeting.
- 23.3. The accidental failure to give notice of a General Meeting to a Member, or the nonreceipt of notice, does not invalidate the proceedings of the meeting.

24. QUORUM AT GENERAL MEETINGS

- 24.1. No business may be transacted at a General Meeting unless a quorum is present.
- 24.2. The quorum for a General Meeting is ten Members present in person or by proxy.
- 24.3. If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
 - 24.3.1. if the meeting was convened upon the requisition of Members, it is dissolved;

- 24.3.2. in any other case, it is adjourned to the following day at the same time and place or to any other day time and place determined by the Chairperson. If a quorum is not present within 30 minutes after the time appointed for the resumed meeting, the meeting is dissolved.

25. **PRESIDING AT GENERAL MEETINGS**

25.1. **Chairperson**

- 25.1.1. Subject to clause 25.1.2, the Chairperson must preside at all General Meetings.
- 25.1.2. If the Chairperson is not present within 10 minutes after the time appointed for the General Meeting or is unable or unwilling to preside at the meeting, the following may preside at the meeting (in order of precedence): the Deputy Chairperson; a Board Member chosen by a majority of the Board Members present; the only Board Member present; a Member chosen by a majority of the Members present in person or by proxy.

25.2. **Powers of Chairperson**

- 25.2.1. The Chairperson:
- 25.2.1.1. has charge of the general conduct of the General Meeting and of the procedures to be adopted at the meeting;
 - 25.2.1.2. may determine any dispute about the admission or rejection of a vote (including a vote recorded in a form of proxy);
 - 25.2.1.3. may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and
 - 25.2.1.4. may terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting.
- 25.2.2. The Chairperson may refuse admission to a General Meeting to a person, or require a person to leave a General Meeting and not return, if:
- 25.2.2.1. the person refuses to permit examination of an article in the person's possession;
 - 25.2.2.2. the person is in possession of an article (including an electronic or recording device, placard or banner) which the Chairperson considers to be dangerous, offensive or liable to cause disruption; or
 - 25.2.2.3. the Chairperson otherwise considers the person is causing or may cause undue disruption or interference with the efficient and proper conduct of the meeting.
- 25.2.3. A decision by the Chairperson under this clause 25.2 is final.

26. ADJOURNMENTS

- 26.1. The Chairperson may adjourn a General Meeting to any place, date and time.
- 26.2. The Chairperson must adjourn a General Meeting if a majority of Members present at the meeting agree or direct the Chairperson to do so. The Chairperson may adjourn the meeting to any place, date and time.
- 26.3. If the meeting is adjourned for more than one month, notice of the resumed meeting must be given in the same manner as was given for the original meeting.
- 26.4. Only unfinished business may be transacted at a resumed meeting.

27. PROXIES AT GENERAL MEETINGS

- 27.1. A Member may appoint a proxy to vote in place of the Member at a General Meeting.
- 27.2. An appointment of a proxy is valid if it:
 - 27.2.1. is in the form of Schedule 1 or any other form determined by the Board;
 - 27.2.2. is signed by the Member making the appointment;
 - 27.2.3. contains the Member's name and address, the proxy's name or the name of the office held by the proxy, and the General Meetings at which the appointment may be used; and
 - 27.2.4. is provided to the General Manager or Secretary at least 48 hours before the commencement of the meeting or resumed meeting.
- 27.3. An appointment of a proxy may be a standing one.
- 27.4. An undated appointment of a proxy is to be taken to have been dated on the day it is given to the General Manager or Secretary.
- 27.5. A later appointment of a proxy revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 27.6. Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a General Meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person, including the right to demand or join in demanding a poll and to vote on a show of hands or a poll.
- 27.7. An appointment of a proxy may specify the way the proxy is to vote on a particular resolution. In that event:
 - 27.7.1. the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - 27.7.2. if the proxy is the Chairperson, the proxy must vote on a poll, and must vote that way; and

- 27.7.3. if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- 27.8. Even if the appointment specifies how the proxy must vote on a particular resolution at a General Meeting, the proxy may vote on:
 - 27.8.1. an amendment to the resolution, a motion not to put the resolution or a similar motion; or
 - 27.8.2. a procedural motion, including a motion to elect the Chairperson, remove the Chairperson or adjourn the meeting.
- 27.9. A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the General Meeting.
- 27.10. If a proxy is also a Member, this clause does not affect the way that the person can cast any voting rights that person has as a Member.
- 27.11. The Chairperson may require a person to establish to the satisfaction of a General Meeting that the person is the proxy of a Member for that meeting. If unable to do so, the person may be excluded from the meeting or from voting either upon a show of hands or upon a poll.

28. VOTING AT GENERAL MEETINGS

- 28.1. Subject to clause 28.2:
 - 28.1.1. only Members or their properly appointed proxies may vote at General Meetings;
 - 28.1.2. at a General Meeting, each Member has one vote in relation to each resolution.
- 28.2. In the event that there is an equality of votes in relation to any proposed resolution, the Chairperson has a deciding vote in addition to any vote that the Chairperson may also have as a Member or a proxy of a Member.
- 28.3. A challenge to the right of a person to vote at a General Meeting may only be raised at the meeting and must be determined by the Chairperson, whose decision is final.
- 28.4. At any General Meeting, each resolution must be decided on a show of hands unless a poll is demanded in accordance with this clause.
- 28.5. On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour of or against the resolution.
- 28.6. A poll (by either public vote or secret ballot) may be demanded in relation to any proposed resolution by:
 - 28.6.1. the Chairperson;
 - 28.6.2. not less than five Members entitled to vote on the resolution.

- 28.7. A poll may only be demanded:
- 28.7.1. before a vote is taken; or
 - 28.7.2. before the voting results on a show of hands are declared; or
 - 28.7.3. immediately after the voting result on a show of hands is declared.
- 28.8. A demand for a poll may be withdrawn.
- 28.9. A poll demanded on a matter other than the election of a Chairperson or the question of an adjournment at a General Meeting must be taken when and how the Chairperson directs. A poll on the election of a Chairperson or the question of an adjournment at a General Meeting must be taken immediately.
- 28.10. A demand for a poll does not prevent the General Meeting dealing with other business.

29. **MINUTES**

- 29.1. The Association must cause minutes of all proceedings of General Meetings and Board Meetings to be entered within one month after the relevant meeting in books kept for that purpose.
- 29.2. The Association must cause those minutes to be:
- 29.2.1. confirmed by the Members or Board Members present at a subsequent meeting;
 - 29.2.2. signed by the person chairing the meeting at which the proceedings took place or by the person chairing the meeting at which the minutes are confirmed.
- 29.3. Minutes that are so entered, confirmed and signed are, in the absence of proof to the contrary, to be accepted as proof of the proceedings to which the minutes relate.
- 29.4. Where minutes have been so entered, confirmed and signed, it is to be taken, in the absence of proof to the contrary, that:
- 29.4.1. the meeting to which the minutes relate was held; and
 - 29.4.2. the proceedings that are recorded in the minutes occurred; and
 - 29.4.3. all appointments of Officers or auditors that are recorded in the minutes were validly made.

30. **PUBLIC OFFICER**

Unless otherwise determined by the Board, the Secretary (ex officio) is the Public Officer.

31. **FINANCE**

- 31.1. All money received for the benefit of the Association is the property of the Association and, unless otherwise determined by the Board, must be deposited

to the credit of the Association at a bank nominated from time to time by the Board.

- 31.2. Debts incurred by the Association in the ordinary course of business must be paid by cheque, credit card or electronic funds transfer authorised by any persons appointed by the Board.
- 31.3. The Association must:
 - 31.3.1. keep financial records as required by the Act; and
 - 31.3.2. prepare, distribute and lodge financial reports as required by the Act.
- 31.4. The Association's financial records must be kept by the General Manager or other person appointed by the Board.
- 31.5. The financial year of the Association is the 12 month period ending on 30 June each year, and where appropriate, allowing for broken periods:
 - 31.5.1. commencing on the date of registration of the Association; and
 - 31.5.2. ending on the date of deregistration of the Association.

32. THE FUND

- 32.1. The Fund is maintained by the Association for the principal purpose of the Association.
- 32.2. The Fund is a gift fund which complies with Subdivision 30-BA of the Tax Act.
- 32.3. The purpose of the Fund is to solicit and receive gifts towards the carrying out of the objects of the Fund, which are to contribute physical facilities and learning resources for schools, provide scholarships for students from impoverished backgrounds, initiate activities which promote the health and nutrition of students, twin Filipino public schools with public schools in South Australia, provide opportunities for learning in the outdoor environment and support the professional development of teachers.
- 32.4. A separate bank account will be established to receive all gifts accepted by the Fund. This bank account must only include any money which is a gift to the Fund or which is received because of such gifts, including interest received on any monies in the bank account.
- 32.5. All receipts for gifts to the Fund must be issued in the name of the Fund. Receipts must include:
 - 32.5.1. The name of the Fund to which the gift has been made;
 - 32.5.2. That the receipt is a gift; and
 - 32.5.3. The donor's Australian Business Number.
- 32.6. The general public will be invited to provide gifts to the Fund to be used for the purpose of carrying out the objects of the Association.
- 32.7. The Fund is to be managed by a Committee. The Board must ensure that the majority of the Fund Committee members are persons having a degree of

responsibility to the general community by reason of their occupation or standing in the community. The Fund Committee will be comprised of at least three Board Members.

32.8. The assets and income of the Fund shall be applied solely in furtherance of the objects of the Association and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of the Fund.

32.9. At the first occurrence of one of the following events:

32.9.1. the winding up of the Fund;

32.9.2. the revocation of the Association's endorsement as a Deductible Gift Receipt under Subdivision 30-BA of the Tax Act,

the Association must transfer any surplus assets of the Fund to a fund, authority or institution gifts to which can be deducted under Division 30 of the Tax Act.

32.10. The Association must notify the Australian Taxation Office of any alterations made to the rules governing the Fund.

33. AUDIT

If an audit of the Association's financial records is required by the Act:

33.1. the Board or an AGM must appoint an auditor;

33.2. the Board must cause the financial records of the Association to be audited by the auditor in accordance with the Act;

33.3. the auditor holds office from the time of appointment until the next AGM and is eligible for reappointment; and

33.4. the remuneration of the auditor is fixed by the Board.

34. SEAL AND SEAL HOLDERS

34.1. The Board must provide for the safe custody of the seal of the Association.

34.2. The seal may only be used by the authority of the Board.

34.3. The affixing of the seal to any document must be witnessed by at least one Board Member.

34.4. Any document to which the seal is affixed must be signed by the Board Member who witnessed the affixing of the seal, and countersigned by another Board Member or other person authorised by the Board.

34.5. A register listing the documents to which the seal has been affixed must be maintained.

35. INDEMNITY

35.1. Subject to the Act, every person who is or has been an Officer must be indemnified out of the property of the Association against any Liabilities

incurred in connection with that person's position as an Officer except a Liability:

- 35.1.1. owed to the Association; or
 - 35.1.2. that did not arise out of conduct in good faith; or
 - 35.1.3. for legal costs in defending or resisting proceedings in which the person is found by a court to have a Liability for which the person cannot be indemnified under any of the foregoing provisions of this clause; or
 - 35.1.4. for legal costs in defending or resisting criminal proceedings in which the person is found guilty.
- 35.2. For the purposes of clause 35.1:
- 35.2.1. **legal costs** means legal costs on a solicitor and own client basis; and
 - 35.2.2. **proceedings** means any initial legal proceeding and any appeal proceeding.
- 35.3. The Association need not indemnify a person under clause 35.1 in respect of a Liability to the extent that the person is entitled to an indemnity in respect of that Liability under a contract of insurance.
- 35.4. Where a person seeks to rely on the indemnity contained in clause 35.1, that person must:
- 35.4.1. immediately notify the Association of any claim which gives rise to or could give rise to a Liability of the Association to that person under the indemnity;
 - 35.4.2. permit the Association to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;
 - 35.4.3. not make any admission without the prior written consent of the Association;
 - 35.4.4. promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- 35.5. The Association must make available for inspection by any person who is or has been an Officer the books and records of the Association at all reasonable times for the purposes of any proceedings in connection with that person's position as an Officer:
- 35.5.1. to which the person is a party; or
 - 35.5.2. that the person proposes in good faith to bring; or
 - 35.5.3. that the person has reason to believe will be brought against the person.

35.6. The obligations of the Association in respect of any person who is or has been an Officer under clause 35.5 cease on the expiry of seven years after that person ceases to be an Officer.

36. INSURANCE

36.1. Subject to the Act, the Association must maintain at its cost a policy of insurance (Policy) with a reputable Australian insurer insuring every person who is or has been an Officer against any Liabilities incurred by that person in connection with that person's position as an Officer except a Liability of the kind referred to in clauses 35.1.1 to 35.1.4.

36.2. The Policy must provide for an insurance payout to the person of at least \$5,000,000.00 per claim.

36.3. The Association must not by any act or omission render the Policy void or voidable or otherwise vitiate the Policy.

36.4. The Association must promptly upon request by each person who is or has been an Officer, produce to him or her, a copy of the insurance policy or any certificates of insurance or other reasonable documentary evidence of the currency of the Policy maintained in accordance with this clause.

36.5. The obligations of the Association in respect of any person who is or has been an Officer of the Association under this clause ceases on the expiry of seven years after that person ceases to be an Officer.

37. AMENDMENT OF CONSTITUTION

This Constitution may be amended, repealed or replaced by Special Resolution.

38. WINDING UP

38.1. The Association may be wound up by Special Resolution in accordance with the Act.

38.2. If, upon dissolution of the Association, there remains, after the satisfaction of its debts and liabilities any money or any property whatsoever, the remaining money and property must be transferred to a fund, authority or institution determined by the General Meeting:

38.2.1. which has been endorsed as a Deductible Gift Recipient (but only if the Association was endorsed as a Deductible Gift Recipient under Subdivision 30-BA of the Tax Act);

38.2.2. which has objects similar to those of the Association; and

38.2.3. whose rules prohibit the distribution of its income among its Members.

39. NOTICES TO MEMBERS

39.1. The Association may give a notice to a Member by:

39.1.1. hand delivering it to the Member personally; or

39.1.2. sending it by pre paid post, electronic mail or facsimile to an address of the Member specified in the register of Members.

- 39.2. A notice to a Member is deemed to be received:
- 39.2.1. if hand delivered, on delivery;
 - 39.2.2. if sent by prepaid post, three days after posting.
 - 39.2.3. if sent by electronic mail, at the time and on the day shown in the sender's electronic mail delivery report;
 - 39.2.4. if sent by facsimile, at the time and on the day shown in the sender's transmission report.

Schedule 1 - Proxy

**AUSTRALIAN FOUNDATION FOR FOSTERING LEARNING IN THE PHILIPPINES INC
PROXY**

I
Name of Member

of
Address

being a Member of the Association

appoint
Name of proxy or office held

or if no person is named, the chairperson of the meeting, as my proxy to vote on my behalf:

at the General Meeting of the Association to be held at [date]..... and [time]..... and at any adjournment of that meeting;

all General Meetings until revoked.

Direction to proxy

If you want to direct your proxy how to vote, mark one box only for each resolution. If you do not want to direct your proxy how to vote, do not mark any box for the resolution. If you wish not to vote on a particular resolution, mark the 'Abstain 'box.

I direct my proxy to vote as follows:

Resolutions	For	Against	Abstain
<i>Descriptions</i>			
.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date

Signed by the above named Member in
the presence of:

.....
Signature of witness

.....
Signature of Member

.....
Name of witness (print)

