



**THE GRAHAM F SMITH PEACE FOUNDATION
INCORPORATED**

ABN 26 045 549 708

**ASSOCIATION RULES
(CONSTITUTION)**

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1 NAME

The name of the incorporated association is **The Graham F Smith Peace Foundation Incorporated** referred to herein as “the Association”

2 DEFINITIONS

“**Act**” means the Associations Incorporation Act 1985 (South Australia).

“**Authorised Deposit-taking institution**” means a body corporate that is an ‘ADI’ for the purposes of the Banking Act 1959 (Commonwealth).

“**Board**” means the Governing Body of the Association.

“**Board Member**” Any natural person whether a Member of the Association or not whom is committed to the Objectives of the Association to represent the membership on the Board.

“**Board Year**” means twelve months from the date of the Annual General meeting.

“**Chairperson**” means the person appointed by the Board, a committee or a Group to chair a meeting.

“**Committee**” means a body appointed by the Board.

“**Financial year**” means the year ending on the last day of February of each year.

“**General Meeting**” means an Annual General Meeting or a Special General Meeting.

“**Intellectual Property**” means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, meeting or any other activity of or conducted, promoted or administered for and by the Association.

“**Member**” means a member as defines in Clause 6.1

“**Objectives**” means the Objectives of the Association as set out in Section 4 Titled ‘Purpose and Objectives’

“**Panels**” means a panel of people appointed by the Board to deliberate on grant applications, staff appointments, award applications and other purposes as defines by the Board.

“**Policies**” means Policies made by the Board of the Association under Clause 15.

“**Proxy**” means a person appointed to act as a substitute of a Member in the absence of a Member at a meeting.

“**Records of the Association**” mean the Rules, the register of Members, the record of Office Bearers, the minutes, the financial statements, the Policies, the policy manual, and any other documents under Freedom of Information and Privacy Regulations.

“Special Purpose Committees” mean committees appointed by the Board to report any special purposed as defined by the Board.

“The Association” means The Graham F Smith Peace Foundation Incorporated.

“Special Resolution” means a resolution arising from a Notice of Motion:-

1. submitted at a General Meeting of the Association of which notice, is given in accordance with Clause 11, and;
2. the business of which notice is given in accordance with Clause 11, and;
3. is carried by at least 75 per cent of those Members entitled to vote at the meeting

“Tribunal” shall mean a Tribunal comprising one or more persons, independent of the Board, appointed by the Board to determine a matter under dispute

3 INTERPRETATION

- 3.1 Expressions referring to “writing”, shall, unless the contrary intention appears, be construed to include references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including sent by other electronic means.
- 3.2 In these Rules, unless the context otherwise indicates:-
 - 3.2.1 A reference to a function includes a reference to a power, authority and duty.
 - 3.2.2 A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.
 - 3.2.3 Words importing the singular include the plural and vice versa.
 - 3.2.4 Words importing any gender include the other gender
 - 3.3.5 References to persons include corporations and bodies politic.
 - 3.2.6 A reference to a statute, ordinance, code or other law includes regulations, by-laws and other statutory instruments under it and of them (whether of the same or any legislative authority having jurisdiction).
 - 3.2.7 An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any clause of these Rules that deals with a matter regarding that Part or Division the same meaning as in that Part or Division.
 - 3.2.8 All headings contained in these Rules are for guidance and do not form part of the substance of the Rules.
- 3.3 These Rules are governed by the laws of South Australia. Each member of the Association irrevocably submits to the non-exclusive

jurisdiction of the Courts of South Australia should a dispute arise in respect of these Rules.

4 PURPOSE AND OBJECTIVES

4.1 Purpose

4.1.1 The Association:-

- 4.1.1.1 The Association will promote all forms of art, including literature, music, performing arts, visual arts, craft, design, film, video, television, radio, community arts, Aboriginal arts and movable cultural heritage that relate to human rights, social justice and environmental sustainability in accordance with its Objectives,
- 4.1.1.2 Will apply its income and capital to the promotion of its Objectives.
- 4.1.1.3 In accordance with the Act, is not carried on for the purpose of profit or gain to its individual members and shall not distribute any funds or other benefits directly or indirectly to Members of the associations, except bona fide remuneration for services rendered or expenses incurred on behalf of the Association.
- 4.1.1.4 Will not discriminate against any Member because of colour, race, creed, age, religion, gender, political affiliation, sexual preference or nationality.
- 4.1.1.5 Is non-partisan political.
- 4.1.1.6 Is a not-for-profit organisation.

4.2 Objectives

4.2.1 The Objectives of the Association are to promote literature, music, performing arts, visual arts, craft, design, film, video, television, radio, community arts, Aboriginal arts and movable cultural heritage that relate to human rights, social justice and environmental sustainability by:-

- 4.2.1.1 Promoting and educating the public on peace and justice at family, community and international level;
- 4.2.1.2 Promoting and educating the public on the reduction of injustice, racial tension, oppression and discrimination;
- 4.2.1.3 Increasing the understanding and cooperation between political, racial and ethnic groups;

- 4.2.1.4 Supporting the rights of indigenous peoples to economic self-determination;
- 4.2.1.5 Promoting and educating the public on the care of the environment;
- 4.2.1.6 Supporting oppressed people to control the environment for their daily needs;
- 4.2.1.7 Promoting and educating the public on ecological sustainable development;
- 4.2.1.8 Ensuring the Objectives of the Rules and the Members Code of Conduct are upheld; and
- 4.2.1.9 Ensuring efficient management of the Association's assets.

5 POWERS OF THE ASSOCIATION

- 5.1 For the purposes of carrying out its Objectives, the Association may, subject to the Act and the Rules of the Association:-
 - 5.1.1 Acquire, hold, deal with, and dispose of, any real property;
 - 5.1.2 Administer any property on trust;
 - 5.1.3 Open and operate Authorised Deposit-taking institution accounts;
 - 5.1.4 Invest its monies;
 - 5.1.5 Borrow money upon such terms as the Association thinks fit;
 - 5.1.6 Give such security for the discharge of liabilities by the Association;
 - 5.1.7 Subject to clause 7.1, appoint agents to transact any business of the Association on its behalf; and
 - 5.1.8 Enter into any other contract it considers necessary or desirable.

6 MEMBERSHIP

6.1 Types of Membership

Members may be Individual Members, Concession Members, Family Members, Corporate Members, Life Members or Honorary Members.

- 6.1.1 **Individual Member.** Any natural person who is committed to the Objectives of the Association is eligible to apply as an individual member of the Association. An application form shall be lodged with the Secretary and on payment of the annual individual subscription, shall be an Individual Member of the Association unless refused by the Board.

- 6.1.2 **Concession Member.** Being an Individual member who holds a current government-issued concession card who enjoys all rights as an individual member but pay a reduced annual subscription fee.
- 6.1.3 **Family Member.** Being not more than two adults and their children under the age of 18 within one household whom enjoy all the rights as an individual member but pay a reduced annual subscription fee but only one person from the household is entitled to vote on behalf of the whole household.
- 6.1.4 **Corporate Member.** A body corporate whose organisation is committed to the Objectives of the Association is eligible to apply as a corporate member of the Association. An application form shall be lodged with the Secretary and on payment of the annual individual subscription, shall be a corporate member of the Association unless refused by the Board, and is entitled to use an approved logo of the Association for display.
- 6.1.5 **Life Member.** Any natural person who is committed to the Objectives of the Association is eligible to apply for life membership of the Association. An application form shall be lodged with the Secretary and on payment of the life membership subscription fee, shall be a life Member of the Association unless refused by the Board.
- 6.1.6 **Honorary Member.** A member of the community who is granted an honorary membership by the Association on the recommendation of the Board for a term fixed by the Board or for Life. An Honorary Member will be exempt from all subscriptions and will be able to attend General Meetings of the Association and entitled to hold Office or vote at any meeting.
- 6.1.7 **Foundation Member.** A member of the original set of board members who is granted a foundation membership by the Association on the recommendation of the Board. To remain financial a Foundation Member will be required to pay one of the above subscriptions or be granted Honorary Membership.

6.2 Refusal of Membership

- 6.2.1 The Board may refuse to accept any application for membership at its discretion.

6.3 Creation of New Categories of Membership

- 6.3.1 The Association has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined to be applicable.
- 6.3.2 Any proposal for a new category of Membership shall be referred to the Board for consideration and if accepted shall be referred to a General Meeting.

6.3.3 If the category is accepted by the Members, the Board shall advise all Members of the new category and its associated rights.

6.4 Register of Members

6.4.1 The Association shall keep a register of Members which will include:-

- 6.4.1.1 The name and address of each Member;
- 6.4.1.2 The date on which each Member was admitted to the Association;
- 6.4.1.3 A unique Membership number;
- 6.4.1.4 The date and reason(s) for termination or resignation of Membership;
- 6.4.1.5 Any other information which may, by a policy document, be required to be provided by Members; and
- 6.4.1.6 Financial status of the member.

6.4.2 The Register will be in the care of the Secretary and shall be kept up to date.

6.4.3 Any Member who is on the Register shall be entitled to view the details kept by the Association regarding that Member and may apply to the Association to amend any details to ensure their correctness.

6.5 Subscriptions and fees

6.5.1 Individual, Concession, Family, Corporate and Life Members must pay the subscription fee as determined from time to time by the Board. The subscriptions cannot be increased more than once in a financial year and must increase in increments of \$5, commencing from the last recorded review.

6.5.2 The subscription year shall commence on the first day of March in each year. Any Member applying part way through the subscription year will pay the full year's subscription.

6.6 Resignation of Member

6.6.1 A member of any category may resign membership by sending written notice to the Secretary.

6.6.2 Any pro-rate subscription shall be forfeited.

- 6.6.3 If a Member has fees outstanding at the time of resignation, those fees will be required to be paid and will be a debt recoverable from that Member.
- 6.6.4 Any Member who has debts outstanding with the Association will not be re-admitted to the Association until those debts have been cleared.

6.7 Referral of Complaints to Tribunal

- 6.7.1 The Board will take any action on any complaint and shall refer for investigation or determination by a Tribunal any matter where it is alleged that one or more of the following has occurred:-
 - 6.7.1.1 A Committee or individual Member has breached the Association's Rules or Policies.
 - 6.7.1.2 A Committee or individual Member has acted in a manner unbecoming of a Member or prejudicial to the Objectives and interests of the Association.
 - 6.7.1.3 A Committee or individual Member has brought the Association into disrepute.
- 6.7.2 Members and the Association will be subject to the authority, procedures, penalties and appeals mechanisms of the tribunal, the findings or the tribunal shall be binding on the parties to the dispute.
- 6.7.3 The Board, shall, by policy document, prescribe the manner in which complaints shall be determined taking into account the principles of Natural Justice, and shall further outline what matters should be referred to the Tribunal, prescribe the form of the Tribunal and the procedure by which a matter is brought to the Tribunal and any penalties that may be applied by the tribunal.
- 6.7.4 The Tribunal, in dealing with matters referred to it by the Board, shall at all times ensure that persons who are the subject of investigation be accorded the ability to make representations on their own behalf or to be represented before any Tribunal hearing.
- 6.7.5 The Tribunal when delivering its determination shall advise the Member in writing of their findings.

6.8 Expulsion of a Member

- 6.8.1 Following a determination by a Tribunal that a charge of misconduct or behaviour detrimental to the interests of the Association has been proved, the Board may resolve to expel a Member or use other reasonable disciplinary action upon a charge of misconduct or behaviour detrimental to the interests of the Association.

6.8.2 Under this paragraph current subscription fees paid shall not be reimbursed.

6.9 Forfeiture of Rights

6.9.1 If membership to this Association has lapsed, been withdrawn or terminated under these Rules, all rights of membership shall be forfeited.

6.9.2 Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

6.10 Reinstatement of Membership

6.10.1 Membership which has lapsed, been withdrawn or terminated under these Rules, for reasons other than expulsion, may be reinstated at the discretion of the Board, on application in accordance with these Rules and otherwise on such conditions as the Board sees fit.

7 THE BOARD

7.1 Powers and Duties

7.1.1 Subject to the Act and these Rules, the business of the Association shall be governed, and the powers of the Association shall be exercised, by the Board. The Board shall act in accordance with the objectives of the Association and shall operate for the collective and mutual benefit of the Association and its Members.

7.1.2 The responsibility for the management of the operational affairs of the association will be vested in the Board Members and the primary functions of the Board Members are to manage the Association for and on behalf of its Members in accordance with the directions of the Objectives of the Association, the Act and these Rules and Policy documents.

7.1.3 The Board shall:-

7.1.3.1 Appoint a Management Committee (on advice from the membership at an Annual or Special General Meeting) which:-

7.1.3.1.1 Will comprise an elected Treasurer and Secretary who are ex-officio members of the Board and no more than four other Members of the Association elected by the Annual or Special General Meeting;

- 7.1.3.1.2 Will elect a Committee Chairperson.
 - 7.1.3.1.3 Will undertake the day to day operation of the Association;
 - 7.1.3.1.4 Will make recommendation to the Board on the finances of the Association;
 - 7.1.3.1.5 Will report in writing, through the Secretary, at every Board Meeting on the matters discussed and any actions taken requiring the endorsement of the Board; and
 - 7.1.3.1.6 Will report in writing, through, the Treasurer, at every Board Meeting on the state of the finances of the Association.
- 7.1.4 The Board may appoint staff to undertake its duties under these Rules and to achieve its Purpose and Objectives.
- 7.1.5 The Board has the management and control of the funds and other property of the Association and shall not delegate these powers.
- 7.1.6 The Board shall appoint a Public Officer in accordance with the Act.
- 7.1.7 The Board shall have authority to interpret the meaning of matters which are silent in these Rules. These interpretations will be placed in the Association policy documents and reviewed periodically.
- 7.1.8 The Board shall employ such staff as required to administer the affairs of the Association.
- 7.1.9 The Board may delegate any of its powers, with the exception of its fiscal powers, to a Member or a Committee, provided always that the Board shall have the authority to withdraw all or part of any delegation given.
- 7.1.10 The Board cannot delegate its authority to deliberate on any matters prescribed in this Section.
- 7.1.11 The Board will have the power to remove individual board or committee members from their position in accordance with any policies.

7.2 Composition of the Board

- 7.2.1 Any natural person whether a Member of the Association or not whom is committed to the Objectives of the Association is eligible to be a Board Member of the Association for a period of three years before reappointment is necessary.

7.2.2 The Board shall consist of at least six (6) but not more than eleven (11) Members comprising:-

7.2.2.1 at least, but not limited to One (1) member of Graham Smith's Family; and

7.2.2.2 up to Ten (10) other persons who do not necessarily need to be members of the association but the majority of whom are 'persons of responsibility' as defined in Australian Taxation Ruling TR95/27 or subsequent similar rulings.

8 CASUAL VACANCIES

8.1 Should a vacancy occur on the Board, the Board itself shall appoint a new Member to the Board to fill such a vacancy on the basis of their experience and commitment to the Objectives of the Association, proposals to fill casual vacancies will be accepted from members of the Board or Management Committee;

8.2 Should a vacancy occur on the Management Committee, the Board shall appoint a new Member to fill such a vacancy on the basis of their experience and commitment to the Objectives of the Association, proposals to fill casual vacancies will be accepted from members of the Board or Management Committee;

8.3 A Casual Vacancy occurs when a member of the Board:

8.3.1 Resigns in writing to the Board;

8.3.2 Is absent for three successive Board meetings without explanation;

8.3.3 Is permanently or temporarily suspended for misconduct or conduct inconsistent with the Objectives of the Association;

8.3.4 Becomes bankrupt; or

8.3.5 Is convicted within or outside the State of South Australia with an offence stated in Section 30 of the *Associations Incorporated Act 1985* or equivalent.

9 PANELS AND COMMITTEES

9.1 Appointment of Groups and Committees

9.1.1 In addition to the Management Committee, the Board shall have the power to appoint:-

9.1.1.1 Panels as defined in the definitions of the Association;

9.1.1.2 Fundraising Committees; and

9.1.1.3 Special Purpose Committees

- 9.1.2 Panels will hold the status of committees.
- 9.1.3 Committees will function as committees of the Board. The committees and their members are responsible to the Board and are subject to the direction of, and delegation prepared by, the Board.
- 9.1.4 Committees are empowered only to make recommendations to the Board.
- 9.1.5 Members of Special Purpose Committees must be Members of the Association.
- 9.1.6 Committees may co-opt non Members to assist them in an advisory capacity.
- 9.1.7 The Secretary and Chair of the Management Committee shall be ex-officio members of all Committees.
- 9.1.8 The Treasurer shall be an ex-officio member of the Fundraising Committee.
- 9.1.9 The Board shall at all times retain the right to review or revoke any actions of its Committees.
- 9.1.10 A Special Purpose Committee will appoint one of its members to be the Chairperson of the Committee and he or she will be responsible for reporting to the Board.
- 9.1.11 Panels and Special Purpose Committees may, with the permission of the Members, have observers at their meetings; Observers will speak only on invitation of the Chairperson of the Committee.

9.2 Operation of Panels

- 9.2.1 All Panels must accept the Rules and Policies of the Association without reserve
- 9.2.2 Each Panel shall:-
 - 9.2.2.1 Provide the Association with a report and other associated documents, where applicable, at the end of each Panel's deliberations;
 - 9.2.2.2 Adopt the Objectives and such rules which reflect and which are, to the extent permitted or required by the State Acts, generally in conformity with these Rules;
 - 9.2.2.3 Apply its capacity solely in the pursuit of the Objectives of the Association;
 - 9.2.2.4 At all times act for the joint advantage of the Association and its Members;
 - 9.2.2.5 Do all that is reasonably necessary to enable the Objectives of the Association to be achieved;

- 9.2.2.6 Act in good faith and loyalty to maintain and enhance the Association, its standards, quality and reputation for the collective and mutual benefit of the Members and the Association;
- 9.2.2.7 At all times operate with and promote mutual trust and confidence between the Association and its Members in pursuit of the Objectives; and
- 9.2.2.8 At all times act on behalf of and in the interest of the Members.

10 PROCEEDINGS OF THE BOARD

10.1 Meetings of the Board

- 10.1.1 The Board shall meet at least six (6) times in a Board Year to deliberate on the business of the Association.
- 10.1.2 A quorum for a meeting of the Board shall be one half of the Board plus one.
- 10.1.3 The Chairperson will, on the request of at least three (3) Board Members, convene a meeting of the Board within seven (7) days of the request
- 10.1.4 If a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting shall be adjourned for seven (7) days to the same place and at the same time. All parties shall be notified of the adjournment in writing with at least forty-eight (48) hours notice. In the event of a quorum not being present at the further meeting, the business shall be proceeded with in accordance with the original agenda.
- 10.1.5 With the exception of General Meetings of the Association, when all Members and the public may be present, the Board may, with the permission of all Board Members present, have Observers at its meetings.
- 10.1.6 Members may request permission to attend and observe Board meetings.
- 10.1.7 Observers will speak only with the permission of the Chairperson.

10.2 Decisions at Normal Meetings will be by simple majority

- 10.2.1 All Board Members will have one vote on any question and the Chairperson will have a casting vote where voting is equal.
- 10.2.2 If a Board Member or Committee Member is present at a meeting at the time of discussion and proposition of a matter they must vote.

10.3 Disclosure of Interest of Board Members

10.3.1 A Board Member must not hold an office of profit in the Association without the prior approval of the Association obtained by resolution at a General Meeting.

10.3.2 A Board Member who has a direct or indirect interest in any subject matter to be resolved by the Board must:-

10.3.2.1 As soon as that Board Member becomes aware of his or her interest disclose the nature and extent of his interest prior to the matter being considered by the Board or a General Meeting.

10.3.3 Subject to the Act, a Board Member who has a direct or indirect interest in any matter that is being considered at a meeting of the Association or a Council meeting must:-

10.3.3.1 Not vote on the matter; and

10.3.3.2 Not be present while the matter is being discussed or propose any resolution relating to the matter being considered at the meeting.

10.4 Resolutions not in meeting

10.4.1 A resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Board shall be as valid as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Board.

10.4.2 Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board, may be held where one (1) or more of the Board members is not physically present at the meeting provided that:-

10.4.2.1 All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;

10.4.2.2 Notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;

10.4.2.3 In the event of a failure in communications preventing Clause 10.4.2.1 from being satisfied by a quorum of the Board, then the meeting shall be suspended until Clause 10.4.2.1 is satisfied again. If such is not satisfied within 15 minutes from the interruption, the meeting shall be deemed to have terminated; and

- 10.4.2.4 No meeting shall be invalidated merely because no Board member is physically present at the place for the meeting specified in the notice of a meeting.

11 GENERAL MEETING

11.1 Proceedings at General Meetings

- 11.1.1 If the Chairperson of the Management Committee is present then he or she shall preside at all General Meetings.
- 11.1.2 If the Chairperson of the Management Committee is absent or vacates the chair to debate an issue before the chair or he or she is the subject of the debate, a member of the Board or Management Committee shall be elected Chairperson from the members present.
- 11.1.3 Notices of Motion for matters to be placed on the agenda for General Meetings:-
- 11.1.3.1 Shall be in writing and proposed and seconded by eligible Members of the Association; and
 - 11.1.3.2 Must be delivered to the Secretary by close of business on the appointed day (See Policy documents).
- 11.1.4 In the event of no quorum being available at any General Meeting, the Chairperson of the meeting shall adjourn the meeting to a date, time and place within fourteen days after notifying Members of the adjourned meeting.
- 11.1.5 When the adjourned meeting is reconvened, the meeting shall proceed on the business as scheduled for the original meeting and those present will be a quorum.

11.2 Voting at General, Annual General and Special General Meetings

- 11.2.1 All eligible Members who are financial at the time of the meeting are entitled to vote
- 11.2.2 Where a member is a body corporate they shall be entitled to appoint (in writing) a person who need not be a member of the Association to represent it at a General Meeting and have the same voting rights as those outlined in Clause 11.2.1
- 11.2.3 Members who are not present may vote by appointing the Secretary as their proxy. Each proxy vote must:-
- 11.2.2.1 Be in writing or on an appropriate online form as approved by the Board;
 - 11.2.2.2 Describe the motion to be voted upon;

- 11.2.2.3 Make clear whether the vote is in favour or against the motion;
 - 11.2.2.4 Be signed by the member giving the proxy, unless sent via the approved online form; and
 - 11.2.2.5 Be in the hands of the Secretary prior to the scheduled start of the meeting.
- 11.2.4 If there are proxy votes or a secret ballot is called for, the Chairperson will appoint one or more scrutineers to count the votes.
- 11.2.5 The scrutineers will check each proxy vote and verify the intention of the vote.
- 11.2.6 The Chairperson, as a Member, has a deliberate vote. In the event of a tied vote the Chairperson shall have a casting vote.

11.3 Annual General Meetings

- 11.3.1 The Annual General Meeting of the Association shall be held within two months of the end of the Associations financial year at the time and place decided upon by the Management Committee.
- 11.3.2 A quorum at an Annual General Meeting shall be 10 eligible Members.
- 11.3.3 The business of the Annual General Meeting shall include:-
- 11.3.3.1 The minutes of the previous Annual and Special General Meetings.
 - 11.3.3.2 The Annual Report
 - 11.3.3.3 The audited financial records and statements.
 - 11.3.3.4 The appointment of an accredited Auditor
 - 11.3.3.5 The election of a Treasurer, Secretary and Members of the Management Committee who will be appointed by the Board.
 - 11.3.3.6 Any Notices of Motion; and,
 - 11.3.3.7 Any general business.
- 11.3.4 Notice of the Annual General Meeting, together with any notices of motion duly submitted shall be forwarded to Members at least twenty-one days prior to the date appointed for holding the Annual General Meeting.

11.4 Special General Meetings

- 11.4.1 The Board may call a Special General Meeting for any purpose at any time.

- 11.4.2 The Board shall call a Special General Meeting on the written request of not less than twenty five (25) eligible Members.
- 11.4.3 The Board shall fix the date, time and place of any required meeting and shall give notice thereof including the purpose and nature of the business, and advise Members at least twenty-one days prior to the appointed date.
- 11.4.4 No matters, other than those specified in the notice shall be dealt with at a Special General Meeting.
- 11.4.5 A quorum at a Special General Meeting shall be fifty (50) eligible Members.

12 MINUTES AND RECORDS

12.1 Keeping of Minutes and Records

- 12.1.1 The Association shall establish and maintain proper records and minutes concerning all transactions, Business Meeting, other meetings and dealings of the Association.
- 12.1.2 The Board shall produce these as appropriate at each Board Meeting or General Meeting.
- 12.1.3 The minutes of meetings shall record:-
- 12.1.3.1 The resolutions passed at the meeting and show the proposed and seconder of any motion put;
 - 12.1.3.2 The Chairperson's declaration of the outcome of the vote;
 - 12.1.3.3 The results of any division called in regard to a declaration of a vote;
 - 12.1.3.4 Record the arrival and leaving of Board Members; and
 - 12.1.3.5 Any other matters which the Board by resolution resolves to add to the Minutes.

12.2 Records to be kept in Accordance with the Act

- 12.2.1 Accounts and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable codes of conduct.
- 12.2.2 The books of accounts shall be kept in the care and control of the Association through the Treasurer.

12.3 The Association to retain Records

12.3.1 The Association shall retain such records at the place at which the Association is situated for not less than 7 years after the completion of the transactions or operations to which they relate.

12.4 The Board to submit Accounts

12.4.1 The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with these Rules and the Act.

12.5 Notices to be Sent

12.5.1 The Association shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the accounts, the Annual Report, the auditor's report and every other document required under the Act/s (if any).

12.6 Accounts Conclusive

12.6.1 The accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regard any error discovered in them within three months after such approval or adoption.

12.7 Inspection of Accounts

12.7.1 The records of the Association shall be available for inspection by a financial member of the Association by appointment with the Treasurer.

12.8 Negotiable Instruments

12.8.1 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) authorised Board Members or by one (1) authorised Board Member and the Treasurer or in such other manner and by such persons the Board determines.

13 OPERATION OF THESE RULES

13.1 Rules Bind Members

13.1.1 The Association and its Members agree:-

- 13.1.1.1 That they are bound by these Rules and that these Rules operate to ensure that the Objectives of the Association are achieved;
- 13.1.1.2 To act in good faith and loyalty to each other to ensure the maintenance and enhancement of the reputation of the Graham F Smith Peace Foundation Incorporated for the collective and mutual benefit of its members and the community;
- 13.1.1.3 To make full and proper disclosure to each other of all matters of importance to the Association;
- 13.1.1.4 To ensure that no Member acquired a material financial advantage at the expense of the Association and its Members;
- 13.1.1.5 To operate with mutual trust and confidence in pursuit of the Objectives; and
- 13.1.1.6 To act for and on behalf of the interests of the Association, the Members and the Community.

13.2 Alteration of the Rules

- 13.2.1 These Rules may be altered, including an alteration to the Association's name, by special resolution of the members of the Association. This includes rescission or placement by substitute rules.
- 13.2.2 The alteration shall be registered in the manner that is required by the Act.
- 13.2.3 The registered Rules shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them and agree to be bound by all the provisions thereof.

14 FINANCIAL REPORTING

14.1 Financial Year

- 14.1.1 The financial year of the Association shall begin on 1 March and end on the last day of February each year.

14.2 Financial Records

- 14.2.1 The Association shall keep and retain such accounting records as necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

14.2.2 All money received by or on behalf of the Association shall be paid into the Association's accounts with Approved Deposit Institutions, as the Board shall from time to time determine.

14.3 Appointment of Auditor

14.3.1 A properly qualified auditor or auditors shall be appointed at the Annual General Meeting.

14.3.2 The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act in accordance with the generally accepted principles, or any applicable code of conduct.

14.4 The accounts of the Association including the profit and loss accounts and balance sheet shall be examined by the auditor or auditors at least once in every financial year.

15 POLICY DOCUMENTS

15.1 The Board to formulate Policies

15.1.1 The Board may formulate, approve, issue, adopt, interpret and amend such Policies for the proper advancement, management and administration of the Association and the advancement of the Objectives, as it may think necessary or desirable, including the determination of the colours and any logo of the Association.

15.1.2 Such Policies must be consistent with these Rules.

15.2 Policies binding

15.2.1 All Policies made under this clause shall be binding on the Association and its Members.

15.3 Policies deemed applicable

15.3.1 All rules, regulations and Policies of the Association in force at the date of the approval of these Rules under the Act insofar as such rules, regulations and Policies are not inconsistent with, or have been replaced by these Rules, shall be deemed to be Policies under these Rules.

15.4 Policies binding on Members

15.4.1 Amendments, alterations, interpretations or other changes to Policies shall be advised to Members and Panels by means of

notices approved by the Board, prepared and issued by the Association.

15.4.2 Panels shall be obliged to draw such notices to the attention of their respective Members.

15.4.3 Policies are binding upon all Members.

16 GENERAL

16.1 Manner of Notices

16.1.1 Notices may be given to any Member by sending the notice by pre-paid post or facsimile transmission or by electronic mail to the Member's registered address or facsimile number or electronic mail address.

16.1.2 Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.

16.1.3 Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be valid upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

16.1.4 Where a notice is sent by electronic mail, service of the notice shall be deemed to be valid upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

16.2 Notice of General Meeting

16.2.1 Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under these Rules.

16.3 Common Seal

16.3.1 The Association will have a common seal, retained by the Secretary, upon which its corporate name shall appear in legible characters.

16.3.2 The seal may be applied to any instrument for which a seal is required after authorisation of the Board and witnessed by the Chairperson of either the Board or Management Committee or if unavailable by the Treasurer.

16.4 Patrons and Vice-Patrons

16.4.1 The Association may appoint on the recommendation of the Board a Patron and such number of Vice-Patrons as necessary.

16.5 Public Fund

16.5.1 The Association will establish and maintain a public fund.

16.5.2 Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

16.5.3 The fund will be administered by the Board the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Graham F Smith Peace Foundation Incorporated.

16.5.4 No monies or assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

16.5.5 The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.

16.5.6 Receipts for gifts to the Associations public fund must state:

- the name of the public fund and that the receipt is for a gift made to the public fund;
- the Australian Business Number of the company;
- the fact that the receipt is for a gift; and
- any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997 (Commonwealth)*.

17 INDEMNITY

17.1 Persons to be indemnified

17.1.1 Persons as defined in Section 39B of the Act shall be indemnified out of the property or assets of the Association against any liability incurred by them acting in their capacity as a

defined officer of the Association in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connected with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.

18 WINDING UP THE ASSOCIATION

18.1 Winding up

- 18.1.1 The Association shall be dissolved in a manner provided for in the Act.
- 18.1.2 At a General Meeting called for specific purpose of dissolving the Association of which twenty-eight days notice shall be given, the quorum for the meeting will be fifty per cent (50%) plus one of the financial Members of the Association.
- 18.1.3 The Association may not be dissolved without a majority of seventy-five percent (75%) of the financial members present at the meeting voting in favour of the dissolution.

19 DISTRIBUTION OF PROPERTY ON WINDING UP

19.1 Property and Assets Distribution

- 19.1.1 If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997 (Commonwealth)* and listed on the Register of Cultural Organisations maintained under that Act.
- 19.1.2 Such an organisation shall be determined by the Members at or before the time of dissolution and in default thereof by such judgement the Supreme Court may have or acquire jurisdiction in the matter.