

FINAL
19 April 2009

Assisi Aid Projects Inc.

Reg A0006479K

ABN 56 511 265 170

Statement of Purposes and Rules

Freehills

101 Collins Street Melbourne Victoria 3000 Australia
Telephone +61 3 9288 1234 Facsimile +61 3 9288 1567
www.freehills.com DX 240 Melbourne

SYDNEY MELBOURNE PERTH BRISBANE SINGAPORE
Correspondent Offices HANOI HO CHI MINH CITY JAKARTA KUALA LUMPUR
Reference John Emerson

Table of contents

<i>Clause</i>		<i>Page</i>
	Statement of Purposes	1
1	Purposes	1
2	Powers	1
	Rules	3
1	Name	3
2	Definitions and interpretation	3
	2.1 Definitions	3
	2.2 Interpretation	3
3	Membership	4
	3.1 Membership categories	4
	3.2 Application for membership	4
	3.3 Register of members	5
	3.4 Termination of membership	5
	3.5 Expulsion	5
	3.6 Grievance procedure	6
4	Entrance fee, annual subscription and financial members	7
	4.1 Entrance fee	7
	4.2 Annual Subscription	7
	4.3 Members	7
	4.4 Financial member	7
5	Income and property	7
6	Establishment and operation of Public Fund	8
	6.1 Maintaining Public Fund	8
	6.2 Use of Public Fund	8
	6.3 Public Fund management	8
	6.4 Winding up	9
	6.5 Bank account and receipts	9
7	Annual general meeting	9
	7.1 Generally	9
	7.2 Business of an annual general meeting	10

8	General meetings	10
8.1	Committee convening a general meeting	10
8.2	Members convening a general meeting	10
9	Notice of general meetings	10
10	Proceedings at general meetings	11
10.1	Quorum	11
10.2	Chairman of general meetings	11
10.3	Adjournment	12
10.4	Conducting general meetings	12
10.5	Voting	12
10.6	Proxies	13
11	The committee	13
11.1	Power to manage the association	13
11.2	Composition of committee	13
11.3	Nomination of committee	14
11.4	Removal of committee member	15
11.5	Vacancy of office on committee	15
11.6	Use of information or position	15
11.7	Disclosure of interests	16
11.8	Voting on contract in which member of the committee has interest	16
11.9	Implied validity	17
12	Proceedings of the committee	17
12.1	Officers	17
12.2	Responsibility for administration	17
12.3	Committee meetings	18
12.4	Convening meetings	18
12.5	Quorum	18
12.6	Chairman	18
12.7	Decisions of the committee	18
12.8	Observers at meetings of committee	19
12.9	Meetings convened by telephone or other electronic means	19
12.10	Written resolutions of the committee	19
13	Subcommittees	20
13.1	Delegation to subcommittees	20
13.2	Control of subcommittees	20
13.3	Rules apply to subcommittee	20
14	Advisory boards	21
14.1	Establishment and termination	21
14.2	Functions	21
15	Delegates and the Public Officer	21
15.1	Delegates	21

15.2	The Public Officer	21
16	Audit	22
16.1	Appointment of auditor	22
16.2	Remuneration of auditor	22
16.3	Qualifications of auditor	22
16.4	Role of auditor	22
16.5	Access by auditor	22
16.6	Report by auditor	22
16.7	Attendance at general meetings	23
17	Cheques	23
18	Custody and inspection of records	23
18.1	Custody of records	23
18.2	Inspection of records	23
19	Common seal	23
20	Notices	24
21	Trading	24
22	Source of funds	24
23	Alteration of Statement of Purposes and rules	24
24	Indemnity and insurance	25
24.1	Indemnity	25
24.2	Insurance	25
25	Winding up	25
26	Transitional provisions	25

Assisi Aid Projects Inc.

Associations Incorporation Act 1981

Statement of Purposes

1 Purposes

The association is established for the public charitable purpose of providing relief to people within countries declared by the Minister for Foreign Affairs to be developing countries under section 30-85(2) of the *Income Tax Assessment Act 1997*.

2 Powers

In order to carry out the association's purposes, the association may:

- (a) build partnerships between the association and charitable organisations and communities in developing countries with the express intention to relieve the poor in those countries through the provision of basic educational and health services and by supporting initiatives designed to break the cycle of poverty;
- (b) continue to support and promote the works of the association's partner in India - Assisi Farm and the Training Centre and other partners from time to time as applicable;
- (c) raise funds and invite and receive contributions, grants, distributions of income or capital, gifts (by will or otherwise), subscriptions, fees, loans and deposits from any person;
- (d) provide funds or other material benefits by way of grant or otherwise;
- (e) wherever practicable, to work within the Australian Council for International Development code of conduct as amended from time to time for non-government development organisations;
- (f) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the committee members from a class of trusts, objects or purposes specified by any person;
- (g) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
- (h) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (i) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;

- (j) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (k) construct, improve, maintain, develop, work, manage and control real or personal property;
- (l) enter into contracts and deeds;
- (m) appoint a person as the association's attorney or agent with the powers (including the power to sub-delegate) and on the terms the association thinks fit, and procure registration or recognition of the association in any other country or place;
- (n) enter into arrangements with any government or authority and obtain from any government or authority any right, privilege or concession;
- (o) engage, dismiss or suspend any employee, agent, contractor or professional person;
- (p) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the association's property (both present and future) and purchase, redeem or pay off those securities;
- (q) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments;
- (r) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- (s) accept any gift of property, whether subject to any special trust or not;
- (t) appoint patrons of the association;
- (u) make donations for charitable purposes;
- (v) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
- (w) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- (x) do all other things that are incidental or conducive to carrying out the association's purposes.

Assisi Aid Projects Inc.

Associations Incorporation Act 1981

Rules

1 Name

The name of the incorporated association is **Assisi Aid Projects Inc. (the association)**.

2 Definitions and interpretation

2.1 Definitions

In these rules:

Act means the *Associations Incorporation Act 1981* (Vic);

Commissioner means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the ITAA 97;

ITAA 97 means *Income Tax Assessment Act 1997*;

Life Member means a person who holds membership under rule 3.1(b)

Officer has the meaning given in rule 12.1 but for the purpose of rule 24 only, means:

- (a) any member of the committee; and
- (b) any other person the committee determines from time to time;

Ordinary Member means a person who holds membership under rule 3.1(a);

Public Fund means the fund referred to in rule 6;

Public Officer means the person occupying the office of public officer of the association under the Act; and

Responsible Person means an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on the Australian Stock Exchange;
- (e) has received formal recognition from government for services to the community; or
- (f) is approved as a Responsible Person by the Commissioner.

2.2 Interpretation

- (a) a word or expression in the singular includes the plural, and the plural includes the singular, and 'person' includes an incorporated body;

- (b) headings are for convenience only and do not affect the interpretation of these rules;
 - (c) a reference to one gender includes all genders;
 - (d) a reference to legislation, a regulation or a standard includes:
 - (1) any subordinate legislation made under legislation; and
 - (2) any modification or replacement of the legislation, regulation or standard or of any subordinate legislation made under legislation;
 - (e) a reference to these rules or the Statement of Purposes, or to a provision of these rules or the Statement of Purposes, includes any modification or replacement of them;
 - (f) a member is to be taken to be present in person at a general meeting if the member is present in person or by proxy.
-

3 Membership

3.1 Membership categories

- (a) Any person other than an employee of the association is eligible to apply for admission as an Ordinary Member.
- (b) Any person who in the opinion of the committee has given meritorious service to the association over a period of at least 5 years or who has made an extraordinary contribution to the association whether in time, money or in any other way may be recommended by the committee to a general meeting for appointment as a Life Member. Life Members have the rights and responsibilities of Ordinary Members including but not limited to the right to be nominated for and hold office however Life Members are not required to pay any entrance fees or subscriptions

3.2 Application for membership

- (a) Any person may apply for membership of the association.
- (b) An application for membership:
 - (1) must be made in writing in the form set out in Appendix 1 or any other form approved by the committee; and
 - (2) must be lodged with the committee or its delegate.
- (c) After the receipt of an application, the committee or any delegate must consider the application and notify the applicant of the decision. The committee or delegate need not give any reason for rejecting an application.
- (d) The committee or its delegate must, upon payment of any applicable entrance fee or subscription, enter that person's name in the register of members.
- (e) A right, privilege, or obligation of a person by reason of that person's membership:
 - (1) is not capable of being transferred or transmitted to another person;

- (2) terminates upon the cessation of that person's membership whether by death or resignation or otherwise.

3.3 Register of members

- (a) The committee must keep a register of members. The full name, address and date of entry of the name of each member must be entered.
- (b) The register of members must be available for inspection by members at the association's office on giving reasonable notice to the committee.
- (c) The register of members may be kept in any manner or form the committee thinks fit, so long as it is readily convertible to written or printed form.
- (d) All persons may treat the register of members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the register of members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the register of members.

3.4 Termination of membership

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the committee;
- (c) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (e) is expelled under rule 3.5;
- (f) becomes, if the committee so decides in their absolute discretion, an untraceable or inactive member because the person has ceased to reside at, attend or otherwise communicate with his or her address on the register of members or failed to attend, or to send an apology for not attending, three consecutive annual general meetings; or
- (g) fails to pay any fees or subscriptions due and payable within 3 months of when it falls due, or such other time as the committee decides.

3.5 Expulsion

- (a) The committee may by resolution expel a member from the association if, in their absolute discretion, they decide it is not in the interests of the association for the person to remain a member.
- (b) If the committee intends to propose a resolution under rule 3.5(a), at least 2 weeks before the meeting at which the resolution is to be proposed, they must send the member at his or her registered address written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the intended resolution and the grounds on which it is based; and

- (3) informing the member that it, he or she or a representative may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

3.6 Grievance procedure

- (a) Any dispute under these rules between a member and another member or between a member and the association must, unless the parties otherwise agree, be dealt with by the procedure in this rule 3.6.
- (b) Any party to a dispute between members, may refer the dispute to the committee for determination or mediation.
- (c) The committee may, subject to rule 3.6(e) below, act as a mediator or may appoint a third party as a mediator.
- (d) If there is a dispute between the association and a member, either party may require the dispute be referred to mediation.
- (e) The mediator must be:
 - (1) a person chosen by agreement between the parties to the dispute; or
 - (2) in the absence of agreement within 14 days of a party requiring mediation;
 - (A) in the case of a dispute between a member and another member, a person appointed by the committee; or
 - (B) in the case of a dispute between a member and the association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) or its successor in law.
- (f) A member can be a mediator.
- (g) The mediator cannot be a party to the dispute.
- (h) Any party to a dispute may appoint any person to act on behalf of that party in the process of determination by the committee or mediator.
- (i) The committee, in determining the dispute (if requested under rule 3.6(b)) or a mediator, in conducting the mediation, must:
 - (1) give the parties to the dispute every reasonable opportunity to be heard;
 - (2) allow due consideration by all parties of any written statement submitted by a party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the process.
- (j) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within 2 months of the party requiring mediation, any party to the dispute may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (k) A determination made by the committee under this rule is final and binding on all parties to the dispute.

4 Entrance fee, annual subscription and financial members

4.1 Entrance fee

The entrance fee for Ordinary Members is the amount, if any, set by the committee and at the date of adoption of these rules it is nil.

4.2 Annual Subscription

The annual subscription for Ordinary Members is the amount, if any, set by the committee and at the date of adoption of these rules it is nil for individual members and nil for incorporated bodies.

4.3 Members

The committee may determine different fees or subscriptions for individual members and members who are incorporated bodies or for any different classes of membership.

4.4 Financial member

- (a) A member is a financial member of the association if:
 - (1) all money due to the association at the relevant time is paid; or
 - (2) the committee has determined in a specific case exceptional circumstances or hardship exists so that a member who owes money to the association is to be regarded as a financial member.
- (b) Other than a Life Member, a member who is not a financial member of the association may not vote at a general meeting.

5 Income and property

The association's income and property, including the income of and property in the Public Fund, must be applied solely towards promoting the association's purpose and exercising its powers as set out in these rules. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members. However, this rule does not prohibit making a payment in good faith for:

- (a) out-of-pocket expenses incurred by a member; or
- (b) a service rendered to the association by a member in a professional or technical capacity where:
 - (1) the provision of the service has the prior approval of the committee; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service,

or prohibit payment:

- (c) in good faith to any member for goods supplied in the ordinary and usual course of business;
- (d) of reasonable and proper interest on money borrowed from a member; or

- (e) of reasonable and proper rent for premises let by any member to the association.
-

6 Establishment and operation of Public Fund

6.1 Maintaining Public Fund

The association must maintain a public fund to be known as the Assisi Aid Projects Public Fund (**Public Fund**) for the purpose of the association outlined in rule 1 of Statement of Purposes.

6.2 Use of Public Fund

The association must ensure that:

- (a) the Public Fund receives all gifts of money and property for the purpose of the association;
- (b) all money (including interest, income or money from the realisation of property) derived from money or property in the Public Fund is paid into the Public Fund;
- (c) the Public Fund does not receive any money or property other than money or property described in rules 6.2(a) and 6.2(b);
- (d) the Public Fund is only used to further the association's purpose;
- (e) a separate bank account is established and maintained for the Public Fund into which all money in the Public Fund will be paid and that the members of the committee referred to in rule 6.3 who are permanently located in Australia are the only signatories to the account;
- (f) the Australian Taxation Office is notified of any material changes to this rule 6; and
- (g) the public is invited to make gifts to the Public Fund for the purpose of the association.

6.3 Public Fund management

- (a) At a particular time, the Officers of the association may administer the Public Fund if a majority of the Officers are then Responsible Persons. If at that time that is not the case, the Officers must delegate the power to administer the Public Fund to a committee of at least three persons, a majority of whom are Responsible Persons permanently located in Australia.
- (b) The Officers or the committee, as the case may be, must authorise the release of money from the Public Fund, manage the investment of the Public Fund, and authorise the sale of its assets.
- (c) The Officers of the association may appoint the members of the public fund committee and remove members of the public fund committee.
- (d) Subject to this clause, the Officers may specify:
 - (1) the manner in which proceedings of the committee are to be conducted;

- (2) that the release of money from the Public Fund authorised by the committee is in accordance with the annual operating plan and budget, as it may be amended from time to time to reflect updates and changes in operational priority prepared by the Officers;
- (3) the matters which the committee must have regard to in carrying out its functions; and
- (4) any other matters concerning the committee or its functions that the Officers decide.

6.4 Winding up

- (a) At the first occurrence of:
 - (1) the winding up of the Public Fund;
 - (2) the Public Fund ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97; or
 - (3) the association ceasing to be endorsed as a deductible gift recipient for the operation of the Public Fund,any surplus assets of the Public Fund must be transferred to a public fund:
 - (4) which is charitable at law; and
 - (5) gifts to which can be deducted under Subdivision 30-B due to it being characterised as a public fund declared by the Treasurer to be a relief fund as described in item 9.1.1 of the table in section 30-80 of ITAA 97,as the members decide.

6.5 Bank account and receipts

- (a) The association must maintain a separate bank account for the Public Fund.
- (b) Receipts for gifts to the Public Fund must include:
 - (1) the Australian Business Number and name of the association;
 - (2) name of the Public Fund;
 - (3) the date the donation was received;
 - (4) the fact that the receipt is for a gift;
 - (5) signature of a person authorised to act on behalf of the Public Fund;
 - (6) name of the donor; and
 - (7) type of donation (money or property) and value.

7 Annual general meeting

7.1 Generally

- (a) The association must in each calendar year convene an annual general meeting of the members within 5 months of the end of the financial year.

- (b) The annual general meeting must be specified as such in the notice convening it.

7.2 Business of an annual general meeting

- (a) The ordinary business of the annual general meeting is:
 - (1) to approve the minutes of the previous annual general meeting;
 - (2) to receive from the committee any reports on the transactions of the association during the preceding financial year, prepared for this purpose;
 - (3) to receive and consider the statement submitted by the association in accordance with section 30(3) of the Act; and
 - (4) to appoint members to the committee, if applicable under rule 11.2(d).
- (b) The annual general meeting may transact special business of which notice is given in accordance with these rules.

8 General meetings

8.1 Committee convening a general meeting

The committee may, whenever it thinks fit, convene a general meeting.

8.2 Members convening a general meeting

- (a) The committee must, on the written requisition of members representing at least 20 percent of the total number of members entitled to vote, convene a general meeting.
- (b) The requisition for a general meeting must:
 - (1) state the objects of the meeting;
 - (2) be signed by the members making the requisition; and
 - (3) be sent to the committee at the registered address of the association.
- (c) If the committee does not cause a general meeting to be held within one month after the date on which the requisition is received, the members making the requisition, or any of them, may convene a general meeting to be held no later than 3 months after that date.
- (d) A general meeting convened by members under this rule 8.2 must be convened in the same manner, as nearly as possible, as that in which general meetings are ordinarily convened by the committee.
- (e) The association must reimburse all reasonable expenses incurred by members in convening the general meeting.

9 Notice of general meetings

- (a) The committee must, at least 7 days (or, if a special resolution has been proposed, at least 21 days) before the date fixed for holding a general meeting, cause to be sent to:

- (1) each member; and
- (2) the auditor of the association (if any),

at his, her or its address appearing in the register of members, a notice stating the place, date and time of the general meeting and the general nature of the business to be transacted at the general meeting.

- (b) No business except that set out in the notice convening the general meeting may be transacted at the general meeting.

10 Proceedings at general meetings

10.1 Quorum

- (a) No item of business may be transacted at a general meeting (except the election of a chairman of the meeting and the adjournment of the meeting) unless a quorum is present during the time when the meeting is considering that item.
- (b) Four members personally present (being entitled under these rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (c) If, within 30 minutes after the appointed time for a general meeting to commence, a quorum is not present, the meeting:
 - (1) if convened on the requisition of members under rule 8.2, is dissolved; and
 - (2) in any other case, will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice given to members before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting the quorum is not present within 30 minutes after the time appointed for the meeting to commence, the adjourned general meeting, is dissolved.

10.2 Chairman of general meetings

- (a) The president of the committee must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairman at each general meeting.
- (b) If at a general meeting:
 - (1) the president of the committee present within 15 minutes; or
 - (2) the president of the committee is present but is not willing to act as chairman of the meeting,the members present must elect as chairman of the meeting:
 - (3) another committee member who is present and willing to act; or
 - (4) if no other committee member present at the meeting is willing to act, a member who is present and willing to act.

10.3 Adjournment

- (a) The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the general meeting from time to time and place to place.
- (b) No business may be transacted at an adjourned general meeting except the business left unfinished at the general meeting at which the adjournment took place.
- (c) Where a general meeting is adjourned for 14 days or more, a notice of the adjourned meeting must be given as for the general meeting.
- (d) Except as provided in rule 10.3(c), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

10.4 Conducting general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairman of the meeting, whose decision is final.
- (b) Except for a meeting at which a secret ballot is held, the contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (c) All the provisions in this constitution relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- (d) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting except for the purpose of determining whether a quorum is present.
- (e) A meeting by telephone or other electronic means is taken as held at the place decided by the chairman of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

10.5 Voting

- (a) Despite any other provision in these rules, no member is entitled to vote at a general meeting unless the name of the member has been entered in the register of members in at least the 30 days before the general meeting.
- (b) A resolution put to the vote of a general meeting must be decided on a show of hands, unless before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (1) the chairman; or
 - (2) at least 2 members present and entitled to vote on the resolution.
- (c) Unless a poll is demanded:

- (1) a declaration by the chairman that a resolution has, on a show of hands or other method of voting, been carried or carried unanimously or carried by a particular majority or lost; and
 - (2) an entry to that effect in the minute book of the association, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (d) Upon any question arising at a general meeting, each member entitled to vote has one vote.
- (e) All votes must be given:
- (1) personally; or
 - (2) by proxy.
- (f) Where the votes on a question are equal, the chairman of the meeting may:
- (1) re-open the debate, impose a time limit within the meeting and request a further vote; or
 - (2) refer the question to the committee for resolution.

10.6 Proxies

- (a) Each member entitled to vote may appoint any individual as a proxy by notice given to the committee no later than 24 hours before the time of the general meeting for which the proxy is appointed.
- (b) The notice appointing the proxy must be in the form in Appendix 2 or any other form approved by the committee.

11 The committee

11.1 Power to manage the association

- (a) The affairs of the association will be managed by a board of governance known as the committee.
- (b) The committee:
 - (1) has responsibility for the oversight of the financial, administrative and management functions of the association and setting strategic directions for the association;
 - (2) may exercise, to the exclusion of the members at general meeting, all the powers of the association which are not required by these rules or the Act, to be exercised by the members at general meetings.

11.2 Composition of committee

- (a) The committee must consist of at least 7 members. Each member of the committee must be a member of the association. The maximum number of members on the committee is 11 but may be varied by resolution of the members.

- (b) The committee may appoint a person as a member of the committee either to fill a vacancy or as an addition to the committee.
- (c) A committee member appointed by the committee under rule 11.2(b), holds office only until the conclusion of the next annual general meeting following his or her appointment under rule 11.2(b).
- (d) At every annual general meeting if the number of committee members, (after excluding any committee members appointed by the committee under rule 11.2(b) and standing for election or re-election),
 - (1) is 7 or less, then 3 of the remaining committee members must retire from office; or
 - (2) if the number is more than 7, one third of those committee members (to the nearest whole number) must retire from office.
- (e) No committee member may hold office without re-election beyond the third annual general meeting following the meeting at which the committee member was last elected or re-elected.
- (f) The committee members to retire under rule 11.2(d) are those committee members who wish to retire and not offer themselves for re-election, those committee members required to retire under rule 11.2(e) and, so far as is necessary to obtain the number required, those who have been longest in office since their last election or appointment. As between committee members who were last elected or appointed on the same day, those to retire must, unless they can agree among themselves, be decided by lot.
- (g) The committee members to retire under rule 11.2(d) (both as to number and identity) is decided having regard to the composition of the committee at the date of the notice calling the annual general meeting. A committee member is not required to retire and is not relieved from retiring because of a change in the number or identity of the committee members after the date of the notice but before the meeting closes.
- (h) The association may by resolution at an annual general meeting fill an office vacated by a committee member under rule 11.2(c), 11.2(d) or 11.2(e) by electing or re-electing an eligible person to that office.
- (i) A committee member retiring from office under rule 11.2(c), 11.2(d) or 11.2(e) is eligible for re-election subject to a maximum term of 9 years, unless the maximum term is varied for a particular committee member by the committee.
- (j) The retirement of a committee member from office under this constitution and the re-election of the committee member or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.

11.3 Nomination of committee

- (a) Nominations of candidates for election as members of the committee will be called for at least 6 weeks prior to the annual general meeting of the association at which elections will be held. The notice calling for nominations must list those committee members ceasing to be committee members.

- (b) The nominations must be:
 - (1) made in writing, signed by one member other than the candidate;
 - (2) accompanied by a short biographical statement and the written consent of the candidate (which may be endorsed on the form of nomination);
 - (3) delivered to the committee not less than 30 days before the date fixed for the holding of the annual general meeting.
- (c) Information about each nominated candidate (provided he or she is eligible under rule 11.2(j)) will be sent to all members no later than 21 days prior to the annual general meeting.
- (d) If insufficient nominations are received to fill all vacancies on the committee, further nominations, if any, will be received and voted on at the annual general meeting.

11.4 Removal of committee member

- (a) Subject to rule 11.4(b) the members may, by resolution passed at a general meeting, remove any committee member and appoint another member in his or her place to hold office until the next annual general meeting.
- (b) The committee member who is the subject of a proposed resolution under rule 11.4(a) must be given at least 4 weeks notice of the general meeting and may make a representation in writing to the chairman (not exceeding a reasonable length) and request that the representation be notified to the members and the chairman must send a copy of the representation to each member if received at least 30 days before the general meeting and, if it is not so sent, the committee member may require that it be read out at the general meeting.

11.5 Vacancy of office on committee

The position of a member of the committee becomes vacant if the person:

- (a) becomes an insolvent under administration within the meaning of the *Corporations Act*;
- (b) becomes of unsound mind, or a person whose person or estate is liable to be dealt with under the law relating to mental health;
- (c) is found guilty of or convicted of an indictable offence punishable by imprisonment, whether or not a term of imprisonment is imposed;
- (d) resigns as a member of the committee by written notice to the committee; or
- (e) fails to attend 3 consecutive meetings of the committee without approval of the remaining members of the committee (whether given before or after that absence) and is removed from office by resolution of the committee.

11.6 Use of information or position

- (a) A member of the committee must not:
 - (1) while a member of the committee; and

- (2) after ceasing to be a member of the committee, knowingly or recklessly make improper use of information acquired by virtue of his or her position in the association so as to:
 - (3) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (4) cause a detriment to the association.
- (b) A member of the committee must not knowingly or recklessly make improper use of his or her position in the incorporated association so as to:
 - (1) gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person; or
 - (2) cause detriment to the association.

11.7 Disclosure of interests

- (a) A member of the committee who has any direct or indirect interest in a contract, or proposed contract, with the association must:
 - (1) as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the committee; and
 - (2) disclose the nature and extent of his or her interest in the contract, or proposed contract, in the statement submitted under section 30(3) of the Act by the association to the members at the next annual general meeting.
- (b) Rule 11.7(a) does not apply in respect of an interest that exists only by virtue of the fact that the member of the committee:
 - (1) is an employee of the association;
 - (2) is a member of a class of persons for whose benefit the association is established; or
 - (3) has the interest in common with all or a substantial proportion of the members.
- (c) Subject to rule 11.7(d), if a member of the committee discloses an interest in a contract, or proposed contract, in accordance with rule 11.7(a), or his or her interest is not such as need be disclosed under rule 11.7(a):
 - (1) the contract is not liable to be avoided by the association on any ground arising from the fiduciary relationship between the member of the committee and the association; and
 - (2) the member of the committee is not liable to account for profits derived from the contract.
- (d) Despite anything to the contrary in these rules, a member of the committee may not act as auditor of the association.

11.8 Voting on contract in which member of the committee has interest

- (a) A member of the committee who has any direct or indirect interest in a contract, or proposed contract, with the association must not take part in any decision of the committee with respect to that contract but may,

subject to a decision of the remaining committee members, take part in any deliberations with respect to that contract or proposed contract.

- (b) Rule 11.8(a) does not apply in respect of an interest:
 - (1) that exists only by virtue of the fact that the member of the committee is a member of a class of persons for whose benefit the association is established; or
 - (2) that the member of the committee has in common with all or a substantial proportion of the members.

11.9 Implied validity

Despite any other provision in these rules, all decisions and actions at a meeting of the committee, and all actions taken by the committee or a person acting as a committee member, are as valid as if every person acting as a committee member had:

- (a) been duly appointed;
- (b) duly continued in office; and
- (c) at all material times been fully entitled to do all things which he or she did or purported to do as a committee member,

even though it is later discovered that there was a defect in the person's appointment or continuance in office, or that the person had vacated office or was not entitled to do a particular thing.

12 Proceedings of the committee

12.1 Officers

- (a) The Officers of the association are, unless otherwise decided by the committee:
 - (1) a president;
 - (2) a deputy president;
 - (3) a treasurer; and
 - (4) a secretary.
- (b) The Officers of the association are elected by the committee at the first meeting of the committee after the annual general meeting.

12.2 Responsibility for administration

- (a) The committee must ensure minutes of the resolutions and proceedings of each general meeting and each committee meeting are kept in books provided for that purpose together with a record of the names of persons present at committee meetings.
- (b) The committee must ensure a person is appointed to:
 - (1) collect and receive all monies due to the association and make all payments authorised by the association; and

- (2) keep correct accounts and books showing financial affairs of the association with full details of all receipts and expenditures connected with the activities of the association.

12.3 Committee meetings

- (a) The committee must meet at least 3 times in each financial year.
- (b) Subject to rule 12.3(a), the committee may meet together and adjourn and otherwise regulate their meetings as they think fit.

12.4 Convening meetings

The committee or its delegate must, on requisition of the president or any member of the committee convene a meeting of the committee.

12.5 Quorum

- (a) Any 4 members of the committee constitute a quorum for transacting the business of a meeting of the committee.
- (b) No business may be transacted at a meeting of the committee unless a quorum is present. If within 15 minutes of the time appointed for the meeting a quorum is not present, the chairman may adjourn the meeting to the same place and at the same hour of the same day in the following week.
- (c) If the number of members of the committee at any time is not sufficient to constitute a quorum of a committee meeting or is less than the minimum number of members of the committee fixed under these rules, the remaining members of the committee must act as soon as possible to:
 - (1) increase the number of members of the committee to a number sufficient to constitute a quorum and to satisfy the minimum number required under these rules; or
 - (2) convene a general meeting of the association for that purpose, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

12.6 Chairman

- (a) Subject to rule 12.6(b), the president, or in his or her absence, the deputy president, must act as chairman at each meeting of the committee.
- (b) If both the president and deputy president are absent or unwilling to act at any particular meeting of the committee, then the members of the committee present must elect one of their number to act as chairman for that meeting.

12.7 Decisions of the committee

- (a) A meeting of committee members at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the committee members under these rules.

- (b) Questions arising at a meeting of the committee must be decided by a majority of votes cast by the committee members present. Such a decision is for all purposes a decision of the committee.
- (c) Where the votes on a proposed resolution are equal, the chairman of the meeting has a casting vote in addition to his or her deliberative vote.

12.8 Observers at meetings of committee

Members and other persons, when invited by the committee, may attend meetings or such part of the meeting as determined appropriate by the committee, but do not have voting rights and may not speak at the meeting unless permitted by the chairman.

12.9 Meetings convened by telephone or other electronic means

- (a) The contemporaneous linking together by telephone or other electronic means of a number of the members of the committee sufficient to constitute a quorum, constitutes a meeting of the committee and all the provisions in these rules relating to meetings of the members of the committee apply, so far as they can and with such changes as are necessary, to meetings of the members of the committee by telephone or other electronic means.
- (b) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairman of the meeting of the committee provided that at least one of the members of the committee involved was at that place for the duration of the meeting.
- (c) A committee member who is unable to be present at a committee meeting may request the provision of a telephone or other electronic means and the member participating by telephone or other electronic means is deemed to be present for all voting purpose.
- (d) Where more than one member of the committee requests access to a telephone or other electronic means, the resources will be provided if reasonably available.

12.10 Written resolutions of the committee

- (a) If:
 - (1) a majority of the members of the committee (other than any committee member who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest), assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
 - (2) the members of the committee who assent would have constituted a quorum at a meeting of the committee held to consider that act, matter, thing or resolution,that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the committee.

- (b) For the purpose of rule 12.10(a):
 - (1) the meeting is to be taken to have been held on the day on which, and at the time at which, the document was last assented to by a member of the committee;
 - (2) 2 or more separate documents in identical terms each of which is assented to by one or more members of the committee are to be taken as constituting one document; and
 - (3) a member of the committee may signify assent to a document by signing the document or by notifying the association of the member's assent in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
 - (c) Where a committee member signifies assent to a document otherwise than by signing the document, the committee member must by way of confirmation sign the document at the next meeting of the committee attended by that committee member, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.
 - (d) Where a document is assented to in accordance with rule 12.10(a), the document is to be taken as a minute of a meeting of the committee.
-

13 Subcommittees

13.1 Delegation to subcommittees

- (a) The committee may delegate any of the committee powers to a subcommittee or subcommittees established by the committee, comprising at least one committee member and any other people (whether members or not) that the committee decides.
- (b) In exercising its discretion under rule 13.1(a), the committee may include one or more regional representatives on particular committees.

13.2 Control of subcommittees

- (a) The committee may name, dissolve and vary the powers and composition of a subcommittee as the committee thinks fit.
- (b) Each member of a subcommittee holds office on terms decided by the committee.
- (c) A subcommittee must exercise its powers, and generally conduct itself, in accordance with any directions given by the committee including, but not limited to, any directions concerning keeping minutes and reporting to the committee.

13.3 Rules apply to subcommittee

Subject to any directions by the committee, the provisions of these rules applying to meetings and resolutions of the committee apply, so far as they reasonably can and with any modifications reasonably necessary, to meetings of a subcommittee.

14 Advisory boards

14.1 Establishment and termination

- (a) The committee may:
 - (1) establish one or more advisory boards; and
 - (2) appoint and remove, or make provision for the appointment and removal of, members of the advisory boards.
- (b) Each advisory board will consist of a single individual or the number of individuals that the committee decides.
- (c) The committee may terminate an advisory board at any time.

14.2 Functions

- (a) The functions of each advisory board will be decided by the committee.
 - (b) The committee may specify:
 - (1) the manner in which proceedings of each advisory board are to be conducted;
 - (2) the matters which the advisory board must consider in carrying out its functions; and
 - (3) any other matters concerning the advisory board or its functions that the committee decides.
-

15 Delegates and the Public Officer

15.1 Delegates

- (a) The committee may from time to time appoint delegates of the association, who may or may not be members of the committee.
- (b) The committee may delegate any of its powers or responsibilities to a delegate appointed under rule 15.1(a).
- (c) Despite rule 15.1(b), the committee remains responsible for the:
 - (1) exercise of committee powers; and
 - (2) discharge of committee responsibilities,by a delegate appointed under rule 15.1(a).
- (d) A delegate to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the committee.

15.2 The Public Officer

The committee must appoint at least one Public Officer who will hold the position subject to, and have the powers provided for under, the Act and who must carry out any additional duties decided by the committee from time to time.

16 Audit

16.1 Appointment of auditor

If the association is or becomes a prescribed association under the Act, the committee must appoint a qualified auditor.

16.2 Remuneration of auditor

The committee may fix the remuneration of the auditor from time to time.

16.3 Qualifications of auditor

The auditor must be:

- (a) a registered company auditor registered under section 1280 of the *Corporations Act*;
- (b) a firm of registered company auditors registered under section 1280 of the *Corporations Act*;
- (c) a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants in Australia; or
- (d) any other person approved by the Registrar of Incorporated Associations for this purpose.

16.4 Role of auditor

- (a) The auditor must:
 - (1) examine the accounting records of the association at least once in each financial year; and
 - (2) meet with relevant committee members for this purpose at times arranged with the committee and relevant committee members.
- (b) The auditor must draw up the audit program. In preparing the program the auditor must have regard to:
 - (1) current practice;
 - (2) the auditing standards issued from time to time by recognised Australian accounting bodies; and
 - (3) any advisory notes for auditors which the committee issues from time to time.

16.5 Access by auditor

The auditor:

- (a) must be given access to the accounting records of the association at all times; and
- (b) may make reports to the committee as the auditor considers necessary.

16.6 Report by auditor

The auditor must:

- (a) make a report to the members at each annual general meeting on every statement of income and expenditure and balance sheet tabled before each annual general meeting during the auditor's term of office; and
- (b) state in the report whether in his or her opinion:
 - (1) the statement of income and expenditure and balance sheet together with any statements, reports and notes that are attached to and intended to be read with the statement or balance sheet are properly drawn up so as to give a true and fair view of the financial position of the association during and at the end of its last financial year (or other date appropriate to the period covered by that balance sheet and statement);
 - (2) the accounting and other records examined by the auditor have been properly maintained; and
 - (3) the financial statements are in accordance with the Australian Accounting Standards specified in Schedule 1 of the Associations Incorporations Regulations 1998.

16.7 Attendance at general meetings

The auditor may attend a general meeting and make a report direct to the members of any matter within the scope of the auditor's duties.

17 Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:

- (a) as the committee decides; or
 - (b) failing a decision under rule 17(a), by any 2 committee members.
-

18 Custody and inspection of records

18.1 Custody of records

The committee or its delegate for this purpose must keep in its custody or under its, his or her control, all books, documents and securities of the association.

18.2 Inspection of records

The documents associated with incorporation, the register of members and the minutes of general meetings must be made available for inspection by any member who gives the committee or its delegate for this purpose reasonable notice that he, she or it wishes to inspect them.

19 Common seal

- (a) The common seal of the association must be kept in the custody of the committee or its delegate for this purpose.
 - (b) The common seal may only be affixed to a document if:
 - (1) the committee authorises it, which it may do before or after the common seal is used; and
-

- (2) the document to which the common seal is affixed is signed by any 2 members of the committee.

20 Notices

- (a) A notice may be given by the association to a member or by a member to the association by:
 - (1) delivering it personally;
 - (2) posting it by prepaid post to the member's registered address.
 - (3) sending it to the nominated facsimile number or electronic address, for receipt of notices (if any).
- (b) A notice is taken as received :
 - (1) if delivered, at the time of delivery;
 - (2) if faxed, when a confirmation report that all pages of the facsimile have been transmitted to the facsimile number, is received but if transmission or receipt is after 5.00 pm, it is taken as received on the next business day;
 - (3) if sent electronically, on the next business day; and
 - (4) if posted, on the second business day after it was posted.
- (c) No:
 - (1) general meeting, annual general meeting or meeting of the committee; or
 - (2) act, proceeding or business of any such meeting,is or will be rendered voidable or invalid merely because of:
 - (3) the failure of any person to receive notice of the meeting; or
 - (4) any other procedural irregularity.

21 Trading

The association is authorised to trade in accordance with section 51 of the Act.

22 Source of funds

The funds of the association are to be derived from fees, subscriptions, gifts, sponsorships, donations, government grants, fundraising activities and such other sources as the committee determines.

23 Alteration of Statement of Purposes and rules

- (a) These rules and the Statement of Purposes of the association may only be altered in accordance with the Act.
- (b) A special resolution making a material alteration to, or materially affecting, the Statement of Purposes or rules 5, 23 or 25 must be notified in writing to a Deputy Commissioner of Taxation.

- (c) A special resolution making a material alteration to, or materially affecting rules 21 or 25 has no effect until the Minister responsible for the Act consents to the alteration.
-

24 Indemnity and insurance

24.1 Indemnity

To the extent permitted by law, the association may indemnify a person who is or has been an Officer of the association against a liability incurred by that person in his or her capacity as an Officer of the association:

- (a) to any other person; and
- (b) for costs and expenses in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted or in connection with an application, in relation to those proceedings, in which the court grants relief to that person,

so far as the liability is not covered by a contract of insurance taken out by any person for the benefit of that Officer.

24.2 Insurance

The association may pay, agree to pay, or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been an Officer of the association against a liability incurred by that person as an Officer of the association, except in circumstances prohibited by law.

25 Winding up

- (a) If, on the winding up or dissolution of the association, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund,:
 - (1) which is charitable at law; and
 - (2) gifts which can be deducted under Division 30 of the ITAA 97 due to it being characterised as a public fund for the purpose of providing relief to people within countries declared by the Minister for Foreign Affairs to be developing countries under section 30-85(2) of the ITAA 97.
 - (b) The identity of the fund, referred to in rule 25(a) must be decided by the committee at or before the time of winding up or dissolution of the association and, if the committee cannot decide, by the Supreme Court of Victoria.
 - (c) Where gifts to a fund, are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a gift or transfer under rule 25(a) to that fund, must be made in accordance with or subject to those conditions.
-

26 Transitional provisions

These rules must be read and construed so that:

- (a) any committee member in office immediately before the adoption of these rules will be considered to have been appointed under, and to hold office in accordance with these rules;
- (b) any member or person acknowledged by the committee to be a member immediately before the adoption of these rules will be considered to have obtained and to retain, membership in accordance with these rules;
- (c) any register maintained by the association immediately before the adoption of these rules will be considered to be a register maintained under these rules;
- (d) any seal adopted by the association before the adoption of these rules as the common seal of the association will be considered to be the common seal which the association has adopted under these rules;
- (e) all subcommittees established by the committee and maintained immediately before the adoption of these rules will be considered to be subcommittees established under rule 13, and will be regulated as if established under rule 13; and
- (f) unless the contrary intention appears in these rules, all persons, things and circumstances appointed or created by or under the constituent documentation of the association in force before the adoption of these rules will continue to have the same status, operation and effect after the adoption of these rules.

Appendix 1 - Application for membership

Assisi Aid Projects Inc (the association)

I, _____
(Full name of applicant)

of _____
(Address)

Phone: (BH) _____ (AH) _____
(Mobile) _____

Email: _____

wish to become a member of the association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force and I agree to receive notices from the association by email.

Signature of applicant

Date

Appendix 2 - Form of appointment of proxy

Assisi Aid Projects Inc (the association)

I, _____
of _____
being a member of the association, hereby appoint the chairman of the annual general meeting/general meeting*; or

of _____
as my proxy to vote for me on my behalf at the annual general meeting/general meeting* to be held on _____ and at any adjournment of that meeting.

My proxy is authorised to vote for me on my behalf in accordance with the directions on this form or, if no directions have been are given, as he or she sees fit.

Details of the resolution:

for

against

Signature

Date

* delete as appropriate