



The Australian Friends of Palestine Association

CONSTITUTION

**THE AUSTRALIAN FRIENDS OF PALESTINE ASSOCIATION
RULES OF THE ASSOCIATION**

1. Name

The name of the Incorporated Association is Australian Friends of Palestine Association Incorporated ("**the Association**").

2. Definitions

In these rules, unless the contrary intention appears: -

the "**Act**" means the *Associations Incorporation Act 1985*;

"**Commission**" means the Corporate Affairs Commission of South Australia;

"**Executive Committee**" means the committee which manages the Association pursuant to rule 9.1;

"**General meeting**" means a general meeting of members of the Association convened in accordance with these rules;

"**Member**" means a member of the Association. Members may be individual, corporate or honorary members of the Association;

"**Office bearers**" means the Chairperson, Deputy Chairperson, Secretary and Treasurer collectively whose responsibilities are set out in section 12 of these rules;

the "**Regulations**" means the *Associations Incorporation Regulations 1985*;

"**Special Resolution**" means a motion carried by at least 75 per cent of members present and voting at a general meeting.

"**Sub-committee**" means a sub-committee established by the Executive Committee convened in accordance with these rules.

3. Objects

The objects for which the Association is established are:

- 3.1 To promote a just and equitable peace in Palestine based on international law and relevant United Nations Resolutions;
- 3.2 To engage the Australian people, politicians, government and other entities in advocating for the aspirations of the Palestinian people to live with self-determination on their own land;
- 3.3 To disseminate information promoting the objectives of the Association through public seminars, discussions and educational forums;
- 3.4 To undertake fundraising activities that support the Association's objectives and the humanitarian, social, charitable and health needs of the Palestinian people;
- 3.5 To collaborate with like-minded organisations on initiatives that support the achievement of equality, justice and human rights for the Palestinian people;
- 3.6 To promote and facilitate recognition of and respect for Palestinian identity, heritage and culture.

4. Powers

The Association has: -

- 4.1 the powers conferred by section 25 of the Act;
- 4.2 the legal capacities, rights, powers and privileges of a natural person (subject to any limitations imposed by the Act); and
- 4.3 without limiting clauses 4.1 and 4.2, power to: -
 - 4.3.1 acquire, hold, deal with and dispose of any real or personal property;
 - 4.3.2 open and operate accounts at financial institutions;
 - 4.3.3 administer property on trust;
 - 4.3.4 invest its money:
 - 4.3.4.1 in any security in which trust moneys may by Act of Parliament be invested; or
 - 4.3.4.2 in any other manner authorised by these rules.
 - 4.3.5 borrow money upon such terms and conditions as the Executive Committee thinks fit and to secure repayment thereof by charging the Association's property;

- 4.3.6 appoint agents to transact any business of the Association on its behalf;
- 4.3.7 give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 4.3.8 enter into any other contract or do anything else it considers necessary or desirable to carry into effect the Association's objects.

5. Membership

5.1 The Association has the following categories of membership:

- (a) Individual members
- (b) Corporate members
- (c) Honorary members

The qualifications necessary for the admission of members and each category of membership are as contained in the following rules.

5.2 Individual members of the Association are individuals who:

- (a) agree with the objects of the Association;
- (b) have completed, signed and submitted a membership application form (which may be prescribed by the Executive Committee from time to time) to the Secretary or such other person as the Executive Committee determines from time to time;
- (c) have paid the fees (which may be a once-only "Lifetime" fee or an annual, two-yearly or five-yearly fee) set by the members in general meeting (or by the Executive Committee if fees have not been set at a general meeting) from time to time;
- (d) have not been expelled;

provided that the Executive Committee may refuse any application for membership or renewal of membership for any lawful reason in its absolute discretion.

5.3 Corporate members of the Association are corporations which have:

- (a) stated agreement in writing with the objects of the Association;
- (b) had a membership application form (which may be prescribed by the Executive Committee from time to time) completed, signed and

submitted on its behalf to the Secretary or such other person as the Executive Committee determines from time to time;

- (c) paid the fee (which may be a once-only "Lifetime" fee or an annual, two-yearly or five-yearly fee) set by the members in general meeting (or by the Executive Committee if fees have not been set at a general meeting) from time to time;
- (d) have not been expelled;

provided that the Executive Committee may refuse any application for membership or renewal of membership for any lawful reason in its absolute discretion.

Each corporate member must from time to time by notice in writing to the Secretary of the Association signed by a duly authorised officer of the member organisation nominate a natural person as its representative and may from time to time by notice in writing revoke any such nomination and may nominate an alternative representative if the member's usual representative is unavailable. Such representative during the tenure of the nomination will exercise all the rights as provided in these rules of an individual member of the Association including the right to cast a vote as a member at general and other meetings of the Association.

- 5.4 Honorary membership may be bestowed on a member or former member by the unanimous decision of the Executive Committee in secret ballot in recognition of more than ten years of exceptional service to the Association or more than ten years of exceptional service in pursuit of the objectives of the Association.

Honorary members shall be entitled to attend any events hosted by the Association without charge and they are entitled to all the rights enjoyed by individual members without the obligation to pay membership fees.

- 5.5 A register of members shall be kept by the Secretary or some person authorised by the Executive Committee. The register of members shall set out the category of each member and shall contain such further particulars as may from time to time be prescribed by the Executive Committee. Every member shall furnish all the information necessary or required. No name shall be entered in the register except for the person authorised by the Executive Committee nor shall any name be removed from the register nor the category of membership shown therein be changed except for the person authorised by the Executive Committee or upon receipt by the Secretary or the person authorised by Executive Committee of a written resignation from a member. Access to the register shall be available only to the Secretary or otherwise as authorised by the Executive Committee.

6. Subscription fees

- 6.1 The subscription fees for membership (or, if applicable, different categories of membership) shall be such sum(s) as set by the members in general meeting (or by the Executive Committee if fees have not been set at a general meeting) from time to time.
- 6.2 The membership subscription fees shall be payable annually on 1 July or at such other time as the Executive Committee shall determine from time to time.
- 6.3 Any member whose subscription fee is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Executive Committee may reinstate such a person's membership on such terms as it thinks fit.

7. Resignation

A member may resign from membership of the Association by written notice to the Secretary of the Association. Any member so resigning shall not be entitled to any refund of subscription fees paid.

8. Expulsion of a member

- 8.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Executive Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 8.2 Particulars of the charge shall be communicated to the member at least two weeks before the meeting of the Executive Committee at which the matter will be determined.
- 8.3 The determination of the Executive Committee shall be communicated to the member and, in the event of an adverse determination, the member shall, subject to clause 8.4, cease to be a member seven days after the Executive Committee has communicated its determination to him or her.
- 8.4 It shall be open to a member to appeal to the Association in a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within seven days after the determination of the Executive Committee has been communicated to the member.
- 8.5 In the event of an appeal under clause 8.4, the appellant's membership of the Association shall not be terminated unless the determination of the Executive Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard, and in that event, membership will be terminated at the date of the general meeting at which the determination of the Executive Committee is upheld.

8.6 Communication to members for the purpose of this rule shall be sufficient if it complies with rules 13.8 and 13.9.

8.7 The Executive Committee may suspend the membership rights of a person charged under this rule. Suspension takes effect from the time the particulars of the charge have been communicated to the person, until the expulsion process is finally resolved.

9. The Committee

9.1 Executive Committee

The affairs of the Association shall be managed and controlled by the Executive Committee which, in addition to any powers and authorities conferred by these rules, may exercise all powers and do all things as are within the Association's objects and are not by the Act or by these rules required to be done by the Association in general meeting.

9.2 The Executive Committee may make Standing Orders from time to time concerning procedural matters and attached to the main body of the constitution.

9.3 Appoint officers and employees

The Executive Committee shall have the power to appoint such officers and employees as are required to carry out the Association's objects, including a Public Officer as required by the Act, and may delegate any of its powers to such officers and employees provided that no member of the Executive Committee may be employed by the Association. The Executive Committee shall appoint or confirm a Public Officer at the first Executive Committee meeting following the annual general meeting.

9.4 Composition of Executive Committee

The Executive Committee shall comprise up to 12 members. Other than members co-opted by the Executive Committee per rule 9.7, the members at the annual general meeting shall determine who is to be on the Executive Committee. At the first Executive Committee meeting following the annual general meeting, the Executive Committee members shall determine which of their number shall hold the offices of Chairperson, Deputy Chairperson, Secretary and Treasurer. The Secretary or, if the Secretary does not do so, the Chairman, shall, within one week of the general meeting, give notice for the next Executive Committee meeting to be held between two and four weeks after the annual general meeting.

9.5 Terms of Executive Committee members

Members of the Executive Committee shall hold office for a term of two years and shall be eligible for reappointment, with half of the members of the Executive Committee retiring at each annual general meeting. Retiring office bearers shall continue to hold their positions until the first Executive Committee meeting following an annual general meeting or until new office bearers have been elected at that Executive Committee meeting.

9.6 Casual vacancies

The Executive Committee may appoint a natural person to fill a casual vacancy, and such an Executive Committee member shall retire in the ordinary course at the time that his or her predecessor would have.

9.7 Co-option

Subject to rule 9.4 hereof the Executive Committee in its absolute discretion may co-opt any member to serve on the Executive Committee until the next annual general meeting.

9.8 Sub-committees

The Executive Committee shall have the power to appoint sub-committees and/or sub-groups from time to time, fill any vacancies therein and appoint members of the Association to assist the sub-committees. For any sub-committee, the Executive Committee must appoint a person to chair the sub-committee and supply terms of reference. Each sub-committee shall choose a minute taker from among its number and that person shall be responsible for sending the minutes to the Secretary of the Association.

9.9 Patron

The Executive Committee may nominate a Patron of the Association to a general meeting of the Association. The Patron shall have the rights of an honorary member and the right to attend and to speak at Executive Committee meetings. The Patron may not vote at Executive Committee meetings.

9.10 Nomination for Executive Committee

A retiring Executive Committee member shall be eligible to stand for re-election without nomination. No person not being a retiring Executive Committee member shall be eligible to stand for election unless a member of the Association has nominated him or her at least 14 days before the annual general meeting at which the election is to occur. The nomination is to be delivered to the Secretary and shall be signed by the proposer and by the nominee to signify a willingness to stand for election.

9.11 Notice to members

Notice of all persons seeking election to the Executive Committee shall be given to all members of the Association with the notice calling the annual general meeting at which the election is to take place.

9.12 Election

If only the required number or less than the required number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as Executive Committee members. Where the number of nominations for membership exceeds the number fixed by these rules, there shall be a secret ballot conducted at the meeting in such a manner as the chair of the meeting determines. In the event of equality of voting, the position shall be decided by lot.

9.13 If there are not sufficient nominees to fill all vacancies, the positions will remain vacant for the time being and may be filled by the Executive Committee appointing members to the vacant positions.

10. Disqualification of Executive Committee Members

The Executive Committee may by at least three-quarters of those present and voting remove any office bearer of the Association or any other member of the Executive Committee before the expiry of that person's period of office.

11. Proceedings of Executive Committee

11.1 The Executive Committee shall meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Meetings may be conducted with one or more Executive Committee members participating by telephone or other electronic means provided that each person at the meeting can hear and communicate with each other member or otherwise has a reasonable opportunity to participate.

11.2 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote.

11.3 If neither the Chairperson nor the Deputy Chairperson is present within fifteen minutes of the time appointed for holding an Executive Committee meeting, then the Executive Committee members present may choose one of their members to be chairperson of that meeting.

11.4 A quorum for a meeting of the Executive Committee shall be at least one half of the total number of members of the Executive Committee.

- 11.5 A member of the Executive Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Executive Committee as required by the Act, and shall not vote with respect to that contract.
- 11.6 Clause 11.5 does not apply in respect of a pecuniary interest that exists only by virtue of the fact:
- 11.6.1 that the member of the Executive Committee is a member of a class of persons for whose benefit the Association is established; or
 - 11.6.2 that the member of the Executive Committee has the pecuniary interest in common with all or a substantial proportion of the members of the Association.
- 11.7 The Executive Committee may delegate any of its powers to a sub-Executive Committee consisting of such of the Executive Committee members as the Executive Committee thinks fit. Any sub-committee formed shall conform to any directions imposed on it by the Executive Committee. The rules applying to meetings of the Executive Committee shall apply as far as possible to meetings of any sub-committee.
- 11.8 All actions by the Executive Committee or a sub-committee or by any of their members respectively shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of an Executive Committee member or that any Executive Committee member was disqualified, be as valid as if every Executive Committee member had been duly appointed and was qualified to be an Executive Committee member.

12. Office bearers

12.1 Chair

The Chair presides at each meeting of the Executive Committee and at general meetings. The Chair may speak for the Association at or in public forums as so directed by the Executive Committee and in a way that promotes the objects of the Association.

12.2 Deputy Chair

The Deputy Chair shall preside at meetings of the Executive Committee and at general meetings when the Chair is absent.

12.3 Secretary

The Secretary shall carry out all duties and instructions that the Executive Committee shall direct. The Secretary must ensure that minutes are kept of all proceedings of the Association and must ensure the safekeeping of all records

and documents relating to the Association. The Secretary shall ensure, unless the Executive Committee directs otherwise, the maintenance of the register of members. The Secretary shall be the Public Officer of the Association, appointed in accordance with the requirements of the Act, unless another person is so appointed to that position by the Executive Committee from time to time.

12.4 Treasurer

The Treasurer shall carry out all duties that the Executive Committee shall direct. The Treasurer shall prepare annual financial budgets for the Association for approval by the Executive Committee, report regularly to the Executive Committee as to the status of the Association's finances, ensure annual financial returns are prepared in accordance with all applicable legislation and accounting standards, and submit a financial report to members at the annual general meeting. The Treasurer shall arrange for annual financial statements to be reviewed by a qualified accountant. The Treasurer shall ensure that all payments authorised by the Association are duly made and shall ensure that all amounts owing to the Association are collected and received.

The Treasurer may expend money on behalf of the Association by cheque or electronically up to the amount set by the Executive Committee from time to time and shall report such expenditure to the next meeting of the Executive Committee. The Treasurer may expend money on behalf of the Association by cheque or electronically over the amount set by the Executive Committee from time to time only in accordance with a decision of the Executive Committee or, in urgent cases, with the prior written approval (electronically or otherwise) of at least one other Office Bearer of the Association in which case the Executive Committee must consider ratifying the expenditure at its next meeting. The Executive Committee may also authorise an amount of petty cash for the Treasurer to administer and expend on minor incidental expenses.

13. General Meetings

- 13.1 The Executive Committee may call a general meeting of the Association at any time and the Executive Committee shall call an annual general meeting in accordance with these rules and the Act.
- 13.2 The annual general meeting shall be held within 5 months after the end of the financial year, which shall be the period ending 30 June in each year.
- 13.3 Upon a requisition in writing of not less than 10% of the total number of members of the Association, the Executive Committee shall within one month of the receipt of the requisition, convene a general meeting for the purpose specified in the requisition.
- 13.4 Every requisition for a general meeting shall be signed by the members making the same and shall state the purpose of the meeting.

- 13.5 If a general meeting is not convened within one month as required by clause 13.3, 13.4, the requisitionists may convene a general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Executive Committee, and for this purpose the Executive Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 13.6 Subject to clause 13.7, at least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be: the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting; reports from the Chairperson and the Treasurer (who shall present independently verified summary of the accounts of the Association); the election of Executive Committee members (if nominations exceed vacancies) or confirmation of membership of the Executive Committee; confirmation of the Public Officer; and any other business requiring consideration by the Association in general meeting.
- 13.7 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 13.8 A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post or by electronic delivery to the address in the register of members.
- 13.9 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

14. Proceedings at Meetings

- 14.1 Ten per cent of members or 20 members, whichever is lower, present personally shall constitute a quorum at any general meeting.
- 14.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place chosen by the attendees at the meeting and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.
- 14.3 If the chairperson of a meeting shall not be present within 15 minutes after the time appointed, the members present may choose one of the Executive Committee members to be the chairperson for that meeting.

- 14.4 The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 14.5 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting was an original meeting of members.
- 14.6 At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost shall, unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 14.7 If a poll is demanded by the chairperson of the meeting or by three or more members present personally, it shall be taken in such manner as the chairperson directs. The result of the poll shall be the resolution of the meeting, except that in the case of a special resolution, a majority of not less than three quarters of the members who being entitled to do so vote personally at the meeting is required. Each member present in person or any institution or corporate nominee at any meeting whose subscription is not in arrears shall be entitled to vote.
- 14.8 A poll demanded on any question of an adjournment shall be taken at the meeting and without adjournment.
- 14.9 In the case of an equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote.

15. Minutes

- 15.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Executive Committee or a sub-committee, shall be entered within one month after the adoption at the subsequent Executive Committee meeting in minute books or files kept for the purpose.
- 15.2 The minutes kept pursuant of this clause 15 shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 15.3 Where minutes are entered and signed, they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

16. Voting Rights

Subject to these rules, each member present in person whose subscription is not in arrears shall be entitled to one vote

17. Deposit of money

Subject to section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Executive Committee from time to time.

18. Rules

18.1 These rules may be altered, rescinded or replaced by substituted rules if a special resolution is approved by the members of the Association present personally and voting at a general meeting, the quorum for which shall be 20 per cent of members. All changes to the rules shall be registered with the Commission as required by the Act.

18.2 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

19. The Seal

19.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.

19.2 The seal shall not be used without the express authorisation of the Executive Committee, and every use of the seal shall be recorded in the minute book of the Association. Every document to which the seal is affixed shall be signed by the Chairperson and shall be countersigned by another Executive Committee member.

19.3 The seal shall be kept in the custody of the Secretary or such other person as the Executive Committee may from time to time decide.

20. Income and Property

The Income and Property of the Association shall be applied solely towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, profit or otherwise, to its members **PROVIDED THAT** nothing in these rules shall prevent payment in good faith to officers of the Association or to a member of the Association of:-

20.1 out-of-pocket expenses incurred in carrying out the duties of an Executive Committee person where the payments do not exceed an amount previously approved by the Executive Committee;

- 20.2 remuneration for any service rendered to the Association in a professional or technical capacity, other than in the capacity as an Executive Committee person, where the provision of the service has the prior approval and the amount payable is approved by the Executive Committee and is not more than an amount which commercially would be reasonable for the payment of the service.

21. Indemnity by the Association

- 21.1 To the extent permitted by the Act, the Association indemnifies every officer of the Association against any liability incurred by that person in his or her capacity as an officer of the Association, unless the liability arises out of conduct on the part of the officer that involves a lack of good faith.
- 21.2 Without limiting clause 20.1, the Association indemnifies every officer and the auditor of the Association against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted.

22. Winding up

On dissolution of the Association all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects as shall be approved by the Association provided that:

- 22.1 such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;
- 22.2 the Association shall not be dissolved except by the approval of not less than three quarters of the members present and voting at a meeting called for that purpose of which not less than one calendar month written notice of the proposed dissolution has been distributed to all members.

23. Application of surplus assets

If after the winding up of the Association there remain "**surplus assets**" as defined in the Act, such surplus assets shall be applied to an association with similar objects as the Association.

STANDING ORDERS

1. Procedures for inviting nominations for Executive Committee members

The nomination and election of members of the Executive Committee under rule 9.4 shall take place in the following manner:

- (a) Any member of the Association shall be at liberty to nominate any other eligible member to serve as a member of the Executive Committee.
- (b) Not less than six weeks preceding an annual general meeting, the Secretary shall prepare a roll of members who are eligible for nomination and entitled to vote.
- (c) The Secretary will invite nominations for the number of vacancies to be filled by advice to all members on the roll; this advice is to be sent not less than four weeks preceding an annual general meeting.
- (d) Nominations, which shall be in writing and signed by the member and his or her proposer, shall be lodged with the Secretary not less than two weeks preceding an annual general meeting.