



AUSTRALIAN
COUNCIL
FOR
INTERNATIONAL
DEVELOPMENT

**AUSTRALIAN COUNCIL FOR
INTERNATIONAL
DEVELOPMENT
INCORPORATED**
(INCORPORATED IN THE
AUSTRALIAN CAPITAL TERRITORY)

Rules and Objects of ACFID

**As amended by the
members of ACFID at the
Annual General Meeting
held on 1 November 2017**

STATEMENT OF OBJECTS OF THE AUSTRALIAN COUNCIL FOR INTERNATIONAL DEVELOPMENT INCORPORATED**RULES OF THE AUSTRALIAN COUNCIL FOR INTERNATIONAL DEVELOPMENT INCORPORATED**

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Statement of Objects of the Australian Council for International Development Incorporated

Preamble:

The Australian Council for International Development Incorporated (**ACFID**) is a not for profit association of Australian non-government organisations (**NGOs**) concerned primarily with co-operation in relief and international development with a view to promoting sustainable development and the eradication of poverty worldwide, at the same time being poised to engage in emergency relief operations. Its membership also includes NGOs who provide, in Australia, services to refugees and displaced persons and who seek to serve the interests of Indigenous Australians (each of these functions being referred to in this document as “related services in Australia”).

ACFID is established in recognition, on the one hand, of the urgent and expanding needs of people in many parts of the world for promotion and protection of their human rights, particularly in emerging nations where far-reaching transformation of economic and social life is taking place, and, on the other hand, of the contribution NGOs can make in sharing Australian resources and strengthening the civil society amongst these people and nations.

ACFID exists without prejudice to each member’s own independence.

Objectives and purposes:

A. The common objectives of all the members of the Australian Council for International Development Incorporated are:

- (a) to work for social and economic justice;
- (b) to respond appropriately to human needs; and
- (c) to promote conditions of sustainable development and the relief and eradication of poverty through which peoples everywhere can realise their potential as human beings.

B. The purposes for which the Australian Council for International Development Incorporated is established are:

- (a) to provide for consultation and co-operation between members concerning their work at home and abroad;
- (b) to provide for consultation and co-operation with the Australian and State and Territory Governments and the United Nations and its specialised agencies in the field of international development;
- (c) to represent the interests of members to the Australian and State and Territory Governments, to other national governments, the United Nations and its specialised agencies, and to other domestic and international organisations;
- (d) to enter into arrangements with governments within Australia, other national governments and international or other agencies for the investigation or furtherance of activities within the purposes of ACFID;

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- (e) to bring the needs for, and the purposes and results of, co-operation in international development before member organisations, the Australian community and governments;
 - (f) to prepare and disseminate information on issues relating to international development and related services in Australia;
 - (g) to encourage research into issues of international development, including related issues in Australia, and in particular the economic and social implications of various forms of development;
 - (h) to provide information concerning projects within the ambit of the interests of ACFID to member organisations and other bodies;
 - (i) to develop relationships with the International Council of Voluntary Agencies and with organisations with similar aims in other countries;
 - (j) to promote amongst the Australian community an awareness and understanding of issues relating to international development and related issues in Australia;
 - (k) to provide services to members in the form of training on issues relating to international development and related services in Australia;
 - (l) to equip and encourage members to observe the highest ethical standards in all their activities, including strict observance of the Code of Conduct;
 - (m) to do all such other things as are incidental or conducive to the attainment of any of the objectives and purposes specified in the foregoing provisions of this clause.

C. This statement of objects of the Australian Council for International Development Incorporated is intended to guide the interpretation of the Rules of the association. When used in these objects, the term “international development” includes services directed to the relief and eradication of poverty.

Rules of the Australian Council for International Development Incorporated

1 Preliminary

Name

1.1 The name of the association is the “Australian Council for International Development Incorporated”.

Incorporation

1.2 The association is incorporated in the Australian Capital Territory under the Associations Incorporation Act of the A.C.T.

Definitions

1.3 Definitions for words or phrases which have special meanings in these Rules, and other guides to interpretation of these Rules, are set out in the Dictionary which forms Part 16 of these Rules.

Priority over Model Rules

1.4 These Rules are intended to provide for each of the matters raised in Schedule 1 of the Associations Incorporation Act (A.C.T). In the event of any inconsistency between these Rules and the Model Rules in the Regulations to the Associations Incorporation Act (A.C.T), these Rules prevail.

2 ACFID structure

2.1 Except as otherwise provided in these Rules, the structure of ACFID consists of:

- (a) the Council, comprised of the Full Members (through their authorised Representatives);
- (b) the Board, comprised of the persons elected to the Board by the Full Members of ACFID; and
- (c) the Code of Conduct Committee, being a committee established in accordance with the Code of Conduct and responsible for matters identified in the Code of Conduct;
- (d) committees and working groups appointed from time to time by the Board, to operate in specific fields or under specific terms of reference.

3 Membership of ACFID

Classes of membership

3.1 There are three classes of membership of ACFID:

- (a) Full Members qualified for membership under Rule 3.10; and
- (b) Affiliates qualified for membership under Rule 3.11; and
- (c) Honorary individual members qualified for membership under Rule 3.13.

Membership rights and obligations

3.2 Only Full Members have full rights of membership of ACFID. Full Members are:

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- (a) entitled to attend meetings of the Council;
 - (b) entitled to vote at meetings of the Council, provided that they are Financial at the time of the meeting;
 - (c) eligible for election to the Board;
 - (d) entitled to nominate persons to stand for election to the Board; and
 - (e) able to participate in committees and working groups of ACFID.

3.3 Full Members must:

- (a) provide to ACFID an up to date copy of their Constitution, Rules of Incorporation or equivalent, and a copy of any amendments or alterations from time to time;
- (b) provide to ACFID a copy of their audited financial statements and Annual Report, on an annual basis; and
- (c) be signatories to the Code of Conduct.

3.4 Affiliates and Honorary individual members are entitled to:

- (a) attend meetings of the Council; and
 - (b) speak, only if invited by the Chair, at Council meetings; and
 - (c) participate in committees and working groups of ACFID,
- but are not in any circumstances:
- (d) entitled to vote at Council meetings; or
 - (e) eligible for election to the Board, or to nominate persons to stand for election to the Board.

3.5 All Affiliates must:

- (a) provide to ACFID an up to date copy of their Constitution, Rules of Incorporation or equivalent, and a copy of any amendments or alterations from time to time;
- (b) provide to ACFID a copy of their audited financial statements and Annual Report, on an annual basis.

3.6 All members which are bodies corporate may exercise their rights under these Rules by means of Representatives appointed by each member. Each such member must provide ACFID with an up to date list of their Representatives at each meeting of the Council.

3.7 Membership of ACFID does not limit the right of any member to take action involving it with any other agency.

Membership is annual

3.8 All membership is on an annual basis, coinciding with the financial year for ACFID.

3.9 Annual membership is automatically renewed at the end of a financial year, unless it has been cancelled or has lapsed in that financial year.

Membership qualifications

- 3.10 A body corporate is eligible to be made a Full Member if:
- (a) it is Australian;
 - (b) it is a voluntary organisation;
 - (c) it is a not for profit organisation; and
 - (d) it conducts activities in the fields of co-operation in international relief and development, development assistance, development education and/or related services in Australia that are consistent with and supportive of the objectives and purposes of ACFID.
- 3.11 A body corporate is eligible to be made an Affiliate of ACFID where the Board considers, in its absolute discretion:
- (a) that the body corporate would not be eligible or appropriate to be made a Full Member; but
 - (b) that the body corporate can contribute to achieving the objectives and purposes of ACFID.
- 3.12 An individual person may not be a Full Member or an Affiliate of ACFID.
- 3.13 An individual person may be made an Honorary individual member of ACFID where:
- (a) the person is nominated for Honorary individual membership by the Board; and
 - (b) the Council approves of the person being invited to become an Honorary individual member; and
 - (c) the person accepts the invitation to become an Honorary individual member.

Applying for membership

- 3.14 A body corporate may apply, or be invited by the Board to apply, to the Board for membership of ACFID.
- 3.15 The application for membership should:
- (a) be made in the form determined by the Board, from time to time (if any);
 - (b) address each of the qualifications for membership; and
 - (c) state that the body corporate undertakes to adhere to the Code of Conduct in the form appended to these Rules at Schedule 1, and as amended from time to time, or such other code of conduct as the Council determines.

Interim membership

- 3.16 If, in the opinion and at the absolute discretion of the Board, an applicant for membership meets the qualifications for a class of membership, the Board may grant the appropriate form of membership to that applicant on an interim basis, which is subject to ratification by the Council.
- 3.17 The Board will review the status of Affiliates three years after the Affiliate has been admitted to membership, with a view to ascertaining whether the organisation has changed its operations so as to become eligible for Full Membership. The Board may make such enquiries and take into account such factors as it sees fit. Following such a review, the Board may, at its absolute discretion, grant Full Membership to an Affiliate on an interim basis, which is subject to ratification by the Council.

Council approval of members

- 3.18 The Board will submit an annual report to the Council regarding bodies corporate granted interim membership.
- 3.19 Council will consider and vote upon:
- (a) new Full Members at the next annual general meeting of Council after granting of interim membership by the Board;
 - (b) new Affiliates at the next annual general meeting of Council after granting of interim membership by the Board; and
 - (c) new Honorary individual members at the next annual general meeting of Council after the person is nominated as an Honorary individual member.
- 3.20 An interim member or a nominee for Honorary individual membership is admitted to the relevant class of membership of ACFID if its membership of the relevant class is approved and ratified by the Council, by Special Resolution.
- 3.21 If the Council considers and does not approve and ratify an interim member's membership by Special Resolution, that body corporate's interim membership is immediately taken to be revoked.

Membership non-transferable

- 3.22 A right, entitlement, benefit or obligation which a member has:
- (a) cannot be assigned, transferred, or transmitted to another body corporate or person; and
 - (b) is terminated upon a person or body corporate ceasing to be a member of ACFID.

Annual membership fees

- 3.23 Annual fees for the classes of membership will be determined each year by the Council, and are payable for each Financial Year. Membership fees will be due by 30 September each year, for the Financial Year commencing on 1 July of that year.
- 3.24 The ACFID Secretariat will confirm the amount of fees due and payable by each member for the next Financial Year by issuing an invoice to each member within one week following the Annual General Meeting.
- 3.25 Any member who has outstanding fees for a Financial Year as at 31 October in that Financial Year will incur an additional administrative charge of 5% of the fees outstanding at 31 October of that year, payable immediately.
- 3.26 In cases of hardship, applications may be made to the Board for an extension of time within which to pay membership fees and any administrative charges which are payable. The Board may grant or refuse an extension of time in its absolute discretion, and may grant an extension for any period of time that it considers appropriate.
- 3.27 A member who has not paid its annual fees for a given financial year (including any additional administrative charges which are payable) by the last day of that financial year will be Unfinancial from that day, until such time as all outstanding fees are paid.

Ceasing to be a member

- 3.28 A body corporate or a person will cease to be a member upon:
- (a) resignation;

- (b) lapse of membership in accordance with Rule 3.30;
- (c) cancellation in accordance with Rule 3.32;
- (d) in the case of a body corporate, it being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it; or
- (e) in the case of an Honorary individual member, his or her death.

3.29 There is no refund to a former member of membership fees, or any proportion of the membership fees, upon cessation of membership. Any membership fees outstanding at the date that the membership ceases continue to be due and payable in full to ACFID.

Lapse of membership

3.30 A member's membership will lapse if:

- (a) the member has:
 - (i) been Unfinancial for a continuous period of at least 12 months; or
 - (ii) failed to pay any fees which are due and payable in respect of the Code of Conduct; or
 - (iii) ceased to be a signatory to the Code of Conduct, pursuant to rule 12.4;
 and
- (b) the Board has exercised its discretion to give the member 60 (sixty) days written notice that its membership will lapse if it does not pay its outstanding fees (which may include membership fees, Code of Conduct fees, or any combination or part of such fees), or become a signatory to the Code of Conduct, as appropriate.

Resignation

3.31 A member may resign its membership by giving notice in writing to ACFID. The resignation may be effective immediately, or with effect from a date specified in the notice which is not later than 6 months after the date the notice is given.

Cancellation

3.32 The Council may terminate the membership of a body corporate or individual person by notice to the member in the following circumstances:

- (a) the Board having given notice of motion moving the termination to all members of the Council, at least 60 (sixty) days prior to the meeting at which the motion is to be considered; and
- (b) at the meeting, the Council approves by a three-fourths majority of votes cast at the meeting:
 - (i) that the member has been guilty of conduct which is or is likely to be detrimental to the interests of ACFID; and
 - (ii) that the membership of the body corporate or individual person should be terminated.

- 3.33 Conduct which is or is likely to be detrimental to the interests of ACFID will include (without limitation, and without affecting the discretion of the Council referred to in Rule 3.32(b)(i)):
- (a) where the Code of Conduct Committee has found that the member has committed a serious breach of the Code of Conduct, and in that regard the Council is entitled to accept the finding of the Code of Conduct Committee without further enquiry. The Board or the Council may not change a finding of the Code of Conduct Committee.
 - (b) where any disciplinary committee, or other committee or commission of inquiry established by the Board or the Council has found that the member has, by act or omission, engaged in conduct which is or is likely to be detrimental to the interests of ACFID, and in that regard the Board or the Council are entitled to accept the finding of the committee or commission without further enquiry.
- 3.34 For the avoidance of doubt, conduct need not be contrary to the Code of Conduct to be considered to be, or likely to be, detrimental to the interests of ACFID.

Members' liability

- 3.35 The liability of members is limited and, save with respect to outstanding fees, members are not liable to contribute towards the debts and liabilities of ACFID, or any costs, charges or expenses of winding up the association.

4 Complaints and disciplinary procedures

- 4.1 Subject to Rules 3.32, 3.33 and 3.34, any complaints or disciplinary action in respect of a member of ACFID will be addressed in accordance with the procedures for the handling of complaints (including any rights of appeal) set out in the Code of Conduct, as amended from time to time.
- 4.2 The Board and the Council are entitled, at their discretion, to accept and rely on any recommendation or findings of:
- (a) the Code of Conduct Committee; or
 - (b) if the decision of the Code of Conduct Committee has been appealed in accordance with the procedures for the handling of complaints set out in the Code of Conduct, as amended from time to time, the person deciding the appeal (**Appeals Officer**),

regarding complaints or disciplinary action in relation to a member of ACFID, without making any further enquiries. The Board or the Council may not change a finding of the Code of Conduct Committee or the Appeals Officer.

5 Meetings of the Council

Functions of the Council in general meeting

- 5.1 The Council must hold an annual general meeting at least once in every Financial Year and may hold a general meeting in accordance with Rule 5.5.
- 5.2 The business of the annual general meeting is to:
- (a) review ACFID's operation, including to receive and consider the profit and loss account, the balance sheet, the report of the Auditor and the report of the Board;

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- (b) receive and consider the report from the Code of Conduct Committee;
 - (c) set policy-making guidelines, and formulate fundamental policy principles and objectives;
 - (d) encourage active participation of all members;
 - (e) elect Board members and officeholders of ACFID in place of those retiring, and in accordance with these Rules;
 - (f) approve and ratify the admission of new members; and
 - (g) address such other matters as the Council determines from time to time.

5.3 Resolutions of the Council on matters of ACFID policy:

- (a) must be passed by a Special Resolution of the Council;
- (b) are not binding upon members themselves, unless the policy relates to the internal administration of ACFID;
- (c) are binding upon members to the extent that the policy relates to the internal administration of ACFID; and
- (d) do not constrain the ability to take action involving the members with other agencies.

5.4 The minutes of the meetings of Council must include a list of any Full Members who wish to have their dissent from any resolution relating to matters of policy publicly recorded. For the avoidance of doubt, the list need not record all Full Members who vote against the resolution. The public record of dissent should be referred to and the list made available for inspection when pronouncements on the relevant policy matters are made by ACFID.

Convening general meetings

5.5 A meeting of the Council must be convened for as soon as practicable after:

- (a) the Board resolves to call a general meeting or an annual general meeting; or
- (b) a written requisition for a special meeting, signed by at least 4 (four) Full Members who are Financial, is delivered to the President.

Notice of meetings

5.6 At least fourteen (14) days clear notice of a Council meeting, other than the annual general meeting, must be given to all members of the Council.

5.7 At least thirty (30) days clear notice of the annual general meeting must be given to all members of the Council.

5.8 A notice of meeting must specify:

- (a) the place, date and hour at which the meeting will be held; and
- (b) if there is any special business to be discussed at the meeting, the general nature of that business.

5.9 Notice of a meeting may be delivered or transmitted to members by facsimile, electronic mail, or by post. Notices are deemed to be given, if properly addressed to the address most recently advised in

writing by the Public Officer, on the day following despatch. The non-receipt of a notice of general meeting, or the accidental omission to give a notice of general meeting, does not invalidate any resolution passed at the general meeting.

Appointing a proxy

- 5.10 Each Member is entitled to appoint another Member as proxy by notice given to the Chair no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 5.11 The notice appointing the proxy must be in the form set out in Schedule 3.

Quorum

- 5.12 The quorum for Council meetings is the number equivalent to 20 percent or one fifth of the total number of Full Members who are Financial at the time of the meeting.

Chair

- 5.13 The Chair of meetings of Council is the President of ACFID or, if the President is not available for the meeting, one of the Vice-Presidents of ACFID nominated by the President.

How questions decided

- 5.14 All decisions of the Council will be taken to be carried if approved by a simple majority of votes cast by Full Members who are Financial, unless these Rules provide otherwise. The Chair does not have a casting vote. Counting of votes will be concluded in the manner determined by the Chair. Each Full Member has the number of votes determined in accordance with Rule 6.3.

Postponement of general meeting

- 5.15 The Chair may, with the consent of the meeting, postpone or adjourn the meeting from time to time and place to place, but the only business that may be transacted at the postponed or adjourned meeting is the business left unfinished at the meeting from which the postponement or adjournment took place.
- 5.16 Notice must be given to members of the time and place to which the meeting has been postponed or adjourned.

Auditor's right to attend general meetings

- 5.17 The auditor of ACFID is entitled to attend a general meeting of the Council.

Observers at meetings

- 5.18 Observers may be invited by the Board or the Council to attend any meeting of the Council.
- 5.19 Observers attending a Council meeting may not:
- (a) vote at the meeting in any circumstances; or
 - (b) speak at a Council meeting, unless invited to do so by the President.

6 Members' voting rights

Voting rights

- 6.1 Each Full Member of ACFID who is Financial at the date of a meeting of the Council has a right to vote on any resolution at that meeting.
- 6.2 Any Full Member who is Unfinancial at the date of a meeting is not entitled to vote at that meeting.
- 6.3 Each Financial Full Member's voting rights are allocated weight by the Council on a scale of between one (1) and five (5) votes for that Full Member. The appropriate weight is determined by Council,

according to financial contribution to ACFID through annual membership fees and no other consideration.

- 6.4 A Full Member who is Financial and who has multiple votes may exercise all of their allocated votes in a block of votes, provided that they are represented at the Council meeting by at least one Representative.

Voting Representatives

- 6.5 Each Financial Full Member may authorise one or more Representatives to exercise that Full Member's vote or votes at a meeting or meetings of the Council.
- 6.6 Full Members must have notified ACFID in writing, prior to a Representative exercising voting rights at any general meeting of Council, of the name or names of each of their authorised Representatives and the number of votes of that Full Member that he or she may cast.

7 The Board

Constitution and membership

- 7.1 The Board is comprised of:
- (a) the President;
 - (b) two (2) Vice Presidents;
 - (c) one (1) Vice President (Finance);
 - (d) eight (8) additional members of the Board, not including the Chief Executive Officer.
- 7.2 The Board of ACFID will have a minimum quota of 40% women and 40% men as elected members.
- 7.3 The Chief Executive Officer is not a voting member of the Board, but must attend all meetings of the Board.

Eligibility

- 7.4 Nominees for election to the Board must be nominated by Representatives of Full Members of ACFID who are Financial. A body corporate may not be elected to the Board.

Election of Board

- 7.5 The Council will elect each of the members of the Board.
- 7.6 Members of the Board will be elected for the following terms of office:
- (a) the President will be elected for a term of two years. A person may not hold the office of President for more than 2 consecutive terms but may hold any other office;
 - (b) Vice Presidents and the Vice President (Finance) will be elected for a term of three years and may serve no more than two consecutive terms. After a gap of one term an individual may nominate for re-election. ;
 - (c) subject to rules 7.6(d) and 7.6(e), the eight additional members of the Board will be elected for a term of three years and may serve no more than two consecutive terms. After a gap of one term an individual may nominate for re-election;

- (d) at the annual general meeting to be held in 2003 and at each subsequent annual general meeting, all but four members of the Board elected under Rule 7.6(c) must retire from office;
- (e) the members of the Board to retire in 2003 will be those members who received the fewest votes at the election held at the annual general meeting in 2002;
- (f) at the annual general meeting to be held in 2004 and at each subsequent annual general meeting, the members of the Board elected under Rule 7.6(c) to retire by rotation are those who have been longest in office since their last election;
- (g) a member of the Board holds office from the conclusion of the annual general meeting at which that person was elected to the conclusion of the annual general meeting at which that person retires; and
- (h) a person appointed to fill a casual vacancy in a position elected under Rule 7.6(c) will serve for the remainder of the term of the person in whose stead they were appointed and, for the purposes of Rule 7.6(d), are to be taken to be elected under Rule 7.6(c).

Casual vacancies in Board

7.7 A person may be appointed by the Board to be a member of the Board to fill a casual vacancy, provided that the person is a Representative of a Full Member which is Financial at that time:

Function and powers of the Board

7.8 The management and conduct of the financial and general affairs of ACFID is vested in the Board.

7.9 The Board may exercise all such powers and do all such things that ACFID is authorised to exercise and do, other than powers or things which are required by these Rules or by statute to be exercised or done by the Council in general meeting, and which may not be exercised or done by the Board.

7.10 Without limiting the above, the Board has the following powers and responsibilities:

- (a) to ensure that the objects of ACFID are pursued;
- (b) to carry on the business of the Council, and ensure that the policy guidelines and directions are implemented or adhered to;
- (c) to formulate policy within the policy guidelines formulated by the Council;
- (d) to take such initiatives as it may deem necessary in keeping with the objectives of ACFID and report such actions to the members of ACFID and to the next Council meeting;
- (e) to make binding regulations under these Rules relating to such procedural, operational and administrative matters as the Board sees fit, in keeping with the objectives of ACFID;
- (f) to keep minutes of meetings of the Board, and to forward those minutes to the members of ACFID;
- (g) to oversee the functioning of the Secretariat;
- (h) to appoint standing or ad hoc committees, to appoint persons to those Committees in accordance with these Rules, and to oversee the operation of those Committees;
- (i) to oversee the conduct of the financial affairs of ACFID;

- (j) to appoint or remove the Chief Executive Officer; and
- (k) on notification by the Code of Conduct Committee to ACFID Executive of a breach of the Code of Conduct by an ACFID Full Member or Affiliate, to determine the further action, if any, which should be imposed on the Full Member or Affiliate.

7.11 For the avoidance of doubt, the following matters are reserved exclusively to the Council in general meeting:

- (a) the determination of annual fees payable by members; and
- (b) the allocation of weight (in numbers of votes) to Full Members who are Financial, according to the annual fees contributed by the Full Members.

Remuneration and expenses

7.12 A member of the Board may not be paid any remuneration for services as a member of the Board, except where:

- (a) a member of the Board has been engaged by the Board to carry out a specific task;
- (b) remuneration for the task has been approved by the Board; and
- (c) the member of the Board who is to receive the remuneration has not participated in that part of any meeting where their engagement, conditions of engagement, remuneration or any proposal for the supply of services by them, has been considered.

7.13 A member of the Board is entitled to be reimbursed out of the funds of ACFID for reasonable travelling, accommodation and other expenses which the member of the Board incurs:

- (a) when travelling to or from meetings of the Board;
- (b) when expressly requested by the Board to attend a meeting of other committees of ACFID, or meetings of the Council, in their capacity as an Board member, but not otherwise; or
- (c) when engaged on the affairs of ACFID at the request of the Board in their capacity as an Board member, but not otherwise.

Vacation of office

7.14 The office of a member of the Board is automatically vacated if the member of the Board:

- (a) becomes bankrupt or insolvent;
- (b) dies;
- (c) becomes of unsound mind;
- (d) resigns office by notice in writing to ACFID, or refuses to continue to act as a member of the Board; or
- (e) is removed from office, or prevented from holding office, pursuant to a provision of the Associations Incorporation Act 1991 or the Corporations Law.

Conflicts of interests

- 7.15 A member of the Board may hold any other office in ACFID, except that of Auditor, and may provide services to ACFID in a professional capacity, and is not liable to account for any remuneration in that office or capacity.
- 7.16 A firm or company in which a member of the Board is a member or director may be engaged in a professional capacity in or about the affairs of ACFID, otherwise than as Auditors, at usual professional remuneration.
- 7.17 A contract entered into on behalf of ACFID is not void or voidable by reason only that a member of the Board is in any way directly or indirectly interested in it.
- 7.18 An interested member of the Board may attest the affixing of the Seal of ACFID to a contract or any other document.
- 7.19 Notwithstanding any other provision of these Rules, any member of the Board who:
- (a) has a material personal interest in a matter that is being considered at a meeting of the Board; or
 - (b) has been nominated for membership of the Board by a Full Member, which has a material interest (which is particular to that Full Member) on a matter including an alleged breach of the Code of Conduct, which matter is being considered at a meeting of the Board, (including an alleged breach of the Code of Conduct),
- must disclose that interest to the Board and may not:
- (c) vote on the matter; or
 - (d) be present while the matter is being considered at the meeting,
- without the consent of the Board. The member of the Board concerned may not vote on the resolution to give consent or be present during its discussion.
- 7.20 For the purposes of Rule 7.19, and without limitation, a member of the Board will have a “material personal interest” in a matter where the matter involves any of the following persons or entities receiving remuneration for the supply of goods or services, their appointment to supply goods or services for remuneration, or their terms and conditions of service for remuneration:
- (a) the Board member;
 - (b) a person in the Board member’s immediate family; or
 - (c) a person or entity closely connected with the Board member, including an organisation which:
 - (i) employs the member; or
 - (ii) nominated the Board member for election to the Board.

8 Procedure for Board meetings

Meetings

- 8.1 The Board may meet to conduct business, adjourn meetings, and otherwise regulate their meetings and proceedings as and when they think fit.
- 8.2 The Board must meet at least three (3) times in each Financial Year.

Quorum

- 8.3 At least five (5) members of the Board who are both:
- (a) present in person or by telephone or video (and not by proxy); and
 - (b) entitled to vote on any motion that may be moved at the meeting,
- are a quorum for a meeting of the Board.
- 8.4 Notwithstanding Rule 8.3, the Board may determine that a greater number of members of the Board must be present in person or by proxy to form a quorum for a meeting of the Board.

Convening Board meetings

- 8.5 No less than two (2) members of the Board may request the President to convene a special meeting of the Board. On receipt of the request, the President must convene the special meeting.
- 8.6 Each member of the Board must notify the Chief Executive Officer of an address within Australia to which notices of meetings of the Board may be delivered. Notices delivered to that address, by any means permitted under these Rules, will be taken to have been delivered to the member of the Board.

Attending meetings

- 8.7 A member of the Board may attend and vote at a meeting of the Board, either:
- (a) in person; or
 - (b) by means of a telephone or video link, or other form of technology enabling the Board member to hear all things said at the meeting, and to speak to the meeting; or
 - (c) by appointing another Board member as the first Board member's proxy for that meeting.

Appointing a proxy

- 8.8 A proxy must be appointed by a notice in writing signed by the person appointing the proxy, provided to the Public Officer of ACFID.
- 8.9 Only a member of the Board is eligible to be appointed as the proxy of another member of the Board.
- 8.10 The notice of appointment of a proxy can include a facsimile, email, telegram or other form of visible communication from the person appointing the proxy, and should be substantially in the form of the notice attached at Schedule 2.
- 8.11 The appointment of a proxy may be for a particular meeting only, and may not be a general appointment.

Chair

- 8.12 Meetings of the Board will be chaired by the President, or in the President's absence, by a Vice President. If the President and Vice Presidents are absent from the meeting, the members of the Board will elect a person to chair the meeting.

How questions are decided

- 8.13 Questions arising at a meeting of the Board are to be decided on a simple majority of votes cast, unless specified otherwise by these Rules or by the Board.
- 8.14 In the event of an equality of votes, the Chair of the meeting has a casting vote.

Written Resolution of the Board

- 8.15 A member of the Board may propose a written resolution to the Board by circulating a document setting out the full text of the resolution proposed.
- 8.16 A written resolution of the Board signed as approved by all of the members of the Board who are in Australia (and being at least a quorum) as at the date the resolution was last signed, is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted at the time the resolution was last signed.
- 8.17 The written resolution may consist of several documents in like form, each signed by one or more of the members of the Board.
- 8.18 The proposed written resolution may be circulated by means including post, facsimile or electronic mail, provided that the document signed in each case is a hard copy document setting out the text of the proposed resolution without alteration to the text of the proposed resolution.

Telephone or video meeting

- 8.19 A Board meeting may be called or held using any technology consented to by each Board member. The consent may be a standing one which may not be withdrawn on less than 60 days notice.
- 8.20 The provisions of these Rules relating to meetings of the Board apply to telephone or video meetings.

Validity of acts of the Board

- 8.21 All actions of the Board, or a person acting as a member of the Board are valid notwithstanding that it is later discovered that there was some defect in the appointment or election of any of the members of the Board, or that any of the members of the Board were ineligible or had vacated office.

Accountability to the Council

- 8.22 The Chief Executive Officer will take all reasonable steps to ensure that:
- (a) minutes are kept of all meetings of the Board, and copies are kept of papers and reports presented to the Board;
 - (b) a copy of the minutes of each meeting of the Board is distributed to all members of ACFID; and
 - (c) audited financial statements are prepared for and presented at annual Council meetings.

9 Committees and Other Official Groups as Required**Committees appointed by the Board or Chief Executive Officer**

- 9.1 The Board or Chief Executive Officer may delegate any of their powers to committees, consisting of such members of the Board as they think fit. The Board or Chief Executive Officer may revoke any such delegation. The delegation must not be to the exclusion of or in substitution for all or any of the powers of the Board or Chief Executive Officer.

ACFID committees and other groups

- 9.2 Both the Council, Chief Executive Officer and the Board may:

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- (a) establish standing or ad hoc committees or other groups as they think fit:
 - (i) to carry out functions or to pursue projects specified by the Council, Chief Executive Officer or the Board from time to time; and
 - (ii) comprised as directed by the Council, Chief Executive Officer or the Board, and which may include as members of the committee or other official groups, persons other than Representatives of Full Members who are Financial;
 - (b) dissolve such committees or working groups, except those required to be established under these Rules; and
 - (c) alter or amend the terms of reference or operational guidelines for those committees or working groups, as the Council, Chief Executive Officer or the Board thinks fit, from time to time.
 - (d) there are standing governance committees that report to the Board, such as the Finance and Audit Committee.

Accountability of committees and official groups

9.3 All committees and official groups must:

- (a) seek the prior approval of the Chief Executive Officer before inviting any representative of an organisation which is not a member of ACFID to attend meetings of, or otherwise participate in, the committee or official groups;
- (b) operate in accordance with terms of reference or guidelines specified by the Board or Chief Executive Officer, if any, and in pursuance of the objectives of ACFID;
- (c) keep minutes of their meetings, and provide a copy of such minutes to the Board or Chief Executive Officer on request;
- (d) provide reports to the Board, Chief Executive Officer, or the Council on their activities, as and when requested by the Board or Chief Executive Officer;
- (e) notify the Board or Chief Executive Officer of the place and time of proposed meetings of the committee or official group;
- (f) provide copies to the Board or Chief Executive Officer of any draft documents produced by the committee official group which may have policy implications, for approval by the Board or Chief Executive Officer before the final document is produced and before any such document is released or published; and
- (g) provide copies to the Board or Chief Executive Officer of other papers, reports or other formal documents that the committees or official groups produce from time to time.

9.4 The Chief Executive Officer, or such member of the Board or Secretariat nominated as the Chief Executive Officer's representative, is entitled to attend any meetings of the committees and official groups established by the Board or Chief Executive Officer.

10 Secretariat

10.1 The Board will appoint a Chief Executive Officer who will also be the Public Officer.

- 10.2 The Chief Executive Officer may appoint persons to fill other staff positions, as and when necessary, within the budget agreed to by the Board.
- 10.3 The Public Officer must be:
- (a) a resident of the Australian Capital Territory; and
 - (b) appointed in accordance with the requirements under the Associations Incorporation Act for the valid appointment of a Public Officer of ACFID.
- 10.4 The members of the secretariat to the Board will carry out directions of the Board and the Council, and will be responsible for the administration of ACFID and the Board.

11 Chief Executive Officer

Appointment and removal

- 11.1 The Board may appoint a person to the office of Chief Executive Officer for a fixed term or without limitation as to the period of appointment.
- 11.2 The Board may remove a person appointed as Chief Executive Officer, and appoint another person instead, subject to the terms of any contract between ACFID and the Chief Executive Officer.
- 11.3 The Board may determine the remuneration of the Chief Executive Officer in any manner which they think fit, and subject to the terms of any contract between ACFID and the Chief Executive Officer.

Powers

- 11.4 The Board may confer on the Chief Executive Officer such powers as are conferred on the members of the Board by these Rules, on such terms and with such restrictions as they think fit. Those powers may be conferred collaterally with, but not to the exclusion of, the powers of the Board, and may be revoked or varied by the Board.
- 11.5 The Chief Executive Officer:
- (a) is responsible for managing the Secretariat to implement the policies and programs of the Council within the approved budget, and must report to meetings of the Council and Board;
 - (b) must attend meetings of the Board, but is not entitled to vote at meetings of the Board;
 - (c) must attend meetings of the Council, and may speak at meetings of the Council, but is not entitled to vote at meetings of the Council;
 - (d) is entitled to attend all meetings of Committees and Working Groups and must attend particular meetings of Committees where directed to do so by the Board;
 - (e) may authorise a member of the Secretariat or of the Board to attend a particular meeting of the Board, a Committee or a Working Group in his or her place, except where expressly requested by the Board to attend in person.

12 Code of Conduct

Status of Code

- 12.1 The Code of Conduct annexed to these Rules at Schedule 1, as amended from time to time, forms a part of these Rules.
- 12.2 Each Full Member of ACFID must at all times be a signatory to the Code of Conduct and have paid all Code of Conduct fees which are due and payable, as a condition of membership of ACFID.
- 12.3 Non-members of ACFID may not be signatories to the Code of Conduct.

Ceasing to be a Code signatory

- 12.4 An entity ceases to be a signatory to the Code of Conduct:
- (a) upon giving written notice to ACFID that the entity is ceasing to be a signatory to the Code of Conduct;
 - (b) upon a failure to affirm that the entity continues to be a signatory to the Code of Conduct, if such an affirmation is requested by the Code of Conduct Committee;
 - (c) upon a formal decision by the Code of Conduct Committee that the agency be removed as a signatory; or
 - (d) in the case of a body corporate, it being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it.

Amendment of Code

- 12.5 The Code of Conduct may not be amended or replaced unless:
- (a) the procedure for amendment of these Rules is followed; and
 - (b) any additional procedures which may be set out in these Rules or the Code of Conduct for amendment of the Code of Conduct are followed.
- 12.6 The Code of Conduct may only be amended by Council in accordance with Rule 14.
- 12.7 All Code of Conduct signatories must be informed in writing of any amendment to the Code of Conduct within sixty (60) days of an amendment being made, and must be provided with a copy of the amendment.

Code of Conduct Committee

- 12.8 The Code of Conduct Committee must:
- (a) be constituted;
 - (b) have its members elected;
 - (c) have its Chair appointed; and
 - (d) carry out its functions,
- in accordance with the Operational Guidelines and these Rules.
- 12.9 The Code of Conduct Committee must consist of:

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- (a) six (6) elected committee members.
 - (b) Up to three (3) specialist based appointed positions as per the Code of Conduct Committee Operational Guidelines
 - (c) an independent honorary Chair, who is:
 - (i) selected by the Code of Conduct Committee from nominations by the Board; and
 - (ii) formally appointed by the Board on the advice of the Code of Conduct Committee.
 - (d) the gender ratio of the members complies with the ratio set out in the Operational Guidelines from time to time;

12.10 Code of Conduct Committee elections must be conducted in accordance with the following requirements:

- (a) a body corporate will only be eligible to vote in the election if:
 - (i) it is a signatory to the Code of Conduct; and
 - (ii) it has paid all fees due up to the date of the election in respect of its Full Membership of ACFID, and under the Code of Conduct or the Operational Guidelines;
- (b) each body corporate which is eligible to vote may cast one (1) vote in the election;
- (c) nominees for election to the Code of Conduct Committee:
 - (i) must be a person nominated by a body corporate eligible to vote in the election; and
 - (ii) must not have been a member of the Code of Conduct Committee for the two consecutive terms of office immediately preceding the election.
- (d) members of the Board may not stand for election to the Code of Conduct Committee;
- (e) the election will, in all other respects, be conducted in accordance with the Operational Guidelines.

12.11 Members of the Code of Conduct Committee are elected for a three (3) year term, and may serve no more than two consecutive terms.

Operational Guidelines

12.12 The Operational Guidelines are made by and at the discretion of the Board, and may be made on the recommendation of the Code of Conduct Committee.

12.13 In the event of any inconsistency between the Operational Guidelines and these Rules, these Rules prevail.

12.14 The Code of Conduct Committee must give consideration to the Operational Guidelines.

13 Administration and financial management

Common seal

- 13.1 There must be a common seal of ACFID, which must be the full name of the “Australian Council for International Development Incorporated” encircling the words “Common Seal”.
- 13.2 ACFID may also have an official seal for use in any place outside the Australian Capital Territory, which is a replica of the common seal with the addition on its face of the name of every place where it may be used.
- 13.3 The Board must take such measures as they think fit to ensure that the seals are kept in safe custody.
- 13.4 The seals must never be affixed to a document except with the authority of:
- (a) the Board; or
 - (b) a committee which itself has been authorised by the Board to approve the affixing of the seal.
- 13.5 The affixing of the common seal must be witnessed by two members of the Board, or one member of the Board and the Public Officer.

Custody of books and documents

- 13.6 The Public Officer must keep the books, records and other documents of ACFID in his or her custody or control at all times, subject to the Associations Incorporation Act, and these Rules.

Inspection of books and documents

- 13.7 The books, records and other documents of ACFID will be open to inspection by Financial Members of ACFID at the principal office of ACFID in the Australian Capital Territory, free of charge, during normal business hours.
- 13.8 Requests for inspection of books, records and other documents should be directed to the Public Officer.

Financial Year

- 13.9 The Financial year for ACFID commences on 1 July of each year, and ends on 30 June of the following year.

Sources of funds

- 13.10 ACFID may derive its funds from:
- (a) annual membership fees received from members of ACFID;
 - (b) fees from the provision of services to members of ACFID, including (without limitation) the provision of training courses and seminars and the sale of books and other materials, in pursuance of the objectives of ACFID;
 - (c) fees from the provision of services to non-members of ACFID, including (without limitation) the provision of training courses and seminars and the sale of books and other materials, in pursuance of the objectives of ACFID; and
 - (d) funding received from government for the work of ACFID or its members, whether through grants, contracts or other arrangements;

- (e) the proceeds of projects carried out in pursuance of the objectives of ACFID, including, without limitation, contracts entered into with government agencies or authorities, and contracts with private sector organisations;
- (f) grants from charitable or philanthropic trusts;
- (g) donations tendered to the Council or the Board by members of ACFID, members of the public, or other sources, for the work of ACFID or its members; and
- (h) such other source as the Board determines, provided that:
 - (i) it is incidental to or in pursuance of the objectives of ACFID; and
 - (ii) the Board obtains advice as to the effect (if any) of receiving income from that source upon the tax status of ACFID.

13.11 ACFID is permitted to collect sums of money to reimburse ACFID in respect of taxes, imposts and duties imposed on ACFID in connection with contracts or other arrangements entered into by ACFID (including, without limitation, stamp duties and goods and services tax).

Accounts

13.12 Accounts must be prepared annually at 30 June, and are subject to examination by the auditor of ACFID appointed by the Council.

Auditor

13.13 The Board must appoint an auditor of ACFID for each Financial Year.

13.14 The Board must comply with the provisions of the Associations Incorporation Act and Regulations (as in force at the time of the appointment) to the required qualifications of the auditor.

13.15 The Auditor must not be:

- (a) a member or officer of ACFID;
- (b) a partner, employer or employee of an officer of ACFID; or
- (c) a partner or employee of an employee of an officer of ACFID.

Negotiable instruments

13.16 Cheques, bills of exchange, promissory notes and other negotiable instruments may be signed, accepted, drawn, made or endorsed on behalf of ACFID in such a way and by such persons as the Board may determine, and not otherwise.

Surplus property

13.17 If ACFID is wound up or dissolved, then after payment of all expenses and liabilities of ACFID, the assets and funds of ACFID will be disbursed to an Approved Institution or Approved Institutions:

- (a) in accordance with requirements of Governments with which formal arrangements have been made in pursuance of the objects of ACFID;
- (b) in consultation with the donors of all earmarked funds held by ACFID;
- (c) subject to (a) and (b), to another organisation or organisations with similar purposes to ACFID; or

- (d) in the absence of organisations meeting the description in (c), to the work of member organisations, as a majority of members attending a meeting of Council for this purpose may determine; or
- (e) in the absence of organisations meeting the description in (d), to an Approved Institution or Approved Institutions as a majority of the Full Members attending a meeting of Council for this purpose may determine,

provided that no individual person who is either:

- (f) an Honorary individual member of ACFID; or
- (g) a Representative of an organisation which itself is a member of ACFID,

may participate personally in the distribution of any assets or profits of ACFID, other than by way of payment of reasonable remuneration for services provided to ACFID.

- 13.18 If the Commissioner of Taxation has endorsed ACFID as a deductible gift recipient under Division 30 of the Income Tax Assessment Act 1997, and the Commissioner of Taxation revokes that endorsement, then all moneys, properties and benefits held in a public fund maintained by ACFID for the purposes of Division 30 of the Income Tax Assessment Act 1997 must be transferred to an Approved Institution selected in accordance with clause 13.17.

Service of notices

13.19 Notices may be served on members of ACFID either:

- (a) personally, or by hand, to the member;
- (b) by sending it by pre-paid post to the member at the member's address shown in the register of members;
- (c) by sending it by facsimile to the member's facsimile number, if any, last notified to the Public Officer of ACFID; or
- (d) by sending it by Email to the member's Email address, if any, last notified to the Public Officer of ACFID.

14 Alterations to the Rules

- 14.1 No alterations can be made to these Rules unless a resolution containing the proposed alterations has been:
- (a) submitted to all members of Council at least sixty (60) days prior to the meeting at which the resolution is passed; and
 - (b) approved at the meeting of Council by a three-fourths majority of the votes cast at the meeting by Full Members who are Financial at the time.

- 14.2 An alteration to these Rules (including any alteration to the Objects of the Association) is not effective until a copy of the alteration is lodged with the Registrar-General.

15 Indemnities

15.1 Every:

- (a) officer (as defined in the Corporations Law);
- (b) member of the Board;
- (c) member of the Secretariat; and
- (d) member of the Code of Conduct Committee

of ACFID is indemnified (to the maximum extent permitted by law) out of the property of ACFID against any liabilities or expenses incurred by that person:

- (e) in defending any proceedings relating to that person's position with ACFID, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment;
- (f) in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted; or
- (g) in connection with any application in relation to any proceedings relating to that person's position with ACFID, whether civil or criminal, in which relief is granted to that person by the Court under the Corporations Law or the Associations Incorporation Act; and
- (h) to parties other than ACFID in connection with his or her position with ACFID, except where the liability did not arise out of conduct in good faith.

16 Dictionary

Definitions

16.1 The following words have these meanings in these Rules, unless the context demonstrates a contrary intention:

ACFID means the incorporated association known as the Australian Council for International Development Incorporated.

Approved Institution means a fund, authority or institution covered by an item in any of the tables in Subdivision 30 B of the Income Tax Assessment Act 1997.

Associations Incorporation Act means the Associations Incorporation Act 1991 of the A.C.T., as amended from time to time, and any Regulations or instruments made under it.

Chair means the person nominated to chair a general meeting of the Council in accordance with Rule 5.13.

Code of Conduct means the Code of Conduct annexed to these Rules at Schedule 1, as amended from time to time.

Council means the Full Members of ACFID (who are Financial).

Email means electronic mail or any other form of electronic transmission.

Board means one or more of the persons elected to the Board acting as a committee, being responsible for the management of ACFID. The Executive is the ‘committee’ of ACFID within the meaning of the Associations Incorporation Act.

Chief Executive Officer means the person appointed as Chief Executive Officer by the Board.

Financial means, in relation to a member of ACFID, that the member has paid all its annual membership fees which are due and payable up to the relevant date.

Financial Year means the financial year for ACFID commencing and ending on the dates specified in Rule 13.9.

Full Member means a body corporate in the class of members of ACFID referred to in Rule 3.1(a) who has full rights of membership under Rule 3.2.

Objectives of ACFID means the objectives and purposes set out in the Statement of Objects.

Operational Guidelines means guidelines, formulated and amended by the Board from time to time, relating to procedural and operational matters in connection with the ACFID Code of Conduct and the Code of Conduct Committee.

Public Officer means the person appointed as public officer of ACFID. Where no Public Officer is formally appointed, the Public Officer is the person who would be the Public Officer of ACFID according to the provisions of the Associations Incorporation Act.

Representative means a Representative appointed by a Financial Full Member of ACFID, to vote on that Full Member’s behalf at Council meetings.

Rules means the Rules of ACFID, and includes Schedules to the Rules and the Statement of Objects.

Seal means the common seal of ACFID.

Special Resolution means a resolution approved by:

- (a) two thirds of votes cast by the Full Members of the Council who are Financial and present at a Council meeting, for a special resolution of Council; or
- (b) two thirds of the votes cast by members of the Board on the Board at the time of the vote, for a special resolution of the Board.

Unfinancial, in relation to a member of ACFID, means the member has not paid membership fees which are due and payable at the relevant time in respect of the preceding ACFID financial year.

Extended meaning of body corporate

16.2 For the purposes of these Rules, a body corporate will be taken to include:

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- (a) an unincorporated body which forms part of an incorporated body;
 - (b) a body established under an Act of an Australian Parliament; or
 - (c) a trust which has activities in the field of overseas aid, development assistance and or development education which are consistent with and supportive of the Objectives of ACFID.

Guides to interpretation

16.3 In these Rules, unless the context demonstrates the contrary intention:

- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (b) the singular includes the plural and vice versa;
- (c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (d) a reference to writing includes typewriting, printing, telegram, facsimile, and other modes of representing or reproducing words in a visible form;
- (e) a reference to a rule is a reference to one of the Rules;
- (f) a reference to a Schedule is, unless otherwise specified, a reference to a Schedule to these Rules; and
- (g) a reference to an Act or to a provision of an Act, means that Act or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by the Commonwealth or a State or Territory of Australia, and includes regulations and other instruments made under it.

16.4 Headings are inserted for convenience and do not affect the interpretation of these Rules.

16.5 The Statement of Objects, and any schedules and annexures to these Rules form part of these Rules.

16.6 Powers conferred on ACFID, the Council, the Board, the Chief Executive Officer, a member of the Board or a member may be exercised at any time, and from time to time.

SCHEDULE 1 - CODE OF CONDUCT

- 1 Code of Conduct
- 2 Financial reporting format
- 3 Complaints and Compliance Process

SCHEDULE 3

Form of appointment of proxy

I, (full name)

of (address)

a Member of the Australian Council for International Development Incorporated (“the Association”) appoint

..... (full name of proxy)

of (address)

a Member of the Association as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or other general meeting, as the case may be) to be held on

..... and

at any adjournment of that meeting.

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

.....

(Signature of Member appointing proxy)

(*To be inserted if desired.)

Date

Note A proxy vote may not be given to a person who is not a Member of the association.