



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 General Meeting held  
on 28 March 2019**

**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 and well-being, 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 peoples 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 Objects 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;
- (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;

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- (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 Objects and purposes specified in the foregoing provisions of this rule.

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

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## Rules of the Australian Council for International Development Incorporated

### **2 Preliminary**

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#### **Name**

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

#### **Incorporation**

2.2 ACFID is a not-for-profit incorporated association which is established to seek to be, and to continue to be, a charity. ACFID is incorporated in the Australian Capital Territory under the Act registration number A01062 and is a registered charity number ABN 54 645 667 467 under the ACNC Act.

#### **Definitions**

2.3 Definitions for words or phrases which have special meanings in these Rules, and other guides to interpretation of these Rules, are in **Rules 17.1 & 17.2**.

#### **Rules and the Model Rules**

2.4 These Rules are intended to provide for each of the matters raised in schedule 1 of the Act. In the event of any inconsistency between these Rules and the Model Rules in the Regulation, these Rules prevail subject to the constraints imposed by sections 31 & 32 of the Act.

### **3 ACFID structure**

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3.1 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.

### **4 Membership of ACFID**

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#### **Classes of membership**

4.1 There are three classes of membership of ACFID:

- (a) Full Members qualified for membership under **Rule 4.7**; and
- (b) Affiliate Members qualified for membership under **Rule 4.8**; and
- (c) Honorary Members qualified for membership under **Rule 4.9**.

#### **Membership rights and obligations**

4.2 Full Members have rights to:

- (a) appoint a Representative to attend Council Meetings;

- (b) vote on matters put to Members, provided that they are Financial in accordance with these Rules;
- (c) nominate a Representative to stand for election or appointment to the Board; and
- (d) nominate individuals associated with the Full Member to participate in committees and Communities of Practice (CoP) subject to **Rule 10.2** .

4.3 Full Members must:

- (a) provide to ACFID a current copy of their constituent documents and a copy of any amendments or alterations implemented from time to time;
- (b) subject to the Full Member's legal obligations to produce such reports, provide to ACFID a copy of their annual financial statements, including any audit review or report, and any annual report, by the same date they are required to provide any such reports to their members or regulators; and
- (c) be signatories to the Code of Conduct.

4.4 Affiliate Members have rights to:

- (a) appoint a Representative to attend Council Meetings;
- (b) speak, if invited by the Chair, at Council Meetings; and
- (c) nominate individuals associated with the Affiliate Member to participate in committees and CoPs subject to **Rule 10.2**,

but have no right to:

- (d) vote on matters put to Members; or
- (e) nominate a Representative to stand for election or appointment to the Board.

4.5 Honorary Members have rights to:

- (a) attend Council Meetings;
- (b) speak, if invited by the Chair, at Council Meetings; and
- (c) participate in committees and working groups of ACFID subject to **Rule 10.2**;

but have no right to:

- (d) vote on matters put to Members; or
- (e) nominate for election or appointment to the Board.

4.6 Members, including interim Members, that are bodies corporate may exercise their rights under these Rules by means of Representatives. A Representative once appointed remains a Representative until the Member advises the Public Officer of a change to the Representative.

**Membership eligibility**

4.7 To be eligible to be a Full Member a person must:

- (a) be a body corporate registered in Australia;

- (b) be registered with the Australian Charities and Not-for-profit Commission;
- (c) be a not for profit organisation; and
- (d) conduct 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 Objects.

4.8 To be eligible to be an Affiliate Member a person must:

- (a) be a body corporate;
- (b) not be eligible or appropriate to be a Full Member; and
- (c) be able to contribute to supporting the achievement of the Objects.

4.9 To be eligible to be an Honorary Member a person must:

- (a) be an individual and an adult;
- (b) be interested in the Objects and have contributed in a significant way to the field of international development in the opinion of the Board.

#### **Applying for membership**

4.10 A body corporate may apply, or be invited by the Board to apply, to ACFID for membership. An individual may only apply to ACFID for membership on the invitation of the Board.

4.11 The application for membership must:

- (a) be made in the form as determined by the Board, from time to time;
- (b) address each of the qualifications for membership; and
- (c) if for a Full Member undertake to become a signatory to the Code of Conduct in the form appended to these Rules at Schedule 1, and as amended from time to time in accordance with **Rule 4.3(c)**.

#### **Interim membership**

4.12 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 at a Council Meeting.

4.13 The Board will review the status of an Affiliate Member three years after the Affiliate Member has been admitted to membership, for the purpose of ascertaining whether the Affiliate Member has become eligible to be a Full Member. 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, change the status of the Affiliate Member to Full Member on an interim basis, which is subject to ratification at a Council Meeting.

4.14 A Member appointed on an interim basis has the right:

- (a) to attend Council Meetings;
- (b) speak, if invited by the Chair, at Council Meetings; and
- (c) participate in committees and CoPs of ACFID subject to **Rule 10.2**.

### **Council Meeting approval of Members**

- 4.15 The Board must submit to the annual Council Meeting a report detailing all applicants for membership that have been granted interim membership and nominations for change of status of membership since the last annual Council Meeting.
- 4.16 The Council Meeting will consider and vote to accept by a two thirds majority or to reject:
- (a) each Full Member submitted to the Council Meeting that has been granted interim membership by the Board;
  - (b) each Affiliate Member submitted to the Council Meeting that has been granted interim membership or a change in membership by the Board; and
  - (c) each Honorary Member submitted to the Council Meeting who has been granted interim membership by the Board.
- 4.17 An interim member is admitted to the relevant class of membership of ACFID if ratified by the Council Meeting, and the interim member gains the rights of the class of Member when their name is entered in the Register following the close of the Council Meeting.
- 4.18 If the Council Meeting considers and does not approve and ratify an interim Member's membership, that interim membership is immediately taken to be revoked.
- 4.19 Acceptance of any application for membership is subject to any application membership fees being paid. If an applicant for membership or an interim Member fails to pay any membership fee when it is due and payable the Board, at its discretion, may cancel any acceptance of any application for membership or appointment as an interim Member or ratification of membership by a Council Meeting.

### **Membership non-transferable**

- 4.20 A right, entitlement, benefit or obligation which a Member has:
- (a) cannot be assigned, transferred, or transmitted to another person; and
  - (b) is terminated upon a person ceasing to be a Member.

### **Annual membership fees**

- 4.21 Annual fees for each Member are determined each year for the next following Financial Year by the Board. Any change to the rate of fees is subject to approval by a Council Meeting, Membership fees will be due 30 days after the issuing of the membership fees invoice, for the Financial Year commencing on 1 July of that year.
- 4.22 The Board will confirm the fees due and payable by each Member for the relevant Financial Year by issuing an invoice to each Member.
- 4.23 Any Member with 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, with the fees and the additional administrative charge payable immediately.
- 4.24 In cases of hardship, Members may apply 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.
- 4.25 A Member that has not paid 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 or they cease to be a Member.

### **Ceasing to be a member**

4.26 The membership of a Member will cease upon:

- (a) resignation;
- (b) lapse of membership in accordance with **Rule 4.28**;
- (c) cancellation in accordance with **Rules 4.18, 4.19 & 4.30 to 4.32**;
- (d) the Member ceasing to be eligible to be a Member unless they become eligible to become a different class of Member;
- (e) in the case of a body corporate, it being dissolved, deregistered or otherwise ceasing to operate, or having a liquidator or provisional liquidator appointed to it; or
- (f) in the case of an individual, his or her death;
- (g) subject to **rule 4.28**, in any other circumstances prescribed in the terms of membership applicable to the Member or in the failure to satisfy any undertaking given by the Member upon them being admitted as a Member on the date that the Board resolves to cease the membership unless the Board resolves otherwise.

4.27 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 must be paid before the person can be considered for readmittance as a Member.

### **Lapse of membership**

4.28 A Member's membership will lapse if:

- (a) the Member has:
  - (i) been Unfinancial for a continuous period of 12 months; or
  - (ii) failed to pay any fees which are due and payable in respect of the Code of Conduct; or
  - (iii) where applicable, ceased to be a signatory to the Code of Conduct, pursuant to **Rules 4.3(c) & 13**;

provided that

- (b) the Board may exercise discretion to give the Member 60 (sixty) days written notice that their membership will lapse if they do not pay outstanding fees (which may include membership fees, administration charges, Code of Conduct fees, or any combination or part of such fees), or become a signatory to the Code of Conduct, as appropriate.

### **Resignation**

4.29 A Member may resign 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.

### **Termination**

4.30 The Board or, where the Board refers a matter to it, a Council Meeting may terminate the membership of a Member in the following circumstances:

- (a) the Board must give notice of motion of termination to the Member concerned and, when applicable, to all Full Members entitled to vote, at least 60 (sixty) days prior to the Board meeting or, when applicable, Council Meeting at which the motion of termination is to be considered; and
  - (b) at the meeting, the motion of termination, which is approved if supported by a three-fourths majority of votes cast, must state:
    - (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 is to be terminated.
- 4.31 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 meeting referred to in **Rule 4.30**):
- (a) where the Code of Conduct Committee has found that the Member, being a signatory to the Code of Conduct, has committed a serious breach of the Code of Conduct, the meeting is entitled to accept the finding of the Code of Conduct Committee, or where applicable Appeals Officer) without further enquiry; or
  - (b) where any disciplinary committee, or other committee or commission of inquiry established by the Board 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, when applicable, the Council Meeting is entitled to accept the finding of the committee or commission without further enquiry.
- 4.32 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**

- 4.33 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 ACFID.

## **5 Complaints and disciplinary procedures**

- 5.1 Subject to **Rules 4.30 to 4.32**, any complaints or disciplinary action in respect of a Member 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.
- 5.2 The Board and a Council Meeting 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 appeals set out in the Code of Conduct, as amended from time to time, the individual or individuals deciding the appeal (Appeals Officer),

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

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## 6 Council Meetings

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### Functions of the Council in general meeting

- 6.1 The Council must have an opportunity to participate in an annual Council Meeting at least once in every Financial Year which meeting shall be the AGM and to have the opportunity to participate in other Council Meetings called in accordance with **Rule 6.5**.
- 6.2 The business of the annual Council Meeting, the AGM, is to:
- (a) review ACFID's operation, including to receive and consider financial statements, any report of the auditor and any required report of the Board to the extent required by the ACNC Act;
  - (b) receive and consider any report from the Code of Conduct Committee;
  - (c) consider and approve policy-making guidelines and fundamental policy principles and objectives;
  - (d) provide an opportunity for active participation of Members;
  - (e) elect Board members in accordance with these Rules;
  - (f) approve and ratify the admission of Members; and
  - (g) address such other matters as may validly be brought before the annual Council Meeting.
- 6.3 Resolutions of a Council Meeting on matters of ACFID policy:
- (a) must be passed by an ordinary resolution but with a majority of at least Two-Thirds of the votes cast in favour;
  - (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.
- 6.4 The minutes of Council Meetings must list any Full Members who wish to have their dissent from any resolution relating to matters of policy recorded. For the avoidance of doubt, the list need not record all Full Members who vote against the resolution. The 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 Council Meetings

- 6.5 A Council Meeting must be convened for as soon as practicable after:
- (a) the Board resolves to call a Council Meeting or an annual Council Meeting; or
  - (b) the Board resolves to call a Council Meeting on the written requisition for a Council Meeting, signed by at least 4 (four) Full Members that are Financial, is delivered to the Public Officer.

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**Notice of meetings**

- 6.6 At least fourteen (14) days clear notice of a Council Meeting, other than the annual Council Meeting, must be given to all Members.
- 6.7 At least thirty (30) days clear notice of the annual Council Meeting must be given to all Members.
- 6.8 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.
- 6.9 A notice of 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 Member to the Public Officer, on the day following despatch. The non-receipt of a notice of meeting, or the accidental omission to give a notice of meeting, does not invalidate any resolution passed at a Council Meeting.

**Appointing a proxy**

- 6.10 Each Member who is entitled to vote at a Council Meeting is entitled to appoint another Member or the Chair, including the President when performing the role of Chair, as proxy by notice given to the Public Officer no later than 48 hours before the time of the meeting for which the proxy is appointed.
- 6.11 The notice appointing the proxy must be in the form set out in Schedule 3 or in another form permitted by the Board.

**Quorum**

- 6.12 The quorum for Council Meetings is the number, rounded down if not a whole number, equivalent to 20 percent or one fifth of the total number of Full Members who are Financial at the time of the meeting. The quorum must be present at all times during the Council Meeting.

**Chair**

- 6.13 The Chair of a Council Meeting is the President or, if the President is not available or is unwilling to chair the meeting, one of the Vice-Presidents. If no Vice-President is available or is willing then a member of the Board, as agreed amongst the members of the Board who are present, is to chair the meeting. If no member of the Board is available or is willing to act, then the Members present in person as a Representative and entitled to vote must select one of their number as Chair.

**How questions decided**

- 6.14 All decisions of a Council Meeting will be taken to be carried if approved by a simple majority of votes cast by Full Members who are entitled to vote, unless these Rules or the Act 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 7.2**.
- 6.15 Where the Board has allowed Members to cast a direct vote by electronic or postal means on a matter, including an election, the voting must be done in a way that identifies that a Member has voted but with the actual way in which the vote or votes have been cast secret. The Board must advise Members at the time of inviting a direct vote as to whether the result of the vote shall be the decision of the Members or whether the matter that has been voted on by direct vote shall also be voted on at a Council Meeting and the decision shall be the combined result of the direct vote and the voting at the Council Meeting where a poll must be called on the matter.

### **Postponement of Council Meeting**

- 6.16 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.
- 6.17 Notice must be given to Members of the time and place to which the meeting has been postponed or adjourned if it is postponed or adjourned for more than 14 days.

### **Auditor's right to attend Council Meetings**

- 6.18 The auditor of ACFID is entitled to attend a Council Meeting.

### **Observers at meetings**

- 6.19 Observers may be invited by the Board to attend any Council Meeting or the Council Meeting may approve the attendance by observers.
- 6.20 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 Chair.

## **7 Members' voting rights**

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### **Voting rights**

- 7.1 Only Full Members who are Financial at the date of a Council Meeting have a right to vote on any resolution at that meeting. Where the Board allows a direct vote either by electronic or postal means the Member must be Financial at the date the invitation to vote is distributed to Members.
- 7.2 Each Financial Full Member's voting rights are allocated between one (1) to five (5) votes for that Full Member on a scale set by a Council Meeting based on annual membership fees.
- 7.3 A Full Member that is Financial 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 or a Proxy.
- 7.4 If a Member has cast a direct vote on a matter and the Board puts that matter to a Council Meeting for a vote, then if a Member who has already cast a direct vote or their Representative or their attorney or their Proxy is at the Council Meeting they are not entitled to vote and must not vote on the matter at the Council Meeting. Their direct vote or votes will be counted if a poll is taken on the matter.

### **Voting Representatives**

- 7.5 Each Financial Full Member may authorise one Representative to exercise that Full Member's vote or votes at a Council Meeting.
- 7.6 Full Members must have notified ACFID in writing, prior to a Representative exercising voting rights at any Council Meeting, of the name of their authorised Representative and the number of votes of that Full Member that the Representative may cast.

## **8 The Board**

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### **Constitution and membership**

- 8.1 The Board is comprised:
- (a) the President;

- (b) two (2) Vice Presidents;
- (c) one (1) Vice President (Finance);
- (d) up to eight (8) additional members of the Board, who shall be known as Directors.

8.2 A fundamental principal for the composition of the Board is that the members be inclusive and reflective of the nature of ACFID's community. A key, but not the only, dimension of that community is the mix of women and men. Neither men nor women should exceed the number of the other by more than 2. If the imbalance exceeds 2, the Board must take steps, consistent with these Rules to adjust the numbers so that any imbalance is restored to 2 or less.

8.3 The Chief Executive Officer is not a member of the Board but must attend all meetings of the Board.

#### **Eligibility**

8.4 Subject to **Rule 8.5**, nominees for election to the Board must be Representatives and must be nominated by two Full Members that are Financial, one of which must be the Member for which the individual is a Representative. Nominations must be on the form as determined by the Board from time to time and must include the signed consent to serve of the nominee.

8.5 Nominees for election as President must be individuals nominated by the Board who are neither Representatives nor associated with any particular Member and who, in the opinion of the Board, have a profile and experience appropriate to provide both influential and independent leadership of the Board and ACFID.

#### **Election of Board**

8.6 Members of the Board will be elected in conjunction with the annual Council Meeting which election may involve postal and/or electronic voting and/or voting at the meeting as determined by the Board.

8.7 Members of the Board will be elected for the following terms of office:

- (a) the President will be elected for a term of three years. Subject to **Rule 8.7(g)**, an individual may not hold the office of President for more than 2 consecutive terms but, if eligible and after a gap of one term, may be elected or appointed to any other position on the Board;
  - (i) For the avoidance of doubt in relation to **Rule 8.7(a)**, the President in office at the time of adoption of these Rules was appointed subject to **Rule 8.7(g)**, so time served prior to their next election at an annual Council Meeting shall not count in relation to **Rule 8.7(a)**, and when this rule is no longer relevant it shall be removed and replaced by the words "Deleted (date)";
- (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 if eligible may be nominated for re-election, including as a Director;
- (c) the eight Directors will be elected for a term of three years and may serve no more than two consecutive terms but after a gap of one term an individual may be nominated for re-election or be appointed to the Board;
- (d) at each annual Council Meeting the Directors due to reach the end of their term at the conclusion of the meeting must retire from office and if eligible and nominated may stand for re-election;

- (e) the President and the three Vice-Presidents will retire at the annual Council Meeting when their term expires and if eligible and they are nominated they may stand for re-election.;
- (f) subject to **Rule 8.7(g)**, a member of the Board holds office from the conclusion of the annual Council Meeting at which the individual was elected to the conclusion of the annual Council Meeting at which the term for that position expires (the third successive annual Council Meeting; and
- (g) an individual appointed to fill a casual vacancy will serve for the remainder of the term of the individual in whose stead they were appointed, except that the period on the Board prior to their election at an annual Council Meeting does not count when determining term limits in accordance with **Rules 8.7(a), 8.7(b) & 8.7(c)**.

### **Casual vacancies in Board**

8.8 An eligible individual may be appointed by the Board to be a member of the Board to fill a casual vacancy. At the discretion of the Board, the Board may submit a nominee to fill a casual vacancy to a Council Meeting other than an annual Council Meeting for appointment by the meeting. Alternatively, the Board may call for nominations to fill a casual vacancy and, where appropriate, hold an election to fill the casual vacancy in conjunction with a Council Meeting that is not an annual Council Meeting.

- (a) Notwithstanding **Rule 8.7(g)**, when a casual vacancy is filled in conjunction with a Council Meeting, other than an annual Council Meeting, then a member of the Board so appointed shall commence their regular term (to the third successive annual Council Meeting) from the conclusion of that next annual Council Meeting. The period between their appointment and the next annual Council Meeting shall not count in determining the term.

### **Function and powers of the Board**

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

8.10 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 or the law to be exercised or done by the Members in a Council Meeting, and which may not be exercised or done by the Board.

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

- (a) to ensure that the Objects are pursued;
- (b) to carry on the business of Council Meetings, including ensuring that policy guidelines and directions are implemented;
- (c) to formulate policy within the policy guidelines formulated by Council Meetings;
- (d) to take such initiatives as it may deem necessary in keeping with the Objects and to report such actions to the Members and to the next annual 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 Objects;
- (f) to keep minutes of meetings of Council Meetings, the Board and committees of the Board, and as required by law or as appropriate and subject to privacy, confidentiality, commercial and legal constraint to make those minutes available to Members;

- (g) 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;
- (h) to appoint or remove the Chief Executive Officer; and
- (i) on notification by the Code of Conduct Committee of a finding of a breach of the Code of Conduct, to determine the further action, if any, to be taken with the Member.

8.12 For the avoidance of doubt, the following matters are reserved to a Council Meeting:

- (a) the determination of annual fees payable by Members in accordance with **Rule 4.21**; and
- (b) the allocation of weight (in numbers of votes) to Members in accordance with **Rule 7.2**.

### **Remuneration and expenses**

8.13 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; and
- (b) remuneration for the task has been approved by the Board and is not more than an amount which commercially would be reasonable for the service; 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.

8.14 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 Council Meetings, in their capacity as a Board member, but not otherwise; or
- (c) when engaged on the affairs of ACFID at the request of the Board in their capacity as a Board member, but not otherwise.

### **Vacation of office**

8.15 Subject to **Rule 8.16**, an individual vacates their office of a member of the Board at the conclusion of the annual Council Meeting at which they retire or their term of office expires subject to them being re-appointed or re-elected a member of the Board in accordance with these Rules.

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

- (a) becomes bankrupt or insolvent or makes any arrangement or composition with their creditors generally;
- (b) dies;
- (c) becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (d) resigns office by notice in writing to ACFID of their intention to resign with the resignation taking effect at the time of receipt of the notice or a later time expressed in the notice provided that the time is not later than the next meeting of the Board;

- (e) is removed from office, or prevented from holding office, pursuant to a provision of the Act or the *Corporations Act 2001* (Cth) or the *ACNC Act*;
- (f) is convicted on indictment of an offence and the Board does not within 2 months after that conviction resolve to confirm the member of the Board's appointment to the office of a member of the Board;
- (g) is absent from all meetings of the Board during a 6 months' period, with or without the consent of the Board, unless at the next meeting of the Board, the Board resolves otherwise;
- (h) fails to attend face-to-face at least 1 meeting of the Board during a 12 months' period, unless at the next meeting of the Board, the Board resolves otherwise;
- (i) has failed to disclose a material personal interest/conflict that would be required to be disclosed under the Act or ACNC Act unless at the next meeting of the Board, the Board resolves otherwise;
- (j) except for the President, ceases to be a Representative engaged by the Full Member that appointed them as a Representative;
- (k) is the President and becomes a Representative or is or becomes a paid employee of ACFID or of an entity controlled by ACFID.

#### **Conflicts of interests**

- 8.17 A member of the Board may hold any other office in ACFID, except that of auditor, and, subject to **Rule 8.13**, may provide services to ACFID in a professional capacity, and is not liable to account for any remuneration in that office or capacity.
- 8.18 A firm or company in which a member of the Board is a member, or a director may be engaged in a professional capacity in or about the affairs of ACFID, otherwise than as auditors, at usual professional remuneration.
- 8.19 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.
- 8.20 An interested member of the Board may attest the affixing of the Seal to a contract or any other document.
- 8.21 Notwithstanding any other provision of these Rules, any member of the Board who:
- (a) has a material personal interest/conflict in a matter that is being considered at a meeting of the Board; or
  - (b) was nominated for membership of the Board by a Member, which association might give rise to a material interest/conflict (which is particular to that 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/conflict to the Board and to the membership to the extent required by the ACNC Act 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, except to the extent required to answer questions that may be raised by the Board.

- 8.22 For the purposes of **Rule 8.21**, and without limitation, a member of the Board will be considered to have a “material personal interest/conflict” 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.

## **9 Procedure for Board meetings**

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### **Meetings**

- 9.1 The Board may meet to conduct business, adjourn meetings, and otherwise regulate its meetings and proceedings as and when the Board thinks fit. The Board must meet at least three (3) times in each Financial Year.

### **Quorum**

- 9.2 A quorum at a meeting of the Board is the lowest whole number that is at least half of the members of the Board in office and in Australia at the time of the meeting provided that the members of the Board may be:
- (a) present in person or by telephone or video or by other electronic means that allows them a reasonable opportunity to participate in the meeting; and
  - (b) entitled to vote on any motion that may be moved at the meeting.
- 9.3 Notwithstanding **Rule 2**, the Board may determine that a greater number of members of the Board must be present in person to form quorum for a meeting of the Board.
- 9.4 No business may be transacted at a meeting of the Board unless a quorum of Directors is present during the time the business is dealt with, subject to **Rule 9.7**.
- 9.5 A member of the Board who is present at the meeting and is disqualified from voting on a matter pursuant to **Rule 8.21** shall be counted in the quorum despite that disqualification, even if they do not participate in that part of the meeting from which they are disqualified from voting, unless that results in a single member of the Board determining the matter.
- 9.6 If there is a vacancy in the office of a member of the Board then, subject to **Rule 9.7** the remaining members of the Board may act.
- 9.7 If the number of members of the Board in office at any time is less than the minimum number required by the Act, the remaining members of the Board must act as soon as possible:

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- (a) to increase the number of members of the Board to a number sufficient to satisfy the minimum number required by the Act; or
  - (b) to convene a Council Meeting for that purpose; and
  - (c) until these actions have happened, the members of the Board must only act if and to the extent that there is an emergency requiring them to act.

### **Convening Board meetings**

- 9.8 The President may convene a meeting of the Board.
- 9.9 Any two (2) members of the Board may request the President, or in the absence of the President the Public Officer, to convene a meeting of the Board. On receipt of the request, the President, or in the absence of the President the Public Officer, must convene the meeting.
- 9.10 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.
- 9.11 Subject to these Rules, notice of a meeting of the Board must be given to each individual who is at the time of giving the notice a member of the Board, other than a member of the Board on leave of absence approved by the Board, or a member of the Board outside of Australia who has notified the Public Officer that they will not be contactable.
- 9.12 A notice of a meeting of the Board:
- (a) must specify the time and place of the meeting;
  - (b) should where practicable state the nature of the business to be transacted at the meeting;
  - (c) may be given immediately before the meeting;
  - (d) may be given in person or by post or by telephone, fax, email or other electronic means;
  - (e) if technological connection of members of the Board is to be involved, must identify how that connection is to be made; and
  - (f) unless special circumstances apply, should be given at least 7 days before the meeting of the Board.

### **Attending meetings**

- 9.13 Only members of the Board have a right to notice of a meeting of the Board and to attend a meeting of the Board. Any other person in attendance is in attendance at the invitation of the Board and must leave if directed to by the chair of the meeting.
- 9.14 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.

### **Appointing a proxy**

- 9.15 A member of the Board does not have a right to appoint a proxy for a meeting of the Board.

**Chair**

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

**How questions are decided**

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

**Written Resolution of the Board**

- 9.19 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.
- 9.20 A written resolution of the Board signed as approved by all of the members of the Board entitled to vote (and being at least a quorum), is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and the resolution becomes effective at the time the resolution was last signed.
- 9.21 The written resolution may consist of several documents in like form, each signed by one or more of the members of the Board.
- 9.22 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.

A member of the Board may signify assent to a document by signing the document or by notifying the Public Officer of the Director's assent in person or by post or by telephone, fax, email or other electronic means.

**Telephone or video meeting**

- 9.23 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 14 days notice.
- 9.24 The provisions of these Rules relating to meetings of the Board apply to telephone or video meetings with such modifications as are necessary.

**Validity of acts of the Board**

- 9.25 All actions of the Board, or an individual 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**

- 9.26 The Board 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) subject to legal obligations and duties of members of the Board, a summary of the minutes of each meeting of the Board is distributed to all Members; and
  - (c) subject to the ACNC Act, audited annual financial statements are prepared and presented to the annual Council Meeting.

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## **10 Committees and Other Official Groups as Required**

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### **Committees appointed by the Board**

10.1 The Board may delegate any of its powers to committees, consisting of such members of the Board and other individuals as the Board think fit. The Board 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.

### **ACFID committees and other groups**

10.2 The Board may:

- (a) establish standing or ad hoc committees or other groups as it thinks fit:
  - (i) to carry out functions or to pursue projects specified by the Board from time to time; and
  - (ii) comprised as directed by the Board, and which may include as members of the committee or other official groups, persons other than Representatives of Full Members that 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 Board thinks fit, from time to time; provided that the Board may
- (d) appoint standing governance committees that report to the Board, such as the finance and audit committee.

### **Accountability of committees and official groups**

10.3 All committees and official groups must:

- (a) except for committees comprising members of the Board only, seek the prior approval of the Chief Executive Officer before inviting any representative of an organisation which is not a Member 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, if any, and in pursuance of the Objects;
- (c) keep minutes of their meetings, and provide a copy of such minutes to the Board on request;
- (d) provide reports to the Board 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 or 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.

- 10.4 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.

## **11 Secretariat**

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- 11.1 The Board will appoint a Chief Executive Officer who may also be the Public Officer.
- 11.2 The Chief Executive Officer may appoint individuals to fill other staff positions, as and when necessary, within the budget agreed to by the Board.
- 11.3 The Public Officer must be:
- (a) a resident of the Australian Capital Territory; and
  - (b) appointed in accordance with the requirements under the Act.
- 11.4 The members of the secretariat to the Board will carry out directions of the Board.

## **12 Chief Executive Officer**

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### **Appointment and removal**

- 12.1 The Board may appoint an individual to the office of Chief Executive Officer for a fixed term or without limitation as to the period of appointment.
- 12.2 The Board may remove an individual appointed as Chief Executive Officer, and appoint another individual instead, subject to the law and to the terms of any contract between ACFID and the individual.
- 12.3 The Board may determine the remuneration of the Chief Executive Officer in any manner which the Board thinks fit, and subject to the terms of any contract between ACFID and the individual.

### **Powers**

- 12.4 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 the Board thinks 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.
- 12.5 The Chief Executive Officer:
- (a) is responsible for managing the Secretariat to implement the policies and programs of the Board within the approved budget, and must report to meetings of the Board;
  - (b) must attend meetings of the Board, but is not entitled to vote at meetings of the Board;
  - (c) must attend Council Meetings, and may speak at Council Meetings, but is not entitled to vote at Council Meetings;
  - (d) is entitled to attend all meetings of committees and Communities of Practice and must attend particular meetings of committees where directed to do so by the Board; and
  - (e) may authorise a member of the Secretariat or of the Board to attend a particular meeting of the Board, a committee or a Communities of Practice in his or her place, except where expressly requested by the Board to attend in person.

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## 13 Code of Conduct

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### Status of Code

- 13.1 The Code of Conduct annexed to these Rules at Schedule 1, as amended from time to time, forms part of these Rules.
- 13.2 Each Full Member 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.
- 13.3 Non-members of ACFID may not be signatories to the Code of Conduct.

### Ceasing to be a Code signatory

- 13.4 A Member ceases to be a signatory to the Code of Conduct:
- (a) upon giving written notice to ACFID that the Member is ceasing to be a signatory to the Code of Conduct on the date the written notice is received by ACFID unless a later date is given in the written notice;
  - (b) upon a failure to affirm that the Member continues to be a signatory to the Code of Conduct, if such an affirmation is requested by the Code of Conduct Committee on the date that failure to affirm is endorsed by the Board;
  - (c) upon a formal decision by the Code of Conduct Committee that the Member be removed as a signatory on the date that the decision is endorsed by the Board, subject to any appeal against the formal decision made under the Code of Conduct where, to be considered, any such appeal must be submitted to the Board no later than 30 days after the date of the formal decision of the Code of Conduct Committee being provided to the Member; or
  - (d) in the case of a body corporate, on the date it ceases to be a Full Member.

### Amendment of Code

- 13.5 The Code of Conduct may not be amended or replaced unless:
- (a) the procedure for amendment of these Rules in accordance with **Rule 15** 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.
- 13.6 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 and any such amendment does not apply to the signatory until they have been informed.

### Code of Conduct Committee

- 13.7 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 Terms of Reference and these Rules.

13.8 The Code of Conduct Committee must consist of:

- (a) six (6) committee members elected in accordance with **Rule 13.9**;
- (b) one (1) Australian community representative which is a specialist based appointed position. The Code of Conduct Committee may consist of up to three (3) specialist based appointed positions.; and
- (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; provided that

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

- (a) a Member will only be eligible to vote in the election if the Member:
  - (i) is a signatory to the Code of Conduct; and
  - (ii) has paid all fees due up to the date of the election in respect of its membership of ACFID, and under the Code of Conduct.
- (b) each Member 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 an individual nominated by a Member 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 Terms of Reference.

13.10 Members of the Code of Conduct Committee are elected for a three (3) year term and may serve no more than two consecutive terms, subject to **Rule 13.9(c)(ii)**.

#### **Terms of Reference**

13.11 The Terms of Reference are made by and at the discretion of the Board and may be made on the recommendation of the Code of Conduct Committee.

13.12 In the event of any inconsistency between the Terms of Reference and these Rules, these Rules prevail.

13.13 The Code of Conduct Committee must give consideration to the Terms of Reference.

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## 14 Administration and financial management

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### Common seal

- 14.1 There must be a Seal, which must include the full name of ACFID encircling the words “Common Seal”.
- 14.2 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.
- 14.3 The Board must take such measures as it thinks fit to ensure that the seals are kept in safe custody.
- 14.4 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.
- 14.5 The affixing of the 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

- 14.6 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 Act, the ACNC Act and these Rules.

### Inspection of books and documents

- 14.7 Subject to the law including contractual obligations, the books, records and other documents of ACFID will be open to inspection by Members of ACFID at the principal office of ACFID in the Australian Capital Territory, free of charge, during normal business hours.
- 14.8 Requests for inspection of books, records and other documents should be directed to the Public Officer.

### Financial Year

- 14.9 The Financial Year commences on 1 July of each year and ends on 30 June of the following year.

### Sources of funds

- 14.10 ACFID may derive its funds from:
- (a) annual membership fees received from Members;
  - (b) fees from the provision of services to Members, including (without limitation) the provision of training courses and seminars and the sale of books and other materials, in pursuance of the Objects;
  - (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 Objects; 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 Objects, 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 by Members, members of the public, or other sources, for the work of ACFID or its Members;
- (h) returns from investments of surplus funds, invested in accordance with any applicable laws; and
- (i) such other source as the Board determines, provided that:
  - (i) it is incidental to or in pursuance of the Objects; and
  - (ii) the Board obtains advice as to the effect (if any) of receiving income from that source upon the tax status of ACFID.

14.11 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**

14.12 Accounts must be prepared annually at 30 June, and are subject to examination by the auditor of ACFID, as approved by a Council Meeting, subject to the Act and the ACNC Act.

#### **Auditor**

14.13 Subject to the Act and the ACNC Act, the Board must appoint an auditor of ACFID if there is no auditor who must come before the next Council Meeting for approval.

14.14 Any auditor must be such as to comply with the provisions of the Act and ACNC Act as to the required qualifications of the auditor.

14.15 The Auditor must not be:

- (a) a Member, officer or employee 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**

14.16 Cheques, bills of exchange, promissory notes and other negotiable instruments including electronic transfers may be signed, accepted, drawn, made, authorised or endorsed on behalf of ACFID in such a way and by such individuals as the Board may determine from time to time, and not otherwise.

#### **Surplus property**

14.17 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;
- (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 as endorsed by special resolution in accordance with the Act and subject to notification to the regulator in accordance with the Act; or

- (d) in the absence of organisations meeting the description in (c), to the work of Member organisations, as a special resolution of Members eligible to vote attending a Council Meeting 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 special resolution of Members eligible to vote attending a Council Meeting for this purpose may determine, all subject to notification to the regulator in accordance with the Act,

provided that no individual person who is either:

- (f) a Member; or
- (g) a Representative,

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 or reimbursement of reasonable expenses incurred on behalf of ACFID in accordance with these Rules.

14.18 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 **Rule 14.17**.

#### **Service of notices**

14.19 Notices may be served on Members 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;
- (c) by sending it by facsimile to the Member's facsimile number, if any, last notified to the Public Officer; or
- (d) by sending it by Email to the Member's Email address, if any, last notified to the Public Officer.

### **15 Alterations to the Rules**

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15.1 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 Council Meeting at which the resolution is to be considered; and
- (b) approved at a Council Meeting as a special resolution in accordance with the Act.

- 15.2 An alteration to these Rules (including any alteration to the Objects) is not effective until a notice of the alteration is lodged with the Registrar-General in accordance with the Act.

## **16 Indemnities**

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16.1 Every:

- (a) officer (as defined in the Corporations Act);
- (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 individual:

- (e) in defending any proceedings relating to that individual's position with ACFID, whether civil or criminal, in which judgment is given in that individual's favour or in which that individual is acquitted, or which are withdrawn before judgment;
- (f) in connection with any administrative proceedings relating to that individual's position with ACFID, except proceedings which give rise to civil or criminal proceedings against that individual in which judgment is not given in that individual's favour or in which that individual is not acquitted; or
- (g) in connection with any application in relation to any proceedings relating to that individual's position with ACFID, whether civil or criminal, in which relief is granted to that individual by the court under the Corporations Act or the 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.

## **17 Dictionary**

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### **Definitions**

- 17.1 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* registration number A01062 and ABN 54 645 667 467.

**ACNC Act** means the *Australian Charities and Not-for-profit Commission Act 2012* (Cth).

**Act** means the *Associations Incorporation Act 1991* (ACT).

**Affiliate Member** means a member of ACFID appointed in accordance with **Rules 4.4 & 4.8** and continuing in accordance with these Rules.

**AGM** means an annual general meeting of members of ACFID held in accordance with section 69 of the Act and referred to as annual Council Meeting in these Rules.

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**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*.

**Board** is comprised of the individuals covered by **Rule 8.1** who are in office at the time.

**Chair** means the individual performing the role of chair of a Council Meeting in accordance with **Rule 6.13**.

**Chief Executive Officer** means the individual appointed as Chief Executive Officer by the Board.

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

**Code of Conduct Committee** means the committee established to administer the Code of Conduct in accordance with **Rule 13**.

**Council** means the Full Members of ACFID that are Financial.

**Council Meeting** means a general meeting of Members held in accordance with these Rules.

**Director** means an individual elected or appointed to the Board pursuant to **Rule 8.1(d)**.

**Email** means electronic mail or any other form of electronic transmission or notification of a document or other data.

**Financial** means, in relation to a Member, that the Member has paid all its annual membership fees and other related fees and charges which are due and payable at the relevant date.

**Financial Year** means the financial year for ACFID commencing and ending on the dates specified in **Rule 14.9**.

**Full Member** means a body corporate in the class of Member referred to in **Rules 4.2, 4.3 & 4.7**.

**Honorary Member** means an individual in the class of Member referred to in **Rules 4.5 & 4.9**.

**Member** means a member of ACFID appointed and continuing in accordance with these Rules and includes all classes and categories of Member.

**Model Rules** means the rules for an incorporated association included in schedule 1 of the Regulation.

**Objects** means the purposes set out in the Statement of Objects for which ACFID has been established.

**President** means an individual holding office pursuant to **Rules 8.1(a), 8.5 & 8.7(a)**.

**Public Officer** means the individual appointed as public officer of ACFID in accordance with the provisions of the Act.

**Regulation** means the *Associations Incorporation Regulation 1991* (ACT).

**Representative** means an individual or where applicable individuals appointed by a Member that is a body corporate to exercise the rights of the Member, subject to these Rules.

**Rules** means these rules of ACFID and includes Schedules to the Rules and the Statement of Objects and **Rule** mean a single clause of these Rules.

**Seal** means the common seal of ACFID.

**Special Resolution** means a resolution of the membership passed as a special resolution in accordance with the Act.

**Terms of Reference** means guidelines, formulated in accordance with these Rules and as amended from time to time, specifying procedural and operational matters in connection with the Code of Conduct and the Code of Conduct Committee.

**Unfinancial** means in relation to a Member that the member has not paid all membership fees and related fees and charges which are due and payable at the relevant time in accordance with **Rule 4.25**.

**Vice President** means an individual elected or appointed to the Board pursuant to **Rules 8.1(b), 8.1(c) & 8.7(b)**.

#### **Extended meaning of body corporate**

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

- (a) an unincorporated body which forms part of an incorporated body;
- (b) a body established under a statute 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 Objects.

#### **Guides to interpretation**

17.3 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.

17.4 Headings are inserted for convenience and do not affect the interpretation of these Rules. Cross references are for convenience only. A cross reference in a particular Rule identifies another Rule that impinges on the interpretation of the particular Rule in a key way. Not all Rules that may affect the interpretation of the particular Rule are cross referenced.

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

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

**SCHEDULE 1 - CODE OF CONDUCT**

1 Code of Conduct

**ACFID CODE OF CONDUCT**  
 Effective 1 June 2017  
 Revised 1 January 2019

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**INTRODUCTION**

This document contains the full text of the revised Code of Conduct. ACFID’s members ratified the revised ACFID Code of Conduct and the separate but linked Quality Assurance Framework at the Special General Meeting on 1 December 2016. The revised Code of Conduct came into effect on 1 June 2017.

## PREAMBLE

The Australian Council for International Development (ACFID) is the peak body for Australian non-government organisations (NGOs) involved in international development and humanitarian action. ACFID aims to lead and unite its Members in action for a just, equitable and sustainable world.

The ACFID Code of Conduct is a voluntary, self-regulatory sector code of good practice. It was developed in 1997 and comprehensively revised in 2010 and 2016. The Code aims to improve international development and humanitarian action outcomes and increase stakeholder trust by enhancing the transparency, accountability and effectiveness of ACFID Members. In conjunction with other aspects of ACFID's work, the effective delivery of the Code will contribute to the realisation of human rights and the delivery of the Sustainable Development Goals.

The Code sets standards for practice rather than standards for results. It goes beyond the minimum standards required by government regulation and focuses on good practice. It articulates ACFID Members' understanding of good organisational and development practice for NGOs involved in international development and humanitarian action. This articulation is informed by member's own experiences, the Istanbul Principles for Development Effectiveness, the Core Humanitarian Standard (CHS), the Global Standard for Civil Society Organisations (GS), the Universal Declaration of Human Rights and ACFID's vision, purpose and values.

The Code applies equally to organisations working in development responses and humanitarian responses. While it does not replace the need for Members engaged in humanitarian responses to adopt and be assessed against the Core Humanitarian Standard, the Code is aligned with the approaches and style of the CHS and the GS. This enables interoperability and ease of interpretation across these other codes.

The Code provides assurance to all ACFID Members' stakeholders by enabling high standards of practice. A suite of compliance mechanisms is designed to ensure that all Code signatories are compliant with its requirements. It also contributes to continuous improvement through guidance for good practice and a range of professional development opportunities.

## VALUES

The Code is underpinned by a set of values which inform the behaviours of all Members all of the time. These values are translated into Quality Principles which are then translated into specific Commitments and associated Compliance Indicators. As such, the Quality Principles translate the Values into observable behaviours against which Members can be held to account. Where necessary, the Values will be used to assist in both the interpretation and application of the Code. These Values are:

INTEGRITY	We act with honesty and are guided by ethical and moral principles in all that we do.
ACCOUNTABILITY	We take responsibility for our actions and are accountable to all our stakeholders, and in particular primary stakeholders, for our performance and integrity.
TRANSPARENCY	We openly share information about our organisations and our work to all our stakeholders and to the public.
RESPECT	We recognise the value and diversity of every person and are committed to treating others with due regard for their rights, dignity and integrity.
EFFECTIVENESS	We strive to deliver outcomes that bring about positive change in the lives of people living in poverty.

EQUITY	We are committed to overcoming prejudices and disadvantage and promoting fair and just access to resources and opportunities.
COOPERATION	We work with and alongside others in a spirit of mutuality, respecting diversity and difference in the pursuit of common goals.

## PURPOSE & OBJECTIVES

### Purpose

The Purpose is to improve international development and humanitarian action outcomes and increase stakeholder trust by enhancing the transparency, accountability and effectiveness of ACFID Members.

### Objectives

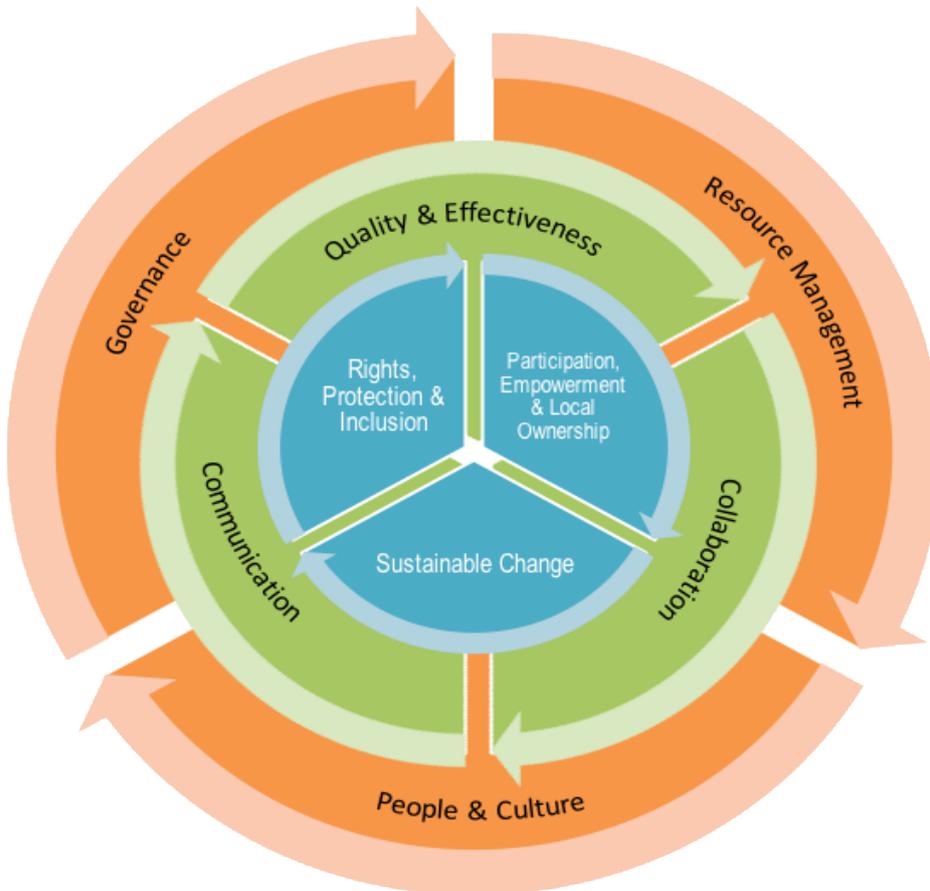
1. To enable high standards of practice by ACFID Members.
2. To provide assurance to the stakeholders of ACFID Members.
3. To enable self-regulation and influence external regulation of the sector.
4. To champion standards of good practice for a broad range of development organisations.

## ARCHITECTURE OF THE CODE

The Code is structured within nine high level Quality Principles. They describe high level principles of practice that, taken together, contribute to quality development and humanitarian action outcomes and increased stakeholder trust.

Conceptually, the Quality Principles are grouped into three clusters as shown in Figure 1 and Table 1 below. The central cluster of Quality Principles represents the approaches we take to achieve effective development and humanitarian outcomes. The middle cluster represents the processes that underpin our approaches outlined in the central cluster. The outer cluster represents the organisational systems, processes and policies which provide the enabling environment to implement the processes and approaches of the other clusters.

### Figure 1: Conceptual Representation of Quality Principles



**Table 1: Quality Principles that underpin effective development and humanitarian outcomes.**

The central cluster of Quality Principles represents the **approaches we take to achieve effective development and humanitarian outcomes.**

The middle cluster represents the **processes that underpin our approaches** outlined in the central cluster.

The outer cluster represents the **organisational systems, processes and policies which provide the enabling environment** to implement the processes and approaches of the other clusters.

Each Quality Principle has a set of associated Commitments. The Commitments are the behaviours that apply directly to ACFID Members and to which ACFID Members commit.

Each Commitment has associated:

- **Compliance Indicators:** These are pitched at a relatively high level of practice while still being achievable by the diversity of ACFID Members. Each of the Compliance Indicators has a Verifier which describes the evidence that is required to substantiate compliance. These Verifiers recognise the diversity of the ACFID Membership and the variety of ways that different Members will demonstrate their compliance. Members must meet the Compliance Indicators in order to be considered compliant with the Code.

- **Good Practice Indicators:** These describe a higher standard of practice than that set out in the Compliance Indicators. Members may work towards achieving the Good Practice Indicators over time. Members do not need to meet the Good Practice Indicators to be considered compliant with the Code.

Members deliver the commitment by both complying with the relevant Compliance Indicators and working towards achieving the Good Practice Indicators over time.

The Compliance Indicators, Good Practice Indicators and associated definitions and templates form part of a Quality Assurance Framework which is separate from but linked to the Code itself.

The Code and its implementation by ACFID Members is further supported with the Good Practice Toolkit which provides additional examples of good practice, tools, templates and resources.

## GOVERNANCE OF THE CODE

The Code is owned by the ACFID Members and the ACFID Council must agree to any changes.

ACFID's Code of Conduct is independently governed on behalf of the ACFID Board and ACFID Council by the ACFID Code of Conduct Committee (CCC). The CCC has autonomy in decision-making in regard to determining the Code signatory status of ACFID members, compliance assessments and complaints handling. Only the CCC has authority to grant, suspend and revoke Code signatory status which is a prerequisite for ACFID Membership.

The Quality Assurance Framework is owned by the CCC . Any changes to the framework must be approved by the CCC following appropriate consultation with members and with advice and support from the Development Practice Committee and ACFID secretariat. Any changes to the Quality Assurance Framework approved by the CCC are tabled at the ACFID Board with the Board retaining a right of veto. Changes become operative upon approval by the Board.

The Code Secretariat, located within the ACFID Secretariat, supports the CCC and undertakes administration and management of the Code.

## COMPLIANCE WITH THE CODE

The Code is self-regulatory in that it was developed by and for not-for-profit agencies working in the development and humanitarian action sector. This means that the responsibility for compliance with the Code rests primarily with ACFID Members who self-assess against a set of verifiable Compliance Indicators. The governing body of each ACFID Member has primary responsibility for verifying compliance with all Compliance Indicators. ACFID undertakes relatively limited external verification in line with this principle of self-regulation and in recognition of its limited resources.

The Code applies to ACFID Members and their international development and humanitarian programs. As signatories to the Code, ACFID Members certify that all parts of their organisation that are associated with international development and humanitarian initiatives operate in a manner that is compliant with the Code. It should be noted, however, that Code commitments relating to financial reporting apply to the entire legal entity of the ACFID Member.

Satisfaction of all Compliance Indicators is necessary to achieve compliance with the Code. To be compliant with the Code, ACFID Members will have the required policies, processes, guidelines and documentation in place appropriate to the size and nature of the organisation and its work. They will also ensure that their policies, processes and guidelines are implemented and subject to regular review.

Members are expected to use all reasonable efforts to support their implementing partners to operate in a manner consistent with the Code of Conduct when delivering aspects of a Member-supported initiative.

There are some requirements which Members must extend to partners through MOUs or similar including those relating to child safeguarding, separation of development and non-development activity, financial wrongdoing and complaints handling. These requirements are clearly articulated in the relevant Compliance Indicators and Verifiers.

### Compliance mechanisms

Compliance with the Code is assured through a suite of mechanisms by which ACFID Members are bound. These compliance mechanisms are as follows:

1. **Application for ACFID Membership** – Applicants are required to submit a self-assessment of compliance against the Code and a range of key documents that are reviewed by ACFID.
2. **Public commitment by ACFID Members** – Members are required to publicly promote their commitment to the Code and the Code complaints handling process on their website and via their annual report.
3. **Continuous compliance** – Members are required to be compliant with the Code at all times. Members' governing bodies monitor their organisation's compliance with the Code and submit a declaration of compliance with the Code when they submit their triennial self-assessment to ACFID (see below). Member's governing bodies also submit their annual and financial reports to ACFID each year, together with a statement which notes any exceptions to compliance which occurred during the previous year and actions undertaken to ensure that compliance is met.
4. **Triennial assessment** – Every three years, Members complete and submit a self-assessment against both the Compliance Indicators and the Good Practice Indicators, their most recent annual report and financial report to ACFID, and documents that verify their compliance with a small number of selected Compliance Indicators. ACFID reviews Members' self-assessment and supporting documentation and Members are required to comply with any requested remedial actions.
5. **Spot checks** – ACFID's ongoing assessment of risk identifies any areas of potential non-compliance that may be detrimental to the interests of ACFID, its Membership or the Code. ACFID undertakes spot checks of compliance in these areas as needed, including Emergency Appeal Website Compliance Checks.
6. **Complaints Process** – The CCC provides an independent mechanism to address a complaint made against a specific Code signatory organisation which is believed to have breached the Code. Members agree to be bound by the independent, accessible, fair and confidential ACFID Code complaints handling process by:
  - complying with CCC requests for information within all reasonable time limits set
  - where a breach of the Code is identified, complying with the corrective or disciplinary action agreed to with the CCC.

ACFID Members are required, as part of their compliance with the Code, to have a public complaints mechanism on their website.

### Non-compliance

If ACFID needs to verify compliance as a result of a complaint or a spot check, Members will need to demonstrate that they have the necessary Verifiers in place and that they have been implemented in a manner appropriate to the size and nature of their organisation and work.

In the event of non-compliance, the Member will be required to submit a plan that outlines how they will become compliant within a time frame of up to twelve months, or sooner if the area of non-compliance is considered higher risk, and that they will re-submit any required documentation at the end of that period. The onus is on the Member to submit supporting documentation and ensure compliance within that period.

If a Member does not achieve compliance within that period, a set of sanctions may be implemented which extends to the suspension and revocation of Code signatory status.

Members will notify ACFID if they become aware of major transgressions against the Code in their own organisation or make a complaint to the CCC of major transgressions by other Members.

ACFID will publicise any suspension or revocation of signatory status.

## QUALITY PRINCIPLES & COMMITMENTS

The Quality Principles and associated Commitments shown in Table 2 below form the core of the ACFID Code.

**Table 2: Quality Principles and Commitments**

Quality Principles	Commitments
<p><b>1. RIGHTS, PROTECTION &amp; INCLUSION</b> Development and humanitarian responses respect and protect human rights and advance inclusion.</p>	<ol style="list-style-type: none"> <li>1. We respect and protect human rights.</li> <li>2. We respect and respond to the needs, rights and inclusion of those who are vulnerable and those who are affected by marginalisation and exclusion.</li> <li>3. We support people affected by crisis.</li> <li>4. We advance the safeguarding of children.</li> <li>5. We advance the safeguarding of those who are vulnerable to sexual exploitation and abuse</li> </ol>
<p><b>2. PARTICIPATION, EMPOWERMENT &amp; LOCAL OWNERSHIP</b> Development and humanitarian responses enable sustainable change through the empowerment of local actors and systems.</p>	<ol style="list-style-type: none"> <li>1. We promote the participation of primary stakeholders.</li> <li>2. We promote the empowerment of primary stakeholders.</li> <li>3. We promote gender equality and equity.</li> <li>4. We promote the empowerment of people with disabilities.</li> <li>5. We promote the participation of children.</li> </ol>
<p><b>3. SUSTAINABLE CHANGE</b> Development and humanitarian responses contribute to the realisation of sustainable development.</p>	<ol style="list-style-type: none"> <li>1. We seek durable and lasting improvements in the circumstances and capacities of primary stakeholders.</li> <li>2. We contribute to systemic change.</li> <li>3. We promote environmental stewardship and sustainability.</li> </ol>
<p><b>4. QUALITY AND EFFECTIVENESS</b> Development and humanitarian organisations and responses are informed by evidence, planning, assessment and learning.</p>	<ol style="list-style-type: none"> <li>1. We articulate clear strategic goals for our work.</li> <li>2. We analyse and understand the contexts in which we work.</li> <li>3. We invest in quality assessment of our work.</li> <li>4. We reflect on, share and apply results and lessons with stakeholders.</li> </ol>
<p><b>5. COLLABORATION</b> Development and humanitarian responses are optimised through effective coordination, collaboration and partnership .</p>	<ol style="list-style-type: none"> <li>1. We respect and understand those with whom we collaborate.</li> <li>2. We have a shared understanding of respective contributions, expectations, responsibilities and accountabilities of all parties.</li> <li>3. We invest in the effectiveness of our collaborations and partnerships.</li> </ol>
<p><b>6. COMMUNICATION</b> Development and humanitarian organisations communicate truthfully and ethically.</p>	<ol style="list-style-type: none"> <li>1. We are truthful in our communications.</li> <li>2. We collect and use information ethically.</li> </ol>
<p><b>7. GOVERNANCE</b> Development and humanitarian organisations are governed in an</p>	<ol style="list-style-type: none"> <li>1. We are not-for-profit and formed for a defined public benefit.</li> <li>2. We meet our legal and compliance obligations.</li> <li>3. We are accountable to our stakeholders.</li> </ol>

accountable, transparent and responsible way.	4. We have responsible and independent governance mechanisms.
<b>8. RESOURCE MANAGEMENT</b> Development and humanitarian organisations acquire, manage and report on resources ethically and responsibly.	1. We source our resources ethically. 2. We ensure that funds and resources entrusted to us are properly controlled and managed. 3. We report on the acquisition and use of our resources.
<b>9. PEOPLE AND CULTURE</b> Development and humanitarian organisations manage and support their people fairly and effectively.	1. We have the human resource capacity and capability to deliver our work. 2. We protect, value and support our people. 3. We manage our people effectively and fairly. 4. We enable our people to conduct themselves professionally and according to our stated values.

**SCHEDULE 2 - 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 or role of proxy)

of ..... (address)

being a Representative of a Member of the Association OR if no name is given or the named person does not attend the Chair of the meeting as my proxy to vote for me on my behalf at the Council Meeting of ACFID (annual Council Meeting or other Council 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 ACFID other than the Chair of the meeting.