



Notice of Special General Meeting

**Objective
Scope
Policy**

Notice is hereby given that a Special General Meeting of Mahboba's Promise Inc. will be held on Wednesday, 11 July 2007 at **6.30 pm** at the Registered Office, Unit 1, 26-28 Parklands Road, North Ryde, NSW 2113. Telephone (02) 9887 1665.

AGENDA

1. Confirmation of Financial members and Apologies.
2. Accept Minutes of previous Annual General Meeting 11 July 2006.
3. Accept the Amended Annual and Financial Report of Mahboba's Promise for the year 2005/06 (incorporating changes to the year 2004/05) with attached Auditor's Report.
4. Repeal all of the current Constitution and replace it as a whole with the new Constitution.
5. Ratify the appointment of a Consultant Office Manager by the Management Committee, who is also an ordinary member of the Management Committee, and to ratify the Contract for the Office Manager. (One such worker is permitted by the Office of Charities, NSW Department of Gaming & Racing.)
6. Approve the auditor Phillip Browne, and his fees for the financial year ending 30 June 2007.



Mahboba Rawi
For Tania Melikian
Secretary
Monday 18 June 2007

Important Notations:

1. New Constitution: Copies of the proposed Constitution will be emailed to you if you have provided your email address. Otherwise copies of the Constitution will be mailed out this week by ordinary post.

2. Proxy Form, Voting Schedule and Limited Power of Attorney: A current financial member who is entitled to attend and vote at the Special General Meeting is entitled to appoint a Proxy to attend and vote in their stead. A Form of Proxy and Voting Schedule are attached to this Notice of Meeting. The Proxy must be properly filled and lodged at the Registered Office by 5pm Monday 9 July 2007. We encourage you to mail your Proxy and Voting Schedule EVEN if you are intending to come to the Meeting, in case of emergencies. If you are intending to *travel overseas* at the time of the meeting you will need to get a Solicitor to witness your Limited Power of Attorney Form and attach it to your Proxy Form. A Member you know who is already overseas can get a Notary Public at the Australian Embassy in the country they are in to certify the Limited Power of Attorney and send it to us by Registered Airmail or FEDEX.

3. Amended Annual Report and Audited Financial Statement for 2005-06 (incorporating changes to the year 2004-05) and the proposed amended Constitution shall be made available upon your request at the Registered Office before the Special General Meeting and copies will be made available at the meeting.

4. Employment of Consultant Office Manager under Contract: Details of the Office Manager's appointment will be attached to this notice.

RATIONALE FOR NEW CONSTITUTION OF MAHBOBA'S PROMISE Inc.

After a lot of discussion and consultation the Management Committee strongly recommend that the Members agree to reject the current constitution as a whole, and to replace it with a whole new Constitution. A copy of the new proposed Constitution will be emailed to you if we have your email address or sent to you by post.

These changes are necessary under legislation and compliance with peak bodies governing our organisation's approval to raise funds in Australia for foreign aid overseas. The proposed new Constitution has a stronger and clearer set of rules by which Mahboba's Promise Inc. can continue to expand its operations so that it remains a transparent and responsible fund raiser for needy widows and orphans and to improve corporate governance.

The important new additions include:

1. The inclusion of the Name of the Association: "Mahboba's Promise Inc" which was missing.
2. Addition of standard clauses relating to the non-profit nature of the organization and the distribution of funds on winding up the organization as required in keeping with our non-profit status.
3. A revision of the Association's Objects in keeping with the change to a focus on development aid projects rather than welfare.
4. An additional Vision, Mission, Values and Principles statement required by the Australian Council for International Development.
5. Addition of clause specifying the financial year of the Association.
6. Addition of a clause permitting a paid worker to be a member of the Management Committee.
7. Insertion of clauses in the Objects confirming the Association's obligations under child protection and counter terrorism legislation.
8. Revision of qualifications for membership and membership of the Management Committee. The old Constitution mentioned corporate members meaning organisations, which we have never had.
9. The Term of Office of Management Committee members was changed from 1 year to 2 years to provide personnel commitment, continuity of experience and stability to the organisation.
10. Increased quorums at Management Committee meetings and general meetings so that natural justice and democratic principles are more obvious in line with a new level of commitment to accountability and transparency in the organisation.
11. Changes to permit members who are travelling overseas to preserve their vote by attaching a Voting Schedule to their Proxy Form and by completing the Limited Power of Attorney Form.
12. A clearer statement of the duties of the Office Bearers, namely: President, Vice President, Secretary and Treasurer, and a clearer statement of the roles and duties of ordinary Management Committee members.
13. A new clause defining the qualifications for and stipulating the necessity to appoint an Auditor required by the Department of Gaming, Racing and Charities.
14. Clearer statements of the meaning of conflict of interest by Management Committee members.
15. Removal of clauses which have had no effect within the history of Mahboba's Promise Inc.
16. Correction of typographical errors and correction of grammar and changes that increase ease of interpretation.
17. Addition as Appendices to the Constitution of a new Membership Application Form, a new Proxy Form, and a new Limited Power of Attorney Form.

Please support us in making these important changes by approving to completely replace our current Constitution in order to make our organisation stronger and more able to expand its operations.



Mahboba Rawi
President on behalf of the Management Committee

Appendix 2
MAHBOBA'S PROMISE Inc. (NSW) ABN: 85 254 682 685

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a current financial Member of MAHBOBA'S PROMISE Inc.(NSW),

hereby appoint
(full name of proxy)

of.....Postcode.....Phone:.....
(address) Mobile phone:.....

being also a current financial Member, as my proxy to vote for me on my behalf at the Special General Meeting of the Association to be held on Wednesday, 11th of July 2007, 6.30pm at the Registered Office and at any adjournment of that meeting. I request as follows:

1. My proxy is authorised to vote according to my intentions as marked next to those resolutions which are displayed on the **Voting Schedule** attached to this Proxy Form.
2. In the absence of such **Voting Schedule** which shows my voting intentions, my proxy may use his or her discretion to vote on each motion, or candidate to be elected as they see fit,
3. In the absence of my Proxy from the General Meeting, due to unforeseen circumstances, my appointment of proxy shall be transferred to the President, or Chairperson conducting the General Meeting who will either vote according to my attached schedule, or in any manner which they see fit.

.....
Signature of Member appointing proxy Date

PLEASE NOTE:

1. A proxy vote may not be given to a person who is not a Member of Mahboba's Promise. A Member may only hold three (3) proxy votes with the exception of the Chairman of any General Meeting.
2. If the Member giving this Proxy is overseas, this form must have a properly completed Limited Power of Attorney Form attached to it witnessed by an Australian Lawyer, or Notary Public overseas, or the Proxy shall not be valid.

VOTING SCHEDULE (To be attached to the Form of Proxy)

For the Special General Meeting of Mahboba's Promise Inc. to be held at the Registered Office, at 6.30pm on Wednesday, 11th July 2007, or at any adjournment of that meeting:

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolutions below:

For	Against	Resolution
		To confirm the Minutes of previous Annual General Meeting.

		To adopt the Amended Annual and Financial Report of Mahboba's Promise for the year 2005/06.
		To repeal the current Constitution as a whole and to adopt as a whole the new proposed Constitution, including any proposed refinements arising in the Special General meeting.
		To ratify the appointment of a Consultant Office Manager, currently under Contract with the Management Committee, who is also an ordinary member of the Management Committee.
		To re-confirm the appointment of Phillip Browne as the auditor for the financial year ending 30 June 2007, and to approve his fee.

.....
Signature of Member appointing proxy

Date

Mahboba's Promise Inc
ABN: 85 254 682 685
Office:
Unit 1, 26-28 Parklands Road, North Ryde, NSW 2113

T (02) 9887 1665
E mahboba@mahbobaspromise.org
W www.mahbobaspromise.org

Appendix 3

LIMITED POWER OF ATTORNEY

To be attached to any Proxy Forms and lodged with the Secretary at least 48 hours before any General Meeting of MAHBOBA'S PROMISE Inc.(NSW – Australia).

Part 1.

This Limited Power of Attorney is made on theday of20.....

By

(Full name)

of

.....Postcode.....Tel:.....

(Address)

I appoint

(My appointed attorney)

OfPostcode.....

(My appointed attorney's address)

to be my attorney to exercise, subject to any conditions and limitations specified in Part 2 of this instrument, the authority conferred on them by Section 163B of the Conveyancing Act 1919 NSW, to do on my behalf anything I may lawfully authorize an Attorney to do.

1. In the exercise of the authority conferred on them by Section 163B of the Conveyancing Act 1919 NSW, my attorney is authorized to execute an assurance or other document or do any other act where a benefit is conferred on them.
2. This general power of attorney is given with the intention that it will continue to be effective even if, after its execution, I suffer loss of capacity due to unsoundness of mind.

Part 2.

Conditions and Limitations

The sole use and purpose of this limited power of attorney shall be for the purposes of authorizing my proxy to represent me in my capacity as a Member of the Mahboba's Promise Inc. and they shall do so according to the instructions on the Appointment of Proxy Form and any Schedule of motions or election candidates which is filled by me or may be filled by them in my absence from Australia.

IN WITNESS THEREOF, Ihave set my hand and seal on the above date.

Signed, Sealed and Delivered by me..... PLACE
(My signature) SEAL

In the presence of HERE
(Signature of Solicitor/ Barrister/ Notary Public /Clerk of Local Court) [Delete incorrect titles].

CERTIFICATE Under SECTION 163F of the Conveyancing Act 1919 NSW Australia

I,

(Name of Witness)

Of.....(Address of Witness)

Certify as follows:

I explained the effect of this Power of Attorney to the Principal (Donor) before it was executed.

I am a prescribed person (not being an attorney under this Power of Attorney). SEAL

I have attested the execution of this Power of Attorney by the Principal (Donor). HERE

.....

Dated.....
Signature of Solicitor/ Barrister/ Notary Public /Clerk of Local Court. [Delete incorrect titles].