



**MAHBOBA'S
PROMISE**

An Australian Aid Organisation

Constitution of Mahboba's Promise Inc.

Associations Incorporation Act 1984 (NSW)

An Association incorporated in New South Wales

ABN 85 254 682 685

Registered as a Registerable Australian Body

ABRN 135 823 880

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PART 1 - PRELIMINARY

1. Definitions

The following definitions apply in this Constitution unless the context otherwise requires;

the Act means the Associations Incorporation Act 1984 (NSW) and the Associations Incorporation Regulation 1999 (NSW).

Management Committee means the group of members appointed from time to time to manage the affairs of the Association.

ordinary member means a member of the Management Committee who is not an office-bearer of the association.

secretary means the person holding office under these rules as secretary of the association and who shall be the Public Officer.

special general meeting means a general meeting of the association other than an annual general meeting.

term of office means the two (2) year term served by any Management Committee member before they must retire and be eligible for re-election.

2. Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise.

- (a) A gender includes all genders.
- (b) The singular includes the plural and conversely.
- (c) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (d) A reference to a paragraph or sub-paragraph is to a paragraph or sub-paragraph, as the case may be, of the clause or paragraph, respectively, in which the reference appears.
- (e) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (f) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a particular provision of the Law, the same meaning as in that provision of the Law.
- (g) In these rules:
 - (i) a reference to a function includes a reference to a power, authority and duty, and
 - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- (h) The interpretation of these rules shall be according to a Resolution of the Management Committee for all practical purposes and in the case of uncertainty upon obtaining written legal advice.
- (i) The provisions of *the Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the *Act*.

3. Actions authorised under the Law and compliance with the Law

Where the *Act* authorises or permits an Association to do any matter or thing if so authorised by its constitution, the Association is and will be taken by this clause to be authorised or permitted to do that matter or thing, despite any other provisions of this Constitution.

PART 2 – NAME, LIABILITY, ASSETS, INCOME & NGO STATUS OF THE ASSOCIATION

4. Name of the Association

The Association shall be called “Mahboba’s Promise” Incorporated.

5. Liability of members

5.1 Limited liability

The liability of the members is limited.

5.2 Extent of liability

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Clause 12(a) & (b).

6. Application of assets and income of the Association

Not-for-profit organisation

The assets and income of the Association shall be applied solely in the furtherance of its below mentioned objectives and no portion shall be directly or indirectly distributed to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

7. Non-Government Nature of the Association

Non-Government Organisation

The Association has specific objectives to bring about positive change for underprivileged people in the developing world and operates independently of any Government, or of any Government funded institution or department and the Association is not associated with any political party.

PART 3 – OBJECTS AND VISION STATEMENT

8. Objects

The objects for which the Association is established are:

- (a) To operate a Public Benevolent Institution (PBI) for the direct relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness;
- (b) To raise funds in Australia and internationally to support the establishment of sustainable development programs in Afghanistan;
- (c) To raise funds in Australia and internationally to support welfare services in developing nations and keep these funds separate from funds donated for development projects;
- (d) To provide sustainable development aid to disadvantaged and vulnerable individuals and communities in Afghanistan on a non-discriminatory basis with due respect to the dignity, values, history, religion and culture of the people and consistent with principles of basic human rights;
- (e) To provide disadvantaged and vulnerable individuals and communities in Afghanistan with direct, practical development aid including:
 - (i) Vocational training courses to impart skills and trades which may include microfinance, microenterprise development and small business development
 - (ii) Basic education programs including literacy and non-formal education programs
 - (iii) Primary health care including health education and nutrition
 - (iv) Provision of clean water and sanitation
 - (v) Development of agricultural projects and training programs
 - (vi) Building the capacity of community organizations
 - (v) Other development projects;
- (f) To operate workshops and businesses in developing nations whose sole purpose is to raise funds for realising these objects and to provide livelihood for disadvantaged and vulnerable individuals of legal working age, who are employed by these operations, as part of creating a sustainable lifestyle;
- (g) To implement the policies of the United Nations High Commission for Refugees (UNHCR) Refugee Convention (1951), the United Nations (UN) Convention on the Rights of the Child (1989) and the Australian Government, in assisting disadvantaged and vulnerable individuals and communities;
- (h) To collect funds, goods and services or funds in compliance with the NSW Charitable Fundraising Act 1991 from individuals, organisations, agencies and Government;
- (i) To register the Association as a Registerable Australian Body and obtain fundraising authorities in Australian states and territories as required and to comply with laws regulating the collection of funds in the states and territories;

- (j) To obtain charity in the form of bequests and estates, after appropriate tax compliance;
- (k) To comply with the ongoing requirements of the NSW Department of Fair Trading relating to Associations;
- (l) To comply with ongoing requirements of the Office of Charities, NSW Department of Gaming and Racing, including the appointment of an auditor;
- (m) To comply with ongoing Australian Taxation Office (ATO) requirements for non-profit organisations;
- (n) To authorize the application for and the establishment of an Overseas Aid Fund which is a Public Fund that is a developing country relief fund under the Overseas Aid Gift Deduction Scheme (OAGDS);
- (o) To pursue tax concessions or exemptions and benefits provided to non-profit associations;
- (p) To seek membership and compliance with requirements and Code of Conduct of the Australian Council for International Development (ACFID), or its equivalents;
- (q) To seek accreditation and eligibility for AusAID funding and compliance with requirements of AusAID, or its equivalents;
- (r) To purchase and build property in Australia and Afghanistan which will further the objects stated in the Constitution of Mahboba's Promise Inc;
- (s) To engage and train volunteers and employ educated, experienced and diligent workers to further these objects, under appropriate industrial awards, workplace agreements and clearly defined job descriptions, to meet International Labour Organisation best practice;
- (t) To ensure that members, volunteers and workers chosen by the Association meet personnel standards related to international obligations associated with child protection and counter-terrorism measures and policies;
- (u) To develop, implement and review a Policy and Procedures Manual which complies with the Best Practice Guidelines for Charitable Organizations published by the NSW Department of Gaming and Racing, The Code of Conduct of the Australian Council for International Development (ACFID), the NGO Package of Information published by AusAID and the Australian Tax Office (ATO) Gift Pack;
- (v) To partner, or be associated with, other appropriate organisations, in collecting, managing and distributing funds or any other activity, where such a partnership or association will facilitate or benefit the work of the Association;
- (w) To promote the Australian identity of funds collected in Australia by means of pictorial icons, plaques, logos, banners, publicity, websites and stationery in English and/or the language of the developing nation where the project is being conducted, except in particular situations where personal security or safety of aid workers would be endangered by overt publicity.

9. Vision, Mission, Values and Principles statement

9.1 Vision

Our Vision is to provide a sustainable future within a secure environment for the disadvantaged and vulnerable people of Afghanistan and in particular for women, children and orphans.

9.2 Mission

Mahboba's Promise aims to provide effective sustainable overseas development aid to disadvantaged and vulnerable individuals and communities in Afghanistan through the provision of education, sanitation, primary health care, training and agriculture programs.

9.3 Values and Principles

9.3.1 To achieve our Mission, we will honour the values of compassion for people in need and effectively impact on their circumstances while embracing standards of practice that ensure integrity, honesty, transparency and due diligence.

9.3.2 In developing our aid programs, we will strive to:

- (a) build the morale of people affected by conflict so that they have motivation to reconstruct their country;
- (b) restore faith in the future through the example of quality workers delivering aid services;
- (c) consider and consult experts in relation to cultural practices and beliefs to identify and meet the best interests of the people we assist;
- (d) establish self-sufficiency in individuals and sustainable outcomes in community projects in the programs that we provide;
- (e) enhance the quality of life of our beneficiaries through education and training;
- (f) consult and involve all stakeholders including beneficiaries and value their participation at all stages in our programs;
- (g) respect and protect internationally recognized human rights including civil and political, economic, social and cultural rights;
- (h) respect and protect the human rights of people from vulnerable and marginalised groups;
- (i) include and address the rights of people with disabilities and their representatives;
- (j) ensure the safety and best interests of all children through project design, monitoring and implementation of child protection policies;
- (k) be equitable and non-discriminatory in the distribution of our aid;
- (l) follow best practices and give due consideration to issues of sustainable ecological and resource management in our aid programs;
- (m) to encourage the use of renewable energy and appropriate technology;
- (n) promote good governance and and civil society.

9.3.3 In our Governance, we will endeavour to be professional and accountable and compliant by:

- (a) offering the public and organisations in Australia and elsewhere, a trusted and acceptable mechanism by which they may contribute funds to worthy projects to assist disadvantaged and vulnerable individuals and communities in Afghanistan;
- (b) ensuring that the Association is at all times financially responsible;
- (c) developing, implementing and reviewing the Policies and Procedures of the Association.

PART 4 - MEMBERSHIP

10. Members

101 Unlimited membership

The number of members with which the Association proposes to be registered is unlimited, but shall not fall below four (4) persons.

10.2 Membership qualifications

The members of the Association will be:

- (a) the persons referred to in section 15(1)(a), (b) or (c) of the *Act*, that have not ceased to be a member of the Association at any time after incorporation of the Association under the *Act*;
- (b) the persons specified, with their consent, as a proposed member in the Association's application for registration; and
- (c) any other persons admitted to membership in accordance with this Constitution, who have been approved for membership of the Association by the Management Committee of the Association and duly entered into the register of members.

11. Application for membership

11.1 Nomination

A nomination of a person for membership of the Association:

- (a) must be made by a member of the Association in writing in the form set out in Appendix 1, and
- (b) must be lodged with the secretary of the Association.

11.2 Referral of nomination

As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination directly to the Management Committee for approval or rejection or to the Membership Sub-Committee which will make recommendations to the Management Committee to approve or to reject the nomination.

11.3 Notification of applicant

As soon as practicable after the committee makes that determination, the secretary must:

- (a) notify the nominee, in writing, that the Management Committee approved or rejected the nomination (whichever is applicable), and
- (b) if the Management Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

11.4 Entry on Register of Members

The secretary must, on payment by the nominee of the amounts referred to in Clause 12 within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

12. Register of members

- (a) The Secretary of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (b) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (c) A member of the Association may obtain a copy of any part of the register on payment of a fee of one dollar (\$1) for each page copied or, if some other amount is determined by the Management Committee, that other amount

13. Fees and subscriptions

- (a) A member of the Association must, on admission to membership, pay to the Association an entrance fee of five dollars (\$5) or, if some other amount is determined by the Management Committee, that other amount.
- (b) In addition to any amount payable by the member under clause 12(a), a member of the Association must pay to the Association an annual membership fee of five dollars (\$5) or, if some other amount is determined by the Management Committee, that other amount:
 - (i) except as provided by clause 12(b), before 1 July in each calendar year, or
 - (ii) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

14. Cessation of membership

14.1 Resignation of a member

A member may at any time, by giving notice in writing to the secretary, resign as a member of the Association. The resignation will be effective from the date of receipt of the notice by the secretary. That member's name must be removed from the register of members.

14.2 Misconduct of a member

(a) Complaints

A complaint may be made in writing to the Management Committee by any person, alleging that a member of the Association:

- (i) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

(b) Handling of complaints by the Management Committee

On receiving a complaint of the type referred to in clause 13.1, the Management Committee:

- (i) Must determine whether there is sufficient information in the complaint to follow up the matter with the member;
- (ii) upon so deciding must cause notice of the complaint to be served on the member concerned; and
- (iii) must give the member at least fourteen (14) days from the time the notice is served within which to make oral and/or written submissions to the Management Committee in connection with the complaint, and
- (iv) must take into consideration any submissions made by the member in connection with the complaint.

(c) Power to expel

The Management Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

(d) Notice of proposed expulsion

If the Management Committee expels or suspends a member, the secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under Clause 13.2 (f).

(e) Effective date of expulsion

The expulsion or suspension does not take effect:

- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (ii) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 13.2 (f), whichever is the later.

(f) Right of appeal of disciplined Member

- (i) A member may appeal to the Association in general meeting against a resolution of the Management Committee under Clause 13.2(c), within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (ii) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

- (iii) On receipt of a notice from a member under Clause 13.2(f)(i), the secretary must notify the Management Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (iv) At a general meeting of the Association convened under Clause 13.2(f)(iii):
 - (1) no business other than the question of the appeal is to be transacted, and
 - (2) the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (3) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (v) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed and the member shall be expelled and their name removed from the Register of Members.

14.3 Other grounds for cessation of membership

A member's membership of the Association automatically ceases on the date that the member:

- (i) dies;
- (ii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health; or
- (iii) is convicted of an indictable offence; or
- (iv) is found to have provided false information on their Application for Membership.

PART 5 - THE MANAGEMENT COMMITTEE

15. Powers of the Management Committee

The Management Committee, subject to the Act, this Constitution and to any resolution passed by the Association in general meeting:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Association, and
- (d) has the power to enter into contracts within Australian jurisdiction and International Collaboration Agreements with overseas implementing agencies.

16. Delegation by Management Committee to Sub-Committee

- (a) The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association or experts and volunteers who are not members of the Association, as the Management Committee thinks fit) the exercise of such of the functions of the Management Committee as are specified in the instrument, other than:
 - (i) this power of delegation, and
 - (ii) a function which is a duty imposed on the committee by the *Act* or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this rule, the Management Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (f) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn, as it thinks proper and shall conduct its business in a similar format to Management Committee meetings.

- (h) The Management Committee will appoint a sub-committee to manage the affairs of the Mahboba's Promise Afghanistan Relief Fund;
- (i) The Management Committee has the power to delegate the authority to incur reasonable expenditure and pay accounts in pursuance of the objects of the Association to a member of the Committee. The expenditure and payments are subject to current policy requirements.

17. Composition and membership of the Management Committee

- (a) Subject in the case of the first members of the Management Committee to section 21 of the *Act*, the Committee is to be made up of persons drawn from the register of members of the Association and shall consist of:
 - (i) the four (4) office-bearers of the Association, and
 - (ii) three (3) ordinary members,
- (b) One of the members of the Management Committee may be an employee under contract with the Association as permitted by the Office of Charities, NSW Department of Gaming and Racing.
- (c) Each Management Committee member is to be elected at a bi-annual general meeting of the Association at which an election or confirmation of election is being conducted under Clause 20.

18. Member of the Management Committee under contract

- (a) In the case of the appointment to the Management Committee of one (1) member of the Association who is under contract with the Association to supply services or goods in exchange for remuneration, that contract shall not preclude, their nomination to be elected to the Management Committee at a general meeting of the Association at which elections are held.
- (b) A written application for approval must be submitted by another member of the Management Committee, other than the person who is under contract, to the NSW Department of Gaming & Racing.
- (c) The terms of the contract and the individual member to be appointed by the Management Committee under that contract shall be ratified at any general meeting of the Association.
- (d) Details of any remuneration or benefit received by a member of the Management Committee and the name and position held shall be provided in a note accompanying the statement of income and expenditure and the balance sheet.

19. Office-bearers

The office-bearers of the Association are to be:

- (a) the president
- (b) the vice-president
- (c) the treasurer, and

- (d) the secretary.

20. Bi-annual retirement

Each member of the Management Committee is, subject to these rules, to hold office for two (2) years until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.

21. Election of members of the Management Committee

- (a) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Management Committee:
- (i) must be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (ii) must be delivered to the secretary of the Association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) A Returning Officer shall be appointed by the Management Committee who is experienced in conducting elections and may be a person outside the Association or a competent member of the Association. Such persons shall attend the AGM and shall conduct the election of candidates for the Management Committee.
- (g) The returning officer may call for any two members present to act as a scrutineer committee to assist.

22. Candidate qualifications for election to the Management Committee

A person who has obtained the age of eighteen (18) years of age is eligible to be nominated for election to the Management Committee provided they are:

- (a) a citizen of Australia registered on Australian electoral roll or a Permanent Resident of Australia;

- (b) a member of the Association for at least one calendar month before the Management Committee calls for a general meeting at which an election is being held or at least one month before they can be appointed to fill a casual vacancy;
- (c) a past-serving member of a sub-committee within the Association who is named in the minutes of the sub-committee; and
- (d) undertaking to understand, uphold and implement the Constitution and the Policy & Procedure Manual of the Association;
- (e) undertaking to be a chair person of a sub-committee of the Management Committee; and
- (f) supplying the Management Committee with a current *curriculum vitae* and a statement about the expertise they can contribute to the Association.

23. President

The President of the Association shall:

- (a) chair all general meetings of the Association or the Management Committee;
- (b) be responsible to the Management Committee and members and is required to present an oral and/or written report at each regular meeting of the Management Committee on the conduct of the Association's affairs and the discharge of its duties as defined by the Constitution, Policy and Procedures;
- (c) represent the Association and its vision and mission to relevant stakeholders and the general public;
- (d) be the spokesperson of the Association unless the Management Committee or a general meeting approves another person when the President is unable to act as spokesperson.

24. Vice President

The Vice President of the Association shall act on behalf of the President when the President is absent or if unwilling to act.

25. Secretary

The Secretary of the Association shall:

- (a) as soon as practicable after being appointed as secretary, lodge notice with the Association and The NSW Department of Fair Trading of his or her address or change of address;
- (b) be the Public Officer of the Association;
- (c) keep minutes of:
 - (i) all appointments of office-bearers and members of the Management Committee;
 - (ii) the names of members of the Management Committee present at a Management Committee meeting and names of Registered members attending a general meeting, and
 - (iii) all motions and relevant proceedings at Management Committee meetings and of general meetings of the members;
 - (iv) all sub-committee meetings.

- (d) ensure that minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting;
- (e) be in full care and control of all original documents of the Association, including contracts and financial documents, which shall be securely stored in fire resistant, lock-up cabinets at the Registered Office in the first instance and in the second instance, may be temporarily removed for practical purposes.

26. Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (i) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (ii) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association;
- (iii) that an up-to-date report of the financial status of the Association income and expenditure and a list of monthly expenditure shall be tabled at each Management Committee, approved and minuted;
- (iv) that accounts are prepared and all records, receipts and bank statements are made available to the Accountant and Auditor of the Association as soon as practicable after the close of the financial year.

27. Casual vacancies

27.1 Appointment to a casual vacancy

In the event of a casual vacancy occurring in the membership of the Management Committee, the Committee may appoint a member of the Association to fill the vacancy within three (3) months and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

27.2 Causes of a casual vacancy

For the purposes of these rules, a casual vacancy in the membership of the Management Committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under Clause 28, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the Management Committee held during a period of three (3) months, or

- (h) has not declared their interest in a contract when a matter was before them in the Management Committee meeting.

28. Removal of Management Committee member

- (a) The Association in general meeting may by special resolution remove any member of the Management Committee from their office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the Management Committee to whom a proposed resolution referred to in Clause 28(a) relates makes representations in writing to the secretary or president (not exceeding five (5) pages) and requests that the representation be notified to the members of the Association, the secretary or the president shall send a copy of the representations to each member of the Association or, if the representations are not received in time to be so circulated, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

29. Management Committee meetings

29.1 Frequency

- (a) The Management Committee must meet at least four (4) times in each period of twelve (12) months at such place and time as the Committee may determine.
- (b) Additional meetings of the Management Committee may be convened by the president or by any member of the Management Committee upon contacting the secretary.

29.2 Notice

- (a) Oral or written notice of a meeting of the Management Committee must be given by the secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting, or a schedule of meeting dates for the year shall be approved by the Management Committee.
- (b) Notice of a meeting given under clause 29.2(a) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Management Committee members present at the meeting unanimously agree to treat as urgent business.

29.3 Quorum

- (a) Any four (4) members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (b) No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

29.4 President to preside at meeting

At a meeting of the Management Committee:

- (i) the president or, in the president's absence, the vice-president is to preside, or
- (ii) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting is to preside.

29.5 Voting and decisions

- (a) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee which does not fall below the quorum or in the case of a sub-committee, a simple majority of those present at the meeting.
- (b) Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the president may exercise a second or casting vote and in the case of a sub-committee, the sub-committee chairperson may exercise a second or casting vote.
- (c) Subject to Clause 29.3, the Management Committee may act despite any vacancy on the Management Committee as long as the quorum is maintained.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

30. Conflicts of interest

30.1 Declaration of conflicts of interest

Each member of the Management Committee is required to make clear any existing or potential conflicts of interest in which they may be in receipt of a financial benefit or in which a member of their family may be in receipt of a financial benefit, or in receipt of any other benefit, material or perceived.

30.2 Exclusion from voting & pecuniary interests

All such conflicts of interest shall be declared by the member of the Management Committee concerned on the form provided by the chairperson at the time when the Management is considering a resolution in which they have an interest and they shall not be present or cast a vote when that matter is considered. This form becomes a page in the Association's Register of Pecuniary Interests.

30.3 Conflict of interest where Management Committee member is under contract

In the case where an approved Member of the Management Committee is under contract to the Association, they shall be:

- (a) excluded from that part of the meeting of the Management Committee where their appointment, conditions of service, remuneration or any proposal for the supply of goods or services by them, or their immediate family, is being considered;
- (a) excluded from casting a vote in person or by proxy at a general meeting of the Association at which their appointment, conditions of service, remuneration or supply of goods or services, is being ratified.

30.4 Independence of the auditor, accountant and solicitor.

The auditor, accountant or the solicitor of the Association shall not be eligible to accept office to serve on the management committee or be directly related to a member of the Management Committee.

PART 6 – GENERAL MEETINGS

31. Annual general meetings

31.1 Timing for annual general meetings

- (a) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (b) Clause 31.1(a) has effect subject to any extension or permission granted by the Director-General of the NSW Department of Fair Trading under section 26(3) of the *Act*.

31.2 Convening of and business at the annual general meetings

- (a) The annual general meeting of the Association is, subject to the *Act* and to clause 31, to be convened on such date and at such place and time as the Management Committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (ii) to receive from the Management Committee an Annual Report on the activities of the Association during the last preceding financial year,
 - (iii) to elect office-bearers of the Association and ordinary members of the committee,
 - (iv) to receive and consider the financial statement which is required to be submitted to members under section 26(6) of the *Act*.
 - (v) to appoint an Auditor upon receiving their written consent to act and approve their remuneration.
- (c) An annual general meeting must be specified as such in the notice convening it.

32. Convening a special general meeting

- (a) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The Management Committee must, on the requisition in writing of at least five per cent (5%) of the total number of registered members, convene a special general meeting of the Association.
- (c) A requisition of members for a special general meeting:
 - (i) must state the purpose or purposes of the meeting, and
 - (ii) must be signed by the members making the requisition, and
 - (iii) may consist of several documents in a similar form, each signed by one or more of the members making the requisition, and

- (iv) must be lodged with the secretary, and
 - (v) if sent by mail, must be sent by registered mail to the secretary of the Association.
- (d) If the Management Committee fails to convene a special general meeting to be held within one (1) calendar month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) calendar months after that date.
- (e) A special general meeting convened by the members as referred to in clause 32.1(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred upon a motion passed in the meeting which approves those expenses.

33. Notice

- (a) If the nature of the business proposed to be dealt with at a general meeting only requires a general resolution of the Association, the secretary must, at least fourteen (14) calendar days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least twenty-one (21) calendar days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 26(a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 31.2(b).
- (d) A member of the Association desiring to bring any business before a general meeting shall give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

34. Procedure at general meetings

34.1 Business at general meeting

No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

34.2 Quorum

Fifteen (15) current financial members on the Membership Register present in person or by proxy (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

34.3 If quorum not present

If within an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (e) if convened on the requisition of members, is to be dissolved, and
- (f) in any other case,
 - (i) is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place; and
 - (ii) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present are to constitute a valid quorum when there are at least ten (10).

34.4 Presiding member

- (a) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (b) If the president and the vice-president are absent, the president may appoint one of the office-bearers to preside as chairperson as he or she sees fit.
- (c) If the president and the vice-president are unwilling to act and have appointed no chairperson, the members present must elect one of their number to preside as chairperson at the meeting.

34.5 Adjournment

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses 34.5(a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34.6 Making of decisions

- (a) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a simple majority or lost, and an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (b) At a general meeting of the Association, a poll (secret ballot) may be demanded by the chairperson or by at least three (3) members present in person or by proxy at the meeting.
- (c) If a poll is demanded at a general meeting, the poll must be taken:
 - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or regarding the question of an adjournment, or
 - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

34.7 Special resolution

A resolution of the Association is a special resolution:

- (a) if it is passed by at least three-quarters ($3/4^{\text{ths}}$) of the current, financial members on the Register of the Association being entitled to vote, who are present in person or by proxy at a general meeting of which at least twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Director-General of the NSW Department of Fair Trading that it is not practicable for the resolution to be passed in the manner specified in clause 34.7(a) if the resolution is passed in a manner specified by the Director-General.

34.8 Voting

- (a) On any question arising at a general meeting of the Association, each financial member present in person or by proxy, has one (1) vote only.
- (b) All votes must be given in person or by proxy but no member shall hold more than three (3) proxies, except the president of the Association or the chairperson of the general meeting who may hold multiple proxies.
- (c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

35. Appointment of proxies

35.1 Members entitled to appoint proxies

Each member is entitled to appoint another member as proxy by notice under this rule and rule 34.8(b), by correctly completing the prescribed forms provided by the secretary and returned to the secretary or to the Registered Office, no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.

35.2 To be valid, proxy forms must be correctly completed and delivered.

Any proxy form which is not correctly filled, and does not have sufficient face-value information for the secretary to determine the proxy or voting directions of the member, or does not arrive on time as in Clause 35.1, shall not be a valid proxy and shall be declared as such at the general meeting.

35.3 Members overseas at the time of the general meeting

Any member who is outside Australian jurisdiction at the time of the general meeting for which their proxy is required must attach a properly completed limited power of attorney form (Appendix 3) supplied by the Secretary of the Association and signed by a notary public if overseas or by an Australian solicitor if completed before leaving Australia.

35.4 Form of proxy

The notice appointing the proxy is to be in the form set out in Appendix 2.

PART 7 - AMENDMENT OF CONSTITUTION

36. Amendment of Constitution

- (a) Proposed motions to amend the Constitution shall be made by:
 - (i) at least five percent (5%) of the Membership Register who have signed the proposal;
or
 - (ii) by a resolution passed by the Management Committee.
- (b) No motion to amend the Constitution shall be validly adopted by the general membership which is discovered to compromise or diminish the development aid status and non-profit status of the Association.
- (c) All proposed amendments to the constitution shall be notified in writing to the members of the Association at least twenty-one (21) days before the date of the general meeting where such amendments are to be considered.
- (d) Such notice shall be accompanied by a rationale for the proposed amendments drawn up by the proposers of the motion.
- (e) Amendments to the Constitution shall be made by the adoption of a special resolution voted on at a general meeting of the Association and shall require at least three-quarters (3/4^{ths}) of the members attending in person or by proxy to pass the resolution.
- (f) The NSW Department of Fair Trading shall be notified of any amendments to the constitution within twenty-eight (28) calendar days from the date of the general meeting at which the amendments were passed to change its Constitution and shall take effect once the amendments have been lodged and accepted by the NSW Department of Fair Trading.
- (g) The NSW Department of Gaming and Racing shall be provided with details of alterations or amendments to the Constitution within twenty-eight (28) calendar days from the general meeting at which they were adopted where the changes are in respect to:
 - The charitable objects or purposes of the authority holder.
 - The non-profit nature of the authority holder with respect to the disposition of funds obtained through its fundraising appeals.
 - The distribution of funds and assets obtained from fundraising appeal in the event of the winding up of the authority holder.

PART 8 - MISCELLANEOUS

37. Insurance

Association to have insurance

The Association shall hold current public liability, volunteer insurance and professional indemnity and any other insurance required by law.

38. Financial year

The Financial year of the Association shall end on the 30 June each year.

39. Source and receipt of funds

39.1 Source

The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Management Committee determines.

39.2 Funds received by Association

All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

39.3 Specified donation destination

Donors may specify a particular project or area of work at the time of donation on receipts and forms provided for that purpose by the Association and the Association must endeavour to meet the donor's intention both in its accounts and implementation.

39.4 Receipts

The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Management of received funds

40.1 Application of funds

Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Management Committee determines and in compliance with the objects and purpose of the Mahboba's Promise Afghanistan Relief Fund being a public fund established for the relief of people in Afghanistan.

40.2 Signatories

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or electronically submitted by two (2) eligible persons; eligible persons being Management Committee members or a staff member who has been previously nominated and endorsed by the Management Committee.

40.3 Fundraising expenses

In fundraising by the form of donations, all persons involving in fundraising activities must take reasonable steps to ensure that total fundraising expenses payable do not amount to more than forty percent (40%) of the gross proceeds. In all other forms of fundraising, the return must be fair and reasonable.

41. Charitable collection coordinators

41.1 Funds raised by charity collectors

- (a) All money collected by charity collectors must be handed over to the authorised person of the Association as soon as practicable and without deduction.
- (b) Collection coordinators are chosen from the Management Committee. At least one collection coordinator should be in existence at any given time.
- (c) Where applicable, the collection coordinator is responsible for making applications to the relevant State, Territory or local authorities in order to obtain approval or licences for fundraising activities.

41.2 Age of charity collectors

- (a) All fundraisers must be at least thirteen (13) years of age. Collectors under sixteen (16) years of age must be under the adequate supervision of an adult.
- (b) Fundraisers over sixteen (16) years of age may collect donations without supervision.

41.3 Identity of charity collectors

- (a) In all circumstances, individuals involved in collecting donations or sponsorships must collect on behalf of the Association and not in their own right.
- (b) The Association must ensure that each collector is fit and proper for the purpose of collecting donations. A written authority must be issued to each collector to bear with them.
- (c) When soliciting donations door-to-door, or in public places, all collectors are required to wear an identity card showing their names, name of the Association, and the address of the principal office of the organisation. Such fundraisers must verbally state the name of the Association and the cause for collecting donations.
- (d) When soliciting donations through writing, electronic media, advertising, the collectors involved must state the purpose, name of the Association, address of the principal office of the Association and contact telephone number of the Association.

42. Trustees of the funds raised

As the Association may seek to raise funds anywhere within Australian jurisdiction, at any time:

- (a) Where required by law of a State or Territory, trusts are to be set up by way of execution of deeds of trust for the purpose of safekeeping and the transmission of the money collected. The raised funds must be transmitted to the treasurer c/o the registered office within ten (10) working days after collection.
- (b) The trustees appointed must be residents of the State or Territory in which those fundraising activities are conducted.

43. Auditor

The financial accounts of the Association are to be audited annually by a qualified and independent auditor. A qualified auditor refers to a registered company auditor (a person qualified to audit accounts for the purposes of the *Corporations Act 2001*) or having other qualifications or experience approved by the Office of Charities, Department of Gaming and Racing.

44. Dissolution clause

In the event of the organisation being dissolved, or if the endorsement of the organisation as a deductible gift recipient for the operation of the Mahboba's Promise Afghanistan Relief Fund is revoked, any surplus assets remaining in the Mahboba's Promise Afghanistan Relief Fund after the payment of the liabilities attributable to it, shall be transferred to another fund, authority or institution which has similar objects and to which income tax deductible gifts can be made and any other assets which are not part of the Mahboba's Promise Afghanistan Relief Fund which remain after the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.

45. Appointment of a patron

At the discretion of the Management Committee it may, from time to time, invite a patron who has consented in writing to accept the invitation to be a patron and to be publicly associated with the Association. Such appointment shall be ratified at the next general meeting.

Appendix 1

APPLICATION FOR MEMBERSHIP OF MAHBOBA'S PROMISE INCORPORATED

(incorporated under the *Associations Incorporation Act 1984 NSW-Australia*)

I,

(full name of applicant) of

.....Postcode.....

(Home address)

.....Phone:.....Mobile:.....

(occupation)

Email:.....

Hereby apply to become a member of the above named incorporated Association. I declare that I am not a member or associate of any Prohibited Organization known to the Australian Government and listed on the Australian National Security Website (www.nationalsecurity.gov.au). In the event of my admission as a member, I agree to be bound by the Constitution of the Association for the time being in force and which I undertake to read, understand and uphold.

..... Date.....

Signature of Applicant

I, a member of Mahboba's Promise Inc,

(full name)

nominate the applicant, who is personally known to me, for membership of the association.

.....Date.....

Signature of proposer

I, a member of Mahboba's Promise Inc,

(full name)

second the nomination of the applicant, who is personally known to me, for membership of the association.

.....Date.....

Signature of seconder

Please Note: Filling this application form, and paying the required entrance fee of \$5.00 and the annual membership fee of \$5.00 at the same time as this application is submitted to the Association does not automatically guarantee my admission into the membership of the Association.

Please return to: office@mahbobaspromise.org or PO Box 6234, North Ryde, NSW 2113

Appendix 2

MAHBOBA'S PROMISE Inc. (NSW-AUSTRALIA)

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 general meeting of the Association (Annual General Meeting or Special General Meeting, as the case may be) to be held on the.....day of and, at any adjournment of that meeting.

1. My proxy is authorised to vote according to my intentions as marked next to those resolutions **or** candidate names for election which are displayed on the **Voting Schedule** attached to this Proxy Form circulated by the Secretary of Mahboba's Promise.
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 a lawyer, or notary public, or the proxy shall not be valid.

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)

ofPostcode.....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 authorised 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].