

Fundraising Institute Australia
ACN 088 146 801



The Professional Body for Australian Fundraising

CONSTITUTION

Registered Office: Suite 202, 12 Help Street, CHATSWOOD NSW 2067

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**CONSTITUTION
OF
FUNDRAISING INSTITUTE AUSTRALIA
ACN 088 146 801**

GENERAL

1. **NAME**

The name of the Company is FUNDRAISING INSTITUTE AUSTRALIA ACN 088 146 801.

2. **OFFICE OF THE COMPANY**

The registered office of the Company shall be at Suite 201 60 Archer Street Chatswood NSW 2057 or at such other place as the Board may determine.

DEFINITIONS AND INTERPRETATION

3. **DEFINITIONS & INTERPRETATION**

3.1 In this Constitution unless in conflict or inconsistent with the context the following words and terms have the meanings ascribed to them:

- (a) **“Accounting Period”** means the period of not more than twelve (12) months ending on 31 December in each year or on such substituted date as may be adopted by the Company in accordance with the Law.
- (b) **“Annual General Meeting”** has the meaning ascribed to it by Section 250N of the Law.
- (c) **“Application Fee”** means the fee payable with application for membership of the Company.
- (d) **“Associate Member”** means an Individual Member of that class of persons referred to in clause 16.
- (e) **“Board”** means the Company’s Directors.
- (f) **“Business Day”** means a day on which banks are open for business in Sydney.
- (g) **“Chair”** means the chair of the Board.
- (h) **“Chair Elect”** means that Director elected as such by the Board pursuant to clause 41.
- (i) **“Chief Executive Officer”** means that person appointed by the Board as prescribed in clause 53.
- (j) **“Code Authority”** means the committee established by the Board pursuant to clause 49 to decide on matters related to the Fundraising Institute Australia Code.
- (k) **“Company”** means Fundraising Institute Australia ACN 088 146 801.
- (l) **“Director”** means a person appointed to the Board pursuant to clause 36.
- (m) **“Executive Member”** means a Member of that class of members referred to in clause 18.
- (n) **“Fellow”** means a Member of that class of members referred to in clause 19.

- (o) **"Fellow Emeritus"** means a Member of that class of members referred to in clause 20.
- (p) **"Fundraiser"** means a person who substantially earns his or her livelihood as a consultant retained by or as an employee engaged in raising funds for organisations, societies and causes legally entitled to conduct fundraising appeals or to solicit gift-support.
- (q) **"Fundraising Institute Australia Code"** means the code of practice referred to in Appendix 3 to this Constitution, as amended from time to time.
- (r) **"Honorary Member"** means an Individual Member of that class of persons referred to in clause 21.
- (s) **"Individual Member"** means an individual who is an:
 - (i) Associate Member; or
 - (ii) Regular Member; or
 - (iii) Executive Member; or
 - (iv) Fellow; or
 - (v) Honorary Member; or
 - (vi) Fellow Emeritus; or
 - (vii) Member Emeritus;
 (and "Individual Membership" has the corresponding meaning).
- (t) **"Law"** means the *Corporations Act* (Cth) 2001 and any amendment or re-enactment of it.
- (u) **"Member"** means and includes both Individual Members and Organisational Members.
- (v) **"Member Emeritus"** means an Individual Member of that class of persons referred to in clause 20.
- (w) **"Month"** means calendar month.
- (x) **"Nominations Committee"** means the committee appointed in accordance with clause 36A to recommend nominees, who have been nominated pursuant to clauses 37, 38 and 39, to the Board and to nominate the Chair Elect pursuant to clause 41.
- (y) **"Objects"** means those objects specified in clause 4.
- (z) **"Office"** means the registered office for the time being of the Company.
- (aa) **"Office Holders"** means those office holders referred to in clause 43.
- (bb) **"Officer"** means an officer as defined in Section 9 of the Law.
- (cc) **"Organisational Member"** means and includes those organisations appointed as Members pursuant to clause 11 (and "Organisational Membership" has the corresponding meaning).
- (dd) **"Register"** means the register of Members to be kept pursuant to the Law.
- (ee) **"Regular Member"** means an Individual Member of that class of persons referred to in clause 17.
- (ff) **"Rules"** means the rules contained in Appendix 2 as amended from time to time by the Board.
- (gg) **"Seal"** means the common seal of the Company.
- (hh) **"Secretary"** means the person appointed as the secretary of the Company pursuant to clause 54 and includes any assistant or acting secretary.

- (ii) **“Special General Meeting”** means any meeting of Members other than the Annual General Meeting.
- (jj) **“Special Resolution”** has the meaning it has in the Law.
- (kk) **“State and/or Territory Committee”** means a group of Members authorised by the Board to become and act as a local State and/or Territory Committee in conformity with clause 55.
- (ll) **“Subscription”** means the subscription fees payable by Members pursuant to clause 61.
- (mm) **“Voting Member”** means and includes:
 - (i) Associate Members;
 - (ii) Executive Members;
 - (iii) Fellows;
 - (iv) Regular Members; and
 - (v) Organisational Members
 but does not include:
 - (vi) Honorary Members;
 - (vii) Members Emeritus; and
 - (viii) Fellows Emeritus.

3.2

- (a) Except when the context otherwise requires, words importing the masculine gender shall include the others.
- (b) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1901 (Cth).
- (c) The Appendices and Schedule shall form part of this Constitution.
- (d) Terms and expressions used in the Appendices and Schedule shall have the same meanings as are ascribed to them in this Constitution.

OBJECTS

4. **OBJECTS**

- 4.1 The Objects for which the Company is established are to provide means of assisting Members of the Company on an:

- (a) individual level in the better performance of their professional fundraising endeavours; and
- (b) organisational level, by representing the interests of such Members to governmental authorities and bodies and to society at large and by establishing standards for organisations within the non-profit sector; and

to generally advance the standard of the fundraising profession, including without limitation:

- (c) To promote, establish and maintain high standards of ethics and practice among persons and organisations engaged in the raising of funds or the conduct of appeals for charitable, philanthropic, religious, educational or other purposes for the public good.
- (d) To educate and inform organisations, companies, other bodies and the public for the purpose of bringing about a better understanding of the fundraising profession

and ethical methods and practices in the raising of funds or the conduct of appeals for charitable, philanthropic, religious, educational or other purposes for the public good.

- (e) To provide and maintain a medium for the exchange of information, opinions and ideas relating to the profession of fundraising.
- (f) To encourage friendship and co-operation amongst Members of the Company.
- (g) To promote, sponsor and encourage research, education and training in the field of fundraising.
- (h) To provide a means of serving the interest of the Members of the Company in all matters pertaining to the profession of fundraising.
- (i) To prepare, edit, publish or distribute by sale or otherwise any books, journals, newspapers, audio visual material or other publications.
- (j) To form and maintain a library or libraries containing books and other publications of interest to the fundraising profession.
- (k) To promote meetings, conferences and conventions of persons or bodies whose deliberations may be of benefit to the Members of the Company and to the profession of fundraising.
- (l) To promote and authorise the formation of State and/or Territories bodies.
- (m) To appoint delegates or representatives to any other body concerned with similar aims and objects to those of the Company.
- (n) To become a member organisation of a branch of or to affiliate, amalgamate or otherwise join or co-operate with companies, organisations, associations or societies whether incorporated or not having objects wholly or in part similar to the Objects of the Company.
- (o) To promote any bill or bills in any Parliament and to take all lawful steps to assist the passage of legislation and to enter into any negotiation or arrangement with any government or authorities, Commonwealth, State, municipal, local or otherwise that may be deemed conducive to the Objects of the Company or any of them.
- (p) To publicise the Company's activities in particular by means of publishing circulars and other literary matter and through radio and television or any other form of media.
- (q) To accept any gift, grant or contribution of property of any kind for the Objects of the Company.
- (r) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's Objects or any of them and to obtain from such government or authority any rights, privileges and concessions which the Board may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (s) To support or oppose any legislation which might affect the Company's interests.
- (t) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the Objects of the Company.
- (u) To erect, purchase or otherwise acquire and to improve, maintain, develop, work, manage, carry out or control any buildings, works, factories, mills, plant, houses, offices, workshops, theatres, studios, shops, dwellings, garages and otherwise assist or take part in their construction, improvement, maintenance, development, working, management or control.
- (v) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure its repayment or the repayment or

performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged on all or any Company's property (both present and future) and to purchase, redeem or pay off any such securities.

- (w) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
 - (x) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
 - (y) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
 - (z) To subscribe for and underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities, evidence of indebtedness or the right to participate in profits or other similar documents issued by any government authority, corporation or body or by any company or body of persons and any options or rights in respect of them and to buy and sell foreign exchange.
 - (aa) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.
 - (bb) To amalgamate with any companies, institutions, societies or associations having objects in whole or in part similar to those of the Company.
 - (cc) To do all such other things as are incidental or conducive to the attainment of the Objects of the Company and the exercise of its powers.
 - (dd) To do all or any of the above things within or without the Commonwealth of Australia.
- 4.2 Solely for the purpose of carrying out the Objects of the Company and not otherwise the Company has the power to do all such things as are necessary or conducive to the attainment of the Objects of the Company and for that purpose and not otherwise the Company has the legal capacity and powers of an individual.

AND IT IS HEREBY DECLARED that the Objects of the Company shall be separate and distinct Objects and none of them shall be in any way limited by reference to any other or others of them.

5. **LIABILITY OF MEMBERS**

- (a) The liability of the Members is limited.
- (b) Each Member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up while it is a Member or within one (1) year after it ceases to be a Member for payment of the debts and liabilities of the Company contracted before it ceased to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$100.00 for each Member.
- (c) The income and property of the Company shall be applied solely towards the promotion of the Objects of the Company and no portion shall be paid or transferred directly or indirectly by way of a dividend, bonus, fees or otherwise to Members or Directors, provided that nothing in this Constitution shall prevent the payment in good faith of:
 - (i) remuneration to any Officers or servants employed by the Company; or
 - (ii) remuneration to any Member or Director in return for services actually rendered to the Company or for goods supplied in the ordinary and usual way of business; or

- (iii) interest at a rate not exceeding the rate for the time being fixed for the purpose of this clause 5 by the Board on money borrowed from any Member or Director; or
 - (iv) a reasonable and proper rent for premises let by any Member or Director to the Company; or
 - (v) a salary to any Director being appointed to any salaried office of the Company; or
 - (vi) any payments made pursuant to clause 44;
- provided that the Board has given prior approval to any payments the Company makes to the Directors.

6. **POLICY**

- (a) The policy of the Company shall be non-sectarian and non-party political and the Company shall have no position in public affairs except with regard to matters concerning fundraising.
- (b) No Member, except as authorised by the Board to do so, shall make public statements purporting to represent the views, attitudes or official position of the Company or take individual action purporting to be taken on behalf of the Company on any matter affecting the Company or its affairs.

CONSTITUTION

7. **INTERPRETATION OF CONSTITUTION**

In the event of any difference of opinion as to the interpretation of any provision in this Constitution or in the event of a requirement for a decision on any matter not specifically provided for by this Constitution the matter shall be referred to the Board for decision and its decision shall become conclusive and binding on all Members unless and until it be overruled by a Special Resolution of Voting Members passed at a duly convened and held Special General Meeting.

8. **AMENDMENTS TO CONSTITUTION**

- (a) This Constitution may be amended by written referendum or by a vote of Voting Members at a Special General Meeting.
- (b) The Board shall submit proposed amendments upon being so petitioned in writing by no fewer than fifteen (15) Voting Members.
- (c) Proposed amendments shall be submitted to all Voting Members in writing not less than twenty one (21) days prior to the Special General Meeting or the date of the referendum as the case may be.
- (d) A Special Resolution passed by Voting Members in the referendum or a Special Resolution passed by the Voting Members at a Special General Meeting shall be required for passage of the proposed amendment, provided however that this Constitution shall not in any event be altered except in accordance with the Law.

MEMBERSHIP

9. **CLASSES OF MEMBERSHIP**

There are two classes of membership in the Company:

- (a) Individual Members qualified for membership pursuant to clause 10; and

- (b) Organisational Members qualified for membership pursuant to clause 11.

10. **INDIVIDUAL MEMBERSHIP**

- (a) Individual Members shall be either:
 - (i) Associate Members; or
 - (ii) Fellows; or
 - (iii) Executive Members; or
 - (iv) Regular Members; or
 - (v) Honorary Members; or
 - (vi) Members Emeritus; or
 - (vii) Fellows Emeritus.
- (b) Individual Members of the Company shall be:
 - (i) A person who was an Individual Member of the Company at the time of adoption of this amended Constitution shall automatically be an Individual Member.
 - (ii) Such individuals as the Board shall admit to membership as Individual Members in accordance with this Constitution.
- (c) An applicant who is an individual must be a person who substantially earns his or her livelihood as a Fundraiser and must agree to abide by the Fundraising Institute Australia Code.
- (d) Every application for Individual Membership of the Company shall be made in writing signed by applicant and shall be in such form as the Board from time to time prescribes and shall be accompanied by the payment of the Application Fees prescribed by the Board.
- (e) Any applicant who is an individual and who has less than two (2) years experience as a Fundraiser may be admitted as an Associate Member. An applicant who is an individual and who has two (2) years or more experience as a Fundraiser may be admitted as a Regular Member.

11. **ORGANISATIONAL MEMBERSHIP**

- (a) Organisational Members of the Company shall be such organisations as the Board shall admit to membership as Organisational Members in accordance with this Constitution.
- (b) An applicant which is an organisation must be either:
 - (i) an organisation which fundraises; or
 - (ii) a supplier to the non-profit sector.
- (c) Every application for Organisational Membership of the Company shall be made in writing signed by an officer of the applicant organisation and shall be in such form as the Board from time to time prescribes and shall be accompanied by the payment of the Application Fees prescribed by the Board.
- (d) Each Organisational Member shall be entitled to notice of all general meetings of the Company, to attend and vote at all such general meetings, and shall be a part of a quorum.
- (e) In the event that an Organisational Member wishes to attend and vote at a general meeting, it shall appoint one representative to attend the general meeting on behalf of the Organisation. The Organisational Member shall notify the Secretary in writing at least forty eight (48) hours prior to the commencement of the meeting of the name of the representative or representatives.

12. **APPLICATION FOR MEMBERSHIP**

- (a) The Chief Executive Officer shall decide as to whether:
 - (i) the Chief Executive Officer; or
 - (ii) a member of the Board; or
 - (iii) the chair of the Code Authority;is to consider the application of any applicant and the qualifications of each applicant for membership of the Company. The person elected by the Chief Executive Officer to consider the application shall decide if the applicant is to be admitted to membership of the Company.
- (b) An aggrieved applicant shall be entitled to apply to the Board for a review of the decision of the Chief Executive Officer, or of the member of the Board or of the chair of the Code Authority (as the case may be).

13. **ENTITLEMENT OF MEMBERS**

- (a) Except as otherwise provided by the Constitution each Member shall be entitled to notice of and to attend all general meetings of the Company.
- (b) Except as otherwise provided by the Constitution each Voting Member shall be entitled to vote at all general meetings of the Company.
- (c) Each Member shall be entitled to indicate on its stationery and advertising material that:
 - (i) in the case of an Individual Member, he or she is an Associate Member, an Individual Member, an Executive Member or a Fellow;
 - (ii) in the case of an Organisational Member, it is an Organisational Member of the Company;but no Individual Member may publish or use for private gain any office he or she may hold or may have held in the Company. However, nothing in this clause 13(c) prohibits an Individual Member from referring to their office or status within the Company in their resumes or curricula vitae.
- (d)
 - (i) Except with the Board's express approval, no Individual Member shall reproduce the Company's logo or insignia.
 - (ii) Organisational Members are permitted to reproduce the Company's logo and insignia.

14. **REGISTER OF MEMBERS**

The Secretary shall cause to be kept, manually or electronically, a Register of Members.

15. **NUMBER OF MEMBERS**

For the purpose of the Law the number of Members, both Individual Members and Organisational Members, is declared to be unlimited.

16. **ASSOCIATE MEMBER**

- (a) Subject to the approval of the Board, Associate Membership shall be open to individuals:
 - (i) who at the time of application for Associate Membership or have or previously had for a period of less than two (2) years service substantially earned their livelihood as fundraising consultants retained by or as executives engaged in fundraising for organisations, institutions, societies and causes legally entitled to conduct fundraising appeals or to solicit gift-support; and

- (ii) who at the time of application are substantially so earning their livelihood; and
 - (iii) whose professional position at the time of application accords with Company requirements for its Individual Members.
- (b) Associate Members shall automatically accede to the status of Regular Member upon the completion of two (2) years service to the profession.

17. **REGULAR MEMBER**

Subject to the approval of the Board, Regular Membership shall be open to individuals:

- (a) who at the time of application for Regular Membership have or have previously had for at least two (2) years substantially earned their livelihood as fundraising consultants retained by or as executives engaged in fundraising for organisations, institutions, societies or causes legally entitled to conduct fundraising appeals or to solicit gift-support; and
- (b) who are so accredited by the Board or have been exempted from this requirement by the Board; and
- (c) who at the time of application are substantially so earning their livelihood; and
- (d) whose professional position at the time of application accords with Company requirements for its Individual Members.

18. **EXECUTIVE MEMBER**

- (a) Subject to the approval of the Board, Executive Membership shall be open to Regular Members:
 - (i) who at the time of application for Executive Membership have or have previously had for a period of more than five (5) years service substantially earned their livelihood as fundraising consultants retained by or as executives engaged in fundraising for organisations, institutions, societies or causes legally entitled to conduct fundraising appeals or to solicit gift-support; and
 - (ii) who at the time of application are substantially so earning their livelihood; and
 - (iii) whose professional position at the time of application accords with Company requirements for its Individual Members; and
 - (iv) who provide evidence of a minimum of twenty (20) hours of continuous professional development training being undertaken in the previous membership year; and
 - (v) who are so accredited by the Board or have been exempted from this requirement by the Board.
- (b) An Executive Member shall automatically revert to the class of a Regular Member if the Executive Member fails to provide evidence as required by clause 18(a)(iv).

19. **FELLOW**

- (a) A Fellow of the Company shall be a Regular Member or Executive Member elected as a Fellow at a general meeting of the Company and who continues to pay annual Subscriptions. The designation of Fellow shall be recommended by the Board only in respect of an individual who has had not less than ten (10) years experience in the fundraising profession and who in the opinion of the Board has rendered distinguished service in or to the profession including in or to the Company. If the number of Fellows at any time equals or exceeds the number which is ten per cent (10%) of the total number of Regular Members and Executive Members, no additional Fellows shall be elected until the number of existing Fellows is less than

the number which is ten per cent (10%) of the total number of Regular Members and Executive Members.

- (b) A nomination of a Regular Member or Executive Member for election as a Fellow shall be in a form prescribed by the Board. The Board may establish a Fellows nominating committee to assist the Board to develop a procedure for the evaluation of nominations and the decision whether or not to recommend such nominee for designation as a Fellow by election shall be made at the next Board meeting.

20. **MEMBER EMERITUS**

- (a) A Fellow Emeritus or Member Emeritus shall be a former Regular Member or Fellow or Executive Member of the Company who has retired after long and active participation in fundraising and who at the discretion of the Board has been so designated in recognition of esteemed membership of the Company. A Fellow Emeritus or Member Emeritus as such has no voting rights nor shall be part of a quorum.
- (b) A nomination of a person for election as a Fellow Emeritus or Member Emeritus shall be in a form prescribed by the Board. Upon receipt of any such nomination the Secretary shall forward a copy of the nomination to each member of the Board and the decision whether or not to recommend such nominee for designation as a Fellow Emeritus or Member Emeritus by election shall be made at the next Board meeting.
- (c) A Member Emeritus who at the time of gaining that status is a Fellow of the Company shall continue to be designated a Fellow of the Company.
- (d) A Member Emeritus/Fellow Emeritus shall have no obligation to pay annual Subscriptions.

21. **HONORARY MEMBER**

- (a) The Board may from time to time elect to Honorary Membership individuals not otherwise qualified for membership of the Company. Honorary Membership shall be granted only to an individual who in the opinion of the Board has made a notable contribution to the fundraising profession or whose election to Honorary Membership shall be deemed by the Board to be beneficial to the Company. An Honorary Member shall have no voting rights nor any obligation to pay annual Subscriptions. He or she shall be entitled to notice of all general meetings of the Company but shall not be part of a quorum. Such Honorary Membership may be discontinued at any time at the discretion of the Board.
- (b) A nomination of an individual for election as an Honorary Member shall be in a form prescribed by the Board. Upon receipt of any such nomination the Secretary shall forward a copy of the nomination to each member of the Board and the decision whether or not to recommend such nominee for designation as an Honorary Member by election shall be made at the next Board meeting.

22. **CONDITION OF MEMBERSHIP**

It is a condition of every class of Membership that each Member shall willingly accept the obligation to observe and abide by the Fundraising Institute Australia Code.

23. **CESSATION OF MEMBERSHIP**

- (a) An Individual Member automatically ceases to be a Member:
 - (i) if that Member dies or resigns; or
 - (ii) if that Member fails to pay his or her annual Subscriptions for a period of sixty (60) days after the due date; or

- (iii) if that Member has been found to be in breach of the Fundraising Institute Australia Code and the Code Authority has decided that the Member's Membership should cease as a consequence thereof; or
 - (iv) if that Member has been convicted of a criminal offence and the Board has resolved to cancel that Member's membership;
 - (v) if that Member is expelled by resolution of the Board pursuant to clause 25.
- (b) An Organisational Member automatically ceases to be a Member:
- (i) if that Member is dissolved or otherwise ceases to exist;
 - (ii) if that Member has:
 - (A) a receiver;
 - (B) a receiver and manager;
 - (C) a liquidator;
 - (D) an administrator;
 - (E) an administrator of a deed of company arrangement; or
 - (F) a trustee of other person administering a compromise or arrangement between the Company and someone else;
 appointed to it;
 - (iii) if that Member resigns;
 - (iv) if that Member fails to pay its annual Subscriptions for a period of sixty (60) days after the due date;
 - (v) if that Member has been found to be in breach of the Fundraising Institute Australia Code and the Code Authority has decided that the Member's Membership should cease as a consequence thereof; or
 - (vi) if that Member is no longer an organisation which fundraises or is no longer a supplier to the non-profit sector; or
 - (vii) if that Member is expelled by resolution of the Board pursuant to clause 25.

Resignation

- (c) A Member may at any time by giving notice in writing to the Secretary resign as a Member but shall continue to be liable for:
 - (i) any annual Subscriptions and all arrears due and unpaid at the date of resignation; and
 - (ii) all other monies due by the Member to the Company; and
 - (iii) any sum for which the Member is liable as a Member of the Company under clause 5 of this Constitution.

24. **FUNDRAISING INSTITUTE AUSTRALIA CODE**

- (a) The Fundraising Institute Australia Code may from time to time be amended by the Board and, as amended, be promulgated by the Board and published to Members.
- (b) Every Member shall be bound to accept and, in the execution of its professional fundraising activities abide by, the standards of practice and conduct expressed in the Fundraising Institute Australia Code as amended from time to time.
- (c) The Board has the power to appoint a Code Authority to decide on matters related to the Fundraising Institute Australia Code.
- (d) Each Member who is the subject of a matter brought before the Code Authority agrees to abide by the decisions of the Code Authority and acknowledges that it will not be entitled to bring any action or suit against the Company, the Directors

or the members of the Code Authority as a consequence of or arising out of any decision or action of the Code Authority.

- (e) Each Member acknowledges that the Code Authority is at liberty to publicly publish details of any matters heard by the Code Authority, including the:
 - (i) name of the Member who is the subject of the matter being heard; and
 - (ii) reasons for any decisions made by the Code Authority.
- (f) Each Member acknowledges that no matter or thing done or omitted by the Code Authority (including the exercise of its powers as referred to in clause 24(e)) subjects the Code Authority, Directors or Company to any liability. Each Member hereby releases the Company, Directors and members of the Code Authority from any such liability.

25. **EXPULSION OF MEMBERS**

If a charge is made in writing (and is supported by evidence and documentation) by a Member or Members to the Code Authority or by a person who is not a Member that a Member has violated or refused or neglected to observe the Fundraising Institute Australia Code or has been guilty of or party to any conduct which may be contrary to this Constitution or may be likely to injure or discredit or hinder the work or Objects of the Company, then the Code Authority will deal with that charge in accordance with the Fundraising Institute Australia Code.

MEETINGS OF MEMBERS

26. **MEETINGS OF MEMBERS**

- (a) Annual General Meetings of the Company shall be held as prescribed by the Law. All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- (b) The Board may whenever it thinks fit convene a Special General Meeting and shall convene a Special General Meeting upon the written request of not less than fifteen (15) Voting Members and a Special General Meeting shall also be convened on such requisition as is required by the Law.
- (c) Subject to the provisions of the Law relating to Special Resolutions and agreements for shorter notice, twenty one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served) of a Special General Meeting specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
- (d) For the purposes of this clause 26 all business shall be special that is transacted at a Special General Meeting and also all that is transacted at an Annual General Meeting, with the exception of:
 - (i) the consideration of accounts and balance sheets;
 - (ii) a report of the Board;
 - (iii) a report of the auditors;
 - (iv) the appointment of Directors in place of those retiring;
 - (v) the appointment of auditors if necessary; and
 - (vi) the election of Fellows pursuant to clause 19(a).

27. **PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

The business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual Meeting, no discussion being permitted except as to their accuracy as a record of proceedings at that meeting;
- (b) to receive the Chair's Report and the financial statements of the Company for the last preceding year;
- (c) to appoint an auditor;
- (d) to transact such business as may be transacted at an Annual General Meeting pursuant to this Constitution;
- (e) to transact special business of which not less than thirty five (35) days notice shall have been given to the Secretary;
- (f) to transact any other business which the meeting may think fit to be transacted as ordinary business;
- (g) to handover to the incoming Chair Elect.

28. **NOTICE OF MEETINGS**

- (a) A notice may be served by the Company upon any Member either personally or by sending it by post to its registered address or an alternative address (if any) nominated by the Member or by sending it to a fax number or electronic address (if any) nominated by the Member.
- (b) Any such notice so posted shall be deemed to have been served at the expiration of three (3) Business Days after posting.
- (c) When a notice is sent by fax, or other electronic means, service of the notice shall be deemed to have been given:
 - (i) if sent before 4.00pm on a Business Day at the place of receipt, when the transmission is completed on the day it is sent; and
 - (ii) if sent after 4.00pm on a Business Day at the place of receipt, at 9.00am on the next Business Day at the place of receipt.

29. **QUORUM FOR GENERAL MEETINGS OF MEMBERS**

No business shall be transacted at a general meeting unless a quorum of Members is present in person or by proxy at the time the meeting proceeds to business. A quorum shall be fifteen (15) Voting Members.

30. **WHEN A QUORUM NOT PRESENT**

If within twenty (20) minutes after the time appointed for the meeting a quorum is not present the meeting, if convened upon requisition by Members, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Directors may by notice to the Members appoint. If at such adjourned meeting a quorum is not present the meeting shall be dissolved.

31. **CHAIR OF GENERAL MEETINGS OF MEMBERS**

The Chair or, in his or her absence the deputy chair (if any) shall be entitled to take the chair at every general meeting. If there be no Chair or deputy chair or if at any meeting he or she is not present within fifteen (15) minutes after the time appointed for holding such meeting or he or she is unwilling to act, the Directors present may choose a chair and, in default of their doing so, the Members present shall choose a Voting Member to be chair and, if no Voting Member present be willing to take the chair, the meeting shall be dissolved.

32. **ADJOURNMENT**

The chair of a general meeting may with the consent of the meeting adjourn it from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

33. **VOTING**

At any properly convened general meeting of Members:

- (a) All questions for determination shall be decided by a majority of the votes of the Voting Members present in person or by proxy.
- (b) Only financial Voting Members shall be eligible to vote.
- (c) Every Voting Member shall have one (1) vote.
- (d) The chair (or any Voting Member deputed in his or her stead) shall have a deliberative vote only and, in the case of an equality of votes, shall not have a casting vote.
- (e) A Voting Member may be represented by proxy provided that his or her proxy is lodged with the Secretary at least forty eight (48) hours before the time appointed for the meeting.
- (f) The instrument appointing a proxy shall be in the form of Schedule 1 in the hand of the appointor or of the appointors' attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Voting Member shall be entitled to instruct his or her proxy to vote in favour of or against any proposed motion. Unless otherwise instructed the proxy may vote as he or she thinks fit.
- (g) At general meetings of Members a resolution put to the vote shall be declared on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chair or by at least three (3) Voting Members present in person or by proxy.
- (h) If a poll is duly demanded it shall be taken in such manner as the chair directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (i) Unless in accordance with this Constitution a poll is demanded, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect is made in the minutes of the general meetings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

34. **INCAPACITY**

A Voting Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll by his or her guardian or by his or her trustee or by such other person as properly has the management of his or her estate and any such guardian, trustee or other person may vote by proxy or attorney.

35. **OBJECTIONS**

- (a) No objection shall be raised to the qualification of any Voting Member except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (b) Any such objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.

BOARD

36. THE BOARD

- (a) The business and affairs of the Company shall be managed by the Board.
- (b) The Board shall consist of not less than nine (9) and not more than fourteen (14) persons all of whom shall be appointed or elected as herein provided.
- (c) The Board shall comprise:
 - (i) the Chair elected in accordance with clause 41;
 - (ii) one Director per State and/or Territory elected in accordance with clause 37;
 - (iii) one Director from the Organisational Members elected by the Board in accordance with clause 38; and
 - (iv) subject to clause 39(a), five Directors whose appointment brings a balance of skills and knowledge in the light of the Board composition at that time and who have been elected by the Board in accordance with clause 39.
- (d) Except in the case of the Chair, Directors shall hold office for a term of two (2) years but shall not hold office for more than six (6) consecutive years. Directors shall be eligible for reappointment as a director after a lapse of two (2) years from the date from which they last held office as a Director.
- (e) Persons who are appointed as Directors of the Company but who are not otherwise Individual Members of the Company shall thereupon become Individual Members of the Company and shall remain Individual Members of the Company until they cease to hold office as Directors. However such Directors shall not be required to pay any annual Subscriptions for so long as they are Individual Members solely to satisfy the requirements set out in this clause 36(e).
- (f) Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Directors shall for all purposes be deemed a determination of the Board. In the case of an equality of votes the Chair shall have a second or casting vote.

36A. NOMINATIONS COMMITTEE

A Nominations Committee of five (5) members will be formed by the Board. It is the purpose of the Nominations Committee to administer and oversee the election of the Chair Elect pursuant to clause 41, as well as administer, oversee and recommend all other Directors nominated pursuant to clause 37, 38 and 39.

- (a) The Nominations Committee will consist of Members of the Company who:
 - (i) are currently serving; or
 - (ii) have served as a Director of the Company;with the majority of the Nominations Committee membership, including the committee chair, being current serving Directors of the Company.
- (b) Except in the case of the Chair, members of the Nominations Committee shall be:
 - (i) appointed for a term of two (2) years; but
 - (ii) shall not be appointed for more than six (6) consecutive years.
- (c) Members of the Nominations Committee shall be eligible for reappointment as a member of the Nominations Committee after a lapse of two (2) years from the date from which they were last appointed to the Nominations Committee.
- (d) Neither the Board nor the Nominations Committee will be required to make public the reasons for its decisions.

37. **ELECTION OF DIRECTORS FROM STATE AND/OR TERRITORY COMMITTEES**

- (a) The Committee for each State and/or Territory shall be entitled to nominate two (2) members of that Committee to be considered by the Nominations Committee for appointment as a Director for the purposes of clause 36(c)(ii).
- (b) The procedure for the appointment of a member of the State and/or Territory Committee as a Director of the Board shall be as follows:
 - (i) The State and/or Territory Committee to nominate two (2) members of that Committee to be considered by the Nominations Committee for appointment as a Director at the Annual Meeting of the State and/or Territory;
 - (ii) The Nominations Committee shall be formed pursuant to Clause 36A. NOMINATIONS COMMITTEE;
 - (iii) The State and/or Territory Committee to advise the Nominations Committee of its nominees within seven (7) days of the Annual Meeting of the State and/or Territory;
 - (iv) The Nominations Committee shall consider the nominees proposed to it and shall no less than 14 days before the January Board Meeting make a recommendation to the Board as to a nominee or nominees for appointment as Director.
- (c) In the event that a State or Territory Committee does not exercise its entitlement to nominate two (2) members to be considered by the Nominations Committee for appointment as a Director, that entitlement may be used for the appointment of a Board-appointed Director for a term of a minimum of two (2) years. The State or Territory that has not exercised its entitlement in the first instance may do so any time after the two (2) year term of the Board-appointed Director.
- (d) On the formation of a new State and/or Territory body, its Committee shall be entitled to nominate two (2) members of that Committee to be considered by the Nominations Committee for appointment as a Director pursuant to clause 36(c)(ii) in accordance with clause 37(a).
- (e) Where the Chair Elect is the sole nominee of a State and/or Territory Committee, the said State and/or Territory Committee shall be entitled to nominate from within their number two (2) additional members to be considered by the Nominations Committee for appointment as a Director to hold office in accordance with clauses 37(a) and 36(d).
- (f) Each Director appointed pursuant to this clause 37 shall take office at the next succeeding Annual General Meeting and will hold office for a term of two (2) years.

38. **ELECTION OF DIRECTOR FROM ORGANISATIONAL MEMBERS**

- (a) Preferably not less than three (3) months prior to the Annual General Meeting at which the term of a Director elected pursuant to clause 36(c)(iii) shall expire, the Secretary shall write to all of the Organisational Members inviting them to nominate a candidate from an Organisational Member to be considered by the Nominations Committee for appointment as a Director for the purposes of clause 36(c)(iii).
- (b) The procedure for the appointment of an Organisational Member for consideration as a Director of the Board shall be as follows:
 - (i) Organisational Member to nominate one (1) member who must be an employee or officer of the Organisational Member;
 - (ii) For the purposes of clause 38(a), the Secretary shall send each Organisational Member a form to complete whereby the Organisational Members write in:

- (A) the name of the person they wish to nominate for the position referred to in clause 36(c)(iii); and
 - (B) a brief explanation as to why they are of the opinion that the nominee they have nominated is suitable for the position referred to in clause 36(c)(iii).
- (iii) The nominees for the position referred to in clause 36(c)(iii) do not need to be Individual Members but must be employees or officers of any Organisational Member.
- (iv) The nominations of the Organisational Members shall be collated by the Secretary and presented to the Nominations Committee within twenty-eight (28) days immediately preceding the meeting at which the election is to occur.
- (v) The Nominations Committee shall consider the nominees proposed to it and shall no less than fourteen (14) days immediately preceding the meeting at which the election is to occur, make a recommendation to the Board as to a nominee or nominees for appointment as Director.
- (c) The Board will elect the Director to fill the position referred to in clause 36(c)(iii) from the list of nominees as prepared by the Nominations Committee in accordance with the process set out in clause 40. When selecting Directors under this clause 38, the Board will have regard to the skills, knowledge and any other attributes the Board deems fit of each nominee.

39. **APPOINTMENT OF ADDITIONAL DIRECTORS**

- (a) The Board may at any time resolve to elect Directors to the Board to fill the positions referred to in clause 36(c)(iv).
- (b) In the event that the Board has resolved to appoint Directors to fill the positions referred to in clause 36(c)(iv), preferably not less than three (3) months prior to the Annual General Meeting:
 - (i) at which the term of a Director elected pursuant to clause 36(c)(iv) shall expire (in the case where the position referred to in clause 36(c)(iv) is already filled); or
 - (ii) following the Board's resolution to fill the position referred to in clause 36(c)(iv) (in the case where the position referred to in clause 36(c)(iv) is vacant);

the procedure for the appointment of a Director of the Board shall be as follows:

- (iii) the Secretary shall write to all of the Directors inviting them to nominate a candidate for Director to fill the position referred to in clause 36(c)(iv).
- (iv) For the purposes of clause 39(b), the Secretary shall send each Director a form to complete whereby the Director writes in:
 - (A) the name of the persons they wish to nominate for the position referred to in clause 36(c)(iv); and
 - (B) a brief explanation as to how the nominees they have nominated satisfy the criteria set out in clause 36(c)(iv).
- (v) The Nominations Committee shall be formed pursuant to Clause 36A;
- (vi) The nominations of the Directors shall be collated by the Secretary and presented to the Nominations Committee within twenty-eight (28) days immediately preceding the Annual General Meeting.
- (vii) The Nominations Committee shall consider the nominees proposed to it and shall no less than fourteen (14) days immediately preceding the Annual

General Meeting, make a recommendation to the Board as to a nominee or nominees for appointment as Director.

- (c) The Board will elect the Director or Directors to fill the position referred to in clause 36(c)(iii) from the list of nominees as prepared by the Nominations Committee in accordance with the process set out in clause 40. When selecting Directors under this clause 39, the Board will have regard to the skills, knowledge and any other attributes the Board deems fit of each nominee.
- (d) At least 3 of the 5 Directors elected in accordance with clause 36(c)(iv) shall be Individual Members, employees or officers of any Organisational Member. The office of a Director shall not become vacant solely because he or she is no longer an employee or officer of an Organisational Member.

40. **ELECTION OF DIRECTORS BY THE BOARD**

- (a) The Board shall elect Directors for the positions referred to in clauses 36(c)(ii), 36(c)(iii) and 36(c)(iv) in accordance with this clause 40.
- (b) In relation to each position to be filled, ballot papers shall be prepared (if necessary) containing the names of the candidates in alphabetical order.
- (c) Election shall proceed by ballot, conducted in the following manner:
 - (i) Each Director voting shall mark his or her ballot paper by marking a cross opposite the name of each candidate for whom he or she wishes to vote and deliver the same to the Secretary. Each Director voting shall vote for one (1) candidate for each vacancy and no more and or less.
 - (ii) The result of the ballot shall be determined by the Secretary.
 - (iii) After the closing of the ballot the Secretary shall proceed to the examination of the voting papers and shall report the result of the ballot to the Chair. Those candidates receiving the greatest number of votes shall be deemed elected and a declaration as to such election shall be made at the Board meeting by the Chair.
- (d) In the case of an equality of votes in favour of two (2) or more nominees for the one (1) position, the successful candidate shall be chosen by draw to be conducted by the Secretary in the presence of a Director.
- (e) Each successful candidate elected by the Board shall take office at the next succeeding Annual General Meeting and will hold office for a term of two (2) years.
- (f) The Board may direct the Secretary to destroy the ballot papers at any time after the expiration of one (1) month after the date of the declaration of the election.

41. **CHAIR ELECT**

- (a) The Board shall elect the Chair Elect at a meeting which shall preferably be held no less than six (6) months before an Annual General Meeting.
- (b) The procedure for the election of the Chair Elect shall be as follows:
 - (i) The Nominations Committee shall be formed pursuant to Clause 36A;
 - (ii) Candidates for the position of Chair Elect must be proposed to the Nominations Committee and seconded by Regular Members or Executive Members or Fellows of the Company with nominations to be received on or before a date determined by the Nominations Committee.
 - (iii) The Nominations Committee shall consider the candidates proposed to it and any other persons whom it considers may be suitable to be appointed as Chair Elect and shall no less than seven (7) months before the Annual General Meeting make a recommendation to the Board as to a nominee or nominees for appointment by the Board as Chair Elect.

- (iv) The Board shall, preferably no less than six (6) months before the Annual General Meeting, appoint a Chair Elect from amongst the nominee or nominees presented to it by the Nominations Committee.
 - (v) The Board may request the Nominations Committee to present an additional nominee or nominees in the event that one of the original nominees presented to the Board is not elected. In this event any of the original nominees presented by the Nominations Committee may be again proposed for election but the list of nominees shall also include at least one (1) other nominee.
- (c) The eligibility criteria for the position of Chair Elect is as follows:
- (i) an Individual Member of good standing who is serving as a Director of the Company or has served as a Director of the Company at some time in the five (5) years prior to the next Annual General Meeting of the Company; or
- (d) The Chair Elect shall become the Chair as from the next succeeding Annual General Meeting.
- (e) Upon election by the Board of Directors, the Chair Elect shall thereby be appointed as a Director of the Company, if not already serving in this capacity, and shall continue to be a Director from the succeeding Annual General meeting until the Annual General Meeting next succeeding the meeting at which he ceases to be the Chair.
- (f) The term of a Chair is two (2) years. The Board may agree to extend the term by one (1) further year. No Chair shall hold office for more than three (3) consecutive years.
- (g) The office of the Chair becomes vacant if the Board passes a resolution pursuant to Clause 48 stating that the Board has no confidence in the Chair for any reason set out in this clause 42 (a).

42. **BOARD VACANCY**

- (a) The office of a Director shall become vacant if he or she:
- (i) dies;
 - (ii) becomes insolvent;
 - (iii) becomes prohibited from being a director by reason of any order made under the Law;
 - (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (v) resigns his or her office by notice in writing to the Company;
 - (vi) for more than three (3) consecutive meetings of the Board is absent without permission of the Board from meetings of the Board held during that period;
 - (vii) ceases to be a director by operation of Section 203B of the Law;
 - (viii) ceases to be an Individual Member;
 - (ix) if he or she fails to pay any monies due to the Company for membership subscription which is outstanding for more than sixty (60) days after notice in writing from the Treasurer or other person appointed by the Company requiring him or her to pay;
 - (x) votes in respect of any contract or arrangement or proposed contract or arrangement with the Company in which he or she is directly or indirectly interested and that Director has not previously disclosed the interest to the Board and obtained consent from the Board to vote in respect of that

contract, arrangement or proposed contract or arrangement as required by clause 45;

- (xi) is under investigation by the Code Authority for an alleged breach of the Fundraising Institute Australia Code;
- (b) Vacancies in respect of Directors elected pursuant to clause 36(c)(ii) whose terms are unexpired may be filled by the appointment of another member of the State and/or Territory concerned pursuant to clause 37.
- (c) In the event that a Director, appointed pursuant to clause 36(c)(ii), ceases to be a member of the State or Territory Committee (which elected him or her pursuant to clause 37) at any time during his or her term as Director, that Director will no longer remain as Director and a replacement Director will be appointed pursuant to clause 42(b) in accordance with the procedure set out in clause 37.
- (d) If the office of a Director had been vacated pursuant to clause 42(a)(xi), but the Director is subsequently found to not have breached the Fundraising Institute Australia Code, the Director will be reinstated to the office of Director. Notwithstanding anything else herein contained, if any person is elected to replace the Director who has vacated pursuant to clause 42(a)(xi), that replacement Director will resign on the reinstatement of the Director who vacated office.

43. **OFFICE HOLDERS**

- (a) The Office Holders shall consist of the following:
 - (i) Chair (elected pursuant to clause 41);
 - (ii) deputy chair; and
 - (iii) honorary treasurer.
- (b) Within sixty (60) days of each Annual General Meeting the Board must meet and elect from its members the Office Holders referred to in clauses 43(a)(ii) and 43(a)(iii) to serve until the subsequent Annual General Meeting.
- (c) Should a casual vacancy occur in any of the Office Holders referred to in clauses 43(a)(ii) and 43(a)(iii), the Directors may appoint another person to fill the vacancy.
- (d) The Chair or his or her nominee shall be an ex-officio member of all committees of the Company and committees of state and/or territories with the right to be taken into account in the quorum in respect of such committees and with all the other rights of their members including the right to vote.

44. **REMUNERATION**

Subject to clause 5(c):

- (a) no Director shall be entitled to receive any remuneration; and
- (b) so far as may be practicable and at the discretion of and with the prior approval of the Board, Directors may be paid travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Directors or general meeting of the Company or in connection with the business of the Company.

45. **DIRECTOR'S DISCLOSURE OF INTEREST**

- (a) The Company may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided:
 - (i) it does so according to the usual commercial terms and conditions that apply to such contracts or arrangements; and
 - (ii) that the remaining provisions of this clause 45 have been complied with.

- (b) A Director must disclose an interest in accordance with the Law and the Secretary must record all declarations in the minutes of the relevant meeting.
- (c) A Director who has an interest in a contract or arrangement made by the Company and has disclosed this interest to the Board (subject to compliance with Section 195 of the Law and related provisions) may:
 - (i) if the Board has resolved to that effect:
 - (A) vote on the matter; and
 - (B) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement;
 - (ii) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement; and
 - (iii) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement.
- (d) A Director's failure to make disclosure under this clause 45 does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.
- (e) A general notice given to the Board by a Director:
 - (i) that the Director is an Officer, a member of or otherwise interested in any specified corporation or firm; and
 - (ii) stating the nature and the extent of the Director's interest in the corporation or firm;

shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.

MEETINGS OF BOARD

46. FREQUENCY OF MEETINGS

- (a) The Board shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings as its members shall determine provided that it shall meet not less than three (3) times each year.
- (b) The Chair and the Secretary on the requisition of any three (3) members of the Board shall summon a meeting of the Board to be held within thirty (30) days of such requisition.

47. QUORUM FOR MEETINGS OF DIRECTORS

- (a) No business shall be transacted at a meeting of the Board unless a quorum is present in person.
- (b) A quorum shall be half the number of Directors on the Board plus one (1). A Director who is disqualified from voting on a matter pursuant to clause 45 shall be counted in the quorum despite that qualification.

48. RESOLUTIONS OF THE BOARD

- (a) A resolution in writing signed by all members of Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Such a resolution may consist of several documents in like form each signed

by one or more Directors. The resolution is deemed to be passed upon execution of the last signature.

- (b) The Board may if they think fit confer by radio, telephone or other electronic means and a resolution passed at such a conference shall be deemed to have been passed at a meeting of the Board. A Director shall be deemed to be present if that member can hear and be heard by the other Directors present at the meeting.
- (c) In the case of resolutions passed by the Board under the clause 41 (g) the resolution must be signed by all members of the Board who approve the resolution.

49. **COMMITTEES**

- (a) The Board may appoint such committees as it considers necessary or expedient.
- (b) For the avoidance of doubt, the Board may appoint a State and/or Territory Committee as a committee.
- (c) All committees may be chaired by a Director or a member of the Committee and shall consist of such persons as the Board thinks fit. The Board may co-opt such persons to such committees in an advisory capacity for any purpose which is considered to be in the best interests of the Company. The Board may delegate to such committees such powers as it thinks fit and any committee so formed shall in the exercise of its powers so delegated conform to the Rules and all directions and limitations which may be declared by the Board.
- (d) The Board shall decide what is required of each committee in terms of record keeping of committee meetings. Each committee shall then prepare, produce and keep records in accordance with the Board's decision.
- (e) All acts done by any person acting in good faith as a member of the Board or a committee shall, even if it be afterwards discovered that there were some defect in his or her appointment, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or committee.

50. **MINUTES**

- (a) The Directors shall cause minutes to be made:
 - (i) of all appointments of Officers and Office Holders;
 - (ii) of names of Directors present at all meetings of the Company and of the Board; and
 - (iii) subject to clause 49(d) in relation to committee meetings, of all proceedings at all meetings of the Company and of the Board.
- (b) Subject to clause 49(d) in relation to committee meetings, such minutes shall be affirmed by the Board at the meeting at which the proceedings were held or at the next succeeding meeting.

51. **DIRECTORS MAY ACT NOTWITHSTANDING VACANCY**

The continuing Directors may act notwithstanding any vacancy in their body and if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum the continuing Directors may act for the purpose of increasing their number to that number or of summoning a Special General Meeting of the Company but for no other purpose.

52. **ALTERNATE DIRECTOR**

With the other Directors' approval any Director may appoint in writing any Individual Member to be an alternate director to exercise some or all of the Director's powers for a specified period. Any instrument appointing such alternate director shall be delivered to the Chair or Secretary not less than forty-eight (48) hours before the meeting in respect of which it is given. That Director may (in writing) terminate the alternate's appointment at any time.

OFFICERS

53. CHIEF EXECUTIVE OFFICER

- (a) The Board may from time to time appoint a Chief Executive Officer of the Company either for a fixed term or without any limitation as to the period for which he or she is to hold such office and may from time to time (subject to the provisions of any contract between him or her and the Company) remove or dismiss him or her from office and appoint another in his or her place.
- (b) The remuneration of a Chief Executive Officer shall (subject to the provisions of any contract between him or her and the Company) from time to time be fixed by the Board and may be by way of fixed salary or otherwise.
- (c) The Board may from time to time entrust and confer upon a Chief Executive Officer such of the powers exercisable under this Constitution by the Board as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.
- (d) The Chief Executive Officer shall not have any voting rights at meetings of the Board or at general meetings of the Company.

54. SECRETARY

The Chief Executive Officer shall be appointed by the Board as the Secretary for such term and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

55. STATE AND/OR TERRITORY

- (a) The Board may in its discretion authorise the formation of a State and/or Territory for the objects stated in Appendix 1 and grant to it the right to be and to function as such so long as the Board deems fit.
- (b) The prescribing from time to time of geographical or other limits in respect of the area or constituency from which members of a State and/or Territory shall be drawn shall at all times be the prerogative of the Board.
- (c) A State and/or Territory Committee shall conduct its affairs and programmes in accordance with this Constitution, the Rules and such other directions and limitations declared by the Board.
- (d) Fifteen (15) or more Individual Members competent to meet the objects for the establishment of a State and/or Territory as set out in Appendix 1 may petition the Board for authorisation to form a State and/or Territory.
- (e) The Board shall have the power to amend the Rules and define the powers and responsibilities of and otherwise exercise control over State and/or Territory.
- (f) A State and/or Territory shall cease to be a State and/or Territory at any time that the Board in its discretion withdraws the authority upon which it was established.
- (g) Assets and funds received by a State and/or Territory Committee from a donor which stipulates the geographical area in which they are to be used and the manner and purpose for which they are to be used must be used by the Company for that State and/or Territory in strict accordance with those stipulations.

ACCOUNTS

56. ACCOUNTS AND FINANCES

- (a) The Board shall cause to be kept such accounting and other records and shall cause to be prepared from time to time such profit and loss account and balance sheet as are required by the Law; and all such records and profit and loss account and balance sheet shall be dealt with in accordance with the Law.
- (b) The Board shall cause proper accounts to be kept in respect of:
 - (i) all sums of money received by the Company and the matter in respect of which the receipt occurred;
 - (ii) all sums of money expended by the Company and the matter in respect of which the expenditure was incurred;
 - (iii) all sales and purchases of goods and services by the Company; and
 - (iv) the assets and liabilities of the Company.
- (c) The accounts shall be kept at the Office or at such other place or places as the Board thinks fit and shall always be open to the inspection of Directors.
- (d) Where this authorisation is given to a committee of the Board, such committee shall cause proper accounts to be kept as required by clause 56(b) and shall close its books and submit all records to the honorary treasurer within fourteen (14) days of the close of the Company's financial year for inclusion in the annual accounts of the Company.

57. INSPECTION OF ACCOUNTS

- (a) Members shall be entitled to inspect the accounting and other records of the Company at such times and places and under such reasonable conditions or regulations that the Board shall from time to time (subject to the provisions of the Law) determine, provided that no Member (not being a Director) shall be entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret or secret process of or used by the Company.
- (b) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts, books and other records of the Company or any of them shall be open to the inspection of Members not being a Director. Members shall not have any right of inspecting any account, book or document or other record of the Company except as authorised by the Board or by the Members at a general meeting of the Company.

58. BANK ACCOUNTS

- (a) All moneys received by or on behalf of the Company shall be banked in an account or accounts in the name of the Company in such bank or banks as the Board may appoint.
- (b) The Board at its discretion may authorise as it may deem fit the conduct of such bank accounts and determine who shall sign and endorse cheques and other banking instruments.

59. CHEQUES, BILLS ETC.

All cheques, promissory notes, drafts bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such a manner as the Directors from time to time determine.

60. **AUDITOR**

- (a) Auditors of the Company shall be appointed and may be removed and their remuneration rights and duties shall be regulated in accordance with the Law.
- (b) An auditor (who shall not be a Director) shall be appointed at each Annual General Meeting of the Company and remain in office until the following Annual General Meeting.
- (c) The auditor so appointed shall have power to call at any time for the production of all books, papers, accounts and other documents relating to the affairs of the Company. The financial statements of the Company shall be audited and certified by the auditor before being submitted to members at the Annual General Meeting.
- (d) Any casual vacancy in the office of auditor may be filled by the Board.

61. **APPLICATION FEE AND ANNUAL SUBSCRIPTIONS**

- (a) Any Application Fee and the regular annual Subscriptions of Members shall be determined from time to time by the Board and shall include the annual Subscriptions payable in respect of being a member of any State and/or Territory Committee.
- (b) The Board may apply different Application Fees and annual Subscriptions to different classes of membership.
- (c) The Board may in its discretion:
 - (i) determine that no annual Subscription is payable by a Member or Members (in whole or in part) in a given year; and
 - (ii) extend the time for payment of Subscriptions by any Member.
- (d) No part of any Subscription fee shall be refunded to a Member who ceases to be a Member in accordance with clause 23.

62. **PROFITS OF THE COMPANY**

Any profits of the Company shall be applied solely towards the promotion of the Objects of the Company and no portion shall be applied or transferred directly or indirectly by way of dividend bonus or otherwise to Members.

SEAL & DOCUMENTS

63. **THE SEAL**

- (a) The Board shall provide for the safe keeping of the Seal which will only be used by the authority of the Board or of a sub-committee of Directors authorised by the Board and every instrument to which the Seal is affixed shall be signed by a Director and countersigned by the Secretary or by some other person authorised by the Board for that purpose.
- (b) The Board may by resolution determine either generally or in any particular case that the signature of any Director, Secretary or other person may be a facsimile signature or may be affixed by some mechanical means specified in such resolution.

64. **DOCUMENTS**

Except as otherwise provided in this Constitution, all books, documents and securities and the Seal shall be kept at the Office.

INSURANCE AND INDEMNITY

65. INSURANCE

- (a) The Company may, where the Board considers it appropriate to do so, pay or agree to pay a premium in respect of any contract of insurance which insures a person who is or has been a Director, Officer or employee, agent or auditor of the Company against a liability incurred by that person (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) as such except:
 - (i) in the circumstances prohibited by Law;
 - (ii) for a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
 - (iii) for a contravention of Sections 182 or 183 of the Law.
- (b) Where an a person who is or has been a Director, Officer or employee, agent or auditor of the Company has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions, then the Company shall not be required to indemnify that person under clause 66 except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

66. INDEMNITY

- (a) To the extent permitted by the Law the Company indemnifies every Director, Officer and employee, agent or auditor of the Company against any liability, cost or expense incurred by that person in his capacity. However no such Director, Officer, employee, agent or auditor of the Company shall be indemnified out of the funds of the Company under this clause 66 unless:
 - (i) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
 - (ii) it is in respect of a liability for costs and expenses incurred:
 - (A) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Director, Officer, employee, agent or auditor of the Company or in which the Director, Officer, employee, agent or auditor of the Company is acquitted; or
 - (B) in connection with an application, in relation to such proceedings, in which the court grants relief to the Director, Officer, employee, agent or auditor of the Company under the Law.
- (b) The indemnity granted by the Company contained in this clause 66 shall continue in full force and effect notwithstanding the deletion or modification of this clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

WINDING UP

67. DISSOLUTION

A Special General Meeting of the Company convened for the purpose may by a Special Resolution of Voting Members present and voting in person or by proxy resolve that the Company be dissolved as from the date to be specified in such Special Resolution and upon such Special Resolution being confirmed at a subsequent Special General Meeting called for the purpose and held no earlier than thirty (30) days after the date on which such Special Resolution was passed the Company shall be dissolved and clause 68 will apply.

68. **WINDING UP**

- (a) If the Company is wound up any assets remaining after payment of all debts and liabilities of the Company shall be transferred to such institutions, organisations, associations or societies:
 - (i) having objects wholly or in part similar to the Objects of the Company;
 - (ii) having a constitution which requires their income and property to be applied in promoting their objects; and
 - (iii) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Members by clause 5(c).

The identity of the corporation or institution is to be determined by the Members at or before the time of winding up and failing such determination being made, by application to the Supreme Court for determination.

Schedule 1

FIA ANNUAL GENERAL MEETING

[.....]

Fundraising Institute Australia Form of Appointment of Proxy

"I (name)of (address)
being a Voting Member of Fundraising Institute Australia hereby appoint (name)
..... of (address) as my
proxy to vote for me and on my behalf at the Annual General Meeting to be held on the
..... day of 20..... and any adjournment thereof. My proxy
is hereby authorised to vote *in favour/*against the following resolutions:

** Strike out whichever is not desired*

.....*Signature of Member*

.....*Witness*"

Members should either:

- a. Forward the form to the appointed proxy directly
- Or**
- b. Forward the form to the Company Secretary at members@fia.org.au or fax 02 9411 6655

In accordance with the definitions in the FIA Constitution **Voting Members** include:

- a. Associate Members
- b. Fellows
- c. Executive Members
- d. Regular Members
- e. Organisational Members.

but **do not** include:

- a. Honorary Members
- b. Members Emeritus
- c. Fellows Emeritus

APPENDIX 1 - OBJECTS OF A STATE AND/OR TERRITORY COMMITTEE

The objects for which a State and/or Territory Committee is established are:

- A. To function as a State and/or Territory of the Company such that:
 - (i) it ensures Individual Members through effective participation and involvement the greatest possible opportunity and incentive locally to derive and share the practicable benefits of membership of the Company;
 - (ii) it affords a convenient environment for Individual Members to meet and work together for the purpose of furthering the interests of the fundraising profession and the Objects of the Company;
 - (iii) it promotes the proper development of the Company as provided in the Constitution and promotes membership of the Company and of its State and/or Territory bodies of persons having the qualifications essential to such membership;
 - (iv) it exerts its best endeavours to the end that Individual Members adhere to the standards of practice expressed in the Fundraising Institute Australia Code;
 - (v) it puts to the best possible use in the interests of Individual Members and the Company the information, ideas, guidance and assistance made available by the Board and the committees of the Company from time to time for the benefit of State and/or Territory and Individual Members;
 - (vi) it takes the initiative in respect of and makes available to the Board and committees of the Company information, ideas, guidance and assistance for the benefit of the Company, other State and/or Territory and Voting Members.
- B. To conduct its affairs and programs in accordance with the Constitution.
- C.
 - (a) The policy of a State and/or Territory shall be non-sectarian and non-party-political and a State and/or Territory shall take no position in public affairs except where expressly authorised by the Board to do so with regard to matters concerning fundraising.
 - (b) No member of a State and/or Territory except as authorised by the Board to do so shall make public statements purporting to represent the views, attitudes or official position of the Company or take individual action purporting to be taken on behalf of the Company on any matter affecting the Company or its affairs.
- D. No State and/or Territory or any of its officers or committees has power or is authorised:
 - (a) to sell or otherwise dispose of any property or to invest any funds of the Company; or
 - (b) to accept, execute or deliver any document in the name or on behalf of the Company except as expressly authorised in writing by the Board.
- E. All assets, funds and income received by a State and/or Territory body shall, subject to clause 55(g) of the Constitution, be the property of the Company and shall be applied towards the Objects of the Company in such manner as the Board shall approve. All moneys received or paid or due to be received or paid and liability incurred by a State and/or Territory shall be accounted for, audited and reported to the Board in such manner and at such time as the Board shall require

APPENDIX 2

**Amended at the
AGM
27 February 2014**

RULES OF A STATE AND/OR TERRITORY

RULES

STATE AND/OR TERRITORY MEMBERSHIP

Membership

1. A State and/or Territory shall have not less than fifteen (15) members who are Individual Members.

Individual Members

2. Membership of a State and/or Territory shall be open to any Voting Member who was nominated in the prescribed form of application except in so far as the Board in its discretion prescribes geographical or other limits in respect of the area or constituency from which members of the State and/or Territory shall be drawn.

Cessation of Membership

3. A member of a State and/or Territory shall cease to be a member of it:
 - (a) if he ceases to be a Member;
 - (b) if he resigns his membership of the State and/or Territory; or
 - (c) if he fails to pay any sum due in respect of his Subscription for thirty (30) days after notice in writing from the Chief Executive Officer or other person appointed by the Company requiring the Member to pay.

STATE AND/OR TERRITORY COMMITTEE

Members of State and/or Territory Committee

4.
 - (a) The State and/or Territory Committee shall contribute to providing services to members and carrying out the work of the Company in the State and/or Territory. The State and/or Territory Committee shall comprise of at least five (5) members and not more than twelve (12) members of that State and/or Territory but shall not include more than three (3) Associate Members. The number of members shall be declared annually

by that State and/or Territory Committee, prior to calling the election. Only Individual Members or Organisational nominees who are financial are eligible to nominate or be nominated for election to the State and/or Territory Committee.

- (b) If less than 12 members are elected to the State and/or Territory Committee, the elected members of the State and/or Territory may co-opt additional members up to the maximum.

Election Terms

5.

- (a) At each State and/or Territory Committee's Annual Meeting vacancies in respect of members of the State and/or Territory Committee whose terms have expired shall be filled by election for a term of two (2) years. The term of office of each member of the State and/or Territory Committee shall commence and conclude on the date of the relevant State and/or Territory Annual Meeting.
- (b) In the first annual election following any alterations to these Rules which result in a reduction in the number of members of the State and/or Territory Committee to be elected to the State and/or Territory Committee, all positions as members of the State and/or Territory Committee shall be declared vacant and nominations shall be called for the election of members of the State and/or Territory Committee as provided in Rule 8. One half of the members of the State and/or Territory Committee or, if their number be not a multiple of two (2), then, the number nearest to but not exceeding one half of the members shall be elected to serve a term of two (2) years. The remainder shall be elected to serve a term of one (1) year.

State and/or Territory Chair Elect

- 6.
 - (a) None of the provisions of Rule 5 apply to the member elected by the State and/or Territory Committee as Chair Elect pursuant to Rule 6(b), who shall automatically be a member of the State and/or Territory Committee for the period he serves as Chair plus any other period required to bring him into the normal sequence of his election to the State and/or Territory Committee as would have been the case should he have been required to present himself for re-election as provided in these Rules.
 - (b) At a meeting of the State and/or Territory Committee held before 1st November each year the Committee shall elect from members of the State and/or Territory Committee a Regular Member or Organisational Nominee who shall be Chair Elect to serve as Chair from the handover point at the next Annual Meeting to the handover point at the expiry of their two (2) year term as Chair.
 - (c) No Chair shall hold office for more than two (2) consecutive terms.

Nominations

- 7. Nominations for election to the State and/or Territory Committee shall be in writing signed by one (1) or more members of the State and/or Territory and shall be accompanied by the consent in writing of the nominee to serve on the State and/or Territory Committee if elected. Such nominations shall be delivered to the Chief Executive Officer not less than twenty-eight (28) days prior to the State and/or Territory Annual Meeting.

Election of State and/or Territory Committee

8. If the nominations received for election of members to the State and/or Territory Committee are not in excess of the vacancies, the chair of the Annual Meeting shall declare such persons duly elected. If sufficient candidates are not nominated to fill the vacancies the State and/or Territory Committee shall be entitled to fill the remaining vacancies as though they were casual vacancies. If more candidates are nominated than there are vacancies to be filled, then the election shall be by secret ballot in the manner following:
- (a) To conduct the ballot the Chief Executive Officer shall appoint a returning officer and two (2) scrutineers none of whom shall be a candidate in the ballot.
 - (b) The returning officer shall be given a list of members eligible to vote containing the names of all members financial up to the time of the Annual Meeting pending.
 - (c) The returning officer shall provide sufficient ballot papers for the conduct of the ballot. Before issuing the ballot papers to members he shall satisfy himself that the ballot papers carry the member id. Prior to the declaration of the ballot he shall satisfy himself that only those papers bearing the member id are used for the ballot.
 - (d) The period for which the poll shall remain open shall be not less than seven (7) days ending on the closing date as defined by the State and/or Territory Committee.
 - (e) Every member of the State and/or Territory Committee entitled to vote shall have a ballot paper together with all appropriate instructions sent to him not less than twenty-one (21) days prior to the close of the ballot.
 - (f) The method of voting shall be by the members striking out the name or names of those candidates for whom he does not wish to vote but so marking the ballot paper that the member leaves uncanceled the names of candidates equal in number to the vacancies to be filled. After marking the ballot paper, the member may return by fax or email so that it reaches FIA prior to the closing of the poll.
 - (g) After the closing of the poll the Chief Executive Officer and a Director shall count the votes. The required number of candidates receiving the greatest number of votes shall be elected and the result of the poll shall be declared by the State and/or Territory Chair at the Annual Meeting. In the event of a tie the issue shall be decided by the vote for those members present in person at the meeting from the list of eligible nominated candidates.
 - (h) The ballot papers notifications shall remain in the custody of the Chief Executive Officer for sixty (60) days after the declaration of the poll and shall be available to the Chair and Board in the event of a dispute arising in respect of or out of the poll. After sixty (60) days the ballot papers shall be destroyed.

Absence from Meetings

9. Any member of the State and/or Territory Committee who absents himself from three (3) consecutive meetings of the State and/or Territory Committee shall forfeit his seat unless he has obtained leave of absence from the State and/or Territory Committee. (See also Rules 3(a), 3(b) and 3(c).)

Meeting Schedule

10. The State and/or Territory Committee shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings as its members deem fit, provided that it shall normally meet monthly with a minimum of four (4) meetings per annum. All State and/or Territory Committee members must be notified of all meetings.

Special Meetings

11. The State and/or Territory Chair, on the written request of any three (3) members of the State and/or Territory Committee or at the direction of the Board, shall summon a meeting of the State and/or Territory Committee within fourteen (14) days of such requisition.

Resolutions not in a Meeting

12. (a) A resolution in writing signed by all members of the State and/or Territory Committee (including email signatures) shall be as valid and effectual as if it had been passed at a meeting of the State and/or Territory Committee duly convened and held. Such resolution may consist of several documents in like form each signed by one or more members of the State and/or Territory Committee. The resolution is deemed to be passed upon the execution of the last signature.
- (b) The State and/or Territory Committee may, if they think fit, confer by telephone or other electronic means and a resolution passed at such a conference shall be deemed to have been passed at a meeting of the State and/or Territory Committee. A State and/or Territory Committee member shall be deemed to be present if that member can hear and be heard by the other State and/or Territory Committee members present at the meeting.

Removal and Replacement of a State and/or Territory Committee Member (See also Rules 3 and 9)

13. (a) The State and/or Territory Committee may by a resolution passed by a majority of not less than three-fourths of members of the State and/or Territory voting in person or by proxy at a State and/or Territory Special Meeting, of which not less than fourteen (14) days' notice specifying the intention or proposing the resolution shall have been given, remove any member of the State and/or Territory Committee before the expiration of his period of office.
- (b) To replace a State and/or Territory Committee member removed pursuant to Rules 3, 9 or 13(a), the State and/or Territory Committee may by resolution passed by a majority of State and/or Territory Committee members voting in person appoint another person in his place to hold office until the completion of the replaced State and/or Territory Committee member's term.
- (c) The continuing members of the State and/or Territory Committee may act notwithstanding any vacancy in the State and/or Territory Committee. If and for so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum, the continuing members may act for the purpose of increasing their number to that quorum number or summoning a Special Meeting, but for no other purpose.

Election of State and/or Territory Committee Office Bearers

14. At a meeting of the State and/or Territory Committee held within thirty (30) days after each Annual Meeting, the State and/or Territory Committee shall elect from its members the following officers, each to serve for a term of one (1) year but shall not hold office for more than four (4) consecutive years:
 - (a) State and/or Territory Committee Vice Chair; and

- (b) State and/or Territory Committee Treasurer.

Officers may offer themselves for re-election for further terms.

Decisions of the State and/or Territory Committee

15. Subject to these Rules, questions arising at any meeting of the State and/or Territory Committee shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the State and/or Territory Committee. All State and/or Territory Committee members shall have one vote on any question. The State and/or Territory Chair shall also have a casting vote where voting is equal.

Quorum

16. A majority of the duly elected members of the State and/or Territory Committee shall constitute a quorum at a meeting of the State and/or Territory Committee.

MEETINGS OF MEMBERS

State and/or Territory Committee Annual Meeting

17. A meeting of members called the State and/or Territory Annual Meeting shall be held each year in the period November 1st to December 31st both dates inclusive at such time and place as the State and/or Territory Committee shall appoint.

Proceedings at State and/or Territory Committee Annual Meetings

18. The business of the State and/or Territory Committee Annual Meeting shall be the following:
- (a) to confirm the minutes of the last preceding State and/or Territory Committee Annual Meeting, no discussions being permitted thereon except as to their accuracy as a record of proceedings of that meeting;
 - (b) to receive the State and/or Territory Chair's Report;
 - (c) to announce the elected members to the State and/or Territory Committee as provided in these Rules;
 - (d) to transact special business concerning the State and/or Territory Committee of which not less than thirty (30) days' notice shall have been given to the State and/or Territory Chair;
 - (e) to hand over to the incoming State and/or Territory Chair (if applicable).

Notice of Meetings

19. Except as otherwise provided in these Rules not less than:
- (a) seven (7) days' notice shall be given of a meeting of the State and/or Territory Committee; and
 - (b) twenty-one (21) days' notice of the State and/or Territory Annual Meeting; and
 - (c) fourteen (14) days' notice of any State and/or Territory Special Meeting; and
 - (d) in the case of special business, fourteen (14) days' notice of the general nature of that business shall be given;

in the manner hereinafter mentioned to all members of the State and/or Territory. Notwithstanding the foregoing, with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit. The Chief Executive Officer shall rank as a member of the State and/or Territory for the purpose of notices required or given in pursuance of these Rules.

Decisions of a State and/or Territory Annual or Special Meeting

20. (a) At a State and/or Territory Annual Meeting or a State and/or Territory Special Meeting a resolution put to the vote of the meeting shall be declared on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chair of the meeting or by at least two (2) members in person or by proxy.
- (b) If a poll is duly demanded it shall be taken in such manner as the Chair directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (c) Unless in accordance with these Rules a poll is demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the State and/or Territory shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (d) A demand for a poll may be withdrawn.

Quorum

21. At any meeting of members convened under Rule 19 of these Rules, five (5) members for State and/or Territory with less than 150 members and fifteen (15) members for State and/or Territories with greater than 150 members shall constitute a quorum.

SUB-COMMITTEES

22. The State and/or Territory Committee may appoint from amongst its members such sub-committees as in its discretion it considers necessary or expedient and may appoint other members of that State and/or Territory to such sub-committees in an advisory capacity for any purpose which it considers to be in the best interests of the State and/or Territory and of the Company. The State and/or Territory Committee may delegate any of its powers to such sub-committees consisting of such numbers of members as it thinks fit and any sub-committees so formed shall in the exercise of its powers so delegated conform to any regulations that may be imposed upon it by the State and/or Territory Committee with the approval of the Board.

RECORDS OF PROCEEDINGS

23. The State and/or Territory Committee shall cause minutes to be made for the purpose:
 - (a) of all appointments of officers (including the President) made by the State and/or Territory;

- (b) of the names of the members of the State and/or Territory Committee present at each meeting of the State and/or Territory Committee and of any sub-committee thereof; and
- (c) of all resolutions and proceedings at all meetings of the State and/or Territory and of the State and/or Territory Committee and of sub-committees set up under these Rules. The State and/or Territory Committee shall with reasonable expedition transmit to the Office a copy of all minutes so caused to be made.

ACCOUNTS AND FINANCES

24. The State and/or Territory Committee shall:

- (a) ensure that all expenditure of the State and/or Territory Committee is in accordance with the approved budget; and
- (b) obtain the prior approval of the Chief Executive Officer or the Board for any proposed expenditure by the State and/or Territory Committee which is not in accordance with the approved budget.

RULES

Alterations to Rules and Statement of Purposes

25. No new Rules shall be made nor shall any Rule or the Statement of Purposes be altered or rescinded except by resolution of the Board.

Interpretation of the Rules

26. In the event of any difference of opinion as to the interpretation of any provisions in these Rules, or in the event of a requirement for a decision on any matter not especially provided for by these Rules, the matter shall be referred to the Board and its decision shall be conclusive and binding.

DISCONTINUANCE OF A STATE AND/OR TERRITORY

27. (a) The State and/or Territory shall cease to be a State and/or Territory of the Company:
- (i) if it ceases to have at least fifteen (15) members; or
 - (ii) if the Board withdraws the authority upon which the State and/or Territory was established and functioned as such.
- (b) In the case of the discontinuance of a State and/or Territory, property, effects, assets, books of account and records used, held or established by the State and/or Territory under these Rules shall thereupon be transferred to the Company in such manner as the Board shall determine. In the event of the dissolution of the Company, the surplus assets of the Company (if any) shall be dealt with in accordance with clause 68 of the Constitution.

APPENDIX 3

FUNDRAISING INSTITUTE AUSTRALIA CODE
Available from FIA's website www.fia.org.au