

Philanthropy Australia Incorporated

Statement of Purposes and Statement of Rules

**(incorporating amendments made on or before 7
May 2002)**

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PHILANTHROPY AUSTRALIA INCORPORATED

ASSOCIATIONS INCORPORATION ACT 1981

STATEMENT OF PURPOSES

1 Purpose

The purpose of Philanthropy Australia Incorporated (**'Philanthropy Australia'**) is to advance philanthropy in Australia.

2 Powers

Solely to further the above purpose, Philanthropy Australia has power:

- (a) to act as a peak agency of philanthropic donors in Australia;
- (b) to consult with, and represent the interests of, philanthropic donors in Australia;
- (c) to educate, and train philanthropic donors, organisations seeking grants from philanthropic donors, and others;
- (d) to foster co-operation between philanthropic donors;
- (e) to encourage and facilitate exchange of information between members of Philanthropy Australia;
- (f) to improve communication and understanding between members of Philanthropy Australia and the community;
- (g) to advise philanthropic donors, organisations seeking grants from philanthropic donors, and others;
- (h) to carry out research and investigations;
- (i) to prepare and disseminate information;
- (j) to purchase, take on lease or exchange, licence, hire, accept, take security over, or otherwise acquire by any means whatsoever any lands, buildings, easements or property, real or personal or any estate or interest therein or any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with the purpose of Philanthropy Australia;
- (k) to control, manage, lease, exchange, mortgage, charge, sell, transfer, give up, surrender, dispose of, maintain, develop, construct, improve, turn to account or otherwise deal with any real or personal property of any kind whatsoever or any property, right, estate or interest therein;
- (l) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may

seem calculated directly or indirectly to advance Philanthropy Australia's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

- (m) to invest, deal with and lend any moneys;
- (n) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of Philanthropy Australia's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (o) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (p) to take or hold mortgages, liens or charges, to secure payment of the price, or any unpaid balance of the price, of any part of Philanthropy Australia's property or services of whatsoever kind sold by Philanthropy Australia, or any money due to Philanthropy Australia from purchasers and others;
- (q) to effect any insurance in respect of any property of Philanthropy Australia or activity of Philanthropy Australia or other risk whatsoever;
- (r) to reimburse to members of the Council reasonable expenses incurred in attending meetings of Philanthropy Australia or otherwise in connection with its affairs;
- (s) to enter into contracts and agreements;
- (t) to print and publish any newsletters, periodicals, books or leaflets;
- (u) to act as trustee of money or other property vested in Philanthropy Australia upon trust;
- (v) to appoint any person or persons to be attorney or attorneys or agent or agents of Philanthropy Australia with such powers (including the power to sub-delegate) and upon such terms as may be thought fit, and to procure Philanthropy Australia to be registered or recognised in any other country or place;
- (w) to indemnify any person for any loss or damage incurred as a result of having on behalf of Philanthropy Australia become liable to pay any amount by way of damages or otherwise;
- (x) to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are in whole or in part similar to those of Philanthropy Australia;
- (y) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the purpose or the exercise of the powers of Philanthropy Australia; to obtain from any such government or authority any rights, privileges, funding and concessions which

Philanthropy Australia may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges, funding and concessions;

- (z) to appoint, employ, remove or suspend such employees, contractors and agents as may be necessary or convenient;
- (aa) to attract and encourage donations, gifts, bequests, endowments, trust distributions and other forms of financial assistance; and
- (bb) to do all such other things as are incidental or conducive to the attainment of the purpose and the exercise of the powers of Philanthropy Australia.

3 Interpretation

- (a) In interpreting clause 2 of this Statement of Purposes, no paragraph shall be restricted by reference to another paragraph or by the juxtaposition of 2 or more paragraphs.
- (b) In the event of any ambiguity in this Statement of Purposes, it shall be construed in such a way as to widen and not restrict the purpose and the powers of Philanthropy Australia.

PHILANTHROPY AUSTRALIA INCORPORATED

ASSOCIATIONS INCORPORATION ACT 1981

RULES

1 Name

The name of the incorporated association is Philanthropy Australia Incorporated.

2 Definitions and interpretation

2.1 Definitions

In these Rules, unless the contrary intention appears:

‘**Act**’ means the *Associations Incorporation Act 1981* (Vic.).

‘**Annual General Meeting**’ means a meeting of Philanthropy Australia convened in accordance with Part 5.

‘**Annual Subscription**’ means the amount as determined and payable under rule 4.2.

‘**Appointed Member**’ has the meaning given by rule 9.3A.

‘**Associate Member**’ means a person admitted as an Associate Member of Philanthropy Australia under rule 3.1.

‘**Auditor**’ means the auditor of Philanthropy Australia appointed under Part 14.

‘**Body**’ means a person who is not a natural person.

‘**Chair**’ means the chairperson of the relevant meeting.

‘**Council**’ means the committee of management of Philanthropy Australia by whatever name it may subsequently be known.

‘**Executive Director**’ means the person appointed as Executive Director of Philanthropy Australia under rule 13.1.

‘**Executive Officer**’ means, for the purposes of Part 13, the Executive Director and other executive staff members appointed under Part 13

‘**Financial Member**’ has the meaning given by rule 4.3.

‘**Financial Year**’ means the 12 month period ending on 31 December or such other period as the Council may determine from time to time.

‘**Full Member**’ means a person admitted as a Full Member of Philanthropy Australia under rule 3.1.

‘**General Meeting**’ means an Annual General Meeting or Special General Meeting of members convened in accordance with these Rules.

‘Honorary Member’ means a person admitted as an Honorary Member of Philanthropy Australia under rule 3.3.

‘Immediate Past President’ means a person who:

- (a) is the President immediately before an Annual General Meeting but is not re-elected as President at that Annual General Meeting; or
- (b) was Immediate Past President immediately before an Annual General Meeting where the President immediately before that Annual General Meeting is re-elected as President,

and does not or will not after the Annual General Meeting, hold any other position on the Council.

‘member’ means a member of Philanthropy Australia by virtue of these Rules.

‘Office of Philanthropy Australia’ means the registered office of Philanthropy Australia from time to time maintained pursuant to the Act.

‘Office-bearer’ means a member of the Council who is an office-bearer of Philanthropy Australia under rule 9.3.

‘Official’ means, for the purposes of Part 25, any member of the Council, and such other persons as the Council may determine from time to time.

‘Ordinary Member of the Council’ means a member of the Council who is not an Office-bearer.

‘Patron’ means the person appointed as patron of Philanthropy Australia under Part 15.

‘person’ means any natural person, company, body corporate, trust, incorporated association, or body corporate or unincorporate or partnership.

‘Philanthropy Australia’ means Philanthropy Australia Incorporated.

‘Philanthropy Australia Regulations’ mean any regulations made by the Council pursuant to Part 23.

‘President’ means the president of Philanthropy Australia holding office under these Rules.

‘Public Officer’ means the person occupying the office of public officer of Philanthropy Australia pursuant to the Act.

‘Register of Members’ means the register maintained by the Executive Director pursuant to rule 3.4.

‘Registered Representative’ means a natural person registered in accordance with these Rules as a representative of a member which is a Body.

‘Regulations’ means regulations made under the Act.

‘Special Council Meeting’ means a meeting of the Council convened under rule 10.2.

‘Special Resolution’ has the meaning given in the Act.

‘Statement of Purposes’ means the Statement of the Purposes of Philanthropy Australia under subsection 21(1) of the Act.

‘Subcommittee’ means a subcommittee of the Council established under Part 11.

'Treasurer' means the treasurer of Philanthropy Australia holding office under these Rules.

'Vice President' means the vice president of Philanthropy Australia holding office under these Rules.

2.2 Interpretation

In these Rules unless the contrary intention appears:

- (a) a word or expression in the singular includes the plural, and vice-versa.
- (b) headings are for convenience only and do not affect the interpretation of these Rules.
- (c) if a word or phrase is defined, other grammatical forms of that word or phrase have corresponding meanings.
- (d) a reference to one gender includes all genders.
- (e) a reference to a person holding an office or position is a reference to the person holding that office from time to time.
- (f) a reference to legislation includes:
 - (1) any subordinate legislation made under it; and
 - (2) any modification or replacement of the legislation or of any subordinate legislation made under it.
- (g) a reference to these Rules or the Statement of Purposes, or to a provision of these Rules or the Statement of Purposes, includes any modification or replacement thereof.
- (h) A member is to be taken to be present in person at a General Meeting if:
 - (1) in the case of a member who is a natural person - the member is present in person or by proxy; or
 - (2) in the case of a member which is a Body - a Registered Representative of the member is present.
- (i) Subject to this rule 2.2, words or expressions contained in these Rules shall be interpreted in accordance with provisions of the *Interpretation of Legislation Act 1984* (Vic.) and the Act.

3 Membership

3.1 Membership generally

- (a) The classes of membership of Philanthropy Australia are:
 - (1) Full Member - open to persons whose philanthropic activities are primarily grant making;
 - (2) Associate Member - open to persons whose philanthropic activities are not primarily grant making; and
 - (3) Honorary Member - appointed in accordance with rule 3.3.

- (b) To be eligible for:
- (1) Full membership, an applicant must be making a substantial and ongoing financial contribution to philanthropy in Australia; and
 - (2) Associate membership, an applicant must be a person who although in the opinion of the Council is not making a substantial and ongoing financial contribution to philanthropy in Australia, is otherwise interested or concerned in philanthropy in Australia in a manner acceptable to the Council.
- (c) An applicant approved for Full or Associate membership under these Rules becomes a member on payment of the Annual Subscription.
- (d) Any person seeking Full or Associate membership of Philanthropy Australia must:
- (1) apply to the Council in such manner (which, until the Council determines otherwise, shall be in the form set out in Part A or B of Appendix 1); and
 - (2) provide such information to the Council,
as the Council determines from time to time.
- (e) Each application for Full or Associate membership shall be considered by the Council which in its absolute discretion is entitled to:
- (1) admit or refuse admission to an applicant; and
 - (2) determine the applicant's class of membership.
- (f) Upon an application for Full or Associate membership being approved by the Council, the Executive Director shall, with as little delay as possible:
- (1) notify the applicant in writing of the approval for membership and the applicant's class of membership; and
 - (2) request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the first year's Annual Subscription.
- (g) In relation to an applicant for Full or Associate membership, the Executive Director shall, upon payment of the amount referred to in rule 3.1(f) within the period referred to in that rule, enter in the Register of Members:
- (1) the applicant's name;
 - (2) the applicant's class of membership; and
 - (3) the names of any Registered Representatives of the applicant in whatever order determined by the Council, together with the position or title within the applicant held by that person or those people; and
- upon those details being so entered, the applicant becomes a Full or Associate Member.
- (h) A right, privilege, or obligation of a person by reason of membership of Philanthropy Australia or his or her status as a Registered Representative of a member:

- (1) is not capable of being transferred or transmitted; and
- (2) terminates upon the cessation of membership whether by death or resignation or otherwise.

3.2 Where a member is a Body

Where a member is a Body:

- (a) the member may at any time by notice in writing to the Executive Director remove any particular Registered Representative and appoint any other person in his or her place;
- (b) any Registered Representative of that member is entitled to exercise on behalf of that member all or any of the powers and discretions possessed by that member by virtue of its membership of Philanthropy Australia, provided:
 - (1) a member may act in relation to Philanthropy Australia only through its Registered Representatives; and
 - (2) where a Registered Representative exercises a power or discretion possessed by the member he or she represents:
 - (A) the member he or she represents is bound by the exercise of that power or discretion;
 - (B) Philanthropy Australia is entitled to assume the validity of the exercise of that power or discretion and the authority of the Registered Representative to exercise the power or discretion; and
 - (C) if the power or discretion can be exercised only once, the exercise of the power or discretion by any one Registered Representative is final and binding on the member and all other Registered Representatives of the member;
 - (3) where there is more than one Registered Representative of that member at the same meeting, only the Registered Representative who is first listed in the Register of Members shall be entitled to exercise the member's powers and discretions; and
 - (4) a vote given by a Registered Representative is deemed to be a vote personally given by the member the Registered Representative represents;
- (c) any communications from Philanthropy Australia or the Council to the member in its capacity as a member may be addressed to any of the Registered Representatives of the member, and service upon one Registered Representative is deemed to be service upon:
 - (1) the member the Registered Representative represents; and
 - (2) all other Registered Representatives of that member;
- (d) the presence of a Registered Representative of the member is to be taken as the presence in person of the member he or she represents for the purposes of determining whether a quorum is present at a General Meeting or meeting of the Council, but only one Registered Representative shall be

counted for each member for the purposes of determining whether such a quorum is present;

- (e) a reference in these Rules to a member, unless the context otherwise requires, shall be taken to include a reference to a Registered Representative of that member;
- (f) a Registered Representative of a member ceases to be a Registered Representative of that member:
 - (1) upon ceasing to be employed by, or an officer of, that member;
 - (2) if removed by the member under rule 3.2(a); or
 - (3) in any of the circumstances envisaged by rule 9.8, as if the Registered Representative was a member of the Council;
- (g) a person may only be a Registered Representative for one member;
- (h) a person who is a member may not also be a Registered Representative of another member;
- (i) except with the consent of the Council, a member is not entitled to appoint more than 3 Registered Representatives;
- (j) whenever a Registered Representative is appointed under these Rules, the Executive Director must immediately be notified of that fact, and of the name, address, contact details and the position or title within the member occupied by the Registered Representative, together with the written consent of the Registered Representative and an acknowledgment from the Registered Representative that he or she agrees to be bound by the Statement of Purposes and Rules of Philanthropy Australia.
- (k) any dispute concerning:
 - (1) the interpretation of this rule 3.2; or
 - (2) the rights and obligations of a Registered Representative or the member he or she represents,

shall be referred to the President whose decision in all respects shall be final and binding on all affected members and Registered Representatives.

3.3 Honorary Members

- (a) The Council may from time to time in its absolute discretion, admit persons as Honorary Members:
 - (1) in the case of a Body - for a specific period of time; or
 - (2) in the case of a natural person - for a specific period of time or for life.
- (b) Upon the admission of a person as an Honorary Member, the Executive Director shall enter in the Register of Members:
 - (1) the person's name; and
 - (2) the names of any Registered Representatives of the person in whatever order determined by the Council, together with the

position or title within the applicant held by that person or those people.

- (c) Honorary Members have all the rights of Associate Members but without the requirement to pay any fees or subscription.
- (d) Upon an Honorary Member ceasing to be a member, the Executive Director shall make entries in the Register of Members recording the date on which the member ceased to be a member, and any Registered Representatives of that member consequently ceased to be Registered Representatives.

3.3A Leading Member status

- (a) The Council may from time to time in its absolute discretion, bestow the status of 'Leading Member' upon any Full Member or Associate Member, for such period of time and upon such terms and conditions as the Council thinks fit.
- (b) The status of Leading Member does not grant or impose upon any recipient any rights or obligations other than as set out in this clause 3.3A.
- (c) Leading Members are entitled to:
 - (1) participate in activities or events; and
 - (2) opportunities or benefits,
 determined by the Council from time to time.

3.4 Register of Members

- (a) The Executive Director shall keep and maintain a Register of Members in which shall be entered:
 - (1) the full name, address, date of admission to membership or cessation of membership and date of entry of the name of each member; and
 - (2) the details required to be entered into the Register of Members under rule 3.1(g) and 3.3(b).
- (b) The register shall be available for inspection by members at the Office of Philanthropy Australia during normal business hours.
- (c) Subject to rule 3.4(a), the Register of Members may be maintained in any manner or form the Membership Executive Director sees fit, so long as it is readily convertible to written or printed form.
- (d) All persons may treat the Register of Members as complete and accurate and nothing done in good faith based on the completeness and accuracy of the Register of Members shall be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the Register of Members.

3.5 Resignation of members

- (a) A member of Philanthropy Australia may resign by giving notice in writing to the Executive Director.

- (b) A resignation notified under rule 3.5(a) is effective upon receipt of the notice by the Executive Director.
- (c) After the receipt of a notice referred to in rule 3.5(a), the Executive Director shall:
 - (1) report by writing or in person the receipt of that notice to the next Council meeting; and
 - (2) as soon as possible after the next Council meeting and after the resignation is effective, make entries in the Register of Members recording the date on which the member ceased to be a member, and any Registered Representatives of that member consequently ceased to be Registered Representatives.

3.6 Expulsion of members

- (a) Philanthropy Australia in General Meeting may, by ordinary resolution, expel a Full, Associate or Honorary member from membership.
- (b) Where the member the subject of a proposed resolution referred to in rule 3.6(a) makes representations in writing to the President (not exceeding a reasonable length) and requests that they be notified to the members, the President may send a copy of the representations to each member or, if they are not so sent, the member may require that they be read out at the general meeting.
- (c) Except to the extent of the rights vested in a member pursuant to rule 3.6(b), no member may take any action or otherwise object against expulsion from membership.

3.7 Expulsion of Registered Representatives

- (a) The Council may in its absolute discretion by resolution expel a Registered Representative from his or her office as a Registered Representative of a member.
- (b) A Registered Representative expelled under rule 3.7(a) may not be reappointed a Registered Representative within 5 years from the date of the expulsion.
- (c) No Registered Representative may take any action or otherwise object to his or her expulsion under rule 3.7(a).

4 Entrance fee and Annual Subscription

4.1 Entrance fee

Unless otherwise determined by the members, there is no entrance fee to become a member.

4.2 Annual Subscription

- (a) Subject to rule 4.2(c), the Annual Subscription in relation to Full or Associate membership shall be on a scale determined from time to time by the Council.
- (b) The Annual Subscription is payable at the commencement of the period to which the subscription relates which, in relation to a Member or specified Members, is determined from time to time by the Council.

4.3 Financial Members

A member is to be regarded as a Financial Member of Philanthropy Australia if and only if (unless the Council generally or in any specific situation determines otherwise), the member has paid all monies due to Philanthropy Australia.

5 Annual General Meeting

5.1 Generally

- (a) Philanthropy Australia shall in each Financial Year convene an Annual General Meeting of the members.
- (b) The Annual General Meeting shall be held on such day as the Council determines provided it is held not later than 4 months after the end of the preceding Financial Year.
- (c) The Annual General Meeting shall be specified as such in the notice convening it.
- (d) The Annual General Meeting shall be in addition to any other General Meeting of Philanthropy Australia, but it may be held in conjunction with a General Meeting.

5.2 Business of an Annual General Meeting

- (a) The ordinary business of the Annual General Meeting shall be:
 - (1) to confirm the minutes of the last preceding Annual General Meeting and any General Meeting held since that meeting;
 - (2) to receive from the Council reports upon the transactions of Philanthropy Australia during the last preceding Financial Year;
 - (3) to elect the members of the Council;
 - (4) to receive and consider the statement submitted to Philanthropy Australia in accordance with subsection 30(3) of the Act, containing the income and expenditure, and assets and liabilities of Philanthropy Australia; and
 - (5) to:
 - (A) appoint and determine the remuneration of the auditor; and
 - (B) receive the report of the auditor under rule 14.6.

- (b) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

5.3 Notice to the auditor

The auditor is entitled to 14 days notice of an Annual General Meeting.

6 Special General Meetings

6.1 Terminology

All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

6.2 Council convening a Special General Meeting

- (a) The Council may, whenever it thinks fit, convene a Special General Meeting.
- (b) Where more than 15 months would elapse between Annual General Meetings, the Council shall convene a Special General Meeting before the expiration of that period.

6.3 Members convening a Special General Meeting

- (a) The Council shall, on the requisition in writing of members representing not less than 15 per cent of the total number of Full Members, convene a General Meeting of Philanthropy Australia.
- (b) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Executive Director and may consist of several documents in like form, each signed by one or more of the members making the requisition.
- (c) If the Council does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Executive Director, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (d) A Special General Meeting convened by members pursuant to this rule 6.3 shall be convened in the same manner as nearly as possible as that in which General Meetings are ordinarily convened by the Council, and all reasonable expenses incurred in convening the General Meeting shall be reimbursed by Philanthropy Australia to the persons incurring the expenses.

7 Notice of General Meetings and special business

7.1 Notice of General Meetings

- (a) The Executive Director shall, at least 14 days or, if a Special Resolution has been proposed, at least 21 days before the date fixed for holding a General Meeting, cause to be sent to each member at his, her or its address appearing in the Register of Members, a notice by prepaid post stating the place, date and time of the General Meeting and the nature of the business to be transacted at the General Meeting.
- (b) No business other than ordinary business and that business set out in the notice convening the General Meeting shall be transacted at the General Meeting.

7.2 Special business

A member desiring to bring any special business before a General Meeting may give notice of that business in writing to the Executive Director, who shall use best endeavours to include that business in the notice calling the next General Meeting after the receipt of the notice, failing which, the business must be included in the notice calling the next succeeding General Meeting.

8 Proceedings at General Meetings

8.1 Special business

All business that is transacted at:

- (a) a Special General Meeting; and
- (b) the Annual General Meeting with the exception of that referred to rule 5.2(a),

is special business.

8.2 Quorum

- (a) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (b) 10 members present in person (being members entitled under these Rules to vote at a General Meeting) constitutes a quorum for the transaction of the business of a General Meeting.
- (c) If within 15 minutes after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (1) if convened upon the requisition of members under rule 6.3 - shall be dissolved; and
 - (2) in any other case - shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to

members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall be a quorum.

8.3 Chair

- (a) The President, or in his or her absence, the Vice President shall preside as Chair at each General Meeting.
- (b) If neither the President or the Vice President is present or willing to act as the Chair, the members present shall elect one of their number to act as Chair for that meeting.

8.4 Adjournment

- (a) The Chair of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the General Meeting from time to time and place to place, but no business shall be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place.
- (b) Where a General Meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (c) Except as provided in rule 8.4(b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

8.5 Voting

- (a) A question arising at a General Meeting shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of Philanthropy Australia is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (b) Upon any question arising at a General Meeting, a Full Member has one vote only.
- (c) Associate Members and Honorary Members do not have the right to vote in any circumstances.
- (d) All votes shall be given:
 - (1) in the case of a Member who is a natural person - personally or by proxy; and
 - (2) in the case of a Member which is a Body - by Registered Representative in accordance with rule 3.2(b).
- (e) In the case of an equality of votes on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

- (f) A Full Member is not entitled to vote at any General Meeting unless the member is a Financial Member.

8.6 Poll

- (a) If at a meeting, a poll on any question is demanded by not less than 3 Full Members, it shall be taken at that meeting in such manner as the Chair may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded:
- (1) on the election of the Chair or on a question of an adjournment - shall be taken forthwith; and
 - (2) on any other question - shall be taken at such time before the close of the meeting as the Chair may direct.

8.7 Proxies for members who are natural persons

- (a) Each member who is a natural person is entitled to appoint another member or a Registered Representative of a member as his or her proxy by notice given to the Executive Director no later than 24 hours before the time of the General Meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in Appendix 2 or any other form approved at any time by the Council.

9 Council

9.1 Power to manage Philanthropy Australia

The Council:

- (a) shall control and manage the business and affairs of Philanthropy Australia;
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by Philanthropy Australia other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of Philanthropy Australia; and
- (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Council to be necessary, desirable, conducive or incidental to the proper management of the business and affairs of Philanthropy Australia.

9.2 Composition of the Council

The Council shall be comprised of:

- (a) the Office-bearers;
- (b) 6 Ordinary Members of the Council; and

- (c) subject to rule 9.3A, the Appointed Member.

9.3 Office-bearers

- (a) Subject to rule 9.3(b)(1)(A) and Part 13, the Office-bearers of Philanthropy Australia shall be:

- (1) a President;
- (2) a Vice-President;
- (3) a Treasurer;
- (4) the Immediate Past President; and
- (5) the Executive Director,

each of whom shall be a natural person, and no person can hold more than one office on the Council.

- (b) In respect of the Office-bearers:

- (1) the:

(A) Immediate Past President only becomes an Office-bearer if he or she accepts that position no later than one week after the time he or she first becomes eligible to become an Office-bearer because of becoming the Immediate Past President; and

(B) any vacancy in the office of the Immediate Past President (including a vacancy under rule 9.5) shall only be filled under this rule 9.3(b)(1);

- (2) any vacancy in the office of the Executive Director (including a vacancy under rule 9.5) shall only be filled under Part 13; and

- (3) the President, Vice-President and Treasurer shall be elected by the members of the Council:

(A) from the members of the Council (excluding the Immediate Past President, the Appointed Member and the Executive Director);

(B) at the first meeting of the Council after the Annual General Meeting; and

(C) in such manner as the Chair sees fit,

and shall, subject to these Rules, hold office until, and shall cease to hold office at, the Annual General Meeting next following the date of appointment.

9.3A The Appointed Member

- (a) If at any time for whatever reason there is no person occupying the office of Immediate Past President, an Appointed Member may be appointed.
- (b) The Appointed Member need not be a Financial Member or the Registered Representative of a Financial Member.

- (c) Subject to rule 9.3A(a), the Council may appoint and remove an Appointed Member.
- (d) The office of Appointed Member becomes vacant:
 - (1) immediately upon the office of Immediate Past President becoming filled;
 - (2) in any of the circumstances set out in rule 9.7; or
 - (3) if the Appointed Member is removed pursuant to rule 9.3A(c).
- (e) Any vacancy in the office of Appointed Member (including a vacancy under rule 9.5) shall only be filled under this rule 9.3A.

9.4 Term of office of members of the Council

- (a) Subject to these Rules, at each Annual General Meeting, one-third of the members of the Council (excluding the Immediate Past President, the Appointed Member, the Executive Director and all members of the Council appointed to fill casual vacancies under rule 9.5), or if their number is not a multiple of 3, then the number nearest to but not exceeding one-third, shall retire from office.
- (b) The members of the Council to retire from office by rotation shall be those who have been longest in office since their last election or re-election, but as between members of the Council who have been in office for the same period, the members of the Council to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (c) The Immediate Past President shall, subject to these Rules, hold office until, and shall cease to hold office at, the next Annual General Meeting at which the then President is not re-elected as President.
- (d) The term of office of the Executive Director is as determined by the Council under Part 13.
- (e) The term of office of an Appointed Member is as determined by the Council under rule 9.3A.

9.5 Casual vacancies

- (a) In the event of a casual vacancy in any position listed in rule 9.3(a) (except the Immediate Past President and the Executive Director), the Council may, subject to rule 9.5(c), appoint one of the Ordinary Members of the Council, a member or a Registered Representative of a member to the vacant position, and the person so appointed:
 - (1) if an Ordinary Member of the Council, is no longer an Ordinary Member of the Council, thus creating a casual vacancy in the Ordinary Members of the Council; and
 - (2) in every case - continues in that position, subject to these Rules, until the end of the Annual General Meeting next following the date of his or her appointment, but subject to these Rules, is eligible for election to any position on the Council.

- (b) In the event of a casual vacancy occurring in the office of an Ordinary Member of the Council, the Council may, subject to rule 9.5(c), appoint a member or a Registered Representative of a member to fill the vacancy and the person so appointed shall hold office, subject to these Rules, until the end of the Annual General Meeting next following the date of his or her appointment but, subject to these Rules, is eligible for election.
- (c) No person may be appointed to any office under rule 9.5(a) or 9.5(b) unless that person or the member for which that person is a Registered Representative is a Financial Member of Philanthropy Australia.

9.6 Election of Council

- (a) Nominations of candidates for election to vacancies on the Council that can be filled by election shall be:
 - (1) in the form set out in Appendix 3 or any other form approved at any time by the Council;
 - (2) signed by 2 Financial Members, one as proposer and the other as seconder;
 - (3) accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (4) delivered to the Executive Director not less than 28 days before the date fixed for the Annual General Meeting.
- (b) A candidate for election under this rule 9.6 must be a Financial Member or the Registered Representative of a Financial Member at the time of the nomination and at the time of the election.
- (c) In respect of each vacancy on the Council that can be filled by election, if:
 - (1) no nomination is received, nominations shall be requested at the Annual General Meeting;
 - (2) 1 nomination is received, the candidate nominated shall be deemed to be elected; and
 - (3) more than 1 nomination is received, a ballot shall be held in such manner as the Chair directs.

9.7 Vacancy of office on Council

The position of a member of the Council becomes vacant:

- (a) if the member of the Council becomes an insolvent under administration within the meaning of the *Corporations Law*;
- (b) if the member of the Council becomes of unsound mind, or a person whose person or estate is liable to be dealt with under the law relating to mental health;
- (c) if the member of the Council is convicted of an indictable offence punishable by imprisonment;
- (d) if the member of the Council resigns as an Office-bearer or Ordinary Member of the Council by written notice given to the Executive Director;

- (e) if the member of the Council dies;
- (f) if the member of the Council fails to attend 3 meetings of the Council within any 12 month period, without leave of the Council (whether given before or after that absence) and is removed from office by resolution of the Council;
- (g) in the circumstances contemplated by rule 9.8;
- (h) if the member of the Council ceases to be a member of Philanthropy Australia or ceases to be a Registered Representative whether by virtue of rule 3.6 or otherwise; or
- (i) the member of the Council fails to pay or arrange for the payment of all arrears of the Annual Subscription and any other sums due to Philanthropy Australia:
 - (1) from the member himself or herself; or
 - (2) where the member is a Registered Representative, from the member for which that person is Registered Representative,
 within 14 days of a written request from the Executive Director for payment.

9.8 Removal from office by General Meeting

- (a) Philanthropy Australia in General Meeting may by ordinary resolution remove any member of the Council before the expiration of the member's term of office and appoint a member who is a natural person or a Registered Representative in his or her stead (and in the case of a Registered Representative, the replacement person should, if possible, be another Registered Representative of the same member) to hold office until the expiration of the term of the first-mentioned member.
- (b) Where the person to whom a proposed resolution referred to in rule 9.8(a) makes representations in writing to the Executive Director or President (not exceeding a reasonable length) and requests that the representations be notified to the members of Philanthropy Australia, the Executive Director or the President may:
 - (1) send a copy of the representations to each member of Philanthropy Australia; or
 - (2) make them available or read them out at the meeting.
- (c) No member of the Council may take any action or otherwise object to his or her removal from office under rule 9.8(a).

9.9 Related party transactions

- (a) Any member of the Council who has a financial or material interest in any contract or arrangement made or proposed to be made with Philanthropy Australia shall disclose the nature and extent of his or her interest at the first meeting of the Council at which the contract or arrangement is first considered if the interest then exists, or in any other case, at the first meeting of the Council after the interest arises. If he or she becomes

interested in the contract or arrangement after it is made or entered into, he or she shall disclose the nature and extent of his or her interest at the first meeting after he or she becomes so interested.

- (b) No member of the Council shall:
 - (1) vote at a meeting of the Council in respect of any contract or arrangement in which he or she is so interested, and if he or she does so vote such vote, shall not be counted; or
 - (2) attest the affixation of the common seal to any document regarding such contract or arrangement.
- (c) No act of the Council or of Philanthropy Australia is invalid or voidable by reason only of the failure of a member of the Council to comply with this rule 9.9.
- (d) The Executive Director must keep a record of every disclosure made under this rule 9.9.

9.10 Implied validity

Notwithstanding anything expressed or implied to the contrary in these Rules, all decisions and actions at a meeting of the Council, and all actions taken by the Council or any person acting as a member of the Council, shall be as valid as if every person acting as such a member of the Council been duly appointed or elected (as the case may be), had duly continued in office and had at all material times been fully entitled to do all things which he or she did or purported to do as a member of the Council, notwithstanding that it is later discovered that there was a defect in the person's appointment or continuance in office or that the person had vacated office or was not entitled to do a particular thing.

10 Proceedings of Council

10.1 Frequency and conduct of meetings

- (a) The Council shall meet at least 4 times in each year at such place and such times as the Council may determine.
- (b) The members of the Council may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they see fit.
- (c) The contemporaneous linking together by telephone or other method of audio or audio visual communication of a number of the members of the Council sufficient to constitute a quorum, constitutes a meeting of the Council, and all the provisions in these Rules relating to meetings of the members of the Council apply, so far as they can and with such changes as are necessary, to meetings of the Council by telephone or by audio or audio visual communication.
- (d) A member of the Council participating in a meeting by telephone or by audio or audio visual communication is to be taken to be present in person at the meeting.

- (e) A meeting by telephone or by audio or audio visual communication is to be taken to be held at the place determined by the Chair provided that at least one of the members of the Council involved was at that place for the duration of the meeting.

10.2 Special Council Meetings

- (a) Special Council Meetings may be convened by the President or by any 4 of the members of the Council.
- (b) Notice shall be given to all members of the Council of any Special Council Meeting specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.

10.3 Quorum

- (a) 5 members of the Council present in person (being members entitled under these Rules to vote) constitutes a quorum for the transaction of the business of a meeting of the Council provided at least 2 are Office-bearers.
- (b) No business shall be transacted at a meeting of the Council unless a quorum is present, and if within 15 minutes of the time appointed for the meeting a quorum is not present, the Chair may stand the meeting adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Special Council Meeting in which case it lapses.
- (c) Subject to rule 10.3(b), the Council may act notwithstanding any vacancy on the Council.

10.4 Chair

- (a) The President, or in his or her absence, the Vice-President, shall preside as Chair at each meeting of the Council.
- (b) If none of the people listed in rule 10.4(a) are present and willing to act as the Chair, the members of the Council present shall choose one of their number to act as Chair for that meeting.

10.5 Voting

- (a) Questions arising at a meeting of the Council shall be determined on a show of hands or, if demanded by a member of the Council, by a poll taken in such manner as the Chair may determine.
- (b) Subject to rule 10.5(d), each member of the Council present at a meeting of the Council (including the Chair) is entitled to one vote and, in the event of an equality of votes on any question, the Chair may exercise a second or casting vote.
- (c) A resolution shall only be considered to have been passed concerning any question arising at a meeting of the Council if an ordinary majority of votes cast at the meeting in respect of that resolution are cast in favour of it.

- (d) A member of the Council is only entitled to vote if that person is a Financial Member or the member of which the person is a Registered Representative is a Financial Member.

10.6 Notice

Notice of each meeting of the Council including a Special Council Meeting shall be given to each member of the Council a reasonable time before the meeting.

10.7 Written resolutions of the Council

- (a) If:
- (1) all of the members of the Council (other than any Council member who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest), assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
 - (2) the members of the Council who assent would have constituted a quorum at a meeting of the Council held to consider that act, matter, thing or resolution,
- that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Council.
- (b) For the purposes of rule 10.7(a):
- (1) the meeting is to be taken to have been held on the day on which, and at the time at which, the document was last assented to by a member of the Council;
 - (2) 2 or more separate documents in identical terms each of which is assented to by one or more members of the Council are to be taken as constituting one document; and
 - (3) a member of the Council may signify assent to a document by signing the document or by notifying Philanthropy Australia of the member's assent in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (c) Where a Council member signifies assent to a document otherwise than by signing the document, the Council member must by way of confirmation sign the document at the next meeting of the Council attended by that Council member, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.
- (d) Where a document is assented to in accordance with rule 10.7(a), the document is to be taken as a minute of a meeting of the Council.

11 Subcommittees

11.1 Delegation to Subcommittees

- (a) The Council may delegate any of the powers of the Council to a Subcommittee or Subcommittees established by the Council, comprising such members of the Council and invitees (whether members or Registered Representatives of members or not) as the Council determines.
- (b) The President shall ex officio be a member of every Subcommittee.

11.2 Control of Subcommittees

- (a) The Council may name, dissolve and vary the powers and composition of a Subcommittee as the Council sees fit.
- (b) Each member of a Subcommittee shall hold office on terms determined by the Council and a Subcommittee shall exercise its powers, and generally conduct itself, in accordance with any directions given by the Council, including without limitation any directions concerning the keeping of minutes and reporting to the Council.

11.3 Rules apply to Subcommittees

Subject to any directions by the Council, the provisions of these Rules applying to meetings and resolutions of the Council shall apply, so far as they reasonably can and with such modifications as are reasonably necessary, to meetings of a Subcommittee.

12 Treasurer and Public Officer

12.1 The Treasurer

The Treasurer shall:

- (a) advise and make regular reports to the Council regarding the financial position and affairs of Philanthropy Australia; and
- (b) carry out any other functions and duties set out in these Rules or assigned to him or her by the Council from time to time.

12.2 The Public Officer

The Council shall appoint a Public Officer who shall:

- (a) hold the position subject to, and have the powers provided for under, the Act; and
- (b) carry out any other functions and duties assigned to him or her by the Council from time to time.

13 Executive Director and other executive staff

13.1 Executive Director

- (a) The Council may from time to time appoint an Executive Director.
- (b) The Executive Director must report regularly to the Council in accordance with rule 10.6(d).
- (c) The Executive Director is responsible for the day to day management of Philanthropy Australia, and subject to any Philanthropy Australia Regulations:
 - (1) shall keep minutes of the resolutions and proceedings of each General Meeting and each meeting of the Council in books provided for that purpose, together with a record of the names of persons present at meetings of the Council;
 - (2) shall carry out any other functions and duties set out in these Rules or assigned to him or her by the Council from time to time;
 - (3) shall collect and receive all moneys due to Philanthropy Australia and make all payments authorised by Philanthropy Australia;
 - (4) shall keep correct accounts and books showing:
 - (A) the financial affairs of Philanthropy Australia with full details of all receipts and expenditure connected with the activities of Philanthropy Australia; and
 - (B) the assets and liabilities of Philanthropy Australia,and make such accounts and books available to the auditor to the auditor to comply with his or her obligations under these Rules; and
 - (5) may make recommendations to the Council in respect of appointments and dismissals of executive staff members and in respect of particular executive staff members, the matters mentioned in rule 13.3(c).

13.2 Executive staff members

The Council may from time to time appoint and dismiss executive staff members.

13.3 Provisions applicable to all Executive Officers

- (a) The appointment of an Executive Officer may be for such period, at such remuneration and upon such conditions as the Council thinks fit.
- (b) Subject to any contract between Philanthropy Australia and the relevant Executive Officer, any Executive Officer may be removed or dismissed by the Council at any time, with or without cause.
- (c) The Council may:

- (1) confer on an Executive Officer such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Council) as it thinks fit;
 - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an Executive Officer; and
 - (3) authorise the Executive Officer to delegate all or any of the powers, discretions and duties conferred on the Executive Officer.
- (d) An act done by a person acting as an Executive Officer is not invalidated by reason only of:
- (1) a defect in the person's appointment as an Executive Officer; or
 - (2) the person being disqualified to be an Executive Officer,
- if that circumstance was not known by the person when the act was done.

14 Audit

14.1 Appointment of auditor

The auditor shall be appointed on an annual basis, at the Annual General Meeting.

14.2 Remuneration of auditor

The remuneration of the auditor shall be determined annually by Philanthropy Australia .

14.3 Qualifications of auditor

The auditor shall be a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants or any body described in section 1280 of the *Corporations Law* and shall be registered as a company auditor under section 1280 of the *Corporations Law*.

14.4 Role of the auditor

The auditor shall examine the accounts and records of Philanthropy Australia not less than once in each Financial Year and the auditor shall attend upon relevant members of the Council for such purposes on such occasions as are arranged with the Council and such members of the Council. The audit program shall be drawn up by the auditor and in the preparation of the program shall have regard to modern practice and the auditing standards issued from time to time by recognised Australian Accounting bodies and the advisory notes for auditors which may be issued by the Council from time to time.

14.5 Access by auditor

The auditor shall have access to the books and accounts of Philanthropy Australia at all times and shall make such reports to the Council as the auditor considers necessary.

14.6 Report by auditor

The auditor shall make a report to the members at each Annual General Meeting on every balance sheet and statement of income and expenditure tabled before each Annual General Meeting during the term of office of the auditor and shall state in the report whether in his or her opinion:

- (a) the balance sheet (with notes thereto) and statement of income and expenditure are properly drawn up so as to give a true and fair view of the state of Philanthropy Australia's financial affairs for the relevant Financial Year (or other date appropriate to the period covered by such balance sheet and statement) and of the financial results of its services for the period ended on that date;
- (b) the accounting and other records examined by the auditor have been properly maintained; and
- (c) the financial statements are in accordance with the accounting standards issued from time to time by recognised Australian Accounting bodies.

14.7 Attendance at General Meetings

The auditor may attend and make a report direct to the members in General Meeting of any matter coming within the scope of the auditor's duties.

15 Patron

The Council may in its discretion from time to time appoint a Patron.

16 Cheques and other similar financial documents

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall, in respect of such amounts or ranges of amounts as determined by the Council from time to time, be signed by such persons or numbers of persons as determined by the Council for such a purpose from time to time.

17 Custody and Inspection of Records

17.1 Custody of Records

The Executive Director shall keep in his or her custody or under his or her control, all books, documents and securities of Philanthropy Australia.

17.2 Inspection of Records

The accounts and books referred to in rules 13.1(c)(4)(A) and 13.1(c)(4)(B) shall be available for inspection by any member upon giving reasonable notice of such a request.

18 Common seal

- (a) The common seal of Philanthropy Australia shall be kept in the custody of the Executive Director.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Council, which may be given before or after the common seal is used.
- (c) The affixing of the common seal shall be attested by the signatures of any 2 Office-bearers.
- (d) The Executive Director must keep a Common Seal Register and, upon the affixing of the common seal to any document, must enter in the Common Seal Register particulars of the document, giving in each case:
 - (1) the date of the document;
 - (2) the names of the parties to the document;
 - (3) a short description of the document; and
 - (4) the names of the persons signing the document.

19 Notices

19.1 Service

- (a) Subject to rule 3.2(c) a notice may be served by or on behalf of Philanthropy Australia upon any member:
 - (1) personally;
 - (2) by sending it by post to the member at his or her address shown in the Register of Members; or
 - (3) by sending it by facsimile transmission to a facsimile number supplied to the Council for the giving of notices.

19.2 Deemed time of service

- (a) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post
- (b) Where a notice is sent by facsimile transmission service of the notice is to be taken to be effected if the correct facsimile number appears on the facsimile transmission report generated by the sender's facsimile machine, at the time the facsimile transmission is sent.

19.3 Invalidity

No:

- (a) General Meeting, meeting of the Council or meeting of a Subcommittee;
or

- (b) act, proceeding or business of any such meeting,
shall be rendered voidable or invalid merely by reason of:
- (c) the failure of any person to receive notice of the meeting; or
- (d) any other procedural irregularity.

20 Use of income and property and disposal of assets

20.1 Use of income and property

The income and property of Philanthropy Australia shall be used and applied solely in promotion of its purpose and the exercise of its powers as set out in the Statement of Purposes, and no proportion of that income or property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members, provided that nothing shall prevent the payment in good faith of:

- (a) interest to any such members in respect of moneys advanced by him or her to Philanthropy Australia or otherwise owing by Philanthropy Australia to him or her;
- (b) reasonable and proper charges for goods hired by Philanthropy Australia from the member;
- (c) remuneration to any officers or employees of Philanthropy Australia (provided, with the exception of the Executive Director, they are not members of the Council) or to any member of Philanthropy Australia or other person in return for any services actually rendered to Philanthropy Australia; or
- (d) monies representing reimbursement to any member of out of pocket expenses incurred by the member in relation to services rendered to Philanthropy Australia,

to which he or she would be entitled if he or she were not an officer or a member (as the case may be).

20.2 Disposal of assets

If upon the winding up or dissolution of Philanthropy Australia there remains after the satisfaction of all its debts and liabilities any assets whatsoever, the assets shall not be paid to or distributed among the members, but shall be given or transferred to one or more institutions, organisations or funds:

- (a) having, so far as possible, purposes similar to the purpose of Philanthropy Australia;
- (b) which is or are charitable at law; and
- (c) which prohibits or prohibit the distribution of income and property among its or their members to an extent at least as great as is imposed on Philanthropy Australia,

such institutions, organisations or funds to be determined by the members at or before the time of the winding up or dissolution, and in default thereof, by application to the Supreme Court of Victoria for determination.

21 Trading

Philanthropy Australia is authorised to trade in accordance with section 51 of the Act.

22 Source of funds

The funds of Philanthropy Australia shall be derived from Annual Subscriptions, donations and such other sources as the Council determines.

23 Philanthropy Australia Regulations

23.1 Philanthropy Australia Regulations made by Council

The Council may make, amend, add to, rescind and replace Philanthropy Australia Regulations concerning any aspect of the membership, governance, management, operation or activities of Philanthropy Australia, but to the extent of any conflict between these Rules and the Philanthropy Australia Regulations, these Rules shall prevail.

23.2 Effectiveness and promulgation of Philanthropy Australia Regulations

Any Philanthropy Australia Regulation made, and any amendment, addition, rescission and replacement, shall:

- (a) have effect on and from the date it is made unless otherwise stated in the relevant instrument;
- (b) be promulgated to those affected, provided that failure to bring it to the attention of any person shall not render it or anything done in accordance with it void, voidable or ineffective; and
- (c) be made available to members upon request.

24 Alteration of Statement of Purposes and Rules

- (a) These Rules and the Statement of Purposes of Philanthropy Australia shall not be altered except in accordance with the Act.
- (b) The consent of the Attorney-General is required before any change is made to:
 - (1) Part 21;
 - (2) this Part 24; or

- (3) rule 20.2 which would permit a distribution on winding-up to other than charitable purposes.

25 Indemnity and insurance

25.1 Indemnity

To the extent permitted by law, Philanthropy Australia must:

- (a) indemnify a person who is or has been an Official against a liability incurred by that person in his or her capacity as such an Official to any person other than Philanthropy Australia; and
- (b) indemnify a person who is or has been an Official against a liability for costs and expenses, incurred by that person in his or her capacity as such an Official, in defending proceedings, whether civil or criminal, in which judgment is given in favour of that person or in which that person is acquitted or in connection with an application, in relation to such proceedings, in which the Court grants relief to that person,

in so far as such liability is not covered by a contract of insurance taken out by any person for the benefit of such Official.

25.2 Insurance

Philanthropy Australia may pay, agree to pay, or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been an Official against a liability incurred by that person as such an Official (including a liability for costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome), except in circumstances prohibited by law.

26 Transitional Provisions

These Rules shall be read and construed in such manner that:

- (a) every Office-bearer, Ordinary Member of the Council, Public Officer, Executive Director, Patron and any other officer in office immediately before the adoption of these Rules shall continue in office subject to, and shall be deemed to have been appointed under, these Rules;
- (b) any register maintained by Philanthropy Australia immediately before the adoption of these Rules shall be deemed to be a register maintained pursuant to these Rules;
- (c) any regulations or by-laws made, adopted or passed before the adoption of these Rules shall be deemed to have been made as Philanthropy Australia Regulations under these Rules;
- (d) any seal adopted by Philanthropy Australia before the adoption of these Rules as the common seal of Philanthropy Australia shall be deemed to be the common seal which Philanthropy Australia has adopted under these Rules;

- (e) all subcommittees established by the Council and maintained immediately prior to the adoption of these Rules shall be deemed to be Subcommittees established pursuant to Part 11, and shall be regulated as if established under Part 11;
- (f) unless the contrary intention appears in these Rules, all persons, things and circumstances appointed or created by or under the Constitution of Philanthropy Australia in force before the adoption of these Rules shall continue to have the same status, operation and effect after the adoption of these Rules; and
- (g) Within 30 days of the date of adoption of these Rules, the Executive Director shall request from each member which is a Body, notification of the identity of its Registered Representatives, being the details set out in rule 3.1(g)(2).

27 Grievance procedure

- (a) Any dispute under these Rules between:
 - (1) a member and another member; or
 - (2) a member and Philanthropy Australia,
 (a **Dispute**) must, unless all parties to the Dispute otherwise agree, be dealt with under this rule 27.
- (b) Any party to a Dispute (an **Applicant**) may by notice in writing (a **Notice**) served on the Council refer the Dispute to the Council for determination, and if the Applicant does so, the Applicant must serve a copy of the notice upon all other parties to the Dispute.
- (c) The Notice must provide details of:
 - (1) all parties to the Dispute; and
 - (2) the nature and circumstances of the Dispute,
 and may contain such submissions and evidence as the Applicant thinks fit.
- (d) Within 30 days after being served with a Notice, any other party to the Dispute may prepare a written response to the Notice containing such submissions and evidence as the party thinks fit (a **Response**), and if a Response is prepared, the party must serve a copy of the Response on the Council, on the Applicant and on each other party to the Dispute.
- (e) Within 60 days after receipt of a Notice, the Council must conduct a hearing to determine the Dispute (a **Hearing**), at which it must hear any further submissions and evidence any party to the Dispute wishes to present.
- (f) A determination made by the Council under the above procedures is final and binding on all parties to the Dispute.
- (g) No appeal lies from a determination made by the Council to a court.

- (h) Any party to a Dispute may appoint any person to act on behalf of that party in the above procedures.
- (i) The above procedures must be implemented and carried out in accordance with these Rules and the common law rules of natural justice, but otherwise, the Council may control the conduct of a Hearing and the making of a determination as it sees fit.'

APPENDIX 1

Part A (Rule 3.1(d))

APPLICATION FOR MEMBERSHIP BY A NATURAL PERSON

Philanthropy Australia Incorporated ('Philanthropy Australia')

Applicant:_____
Name (please print)_____
Address**Agreement:**

I desire to become a member of Philanthropy Australia, and in the event of my admission as a member, I agree to be bound by:

- the classification of membership determined by the Council of Philanthropy Australia; and
- the Statement of Purposes and Rules of Philanthropy Australia for the time being in force.

Signed by the Applicant_____
Date

APPENDIX 1

Part B (Rule 3.1(d))

APPLICATION FOR MEMBERSHIP BY A BODY

Philanthropy Australia Incorporated ('Philanthropy Australia')

Applicant:

Name (please print)

Address

Agreement:

The Applicant desires to become a member of Philanthropy Australia and in the event of admission as a member, agrees to be bound by:

- the classification of membership determined by the Council of Philanthropy Australia; and
- the Statement of Purposes and Rules of Philanthropy Australia for the time being in force.

Signed for and on behalf
of the Applicant

Date

Name of signatory (please print)

Position/title in the Applicant held by the
signatory**Registered Representatives:****Name:****Address:****Telephone/Fax:****Position/title held:**

1.

Tel:

Fax:

Signature:

2.

Tel:

Fax:

Signature:

3.

Tel:

Fax:

Signature:

By signing above, the Registered Representatives agree to be bound by the Statement of Purposes and Rules of Philanthropy Australia.

APPENDIX 2
(Rule 8.7)

NOTICE OF APPOINTMENT OF PROXY

Philanthropy Australia Incorporated ('Philanthropy Australia')

This notice must be given to the Executive Director no later than 24 hours before the time of the General Meeting in respect of which the proxy is appointed.

Natural person member appointing the proxy:

Name (please print)

Address

Proxy (who must be a member or a Registered Representative of a member of Philanthropy Australia):

Name (please print)

Address

General Meeting/s (together with any adjournment) for which the proxy is appointed:

Type of General Meeting
(Special or Annual)

Date on which the meeting is to be held

Voting:

- The proxy may vote as he or she sees fit; or
- The proxy must vote as follows:

Confirmation:

I appoint the proxy on the above terms.

Signature of natural person member
appointing the proxy

Date

APPENDIX 3
Rule 9.6(a)(1)

NOMINATION TO COUNCIL

Philanthropy Australia Incorporated ('Philanthropy Australia')

Candidate & Position:	
Candidate (please print)	Position to which Candidate is nominated

Proposer:	
I _____ of _____, nominate the Candidate for the Position.	
Signature of Proposer	Date

Secunder:	
I _____ of _____, second the nomination of the Candidate for the Position.	
Signature of Secunder	Date

Consent:	
I _____ of _____, accept my nomination to the Position.	
Signature of Candidate	Date

