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Constitution and Policies

**Based on: Model rules for Organisations incorporated under the
Associations Incorporation Act, 1984**

OBJECTS

Adopted AGM 4th September 2001

CONSTITUTION

No formal document

When Incorporation was registered 7th September, 1989
as Habitat for Humanity Australia (NSW) Inc

The Department of Fair Trading were informed that the Model Rules For Incorporation of Associations would be adopted

Habitat for Humanity Australia N.S.W. Inc
Name changed to
Habitat for Humanity Western Sydney Incorporated
on 28th August 2000
Name changed to
Partner Housing Australasia (Building) Incorporated
on 23rd November 2005

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Part 1 Preliminary

1 Definitions

(2) In these rules:

Documents which collectively define the Organisations' aims, conduct, ethics, policies and procedures

"Code of Conduct" means the document, consistent with the ACFID model code, which defines, for Partner Housing Australasia (Building) Incorporated the Program Principles, Effective Aid and Development, Relationships with Partners, Human Rights, Advocacy, Emergency Management, Integrity in Marketing and Reporting, Annual Reporting, Fundraising, Organisational structure, Integrity and Ethics, Governance, Financial Management, Staff and Volunteers, Complaint-Handling, Compliance with ACFID Code Of Conduct, Assessment of Compliance, and ACFID Code of Conduct Complaints Handling

"Constitution and Policies" means the Governing Instrument, consistent with the New South Wales Model rules for Organisations incorporated under the Associations Incorporation Act, 1984 and the "Code of Conduct", which defines, for Partner Housing Australasia (Building) Incorporated the organisation's basic goals and purposes; the membership of the organisation and members' rights and obligations; the governance structure and processes of the organisation; the frequency and processes for meetings of members (at least annually); the method of appointment/election of officers, their terms of office, any provisions for termination and, where applicable, the basis for their remuneration (details may be specified in a separate policy); the rules for meetings of the governing body, including the frequency of meetings (at least two a year) and the size of a quorum; the powers and responsibilities of the governing body including a statement of the overall responsibility of the governing body; the strategic controls to be exercised by the governing body; the financial controls to be exercised by the governing body; the power of the governing body to delegate authority to officers, staff and others.

"Procedures" means document, consistent with the "Code of Conduct" and the "Constitution and Policies", which describes the roles, duties, authorities and responsibilities of Member and Volunteers, together with detailed procedures of how to undertake specific tasks and activities necessary for the efficient function of the Organisation.

Entities

ACFID means the Australian Council for International Development

Board means the Board of Directors of Partner Housing Australasia (Building) Incorporated, which is the "committee" of the organisation, as defined in the NSW Model Rules

Commissioner means the Commissioner of the Office of Fair Trading.

Director means an elected member of the Board, including Office Bearers

Member means a member of the Organisation, who has been formally admitted by the Board and has paid the designated membership fee

Organisation means Partner Housing Australasia (Building) Incorporated

Staff means the paid employees of a business.

Volunteer means a person or organisation who carries out pro-bono volunteer work on behalf of the Organisation. Such a person may also be a Member and/or Director.

Meetings

Special general meeting means a general meeting of the Organisation other than an annual general meeting.

Legislation and Regulations

Act means the *Associations Incorporation Act 1984*.

Regulation means the *Associations Incorporation Regulation 1999*.

Additional definitions are set out in the Code of Conduct

(3) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(4) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 Membership

2 Membership qualifications

A person is qualified to be a member of the Organisation if, but only if:

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the Organisation at any time after incorporation of the Organisation under the Act,
or
- (b) the person is a natural person:
 - (i) who has been nominated for membership of the Organisation as provided by rule 3, and
 - (ii) who has been approved for membership of the Organisation by the Board of the Organisation.

3 Nomination for membership

- (1) A nomination of a person for membership of the Organisation:
 - (a) must be made by a member of the Organisation in writing or by email in the form set out in Appendix 1 to these rules, and
 - (b) must be lodged with the Secretary of the Organisation.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Board makes that determination, the Secretary must:
 - (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
 - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) the Secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Organisation.

4 Cessation of membership

A person ceases to be a member of the Organisation if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Organisation, or
- (d) fails to pay the required membership fee.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Organisation:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6 Resignation of membership

- (1) A member of the Organisation entitled to resign that membership in accordance with this rule.
- (2) A member of the Organisation may resign from membership of the Organisation by:
 - (a) giving to the Secretary written or verbal notice of the member's intention to resign, or
 - (b) by failing to pay the prescribed membership fee within at least one month of it falling due (or such other period as the Board may determine).
- (3) If a member of the Organisation ceases to be a member under clauses (2), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (4) If a person provides a verbal resignation or fails to pay the required membership fee, the Secretary shall contact the person, either by email or by letter or verbally, confirming that such action constitutes a definite resignation by the person.

7 Register of members

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

8 Fees and subscriptions

- (1) A member of the Organisation must, on admission to membership, pay to the Organisation a fee of \$5 or, if some other amount is determined by the Board, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the Organisation must pay to the Organisation an annual membership fee of \$5 or, if some other amount is determined by the Board, that other amount, before the Annual General Meeting in each calendar year.

9 Members' liabilities

The liability of a member of the Organisation to contribute towards the payment of the debts and liabilities of the Organisation or the costs, charges and expenses of the winding up of the Organisation is limited to the amount, if any, unpaid by the member in respect of membership of the Organisation as required by rule 8.

10 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the Organisation, and disputes between members and the Organisation, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11 Disciplining of members

- (1) A complaint may be made to the Board by any person that a member of the Organisation:

- (a) has persistently refused or neglected to comply with a provision or provisions of the “Code of Conduct”, these rules in the “Constitution and Policies” or the “Procedures”; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Organisation.
- (2) On receiving such a complaint, the Board:
- (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Board may, by resolution, expel the member from the Organisation or suspend the member from membership of the Organisation if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Organisation confirms the resolution under rule 12(5),
- whichever is the latter.

12 Right of appeal of disciplined member

- (1) A member may appeal to the Organisation in general meeting against a resolution of the Board under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the Secretary must notify the Board which is to convene a general meeting of the Organisation to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Organisation convened under clause (3):
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Organisation passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 Board

13 Powers of the Board

Subject to the Act, the Regulation and these rules, the Board of the Organisation shall implement all resolutions passed by the Organisation in general meeting. The Board:

- (a) is to control and manage the affairs of the Organisation, and
- (b) may exercise all such functions as may be exercised by the Organisation, other than those functions that are required by these rules to be exercised by a general meeting of members of the Organisation, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Organisation.

14 Constitution and Membership

- (1) Subject in the case of the first members of the Board to section 21 of the Act, the Board is to consist of:
 - (a) the office-bearers of the Organisation, and
 - (b) a number of Directors, being not less than three (3) or more than nine (9), elected from the membership as determined by each Annual General Meeting before the election takes place,
- (2) The office-bearers of the Organisation are to be:
 - (a) the President and Public Officer
 - (b) the Vice-President
 - (c) the Treasurer, and
 - (d) the Secretary
- (3) Each member of the Board is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Organisation to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) The Organisation (Partner Housing Australasia (Building) Incorporated) has no employees i.e. no staff. The functions of the Organisation are carried out by Volunteers, who are also eligible to serve as Directors.
- (6) The Board must be representative of the Volunteers who make up the Membership. All Directors comprising the Board are to also act as Volunteers serving the organisation.

15 Election of Members

- (1) Nominations of candidates for election as office-bearers of the Organisation or as ordinary members of the Board:
 - (a) must be made in writing, signed by 2 members of the Organisation and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Organisation before commencement of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

16 Secretary

- (1) The Secretary of the Organisation must, as soon as practicable after being appointed as Secretary, lodge notice with the Organisation of his or her address.
- (2) In addition to duties described in the "Procedures", it is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Board,
 - (b) the names of members of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17 Treasurer

In addition to duties described in the "Procedures", it is the duty of the Treasurer of the Organisation to ensure:

- (a) that all money due to the Organisation is collected and received and that all payments authorised by the Organisation are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Organisation, including full details of all receipts and expenditure connected with the activities of the Organisation.

18 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Organisation, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

19 Removal of member

- (1) The Organisation in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Organisation, the Secretary or the President may send a copy of the representations to each member of the Organisation or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Meetings and quorum

- (1) The Board shall meet at least four (4) times per year, once in each quarter at such place and time as the Board may determine.
- (2) Each Board meeting shall consider and deliberate the reports and financial statements related to the previous quarter, in addition to future plans and activities of the organisation.
- (3) Additional meetings of the Board may be convened by the President or by any member of the Board.

- (4) Written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under clause (4) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (6) Any three (3) members of the Board, meeting in the designated meeting place, constitute a quorum for the transaction of the business of a meeting of the Board.
- (7) Members of the Board, in addition to the three forming the quorum at the designated meeting place, may either:
 - (a) participate at the designated meeting place; or
 - (b) may participate in the meeting for the all or part of the duration of the meeting by telephone, skype or other real-time electronic means of communication. In such circumstances, they shall be counted as attending, participating in and voting in the meeting. Such arrangements shall be recorded in the minutes.
- (8) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (9) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (10) At a meeting of the Board:
 - (a) the President or, in the President's absence, the Vice President is to preside, or
 - (b) if the President and the Vice President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

21 Delegation by Board to sub-Board

- (1) The Board may, by instrument in writing, delegate to one or more sub-Boards (consisting of such member or members of the Organisation as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-Board under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-Board in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Board acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-Board may meet and adjourn, as it thinks proper.

22 Voting and decisions

- (1) Questions arising at a meeting of the Board or of any sub-Board appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-Board present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-Board appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20(5), the Board may act despite any vacancy on the Board.

- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-Board appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-Board.

Part 4 General meeting

23 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the Organisation, the Organisation must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Organisation, convene an annual general meeting of its members.
- (2) The Organisation must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Organisation.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

24 Annual general meetings – calling of and business at

- (1) The annual general meeting of the Organisation is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board reports on the activities of the Organisation during the last preceding financial year,
 - (c) to elect office-bearers of the Organisation and ordinary members of the Board,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25 Special general meetings – calling of

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Organisation.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Organisation.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by the Organisation for any expense so incurred.

26 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Organisation, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Organisation, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27 Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved,
and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

28 Presiding member

- (1) The President or, in the President's absence, the Vice President, is to preside as chairperson at each general meeting of the Organisation.
- (2) If the President and the Vice President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Organisation stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30 Making of decisions

- (1) A question arising at a general meeting of the Organisation is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Organisation, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Organisation, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31 Special resolution

A resolution of the Organisation is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Organisation as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

32 Voting

- (1) On any question arising at a general meeting of the Organisation a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Organisation unless all money due and payable by the member or proxy to the Organisation has been paid, other than the amount of the annual subscription payable in respect of the then current year.

33 Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part 5 Miscellaneous

34 Insurance

The Organisation may effect and maintain insurance.

35 Funds – source

- (1) The funds of the Organisation are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Organisation in general meeting, such other sources as the Board determines.
- (2) All money received by the Organisation must be deposited as soon as practicable and without deduction to the credit of the Organisation's bank account.
- (3) The Organisation must, as soon as practicable after receiving any money, issue an appropriate receipt.

36 Funds – management

- (1) Subject to any resolution passed by the Organisation in general meeting, the funds of the Organisation are to be used in pursuance of the objects of the Organisation in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the Organisation, being members or employees authorised to do so by the Board.

37 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Organisation.

38 Common seal

- (1) The common seal of the Organisation must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the public officer or Secretary.

39 Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Organisation.

40 Inspection of books

The records, books and other documents of the Organisation must be open to inspection, free of charge, by a member of the Organisation at any reasonable hour.

41 Service of notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Part 6 Additional Provisions

42 Objects

Partner Housing Australasia (Building) Incorporated is a christian ministry working with families, volunteers and donors to provide building services, financial assistance and nurture for the provision of affordable housing and village infrastructure to those in need in Australia and the Asia-Pacific region.

The particular objects of the Organisation are:

- (a) to reduce and eventually eliminate poverty housing and homelessness in Australia and the Asia-Pacific region, by enabling the building or renovation of adequate and basic housing and by providing the means for homelessness and disadvantaged persons and families to acquire such housing;
- (b) to dispense relief directly to persons and families in the community suffering from poverty, sickness, destitution and homelessness;
- (c) to enable needy and marginalised persons and families to build hope and dignity and to nurture self respect in such persons and families through the provision of simple, decent and affordable places to live with reliable village infrastructure;
- (d) to help such persons and families to help themselves and to encourage them to work in Organisation with Partner Housing in achieving the goal of providing a simple, decent and affordable place to live through home ownership and reliable village infrastructure.

Partner Housing's principal mission is in designing and building simple, decent, affordable housing and reliable village infrastructure that relate directly to the improvement of the daily lives of poor people in villages in developing countries. This includes:

- Houses
- Village community centres
- Village schools
- Village clinics
- Access roads to the above
- Water collection (e.g. wells & tanks) and reticulation to the above
- Septic systems and latrines to the above
- Hospitals

43 Christian Identity

- (1) Partner Housing Australasia (Building) Incorporated shall ensure that its programs and procedures reflect christian values of love and compassion to care for people less fortunate than ourselves.
- (2) Partner Housing Australasia (Building) Incorporated is non-denominational, does not evangelise and does not discriminate in the dispensation of donations or services, which are available to all people in need, irrespective of religion or race.

44 Constitution and Policies

- (1) The activities of the Organisation, its Members and its Board, and the principles and procedures by which they operate, shall be in accordance with this "Constitution and Policies", the "Procedures" and the "Code of Conduct".

- (2) This “Constitution and Policies” document has been developed from the NSW Model Rules, modified where appropriate to suit the particular requirements of the Organisation by one or more General Meetings of the organisation.
- (3) This “Constitution and Policies” document, the “Procedures” and the “Code of Conduct” apply to all Partner Housing Australasia (Building) Incorporated Directors, Members, Volunteers, Visitors and Contractors.
- (4) This “Constitution and Policies” document, the Procedures and the “Code of Conduct” also apply to all Partner Organisations and their Board Members, Directors, Volunteers and Contractors implementing activities funded by or through Partner Housing via the relevant Memoranda of Understanding with those partners.

45 Procedures & Code of Conduct

- (1) The Organisation, its Members and its Board shall operate and act in accordance with the “Procedures” and “Code of Conduct” documents, which have been developed from and describe the practical application of, this “Constitution and Policies” document.
- (2) The “Procedures” and “Code of Conduct” may be developed, adopted and implemented by the Board, provided they remain consistent with the intent of the “Constitution and Policies” consistent with each other.

46 Availability of the Constitution and Policies; Procedures and Code of Conduct

The “Constitution and Policies”; Procedures and “Code of Conduct” shall be made available for inspection and use as follows:

- (a) A printed copy shall be tabled at each Annual General Meeting,
- (b) An electronic copy shall be circulated to each Director as part of the Agenda of the Board Meeting immediately preceding the Annual General Meeting;
- (c) An electronic copy shall be posted to the public access part of the Organisation’s website www.PartnerHousing.org .

47 Voluntary Participation

Members, Volunteers and Directors of the organization shall participate and offer their services on a pro-bono voluntary basis, and shall not derive any financial benefit from their involvement.

48 Duration of Voluntary Participation

The Organisation shall:

- (a) Encourage Directors to serve continuously for a period of not less than two years
- (b) Encourage Volunteers to serve continuously for a period of not less than one year
- (c) Encourage Directors to recruit people with suitable skills to serve as Members, Volunteers and future Directors.

49 Financial Contributions

- (1) The Organisation recognises and appreciates that Members, Volunteers and Directors give freely of their time and other valuable resources. Directors must be financial members of Partner Housing,
- (2) Members shall pay an annual fee of \$ 5.00, and payments for up to five years membership (\$ 25.00) may be made in advance.
- (3) Whilst Directors and Volunteers are also encouraged to make additional donations to the Organisation, there is no obligation to do so.
- (4) The Organisation shall regularly seek funds and goods-in-kind from the most appropriate sources.

50 Overseas Assignments

- (1) The Organisation encourages Volunteers to extend their pro-bono services to include activities overseas, such as supervising, mentoring, training, auditing or assessing projects.
- (2) The Organisation recognises the significant cost involved in such overseas activities; and will reimburse the Volunteer's reasonable travel, accommodation and sustenance costs under the circumstances and procedures approved by the Board.

51 Orientation and Training

- (1) Each Director shall receive an orientation package once per year.
- (2) Volunteers may attend any relevant training programs, commensurate with the proportion of time engaged by the organisation. Partner Housing shall meet all costs associated with such training.

52 Financial Control and Audit

- (1) A current plan shall be prepared and adopted annually, including:
 - (a) An annual operating budget
 - (b) An annual resource development plan (land, money, volunteers and goods-in-kind)
 - (c) A five year plan including program goals. (The plan may cover a longer period if appropriate.)
- (2) The Board shall meet at least four (4) times per year, once in each quarter at such place and time as the Board may determine.

Each Board meeting shall consider and deliberate the reports and financial statements related to the previous quarter, in addition to future plans and activities of the organisation.
- (3) The finances and accounts of the Organisation shall be audited annually by a qualified and independent auditor and presented to the Annual General Meeting.

53 Winding Up

In the event of the winding up or the cancellation of the incorporation of the Organisation, Partner Housing Australasia (Building) Incorporated nominates that:

- (a) The balance of its tax-deductible overseas account shall be vested in the tax-deductible overseas fund of Habitat for Humanity Australia Incorporated (an incorporated Organisation); and
- (b) The remainder of its surplus property shall be vested in the tax-deductible overseas fund of Habitat for Humanity Australia Incorporated (an incorporated Organisation).

54 Privacy Policy

- (1) The Organisation shall ensure that people who use the Organisation's services are always treated with dignity and respect, and shall respect people's right to privacy by safeguarding their personal information.
- (2) The implementation, reporting and monitoring compliance with this policy shall be as set out in the "Procedures".

55 Child Protection Policy

- (1) The Organisation shall ensure that its activities do not in any way harm, or contribute to harm to children, either directly or indirectly.
- (2) The Organisation shall not participate in, or condone, child abuse or exploitation.
- (3) The Organisation shall not participate with organisations or individuals involved in activities that could be associated, either directly or indirectly, with child abuse or exploitation; or if they pose any risk to children's safety or wellbeing.
- (4) The implementation, reporting and monitoring compliance with this policy shall be as set out in the "Procedures".

56 Anti-terrorism Policy

- (1) The Organisation shall ensure that its activities do not contribute in any way to, either directly or indirectly, to the spread of terrorism.
- (2) The Organisation shall not participate in political activism or terrorism.
- (3) The Organisation shall not participate with organisations involved in political activities or the like, or any organisation that could be that could be associated directly or indirectly with terrorism.
- (4) The implementation, reporting and monitoring compliance with this policy shall be as set out in the "Procedures".

57 Complaints Handling Policy

- (1) The Organisation recognises the importance and value of listening and responding to concerns and complaints. Receiving concerns and complaints is one of the most important ways of learning what we need to do to improve our work.
- (2) This policy applies to all our people – volunteers and partner organisations – and they are familiarised with it. Those with particular relevant responsibilities are trained in its application.
- (3) Access to the complaint handling process is free of charge to complainants.
- (4) The Organisation shall address all complaints in an equitable, fair and unbiased manner using evidence submitted by both the complainant and our personnel through the complaint handling process.
- (5) The implementation, reporting and monitoring compliance with this policy shall be as set out in the "Procedures" and the "Code of Conduct".

58 Non-development Activity Policy

- (1) The Organisation offers two basic services:
 - Pro-Bono "Design and Help-desk" Engineering Services to other NGOs and governments of smaller developing Asia-Pacific countries.
 - Finance, Design, Materials Supply, Supervision, Mentoring and Training for village infrastructure and housing projects.
- (2) Funds and resources raised by the Organisation are used exclusively for these two activities.
- (3) The Organisation is not involved in, and does not permit its funds to be used for non-development activities or to achieve religious or political outcomes.
- (4) The implementation, reporting and monitoring compliance with this policy shall be as set out in the "Procedures" and the "Code of Conduct".

(1) Establishment of the Relief Fund

The Partner Housing Australasia (Building) Incorporated Overseas Aid Fund (**Relief Fund**) is under the authority of the Partner Housing Australasia (Building) Incorporated "Constitution and Policies" and "Procedures".

Partner Housing Australasia (Building) Incorporated is an organisation declared by the Minister for Foreign Affairs to be an 'approved organisation'. Partner Housing Australasia (Building) Incorporated must maintain its status as an approved organisation so long as it seeks or has obtained endorsement of the Relief Fund from the Australian Taxation Office (ATO).

Partner Housing Australasia (Building) Incorporated must maintain the Relief Fund in accordance with these Rules for so long as it seeks or has obtained endorsement as a deductible gift recipient (**DGR**) from the ATO, or Partner Housing Australasia (Building) Incorporated is named as a DGR in the Income Tax Assessment Act 1997 (**ITAA97**).

(2) Objects

The purpose of the Relief Fund is to raise, receive and distribute funds in accordance with the objects of the Relief Fund as set out below.

The exclusive purpose of the Relief Fund is to provide relief to people in developing countries as certified by the Australian Minister for Foreign Affairs for the purposes of the Overseas Aid Gift Deductibility Scheme established by the ITAA97.

(3) Administration of the Relief Fund

The following general rules apply to the administration of the Relief Fund.

Gifts kept separate

Partner Housing Australasia (Building) Incorporated must maintain a separate bank account for the Relief Fund.

Gifts to be Credited to Relief Fund

The following must be credited to the Relief Fund:

- All gifts of money or property to Partner Housing Australasia (Building) Incorporated for the Objects.
- All money or property received by Partner Housing Australasia (Building) Incorporated because of those gifts.

No other money or property may be credited to the Relief Fund.

Partner Housing Australasia (Building) Incorporated must use any gifts, money or property referred to in this clause only for the purposes of the Objects.

Receipts to issue in name of the Relief Fund

All receipts for gifts made to the Relief Fund must include:

- The name of the Relief Fund;
- The fact that the receipt is for a gift; and
- The Australian Business Number of Partner Housing Australasia (Building) Incorporated.

Public invited to contribute

The Australian public will be engaged to make gifts to the Relief Fund for the purposes of carrying out the Objects.

Management Board

The Relief Fund is to be managed by the Board of Directors of Partner Housing Australasia (Building) Incorporated, elected in accordance with Partner Housing Australasia (Building) Incorporated's "Constitution and Policies". Through the process of nomination and election of Directors, the Members of Partner Housing Australasia (Building) Incorporated must ensure that the majority of the Directors are persons having a degree of responsibility to the general community by reason of their occupation or standing in the community.

Tax Office to be Advised of Changes

Partner Housing Australasia (Building) Incorporated must inform the ATO of any alterations made to these Rules.

(4) No profits for Members

Subject to the clause below, all of the assets and income of the Relief Fund shall be applied solely to further the Objects, and no portion shall be distributed directly or indirectly to any Member or individual.

Nothing in the clause above prevents the payment, in good faith, of an amount, calculated on arms length terms, in respect of:

- Remuneration payable for services actually rendered to the Relief Fund; or
- Goods or services actually supplied to the Relief Fund by a Member in the ordinary and usual course of the Member's business.

(5) Winding up of Relief Fund

If the Relief Fund is wound up, or if Partner Housing Australasia (Building) Incorporated ceases to be a DGR for any reason, any surplus assets of the Relief Fund remaining after the payment of liabilities attributable to it will not be paid to or distributed among the Members of Partner Housing Australasia (Building) Incorporated, but must be transferred to a fund, authority or institution which satisfies the following requirements:

- It is a fund, authority or institution to which to which income tax deductible gifts can be made;
- It has objects similar to the objects of Partner Housing Australasia (Building) Incorporated; and
- Its constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of its "Constitution and Policies" document.

This is to be determined by the Management Board at or before the time of winding up of the Relief Fund. Subject to review at the time of winding up, the nominated recipient of the Relief Fund shall be Habitat for Humanity Australia. See also the "Winding Up" policy, as it relates to the other assets of the organisation.

Part 7 Forms

These forms are those required for use in the context of the "Constitution and Policies".

Additional forms for operational uses are set out in "Procedures".

60 APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Rule 3 (1)

Partner Housing Australasia (Building) Incorporated (incorporated under the *Associations Incorporation Act 1984*).

I, *(full name)*

of *(address)*

(occupation)

hereby apply to become a member of the above-named incorporated Organisation.

In the event of my admission as a member, I agree to be bound by the rules of the Organisation for the time being in force.

Signature: *(insert signature of applicant)*

Date: *(insert date)*

I, *(full name)*
a member of the Organisation, nominate the applicant, who is personally known to me, for membership of the Organisation.

Signature: *(insert signature of proposer)*

Date: *(insert date)*

I, *(full name)*
a member of the Organisation, second the nomination of the applicant, who is personally known to me, for membership of the Organisation.

Signature: *(insert signature of seconder)*

Date: *(insert date)*

If a formal signature has been included (preferred), please delete the following declaration.

If this form is lodged by email and a formal signature has not been included, please insert your full name and phone number at the end of the following declaration. Declaration: *I confirm the above authorisation of a proxy is correct, and confirm that I have been unable to insert a formal signature. I am available to verbally confirm this declaration if contacted by telephone.*

Full name:

Telephone number:

61 APPOINTMENT OF PROXY

Rule 3 (1)

I, _____ (*full name*)

of _____ (*address*)

being a member of Partner Housing Australasia (Building) Incorporated

hereby appoint _____ (*full name of proxy*)

of _____ (*address*)

being a member of that incorporated Organisation, as my proxy to vote for me on my behalf at the general meeting of the Organisation (annual general meeting or special general meeting, as the case may be) to be held on the

_____ day of _____ . (*month and year*)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of ~~Against~~ (amend as appropriate) the resolution:
(insert details)

Signature: _____ (*insert signature of member appointing proxy*)

Date: _____ (*insert date*)

NOTE: A proxy vote may not be given to a person who is not a member of the Organisation.

If a formal signature has been included (preferred), please delete the following declaration.

If this form is lodged by email and a formal signature has not been included, please insert your full name and phone number at the end of the following declaration. Declaration: *I confirm the above authorisation of a proxy is correct, and confirm that I have been unable to insert a formal signature. I am available to verbally confirm this declaration if contacted by telephone.*

Full name:

Telephone number:

Rule 15

I, *(insert full name of nominator)*
being a member of Partner Housing Australasia (Building) Incorporated, hereby nominate;

and

I, *(insert full name of seconder)*
being a member of Partner Housing Australasia (Building) Incorporated, hereby second

(insert full name of nominee)
to be a Board Member of Partner Housing Australasia (Building) Incorporated.

Signature *(insert signature of nominator)*

Signature *(insert signature of seconder)*

I, *(insert full name of nominee)*
being a member of Partner Housing Australasia (Building) Incorporated, hereby accept the
abovementioned nomination.

Signature: *(insert signature of nominee)*

Date: *(insert date)*

If a formal signature has been included (preferred), please delete the following declaration.

If this form is lodged by email and a formal signature has not been included, please insert your full name and phone number at the end of the following declaration. Declaration: *I confirm the above authorisation of a proxy is correct, and confirm that I have been unable to insert a formal signature. I am available to verbally confirm this declaration if contacted by telephone.*

Full name:

Telephone number: