

Constitution

ONE Foundation International Inc.

Under the Associations Incorporation Act 1985

Contents

Part 1 – Preliminary	4
1. Definitions	4
2. Associated Relationships	5
3. Purpose and Objectives of the Association	5
4. Powers of the Association	6
Part 2 – Membership.....	6
5. Membership.....	6
6. Cessation of membership.....	7
7. Membership entitlements not transferable	7
8. Resignation of membership.....	8
9. Register of members	8
10. Members’ liabilities	8
Part 3 - The Board	9
11. Powers of the Board.....	9
12. Composition and membership of the Board	9
13. Election of Board members	9
14. Secretary.....	10
15. Treasurer.....	10
16. Casual vacancies	11
17. Disclosure of Interest.....	11
18. Removal of Board members.....	12
19. Board meetings and quorum	12
20. Delegation by the Board to sub-committee	13
21. Voting and decisions	13
22. The Seal.....	14
Part 4 - General meetings	14
23. Annual general meetings - holding of.....	14
24. Annual general meetings - calling of and business at	14
25. Special general meetings - calling of.....	15
26. Notice	15
27. Quorum for general meetings.....	16
28. Presiding Board member.....	16
29. Adjournment	16
30. Making of decisions.....	17
31. Special and ordinary Resolutions	17
32. Voting	17
33. Proxy votes.....	17
Part 5 – Finances	17
34. Insurance	18
35. Funds – source.....	18
36. Funds management	18
37. Accounts management.....	18
38. Prohibition against securing profits for members.....	19
Part 6 – Miscellaneous	19
39. Dispute Resolution	19
40. Change of name, objects and constitution	19
41. Custody of books.....	19
42. Inspection of books	19
43. Financial year	20
44. Winding Up.....	20

45. Application of Surplus Assets	20
46. Rules	20
Signed and Dated by the Board of ONE Foundationa International.....	21
Appendix 1 Application for Membership of Association	22

Part 1 - Preliminary

1. Definitions

1.1 In this constitution:

“Act”	means the Associations Incorporation Act 1985
“Regulations”	means the South Australian Associations Incorporated Regulations 1985
“Name”	the name of the association is ONE Foundation International Inc.
“Board”	means the Management Board of the Association
“Member”	means a member of the Association who is a member of the Board
“Office-Bearer”	means a member of the Management Board of the Association who holds an official position of office
“Board Member”	means a member of the Management Board of the Association who is not an Office-Bearer
“President”	means the Presiding member or Chairman of the Board of the Association
“Secretary”	means the person holding office under this constitution as secretary of the Association
“Treasurer”	means the person holding office under this constitution as Treasurer of the Association
“Public Officer”	means the person appointed by way of resolution by the Board subject to the Associations Incorporation Act 1985
“Board meeting”	means a meeting of the members of the Management Board of the Association convened in accordance with these rules other than an Annual General Meeting.
“General meeting”	<i>means a meeting that can be called by the Board at any time</i>
“AGM”	<i>means an annual general meeting as prescribed by the Act</i>

1.2 In this constitution:

- (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.

2. Associated Relationships

- 2.1 ONE Foundation International has convened a partnership with IGC Foundation SE Asia for the purpose of meeting its objectives across multiple geographical locations.
- 2.2. ONE Foundation International may convene partnerships with other organisations for the purpose of meeting its objectives in multiple geographical locations.
- 2.3 ONE Foundation International engages in these associated relationships as a means to administer programs in locations outside of Australia.

3. Purpose and Objectives of the Association

3.1 Purpose

To relieve the poverty, suffering and helplessness of the underprivileged and marginalised through developing comprehensive and effective programmes that empower vulnerable children, families and their wider communities toward living independent and purposeful lives.

3.2 Objectives

- a) To help children and families disadvantaged by poverty, tragedy or circumstances in a meaningful, positive and practical manner.
- b) To develop, support and administer projects which are to the benefit of communities.
- c) To develop and fund child and family education sponsorship programs for the underprivileged and marginalised by the establishment of specific education projects with the assistance of carefully scrutinised fully accountable indigenous partners in developing nations.
- d) To provide guidance and finance to carefully selected and accountable indigenous partners for the construction and development of schools, clinics, vocational training centres, agricultural initiatives and clean water/environmental projects as required.
- e) To assist in the provision of emergency and medical aid during periods of crisis and/or natural disaster as required by our partner organisations.
- f) To equip community leaders, teachers and humanitarian workers through our partners, by providing training and support, equipment, books, to effectively empower others to achieve self-reliance in community health, education and vocational training.
- g) To visit recipient partners and build meaningful relationships, to direct, support and encourage field work, and develop

accountability systems to ensure effective monitoring and reporting of projects.

- h) To promote the work of partner organisations to encourage financial, material and professional support for the suffering, poor and needy in developing nations.

4. Powers of the Association

The Association shall have all the powers conferred by Division 4 – *Powers of an Incorporated Association*, Section 25 of the Act.

For the purpose of carrying out its objects, an incorporated association may, subject to this Act and its rules –

- (a) Acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) Administer any property on trust; and
- (c) Open and operate ADI accounts; and
- (d) Invest its moneys –
 - (i) In any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) In any other manner authorised by the rules of the association; and
- (e) Borrow money upon such terms and conditions as the association thinks fit; and
- (f) Give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- (g) Appoint agents to transact any business of the association on its behalf; and
- (h) Enter into any other contract it considers necessary or desirable.

Part 2 – Membership

5. Membership

- 5.1 A person is eligible to be a member of the Board if:
 - (a) the person is a natural person, 18 years and over, and
 - (b) the person has been nominated and approved for membership of the association.
- 5.2 A person is taken to be a member of the association if:
 - (a) the person is a natural person, 18 years and over, and
 - (b) the person was:

- (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
- (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
- (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association, or
- (iv) one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

5.3 Nomination for Individual Membership

- (i) A nomination of a person for membership may be made by any member of the Board of the association:
 - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary of the association.
- (ii) 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.
- (iii) 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).

6. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association by the Board.

7. Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person, and

(b) terminates on cessation of the person's membership.

8. Resignation of membership

- 8.1 A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 8.2. If a member of the association ceases to be a member under subclause (1), 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.

9. Register of members

- 9.1 The secretary of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member and if applicable, the date of, and reason (s) for termination of membership
- 9.2 The register of members must be kept in South Australia:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- 9.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 9.4. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- 9.5 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any,

unpaid by the member in respect of membership of the association as required by clause 8.

Part 3 - The Board

11. Powers of the Board

- (a) The Board as a body shall have as conferred by section 25 of the Act power to administer and manage all its affairs by a majority vote of those present and entitled to vote. The Board has the management and control of the funds and other property of the association. The Board shall have the power to appoint persons or subcommittees from time to time to carry out its functions.
- (b) The Board shall appoint a Public Officer as required by the Act.
 - (i) The Public Officer may/may not be a member of the Association.
 - (ii) The Public Officer may hold other roles within the Association but cannot hold a position as auditor.
 - (iii) The Public Officer shall perform all duties necessary as the central contact person for the general public and Consumer and Business Services (CBS).

12. Composition and membership of the Board

- 12.1. The Board is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least 3 ordinary Board members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- 12.2 The office-bearers of the association are as follows:
 - (a) the president/Chair,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- 12.3 A Board member may hold up to 2 offices (other than both the president and vice-president offices).
- 12.4 Each member of the Board is, subject to this constitution, to hold office for the term of office as determined by the Board. The member is then eligible for re-election at the end of their term at the following annual general meeting.

13. Election of Board members

- 13.1 Nominations of candidates for election as office-bearers of the association or as ordinary Board members:

- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting or general meeting at which the election is to take place.
- 13.2 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.
- 13.3 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies at any other meeting convened by the Board.
- 13.4 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 13.5 The ballot for the election of office-bearers and ordinary Board members is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

14. Secretary

- 14.1 The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- 14.2 It is the duty of the secretary or delegated by the Board to keep minutes of:
 - (a) all appointments of office-bearers and members of the Board, and
 - (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.
- 14.3 Minutes of proceedings at a meeting must be signed by the president of the meeting or by the president of the next succeeding meeting.
- 14.4 Proper minutes of all proceedings of general meetings of the association and of its meetings of the Board shall be recorded at the meeting and distributed to each board member within seven (7) days following the meeting. A hard copy master files is to be kept at all times.

15. Treasurer

It is the duty of the treasurer of the association to ensure:

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

and expenditure connected with the activities of the association.

16. Casual vacancies

- 16.1 In the event of a casual vacancy occurring on the Board, a member of the Board may nominate a new member to fill the vacancy and the member so appointed is to hold office, subject to this constitution.
- 16.2 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 association, 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 clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

17. Disclosure of Interest

- 17.1 A Board member who has any direct or indirect pecuniary interest in a contract or proposed contract, or has any other perceived conflict of interest with the Association ("conflict of interest"), must as soon as he or she becomes aware of his or her conflict of interest, disclose the nature and extent of the conflict of interest to the Board and must disclose the nature and extent of the conflict of interest at the next Annual General Meeting of the Association.
- 17.2 A Board member who has any conflict of interest with the Association must not take part in any decision of the Board with respect to subject matter which in any way relates to the said conflict of interest

18. Removal of Board members

The Board by at least half plus one (three quarters majority) of current Board members at a duly convened Board meeting, may disqualify and expel a Board member, where that Board member;

- a) Acts in a manner contrary to the purposes and ideals of the Association, or brings the Association into disrepute.
- b) Is absent from at least 50% of the Board meetings in any calendar year,
- c) Comes within the ambit of the matters stated in Part 4 – *Management of Internal Affairs, The Committee*, Division 1, and Section 30 of the Associations Incorporations Act 1985. – Certain Persons not to be members of the committee

19. Board meetings and quorum

- 19.1 No business shall be transacted at any Board meeting unless a quorum of members is present at the time when the meeting proceeds to business. If two or more venues are used for the meeting, members may be deemed to be present if the technology so used provides such members as a whole a reasonable opportunity to participate.
- 19.2 The Board must meet at least 6 times per year within the period of 12 months at such place and time as they may determine.
- 19.3 Additional meetings of the Board may be convened by the president or by any member of the Board.
- 19.4 Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 5 days (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.
- 19.5 Notice of a meeting given under subclause (3) 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.
- 19.6 Any 4 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board and include those members to be deemed present if the technology so used proved such members a reasonable opportunity to participate.
- 19.7 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. Or, if two venues or more are used for the meeting and the technology used may involve time delays.
- 19.8 If at the adjourned meeting a quorum, including those members to be deemed present if the technology so used provides such members a reasonable opportunity to participate, is not present within half an hour of the time appointed for the meeting. Or, if two venues or more are

used for the meeting and the technology used may involve time delays, the meeting is to be dissolved.

19.9 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.

20. Delegation by the Board to sub-committee

20.1 The Board may, by instrument in writing, delegate to one or more sub-committees 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.

20.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

20.3 A delegation under this clause 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.

20.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.

20.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

20.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

20.7 A sub-committee may meet and adjourn as it thinks proper.

21. Voting and decisions

21.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

21.2 Each member present at a meeting of the Board or of any sub-committee 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.

- 21.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee 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-committee.

22. The Seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Board of Management, and every use of the seal shall be recorded in the minute book/records of the Association. The affixing of the seal shall be witnessed by the Presiding Member/President and the Secretary

Part 4 - General meetings

23. Annual general meetings - holding of

- 23.1 The association must hold its annual general meetings:
- (a) within 5 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual general meetings - calling of and business at

- 24.1 The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Board thinks fit.
- 24.2 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 association during the last preceding financial year (c) The Board shall confirm its members for the ensuing year. If the Board do not confirm an appointment a decision shall then be made on the basis of a 2/3rds majority of a vote of the current Board members.
The appointment of Auditors if required.
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

- 24.3 An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings - calling of

- 25.1 The Board may, whenever it thinks fit, convene a special general meeting of the association.
- 25.2 The Board must, on the requisition in writing of a minimum of 2 Board members, convene a special general meeting of the association.
- 25.3 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.
- 25.4 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.
- 25.5 A special general meeting convened by a member or members as referred to in subclause (26.4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

26. Notice

- 26.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 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.
- 26.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 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 subclause (27.1), the intention to propose the resolution as a special resolution.
- 26.3 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 subclause 24.2.
- 26.4 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. Quorum for general meetings

- 27.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 27.2 Five Board members present constitute a quorum for the transaction of the business of a general meeting.
- 27.3 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.
- 27.4 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 Board members present (being at least 5) are to constitute a quorum.

28. Presiding Board member

- 28.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- 28.2 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

- 29.1 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.
- 29.2 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 association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 29.3 Except as provided in subclauses (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

- 30.1 A question arising at a general meeting of the association is to be determined by either:
- (a) a show of hands, or
 - (b) if 4 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- 30.2 If the question is to be determined by a show of hands, 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 association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 30.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31. Special and ordinary Resolutions

- 31.1 A special resolution is a special resolution as defined in the Act,
- 31.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

32. Voting

- 32.1 On any question arising at a general meeting of the association a member has one vote only.
- 32.2 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.

33. Proxy votes

Proxy voting must not be undertaken at or in respect of a general meeting.

Part 5 – Finances

Accounts and Audits

34. Insurance

The association may effect and maintain insurance.

35. Funds – source

- 35.1 The funds of the association are to be derived from donations and bequests, subject to any resolution passed by the association in general meeting, such other sources as the Board determines.
- 35.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- 35.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Funds management

- 36.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Board determines.
- 36.2 All electronic payments, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorised by at least any 2 members of the Board or employees of the association authorised to do so by the Board.

37. Accounts management

- 37.1 Accounts to be kept:
The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
- 37.2 Accounts and reports to be laid before members:
The accounts, together with the auditor's report on the accounts, the board's statements and the boards report shall be laid before members at the annual general meeting. Refer to section 35 (6) of the Act.
- 37.3 Annual Return:
The annual (periodic return) shall be lodged with the Office of Consumer and Business Affairs within 6 months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the board's statement, and the board's report.
- 37.4 Appointment of the auditor:
 - 37.4.1 At each annual general meeting, the members shall appoint a person to be auditor of the association.
 - 37.4.2 The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
 - 37.4.3 If an appointment is not made at the annual general meeting, the board shall appoint an auditor for the current financial year.

38. *Prohibition against securing profits for members*

The income and capital of the association shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association

Part 6 – Miscellaneous

39. *Dispute Resolution*

- a) the dispute resolution procedure set out in this rule applies to disputes under these Rules between:
 - (i) a member and another member
 - (ii) a member and the association
- b) the parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before any independent third person agreed to by the parties.
- d) In this rule “member” includes any person who was a member not more than six months before the dispute occurred.

40. *Change of name, objects and constitution*

An application to the Director-General for registration of a change in the association’s name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Board member.

41. *Custody of books*

Except as otherwise provided by this constitution, 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 association.

42. *Inspection of books*

- 42.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all Board meetings and general meetings of the association.

43. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

44. Winding Up

The Association may be wound up in the manner provided for in the Act.

If ONE Foundation International is wound up or its endorsement as a deductible gift recipient is revoked, whichever occurs first, any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- Gifts of money or property for the principal purpose of the organisation
- Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- Money received by the organisation because of such gifts and contributions.

45. Application of Surplus Assets

If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to a non-profit organisation which have similar purpose and objectives to the association.

46. Rules

These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

**Signed and Dated on behalf of the Board of ONE
Foundation International**

Mr. Steve Buck

(Chairman)

SIGNED AND SEALED

ON THIS DAY:

21st Day of November 2017

Appendix 1 Application for Membership of Association

(Clause 3 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

.....

[name of association]

Incorporated (incorporated under the *Associations Incorporation Act 1985*)

I, ...

[full name of applicant]

of

[address]

.....

[occupation]

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....

Signature of applicant

Date

I, ...

[full name]

a member of the association, nominate the applicant for membership of the association.

.....

Signature of proposer

Date

I, ...

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....

Signature of seconder

Date