

# Rules of Kenya Aid Incorporated

Dated 1/09/2006

# Kenya Aid Incorporated

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# 1 Definitions and interpretation

## 1.1 Definitions

In these Rules:

**Act** means the Associations Incorporation Act 1984 (NSW).

**Association** means Kenya Aid Incorporated.

**Commissioner** has the meaning given in the Act.

**Committee** means the committee of the Association constituted under rule 6.2.

**Committee Member** means a member elected to the Committee under rule 6.2.

**Member** means a member of the Association.

**President** means the person elected to this position under rule 6.3.

**Public Officer** means the person appointed as the Public Officer under rule 6.9.

**Regulation** means the Associations Incorporation Regulation 1999 (NSW).

**Rules** means these rules as altered or added to from time to time and a reference to a provision of these Rules is a reference to that provision as altered or added to from time to time.

**Secretary** means:

- (a) the person holding office under these Rules as Secretary of the Association; or
- (b) where no such person holds that office - the Public Officer of the Association.

**Special General Meeting** means a general meeting of the Association other than an annual general meeting.

**Treasurer** means the person holding office under these Rules as Treasurer of the Association.

**Vice-President** means the person elected to this position under rule 6.3.

## 1.2 Interpretation

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.

## 1.3 Interpretation Act 1987

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.

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## **2 Name**

The name of the Association is Kenya Aid Incorporated.

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## **3 Charity and objects**

### **3.1 Charitable institution**

The Association is established as a charitable institution and will:

- (a) operate principally in Australia to raise funds to enable medical services to be provided to poor areas of the world (initially, in Kenya) to relieve suffering primarily through the establishment and maintenance of medical clinics and related health education and prevention activities; and
- (b) only pursue charitable purposes.

### **3.2 Objects**

Subject to rule 3.1, the objects of the Association are:

- (a) to provide or assist in providing medical services in poor areas of the world (initially, in Kenya) by the means mentioned in rule 3.1(a) either directly to the persons concerned, or in co-operation with other agencies and organisations;
- (b) to obtain and provide information relevant to the attainment of its primary objective as stated in rule 3.1(a);
- (c) assist in or make provision for the education and information of local communities;
- (d) make provision for or assist in planning, building and maintaining medical clinics in poor areas of the world (initially, focussing on poor areas of Kenya);
- (e) assist in or make provision for the training of persons in attainment of the object stated in rule 3.1(a);
- (f) assist persons financially or otherwise to attain the object stated in rule 3.1(a);
- (g) contribute moneys to persons, organisations or agencies on terms which will ensure those moneys are used to promote the object stated in rule 3.1(a);
- (h) whenever possible, undertake co-operative activities with other Australian and foreign overseas aid agencies; and
- (i) do anything else necessary or desirable in furtherance of the object stated in rule 3.1(a).

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## **4 Income and Property**

### **4.1 Application of income and property**

The income and property of the Association will be applied solely towards the promotion of the objects of the Association as set out in these Rules, subject to any applicable statutory requirements.

#### **4.2 No dividends, bonus or profit paid to members**

No portion of the income and property of the Association will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members.

#### **4.3 Payments by the Association**

Nothing in these Rules will prevent the payment by the Association:

- (a) of interest at a rate not exceeding the rate being charged by bankers in Sydney for overdrawn accounts on money lent to the Association;
- (b) the payment of reasonable rent for premises let to the Association;
- (c) of reasonable expenses to a Committee member; or
- (d) in good faith of reasonable remuneration to any Member, Committee member, Secretary or employee in return for any services actually rendered to the Association.

#### **4.4 Winding-up/dissolution**

Subject to rule 9.12, this rule 4.4 applies if after the winding-up or dissolution of the Association and after satisfaction of all its liabilities, there remains any property. That property will not be paid to, or distributed among, the Members but will be given to some other institution that:

- (a) has objects similar to the objects of the Association; and
- (b) whose memorandum of association or constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Association under these Rules.

This institution is to be determined by the Members at or before the time of dissolution.

#### **4.5 Charitable Fundraising Act 1991**

Funds raised by means of a fundraising appeal within the meaning of the Charitable Fundraising Act 1991 (NSW) must be maintained in accordance with that Act.

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## **5 Membership**

### **5.1 Membership qualifications**

A person is qualified to be a Member only if:

- (a) section 15(1)(a), (b) or (c) of the Act applies to them and they have not ceased to be a Member at any time after the incorporation of the Association under the Act; or
- (b) they are a natural person and have:
  - (i) been nominated for membership of the Association as provided by rule 5.2; and
  - (ii) been approved for membership of the Association by the Committee.

## **5.2 Nomination for membership**

- (a) A nomination of a person for membership of the Association must be:
  - (i) made by a Member in writing in the form set out in schedule 2 to these Rules; and
  - (ii) delivered to the Secretary.
- (b) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.
- (c) As soon as practicable after the Committee makes that determination, the Secretary must:
  - (i) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable); and
  - (ii) if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (d) The Secretary must, on payment by the nominee of the appropriate fee within the period referred to in rule 5.2(c)(ii), enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a Member.

## **5.3 Cessation of membership**

A person ceases to be a Member if they:

- (a) die;
- (b) resign that membership; or
- (c) are expelled from the Association.

## **5.4 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a Member:

- (a) may not be transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

## **5.5 Resignation of Membership**

- (a) A Member is not entitled to resign that membership except in accordance with this rule.
- (b) A Member who has paid all amounts payable by that Member to the Association in respect of their membership may resign from membership by giving notice in writing to the Secretary, of at least one month (or such other period as the Committee may determine) of their intention to resign and, on the expiry of the period of notice, the member ceases to be a Member.



## 5.6 Register of Members

- (a) The Public Officer must maintain a register of Members specifying the name and address of each Member and the date on which they became a Member.
- (b) If 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.
- (c) The register of Members must be kept at the principal place of administration of the Association or the Public Officer's residential address (whichever is more appropriate in the circumstances) and must be open for inspection, free of charge, by any Member at any reasonable hour.

## 5.7 Fees and subscriptions

- (a) (**Admission Fee**) A Member must, on admission to membership, pay to the Association a fee of \$10 or, if some other amount is determined by the Committee, that other amount.
- (b) (**Annual membership fee**) Members must also pay to the Association an annual membership fee of \$20 or, if some other amount is determined by the Committee, that other amount:
  - (i) except as provided by sub-paragraph (b)(ii) below, before 1 July each year; or
  - (ii) if the member becomes a Member on or after 1 July in any year - on becoming a Member and before 1 July in each succeeding year.

## 5.8 Members' liabilities

The liability of a Member 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 as required by rule 5.7.

## 5.9 Resolution of internal disputes

- (a) Disputes between Members (in their capacity as Members), and disputes between Members and the Association:
  - (i) are to be referred for mediation to a sub-committee of members who are not involved in the conflict; or
  - (ii) if the matter is not resolved in accordance with sub-paragraph (i) the dispute is to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 (NSW).
- (b) 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.

## 5.10 Disciplining members

- (a) A complaint may be made by any person that a Member:

- (i) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
  - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (b) On receiving a complaint, the Committee must:
- (i) direct notice of the complaint to be served on the Member concerned;
  - (ii) give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee about the complaint; and
  - (iii) take into consideration any submissions made by the Member about the complaint.
- (c) The Committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (d) If the Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, direct written notice to be given to the Member of the action taken, the reasons given by the Committee for having taken that action and the Member's right of appeal under rule 5.11.
- (e) The expulsion or suspension does not take effect:
- (i) until the expiry of the period within which the Member is entitled to appeal against the resolution concerned; or
  - (ii) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under rule 5.11(e),
- whichever is the later.

#### **5.11 Right of appeal of disciplined Member**

- (a) A Member may appeal to the Association in general meeting against a resolution of the Committee under rule 5.10, within 7 days after notice of the resolution is served on the Member, by delivering to the Secretary a notice to that effect.
- (b) 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.
- (c) On receipt of a notice from a Member under rule 5.11(a), the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a general meeting of the Association convened under rule 5.11(c):
  - (i) no business other than the question of the appeal is to be transacted;

- (ii) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (iii) the Members present are to vote by secret ballot on the question of whether the Committee's resolution should be confirmed or revoked.
- (e) If the Association passes a special resolution at the general meeting in favour of the confirmation of the Committee's resolution, the Committee's resolution is confirmed.

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## **6 The Committee**

### **6.1 Powers of the Committee**

Subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting, the Committee:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all of the functions that may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a general meeting of Members; and
- (c) has power to perform all such acts and do all things that appears to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **6.2 Constitution and membership**

Subject in the case of the first members of the Committee to section 21 of the Act, the Committee will consist of:

- (a) the office-bearers of the Association; and
- (b) a maximum of 3 ordinary Members,

each of whom is to be elected at the annual general meeting of the Association under rule 7.2(b)(iii).

### **6.3 Office-bearers**

The office-bearers of the Association are to be:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer; and
- (d) the Secretary.

### **6.4 Term of office and re-election**

Subject to these Rules, each Committee Member is to hold office until the conclusion of the annual general meeting following the date of their election, but is eligible for re-election.

## **6.5 Casual vacancies**

If a casual vacancy occurs in the membership of the Committee, the Committee may appoint a Member to fill the vacancy. The appointed Member is to hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **6.6 Election of Committee Members**

- (a) Nominations of candidates for election as office-bearers of the Association or as an ordinary member of the Committee:
  - (i) must be made in writing, signed by 2 Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (ii) must be delivered to the Secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (d) If only one nomination is received for each vacancy to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of office-bearers and ordinary Committee Members is to be conducted at the annual general meeting in the usual and proper manner as directed by the Committee.

## **6.7 Secretary**

- (a) The Secretary must, as soon as practicable after being appointed as Secretary, notify the Association of their address.
- (b) It is the duty of the Secretary to keep minutes of:
  - (i) all appointments of office-bearers and other Committee Members;
  - (ii) the names of the Committee Members present at a Committee meeting or a general meeting; and
  - (iii) all proceedings at Committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next meeting.

- (d) The Secretary may, by written instrument, delegate to one or more Members as the Secretary thinks fit the exercise of such of the Secretary's functions as are specified in the instrument, other than:
  - (i) this power of delegation; or
  - (ii) a function which is imposed on the Secretary by the Act, the Regulation or by any other law or regulations which may not be delegated.

## **6.8 Treasurer**

- (a) It is the duty of the Treasurer of the Association to:
  - (i) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
  - (ii) ensure 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.
- (b) The Treasurer may, by instrument in writing, delegate to one or more Members as the Treasurer thinks fit the exercise of such of the Treasurer's functions as are specified in the instrument, other than:
  - (i) this power of delegation;
  - (ii) a function which is duly imposed on the Treasurer by the Act, the Regulation or by any other law or regulations which may not be delegated.

## **6.9 Public Officer**

- (a) The Committee must appoint a Public Officer, and must ensure that the Association always has a Public Officer. The Public Officer may hold any other office of the Association.
- (b) Within 14 days after becoming Public Officer, the Public Officer must give notice to the Director-General of the Department of Fair Trading in the approved form, accompanied by the fee prescribed under the Act, of that fact and of their full name and address in New South Wales.
- (c) If the Public Officer changes their address, they must notify the Department of Fair Trading within 14 days of the change.
- (d) The Public Officer must lodge an accounts statement in the approved form with the Director-General of the Department of Fair Trading within one month after the date of each annual general meeting.
- (e) The Association may remove the Public Officer from their office. The Public Officer will be deemed to have vacated their office if they:
  - (i) die;
  - (ii) resign;

- (iii) are removed from office;
- (iv) become an insolvent under administration within the meaning of the Corporations Act 2001 (Cwlth); or
- (v) become mentally incapacitated.

#### **6.10 Casual vacancies**

For the purposes of these Rules, a casual vacancy in the office of a Committee Member occurs if the Committee Member:

- (a) dies; or
- (b) ceases to be a Member; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cwlth); or
- (d) resigns office by giving written notice to the Secretary; or
- (e) is removed from office under rule 6.11; or
- (f) becomes mentally incapacitated; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

#### **6.11 Removal of member of Committee**

- (a) The Association in a general meeting may by resolution remove any Committee Member from that office before the expiration of the Committee Member's term of office and may by resolution appoint another person to hold office until the expiry of the term of office of the Committee Member so removed.
- (b) If a Committee Member proposed to be removed under rule 6.11(a) makes written representations to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Secretary or the President may send a copy of the representations to the Members. If the representations are not sent to the Members, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### **6.12 Frequency of Committee meetings**

The Committee must meet at least 3 times in each period of 12 months at the place and time determined by the Committee. Additional meetings of the Committee may be convened by the President or by any Committee Member.

#### **6.13 Notice of Committee meetings**

- (a) Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member at least 48 hours (another period may be unanimously agreed on by the Committee Members) before the time appointed for the holding of the meeting.

- (b) Notice of a meeting given under rule 6.13(a) must specify the general nature of the business to be transacted at the meeting. No business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.

#### **6.14 Quorum**

- (a) Any 3 members of the Committee Members constitute a quorum for the transaction of the business of a meeting of the Committee.
- (b) No business is to be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week, or such other place, time and day as the Committee may specify.
- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

#### **6.15 Conduct of meetings**

At a meeting of the Committee:

- (a) the President or, in the President's absence, the Vice-President, Secretary or Treasurer is to preside; or
- (b) if the President, Vice-President, Secretary and Treasurer are absent or unwilling to act, one of the remaining Committee Members chosen by the Committee Members present at the meeting is to preside.

#### **6.16 Delegation by Committee to sub-committee**

- (a) The Committee may, by written instrument, delegate to one or more sub-committees (comprising the Members the Committee thinks fit) the exercise of the functions of the Committee that are specified in the instrument, other than:
  - (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the Committee by the Act, the Regulation or by any other law or regulations which may not be delegated.
- (b) A function the exercise of which has been delegated to a sub-committee under rule 6.16(a) may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under these Rules may be made subject to conditions or limitations on the exercise of any function, or as to time or circumstances as specified in the instrument of delegation.
- (d) Despite any delegation under these Rules, the Committee may continue to exercise any function delegated.

- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule 6.16 has the same force and effect as it would have if it had been done or suffered by the Committee.
- (f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under these Rules.
- (g) A sub-committee may meet and adjourn, as it thinks proper.

#### **6.17 Committee meeting voting and decisions**

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

#### **6.18 Voting entitlements**

Each member of a Committee present at a meeting of the Committee or of any sub-committee (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.

#### **6.19 Vacancies**

Subject to rule 6.14(a), the Committee may act despite any vacancy on the Committee.

#### **6.20 Committee actions valid**

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

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## **7 General meetings**

### **7.1 Holding of annual general meetings of the Association**

- (a) Annual general meetings of the Association are to be held:
  - (i) in accordance with the Act; and
  - (ii) with the exception of the first annual general meeting at least once in each calendar year and within the period of 6 months after the expiry of each financial year of the Association.
- (b) The Association must hold its first annual general meeting within the period of 18 months after its incorporation under the Act and within the period of 6 months after the expiration of the first financial year of the association.

### **7.2 Annual general meetings**

- (a) The annual general meeting of the Association is, subject to the Act and to rule 7.1 to be convened on a date and at a place and time determined by the Committee.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:



- (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (ii) to receive from the Committee reports on the activities of the Association during the last preceding financial year;
  - (iii) to elect office bearers of the Association and ordinary members of the Committee; and
  - (iv) to receive and consider the statement which is required to be submitted to Members under section 26(6) of the Act. This statement includes in particular the Association's income and expenditure, assets and liabilities, mortgages, charges and other securities affecting the Association's property, and the income, expenditure, assets, liabilities, mortgages, charges and other securities in relation to any trust of which the Association is the trustee.
- (c) An annual general meeting must be specified as such in the notice convening it.

### **7.3 Special general meetings**

- (a) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) The Committee must, on the written requisition of at least 5 per cent of the total number of Members, convene a Special General Meeting of the Association.
- (c) The written requisition for a Special General Meeting:
  - (i) must state the purpose of the meeting;
  - (ii) must be signed by the Members making the requisition;
  - (iii) must be lodged with the Secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (d) If the Committee fails to convene a Special General Meeting to be held within 1 month after the 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. A Special General Meeting convened by Members will be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee. Any member who consequently incurs expense is entitled to be reimbursed by the Association for that expense.

### **7.4 Notice of general meeting**

- (a) Except if rule 7.4(b) applies, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice of the general meeting to each Member. The notice must specify the place, date and time of the meeting and state the general nature of the business proposed to be transacted at the meeting.

- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, give notice to each Member. The notice must specify, in addition to the matters required under rule 7.4(a), the intention to propose the resolution as a special resolution.

#### **7.5 Business of general meeting**

- (a) 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 pursuant to rule 7.2(b).
- (b) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary. The Secretary must then include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

#### **7.6 Quorum**

- (a) 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.
- (b) 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.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (i) if convened on the requisition of Members, is to be dissolved; and
  - (ii) in any other case, is to be adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Committee appoint by notice to the Members.
- (d) 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 not less than 3) constitute a quorum.

#### **7.7 Appointment and powers of Chairperson of general meeting**

- (a) The President or, in the President's absence, the Vice-President, is to act as chairperson at each general meeting of the Association.
- (b) If the President and the Vice-President are absent or unwilling to act, the Members present must elect one of their number to act as chairperson at the meeting.

#### **7.8 Adjournment of general meeting**

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting.

- (b) The only business that may be transacted at a general meeting the holding of which is adjourned or postponed is the business specified in the notice convening the meeting.
- (c) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by any person entitled to notice does not invalidate that cancellation, postponement or adjournment or any resolution passed at a postponed meeting.

## **7.9 Voting**

- (a) On any question at a general meeting of the Association a Member has one vote only. Subject to rule 7.12, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.
- (b) All votes must be given personally or by proxy but no Member may hold more than 5 proxies.

## **7.10 Chairperson's casting vote**

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.

## **7.11 Voting restriction**

A Member or proxy is not entitled to vote at any general meeting of the Association unless all money payable by the Member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the current year.

## **7.12 Making of decisions – show of hands**

A question arising at a general meeting of the Association is to be determined on a show of hands unless a poll is properly demanded and is not withdrawn. A declaration by the chairperson that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book of the Association, is conclusive evidence of the fact. Neither the chairperson nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

## **7.13 Polls**

- (a) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 Members present in person or by proxy at the meeting.
- (b) Where a poll is demanded at a general meeting, the poll must be taken:
  - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

- (ii) in any other case, in the manner and at the time before the close of the meeting that the chairperson directs.

The resolution of the poll on the matter is to be taken to be the resolution of the meeting on that matter.

#### **7.14 Special resolution**

A resolution of the Association is a special resolution if:

- (a) it is passed by a majority which comprises at least three quarters of the Members that are entitled under these Rules to vote on the resolution, who vote in person or by proxy at a general meeting; and
- (b) at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

Where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in sub-paragraph (a) the resolution is passed as a special resolution in a manner specified by the Commissioner.

#### **7.15 Appointment of proxies**

Each Member is entitled to appoint another member as proxy by notice giving to the Secretary no later than 24 hours before the time of the meeting which the proxy is appointed. The notice appointing the proxy is to be in the form set out in schedule 1 to these Rules.

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## **8 Insurance**

The Association may effect and maintain insurance.

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## **9 Kenya Aid Fund**

### **9.1 Establishment of Kenya Aid Fund**

The Association may establish and operate a relief fund known as “Kenya Aid Fund” (“Fund”).

### **9.2 Purpose of the Fund**

The purpose for the establishment of the Fund is to enable medical services to be provided to poor areas of the world (initially, in Kenya) to relieve suffering primarily through the establishment and maintenance of medical clinics and related health education and prevention activities.

### **9.3 Rules and objects of the Fund**

The purpose of the Fund is to solicit and receive gifts towards the carrying out of the purpose of the Fund and the objects of the Association listed in rule 3.2 insofar as these relate to the purpose of the Association as described in rule 9.2.

### **9.4 Payments to the Fund**

An account will be established to receive all funds received by the Fund. This account must only include any money or property which is a gift to the Fund or which is received

because of such gifts including, without limitation, interest received on any moneys in the account.

#### **9.5 When payments not accepted**

If any part of a donation made to the Fund is intended for purposes other than Fund's purpose as described in rule 9.2, that payment cannot be made to the Fund.

#### **9.6 Receipts**

For each deposit to the Fund, an individual receipt must be provided which shows the name and ABN of the Association, that the receipt is for a gift and the amount of the gift.

#### **9.7 Public invited to contribute**

The general public may be invited to make gifts to the Fund for the purposes of carrying out the purpose and objects of the Fund.

#### **9.8 Management committee and responsible persons**

The Fund shall be administered by a committee of at least 3 members ("**Fund Management Committee**").

The members of the Fund Management Committee are to be selected by the members of the Committee.

The term of the appointment of the members of the Fund Management Committee is 3 years.

#### **9.9 Non-profit**

The assets and income of the Fund shall be applied solely in the furtherance of the purpose and objects of the Fund outlined in rules 9.2 and 9.3 and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of the Fund.

#### **9.10 Winding Up/dissolution**

If on the winding-up or dissolution of the Fund there remains, after satisfaction of all its liabilities, any property, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:

- (a) having objects similar to the objects of the Fund;
- (b) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Fund; and
- (c) being an institution accepted as a deductible gift recipient under sub-division 30-B, section 30-100 of the Income Tax Assessment Act 1997 by the Commissioner of Taxation, or otherwise approved for these purposes by the Commissioner of Taxation.

The institution is to be determined by the Members at or before the time of dissolution

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## **10 Service of documents**

### **10.1 Document includes notice**

In this rule 10, a reference to a document includes a notice.

### **10.2 Methods of service**

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

### **10.3 Post**

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

### **10.4 Fax or electronic transmission**

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the day following its transmission.

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## **11 Miscellaneous**

### **11.1 Funds management**

Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used for the objects of the Association in the manner that the Committee determines.

### **11.2 Source of funds**

- (a) The funds of the Association are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to a resolution passed by the Association in general meeting, any other sources that the Committee determines.
- (b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (c) The Association must, as soon as practicable after receiving money, issue an appropriate receipt.

### **11.3 Signing cheques etc**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the Committee or employees of the Association who are authorised to do so by the Committee.

### **11.4 Management of Kenya Aid Fund**

Rules 11.1 and 11.2 do not apply to the Kenya Aid which is to be managed in accordance with rule 9.

### **11.5 Alteration of objects and rules**

These Rules may be altered, rescinded or added to only by a special resolution of the Association.

### **11.6 Common seal**

The common seal of the Association must be kept in the custody of the Public Officer. The common seal must not be used except by the authority of the Committee and the use of the common seal must be attested by the signatures either of 2 Committee Members or of 1 Committee Member and of the Public Officer, where the Public Officer is not a Committee Member.

### **11.7 Custody of books, etc**

Except as otherwise provided by this Constitution, the Public Officer must keep in their custody or under their control all records, books and other documents relating to the Association.

### **11.8 Inspection of books, etc**

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

### **11.9 Application of rules 11.10 to 11.14**

Rules 11.10 to 11.14 inclusive apply where the Association is registered under or is exempted from registration by or under the Charitable Fund Raising Act 1991 (NSW).

### **11.10 Vacation of office**

Without limiting the operation of rules 6.10 and 6.11, the office of a member of the Committee is to become vacant if:

- (a) the member holds an office of profit in the Association;
- (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

### **11.11 Notification of proposed alteration of Rules**

A proposed alteration of these Rules or of the statement of objects of the Association is to be notified to:

- (a) the Minister administering the Charitable Fund Raising Act 1991 (NSW), in the manner required by the regulations under that act; and

- (b) the Director-General of the NSW Department of Fair Trading, in the manner required under section 20 of the Act.

**11.12 Compliance with Charitable Fund Raising Act 1991**

The Association is to comply with such of the provisions of the Charitable Fund Raising Act 1991 and the regulations under that act that are applicable to it.

**11.13 Accounts**

The Committee must direct the Association to keep accounts of the Association and the Kenya Aid Fund in accordance with the Act, the Regulation and the Charitable Fundraising Act 1991 (NSW).

**11.14 Audit**

The Committee must direct the accounts to be audited in accordance with the requirements of the Act, the Regulation and the Charitable Fundraising Act 1991 (NSW).



# Schedule 1 - Proxy form

(rule 7.15)

## Proxy Form

I

of

being a member of Kenya Aid Incorporated (“Association”) appoint:

name

of

being a member of the Association,

failing whom, or if no person is named, the president of the Association as my proxy to vote and act on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on [insert proposed date of meeting] and any other day to which that meeting is adjourned or postponed.

I direct that my proxy vote in the following manner:

Agenda item	For	Against	Abstain
Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote or abstain as the proxy thinks fit.

Signature(s):

.....

Name:

.....

Date:

.....

\_\_\_\_\_

## Schedule 2 - Membership Application form

I \_\_\_\_\_  
(full name)

of \_\_\_\_\_  
(address)

apply to be a member of Kenya Aid Incorporated.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

I, \_\_\_\_\_, a member of the Association,  
(full name)

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

.....  
Signature of proposer

Date .....

I, \_\_\_\_\_, a member of the Association,  
(full name)

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

.....  
Signature of proposer

Date .....