

# Australia Palestine Advocacy Network Incorporated

## Constitution

### 1. Name

- 1 The name of the association shall be the Australia Palestine Advocacy Network Incorporated, hereinafter referred to as 'the Network'.

### 2. Mission

- 2 The Network exists to advocate for an end to the Israeli occupation of Palestine, leading to a just, comprehensive and sustainable peace established within the framework of UN resolutions and international and humanitarian law.

### 3. Objectives

- 3 The objectives of the Network are:
  - 3.1 To advocate for peace and justice in Palestine/Israel based on UN resolutions and international and humanitarian law;
  - 3.2 To advocate for an end to Israeli military control and occupation of the Occupied Palestinian Territory (OPT) of the West Bank, East Jerusalem and Gaza;
  - 3.3 To advocate for the right to self-determination of the Palestinian people;
  - 3.4 To raise awareness of the Australian public, and their leaders, by providing accurate information concerning the Palestinian people and their rights;
  - 3.5 To support capacity-building initiatives of institutions and civil society in Palestine;
  - 3.6 To encourage, co-ordinate and build the capacity of organisations which pursue the above objectives in Australia;
  - 3.7 To foster alliances between organisations which pursue the above objectives, in Australia and the international community;
  - 3.8 To do all things incidental to attainment of the above objectives.

### 4. Membership

#### 4.1 Organisational Membership

- 4.1.1 Organisations committed to the mission and objectives of the Network can apply in writing to be organisational members.
- 4.1.2 If an absolute majority of the Executive of the Network accepts the application and the first annual membership fee is paid, the applicant shall be entered in the register of members and shall become an organisational member of the Network.
- 4.1.3 An application for organisational membership may be refused in the discretion of the Executive, subject to review by the General Meeting.
- 4.1.4 Each organisational member must, by having a duly authorised officer write to the Secretary of the Network, nominate a representative to exercise the membership rights of the organisational member.
- 4.1.5 Each organisational member may, by having a duly authorised officer write to the Secretary of the Network, nominate a proxy representative to exercise the membership rights of the organisational member if the member's usual representative is unavailable.
- 4.1.6 If an organisational member's usual representative has been elected to the Executive, proxy rights may not be exercised in respect of that member's duties and functions as a member of the Executive.
- 4.1.7 Organisations with up to 5,000 members (proven to the satisfaction of the Executive) may exercise 5 votes at a General Meeting. Organisations with 5,000 or more members (proven to the satisfaction of the Executive) may exercise 10 votes at a General Meeting.

## **4.2 Individual membership**

- 4.2.1 Individuals committed to the mission and objectives of the Network can apply in writing to be an individual member, after being nominated by a member and seconded by another member.
- 4.2.2 If the Executive of the Network accepts the application and the first annual membership fee is paid, the applicant shall be entered in the register of members and shall become an individual member of the Network.
- 4.2.3 An application for individual membership may be refused in the discretion of the Executive, subject to review by the General Meeting.
- 4.2.4 An individual member may exercise a single vote at a General Meeting, in person or by proxy.
- 4.2.5 An individual member is eligible to be appointed or elected to the Executive.

## **4.3 Honorary Life membership**

- 4.3.1 At a General Meeting, the Network may confer honorary life membership on individuals deemed to have given at least seven years exceptional service in the work of the Network.
- 4.3.2 Honorary life members will not be required to pay membership fees.
- 4.3.3 Honorary life members shall have all the rights of individual membership.

## **5. Fees**

- 5.1 The annual membership fees shall be determined by a General Meeting of the Network from time to time. A fee structure of more than one level may be approved which takes into account the different circumstances of members.

- 5.2 Membership fees are due by 30<sup>th</sup> June each year, for the following financial year. Any member who has not paid subscriptions by 30 September is considered a non-financial member and loses voting rights. Non-financial members can restore their status by paying membership fees.

## **6. Discipline of members**

- 6.1 If the Executive deems a member to be seriously or persistently acting against the interests of the Network, an absolute majority of the Executive (at least 5 Executive members) may resolve to suspend or terminate the member's membership. The member in question must be given the opportunity to meet with the Executive before such action is taken.
- 6.2 If a membership is suspended or terminated by a resolution of the Executive, the member may appeal to the Network in General Meeting against the suspension. The member has 7 days after notice of the resolution is served on the member to lodge an appeal with the Secretary.
- 6.3 The appeal shall be dealt with at the next General Meeting of the Network.
- 6.3.1 If notice of the next General Meeting has already been given, the Secretary shall provide notice to members that the appeal will be dealt with at that General Meeting.
- 6.3.2 At the General Meeting considering the appeal, the Executive and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- 6.3.3 The members present must vote by secret ballot on whether the resolution for suspension or termination should be upheld.
- 6.3.4 A two-thirds majority of the members present and voting in person or by proxy at the General Meeting is required to confirm the resolution for suspension or termination.

## **7. Management by the Executive**

### **7.1 Membership of the Executive**

- 7.1 The Executive consists of—
- 7.1.1 The office-bearers of the Network, elected at the Annual General Meeting; and being:  
The President; and  
The Vice-President; and  
The Treasurer; and  
The Secretary.
- 7.1.2 Five ordinary Executive members elected at the Annual General Meeting;
- 7.1.3 The Spokesperson, if appointed, shall be an ex-officio member of the Executive.
- 7.2 In the election of the Executive the Annual General Meeting shall consider as far as possible a balance of representation between relevant sectors and states.
- 7.3 Each member of the Executive holds office, subject to these rules, until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 7.4 If there is a vacancy in the membership of the Executive, the Executive may appoint a member of the Network to fill the vacancy and the member so

appointed holds office, subject to these rules, until the conclusion of the next annual General Meeting after the date of the appointment.

- 7.5 Each member of the Executive must advise the Secretary of the Network as soon as practicable of any changes to the member's name and address.
- 7.6 The Secretary of the Network must inform the Registrar-General in the Australian Capital Territory of the names and addresses of the members of the Executive and of any changes to such details, within a month of any such changes.

## **8. Election of Executive members**

- 8.1 Individual members and the nominated representatives of organisational members are eligible for election to the Executive.
  - 8.1.1 Each person elected to the Executive shall act with due diligence in the best interests of the Network and in accordance with the Objectives of the Network, irrespective of the views of any organisational member whose nominated representative has been elected to the Network.
  - 8.1.2 Each person elected or appointed to the Executive shall enjoy full and equal voting rights on the Executive (except where the Spokesperson is an ex officio member of Executive).
- 8.2 Nominations of candidates for election as office-bearers of the Network or as ordinary Executive members must be received in writing by the Secretary no later than twenty-one days prior to the commencement of the Annual General Meeting.
- 8.3 If insufficient nominations are received to fill vacancies on the Executive further nominations may be received at the Annual General Meeting.
- 8.4 If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be vacancies.
- 8.5 Any unopposed nomination must be subject to a ballot, and approval of 50% of those members present and voting at the Annual General Meeting must be obtained for the person to be elected; if the nomination is unsuccessful the vacancy may subsequently be filled by the Executive.
- 8.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- 8.7 The ballot for the election of office-bearers and ordinary Executive members must be conducted at the annual General Meeting as the Executive directs.
- 8.8 A person is not eligible to simultaneously hold more than 1 position on the Executive.

## **9. President**

- 9.1 The President, or in the absence of the President, the Vice-President, presides at each Executive and General Meeting of the Network.
- 9.2 If the President and the Vice-President are absent from an Executive or General meeting, the members present must elect one of their number to preside at the meeting.

## **10. Secretary**

- 10.1 The Secretary of the Network must, as soon as practicable after being appointed as Secretary, notify the Network of his or her address.

- 10.2 The Secretary must ensure that minutes are kept of—
  - 10.2.1 all elections and appointments of office-bearers and other Executive members; and
  - 10.2.2 the names of Executive members present at Executive meetings and all members at General Meetings; and
  - 10.2.3 all proceedings at Executive meetings and General Meetings.
- 10.3 Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- 10.4 The Secretary must ensure the safekeeping of all records, books, and other documents relating to the Network.

## **11. Treasurer**

- 11.1 The Treasurer of the Network must—
  - 11.1.1 collect and receive all amounts owing to the Network and make all payments authorised by the Network; and
  - 11.1.2 keep correct accounts and books showing the financial affairs of the Network with full details of all receipts and expenditure connected with the activities of the Network.

## **12. Spokesperson**

- 12.1 The Executive shall determine who may speak on behalf of the Network.
- 12.2 The Executive may appoint from time to time (and may reappoint) a Spokesperson, to publicly advocate for Palestine in accordance with the objectives of the Network.
- 12.3 The Executive may discharge a person from the position of Spokesperson with immediate effect, prior to the end of their period of appointment, if it is considered in the best interests of the Network to do so.
  - 12.3.1 A Spokesperson has the right to be heard by the Executive orally or in writing or both, prior to the Executive deciding that a Spokesperson should be discharged.

## **13 Vacancies**

- 13 A vacancy in the office of a member of the Executive happens if the member—
  - 13.1 dies; or
  - 13.2 ceases to be a member of the Network; or
  - 13.3 resigns the office; or
  - 13.4 is removed from office under clause 14; or
  - 13.5 becomes an insolvent under administration within the meaning of the Corporations Act; or
  - 13.6 suffers from mental or physical incapacity; or
  - 13.7 is otherwise disqualified from office by law; or
  - 13.8 is absent without the consent of the Executive from 2 consecutive meetings of the Executive.

## **14 Removal of Executive members**

- 14 The Network in General Meeting may by special resolution (requiring a majority of three-quarters of the members present and voting in person or by proxy), after giving the member an opportunity to be heard, remove any member or office-bearer from the Executive with immediate effect.

## **15. Management of the Network**

- 15.1 The management of the Network shall vest in the Executive.
- 15.2 The Executive shall not act inconsistently with any resolution passed at a General Meeting of the Network.
- 15.3 The Executive may establish sub-committees, which may consult or co-opt non-members of the Network who shall not vote.

## **16. Powers of the Executive**

16. The powers of the Executive shall include:
  - 16.1 All powers conferred by the Associations Incorporation Act (1991) ACT;
  - 16.2 The financial management of the Network and the management of assets, funding and commercial affairs of the Network, including the capacity to enter into contracts, take out loans, et cetera.
  - 16.3 Appointment of an auditor.
  - 16.4 The management of the legal responsibilities of the Network.
  - 16.5 The appointment and management of staff.
  - 16.6 The management of relationships with other organisations which have objectives consistent with the objectives of the Network, including government and non-government agencies.
  - 16.7 The management of all matters in the area of membership of the Network, including procedures for the admission of members to the Network and the provision of information to members about the activities of the Network.
  - 16.8 Suspension or termination of Membership per clause 6.1.

## **17. Executive meetings and quorum**

- 17.1 The Executive must meet at least 4 times in each calendar year at the place and time decided by the Executive.
- 17.2 Additional meetings of the Executive may be called by any office-bearer.
- 17.3 Executive meetings may take place in person, by teleconference or by videoconference, as long as all members of the Executive can participate equally well.
  - 17.3.1 If the Executive meets in person, members shall be reimbursed their reasonable costs of attending the meeting.
- 17.4 Written notice of Executive meetings must be given by the Secretary to each member of the Executive at least 7 days prior to the meeting (unless a shorter period for a particular meeting is unanimously agreed on by the members of the Executive).

- 17.5 Notice of a meeting given under clause 17.4 must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that a majority of Executive members present at the meeting agree to treat as urgent business.
- 17.6 Any 5 voting members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- 17.7 At meetings of the Executive -
- 17.7.1 the President or, in the absence of the President, the Vice-President presides; or
  - 17.7.2 if the President and the Vice-President are absent - one of the remaining members of the Executive may be chosen by the members present to preside.

## **18. Notice for General meetings**

- 18.1 The Secretary must, at least 21 days before the date fixed for the holding of a General Meeting, send by email or prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and an agenda.
- 18.2 If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Network, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, specify to each member, in addition to the ordinary notice and agenda, the proposed special resolution.
- 18.3 A member who wishes to bring any business before a General Meeting may give written notice 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.

## **19. Annual General Meetings**

- 19.1 The Annual General Meeting must be held each calendar year, within 5 months after the end of the financial year (30<sup>th</sup> June).
- 19.2 The Executive shall determine the place, date and time of the Annual General Meeting.
- 19.2.1 An Annual General Meeting may be held at multiple venues using any technology approved by the Executive that gives each of the association's members a reasonable opportunity to participate.
  - 19.2.2 A member who participates in an Annual General Meeting using that technology is taken to be present in person at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 19.3 In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is—
- 19.3.1 to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting; and
  - 19.3.2 to receive from the Executive reports on the activities and accounts of the Network during the last financial year (by law, copies must be available for the members attending);
  - 19.3.3 to elect members of the Executive, including office-bearers;

- 19.3.4 to confirm that the member who currently serves as the public officer is willing to continue in that position, and to appoint a new public officer if required (the public officer must be a resident of the Australian Capital Territory).
- 19.4 The reports referred to in 19.3.2 must include:
- 19.4.1 The statement of the Network's accounts for the most recently ended financial year;
- 19.4.2 Any audit or review of the financial accounts as required by our incorporation in the ACT or by any other statutory body to which the Network reports;
- 19.4.3 A report signed by two members of the Executive stating:
- the name of each member of the committee during the financial year (and at the time of the report, if different);
  - the principal activities of the Network in the financial year and any significant change in the nature of those activities;
  - the net profit or loss of the Network at the end of the financial year.
- 19.5 The Network at an Annual General Meeting may appoint or reappoint a Patron or Patrons each for a fixed period of a certain number of years.

## **20. Other General meetings**

- 20.1 Apart from the Annual General Meeting, the Executive may, whenever it considers appropriate, call a Special General Meeting of the Network.
- 20.2 The Executive must, on the requisition in writing of not less than 20% of the total number of organisational members, call a General Meeting of the Network.
- 20.3 A requisition of members for a Special General Meeting—
- 20.3.1 must state the purpose or purposes of the meeting; and
- 20.3.2 must be signed by the members making the requisition; and
- 20.3.3 must be lodged with the Secretary; and
- 20.3.4 may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- 20.4 If the Executive fails to call a Special General Meeting within 1 month after the date when a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may call a Special General Meeting to be held not later than 3 months after that date.
- 20.5 A Special General Meeting called by a member or members pursuant to clause 20.4 must be called as nearly as is practicable in the same way as General Meetings are called by the Executive.

## **21. General meetings—procedure and quorum**

- 21.1 The quorum at a General Meeting shall be met by a minimum of 25 people present and who collectively hold eligible votes or proxies equal to 10 per cent of eligible APAN General Meeting votes.
- 21.2 If within 30 minutes after the appointed time for the start of a General Meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day 4 weeks later at the same time and (unless another place is specified at the time of 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.

- 21.3 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present in person or by proxy (being not less than 5) constitute a quorum.

## **22. Making of decisions**

- 22.1 A question arising at a General Meeting of the Network is to be decided on a show of hands unless a member requests a poll and that request is seconded by another member.
- 22.2 A poll demanded at a General Meeting must be taken immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment but any other poll shall be conducted by way of a secret ballot in the manner and at the time before the close of the meeting that the person presiding directs.
- 22.3 A member present at a General Meeting may exercise the voting rights of another member if that other member has written to the Secretary, and the member to be present at the General Meeting, at least 24 hours before the meeting, specifying the meeting at which the proxy voting is to be exercised.
- 22.3.1 The written notice of proxy voting may confine the proxy voting to one or more specific motions.
- 22.3.2 A notice of proxy voting may only apply to one specified General Meeting.

## **Miscellaneous**

### **23. Use of Funds**

- 23.1 The funds of the Network may only be used to further the objectives of the Network.
- 23.2 All cheques must be signed by any 2 of 4 signatories determined by the Executive (one of whom must be the Treasurer).
- 23.3 A General Meeting of the Network may authorise in advance types of payments to be made by electronic transfer, by the Treasurer or an employee authorised to do so by the Executive, subject to specific monetary or other limits.
- 23.3.1 Any payments made by electronic transfer must be presented to the next meeting of the Executive, and the Executive has the discretion at any time to suspend the authorisation of types of electronic funds transfer until the next General Meeting.

### **24. Amendment of rules**

- 24 These rules may not be altered except by three-quarter majority of members voting at a General Meeting of the Network of which at least 21 days notice (including details of the proposed amendments) has been given to members.

### **25. Common seal**

- 25.1 The common seal of the Network must be kept in the custody of the Secretary.

25.2 The common seal must not be attached to any instrument except by the authority of the Executive and the attaching of the common seal must be attested by the signatures of 2 office-bearers.

## **26. Inspection of books**

26 The records, books and other documents of the Network must be open to inspection at a place in Canberra, free of charge, by a member of the Network at any reasonable hour, after a request giving reasonable notice.

## **27. Service of notice**

27 The Network may serve a notice on a member by email or by posting it to the member at the member's address shown in the register of members.

## **28. Dissolution/Winding up**

28.1 At a General Meeting of the Network, the Network must pass a special resolution nominating another association or associations in which it is to vest its surplus property in the event of the dissolution or winding up of the Network.

28.2 An association nominated under this clause must:

28.2.1 have objects similar to the Australia Palestine Advocacy Network; and

28.2.2 NOT be carried on for the purpose of trading, or securing pecuniary benefits for its members; and

28.2.3 have limitations on distribution of assets to members as in 28.2.2; and

28.2.4 if the network has Deductible Gift Recipient status, the nominated association must also have Deductible Gift Recipient status.