



Project Didi Australia | ABN 68 320 267 277

Constitution & Governing Document

Amended - August 2018

Version	Author	Changes	Date
1.0	Project Didi Australia Board	Document created.	04 August 2014
2.0	Kristofer Gilmour	<i>In Draft</i> – format, mission, office bearers, procedures, communications.	23 July 2018
2.1	Kristofer Gilmour	Draft Issued to PDA Board for review.	26 July 2018
2.2	Kristofer Gilmour	Updates after comments from Board review including to management structure.	11 August 2018
3.0	Kristofer Gilmour	Approved by PDA Board.	23 August 2018

CONTENTS

1. Name	3
2. Aim	3
3. Mission.....	3
4. Values.....	3
5. Powers	4
6. Structure.....	4
7. Members	5
8. Board Members	5
9. Management Committee.....	6
10. Essential office bearers	8
11. Duties of the essential office bearers	8
12. Non-essential office bearers	9
13. Conduct of members	9
14. Election & re-election of members to essential and non-essential offices.....	10
15. Resolution of conflict.....	10
16. Resignation.....	10
17. Termination of office	11
18. Annual General Meeting	11
19. General Meetings.....	12
20. Procedure at general meetings.....	13
21. Business at general meetings	13
22. Minutes of the meeting	13
23. Special annual general meetings or special general meetings	14
24. Finances of the organisation.....	14
25. Communications and marketing	15
26. Legal and financial liability	15
27. Property.....	15
28. Governance	16
29. Dissolution of the organisation.....	16
30. The Constitution	17
31. Alterations to the constitution.....	17
32. Adoption of the constitution	17
Appendix 1 – Project Didi Australia Organisational Chart	19

PAGE HAS BEEN LEFT BLANK

1. Name

The name of the organisation shall be Project Didi Australia (PDA).

2. Aim

PDA's aim is to pursue the following charitable purpose(s):

2.1. To relieve the suffering of women and girls in Nepal who have experienced and been subjected to trafficking, sexual abuse, domestic violence or are at identified risk of such abuses.

2.2. To provide counselling, housing, health care, educational and training opportunities and life skills development to women in vulnerable situations caused by gender inequality, abuse and poverty in Nepal. This shall be achieved through support of, partnership and cooperation with our partner organisations and other NGOs supporting women and girls.

2.3. To interest the public to the necessity of this undertaking through awareness raising campaigns, events and activities, and to obtain their support and assistance, as shall be relevant to the furtherance of PDA's mission below.

2.4. To provide an avenue for the distribution and expenditure of funds raised for the purposes identified above to benefit our partner organisations and the wellbeing of women, girls and families in Nepal.

2.5. To cooperate and engage in free exchange of knowledge with any organisation in Australia or globally, interested in the same goals.

2.6. To receive donation of funds and/or materials (relevant to our programs) to alleviate poverty, provide education and improve the lives and wellbeing of women and girls, having suffered abuses, in Nepal.

3. Mission

In collaboration with our partner organisations in Nepal, our mission is to reintegrate women and girls affected by sex trafficking and abuse to be full participants of their communities, through individualised holistic care and education.

The assets and income of the organisation shall be applied solely in furtherance of the abovementioned mission and aims, and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for approved services rendered or expenses incurred on behalf of the organisation.

4. Values

PDA's values include but may not be limited those identified below. Every member of PDA working towards the aims of the organisation is expected to share and follow the principles set out by these values.

4.1. We value local knowledge and expertise. We recognise that sustained change occurs when women and girls articulate their needs and drive their own development.

4.2. We recognise that a person who has experienced significant trauma has complex needs. We take a whole-of-person approach to provide each girl with the best chance for a future of independence, dignity and realised potential.

4.3. We recognise institutional care is detrimental to young people and that children need a nurturing family environment, which is secure and stable in which to grow up safely.

4.4. We believe in the transformative power of education. When a girl is educated she is empowered to create change for herself, her family and her community.

4.5. We acknowledge that we are all part of a connected global community. We provide Australians with the opportunity to improve the lives of our sisters in Nepal, through responsible, targeted and sustainable engagement.

5. Powers

In pursuance of the aims set out in clause 2 the organisation shall have the following powers.

5.1. Engage in any lawful activities to fulfil its aims.

5.2. Take such steps as may be deemed appropriate for raising funds for the organisation via donations, income generated from fundraising efforts and any other appropriate and lawful activities.

5.3. Operate bank account(s) in the name of the organisation.

5.4. Invest any funds which are not immediately required for the association's activities in a term deposit in the name of the organisation and dispose of and vary such term deposits as appropriate.

5.5. Accept grants, donations and legacies of all kinds and accept any reasonable conditions attached to them.

5.6. Liaise with other bodies, Australian and Nepali and any other national government agencies and NGOs with a view to achieving the organisation's aims.

6. Structure

The structure of the organisation will include:

6.1. At least **three but no more than nine Board Members**, who may also hold essential or non-essential office bearing positions, are responsible for the leadership of the organisation in consultation with the Management Committee.

6.2. A Management Committee made up of essential and non-essential office bearers as determined by the Board Members, responsible for the reasonable management of the organisation's programs, activities, finances and strategy.

6.3. Any number of ordinary members who are eligible to hold essential office bearing positions or non-essential office bearing positions.

6.4. An organisational chart is attached in Appendix 1.

7. Members

7.1. The organisation will not charge any fees (excluding program or activity fees) to any persons wishing to assist in the pursuance of the organisation's aims, mission and objectives by seeking to become a member or volunteer of the organisation either on a long term or project-based agreement.

8. Board Members

8.1. The organisation shall be managed by a committee of Board Members who form an integral part of the Management Committee. Board Members may act as a member of the Board only, or they can also take on single or multiple essential and/or non-essential office bearing positions.

8.2. In the event of there being a sole Board Member, they shall require majority vote of the members of the Management Committee for any decisions that shall be made.

8.3. **New Board Members** are appointed by invitation and consensus of the majority vote of current members of the board or in the event of a sole Board Member, they and majority vote of the members of the management committee.

8.4. Board Members may be appointed at any time. An annual general meeting or a general meeting is not required.

8.5. It is preferred that Board Members will have spent some time in Nepal and be familiar with the country and conditions however this is not essential. A proven track record of 6 months involvement within the organisation OR previous management experience in a charitable organisation OR significant organisational and strategic management experience is required for a person to be considered for appointment to the Board.

8.6. The term of membership to the board is **five years**. After holding office for five years members shall retire but shall then be eligible for re-appointment.

8.7. An applicant for Board Member must be proposed by one current board member (the **proposer**) and seconded by another (the **seconder**). In the event of there being a sole Board Member, they can nominate themselves for a second term, however, the majority vote of members of the Management Committee is required.

8.8. If all Board Members retire/resign a new Board Member(s) shall be appointed by the Management Committee but if there are no persons prepared to fulfil the role of board member(s) the organisations will be dissolved.

8.9. The Members of the Board may act by **majority decision** to override and amend decisions of Management Committee members.

8.10. In the case of there being a sole Board Member, all decisions require the majority vote of the sole Board Member and members of the Management Committee.

8.11. The **roles and the responsibilities** of the Board Members are as follows:

8.11.1. To attend annual general meetings, general meetings and any special general meetings.

- 8.11.2.** To determine the aims, objectives, mission and governance of the organisation in consultation with the Management Committee.
- 8.11.3.** To contribute to discussions about the control, direction and administration of the affairs of the organisation.
- 8.11.4.** To raise funds, receive grants and donations and distribute funds to carry out the work of the organisation.
- 8.11.5.** To ensure all working, policy and governance documents including the constitution are reviewed and updated on an annual basis for adoption at the AGM.
- 8.11.6.** To approve or reject applications for Board Membership, ordinary membership, and essential and non-essential office bearing positions within the organisation.
- 8.11.7.** To make reasonable additional rules to help run the organisation in consultation with the Management Committee. These rules must not conflict with this constitution or the law.
- 8.11.8.** To represent the organisation where possible at functions/meetings that the organisation has been invited to and to represent the organisation at events the organisation holds.
- 8.11.9.** To create such positions, in consultation with the Management Committee, as may be required to further the aims and objectives of the organisation.
- 8.11.10.** To ensure all public information about the organisation is current.
- 8.11.11.** To maintain a register of Board Members and Management Committee members, setting out the full name and address of each Board Member & ordinary member, the date on which such person became a member, and the date on which any person ceased to hold office as a Board Member or Management Committee member.
- 8.11.12.** To keep safe all records of the organisation for 7 years.
- 8.12.** Board Members shall have the power to remove another board member in accordance with this constitution's directives on 'termination of office'.
- 8.13.** Board Members are encouraged to submit by email a brief written report of their actions to the Management Committee as regularly as required by their activities. If this is not done a verbal summary of their activities must be presented at each Management Committee meeting and be recorded in the minutes of the meeting.
- 8.14.** At the end of the financial year, Board Members are required to write a short summary of their activities for the year for the organisation's 'annual report'.

9. Management Committee

- 9.1.** The organisation shall have a Management Committee comprised of members who hold essential office bearing and non-essential office bearing positions. These members will work alongside the Board Members to help further the aims of the organisation.
- 9.2.** Appointment to the Management Committee shall be open to anyone seeking to assist in the pursuance of the aims of the organisation providing they meet the conditions outlined below.
- 9.3.** Management Committee membership shall be open to any member or person over eighteen years of age, without regard to disability, political or religious affiliation, race, sex or sexual orientation if they are prepared to:

- 9.3.1.** Support the work of the organisation and uphold its values in the undertaking of specified duties.
 - 9.3.2.** Help the organisation achieve its aims.
 - 9.3.3.** Be willing to abide by the rules of the organisation.
 - 9.3.4.** Always act within the framework of this constitution.
 - 9.3.5.** Always act within the law.
- 9.4.** Potential members of the Management Committee shall apply to the Board Members for a position as a member of the Management Committee.
- 9.5.** The Board Members shall consider, approve or reject an application for membership of the Management Committee.
- 9.6.** Applicants to the Management Committee shall be approved by majority vote of the Board Members or in the event of there being a sole Board Member, they and the majority vote of members of the Management Committee.
- 9.7.** Deliberation on the appointment to the Management Committee may be made in person at a general meeting of the Board Members or by circular resolution of the Board Members by email.
- 9.8.** Once accepted by the Board Members, membership shall last until the next AGM, when the member must retire but will be eligible for re-appointment.
- 9.9.** At each AGM, all the essential and non-essential office bearing members of the Management Committee shall retire from office but shall then be eligible for re-appointment.
- 9.10.** The Management Committee shall continue to act despite a casual vacancy existing, even if that vacancy is for an essential office bearing position.
- 9.11.** If a casual vacancy to the Management Committee occurs, the Board Members may appoint another member as an essential or non-essential office bearing member of the Management Committee to fill the vacancy at any time. A general meeting is not required. In the event of a sole board member, they and a member of the Management Committee shall propose and second a member.
- 9.12.** If willing and capable, an existing Management Committee member shall take on an interim essential office bearing position until a permanent suitable replacement can be found.
- 9.13.** A majority vote by the Board Members shall be required to remove a Management Committee member from office for good and proper reason. In the event of there being a sole trustee, the trustee and the majority vote of the Management Committee shall remove a member from office.
- 9.14.** Good and proper reasons include:
- 9.14.1.** Acting outside the law.
 - 9.14.2.** Acting outside the aims, mission and/or values of the organisation.
 - 9.14.3.** Not reasonably fulfilling the duties and responsibilities of their office.
 - 9.14.4.** Or if they believe it is in the best interests of the organisation.
- 9.15.** A person elected to any essential office bearing or non-office bearing position shall cease to hold that office if he/she ceases to be a member of the Management Committee of the organisation.

9.16. Management Committee members holding essential office bearing positions are encouraged to submit by email a brief written yearly report of their actions for the Board Members. If this is not done a verbal summary of their activities must be presented at each Management Committee meeting and be recorded in the minutes of the meeting.

10. Essential office bearers

10.1. Members of the Management Committee are required to become office bearers, called officers. There are two kinds of officers – essential office bearers and non-essential office bearers.

10.2. If willing and capable an essential officer of the Management Committee may take on a non-essential officer role in addition to their current role.

10.3. Essential office bearers shall be appointed by the Board Members or in the event of a sole Board Member, they and members of the Management Committee. Essential offices of the organisation include the:

10.3.1. President

10.3.2. Secretary

10.3.3. Treasurer

10.4. At each AGM all essential office bearers shall retire from office but shall then be eligible for re-election.

10.5. Should any essential office bearers retire from office before the next AGM new office bearers shall be appointed by the Board Members as suitable applicants become available.

10.6. A general meeting is not required. An interim essential office bearer can be appointed as required.

11. Duties of the essential office bearers

A document outlining the specific **duties, roles and responsibilities of essential office bearers** will be issued to all essential office bearers at the beginning of their term of office. Essentially, duties can be understood as follows;

11.1. The duties of the **President** shall be to:

11.1.1. Chair meetings of the Management Committee.

11.1.2. Prepare the annual report with assistance from the Board Members and Members of the Management Committee.

11.1.3. Act as the spokesperson or delegate a spokesperson of the organisation.

11.1.4. Assist in the development of strategic planning of the organisation.

11.2. The duties of the **Secretary** shall be to:

11.2.1. To maintain all databases and maintain records of decisions, actions and important correspondence.

11.2.2. Receive and acknowledge the appointment, retirement or resignation of Board Members, office holders and normal members in a register of members.

- 11.2.3.** Prepare, in consultation with the chairperson, the agenda for meetings of the Management Committee.
 - 11.2.4.** Take and keep minutes of all meetings (though this can also be done by a minutes secretary).
 - 11.2.5.** Collect and circulate any relevant information within the organisation.
 - 11.2.6.** Assist in the development of strategic planning of the organisation.
- 11.3.** The duties of the **Treasurer** shall be to:
- 11.3.1.** Supervise the financial affairs and situation of the organisation.
 - 11.3.2.** Keep proper accounts that show all monies received and paid out by the organisation.
 - 11.3.3.** Issue receipts and invoices on behalf of the organisation.
 - 11.3.4.** Manage reimbursement of costs paid by members on behalf of the organisation if the member requests it.
 - 11.3.5.** Ensure that the organisation complies with any financial direction, requirement, notice or duty imposed upon it and implement any financial administrative requirements in accordance with the law.
 - 11.3.6.** Assist in the development of strategic planning of the organisation.

12. Non-essential office bearers

Board Members may create any number of non-essential office bearing positions as required to fulfil the aims and objectives of the organisation. A document outlining the specific duties, roles and responsibilities of non-essential office bearers, shall be provided to all non-essential office bearers at the beginning of their term of office.

- 12.1.** Non-essential office bearers will be appointed to the Management Committee by the Board Members or in the event of a sole Board Member, the trustee and majority vote of members of the Management Committee.
- 12.2.** At each AGM all non-essential officers shall retire from office but shall then be eligible for re-election.
- 12.3.** Should any non-essential officers retire from office before the next AGM new non-essential officers shall be appointed as suitable applicants become available. A general meeting is not required.
- 12.4.** An interim non-essential officer shall be appointed if necessary.

13. Conduct of members

- 13.1.** Each member shall, in exercising his/her function as a member of the organisation, act in the interests of the organisation, and in particular must:
 - 13.1.1.** Act within the law.
 - 13.1.2.** Seek in good faith to ensure that the organisation acts in a manner in accordance with its aims as set out in this constitution.

- 13.1.3.** Ensure that the organisation complies with any direction, requirement, notice or duty imposed upon it.
- 13.1.4.** Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
- 13.1.5.** In circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party, members must put the interests of the organisation before that of the other party in taking decisions.
- 13.1.6.** Where any other duty prevents him/her from doing so, a member must disclose any conflicting interests to the organisation and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question.
- 13.1.7.** All members have a responsibility to notify the ACNC if there are any events, actions or behaviours occurring which are detrimental to the aims, mission and objectives of the organisation.
- 13.1.8.** All members have a responsibility to notify the ACNC if they have any concerns about another member who they have good reason to believe are not acting within the law, the guidelines of this constitution, or the best interests of the organisation.

14. Election & re-election of members to essential and non-essential offices

- 14.1.** At each AGM the members of the Management Committee shall retire from office but are eligible for re-election by majority vote of the Board Members; or in the event of there being a sole trustee, the sole trustee and the majority vote of the eligible members present at the AGM.
- 14.2.** All applicants must be proposed by one trustee (the proposer) and seconded by another trustee (the seconder) or in the event of there being a sole trustee, the sole trustee shall become the proposer and any other member shall become the seconder.

15. Resolution of conflict

Should conflict arise between the Board Members and/or between the Board Members and members of the Management Committee all efforts shall be undertaken to resolve such conflict including engaging free community services in conflict resolution if the matter cannot be satisfactorily resolved between the parties.

16. Resignation

- 16.1.** A Board Member or Management Committee member shall resign from the organisation by giving a written notice of resignation to the organisation's Secretary.
- 16.2.** The resignation shall take effect from the date stated on the notice of resignation.
- 16.3.** In the event of an office holder or Board Member resigning or being required to leave office, all documentation and physical and intellectual property relating to Project Didi Australia held by the retiring Board Member or office holder shall be returned to the organisation.

17. Termination of office

17.1. The appointment of any Board Member or office holder shall be terminated for good reason as outlined below. If requested, the person concerned shall have the right to be heard by the Management Committee and may be accompanied by a friend before a final decision is made.

17.2. A Board Member or office holder shall vacate office if:

17.2.1. He/she becomes debarred under any statutory provision from being a responsible person.

17.2.2. He/she becomes incapable for medical or personal reasons of fulfilling the duty of his/her office.

17.2.3. He/she resigns from that office by written notice to that effect.

17.2.4. He/she is absent without permission of the Board Members from more than 3 consecutive meetings of the management committee and the Board Members resolve to remove him/her from office.

17.3. Before a vote of Board Members is taken about removing the Board Member or office holder from office, a full and fair opportunity must be afforded to them, to show cause why he or she should not be removed from office.

17.4. Before the Board Members terminate a Board Member or office holder, they must give a full and fair opportunity to show why the trusteeship or membership should be terminated.

17.5. The Board Member or office holder shall have no right of appeal against removal from office and immediately vacate the office any of the following circumstances where the trustee or member is:

17.5.1. Convicted of an indictable offence.

17.5.2. Does not comply with any of the requirements of this constitution.

17.5.3. Acts outside the aims, mission and values of the organisation.

17.5.4. Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the organisation.

17.5.5. Is absent without permission of the Board Members for more than 3 consecutive meetings.

17.5.6. If, after considering all representations made by member, the Board Members decide to terminate the office, the member shall be issued a written notice of the decision signed by the Board Members.

18. Annual General Meeting

18.1. The first annual general meeting (AGM) shall be held to mark the inception of the organisation.

18.2. A special AGM Can be called at the discretion of the Board Members.

18.3. The AGM Shall be held within 3 months of the end of the financial year (30 June).

18.4. All Board Members, office holders and members shall be entitled to attend and vote on all business.

- 18.5.** It is preferable that all Board Members and office holders shall be present for the AGM. But if this is not possible, the business of the AGM must be circulated to all members via email for consideration and comments should be returned to the secretary before the date of the AGM.
- 18.6.** All members shall be given at least 14 clear days' notice (days excluding the day the notice is posted and the day of the meeting) before any AGM Can be held.
- 18.7.** At each AGM All the essential and non-essential office bearers shall retire from office but shall then be eligible for re-election.
- 18.8.** The business of the AGM Shall include:
- 18.8.1.** Receiving the annual report from the president on the organisation's activities over the year
 - 18.8.2.** Receiving a report from the treasurer on the finances of the organisation.
 - 18.8.3.** Annual adoption of the constitution with any revisions if required.
 - 18.8.4.** The election of a new management committee and office holders.
 - 18.8.5.** Consideration of any other business as may be decided by the Management Committee.
 - 18.8.6.** Handing back of any intellectual or other PDA property which is no longer required to the nominated trustee for safekeeping.

19. General Meetings

- 19.1.** Regular general meetings shall be held during the period between AGMs. A meeting of the Management Committee at which a quorum is present results in the exercise of powers by the Management Committee to further the aims of the organisation.
- 19.2.** There shall be a minimum of two general meetings each year (excluding the AGM) the timing of which will be determined by the Board Members & Management Committee members.
- 19.3.** Due to the varied geographic location of the trustees and management committee members meetings can be held by phone/skype/conference call supported and facilitated by written communication, preferably email.
- 19.4.** All office holders and members shall be entitled to attend and vote at general meetings.
- 19.5.** The quorum for a general meeting shall be **50% of Board Members and 50% of Management Committee members**. No business shall be dealt with at any general meeting unless a quorum is present. Should a quorum cease to be present the meeting shall stand adjourned and be rescheduled.
- 19.6.** A general meeting of the management committee may be called by:
- 19.6.1.** The Board Members to consult with the membership.
 - 19.6.2.** The Board Members upon receiving a verbal or written request from Management Committee members.
 - 19.6.3.** Any member of the Management Committee may call a meeting to address Board Members and/or other members.
- 19.7.** All trustees and members must be given at least 3 clear days' notice (days including the day the notice is posted and the day of the meeting) before any general or special general meeting can be held. An agenda will be circulated at least 3 days before the meeting to indicate the reason for the meeting and the general nature of any business to be dealt with. Board Members and members are encouraged to add items to the agenda to be discussed.

- 19.8.** Board Members and/or members shall be required to move and second each motion to indicate the approval and adoption of a decision.
- 19.9.** In the event of disagreement all Board Members and members shall be entitled to vote on a resolution if required.
- 19.10.** Every Board Member and member shall have one vote, which must be given:
- 19.10.1.** By a show of hands,
 - 19.10.2.** Or verbally if the meeting is held via conference call.
 - 19.10.3.** If a trustee or member is not able to be present at the meeting but would like to vote on a resolution a vote by email is acceptable.
- 19.11.** If there is an equal number of votes for and against any resolution, then the Board Members shall have a second vote. If there is still an equal number of votes for and against any resolution the motion will be postponed for further discussion. A new date will be set to reconvene to vote again on the resolution.
- 19.12.** A Board Member or member shall not vote at a management committee meeting on any resolution concerning a matter in which he/she has a personal interest which conflicts or may conflict with the interests of the association. He/she must abstain from the meeting while an item of that nature is being discussed and voted on.

20. Procedure at general meetings

- 20.1.** The president shall preside as chairperson of each meeting. If he/she is not present within thirty minutes after the time at which the meeting was due to commence, another office holder will preside as chairperson.
- 20.2.** The chairperson of a general meeting may, with the consent of the meeting, adjourn and convene the meeting to such time and place as the chairperson may determine.

21. Business at general meetings

The following will occur at a general meeting.

- 21.1.** Moving and seconding of the minutes of the previous meeting.
- 21.2.** Any special reports from meetings or activities of any of the Board Members or management committee members shall be circulated by email to all members for consideration prior to the meeting and the contents discussed at the meeting as required.
- 21.3.** General business and a discussion of matters arising, and new activities shall be discussed at general meetings.
- 21.4.** Consideration of the accounts of the organisation can occur at general meetings.
- 21.5.** The election of members to the management committee can occur if required.

22. Minutes of the meeting

- 22.1.** A separate minutes secretary position can be created and it shall become the responsibility of this person to take, report and circulate the minutes of the meeting be it an AGM or general meeting.

22.2. Meetings must be recorded by the secretary or a minutes secretary and distributed to members within 14 days of the meeting being held.

22.3. Minutes must record the date, venue, attendees, apologies, acceptance of previous minutes, business discussed, matters arising and resolutions made at the meeting.

23. Special annual general meetings or special general meetings

A special annual general meeting or special general meeting may be called by the Board Members and/or the members of the Management Committee to discuss an urgent matter. All members shall be given three clear days' notice of any special general meeting and an agenda will be circulated indicating the business to be discussed.

24. Finances of the organisation

24.1. All monies received by or on behalf of the organisation shall be applied to further the aims of the organisation and for no other purpose.

24.2. The treasurer shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

24.3. Any bank accounts or investments opened for the organisation shall be in the name of the organisation.

24.4. All withdrawals shall be approved by majority vote of Board Members and members of the Management Committee.

24.5. Regular transfers, for example the monthly transfers of wages and expenses shall not require monthly approval. Approval shall be ongoing.

24.6. When there are two Board Members or members willing to be appointed as bank signatories, the signatures of a minimum of two people shall be required in relation to all withdrawals that do not involve internet banking. Such bank signatories shall be appointed by the trustees and approved by the majority vote of Board Members and members of the Management Committee.

24.7. There can be more than two bank signatories if required.

24.8. Should two members of the same family or partners both be bank signatories, an alternative independent third signatory shall be used when withdrawing funds from the organisation. Two members of the same family cannot both be bank signatories without prior documented approval for each and every withdrawal from the majority vote of Board Members and Management Committee members.

24.9. Internet banking can be used to transfer monies for specific purposes for example, transferring approved monies to Nepal or moving money between investments and accounts already held in the organisations name. Prior approval from the majority vote of Board Members) and members of the Management Committee is required for internet banking.

24.10. Financial arrangements that permit the transfer of money to Nepal shall be transparent and accountable. Funds can be sent to Nepal by whatever method is least costly to the organisation.

24.11. The Treasurer of the organisation shall prepare annual accounts complying with all relevant statutory requirements.

24.12. The Treasurer shall ensure that the organisation complies with any financial direction, requirement, notice or duty imposed upon it and implement any financial administrative requirements in accordance with the law.

24.13. Members cannot receive any money or property from the organisation except as a refund for reasonable out of pocket expenses which must be approved by the Treasurer prior to being incurred.

24.14. Any number of bank accounts that further serve the purpose of the organisation shall be allowed.

25. Communications and marketing

25.1. The organisation shall hold any number of file and information sharing and social media accounts as approved the Management Committee. e.g. Website, Dropbox, Google Drive, Facebook, Mailchimp, organisational email address, Twitter accounts etc.

25.2. These shall be used to further the aims and objectives of the organisation and must be accurate, appropriate, regularly reviewed and updated and respectful of every individual's rights to privacy and address issues of consent.

25.3. All electronic correspondence must have the option to unsubscribe.

25.4. A communications officer (a non-essential office bearer & member of the Management Committee) shall manage and control these accounts.

25.5. The secretary and the communications officer shall hold all passwords and log in information for all social media accounts.

26. Legal and financial liability

All steps shall be taken to minimise the risk of the trustees and management committee members bearing any legal or financial liability for any of the activities of the organisation or the debts and liabilities of the association.

26.1. Trustees and members shall always act within the framework of the law and the constitution of the organisation.

26.2. The organisation shall consider any actions as deemed appropriate such as, management plans and indemnity insurance for members.

26.3. All trustees and management committee members must be made aware of the insurance status of the organisation prior to accepting their position as trustee or management committee member.

26.4. All trustees and management committee members must sign to acknowledge that they are aware of both the amount and the existence of legal liability insurance.

27. Property

27.1. All records shall be kept for 7 years.

27.2. After the 7 year period has lapsed records shall then be destroyed following approval by majority decision at the AGM.

27.3. The records, books, documents and securities of the organisation shall be held by respective Management Committee members throughout the course of the year.

27.4. At each AGM any physical and intellectual property relating to Project Didi Australia activities that are no longer needed by a Management Committee member shall be given to the nominated member who will hold the organisation's records for 7 years.

27.5. In the event of a member resigning or being required to leave office, all physical and intellectual property and documentation held by that person and relating to Project Didi Australia shall be returned to the nominated member of the organisation.

27.6. Any documentation generally considered useful to the organisation in that it helps the organisation fulfil its aims and objectives shall be forwarded to the nominated member by the resigning member.

27.7. The resigning Board Member or Management Committee member shall sign a document that the above has taken place. The resigning member on the same document shall also pledge to no longer use any documentation or electronic, intellectual or other property belonging to Project Didi Australia for any purpose. They shall also agree to relinquish their organisation email address if they have one and no longer use any site/information sharing facilities like Google Drive, Dropbox, Facebook etc.

28. Governance

28.1. The organisation shall be established as an incorporated organisation and possess an Australian Business Number (ABN) and a Tax File Number (TFN).

28.2. The organisation shall secure fundraising licences in the states in which it is fundraising if required.

28.3. The organisation may eventually apply for membership to the Australian Council for International Development (ACFID) and Donor Gift Recipient (DGR) status in Australia.

28.4. Any member of the public may inspect or request to see specific documents including this constitution, the audit report, bank statements, annual report of the organisation and any other documents held by the organisation.

28.5. Any associated governance costs for the inspection of books, audits, the drafting of documents requiring a lawyer or any other governance matters shall be borne by the organisation.

28.6. An 'annual report' may be sent to supporters at the end of the financial year which shall include an outline of the activities of the organisation.

28.7. All information on the ACNC website shall be updated in accordance with ACNC requirements.

29. Dissolution of the organisation

29.1. If the Board Members determine that it is necessary or appropriate for the organisation to be dissolved, it shall convene a meeting of the Management Committee.

29.2. Not less than 14 clear days' notice of the meeting shall be given, and the notice shall state the terms of the proposed resolution.

29.3. If a proposal by the Board Members to dissolve the organisation is confirmed by the majority vote of the Management Committee, the organisation shall be dissolved.

29.4. If there are no Board Members available or willing to govern the affairs of the organisation the organisation shall be dissolved.

29.5. In the event of winding up the organisation, the Board Members shall have the power to dispose of any assets held by or on behalf of the organisation and any assets after all debts have been paid shall be given to another organisation or charitable body with a similar aim.

29.6. The amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar charitable purposes which is not carried on for the profit or gain of its individual members.

30. The Constitution

This constitution (when signed) shall replace any original or any existing constitution and shall become the current constitution of Project Didi Australia.

31. Alterations to the constitution

31.1. The constitution shall be reviewed on an annual basis after the end of each financial year and shall be adopted at each successive AGM

31.2. The adoption of a new constitution shall supersede and replace any existing constitution.

31.3. Changes to the constitution can be made at any time at the discretion of the Board members but an annual revision of the constitution is recommended.

31.4. The adoption of a new constitution shall require the signatures of at least two Board Members.

31.5. Any changes to this constitution must be agreed by the majority of the Board Members (unless legal action has been sought in which case the adoption of the recommendations are mandatory). If there is only one Board Member, then any changes can be agreed by the sole trustee and the majority vote of the Management Committee.

32. Adoption of the constitution

The persons whose names, addresses and signatures appear at the end of this document shall formally adopt this constitution on behalf of Project Didi Australia. Their signatures indicate that this constitution has been accepted by the Board Members of Project Didi Australia.

Project Didi Australia

--

This constitution replaces any previous constitutions and was adopted at an ordinary general meeting via circular resolution on

23 August 2018

.....
Name: *Sarah Bartram*

Position within the organisation: Board Member

Signature

Sarah Bartram

Date: 23 August 2018 (by email)

Name: *Leonie Keogh*

Position within the organisation: Board Member

Signature:

Leonie Keogh

Date: 23 August 2018 (by email)

Name:

Position within the organisation:

Signature:

Date:

Appendix 1 – Project Didi Australia Organisational Chart

