

# Constitution of Palestine Fair Trade Australia Incorporated

In this constitution the 'Act' refers to the *Associations Incorporation Act 2009* (NSW) and the 'Regulation' refers to the *Associations Incorporation Regulation 2016* (NSW).

## 1 Name

The name of the association is *Palestine Fair Trade Australia Incorporated* (referred to in this constitution as "the association").

## 2 Objects

The objects of the association are:

- (a) To advance social or public welfare;
- (b) To promote or protect human rights;
- (c) To advance sustainable development in Palestine by supporting and encouraging farmers in traditional fair trade farming methods;
- (d) To create and develop an Australian market for artisan and fair trade Palestinian products thereby providing an international market for fair trade products not otherwise available to individual farmers;
- (e) To prevent and relieve poverty by working with Palestinian fair trade and other local organisations, supporting them to move marginal producers and workers from vulnerability to economic security via adherence to the ILO Declaration on Fundamental Principles and Rights at Work and the International Labour Standards on Occupational Safety and Health;
- (f) To promote or protect human rights by educating the Australian public about the restrictions imposed on the manufacturing, production, and distribution of Palestinian fair trade goods and work with fair trade and other organisations, nationally and internationally, to overcome these restrictions
- (g) To promote and assist with the development of best practice in production and manufacture of Palestinian fair trade goods and to support and uphold fair trade principles in Palestine as defined by the World Trade Organisation;
- (h) To work in collaboration with other organisations that share the aims and objectives of the association.

The association must not distribute any surplus, income or assets directly or indirectly to its members (both while it is operating and upon winding up). The income, property and profit of the Association will only be applied towards the promotion of the objects of the Association set out above. The Association is prohibited from paying fees (or other remuneration) to its members including Committee members except for payments made to a member or Committee member in return for any services rendered or goods supplied in the usual course of business to the association.

### **3 Membership**

- (a) Membership is open to
  - (i) all members of the Coalition for Justice and Peace in Palestine Incorporated by virtue of their membership in that organisation;
  - (ii) all other individuals and organisations that accept the objects and rules of the association.
- (b) Individuals and organisations wishing to become members of the association must apply in writing in the form determined by the Committee (including by email or other electronic means, if the Committee so determines) to the secretary for membership.
- (c) The secretary must refer the application to the Committee which is to determine whether or not to accept the application for membership. As soon as practicable after the Committee makes that determination the secretary must notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee accepted or rejected the application. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- (d) Members shall pay such fees as are determined from time to time by the Committee. On payment by the applicant of the applicable fee determined by the Committee the secretary will cause the applicant's name to be entered into the register of members at which time the applicant will become a member of the association.
- (e) A register of members shall be kept by the secretary of the association (whether in written or electronic form) showing the name and the postal, residential or email address and date of commencement of membership for each member. Provision for noting the date of cessation of membership must also be contained in the register.
- (f) Membership shall cease upon resignation, expulsion or failure to pay outstanding membership fees within six months of the due date.
- (g) Membership fees shall fall due on the first day of each financial year of the association. The financial year of the association shall run from 1st July to 30th June.

### **4 Members' liability**

The members of the association shall have no liability to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association except to the amount of any unpaid membership fees.

## **5 Disciplining of members**

- (a) A member may be expelled from membership of the association (or otherwise disciplined) by the Committee if, in the opinion of the Committee after affording the member an opportunity of offering an explanation of her/his conduct, the conduct is regarded as being detrimental to the interests of the association.
- (b) A member who wishes to appeal against a decision expelling or otherwise disciplining her/him may do so by notifying the Secretary in writing that s/he wishes the decision to be reviewed at the next general meeting of the association.

## **6 Disputes between members**

- (a) In the event of a dispute arising between members (in their capacity as members) or between a member(s) and the association, the following procedure shall apply.
- (b) Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
- (c) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they agree upon), the dispute shall be referred to a person mutually agreed upon for mediation.
- (d) In the event that no person can be agreed upon to mediate the dispute, it shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

## **7 Management - by Committee**

- (a) The association shall have its affairs controlled and managed by the office bearers and other members, together known as the Management Committee (referred to in this constitution as "the Committee").
- (b) The Committee shall consist of five members.
- (c) Members of the Committee shall be elected at each annual general meeting and the election carried out in any usual and proper manner that the Committee directs. There is no maximum number of consecutive terms for which a person may be a member of the committee.
- (d) Retiring Committee members are eligible for re-election.
- (e) The first meeting of the newly elected Committee shall elect the office bearers, namely, the President (who the association may refer to as 'Convenor', the Vice-President (who the association may refer to as 'Deputy Convenor'), Secretary and Treasurer. A committee member may hold up to 2 offices (other than both the offices of Convenor and Deputy Convenor).

- (f) A Committee member may nominate herself or himself for an office. Where more than one Committee member nominates for one office, there shall be an election for that office with voting by a show of hands unless a secret ballot is requested by any Committee member. Any election of office bearers shall be conducted in any proper manner decided on by the Committee.
- (g) Any Committee position left unfilled at the annual general meeting or any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.
- (h) Each member of the Committee shall hold office from the date of their election or appointment until the conclusion of the next annual general meeting. A committee member may not hold an office bearing position for more than 3 consecutive terms.
- (i) A member of the Committee shall, however, cease to hold office upon: resignation in writing; removal as a member of the association; removal by a resolution of members at a general meeting; or absence from three successive Committee meetings without approval by the Committee.
- (j) The Committee shall meet as often as necessary to conduct the business of the association and not less than once every three months.
- (k) A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each Committee member a reasonable opportunity to participate. A Committee member that participates at a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (l) Committee meetings shall be open to all members, who may participate in discussion but not vote.
- (l) The quorum for meetings of the Committee shall be three members.
- (m) If within half an hour of the time appointed for a Committee meeting a quorum is not present, the meeting may continue informally with decisions passed to the Committee for future ratification.
- (n) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon. Notice may be given by electronic means.
- (o) The Committee may function validly provided its number is not reduced below three members. If at any time the number of Committee members is less than the number required to make a quorum then the existing Committee members may appoint a sufficient number of association members to establish a quorum. A member of the Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (p) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present, with each individual member and each organisation member present being entitled to one vote. In the case of an equality of votes, the

- person appointed to chair the meeting shall have a second or casting vote.
- (q) Additional meetings of the Committee may be convened by the Convenor or any two members of the Committee.
  - (r) The Committee shall have the power to invite a person or people of distinction from the general community to be the association's Patron(s), this position being honorary and subject to review each year at the annual general meeting.

## **8 General meetings**

- (a) An annual general meeting of the association shall be held each year within six months from the end of the financial year of the association.
- (b) The Committee may, whenever it thinks fit, convene a general meeting of the association. A general meeting must be convened by the Committee within one month of the Secretary receiving a written request to do so from at least five per cent of the membership of the association. Members may make and send their request electronically for a general meeting to be held. 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.
- (c) At least 14 days' notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting. Notice may be given by electronic means.
- (d) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate. A member of the association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person. A resolution put to vote at a general meeting using technology can be decided using a suitable method that the Committee determines.
- (e) In the case of the annual general meeting, the following business shall be transacted:
  - (i) confirmation of the minutes of the last annual general meeting and any recent special general meeting;
  - (ii) receipt of the Committee's report on the activities of the association in the last financial year;
  - (iii) election of members of the Committee;
  - (iv) receipt and consideration of any financial statement or report required by the Act to be submitted to members.
- (f) The quorum for a general meeting shall be seven members present in person. If within half an hour of the time appointed for a general

meeting a quorum is not present, the meeting may continue informally with decisions passed to the Committee for future ratification.

- (g) A question arising at a general meeting of the association is to be determined by a show of hands unless a secret ballot is requested by any member. Decisions shall be made by a simple majority vote, except for those matters which must be decided by special resolution, where a 75% majority shall be required.
- (h) All votes shall be given personally and there shall be no voting by proxy.
- (i) The association may not vote on any resolution by means of a postal ballot. The association may vote on any resolution by means of an electronic ballot, as determined by the committee.
- (j) Each individual member and each organisation member present at a general meeting is entitled to one vote. In the case of an equality of votes, the person appointed to chair the general meeting shall have a second or casting vote.
- (k) Any member of the association may nominate herself or himself for election to the Committee. Only members of the association may nominate for election to the Committee. Nominations of candidates for election as Committee members must be in writing and be delivered to the Secretary of the association at least seven days before the date of the annual general meeting and must be signed by the candidate.
- (l) Where the number of nominations for the Committee exceeds the number of vacancies, a ballot shall be held. Any election of Committee members shall be conducted in any proper manner decided on by the outgoing Committee.
- (m) Written notice of all general meetings shall be given to members personally, by post or by email (or other electronic means determined by the Committee from time to time).
- (n) Members who have items of business they wish to be considered at a general meeting shall give written notice (including by electronic means) of such business to the Secretary. The Secretary shall include that business in the next notice calling a general meeting. In the case of the annual general meeting, such written notice must be delivered to the Secretary at least seven days before the date of the meeting.

## **9 Office bearers**

- (a) The President shall be the main representative of the association. The President, or in her/his absence another Committee member decided by the Committee, shall chair the annual general meeting or any general meeting. The Committee members present at each Committee meeting of the association shall decide on a chairperson for that meeting.

- (b) The Secretary shall ensure that records of the business of the association, including the constitution, register of members, appointments of all office bearers and Committee members, minutes of all general and Committee meetings (signed by the chairperson of the relevant meeting) and a file of correspondence are kept in either written or electronic form (if kept in electronic form the chairperson of the relevant meeting can sign the minutes electronically). These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- (c) The Treasurer shall ensure that all money received by the association is paid into an account in the association's name. Payments shall be made through a petty cash system, by cheque or by electronic transfer by two signatories authorised by the committee. Major or unusual expenditures must be authorised in advance by the committee or a general meeting
- (d) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- (e) The Convenor, or other person as decided by the committee, shall promote the stated objects of the association through the mass media, association publications and public events.

## **10 Special resolutions**

- (a) A special resolution must be passed by a general meeting of the association to effect the following changes:
  - (i) a change of the association's name;
  - (ii) a change of the association's constitution or objects;
  - (iii) an amalgamation with another incorporated association;
  - (iv) to voluntarily cancel incorporation or wind up the association;
  - (v) to apply for registration as a company or a co-operative.
- (b) A special resolution shall be passed in the following manner:
  - (i) a notice must be given to all members advising that a general meeting is to be held to consider a special resolution;
  - (ii) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
  - (iii) a quorum must be present at the meeting; and
  - (iv) at least 75% of the valid vote must be in favour of the resolution.

## **11 Public Officer**

- (a) The Committee must ensure that a person is appointed as Public Officer.
- (b) The Committee may at any time remove the public officer and appoint a new Public Officer provided the person appointed is 18

- (c) The position of Public Officer shall become vacant in the following circumstances:
  - (i) death;
  - (ii) resignation in writing;
  - (iii) removal by the Committee or at a general meeting;
  - (iv) bankruptcy;
  - (v) mental incapacity; or
  - (vi) residence outside New South Wales.
- (d) When a vacancy occurs in the position of Public Officer, the Committee must appoint a new Public Officer within 28 days.
- (e) The Public Officer is required to notify NSW Fair Trading within 28 days of her/his appointment and within 28 days of a change of the association's official address.
- (f) The Public Officer may be an office bearer, Committee member or any other person regarded as suitable for the position by the Committee.
- (g) The Public Officer shall keep a register of members of the Committee which must:
  - (i) contain the name, date of birth and residential address of each Committee member and the date on which they became a member of the Committee;
  - (ii) be updated within one month of any change taking place; and
  - (iii) be made available for inspection by any person, at all reasonable hours and free of charge.

## **12 Gift fund**

In this constitution: *ATO endorsed entity* means an entity which is charitable at law and endorsed by the Australian Taxation Office as a deductible gift recipient in accordance with Division 30 of the Tax Act; and *the Tax Act* means the *Income Tax Assessment Act (1997)* Cth.

### **Establishment and operation of Gift Fund**

If the association is at any stage an ATO endorsed entity, the Association must maintain for the purpose of pursuing its objects and purposes a fund (*Gift Fund*):

- (1) to which gifts or money or property are to be made;
- (2) to which any money received by the Association because of those gifts is to be credited;
- (3) that does not receive any other money or property; and
- (4) will maintain a separate bank account solely in respect of the Gift Fund.

### **Winding up of the gift fund**

If the association or the Gift Fund is wound up or the association's endorsement as an ATO endorsed entity is revoked (whichever occurs first), any surplus of the

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following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- (1) gifts of money or property for the principal purpose of the organisation;
- (2) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- (3) money received by the organisation because of such gifts and contributions.

## **12 Miscellaneous**

- (a) The funds of the association shall be derived from sale of fair trade goods, membership fees, donations, grants and such other sources as may be approved by the association.
- (b) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.
- (c) In the event that the association is wound up or has its incorporation cancelled, any surplus property must be distributed to one or more non-profit organisations with similar objects which is charitable at law and which is not carried on for the profit or gain of its individual members and has rules prohibiting the distribution of its assets and income to its members in accordance with the provisions of the Act. In this clause a reference to the surplus property of the association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.
- (d) If a member requests that information about them on the register of members (other than the member's name) not be available for inspection, then that information must not be made available for inspection.
- (e) If the Committee determines that the minutes of a Committee meeting contain confidential information, then that information must not be made available for inspection.
- (f) Service of documents on the association is effected by serving them on the Public Officer or by serving them personally on two members of the Committee.
- (g) Notices sent by post shall be deemed to have been received three days after the date of posting.