

CONSTITUTION

of

Lotus Outreach Australia Inc.

(Incorporated Association)

ABN 133 588 760 11



**lotus outreach
australia**

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1. **Association Name and Structure**

- 1.1 The Association name is Lotus Outreach Australia Incorporated (hereinafter referred to as “the **Association**”)
- 1.2 The Association is a not-for- profit organisation and must not be operated for the purpose of profit or gain of any Member or Committee member.
- 1.3 The Association is non-governmental and must not be associated with any government statutory body.

2. **Interpretation**

Act means the Associations Incorporation Act 2009 (NSW).

Committee means the Management Committee of the Association elected in accordance with clause 7.

Commissioner means the Commissioner of the Office of Fair Trading.

Constitution means this constitution as amended from time to time.

Executive Director means a person appointed by the Committee in accordance with clause 7.13.

DGR means a 'deductible gift recipient' within the meaning of section 30-227 of the Income Tax Assessment Act 1997 (Cth).

Member means a person accepted into membership of the Association in accordance with provisions contained in this Constitution.

President means the person holding office as president of the Association in accordance with the provisions in this Constitution.

Relief Fund means a fund that is maintained in accordance with section 30-85 of the Income Tax Assessment Act 1997 (Cth).

Register means the register of Members established and maintained by the Secretary.**Regulations** means the Associations Incorporation Regulation 2010.

Seal means the common seal of the Association and includes any official seal of the Association.

Secretary means the person holding office as secretary of the Association in accordance with the provisions in this Constitution.

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

Terms of Reference means the terms of reference for the Lotus Australia Relief Fund Committee as approved by Committee from time to time.

3. **Objects of the Association**

- 3.1 The principles of the Association are all or any of the following:
- (a) Provide assistance to communities, particularly children, in developing countries who are impacted by poverty and/or human trafficking by implementing education activities that are aimed at improving economic and social circumstances;

- (b) Provide vocational employment and tertiary opportunities for children who are from disadvantaged backgrounds in developing countries;
- (c) Provide training programs, which enable individuals in developing countries to develop their own business and become more self-sufficient;
- (d) Raise public awareness, with local partners, that leads to informed understanding, giving and involvement;
- (e) Contribute monies to persons or organisations on terms that will ensure those monies are used for the objects of the Association;
- (f) Undertake activities and programs with other Australian and foreign overseas aid organisations; and
- (g) To do all such other things are incidental or conducive to the attainment of the objects of the Association.

4. Income

- 4.1 Subject to clause 4.3, all of the income and property of the Association must be applied solely towards the promotion of the objects of the Association as set out in clause 3 of this Constitution.
- 4.2 Subject to clause 4.3, no part of the income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any Member or staff.
- 4.3 Clauses 4.1 and 4.2 do not prevent payment in good faith of:
 - (a) Remuneration, salary or wage due to any staff, member or Management Committee Member in return for any service rendered or goods supplied to the Association in the ordinary course of business of the Association, other than their role as a Management Committee Member, if the fee is no more than a reasonable fee for the work done;
 - (b) Payment to staff, member or Management Committee Member for out-of-pocket expenses properly incurred on behalf of or for the purposes of the Association;
 - (c) Payment to persons engaged in a profession, such as solicitor, accountant or consultant, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has prior approval from the Committee and where the amount payable has been approved by the Committee and the amount payable is not more than an amount which commercially would be reasonable payment for the service;
 - (d) Payment to an Executive Director; or
 - (e) Reasonable rent for premises let by a Member.

5. Liability of Members

- 5.1 A Member must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Management Committee, that amount.
- 5.2 In addition to any amount payable by the member under clause 5.1, a member must pay to the Association an annual membership fee of \$5 or, if some other amount is determined by the Management Committee, that other amount:

- (a) Except as provided by paragraph (b), before 1 July each calendar year, or
 - (b) If the Member becomes a Member on or after 1 July in any calendar year- on becoming a member and before 1 July in each succeeding calendar year.
- 5.3 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 in respect of membership of the Association as required by clause 5.1 and 5.2.
6. **Membership**
- 6.1 Membership qualifications
- (a) There is no limit to the number of Members.
 - (b) The provisions of this Constitution bind the Members.
 - (c) Membership is open to persons, companies and organisations that are supportive of the objects of the Association.
 - (d) Every applicant for membership of the Association shall complete the application form at Annexure A, or as may be updated on the Association's website.
 - (e) The Secretary will notify the applicant in writing of the outcome of the Management Committee's deliberations within one month and confirm payment of the application fee plus the annual subscription.
 - (f) If payment of the application fee and the annual subscription is not received within one month of approval of membership by the Management Committee, then the application will lapse.
 - (g) The Association shall keep a Register which shall contain the name of each Member and relevant details. Upon any person having become a Member, the Secretary shall record the name of such person in the Register.
- 6.2 Cessation of membership
- (a) A person shall have their membership of the Association suspended for non-payment of relevant membership subscription within sixty (60) days of the due date.
 - (b) A Member may resign from the Association by giving notice in writing to the Secretary at least one month (or such other period as the Management Committee may determine) of the Member's intention to resign.
 - (c) A person ceases to be a Member if a person:
 - (i) Dies or
 - (ii) Upon resignation by that person of their membership by notice in writing to the Secretary
 - (iii) Is expelled from the Association
 - (d) If a person ceases to be a Member, the Secretary must make an appropriate entry in the Register recording the date on which the person ceased to be a Member.
 - (e) A person who ceases to be a Member must pay the Association any membership fees or other amounts owing to the Association, which are due and unpaid at the date the person ceases to be a Member.

6.3 Membership not transferrable

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

- (a) Is not capable of being transferred or transmitted to another person, and
- (b) Terminates on cessation of a person's membership.

6.4 Register

- (a) The Secretary must establish and maintain the Register specifying the name and address of each person who is a Member together with the date on which the person became a Member.
- (b) The Register must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member at any reasonable hour.
- (c) A Member may obtain a copy of any part of the Register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Management Committee, that other amount.

7. **The Management Committee**

7.1 Powers of the Management Committee

- (a) The Committee will operate as the principal governing body of the Association, and is responsible for governance, fiduciary matters, and overseeing the affairs of the Association. The Management Committee:
 - (i) Is to control and manage the affairs of the Association;
 - (ii) May exercise all such functions as 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;
 - (iii) Has power to perform all such acts and do all such things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association;
 - (iv) To set the strategic direction of the Association;
 - (v) To approve the annual budget of the Association and monitor its progress; and
 - (vi) To appoint an Executive Director and any other committee which shall be subject to the control of the Committee.
- (b) The Management Committee is subject to the Act, the Regulations and these rules and to any resolution passed by the Association in a general meeting.
- (c) The Management Committee may delegate such of its powers as it thinks fit except the power of delegation or a function imposed by the law.
- (d) All cheques, promissory notes, drafts, bills or exchange or other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted or otherwise executed as the case may be in such manner as the Management Committee shall from time to time determine.

- (e) The Management Committee shall, according to the Act, cause minutes to be made:
 - (i) Of the names of Committee members present at all meetings of the Committee.
 - (ii) Of all appointments made by the Committee.
 - (iii) Of all resolutions and proceedings at all meetings of the Committee.

7.2 Constitution and membership

- (a) The Management Committee is to consist of the office-bearers of the Association.
- (b) The office-bearers of the Association are to be:
 - (i) The President
 - (ii) The Vice-President
 - (iii) The Treasurer,
 - (iv) The Secretary; and
 - (v) such other Member(s) elected to hold the position(s) of an office-bearer of the Association (with such title as the Members shall determine) at a general meeting (annual or special) of the Association under clause 9.
- (c) An office-bearer may hold up to 2 offices (other than both the President and Vice-President offices).
- (d) All Management Committee member roles are voluntary with Committee members donating their time.
- (e) The majority of the Management Committee are to be non-executive, ie will not hold executive or similar roles in the day-to-day conduct of the work that LOA carries out or supports in its projects.
- (f) Each Management Committee member is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election. Members are eligible for re-election, with terms typically of 2-3 years and a maximum of four consecutive terms.
- (g) If no such person holds the position, the Secretary shall be the Association's public officer.
- (h) In the event of a casual vacancy occurring, the Association will invite members to nominate for that position. Once someone has nominated to fill the casual vacancy, the Association will hold a general meeting to cast a vote, if necessary, and announce the new Management Committee member.

7.3 Election of Management Committee members

- (a) Nomination of candidates for election as office-bearers of the Association:
 - (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 Management 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 Management Committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies 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 Management Committee members is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

7.4 Induction of management committee members.

Applicants seeking to join the management committee are required to provide a CV, a referral from a current committee member, and are provided with the Roles and Responsibilities document, to determine if the applicant can comply with same. Their application is then considered and if accepted after a unanimous vote, the Board then add them to the management committee in the specified role. The new member's details which include their qualifications are published on LOA website. The new member is formally introduced at the next AGM and LOA donors and stakeholders are notified of the appointment

7.5 President

The President's duties are as follows:

- (a) The President is responsible for the effective governance of the organisation including the rigorous pursuit of its mission and objectives and the adherence to its core values. The President is responsible for developing, maintaining and leading a high functioning Management Committee, in line with this Constitution under which it operates.
- (b) The President will monitor financial planning and financial reports in conjunction with the Treasurer.
- (c) Develop, amend and approve by-laws and governing policies outlining staff/ personnel, beneficiary services and Management Committee practices.
- (d) Oversee and administer the Association's commitments and work with International Partners etc. in conjunction with the Vice-President.

7.6 Vice-President

The Vice- President's duties are as follows:

- (a) Assist the President to fulfil his/her responsibilities for the governance and success of the Association
- (b) In the absence of the President, the Vice-President shall assume the duties of the President.
- (c) Assist and guide other Committee members to implement the objects of the Association outlined in clause 3.

- (d) Interact with the International Advisory Board, affiliates, local partners (if any) and other agencies in conjunction with the President.
- (e) Oversee and administer the Association's commitments and work with International Partners etc. in conjunction with the President.

7.7 Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (a) That all money due to the Association is collected and received and that all payments authorised by the Associations are made.
- (b) That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- (c) Ensure the budget is reviewed on a quarterly basis.
- (d) Ensure that all financial reports are filed on a timely basis.
- (e) Ensure that the Association has an appropriate reserves policy and investment policy and update as required.

7.8 Secretary

- (a) The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (b) It is the duty of the Secretary to keep minutes of:
 - (i) All appointments of Committee members;
 - (ii) The names of Committee members present at a Management Committee meeting or a general meeting, and
 - (iii) All proceedings at Management 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 succeeding meeting.
- (d) It is the responsibility of the Secretary to arrange Management Committee meetings and annual general meetings.
- (e) The Secretary should respond to all correspondence, including checking the mail. It is the responsibility of the Secretary to file documents.
- (f) The Secretary shall ensure policy and procedures are up-to-date are being implemented and maintained.
- (g) The Secretary is responsible for the Annual Report.

7.9 Casual Vacancies

For the purposes of this clause, a causal vacancy in the office of a Management Committee member occurs if the Committee member:

- (a) Dies, or
- (b) Ceases to be a Member, or

- (c) Becomes and insolvent under administration within the meaning of the Act, or
- (d) Resigns office by notice in writing given to the Secretary, or
- (e) Is removed from office under clause 7.10, or
- (f) Becomes a mentally incapacitated person, or
- (g) Is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

7.10 Removal of a Management Committee member

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

7.11 Meetings and quorum

- (a) The Management Committee must meet at least 3 times in a period of 12 months at such place and time as the Committee may determine.
- (b) Additional meetings of the Management Committee may be convened by the President or by any Committee member.
- (c) Oral or written notice of a meeting must be given by the Secretary to each Management Committee member at least 48 hours (or such other period as may be unanimously agreed on by the Committee members) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any 3 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (f) No business is to be transacted by the Management 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 stand adjourned to the same place and at the same hour of the same day in the following week.
- (g) 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.
- (h) At a Management Committee meeting:
 - (i) The President or, in the President's absence, the Vice-President is to preside, or
 - (ii) If the President and the Vice-President are absent or unwilling to act, such one of the remaining Committee members as may be chosen by the Committee members present at the meeting is to preside.

- (iii) All Committee members may vote on matters relating to the change in the governance of the Association, change in fiduciary matters, and a change in the expending of monies.

7.12 Conflicts of interests

- (a) A Management Committee member is not disqualified by reason only of being a Committee member (or the fiduciary obligations arising from that office) from:
 - (i) holding an office (except auditory) or place of profit or employment in the Association or a related body corporate to the Association;
 - (ii) holding any office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Association or in which it has an interest;
 - (iii) being a member, creditor or otherwise be interested in any body corporate (including the Association), partnership or entity, except auditor of the Association;
 - (iv) entering into any agreement or arrangement with the Association; or
 - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Association, except as auditor of the Association.
- (b) Each Management Committee member must comply with the Act in relation to the disclosure of their direct or indirect interests.
- (c) Particulars of any disclosure made under this clause must be recorded by the Management Committee in a book kept for that purpose whereby:
 - (i) The book must be open at all reasonable hours to inspection by any Member on payment of the fee determined by the Committee that complies with the Act and its accompanying regulations; and
 - (ii) The book must be kept at the same address as the register of Committee members.
- (d) After a Committee member has disclosed the nature of an interest in any matter, the Committee member must not, unless the Committee otherwise determines:
 - (i) be present during any deliberation of the Committee with respect to the matter, or
 - (ii) take part in any decision of the Committee with respect to the matter.
- (e) A contravention of this section does not invalidate any decision of the Committee.

7.13 Power to appoint an Executive Director

- (a) The Management Committee, and only the Management Committee, may appoint an Executive Director for the period and on the terms as they think fit.
- (b) Subject to the terms of any agreement entered into in a particular case, the Management Committee may at any time terminate the employment of an Executive Director.
- (c) The Executive Director is to report to the Management Committee.
- (d) The Executive Director shall not be a Management Committee member but may be required to be a Member as determined by the Committee.

- (e) An Executive Director may, subject to the Act and the terms of any agreement between the Executive Director and the Association, receive remuneration as the Management Committee determines.

7.14 Delegation by Management Committee and sub-committee

- (a) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member(s) as the Committee thinks fit) the exercise of such of the functions of the Committee as 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 or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains revoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this rule, 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 has the same force and effects as it would have of 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 this rule.
- (g) A sub-committee may meet and adjourn, as it thinks proper.

7.15 Voting and decisions

- (a) Questions arising in a meeting of the Management Committee or of any sub-committee appointed by the Committee are to be determined by a majority of votes of Committee members or sub-committee present at the meeting.
- (b) Each Member present at a Management Committee meeting or of any sub-committee appointed by the 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.
- (c) The Management Committee may act despite any vacancy on the Committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the 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.

8. Disputes

- (a) Disputes between Members (in their capacity as Members) and Management Committee members, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

- (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.

8.1 Outcome of disputes

- (a) A complaint may be made to the Management Committee by any person that is a Member who:
 - (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 interest of the Association.
- (b) On receiving such complaint, the Management Committee:
 - (i) Must cause notice of the complaint to be served on the Member concerned; and
 - (ii) Must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (iii) Must take into consideration any submissions made by the Member in connection with the complaint
- (c) The Management 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 Management Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under clause 8.2.
- (e) The expulsion or suspension does not take effect:
 - (i) Until the expiration 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 clause 8.2(5), whichever is the later.

8.2 Right of appeal

- (a) A Member may appeal to the Association in a general meeting against a resolution of the Committee under clause 8.1, within 7 days after notice of the resolution is served on the Member, by lodging with 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, 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:

- (i) No business other than the question of the appeal is to be transacted, and
 - (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 resolution should be confirmed or revoked.
- (e) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

9. General Meetings

9.1 Annual general meeting- holding of

- (a) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its Members.
- (b) The Association must hold its first annual general meeting:
 - (i) Within the period of 18 months after its incorporation, and
 - (ii) Within the period of 6 months after the expiration of the first financial year of the Association.

9.2 Annual general meeting- calling of and business at

- (a) The annual general meeting of the Association is, subject to the *Act* and to clause 9.2, to be convened on such date and at such place and time as the Management Committee thinks fit.
- (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 and sub-committee, reports on the activities of the Association during the last preceding financial year.
 - (iii) To elect office-bearers of the Association.
 - (iv) To receive and consider the statement, which is, required to be submitted to Members.
 - (v) Agree on financials, such as funding of projects for the coming financial year or as specified by the Treasurer and Committee members.
- (c) An annual general meeting must be specified as such in the notice convening it.

9.3 Special general meeting- calling of

- (a) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Association.

9.4 Notice

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14

days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (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, cause notice to be given to each Member specifying the intention to propose the resolution as a special resolution. Notice must be given by the Association to each Member either:
 - (i) Personally
 - (ii) By sending a letter in the post to the address of the Member
 - (iii) By sending it to the fax number of the Member
 - (iv) By sending it electronically (Email etc.) to the Member
 - (v) By other means authorised by the Act.
- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting.
- (d) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

9.5 Procedure

- (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 considered 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 stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (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 at least 3) is to constitute the quorum.

9.6 Presiding member

- (a) The President or, in the President's absence, the Vice-President, is to preside 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 a Member to preside as chairperson at the meeting.

9.7 Adjournment

- (a) The chairperson of a general meeting at which quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

9.8 Making of decisions

- (a) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) 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.
- (c) If 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 such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

9.9 Special resolution

A resolution of the Association is a special resolution:

- (a) at a meeting of the Association of which notice has been given to Members no later than 21 days before the meeting is held; or
- (b) in such other manner as the Commissioner may direct,

if it is supported by at least three quarters of the votes cast by Members who are entitled to vote on the proposed resolution.

9.10 Voting

- (a) On any question arising at a general meeting of the Association, a Member has one vote only.
- (b) All votes must be given personally or by proxy but no Member may hold more than 5 proxies.
- (c) 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.
- (d) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and 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 then current year.

9.11 Appointment of proxies

- (a) Each Member is to be entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy is to be in the form set out in Appendix B.

10. **Accounts**

10.1 Custody of books

Except as otherwise provided by these rules, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

10.2 Inspection of books

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

11. **Indemnity**

11.1 Insurance

The Association may effect and maintain insurance.

11.2 Public Fund

- (a) The funds of the Association are to be derived from entrance fees and annual subscriptions of Members, donations, and grants and, subject to any resolution passed by the Association in general meeting, such other sources as 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 any money, issue an appropriate receipt.

12. **Common seal**

- (a) The common seal of the Association must be kept in the custody of the Secretary.
- (b) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of 2 Committee members.

13. **Service of notices**

- (a) For the purpose of these rules, a notice may be served on or given to a person;
 - (i) By delivering it in person personally, or
 - (ii) By sending it by pre-paid post to the address of the person, or
 - (iii) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

- (b) For the purpose of these rules, a notice is taken, unless the contrary is proved to have been given or served:
 - (i) In the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (ii) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (iii) In the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

14. **Association to maintain a Relief Fund**

14.1 For so long as the Association has obtained endorsement as a DGR for the operation of a fund described (but not by name) in Item 1 of the table in section 30-15 of *Income Tax Assessment Act 1997* (Cth), the Association must maintain a Developing Country Relief Fund (**Lotus Outreach Australia Relief Fund**), in conformity with applicable requirements of the *Income Tax Assessment Act 1936* (Cth), the *Income Tax Assessment Act 1997* (Cth) and the *Taxation Administration Act 1953* (Cth) as amended. This includes the requirements that the Lotus Outreach Australia Relief Fund be maintained as a fund:

- (a) to which gifts or deductible contributions of money or property for the principal purpose of the Lotus Outreach Australia Relief Fund (as set out in clause 14.2) are to be made;
- (b) to which any money or property received by the Association in respect of those gifts or deductible contributions is to be credited; and
- (c) that does not receive any other money or property.

14.2 The Lotus Outreach Australia Relief Fund is to be established and maintained, for the principal purpose (**Principal Purpose**) of providing financial relief to communities, particularly children, who are impacted by poverty and/or human trafficking in declared developing countries.

15. **Additional rules applying to the Relief Fund**

The following rules apply to the Lotus Outreach Australia Relief Fund established and maintained by the Association:

- (a) The Lotus Outreach Australia Relief Fund must be a public fund and the public must be invited to contribute to the Lotus Outreach Australia Relief Fund.
- (b) The Association must maintain sufficient documents to provide evidence of the Lotus Outreach Australia Relief Fund's purpose and operations.
- (c) The Association must maintain a separate bank account for the Lotus Outreach Australia Relief Fund (Fund Account) and:
 - (i) shall ensure that all gifts and deductible contributions for the Principal Purpose of the Lotus Outreach Australia Relief Fund, and any earnings thereon, are kept in the Fund Account and separate from any other money; and
 - (ii) the only signatories to the Fund Account shall be Lotus Outreach Australia Relief Fund Committee members who are permanently located in Australia.
- (d) The Association must use the following only for the Principal Purpose of the Lotus Outreach Australia Relief Fund:

- (i) all gifts and deductible contributions made to the Lotus Australia Relief Fund; and
 - (ii) any money or property received by the Association in connection with those gifts and deductible contributions.
- (e) No payments from, or distributions of, the Lotus Outreach Australia Relief Fund may be made directly or indirectly by the Association at any time otherwise than in accordance with Clauses 16 and 17.
- (f) The Association must issue or arrange for the issue of receipts in the name of the Lotus Outreach Australia Relief Fund to those members of the public who make gifts or deductible contributions to the Lotus Australia Relief Fund.
- (g) The Lotus Outreach Australia Relief Fund shall be administered and managed at all times by the Lotus Outreach Australia Relief Fund Committee in accordance with Clause 18 and the Terms of Reference and the Lotus Outreach Australia Relief Fund Committee must ensure that the Lotus Outreach Australia Relief Fund is only used for the Principal Purpose of the Lotus Outreach Australia Relief Fund.
- (h) The Commissioner of Taxation must be notified in writing of any amendments to:
 - (i) clause 15 of this Constitution;
 - (ii) clause 16 of this Constitution;
 - (iii) clause 17 of this Constitution;
 - (iv) clause 18 of this Constitution; and
 - (v) the Terms of Reference.

16. **Winding up of the Relief Fund**

Despite Clause 18, on the first occurrence of:

- (a) the winding up of the Lotus Outreach Australia Relief Fund;
- (b) the winding up of the Association; or
- (c) the Association ceasing to be endorsed as a DGR for the operation of the Lotus Outreach Australia Relief Fund,

any surplus assets of the Lotus Australia Relief Fund remaining after the payment of liabilities attributable to it must be transferred to a fund, authority or institution to which income tax deductible gifts can be made under Division 30 of *Income Tax Assessment Act 1997* (Cth).

17. **Lotus Outreach Australia Relief Fund Committee**

- 17.1 The Association shall, in accordance with Clause 7.14 and as soon as is practicable after the establishment of the Lotus Outreach Australia Relief Fund, establish a Lotus Outreach Australia Relief Fund Committee and provide Terms of Reference for the Lotus Outreach Australia Relief Fund Committee.
- 17.2 The Lotus Outreach Australia Relief Fund Committee must, at all times, consist of at least three members the majority of whom must have a degree of responsibility to the wider Australian community by virtue of their tenure of public office, their professional standing and/or their position in the community.
- 17.3 The Lotus Outreach Australia Relief Fund Committee must manage the Lotus Outreach Australia Relief Fund and ensure that the Lotus Australia Relief Fund is only used for the Principal Purpose of the Lotus Australia Relief Fund.

17.4 Any release of monies from the Fund Account and the management of, and sale of, any assets of the Lotus Outreach Australia Relief Fund must be authorised by the Lotus Outreach Australia Relief Fund Committee.

17.5 The Committee may from time to time appoint a member of the Lotus Outreach Australia Relief Fund Committee to be the Chairperson of the Lotus Outreach Australia Relief Fund Committee, and may remove and replace the Chairperson from time to time.

18. Surplus Assets on Winding Up or Dissolution

18.1 If upon the winding up or dissolution of the Association or the Relief Fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to Committee members or distributed among its Members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this Association, and whose rules shall prohibit the distribution of its or their income among its or their members.

18.2 Any such fund, authority or institution referred to in 18.1 must be eligible for tax deductibility of donations under Subdivision 30-B, Section 30-85 of the Income Tax Assessment Act 1997.

19. Amendment of the Constitution

This Constitution may be altered, amended or repealed only by a special resolution of the Association.

Annexure A : Application to become a Member

Application to become a Member

Applicant

I, _____
(full name of applicant)

of _____
(address)

hereby apply to become a Member of Lotus Outreach Incorporated. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

Applicant Contact Information

Email

Telephone

Signature of applicant

Date

If my admission as a member is successful, I understand that payment of the application fee and annual subscription must be sent within one month of the Committee approving my membership application.

Association Use Only:

Date Application Received

Committee Meeting Date

Approved: Yes/ No

Committee members Signature

Date

Annexure B : Proxy Form

Form of Appointment of Proxy

Applicant

I, _____

(full name of applicant)

of _____

(address)

being a member of _____

(name of incorporated association)

hereby appoint

(full name of proxy)

of _____

(address of proxy)

being a member of that incorporated association, as my proxy to vote for me 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 the _____ day of _____ and at any adjournment of that meeting. *(month and year)*

*My proxy is authorised to vote in favour of/against the resolution (insert details).

**To be included if desired.*

(signature of member appointing a proxy).

(date)

NOTE: A proxy may not be given to a person who is not a member of the association.

