



ASIA PACIFIC FORUM
ADVANCING HUMAN RIGHTS IN OUR REGION

Asia Pacific Forum of National Human Rights Institutions

Constitution

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Asia Pacific Forum of National Human Rights Institutions: A company limited by guarantee

Constitution

1. Company's name and structure

- (a) The name of the company is the **Asia Pacific Forum of National Human Rights Institutions**.
- (b) In this constitution, the company is referred to as the **Forum**.
- (c) the Forum is comprised of:
 - a the members, being national human rights institutions in the Asia Pacific region that are admitted as either 'A' accredited members or 'B' accredited members under clause 11 and who meet in General Assembly Meetings convened in accordance with clause 13;
 - b the Forum Council, being the directors acting as a board, and who are appointed by 'A' accredited members in accordance with clause 14.1; and
 - c the Forum Secretariat, being the Executive Officers appointed by the Forum Council with the authority delegated to them by the Forum Council.

2. Forum's object

The Forum is established to provide benevolent relief to vulnerable people in the Asia Pacific Region suffering from the effects of abuses of their human rights, including by:

- (a) protecting and promoting the human rights of such peoples;
- (b) collaborating with national human rights institution in programs to protect such peoples from the effects of human rights abuses;
- (c) supporting the establishment of human rights institutions; and,
- (d) acting as trustee and doing such other things that are incidental or conducive to the attainment of this object.

3. Forum's powers

3.1 Powers

The Forum has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Corporations Act.

3.2 Independence of members

Notwithstanding what is herein contained, the independence, authority and national status of each of the members and their powers, duties and functions shall in no way be affected by the establishment of this Forum and its incorporation, or its functioning.

4. Additional powers

The Forum has the powers set out in the Act but only to the extent necessary or convenient to carry out, or incidental to carrying out, the Forum's object.

5. Income and property

5.1 The income and property of the Forum

The income and the property of the Forum, however derived:

- (a) must be applied solely towards the promotion of the Forum's object; and
- (b) may not be paid or transferred to the members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

5.2 Independence of members

Rule 5.1 does not prevent payment in good faith to a member, or to a firm of which a member is a partner:

- (a) of reasonable remuneration for services to the Forum;
- (b) for goods supplied in the ordinary course of business;
- (c) of fair and reasonable interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause by the Forum in a Forum General Assembly;
- (d) of reasonable rent for premises let by a Member; or
- (e) in furtherance of the Forum's object."

5.3 Remuneration of Board Members

The Forum Councillors must not be paid any remuneration for their services as Directors of the Forum.

5.4 Expenses of Directors

- (a) A board member is entitled to be reimbursed out of the funds of the Forum for such reasonable travelling, accommodation and other expenses as the board member may incur when travelling to or from meetings of the APF Board or a committee of the Board or when otherwise engaged on the business of the Forum.

- (b) Any payment to a board member must be approved by the APF Board.

6. Liability of Members

The liability of the members is limited.

7. Guarantee by Members

- (a) Every member undertakes to contribute an amount not more than \$100 to the property of the Forum if it is wound up while it is a member or within one year after it ceases to be a member, for:
 - (1) payment of the Forum's debts and liabilities contracted before the time it ceased to be a member;
 - (2) the costs, charges and expenses of winding up; and
 - (3) the adjustment of the rights of the contributories among themselves.
- (b) There is no obligation of other members to contribute to the property of the Forum if it is wound up.

8. Winding up

- (a) If, on the winding up or dissolution of the Forum, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
 - (1) which is charitable at law; and
 - (2) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 5.
- (b) The identity of the fund, authority or institution referred to in rule 8.1(a) must be decided by the members by resolution at or before the time of winding up or dissolution of the Forum and, if the members cannot decide, by the Supreme Court of the State.

9. Revocation of endorsement by Commissioner of Taxation

- (a) Where the Forum has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30 BA of the ITAA 97, then where:
 - (1) the Forum is wound up;
 - (2) the fund is wound up; or
 - (3) the endorsement under Subdivision 30 BA of the ITAA 97 is revoked;

any surplus Gifts, Deductible Contributions, or money received by the Forum because of such Gifts or Deductible Contributions, remaining after payment of all liabilities, must be transferred to an institution or fund that complies with clause 8 and is an endorsed deductible gift recipient.

- (b) Where the Forum operates more than one fund for which it is a deductible gift recipient and its endorsement under Subdivision 30 BA of the ITAA 97 is revoked only in relation to one of those funds then it may transfer any surplus assets of that fund after payment of all liabilities to any other fund for which it is endorsed as a deductible gift recipient.

10. Altering this constitution

- (a) Subject to clause 10(c) and (d), this constitution may only be amended by special resolution of the 'A' accredited members of the Forum.
- (b) The 'A' accredited members must not pass a special resolution that amends this constitution if passing it causes the Forum to no longer be a charity.
- (c) Any modification of this constitution takes effect on the date the special resolution is passed or any later date specified, or provided for, in the resolution.
- (d) A special resolution making a material alteration to, or materially affecting, rules 14.1(d) or (e) has no effect unless approved in writing by all of the 'A' accredited members.

11. Forum Membership

11.1 Membership and Categories of Membership

- (a) The members at the date of adoption of this constitution and any person the Forum councillors admit to membership under rules 11.2 and 11.3 are the members of the Forum.
- (b) There are two categories of membership of the Forum: 'A' accredited members; and 'B' accredited members.

11.2 'A' accredited members

(a) Qualifications of 'A' accredited members

Each 'A' accredited member must be a national human rights institution in the Asia Pacific region which in the opinion of the Forum councillors complies with the Paris Principles. Accreditation by the Global Alliance of National Human Rights Institutions as an 'A' status national human rights institution may be taken as evidence of compliance with the Paris Principles.

(b) Admission of 'A' accredited members

- (1) The Forum councillors may admit any institution, meeting the qualifications set out in rule 11.2(a), to 'A' accredited membership of the Forum.
- (2) Every application for 'A' accredited membership must be:
 - (A) made in writing and signed by the applicant;

- (B) in the form prescribed by the Forum councillors, and
 - (C) accompanied by a statement of accreditation status granted by the Global Alliance of National Human Rights Institutions.
- (3) Subject to rule 11.2(b)(4), at the next meeting of the Forum councillors after the receipt of an application for membership, the Forum councillors must consider the application and decide whether to admit or reject the admission of the applicant. The Forum councillors need not give any reason for rejecting an application.
- (4) The Forum councillors may, at their discretion, defer the consideration of an application for 'A' accredited membership.
- (5) If the Forum councillors accept an application for membership, as soon as practicable, the Forum councillors must cause the name of the person to be entered in the Register.

(c) Rights of 'A' accredited members

- (1) 'A' accredited members are:
- (A) Entitled to receive notice, attend, participate and vote at General Assembly meetings; and
 - (B) Eligible to appoint a Forum councillor under clause 14.1.

11.3 'B' accredited members

(a) Qualifications of 'B' accredited members

Each 'B' accredited member must be a national human rights institution in the Asia Pacific region which, in the opinion of the Forum councillors, is in partial compliance with the Paris Principles. Accreditation by the Global Alliance of National Human Rights Institutions as a 'B' status national human rights institution may be taken as evidence of partial compliance with the Paris Principles.

(b) Admission of 'B' accredited members

- (1) The Forum councillors may admit any institution having the characteristic set out in rule 11.3(a) to 'B' accredited membership of the Forum.
- (2) Every application for 'B' accredited membership must be:
- (A) made in writing and signed by the applicant;
 - (B) in the form prescribed by the Forum councillors; and
 - (C) accompanied by a statement of accreditation status granted by the Global Alliance of National Human Rights Institutions .
- (3) Subject to rule 11.3(b)(4), at the next meeting of the Forum councillors after the receipt of an application for 'B' accredited membership, the Forum councillors must consider the application and decide whether to admit or reject the admission of the applicant. The Forum councillors need not give any reason for rejecting an application.

- (4) The Forum councillors may, at their discretion, defer the consideration of an application for 'B' accredited membership.
- (5) If the Forum councillors accept an application for membership, as soon as practicable, the Forum councillors must cause the name of the person to be entered in the Register.

(c) Rights of 'B' accredited members

- (1) 'B' accredited members are entitled to receive notice of and attend General Assembly meetings and to speak, if invited by the chair, but have no right to vote

11.4 Register

- (a) The Forum must establish and maintain a Register. The Register must be kept by the Secretary and must contain:
 - (i) for each current member:
 - (A) name;
 - (B) address;
 - (C) any alternative address nominated by the member for the service of notice;
 - (D) date the member was entered on to the Register; and
 - (E) category of membership under which they are admitted.
 - (ii) for each person who stopped being a member in the last 7 years:
 - (A) name;
 - (B) address;
 - (C) any alternative address nominated by the member for the service of notices;
 - (D) date the membership started and ended; and
 - (E) category of membership under which they were admitted.
- (b) The Forum must provide access to the Register in accordance with the Act.

11.5 Review of member compliance with the Paris Principles

(a) Occasion for review and obligation to notify

- (1) The Forum councillors may, on their own motion and at any time, decide to review the compliance of a member with the Paris Principles.
- (2) A member must notify the Forum if there has been any change to the constitutional and/or legislative base or administration of the institution which materially impacts upon its compliance with, or ability to comply with, the Paris Principles.

(b) Review

- (1) Following a decision to review under rule 11.5(a)(1) or receipt of a notification under rule 11.5(a)(2), the Forum councillors must meet to consider whether the institution complies with the Paris Principles.
- (2) If the Forum councillors decide that the institution does not so comply, they may, by resolution, downgrade, suspend or expel a member under rule 12.

12. Changes to membership status

12.1 Downgrading, Suspending or Expelling a Member

- (a) The Forum councillors may, by resolution, suspend or expel a member from the Forum if, in their absolute discretion, they decide it is not in the interests of the Forum for the institution to remain a member.
- (b) The Forum councillors may downgrade the membership status of, or suspend or expel the member if the Forum councillors determine that the member no longer complies or no longer partially complies with the Paris Principles following a review under rule 11.5.
- (c) If the Forum councillors intend to propose a resolution under rule 12.1(a) they must give the member written notice at least 21 days before the meeting at which the resolution is to be proposed:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the intended resolution and the grounds on which it is based; and
 - (3) informing the member that a representative of the member may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote, andthe member must be given a reasonable opportunity to respond before a decision is made by the Forum councillors.

12.2 Cessation of Membership

An institution immediately ceases to be a member if the institution:

- (a) resigns as a member by giving written notice to the Forum; or
- (b) becomes insolvent or makes any arrangement or composition with its creditors or if a liquidator, receiver or other external administrator is appointed in respect of the institution; or
- (c) is expelled under rule 12.1.

12.3 Suspension of Membership

A suspended member does not have voting rights but may attend and participate in Forum activities at the invitation of the Forum councillors.

12.4 Dispute resolution

Where there is a dispute, grievance or other disagreement between a member and the Forum, whether arising out of the application of these rules or otherwise (except arising from a decision under clause 12.1) (Dispute), then either party must, prior to the commencement of any proceedings in a Court or Tribunal or before any authority or board, notify the other in writing of the nature of the Dispute, and the following must occur:

- (a) the member and the Forum must in the period of 14 days from the service of the notice of the Dispute (Initial Period) use their best endeavours to resolve the Dispute;

- (b) if the Forum and the member are unable to resolve the Dispute within the Initial Period, then the Dispute must be referred for mediation to a mediator agreed by the member and the Forum;
- (c) if the disputants are unable to agree on a mediator within 7 days of the expiration of the Initial Period, the member or the Forum may request the chairperson of Resolution Institute¹ to nominate a mediator to whom the Dispute will be referred;
- (d) the costs of the mediation must be shared equally between the member and the Forum; and
- (e) where:
 - a the party receiving the notice of the Dispute fails to attend the mediation required by clause 12.4; or
 - b the mediation has not occurred within 6 weeks of the date of the notice of the Dispute; or
 - c the mediation fails to resolve the Dispute;

then the party serving the notice of Dispute will be entitled to commence any proceedings in a Court or Tribunal or before any authority or board in respect of the Dispute.

12.5 Urgent interlocutory relief

The procedure in the clause above will not apply in respect of proceedings for urgent or interlocutory relief.

13. General Assembly meetings

13.1 Calling General Assembly meetings

- (a) The Forum councillors may call and arrange to hold a General Assembly meeting whenever they think fit but must hold an annual General Assembly meeting at least once in every Financial Year.
- (b) A General Assembly meeting may be called and arranged to be held only as provided by this rule 13.1 or as provided by sections 249D, 249E, 249F and 249G of the Act.
- (c) The Forum councillors may change the venue for, postpone or cancel a General Assembly meeting, unless the meeting is called and arranged to be held by the members or the court under the Act. If a General Assembly meeting is called and arranged to be held under section 249D of the Act, the Forum councillors may not:
 - (1) postpone it beyond the date by which section 249D requires it to be held; or
 - (2) cancel it without the consent of the requisitioning member.

13.2 Business to be dealt with at annual General Assembly meetings

- (a) The business of an annual General Assembly meeting may include any of the following, even if not referred to in the notice of meeting:

¹ Resolution Institute is a not-for-profit organisation facilitating dispute resolution – further information can be found at www.resolution.institute.

- (1) A review of the Forum's activities;
 - (2) Consideration of the annual financial report, directors' report and auditor's report;
 - (3) The election of Forum councillors;
 - (4) The appointment and payment of auditors, if any.
- (b) The business of the annual General Assembly meeting also includes any other business which under this constitution or the Act ought to be transacted at an annual general meeting.
- (c) The chair of the annual General Assembly meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Forum.
- (d) If the Forum's auditor or the auditor's representative is at the meeting, the chair of an annual General Assembly meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor, or that representative, questions relevant to the conduct of the audit and the preparation and content of the audit's report.

13.3 Notice of General Assembly meetings

- (a) 21 days' notice of every General Assembly meeting must be given in any manner authorised by rule 19 to:
- (1) every member;
 - (2) each Forum councillor; and
 - (3) the auditor.
- No other person is entitled to receive notice of General Assembly meetings.
- (b) A notice of a General Assembly meeting must:
- (1) specify the date, time and place of the meeting; and
 - (2) except as provided by the Act, state the general nature of the business to be transacted at the meeting.
- (c) Subject to the Act, a person may waive notice of a General Assembly meeting by written notice to the Forum.
- (d) The non-receipt of notice of a General Assembly meeting or proxy form by, or a failure to give notice of a General Assembly meeting or a proxy form to, any institution entitled to receive notice under this rule does not invalidate any act, matter or thing done or resolution passed at the meeting if:
- (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting under rule 13.3(c); or

- (B) has notified or notifies the Forum of the person's agreement to that act, matter, thing or resolution by written notice to the Forum.
- (e) A person's attendance at a General Assembly meeting waives any objection that institution may have to:
 - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

13.4 Quorum at General Assembly meetings

- (a) No business may be transacted at a General Assembly meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of:
 - (1) if the 'A' accredited members have fixed a number for the quorum, that number of 'A' accredited members; and
 - (2) if the 'A' accredited members have not fixed a number for the quorum;
 - (a) if the number of 'A' accredited is 9 or less, 3 'A' accredited members;
 - (b) if the number of 'A' accredited members is between 10 and 15, 4 'A' accredited members; and
 - (c) if the number of 'A' accredited members exceeds 15, 5 'A' accredited members, present at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a General Assembly meeting:
 - (1) where the meeting was convened on the requisition of members, the meeting must be dissolved; or
 - (2) in any other case:
 - (A) the meeting stands adjourned to the day, and at the time and place, that the Forum councillors decide or, if the Forum councillors do not make a decision, to the same day in the next week at the same time and place; and
 - (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

13.5 Chairperson of General Assembly meetings

- (a) The chairperson of Forum councillors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each General Assembly meeting.
- (b) If at a General Assembly meeting:
 - (1) there is no chairperson of Forum councillors;
 - (2) the chairperson of Forum councillors is not present within 15 minutes after the time appointed for the meeting; or
 - (3) the chairperson of Forum councillors is present within that time but is not willing or able to act as chairperson of the meeting,

then the deputy chairperson, if elected under clause 14.11, must be the chairperson of the meeting, or if the deputy chairperson is not present or willing or able to act, the 'A' accredited members present must elect as chairperson of the meeting another Forum councillor who is present and willing to act.

13.6 Conducting and adjourning General Assembly meetings

- (a) A question arising at a General Assembly meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a General Assembly meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 13.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the Forum councillors may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the Forum councillors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning member.
- (f) A Forum councillor may attend and speak at General Assembly meetings.

13.7 Observers

Any person may attend a General Assembly meeting if so invited by the Forum councillors present and with the permission of the chairperson, may speak at the meeting.

13.8 Decisions at General Assembly meetings

- (a) Decisions at General Assembly meetings should, as far as possible, be arrived at by consensus.

- (b) Where there is no consensus and except where by law a resolution requires a special majority, questions arising at a General Assembly meeting must be decided by a majority of votes cast by the 'A' accredited members present and entitled to vote at the meeting. Such a decision is for all purposes a decision of the Forum. However, when, in the opinion of the chairperson, such a decision pertains to the policy or principles governing a human rights issue any 'A' accredited member who disagrees wholly or partly with such a policy and/or principle may record its dissent/reservation specifying the area of dissent or reservation.
- (c) Where the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.
- (d) A resolution put to the vote of a General Assembly meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (1) the chairperson of the meeting;
 - (2) at least 2 'A' accredited members present; or
 - (3) an 'A' accredited member or 'A' accredited members present at the meeting and representing at least 5% of the total voting rights of all the 'A' accredited members on a poll.
- (e) A demand for a poll does not prevent a General Assembly meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (f) Unless a poll is duly demanded, a declaration by the chairperson of a General Assembly meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Forum, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (g) If a poll is duly demanded at a General Assembly meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (h) A poll demanded at a General Assembly meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (i) The demand for a poll may be withdrawn.

13.9 Voting rights

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a General Assembly meeting every 'A' accredited member present has one vote.
- (b) Subject to this constitution:

- (1) on a show of hands, each 'A' accredited member present in person and each other person present as a proxy of an 'A' accredited member has one vote; and
- (2) on a poll, each 'A' accredited member present in person has one vote and each person present as a proxy, representative or attorney of an 'A' accredited member has one vote for each 'A' accredited member that the person represents.
- (c) An objection to the qualification of a person to vote at a General Assembly meeting must be:
 - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) referred to the chairperson of the meeting, whose decision is final.
- (d) A vote not disallowed by the chairperson of a meeting under rule 13.9(c) is valid for all purposes.

13.10 Representation at General Assembly meetings

- (a) Subject to this constitution, each 'A' accredited member may vote:
 - (1) by proxy;
 - (2) by attorney; or
 - (3) by its representative.
- (b) A proxy, attorney or representative may be appointed for:
 - (1) all General Assembly meetings;
 - (2) any number of General Assembly meetings; or
 - (3) a particular General Assembly meeting.
- (c) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative of an 'A' accredited member is taken to confer on that person the same rights as that member, including authority:
 - (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution;
 - (2) to speak to any proposed resolution on which the proxy, attorney or representative may vote;
 - (3) to demand or join in demanding a poll on any resolution on which the proxy, attorney or representative may vote;
 - (4) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions:
 - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;

- (B) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the meeting; and
- (5) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the rescheduled or adjourned meeting or at the new venue.
- (d) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution. Where an instrument contains such a direction, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (e) Subject to rule 13.10(f), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and executed by the appointer or the appointer's attorney.
- (f) A proxy, attorney or representative may not vote at a General Assembly meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed or a certified copy of the authority, are received in the places or at the fax numbers or by email, and before the times, specified for that purpose in the notice calling the meeting. In the notice:
 - (1) the place may be the Forum's registered office or another place, a fax number may be the fax number at the Forum's registered office or another fax number, and an email address may be the email of the Forum or another email address; and
 - (2) the time may be before the time for holding the meeting or adjourned meeting.
- (g) The Forum councillors may waive all or any of the requirements of rules 13.10(e) and (f) and in particular may, on production of any other evidence the Forum councillors require to prove the validity of the appointment of a proxy or attorney, accept:
 - (1) an oral appointment of a proxy, attorney or representative;
 - (2) an appointment of a proxy, attorney or representative which is not signed or executed in the manner required by rule 13.10(e); or
 - (3) the deposit, tabling or production of a copy (including a copy sent by fax or email) of an instrument appointing a proxy, attorney or representative, or of the power of attorney or other authority under which the instrument is signed.
- (h) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument, or of the authority under which the instrument was executed, if the Forum has not received written notice of revocation by the time and at one of the places at which the instrument appointing the proxy, attorney or representative is required to be received under rule 13.10(f).

14. Forum Councillors

14.1 Appointing and removing Forum councillors

- (a) There must be at least 3 Forum councillors.
- (b) The Forum may by resolution increase or reduce the minimum or decide a maximum number of Forum councillors and increase or reduce that maximum provided that the minimum is not reduced below three or to a number less than one more than the number of 'A' accredited members at the time of the resolution.
- (c) Subject to rule 14.1(d), each 'A' accredited member may appoint an individual as a Forum councillor and remove that Forum councillor.
- (d) Despite rule 14.1(c), the Australian Human Rights Commission may appoint two individuals as Forum councillors and remove any person so appointed. These two persons appointed by the Australian Human Rights Commission must at all times be ordinarily resident in Australia.
- (e) The Forum councillors may appoint any individual as a Forum councillor, either to fill a casual vacancy or as an addition to the existing Forum councillors, but the total number of Forum councillors must not at any time exceed the maximum number allowed under this constitution.
- (f) Subject to rule 14.3 and to the terms of any agreement entered into between the Forum and the relevant Forum councillor, a Forum councillor holds office until he or she dies or is removed from office under rules 14.1(c) or (d).
- (g) An appointment or removal under rules 14.1(c) or (d) must be made by notice in writing to the secretary.

14.2 Residency of Forum councillors

Not less than two Forum councillors at any time must ordinarily reside in Australia.

14.3 When office of Forum councillor becomes vacant

In addition to the circumstances prescribed by the Act, the office of a Forum councillor becomes vacant if the member that appointed the Forum councillor ceases to be a member or if the Forum councillor:

- (a) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (b) becomes bankrupt or insolvent or makes an arrangement or composition with his or her creditors generally;
- (c) is convicted on indictment of an offence;
- (d) resigns by written notice to the Forum;
- (e) is not present at 3 successive meetings of the Board without leave of absence from the Board;
- (f) becomes prohibited, disqualified or removed from being a Director by reason of any order of any court of competent jurisdiction or regulator; or
- (g) dies.

14.4 Interested Forum councillors

- (a) Subject to rule 5, a Forum councillor may hold another position (except as auditor) in the Forum or any related body corporate in addition to his or her office of Forum councillor and may be appointed to that position on terms as to remuneration, tenure and otherwise that the Forum councillors (or other body corporate, as appropriate) think fit.
- (b) A Forum councillor:
 - (1) may be or become a director or other officer of, or otherwise interested in, any related body corporate or other body corporate promoted by the Forum or in which the Forum is interested as a shareholder or otherwise; and
 - (2) must disclose to the Forum any remuneration or other benefits he or she receives as a director or officer of, or from having an interest in, that body corporate.
- (c) The Forum councillors may exercise the voting rights conferred by shares in any body corporate held or owned by the Forum in the manner in all respects that they think fit.
- (d) A Forum councillor is not disqualified merely because he or she is a Forum councillor from contracting with the Forum in any respect including, but not limited to:
 - (1) selling property to, or purchasing property from, the Forum;
 - (2) lending money to the Forum with or without interest or security;
 - (3) guaranteeing the repayment of money borrowed by the Forum for a commission or profit;
 - (4) underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the Forum or in which the Forum is interested as a shareholder or otherwise, for a commission or profit; or
 - (5) being employed by the Forum or acting in any professional capacity (except as auditor) on behalf of the Forum.
- (e) A contract made by a Forum councillor with the Forum and a contract or arrangement entered into by or on behalf of the Forum in which any Forum councillor may be in any way interested is not avoided or rendered voidable merely because the Forum councillor holds office as a Forum councillor or because of the fiduciary obligations arising out of that office.
- (f) A Forum councillor contracting with or being interested in any arrangement involving the Forum must disclose that interest and is liable to account to the Forum for any profit realised by or under that contract or arrangement unless the Forum councillors decide otherwise.
- (g) Unless section 195 of the Act permits, a Forum councillor who has a material personal interest in a matter that is being considered at a Forum councillors' meeting must not:
 - (1) be present while the matter is being considered at the meeting; or
 - (2) vote on the matter.

- (h) The Forum councillors must disclose actual or perceived material conflicts of interests that a Forum councillor, and any related party, may have in any matter concerning the Forum or a related body corporate. The disclosure of a conflict of interest must be recorded in the minutes of the meeting. The Forum councillors may make regulations in relation to the disclosure of interests and management of conflicts, and any regulations made under this constitution bind all Forum councillors.

14.5 Powers and duties of Forum councillors

- (a) The Forum councillors are responsible for managing the Forum's business and affairs and may exercise to the exclusion of the Forum in general meeting all the Forum's powers which are not required, by the Act or by this constitution, to be exercised by the Forum in general meeting.
- (b) Without limiting the generality of rule 14.5(a), the Forum councillors may exercise all of the powers of the company to :
 - (1) borrow or otherwise raise money;
 - (2) charge any property or business of the Forum;
 - (3) issue debentures or give any other security for a debt, liability or obligation of the Forum or of any other person; and
 - (4) appoint an attorney.
- (c) The Forum councillors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Forum.
- (d) The Forum councillors may pay out of the Forum's funds all expenses of the promotion, formation and registration of the Forum and the vesting in it of the assets acquired by it.
- (e) The Forum councillors may:
 - (1) appoint or employ a person to be an officer, agent
 - (2) or attorney of the Forum for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Forum councillors), for the period and on the conditions they think fit;
 - (3) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (4) subject to any contract between the Forum and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (f) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the Forum councillors think fit.

14.6 Proceedings of Forum councillors

- (a) The Forum councillors may meet together and adjourn and otherwise regulate their meetings as they think fit.

- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Forum councillors to constitute a quorum constitutes a meeting of the Forum councillors. All the provisions in this constitution relating to meetings of the Forum councillors apply, so far as they can and with any necessary changes, to meetings of the Forum councillors by telephone or other electronic means.
- (c) A Forum councillor who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the Forum councillors involved was at that place for the duration of the meeting.

14.7 Convening meetings of Forum councillors

- (a) A Forum councillor may request a meeting of the Forum councillors.
- (b) A secretary must notify the Forum councillors of the request for a meeting of the Forum councillors; and
- (c) then the secretary must convene a meeting of the Forum councillors.

14.8 Notice of meetings of Forum councillors

- (a) Subject to this constitution, notice of a meeting of Forum councillors must be given to each person who is at the time of giving the notice:
 - (1) a Forum councillor, except a Forum councillor on leave of absence approved by the Forum councillors; or
 - (2) an alternate Forum councillor appointed under rule 14.14 by a Forum councillor on leave of absence approved by the Forum councillors.
- (b) A notice of a meeting of Forum councillors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting;
 - (4) may be given in person or by post, telephone, fax or other electronic means ; and
 - (5) is taken as given to an alternate Forum councillor if it is given to the Forum councillor who appointed that alternate Forum councillor.
- (c) A Forum councillor or alternate Forum councillor may waive notice of a meeting of Forum councillors by notifying the Forum to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Forum councillors by, or a failure to give notice of a meeting of Forum councillors to, a Forum councillor does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;

- (2) before or after the meeting, the Forum councillor or an alternate Forum councillor appointed by the Forum councillor:
 - (A) has waived or waives notice of that meeting under rule 14.8(c); or
 - (B) has notified or notifies the Forum of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or
 - (3) the Forum councillor or an alternate Forum councillor appointed by the Forum councillor attended the meeting.
- (e) The non-receipt of notice of a meeting of Forum councillors by, or a failure to give notice of a meeting of Forum councillors to, an alternate Forum councillor of a Forum councillor on leave of absence approved by the Forum councillors does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) before or after the meeting, the alternate Forum councillor or the Forum councillor who appointed the alternate Forum councillor:
 - (A) has waived or waives notice of that meeting under rule 14.8(c); or
 - (B) has notified or notifies the Forum of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or
 - (3) the alternate Forum councillor or the Forum councillor who appointed the alternate Forum councillor attended the meeting.
- (f) Attendance by a person at a meeting of Forum councillors waives any objection which that person and:
 - (1) if the person is a Forum councillor, an alternate Forum councillor appointed by that person; or
 - (2) if the person is an alternate Forum councillor, the Forum councillor who appointed that person as alternate Forum councillor,

may have to a failure to give notice of the meeting.

14.9 Quorum at meetings of Forum councillors

- (a) No business may be transacted at a meeting of Forum councillors unless a quorum of Forum councillors is present at the time the business is dealt with.
- (b) A quorum consists of:
 - (1) if the Forum councillors have fixed a number for the quorum, that number of Forum councillors; and
 - (2) if the Forum councillors have not fixed a number for the quorum;
 - (A) if the number of Forum councillors is 9 or less, 3 Forum councillors;
 - (B) if the number of Forum councillors is between 10 and 15, 4 Forum councillors; and

- (C) if the number of Forum councillors exceeds 15, 5 Forum councillors, present at the meeting of Forum councillors.
- (c) If there is a vacancy in the office of a Forum councillor then, subject to rule 14.9(d), the remaining Forum councillors may act.
- (d) If the number of Forum councillors in office at any time is not sufficient to constitute a quorum at a meeting of Forum councillors, or is less than the minimum number of Forum councillors fixed under this constitution, the remaining Forum councillors must act as soon as possible to:
 - (1) encourage those members of the Forum who have not appointed a Forum councillor to do so; or
 - (2) convene a General Assembly meeting of the Forum for that purpose,
 and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

14.10 Chairperson of Forum councillors

- (a) The Forum councillors may elect a Forum councillor as chairperson of Forum councillors and may decide the period for which that person is to be the chairperson.
- (b) The chairperson of Forum councillors must (if present within 10 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each meeting of Forum councillors.
- (c) If at a meeting of Forum councillors:
 - (1) there is no chairperson of Forum councillors;
 - (2) the chairperson of Forum councillors is not present within 10 minutes after the time appointed for the meeting; or
 - (3) the chairperson of Forum councillors is present within that time but is not willing or able to act as chairperson of the meeting,
 then the deputy chairperson, if elected under clause 14.11, must be the chairman of the meeting, or if the deputy chairperson is not present or willing or able to act, the Forum councillors present must elect one of the Forum councillors as chairperson of the meeting.

14.11 Deputy chairperson of Forum councillors

The Forum councillors may elect one or more Forum councillors as deputy chairpersons and may decide the period for which that person or persons will serve as deputy chairpersons.

14.12 Decisions of Forum councillors

- (a) A meeting of Forum councillors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Forum councillors under this constitution.

- (b) Questions arising at a meeting of Forum councillors must be decided by a majority of votes cast by the Forum councillors present. Such a decision is for all purposes a decision of the Forum councillors.
- (c) Where the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.

14.13 Written resolutions

- (a) If:
 - (1) a majority of the Forum councillors entitled to vote at meetings assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
 - (2) the Forum councillors who assent to the document would have constituted a quorum at a meeting of Forum councillors held to consider that act, matter, thing or resolution,

then that act, matter, thing or resolution is taken as done at or passed by a meeting of the Forum councillors.
- (b) For the purposes of rule 14.13(a):
 - (1) the meeting is taken as held:
 - (A) if the Forum councillors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to; or
 - (B) if the Forum councillors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to;
 - (3) 2 or more separate documents in identical terms, each of which is assented to by one or more Forum councillors, are taken as constituting one document; and
 - (4) a Forum councillor may signify assent to a document by signing the document or by notifying the Forum of the Forum councillor's assent in person or by post, telephone, fax or other electronic means.
- (c) Where a Forum councillor signifies assent to a document otherwise than by signing the document, the Forum councillor must as confirmation sign the document at the next meeting of the Forum councillors that Forum councillor attends, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

14.14 Alternate Forum councillors

- (a) A Forum councillor may, with the approval of the Forum councillors, appoint a person as his or her alternate Forum councillor for the period the Forum councillor thinks fit.

- (b) An alternate Forum councillor may, but need not, be a Forum councillor of the Forum.
- (c) One person may act as alternate Forum councillor to more than one Forum councillor.
- (d) An alternate Forum councillor may, if the appointer does not attend a meeting of Forum councillors, attend and vote in place of and on behalf of the appointer.
- (e) An alternate Forum councillor is entitled to a separate vote for each Forum councillor the alternate Forum councillor represents in addition to any vote the alternate Forum councillor may have as a Forum councillor in his or her own right.
- (f) In the absence of the appointer, an alternate Forum councillor may exercise any power that the appointer may exercise. The exercise of such a power by the alternate Forum councillor is taken to be the exercise of the power by the appointer.
- (g) The office of an alternate Forum councillor is vacated if and when the appointer vacates office as a Forum councillor.
- (h) The appointer may terminate the appointment of an alternate Forum councillor at any time, even though the period of the appointment has not expired.
- (i) An appointment, or the termination of an appointment, of an alternate Forum councillor must be in writing signed by the Forum councillor who makes or made the appointment and does not take effect until the Forum has received written notice of the appointment or termination.
- (j) An alternate Forum councillor is not to be taken into account separately from the appointor in counting the minimum or maximum number of Forum councillors allowed under this constitution.
- (k) In deciding whether a quorum is present at a meeting of Forum councillors, an alternate Forum councillor who attends the meeting is to be counted as a Forum councillor for each Forum councillor on whose behalf the alternate Forum councillor is attending the meeting provided that at least three Forum Councillors are present in person.
- (l) An alternate Forum councillor, while acting as a Forum councillor, is:
 - (1) responsible to the Forum for his or her own acts and defaults; and
 - (2) not to be taken to be the agent of the Forum councillor by whom he or she was appointed.

14.15 Committees of Forum councillors

- (a) The Forum councillors may delegate any of their powers to one or more committees consisting of the number of Forum councillors they think fit.
- (b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Forum councillors.
- (c) Unless the Forum councillors determine otherwise, the provisions of this constitution that apply to meetings and resolutions of Forum councillors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of Forum councillors.

14.16 Delegation to individual Forum councillors

- (a) The Forum councillors may delegate any of their powers to one Forum councillor.
- (b) A Forum councillor to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Forum councillors.

14.17 Forum councillors appointed by the Australian Human Rights Commission

- (a) Despite any other provision in this constitution, only one Forum councillor appointed by the Australian Human Rights Commission may vote at meetings of Forum councillors.
- (b) The Forum councillor so entitled is to be nominated by notice from time to time to the secretary by the Australian Human Rights Commission.

14.18 Validity of acts

An act done by a person acting as a Forum councillor, a meeting of Forum councillors, or a committee of Forum councillors attended by a person acting as a Forum councillor, is not invalidated merely because of:

- (a) a defect in the appointment of the person as a Forum councillor;
- (b) the person being disqualified to be a Forum councillor or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person, the Forum councillors or the committee (as applicable) when the act was done.

15. Forum Secretariat

15.1 Executive director

- (a) The Forum councillors may appoint an executive director to whom they delegate management of the day to day affairs of the Forum including employment of staff of the Forum Secretariat.
- (b) The Forum councillors may appoint a Forum councillor as executive director. If the executive director is a Forum councillor then his or her appointment as executive director automatically terminates if he or she ceases to be a Forum councillor.

15.2 Secretaries

- (a) The Forum councillors must appoint at least one secretary and may appoint additional secretaries.
- (b) The Forum councillors may appoint one or more assistant secretaries.

15.3 Provisions that apply to all executive officers

- (a) A reference in this rule 15.3 to an executive officer is a reference to an executive director, secretary or assistant secretary appointed under this rule 15.

- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the Forum councillors think fit.
- (c) Subject to any contract between the Forum and the relevant executive officer, an executive officer may be removed or dismissed by the Forum councillors at any time, with or without cause.
- (d) The Forum councillors may:
 - (1) confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Forum councillors) they think fit;
 - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- (e) An act done by a person acting as an executive officer is not invalidated merely because of:
 - (1) a defect in the person's appointment as an executive officer; or
 - (2) the person being disqualified to be an executive officer, if that circumstance was not known by the person when the act was done.

16. Advisory committees

16.1 Establishment and termination

- (a) The Forum councillors may:
 - (1) establish one or more advisory committees consisting of a single individual or a number of individuals; and
 - (2) appoint and remove, or make provision for the appointment and removal of, members of those advisory committees; and
 - (3) terminate any advisory committee established by them.

16.2 Functions

- (a) The Forum councillors may decide the functions of each advisory committee and may specify:
 - (1) the manner in which proceedings of each advisory committee are to be conducted;
 - (2) the matters which the advisory committee must consider in carrying out its functions; and
 - (3) any other matters concerning the advisory committee or its functions that the Forum councillors decide.

17. Indemnity and insurance

17.1 Persons to whom rules 17.2 and 17.4 apply

Rules 17.2 and 17.4 apply to:

- (a) each person who is or has been a Forum councillor, alternate Forum councillor or executive officer (within the meaning of rule 15.3(a)) of the Forum; and
- (b) any other officers or former officers of the Forum or of its related bodies corporate that the Forum councillors decide in each case.

17.2 Indemnity

The Forum must

- (a) indemnify; and
- (b) if requested by a person to whom this rule 17.2 applies, enter into a deed indemnifying,

on a full indemnity basis and to the full extent permitted by law, each person to whom this rule 17.2 applies for all losses or liabilities incurred by the person as an officer of the Forum or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:

- (c) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (d) in connection with an application, in relation to those proceedings, in which the court grants relief to the person under the Act.

17.3 Extent of indemnity

The indemnity in rule 17.2:

- (a) is a continuing obligation and is enforceable by a person to whom rule 17.2 applies even though that person has ceased to be an officer of the Forum or of a related body corporate; and
- (b) operates only to the extent that the loss or liability is not covered by insurance.

17.4 Insurance

The Forum may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom this rule 17.4 applies against any liability incurred by the person as an officer of the Forum or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

17.5 Savings

Nothing in rules 17.2 or 17.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- (b) limits the capacity of the Forum to indemnify or provide insurance for any person to whom those rules do not apply.

18. Auditor

The Forum must appoint a properly qualified auditor whose duties will be regulated in accordance with the Act and ACNC Act.

19. Notices

19.1 How notices may be given

A notice may be given by the Forum to a member or by a member to the Forum by:

- (a) delivering it to the addressee personally;
- (b) sending it to the addressee's fax number or electronic address, if the addressee has nominated one to the sender for receipt of notices; or
- (c) posting it by prepaid post to the addressee's address as last notified in writing to the sender.

19.2 When taken as given

A notice is taken as given and received:

- (a) if delivered, at the time of delivery;
- (b) if faxed, when the sender receives a confirmation report that all pages of the fax have been transmitted to the addressee's, fax number, but if transmission or receipt is after 5.00 pm, it is taken as received on the next business day;
- (c) if sent electronically, on the next business day; and
- (d) if posted, on the second business day after it was posted.

20. Definitions and interpretation

20.1 Definitions

In this constitution:

'A' accredited member means an institution that has been admitted as an 'A' accredited member by the Forum Councillors under clause 11.2;

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012*;

Act means the *Corporations Act 2001*;

APF Biennial Conference is a thematic conference held by the Forum every 2 years.

Asia Pacific region means the region from time to time decided by the Forum councillors;

ASIC means the Australian Securities and Investments Commission;

Auditor means the auditor of the Forum;

‘B’ accredited member means an institution that has been admitted as a ‘B’ accredited member by the Forum Councillors under clause 11.3;

business day means a day on which the major trading banks are open for business in Sydney, except a Saturday, Sunday or public holiday;

Deductible Contribution means contributions described in item 7 or 8 of the table in section 30-15 of the ITAA 97 in relation to a fund-raising event held for that purpose;

Forum means Asia Pacific Forum of National Human Rights Institutions, being an Australian public company limited by guarantee established under the Act and which bears the ACN 009 972 997;

Forum councillor means an individual holding office as director of the Forum.

Forum councillors means some or all of the Forum councillors acting as a board;

Forum Secretariat means such officers as are appointed or employed pursuant to clauses 15.1 and 15.2.

General Assembly means a meeting of the members of the Forum and includes an annual General Assembly;

Gift means a gift of money or property for the principal purpose of the Forum;

Global Alliance of National Human Rights Institutions means the non-profit organization incorporated under Swiss law that accredits and re-accredits national human rights institutions as either in compliance (A status) or partial compliance (B status) with the Paris Principles.

Human rights includes, but is not limited to, the rights and freedoms contained in United Nations international human rights instruments.

ITAA 97 means the *Income Tax Assessment Act 1997*.

Members means ‘A’ and ‘B’ accredited members admitted as members of the Forum by the Forum Councillors under clauses 11.2 and 11.3;

Paris Principles means the Principles Relating to the Status of National Institutions, adopted by the United Nations Commission on Human Rights in resolution 1992/54 of 3 March 1992 and endorsed by the United Nations General Assembly in resolution 48/134 of 20 December 1993;

Register means the register of members under the Act;

Special resolution takes the meaning given by section 9 of the Act;

Secretary means a person appointed as a secretary of the Forum under clause 15.2; and

State means New South Wales.

20.2 Interpretation

In this constitution unless the context requires otherwise:

- (a) references to notices include formal notices of meeting and all documents and other communications from the Forum to its members;
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (c) a reference to a member present at a General Assembly meeting is reference to a member present in person or by proxy, attorney or representative;
- (d) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form;
- (e) a word or expression defined in the Act has the same meaning unless it is defined differently;
- (f) a reference to a person includes a natural person, corporation or other body corporate; and
- (g) the singular (including defined terms) includes the plural and the plural includes the singular.

20.3 Headings

Headings are used for convenience only and do not affect the interpretation of this constitution.

21. Application of the Act

21.1 What parts of the Act apply

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 21.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.
- (c) while the Forum is a registered charity under the Australian Charities and Not for profits Commission Act 2012 (Cth):
 - (i) subject to clause 21.1(c)(ii), the provisions of the Act in Part 2G.2 and Part 2G.3 apply as if section 111L(1) of the Act was not enacted; and
 - (ii) where a particular provision of the Act referred to in section 111L(1) includes a reference to ASIC including a reference to lodge any document with, or seek consent or approval from ASIC, that particular provision does not apply to the Forum to the extent that section 111L(1) of the Act is in force.

21.2 Replaceable rules displaced

- (a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the Forum.
- (b) The replaceable rules do not apply to the Forum except those which operate as mandatory rules for public companies under the Act.

Notes:

1. The Constitution was originally adopted by Forum Councillors at the 6th Annual Meeting of the Asia Pacific Forum of National Human Rights Institutions in Colombo Sri Lanka on 24 September 2001.
2. The Constitution was initially amended at the 18th Annual Meeting of the Asia Pacific Forum of National Human Rights Institutions in Doha, Qatar on 1 October 2013. Amendments addressed provisions dealing with categories of membership and changes to membership status in Articles 11 and 12.
3. The Constitution was subsequently amended at the Meeting of the Asia Pacific Forum of National Human Rights Institutions in Geneva, Switzerland on 21 March 2016. Amendments clarify the existing objects and functions of the APF, minor consequential changes, as well as good practice provisions under Australian corporations law. Amended articles include: 2, 8, 9, 10, 20 and 21.
4. The Constitution was further amended at the 22nd Annual Meeting of the Asia Pacific Forum of National Human Rights Institutions in Bangkok, Thailand on 1 December 2017. Amendments clarify the APF Forum governance structure.