

Rules of Procedure for the Annual General Meetings of the APF

Table of contents

- 1. Statement of purpose**
- 2. Convening the Annual General Meeting**
 - 2.1 Frequency, time and place
 - 2.2 Extension of time for holding the Annual General Meeting
 - 2.3 Notice of Annual General Meeting
 - 2.4 Adjourning Annual General Meeting
- 3. Documentation for Annual General Meeting**
 - 3.1 Provision of background papers
 - 3.2 Communications/submissions by member institutions prior to Annual General Meeting
- 4. Attendance, Representation and Credentials**
 - 4.1 Full member institutions/ Forum Councillors/ Auditor
 - 4.2 Representation at Annual General Meetings
 - 4.3 Candidate and Associate member institutions and Observers
 - 4.4 Credentials
- 5. Conduct of the Meeting**
 - 5.1 Chairperson
 - 5.2 Agenda
 - 5.3 Business to be discussed
 - 5.4 Quorum
 - 5.5 Order for discussion
 - 5.6 Speaking rights
 - 5.7 Decision-making
 - 5.8 Working language of the Annual General Meeting
- 6. The APF secretariat**
 - 6.1 Role
 - 6.2 Reporting
- 7. Adoption and Amendment of Rules of Procedure**
 - 7.1 Adoption and amendment
 - 7.2 Matters not covered by the Rules

Rules of Procedure for Annual General Meetings of the APF

1. Statement of Purpose

The following Rules of Procedure apply to Annual General Meetings of the Asia Pacific Forum of National Human Rights Institutions (the APF).

The APF must hold an Annual General Meeting (AGM) each year in order to satisfy its obligations under the Australian *Corporations Act* (Cth) 2001 (the Act). The purpose of the Annual General Meeting (which is hosted by one of the full member institutions of the APF) is to enable the full members of the APF to receive the APF's annual financial report, directors' report and auditor's report.

2. Convening an AGM

2.1 Frequency, time and place

The APF must hold an AGM once in each calendar year and within 5 months after the end of its financial year.

This rule above accords with clause 13.1(a) of the Constitution and s. 250N (2) of the Act.

2.2 Extension of time for holding the AGM

If an extension of time is needed for holding the AGM beyond 5 months after the end of the financial year, the Forum Councillors must apply to the Australian Securities and Investments Commission for that extension in accordance with Section 250P of the Act.

This rule above accords with s. 250P of the Act.

2.3 Notice of an AGM

At least 6 weeks notice of an AGM must be given to every full member institution, each Forum councillor and the auditor of the APF personally, by facsimile, by e-mail or by pre-paid post. The notice must specify the date, time and place of the meeting and state the general nature of the business to be transacted at the meeting.

This rule above accords with clauses 13.2 and 19 of the Constitution and s. 249H of the Act.

2.4 Adjourning an AGM

Prior to an AGM, the Forum Councillors may change the venue for, postpone or cancel the Meeting (in accordance with clause 13.1 of the Constitution).

At the AGM, the Chairperson may, and must if so directed by the meeting, adjourn the meeting time and place. The only business that can be discussed at any adjourned meeting is the unfinished business from the meeting at which the adjournment took place.

This rule above accords with clause 13.5 of the Constitution.

3. Documentation for the AGM

3.1 Provision of background papers

Background papers will be available to all full member institutions 14 days prior to the meeting.

3.2 Communications/submissions by member institutions prior to an AGM

Any communications, submissions or documents to be tabled at an AGM must be forwarded to the APF Secretariat by electronic mail within 21 days of the date of the meeting.

4. Attendance, Representation and Credentials

4.1 Full member institutions/ Forum Councillors/ Auditor

All full member institutions may attend and vote at AGMs. Forum Councillors may attend and speak at AGMs. The APF's auditor or his/her representative is also entitled to attend and speak at an AGM.

This rule above accords with clause 13.5(f) of the Constitution and s249V of the Act.

4.2 Representation at AGMs

Each full member institution has one vote and may vote by proxy, attorney or representative in accordance with clause 13.9 of the Constitution.

This rule accords with clauses 13.8(a) and 13.9 of the Constitution and ss. 250A, 250D of the Act.

4.3 Candidate and Associate Member Institutions and Observers

Any person may attend an AGM if invited by the Forum Councillors and, with the permission of the Chairperson, may speak but not vote at the meeting.

This rule above accords with clause 13.6 of the Constitution.

4.4 Credentials

All invitees should inform the Secretariat of their intention to participate in an AGM in writing at least two weeks in advance. If that invitee is an organisation, it must nominate, in writing, one spokesperson.

5. Conduct of the Meeting

5.1 Chairperson

The Chairperson of Forum Councillors must preside as Chairperson at each AGM and shall be responsible for the control of all sessions of the meeting and for ensuring that the Rules of Procedure are adhered to. Any question arising relating to the order of business, procedure or conduct of the meeting must be referred to the Chairperson whose decision is final.

If that Chairperson is not present, or not willing to act as Chairperson of the meeting, the full member institutions present must elect a Chairperson of the meeting.

5.2 Agenda

The Forum Councillors shall approve the provisional agenda prepared by the Secretariat.

This rule above accords with clauses 13.4 and 13.5(a) of the Constitution and Section 249U of the Act.

5.3 Business to be discussed

The business of an AGM shall be the consideration of the annual financial report, directors' report and auditor's report, the fixing of the auditor's remuneration and any other item on the Agenda approved by the Forum Councillors.

The Forum Councillors *must* present the following reports to the AGM:

- The financial report;
- The directors' report;
- The auditors' report.

The Chairperson must also allow a reasonable opportunity for full member institutions to ask questions about, or comment upon, the management of the Forum.

If the auditor or his/her representative attends the AGM, the Chairperson must also allow a reasonable opportunity for full member institutions to ask questions about the conduct of the audit and the preparation and content of the auditor's report.

This rule above accords with ss. 250R, 250S and 250T of the Act.

5.4 Quorum

No business may be transacted at an AGM, except the election of a Chairperson and adjournments, unless a quorum of full member institutions is present when the meeting proceeds to business. A quorum is either a number determined by the full member institutions or, if the full member institutions have not fixed a number, by the following method:

- (i) If the number of full member institutions is 9 or less, 3 full member institutions;
- (ii) If the number of full member institutions is between 10 and 15, 4 full member institutions; or
- (iii) If the number of full member institutions exceeds 15, 5 full member institutions.

If there is no quorum 30 minutes after the starting time of an AGM then it can be adjourned to another date. If there is no agreement about the date for the adjourned AGM it must be adjourned to the same day in the next week at the same time and place.

This rule above accords with clause 13.3 of the Constitution and Section 249E of the Act.

5.5 Order for discussion

The order for discussion is progression through the agenda.

5.6 Speaking Rights

Full member institutions may speak to each agenda item and then candidate and associate member institutions and other observers may speak (with the permission of the Chairperson) prior to moving onto the next agenda item.

This rule above accords with clause 13.6 of the Constitution

5.7 Decision-making

Decisions at AGMs will, as far as possible, be arrived at by consensus. Where the Chairperson deems that there is no consensus the matter will be decided by a majority of votes by hand. Only full member institutions may vote on agenda items and each full member institution present has one vote. A proxy, attorney or representative is entitled to a separate vote for each full member institution that the person represents. Where the votes are equal the proposed resolution is lost. Candidate and associate member institutions do not have voting rights.

This rule above accords with clauses 13.7, 13.8 and 13.9 of the Constitution.

5.8 Working language of AGMs

The working language of the meetings of the APF shall be English.

6. The APF secretariat

6.1 Role

The Secretariat shall facilitate the work of the AGMs of the full member institutions by:

- (i) Providing necessary advice, clarifications, inputs and information;
- (ii) Acting as resource persons – particularly in the preparation of background papers; and
- (iii) Summarising discussions and preparing the final report of the meeting.

6.2 Reporting

The Secretariat will publish the executive summary of the AGM within 60 days of the meeting being held.

7. Adoption and Amendment of Rules of Procedure

7.1 Adoption and Amendment

These Rules shall come into force on adoption by the Forum Councillors, will remain in force until amended by the Forum Councillors, and can be amended by the Forum Councillors as required.

7.2 Matters not covered by the Rules

Any matter not covered by these rules may be determined by a vote of the full member institutions.