



Partner Housing Australasia (Building) Incorporated
ABN 88 722 057 429 CFN: 15429
Web: www.partnerhousing.org
Pro-bono professional services and funding for South Pacific
village infrastructure, housing, water, sanitation and training.



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Partner Housing is a signatory to the ACFID Code of Conduct, which is a voluntary, self-regulatory sector code of good practice. As a signatory we are committed and fully adhere to the ACFID Code of Conduct, conducting our work with transparency, accountability and integrity.

Constitution, Policies & Code of Conduct



Five Police Houses constructed using the Partner Housing Australasia **DANCER** Building System at Baiyer River for the Government of Papua New Guinea.

Signed

Rod Johnston
President / CEO / Public Officer
Partner Housing Australasia (Building) Incorporated

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Revisions

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Correction of minor typographical errors and minor modifications
Change of name throughout to “Partner Housing Australasia”

Part 1 – Vision, Mission & Values

1. Vision

Partner Housing Australasia is an entirely voluntary organisation, which aims to transform the lives of people living in Asia-Pacific villages by improving the cyclone, earthquake and tsunami resistance of their houses, clinics, schools and community buildings; and by providing clean water supplies and hygienic sanitation.

2. Mission

Partner Housing Australasia is a Christian organisation that works with local communities and government to build safe and healthy villages. We offer four basic services:

1. Pro-bono “Design and Help-Desk” Engineering Services to other Non-governmental Organisations (NGOs) and governments of South Pacific countries.
2. Finance, design, materials supply, supervision, mentoring and training for village infrastructure, clinics schools, water, sanitation and housing projects.
3. Development of village building systems with enhanced cyclone, earthquake and tsunami resistance and sustainable rural water supply and sanitation systems.
4. Training programs for the design, construction and maintenance of improved village buildings, rural water supply and sanitation.

The particular objects of the Organisation are:

- (a) to reduce and eventually eliminate poverty housing and homelessness in Australia and the Asia-Pacific region, by enabling the building or renovation of adequate and basic housing and by providing the means for homelessness and disadvantaged persons and families to acquire such housing;
- (b) to dispense relief directly to persons and families in the community suffering from poverty, sickness, destitution and homelessness;
- (c) to enable needy and marginalised persons and families to build hope and dignity and to nurture self-respect in such persons and families through the provision of simple, decent and affordable places to live with reliable village infrastructure;
- (d) to help such persons and families to help themselves and to encourage them to work in association with Partner Housing Australasia in achieving the goal of providing a simple, decent and affordable place to live through home ownership and reliable village infrastructure.

Partner Housing Australasia’s principal mission is in designing and building simple, decent, affordable housing and reliable village infrastructure that relate directly to the improvement of the daily lives of poor people in villages in developing countries. This includes:

- Houses
- Village community centres
- Village schools
- Village clinics
- Access roads to the villages
- Water collection (e.g. wells & tanks) and reticulation to villages
- Septic systems and latrines to villages
- Hospitals

3. Values

Partner Housing Australasia (Building) Incorporated shall ensure that its programs and procedures reflect Christian values of love and compassion to care for people less fortunate than ourselves.

Partner Housing Australasia (Building) Incorporated is non-denominational, does not evangelise and does not discriminate in the dispensation of donations or services, which are available to all people in need, irrespective of religion or race. Partner Housing Australasia does not provide support for evangelical activities and partisan political activities. Partner Housing Australasia does not participate in advocacy

Part 2 – Governance

4. Governing Instrument

- (a) This “Constitution, Policies & Code of Conduct” document is the governing instrument of Partner Housing Australasia Australia (Building) Incorporated, herein referred to as Partner Housing Australasia.
- (b) This governing instrument sets out:
- i. The Organisation’s basic goals and purposes;
 - ii. The membership of the Organisation and Members’ rights and obligations;
 - iii. The governance structure and processes of the Organisation;
 - iv. The frequency and processes for meetings of members (at least annually);
 - v. The method of appointment/election of officers (who must serve in a probono capacity without remuneration), their terms of office, any provisions for termination;
 - vi. The rules for meetings of the governing body, including the frequency of meetings (at least two a year) and the size of a quorum;
 - vii. The powers and responsibilities of the governing body including a statement of the overall responsibility of the governing body;
 - viii. The strategic controls to be exercised by the governing body;
 - ix. The financial controls to be exercised by the governing body;
 - x. The power of the governing body to delegate authority to officers, staff and others.
- (c) This governing instrument shall be readily accessible to members and supporters.
- (d) This governing instrument complies with the relevant New South Wales legislative requirements and is based on the Model Rules for Associations Incorporated under the NSW Associations Incorporation Act, 2016 (NSW), with additional policies necessary to comply with the specific requirements and codes of ethics of the Australian Tax Office (ATO), Australian Council for International Development (ACFID), the Commonwealth Department of Foreign Affairs and Trade (DFAT), Institution of Engineers Australia (EA) and Consult Australia (CA).
- (e) Notwithstanding the difficulties raised by the competing requirements of the NSW, ATO, ACFID, DFAT, EA and CA noted in Paragraph 4(d), Partner Housing Australasia aims to provide a practical, workable, readable set of policies and procedures, suited to the operation of a small international design and construction organisation, serviced approximately 20 to 30 volunteers and no paid staff.
- To achieve this, it is permissible to produce and distribute simplified summaries of some key policies and procedures. Such summaries are to assist training, and do not in any way diminish the authority of this governing instrument, “Constitution, Policies & Code of Conduct”.
- (f) This governing instrument and the policies contained herein shall be reviewed annually by the Board and any resulting recommendations regarding its effectiveness, appropriateness or accuracy shall be made to the Annual General Meeting.

5. Governing Body, Responsibilities, Authorities & Delegations

- (a) Partner Housing Australasia’s governing body (herein referred to as the “Board”) shall consist of Directors, elected by Members of the Organisation at an Annual General Meeting (except that it is permissible to appoint a Director from the membership to fill a casual vacancy).
- (b) Given that Partner Housing Australasia is an organisation whose Vision, Mission and Values reflect and promote voluntary probono service, all Directors (members of the Board) shall be prepared to assume voluntary management roles within the Organisation.

- (c) The Board (governing body) may delegate authority to staff or others, but may not delegate its overall responsibility.
- (d) Where authority is delegated, there shall be clearly defined lines of authority between the governing body and those granted the authority, set out in “Procedures”.
- (e) The respective roles and responsibilities of the governing body, staff and management shall be clearly set out in “Procedures” and communicated to all concerned.

6. Annual General Meeting

- (a) Partner Housing Australasia shall conduct an Annual General Meeting (AGM) annually.
- (b) Each AGM shall deal with substantive matters including reports from the officers and managers, receive the annual audited financial statements and appoint an independent auditor for the subsequent years;
- (c) In accordance with this governing instrument, Partner Housing Australasia shall provide Members with every reasonable opportunity to attend the AGM and to engage with the officers and managers of the Organisation. This will include providing advance notice of the meeting to all members and providing reasonable access to any relevant information.
- (d) Each AGM shall be conducted in accordance with the further details set out in Part 5 “General Meetings” of this document.

7. Governing Body Policies

- (a) Appointment and termination of members of the Board (governing body) are set out in Part 5 “General Meetings” of this document.
- (b) Members and Volunteers shall provide their services on a probono basis, without remuneration.
- (c) Members and Volunteers are entitled to recoup out-of-pocket expenses, subject to approval by the Board. This does not apply to any claim for payment for work, since all work must be voluntary and provided on a probono basis. Details of the appropriate approval process are set out in “Procedures”. This policy must be approved by the Annual General Meeting of the members of the organisation.

8. Advocacy

- (a) Partner Housing Australasia does not carry out such advocacy activities beyond the specific requirements of fulfilling the other parts of this “Constitution, Policies & Code of Conduct”.

Part 3 – Membership

9. Membership generally

- (a) A person is eligible to be a member of the Organisation if:
- i. the person is a natural person, and
 - ii. the person has applied and been approved for membership of the Organisation in accordance with clause 3.
- (b) A person is taken to be a member of the Organisation if:
- i. the person is a natural person, and
 - ii. the person was:
 - (i) in the case of an unincorporated body that is registered as the Organisation—a member of that unincorporated body immediately before the registration of the Organisation, or
 - (ii) in the case of an Organisation that is amalgamated to form the relevant Organisation—a member of that other Organisation immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an Organisation—a member of the registrable corporation immediately before that entity was registered as an Organisation.
- (c) A person is taken to be a member of the Organisation if the person was one of the individuals on whose behalf an application for registration of the Organisation under section 6 (1) (a) of the Act was made.

10. Application for membership

- (a) An application by a person for membership of the Organisation:
- i. must be made in writing (including by email or other electronic means, if the Board so determines) in the form determined by the Board, and
 - ii. must be lodged (including by electronic means, if the Board so determines) with the secretary of the Organisation.
- (b) As soon as practicable after receiving an application for membership, the secretary must refer the application to the Board, which is to determine whether to approve or to reject the application.
- (c) As soon as practicable after the Board makes that determination, the secretary must:
- i. notify the applicant in writing (including by email or other electronic means, if the Board so determines) that the Board approved or rejected the application (whichever is applicable), and
 - ii. if the Board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (d) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Organisation.

11. Cessation of membership

A person ceases to be a member of the Organisation if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Organisation, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

12. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Organisation:

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

13. Resignation of membership

- (a) A member of the Organisation may resign from membership of the Organisation by first giving to the secretary written notice of at least 1 month (or any other period that the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (b) If a member of the Organisation ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

14. Register of members

- (a) The secretary must establish and maintain a register of members of the Organisation (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Organisation together with the date on which the person became a member.
- (b) The register of members must be kept in New South Wales at the Organisation's official address.
- (c) The register of members must be open for inspection, free of charge, by any member of the Organisation at any reasonable hour.
- (d) A member of the Organisation may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (e) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - i. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Organisation or other material relating to the Organisation, or
 - ii. any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (g) If the register of members is kept in electronic form:
 - i. it must be convertible into hard copy, and
 - ii. the requirements in subclauses (b) and (c) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

15. Fees and subscriptions

- (a) A member of the Organisation must, on admission to membership, pay to the Organisation a fee of \$5 or, if some other amount is determined by the Board, that other amount.
- (b) In addition to any amount payable by the member under subclause (a), a member of the Organisation must pay to the Organisation an annual membership fee of \$5 or, if some other amount is determined by the Board, that other amount:
 - i. except as provided by paragraph (b), before the Annual General Meeting in each calendar year, or
 - ii. if the member becomes a member on or after the first day of the financial year of the Organisation in any calendar year—on becoming a member and before the Annual General Meeting in each succeeding calendar year.

16. Members' liabilities

The liability of a member of the Organisation to contribute towards the payment of the debts and liabilities of the Organisation or the costs, charges and expenses of the winding up of the Organisation is limited to the amount, if any, unpaid by the member in respect of membership of the Organisation as required by clause 8.

17. Resolution of disputes

- (a) A dispute between a member and another member (in their capacity as members) of the Organisation, or a dispute between a member or members and the Organisation, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (c) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

18. Disciplining of members

- (a) A complaint may be made to the Board by any person that a member of the Organisation:
 - i. has refused or neglected to comply with a provision or provisions of this constitution, or
 - ii. has wilfully acted in a manner prejudicial to the interests of the Organisation.
- (b) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Board decides to deal with the complaint, the Board:
 - 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 Board in connection with the complaint, and
 - iii. must take into consideration any submissions made by the member in connection with the complaint.
- (d) The Board may, by resolution, expel the member from the Organisation or suspend the member from membership of the Organisation 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 and the expulsion or suspension is warranted in the circumstances.
- (e) If the Board 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 Board for having taken that action and of the member's right of appeal under clause 12.
- (f) 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 Organisation confirms the resolution under clause 12, whichever is the later.

19. Right of appeal of disciplined member

- (a) A member may appeal to the Organisation in general meeting against a resolution of the Board under clause 11, 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 under subclause (a), the secretary must notify the Board, which is to convene a general meeting of the Organisation to be held within 28 days after the date on which the secretary received the notice.
- (d) At a general meeting of the Organisation convened under subclause (c):

- i. no business other than the question of the appeal is to be transacted, and
 - ii. the Board 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) The appeal is to be determined by a simple majority of votes cast by members of the Organisation.

Part 4 – The Board

20. Powers of the Board

- (a) Subject to the Act, the Regulation, this document and any resolution passed by the Organisation in general meeting, the Board shall –
- i. control and manage the affairs of the Organisation, and
 - ii. may exercise all the functions that may be exercised by the Organisation, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Organisation, and
 - iii. exercise power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Organisation.

21. Composition and membership of Board

- (a) The Board is to consist of:
- i. the office-bearers of the Organisation, and
 - ii. at least three (3) and not more than more than nine (9) ordinary Board members, as determined by each Annual General Meeting before the election takes place,
each of whom is to be elected at the annual general meeting of the Organisation under clause 15.
- Note.
- Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the Board.
- (b) The total number of Board members is to be not less than seven (7) and not more than thirteen (13).
- (c) Partner Housing Australasia is committed to the principle that all Board Members (Directors) be nominated and elected on the basis of merit, track record, commitment, skills and experience that they will bring to the Organisation, consistent with the principles below.

The Board is the governing body of Partner Housing Australasia, and therefore shall reflect a practical balance of the following principles of the Organisation -

- i. Partner Housing Australasia is committed to voluntary service. Therefore, all Directors shall have a demonstrated track record of volunteering and/or community service.
 - ii. Partner Housing Australasia is committed to improving the health and safety of both women and men in remote villages. To reflect this gender balance, the Board shall consist of equal numbers of women and men, as far as is practical within the constraints dictated by the other principles below.
 - iii. Partner Housing Australasia is committed to the deployment of professional engineering, architectural and building skills within the Asia Pacific region. Therefore, the Board shall consist substantially of building professionals – engineers, architects and / or builders. Other Directors shall have professional or administrative skills and experience within the building industry or associated services.
 - iv. Partner Housing Australasia is committed to building infrastructure in very remote Asia-Pacific villages. The Board must understand and have collective experience of the local cultures, values and history, and health, personal safety, communication and logistical difficulties associated with working in remote locations such as the Papua New Guinea highlands (prone to tribal warfare and banditry), relatively inaccessible Solomon Islands villages (without clean water, sanitation or medical services) and similar environments. Therefore, the Board shall include a majority of Directors who have demonstrated practical experience of undertaking voluntary work in these or similar remote locations.
- (d) The office-bearers of the Organisation are as follows:
- i. the president,
 - ii. the vice-president,

- iii. the treasurer,
 - iv. the secretary.
- (e) A Board member may hold up to 2 offices (other than both the offices of president and vice-president).
- (f) There is no maximum number of consecutive terms for which a Board member may hold office.

Note.

Schedule 1 to the Act provides that an Organisation's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the Board.

- (g) Each member of the Board is, subject to this constitution, to hold office until immediately before the election of Board members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

22. Election of Board members

- (a) Nominations of candidates for election as office-bearers of the Organisation or as ordinary Board members:
- i. must be made in writing, signed by 2 members of the Organisation 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 of the Organisation 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 Board, 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 Board 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 office-bearers and ordinary Board members of the Board is to be conducted at the annual general meeting in any usual and proper manner that the Board directs.
- (g) A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the Organisation must be a member of the Organisation.

23. Secretary

- (a) The secretary of the Organisation must, as soon as practicable after being appointed as secretary, lodge notice with the Organisation of his or her address.
- (b) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
- i. all appointments of office-bearers and members of the Board, and
 - ii. the names of members of the Board present at a Board meeting or a general meeting, and
 - iii. all proceedings at Board 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) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (c).

24. Treasurer

- (a) The Treasurer shall ensure that –
- i. All money due to the Organisation is collected and received;
 - ii. All payments authorised by the Organisation are made;

- iii. Correct books and accounts are kept showing the financial affairs of the Organisation, including full details of all receipts and expenditure connected with the activities of the Organisation
- iv. A financial audit is performed each year.

25. Casual vacancies

- (a) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Organisation to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (b) A casual vacancy in the office of a member of the Board occurs if the member:
 - i. dies, or
 - ii. ceases to be a member of the Organisation, or
 - iii. is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - iv. resigns office by notice in writing given to the secretary, or
 - v. is removed from office under clause 19, or
 - vi. becomes a mentally incapacitated person, or
 - vii. is absent without the consent of the Board from 3 consecutive meetings of the Board, or
 - viii. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - ix. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

26. Removal of Board members

- (a) Partner Housing Australasia in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Organisation, the secretary or the president may send a copy of the representations to each member of the Organisation 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.

27. Board meetings and quorum

- (a) The Board must meet at four (4) times in each period of 12 months at the place and time that the Board may determine.
- (b) Additional meetings of the Board may be convened by the president or by any member of the Board.
- (c) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under subclause (c) 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 Board members present at the meeting unanimously agree to treat as urgent business.
- (e) Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

- (f) No business is to be transacted by the Board 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 meeting of the Board:
 - 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, one of the remaining members of the Board chosen by the members present at the meeting is to preside.

28. Appointment of Organisation members as Board members to constitute quorum

- (a) If at any time the number of Board members is less than the number required to constitute a quorum for a Board meeting, the existing Board members may appoint a sufficient number of members of the Organisation as Board members to enable the quorum to be constituted.
- (b) A member of the Board so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (c) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

29. Use of technology at Board meetings

- (a) A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate.
- (b) A Board member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

30. Delegation by Board to sub-Board

- (a) The Board may, by instrument in writing, delegate to one or more sub-Boards (consisting of the member or members of the Organisation that the Board thinks fit) the exercise of any of the functions of the Board that are specified in the instrument, other than:
 - i. this power of delegation, and
 - ii. a function which is a duty imposed on the Board by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a sub-Board under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Board in accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (d) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-Board acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) A sub-Board may meet and adjourn as it thinks proper.

31. Voting and decisions

- (a) Questions arising at a meeting of the Board or of any sub-Board appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-Board present at the meeting.

- (b) Each member present at a meeting of the Board or of any sub-Board appointed by the Board (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) Subject to clause 30 (e), the Board may act despite any vacancy on the Board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-Board appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-Board.

Part 5 – General Meetings

32. Annual general meetings—holding of

- (a) Partner Housing Australasia must hold its first annual general meeting within 18 months after its registration under the Act.
- (b) Partner Housing Australasia must hold its annual general meetings:
 - i. within 6 months after the close of the Organisation’s financial year, or
 - ii. within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

33. Annual general meetings—calling of and business at

- (a) The annual general meeting of the Organisation is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the Board 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 Board reports on the activities of the Organisation during the last preceding financial year,
 - iii. to elect office-bearers of the Organisation and ordinary Board members,
 - iv. to receive and consider any financial statement or report required to be submitted to members under the Act.
 - v. An annual general meeting must be specified as that type of meeting in the notice convening it.

34. Special general meetings—calling of

- (a) The Board may, whenever it thinks fit, convene a special general meeting of the Organisation.
- (b) The Board must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Organisation.
- (c) A requisition of members for a special general meeting:
 - i. must be in writing, and
 - ii. must state the purpose or purposes of the meeting, and
 - iii. must be signed by the members making the requisition, and
 - iv. must be lodged with the secretary, and
 - v. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (e) A special general meeting convened by a member or members as referred to in subclause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- (f) For the purposes of subclause (c):
 - i. a requisition may be in electronic form, and
 - ii. a signature may be transmitted, and a requisition may be lodged, by electronic means.

35. Notice

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Organisation, 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 Organisation, 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, in addition to the matter required under subclause (a), the intention to propose the resolution as a special resolution.

Note.

A special resolution must be passed in accordance with section 39 of the Act.

- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted as permitted herein.
- (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.

36. Quorum for general meetings

- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (b) Five members present (being members entitled under this constitution 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) are to constitute a quorum.

37. 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 Organisation.
- (b) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

38. Adjournment

- (a) The chairperson of a general meeting at which a 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 of the Organisation stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (c) Except as provided in subclauses (a) and (b), 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.

39. Making of decisions

- (a) A question arising at a general meeting of the Organisation is to be determined by:
- i. a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Board may determine, or
 - ii. if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (b) If the question is to be determined by a show of hands, 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 Organisation, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) Subclause (b) applies to a method determined by the Board under subclause (a) (i) in the same way as it applies to a show of hands.
- (d) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

40. Special resolutions

- (a) A special resolution may only be passed by the Organisation in accordance with section 39 of the Act.

41. Voting

- (a) On any question arising at a general meeting of the Organisation a member has one vote only.
- (b) 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.
- (c) A member is not entitled to vote at any general meeting of the Organisation unless all money due and payable by the member to the Organisation has been paid.
- (d) A member is not entitled to vote at any general meeting of the Organisation if the member is under 18 years of age.

42. Proxy votes not permitted

- (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. The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules or by email.

Note.

Schedule 1 to the Act provides that an Organisation's constitution is to address whether members of the Organisation are entitled to vote by proxy at general meetings.

43. Postal or electronic ballots

- (a) Partner Housing Australasia may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal as provided for herein).
- (b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

44. Use of technology at general meetings

- (a) A general meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Organisation's members a reasonable opportunity to participate.
- (b) A member of an Organisation who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 6 – Financial Practices and Control

45. Funds—source

- (a) The funds of the Organisation are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Organisation in general meeting, any other sources that the Board determines.
- (b) All money received by the Organisation must be deposited as soon as practicable and without deduction to the credit of the Organisation's bank or other authorised deposit-taking institution account.
- (c) Partner Housing Australasia must, as soon as practicable after receiving any money, issue an appropriate receipt.

46. Funds—management

- (a) Subject to any resolution passed by the Organisation in general meeting, the funds of the Organisation are to be used solely in pursuance of the objects of the Organisation in the manner that the Board determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

47. Organisation is not-for-profit

- (a) Subject to the Act and the Regulation, Partner Housing Australasia must apply its funds and assets solely in pursuance of the objects of the Organisation, and must not conduct its affairs so as to provide a pecuniary gain for any of its members.
- (b) Section 5 of the Act defines *pecuniary gain* for the purpose of this clause.

48. Distribution of property on winding up

- (a) Subject to the Act and the Regulations, in a winding up of the Organisation, any surplus property of the Organisation is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (b) In this clause, a reference to the surplus property of an Organisation is a reference to that property of the Organisation remaining after satisfaction of the debts and liabilities of the Organisation and the costs, charges and expenses of the winding up of the Organisation.
- (c) Section 65 of the Act provides for distribution of surplus property on the winding up of an Organisation.
- (d) See also Clauses 59 and 68.

49. Change of name, objects and constitution

- (a) An application for registration of a change in the Organisation's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a delegated Board member.

50. Custody of books etc

All records, books and other documents relating to the Organisation must be kept in New South Wales at the Organisation's official address, in the custody of the Public Officer.

51. Inspection of books etc

- (a) The following documents must be open to inspection, free of charge, by a member of the Organisation at any reasonable hour:
- i. records, books and other financial documents of the Organisation,
 - ii. this constitution,
 - iii. minutes of all Board meetings and general meetings of the Organisation.
- (b) A member of the Organisation may obtain a copy of any of the documents referred to in subclause (a) on payment of a fee of not more than \$1 for each page copied.
- (c) Despite subclauses (a) and (b), the Board may refuse to permit a member of the Organisation to inspect or obtain a copy of records of the Organisation that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Organisation.

52. Service of notices

- (a) For the purpose of this constitution, a notice may be served on or given to a person:
- i. by delivering it to the 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 this constitution, 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.

53. Financial year

- (a) The financial year of the Organisation is:
- i. the period of time commencing on the date of incorporation of the Organisation and ending on the following 30 June, and
 - ii. each period of 12 months after the expiration of the previous financial year of the Organisation, commencing on 1 July and ending on the following 30 June.
- (b) Schedule 1 to the Act provides that an Organisation's constitution is to address the Organisation's financial year.
- (c) Clause 19 of the Regulation contains a substitute clause 47 for certain Organisations incorporated under the [Associations Incorporation Act 1984](#).

54. Control of Funds and Resources

A Partner Housing Australasia shall only disburse donated funds or resources to a third party (including Partner Organisations) for aid and development activities where it is satisfied that –

- i. The activity is consistent with the explicit or implicit promise to the donor;
- ii. The activity is consistent with the Partner Housing Australasia and its Partner Organisations' strategy, objects, purpose and values;

- iii. The third party has the capacity to apply the funds or resources in accordance with the promise to the donor, with this Code, with Partner Housing Australasia strategy, objects and purpose and with the specific instructions of Partner Housing Australasia;
- iv. The funds or resources will be disbursed in accordance with relevant laws including taxation, counter terrorism financing and anti-money laundering legislation; and
- v. Appropriate control and risk management mechanisms are in place to mitigate the risk of misappropriation or improper use of the funds or resources once disbursed.

55. Financial Control

- (a) Each Annual General Meeting shall appoint a suitably qualified Director to serve as the Treasurer, with responsibilities to manage the finances of the Organisation.
- (b) Each Annual General Meeting shall approve a 10-year Budget and Financial Plan.
- (c) The Board shall meet at least four (4) times per year, once in each quarter. Each Board meeting shall consider, deliberate and approve –
 - i. the Financial Statements and Accounts (including income and expenditure) for the previous quarter; and
 - ii. any required modifications to the most recent 10-year Budget and Financial Plan if deemed necessary due to changed financial circumstances.
- (d) For each financial year, the President shall maintain a permanent record of all relevant documents (including Financial Reports, Accounts and associated documentation). Where appropriate, copies of these documents shall also be maintained by the Treasurer and/or Secretary.
- (e) Partner Housing Australasia shall have adequate procedures for the review and monitoring of income and expenditure by management and the governing body.
- (f) Partner Housing Australasia shall not make loans or monetary payments to staff or governing body members (apart from compensation of out-of-pocket expenses).
- (g) Such loans and transactions and the nature of the relationship and the amount of any compensation of out-of-pocket expenses to the members of the governing body or related parties shall be fully disclosed in the annual financial report and subject to audit.
- (h) Partner Housing Australasia shall ensure that funds and resources entrusted to them are controlled and (where applicable) properly invested and managed prior to their disbursement to any Partner Organisation or other third party.

56. Safeguards against Fraud, Corruption and Money-laundering

- (a) Partner Housing Australasia is strongly committed to stamping out fraud, corruption and money laundering in the countries in which it operates.
- (b) Partner Housing Australasia is also strongly committed to assisting its Partner Organisations to stamp out fraud, corruption and money laundering in their localities.
- (c) The Policies herein, and the Financial Procedures derived from these Policies, are aimed at reducing fraud and corruption.
- (d) Partner Housing Australasia has internal and external processes for safe reporting of wrongdoing ('whistle blowing') that provide for firm corrective action where wrongdoing is identified. Persons reporting fraud and/or corruption (whistle blowers) shall be protected and assisted, with care taken to preserve their anonymity, subject to the laws of the country.
- (e) The Policies (herein) and "Procedures" on "Whistle-blowing", "Complaints Handling" and "Quality Assurance", make provision for –
 - i. Publicised points of confidential contact (to be the President unless resolved otherwise by the Board);
 - ii. A process for investigation and escalation; and

- iii. Prescribed timeframes for investigation and response.
- (f) Partner Housing Australasia shall only disburse donated funds or resources to a Partner Organisations (or other approved third party) for aid and development activities where it is satisfied that:
 - i. The activity is consistent with any explicit or implicit promise to the Donor;
 - ii. The activity is consistent with the Partner Housing Australasia and its Partner Organisations' Vision, Mission, Values and other relevant strategies approved by the Board;
 - iii. The Partner Organisations (or other approved third party) has the capacity to apply the funds or resources in accordance with the promise to the Donor, with this Code, with Partner Housing Australasia and its Partner Organisations' Vision, Mission, Values and other relevant strategies approved by the Board, and with the specific instructions of Partner Housing Australasia;
 - iv. The funds or resources shall be disbursed in accordance with relevant laws including taxation, counter terrorism financing and anti-money laundering legislation; and
 - v. Appropriate control and risk management mechanisms are in place to mitigate the risk of misappropriation or improper use of the funds or resources once disbursed.

57. Annual Report

- a) A written Annual Report shall be produced and be made available to all stakeholders, including (but not limited to) members, volunteers, supporters, partner agencies and members of the public.
- b) The Annual Report shall provide stakeholders with:
 - i. A description of the Partner Housing Australasia's Vision, Mission and Values;
 - ii. A plain language summary of the Partner Housing Australasia's income and expenditure and overall financial health;
 - iii. A description of the most significant aid and development activities undertaken during the reporting period and their impact; and
 - iv. Information about evaluations into the effectiveness of and the learning from aid and development activity conducted by the organisation.
- c) The Annual Report shall also include:
 - i. A report by the management and/or the governing body;
 - ii. Financial statements prepared in accordance with the relevant requirements of this document and the other legal bodies.
 - iii. A statement of commitment to full adherence to the ACFID Code of Conduct;
 - iv. Identification of the ability to lodge a complaint against Partner Housing Australasia and a point of contact; and
 - v. Identification of the ability to lodge a complaint for breach of this Code with the ACFID Code of Conduct Committee and a point of contact.

58. Auditing of Financial Statements

- (a) The draft annual Partner Housing Australasia Financial Report (for the most recently completed financial year) shall be presented to the July Board meeting for approval and for subsequent auditing.
- (b) The approved draft annual Partner Housing Australasia Financial Report (for the most recently completed financial year), together with all relevant associated Accounts and other documentation, shall be independently audited by a qualified and independent auditor in accordance with the relevant Australian Auditing Standards.
- (c) The audited annual Partner Housing Australasia Financial Report (for the most recently completed financial year) shall be presented to the December AGM for ratification.

- (d) The auditor shall be (at a minimum) a qualified accountant who is a member of the Australian Society of Certified Practising Accountants, the Institute of Chartered Accountants in Australia or the National Institute of Accountants, or be a registered company auditor.
- (e) The audited annual Partner Housing Australasia Financial Report (including the Audit Report) signed by the auditor and include their identity, qualifications and contact details) shall be included in the Annual Report.

59. Effective use of Resources

- (a) Partner Housing Australasia and its partner organisations will ensure that their aid and development activities are structured to enable measurement of costs.
- (b) Partner Housing Australasia and its partner organisations will be diligent in reviewing the costs of their engagement, seeking cost savings and efficiencies where appropriate to the context and nature of their aid and development activity.

60. Integrity in Marketing and Reporting

- (a) Partner Housing Australasia and its Partner Organisations shall proactively make available information to stakeholders which is accurate, accessible and timely.
- (b) Partner Housing Australasia and its Partner Organisations shall clearly inform signatories what information they will and will not provide to stakeholders.
- (c) Partner Housing Australasia and its Partner Organisations shall ensure that their marketing materials clearly reflect their organisational values and the values of this document.
- (d) Partner Housing Australasia and its Partner Organisations shall ensure that their portrayal of local people in publications, documents and the like are in accordance with the following –
 - i. Images and messages of women and men, boys and girls will present them in a dignified, respectful manner, portraying them as equal partners in the development process. (See also the Child Protection Policy)
 - ii. Images and messages will honestly portray the diversity of local people including age, disability and other marginalised groups.
 - iii. Images and messages will honestly convey the context and complexity of the situations in which local people live.
 - iv. Key figures in images will be informed of what the image is being used for and if possible, their permission obtained.
 - v. Origins of any images used will be known and any necessary permissions, including copyright releases, be held.
 - vi. Care will be taken to ensure that the identification of or use of images of local people will not endanger the people they portray.

61. Fundraising, Requests for Probono Services and Public Communications

- (a) Partner Housing Australasia shall ensure that all legal obligations and ethical principles are adhered to the following. In particular –
 - i. Partner Housing Australasia shall have processes and procedures in place to ensure that all legislative requirements are met in their fundraising, requests for probono services and public communications; and
 - ii. Partner Housing Australasia shall comply with the Fundraising Institute of Australia's Code of Ethics and Professional Conduct and their standards for the type of fundraising undertaken.
- (b) Partner Housing Australasia shall ensure truthfulness in all activities. In particular –
 - i. Partner Housing Australasia shall ensure that Staff, Volunteers and Contractors are aware of the requirement that all fundraising, requests for probono services and public communications must be truthful.

- ii. Material used for fundraising, requests for pro bono services and public communications shall accurately identify the Partner Housing Australasia's name, address, Australian Business Number and purposes.
 - iii. Materials used for fundraising, requests for pro bono services and public communications shall clearly state if there is a specific purpose for the donations, pro bono services etc.
 - iv. Materials used for fundraising, requests for pro bono services and public communications shall avoid material omissions, exaggerations of fact, misleading visual portrayals and overstating either the need or what a donor's response may achieve.
 - v. Materials used for fundraising, requests for pro bono services and public communications shall accurately portray intended recipients, their situations and the potential solutions.
- (c) Partner Housing Australasia shall ensure all contracts are clear. In particular –
- i. Partner Housing Australasia shall ensure that all contracts for fundraising, requests for pro bono services and public communications comply with applicable legislative and regulatory requirements.
 - ii. Partner Housing Australasia shall have written contracts with any third-party fundraisers that clearly specify the outcomes, responsibilities and obligations of each party.
 - iii. Partner Housing Australasia shall ensure that any form of fundraising, requests for pro bono services and public communications undertaken by a third party clearly identifies Partner Housing Australasia as the beneficiary of the funds.
- (d) Partner Housing Australasia shall ensure that all Donors are protected and provided with information project information. In particular –
- i. Partner Housing Australasia shall have policies and procedures in place to ensure that the privacy of donors or potential donors is protected, consistent with the Privacy Act (as amended), including the right to:
 - Have their names deleted or suppressed from mailing lists, including those that the organisation intends to share;
 - Inspect the bona fides of any person undertaking fundraising on behalf of the Organisation;
 - Be informed about the purposes for which donations will be used; and
 - Have access to program details funded by their donation.
- (e) The Partner Housing Australasia Board shall have the authority to reject any donation that may not be in accordance with these policies. In particular, Partner Housing Australasia shall reject any donation that is suspect of origination from money laundering. See also Policies 56 and 84.
- (f) Partner Housing Australasia shall ensure that fundraising for specific purposes is in accordance with a clear plan for use of any excess funding. This plan shall be available before fundraising commences. Partner Housing Australasia shall maintain, and provide on request, financial records on the disbursement of donated funds.
- (g) Partner Housing Australasia shall honestly and accurately declare all administrative costs in audited financial reports. including financial ratios and a note explaining their determination.

62. Partner Housing Australasia (Building) Incorporated Overseas Aid Fund

- (a) Establishment of the Relief Fund
- i. The Partner Housing Australasia (Building) Incorporated Overseas Aid Fund (**Relief Fund**) is under the authority of the Partner Housing Australasia (Building) Incorporated "Constitution, Policies & Code of Conduct" and "Procedures".
 - ii. Partner Housing Australasia (Building) Incorporated is an organisation declared by the Minister for Foreign Affairs to be an 'approved organisation'. Partner Housing Australasia (Building) Incorporated must maintain its status as an approved organisation so long as it seeks or has obtained endorsement of the Relief Fund from the Australian Taxation Office (ATO).
 - iii. Partner Housing Australasia (Building) Incorporated must maintain the Relief Fund in accordance with these Rules for so long as it seeks or has obtained endorsement as a deductible gift recipient

(DGR) from the ATO, or Partner Housing Australasia (Building) Incorporated is named as a DGR in the Income Tax Assessment Act 1997 (ITAA97).

(b) Objects

- i. The purpose of the Relief Fund is to raise, receive and distribute funds in accordance with the objects of the Relief Fund as set out below.
- ii. The exclusive purpose of the Relief Fund is to provide relief to people in developing countries as certified by the Australian Minister for Foreign Affairs for the purposes of the Overseas Aid Gift Deductibility Scheme established by the ITAA97.

(c) Administration of the Relief Fund

The following general rules apply to the administration of the Relief Fund.

- i. Gifts kept separate
 - Partner Housing Australasia (Building) Incorporated must maintain a separate bank account for the Relief Fund.
- ii. Gifts to be Credited to Relief Fund
 - The following must be credited to the Relief Fund:
 - All gifts of money or property to Partner Housing Australasia (Building) Incorporated for the Objects.
- iii. All money or property received by Partner Housing Australasia (Building) Incorporated because of those gifts.
 - No other money or property may be credited to the Relief Fund.
 - Partner Housing Australasia (Building) Incorporated must use any gifts, money or property referred to in this clause only for the purposes of the Objects.
- iv. Receipts to issue in name of the Relief Fund
 - All receipts for gifts made to the Relief Fund must include:
 - The name of the Relief Fund;
 - The fact that the receipt is for a gift; and
 - The Australian Business Number of Partner Housing Australasia (Building) Incorporated.
- v. Public invited to contribute
 - The Australian public will be engaged to make gifts to the Relief Fund for the purposes of carrying out the Objects.
- vi. Management Board
 - The Relief Fund is to be managed by the Board of Directors of Partner Housing Australasia (Building) Incorporated, elected in accordance with Partner Housing Australasia (Building) Incorporated's "Constitution, Policies & Code of Conduct". Through the process of nomination and election of Directors, the Members of Partner Housing Australasia (Building) Incorporated must ensure that the majority of the Directors are persons having a degree of responsibility to the general community by reason of their occupation or standing in the community.
- vii. Tax Office to be Advised of Changes
 - Partner Housing Australasia (Building) Incorporated must inform the ATO of any alterations made to these Rules.

(d) No profits for Members

- i. Subject to the clause below, all of the assets and income of the Relief Fund shall be applied solely to further the Objects, and no portion shall be distributed directly or indirectly to any Member or individual.

- ii. Nothing in the clause above prevents the payment, in good faith, of an amount, calculated on arms-length terms, in respect of:
 - Remuneration payable for services actually rendered to the Relief Fund; or
 - Goods or services actually supplied to the Relief Fund by a Member in the ordinary and usual course of the Member's business.

(e) Winding up of Relief Fund

- i. If the Relief Fund is wound up, or if Partner Housing Australasia (Building) Incorporated ceases to be a DGR for any reason, any surplus assets of the Relief Fund remaining after the payment of liabilities attributable to it will not be paid to or distributed among the Members of Partner Housing Australasia (Building) Incorporated, but must be transferred to a fund, authority or institution which satisfies the following requirements:
 - It is a fund, authority or institution to which to which income tax deductible gifts can be made;
 - It has objects similar to the objects of Partner Housing Australasia (Building) Incorporated; and
 - Its constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of tis "Constitution, Policies & Code of Conduct" document.
- ii. This is to be determined by the Management Board at or before the time of winding up of the Relief Fund. Subject to review at the time of winding up, the nominated recipient of the Relief Fund shall be Habitat for Humanity Australia. See also the "Winding Up" policy, as it relates to the other assets of the organisation.

63. Winding Up

- (a) In the event of the winding up or the cancellation of the incorporation of the Organisation, Partner Housing Australasia (Building) Incorporated nominates that:
 - i. The balance of its tax-deductible overseas account shall be vested in the tax-deductible overseas fund of Habitat for Humanity Australia Incorporated (an incorporated Organisation); and
 - ii. The remainder of its surplus property shall be vested in the tax-deductible overseas fund of Habitat for Humanity Australia Incorporated (an incorporated Organisation).

Part 7 – Operational Provisions

64. Not-for-Profit and Maximising Public Benefit

- (a) The Partner Housing Australasia governing instrument (this “Constitution, Policy & Code of Conduct”) clearly indicates (in the Vision, Mission and Values and elsewhere) the not-for-profit purpose and character of the Organisation and the public benefit to which it is dedicated.
- (b) Partner Housing Australasia may make and retain or invest a surplus, provided that surplus is directed to carrying out the organisation’s purposes.
- (c) The Partner Housing Australasia governing instrument (this “Constitution, Policy & Code of Conduct”) prevents Partner Housing Australasia from distributing profits or assets for the benefit of members or other private persons, both during operation and on winding up.

65. Legal Requirements

- (a) Partner Housing Australasia and its Partner Organisations shall ensure that they have in place compliance systems and processes, to ensure that their legal obligations are being met in each jurisdiction where work is carried out.

66. Respect for other NGOs

- (a) Partner Housing Australasia and its Partner Organisations shall ensure that any communication regarding other NGOs will be factually accurate and will not intentionally or otherwise mislead.
- (b) Partner Housing Australasia and its Partner Organisations shall not make statements about other NGOs with the intention of creating a reputational or other advantage for themselves.

67. Constitution, Policies & Code of Conduct

- (a) The activities of the Organisation, its Members and its Board, and the principles and procedures by which they operate, shall be in accordance with this “Constitution, Policies & Code of Conduct” and the “Procedures”.
- (b) This “Constitution, Policies & Code of Conduct” document has been developed from the NSW Model Rules, modified where appropriate to suit the particular requirements of the Organisation by one or more General Meetings of the organisation.
- (c) This “Constitution, Policies & Code of Conduct” document and the “Procedures” apply to all Partner Housing Australasia (Building) Incorporated Directors, Members, Volunteers, Visitors and Contractors.
- (d) This “Constitution, Policies & Code of Conduct” document, the Procedures and the “Code of Conduct” also apply to all Partner Organisations and their Board Members, Directors, Volunteers and Contractors implementing activities funded by or through Partner Housing Australasia via the relevant Memoranda of Understanding with those partners.

68. Procedures

- (1) Partner Housing Australasia, its Members and its Board shall operate and act in accordance with the “Procedures” documents, which has been developed from and describe the practical application of, this “Constitution, Policies & Code of Conduct” document.
- (2) The and “Procedures” may be developed, adopted and implemented by the Board, provided they remain consistent with the intent of the “Constitution, Policies & Code of Conduct” consistent with each other.

69. Availability of the Constitution, Policies & Code of Conduct and Procedures

The “Constitution, Policies & Code of Conduct” and “Procedures” shall be made available for inspection and use as follows:

- (a) A printed copy shall be tabled at each Annual General Meeting,
- (b) An electronic copy shall be circulated to each Director as part of the Agenda of the Board Meeting immediately preceding the Annual General Meeting;
- (c) An electronic copy shall be posted to the public access part of the Organisation’s website www.PartnerHousing.org .

70. Mutual Respect for Partners

- (a) The relationship between a Partner Housing Australasia and its program partners is based on honest and transparent communication and on two-way learning which leads to continuous improvement in the development practice of both.
- (b) Partner Housing Australasia shall demonstrate a willingness to invest in Partner Organisations to enable partners to:
 - i. be more effective in fulfilling their own development objectives and priorities; and
 - ii. enhance their ability to help Partner Housing Australasia meet its obligations under this Code in the areas of accountability to primary stakeholders, child protection, gender equity and control of funds and resources and the other humanitarian and management responsibilities listed herein.

71. Accountability to Stakeholders

- (a) Partner Housing Australasia and its Partner Organisations shall prioritise accountability to local people and those directly affected by aid and development activities, prioritising their needs and rights with specific reference to gender, age, disability and other identified vulnerabilities.
- (b) Partner Housing Australasia and its Partner Organisations shall seek the genuine, informed, consensual participation of local people and their representatives in aid and development activities, ensuring that they have the opportunity to authentically contribute to the design, implementation, monitoring and evaluation of these activities.
- (c) Partner Housing Australasia and its Partner Organisations shall analyse the needs and expectations of key stakeholders in all aid and development activities, pursuing informed and balanced accountability.

72. Quality Approach

- (a) Partner Housing Australasia and its Partner Organisations shall focus on building and maintaining strong, honest and robust relationships with their partners in development, the local people and organisations with which they work.
- (b) Partner Housing Australasia and its Partner Organisations shall focus on the impact of their activity and will use the information gained in monitoring and evaluation to improve aid and development processes and outcomes over time.
- (c) Partner Housing Australasia and its Partner Organisations shall ensure that they have analysed and understood the context in which planned activities will occur and will continue to review their understanding as the context changes.
- (d) Partner Housing Australasia and its Partner Organisations shall set out a clear purpose and objectives for all aid and development activity including consideration of the timeframe, sustainability.

73. Emergency Management

- (a) The substantive role of Partner Housing Australasia is in the funding, design, supervision, mentoring and training of built village infrastructure (houses, clinics, education buildings, community building, water, sanitation and the like), as detailed elsewhere in this document.
- (b) This is normally considered to be development work, carried out in a planned and systematic way.
- (c) This building work is sometimes carried out as part of rebuilding program following damage caused by cyclonic wind, earthquake and/or tsunamis.
- (d) However, Partner Housing Australasia's programs are rarely part of a "first response" to an emergency.
- (e) In the unlikely event of Partner Housing Australasia participating in "emergency management", the following policies shall be observed.
 - i. Partner Housing Australasia and its Partner Organisations shall follow the principles of the Code of Conduct for the International Red Cross and Red Crescent Movement and NGOs in Disaster Relief in their work.
 - ii. Partner Housing Australasia and its Partner Organisations will adhere to the Sphere Humanitarian Charter and Minimum Standards in Disaster Response.
 - iii. Partner Housing Australasia and its Partner Organisations are not (and will not be) involved in the distribution of pharmaceuticals and other donations of this kind.
 - iv. Partner Housing Australasia and its Partner Organisations shall comply with International Humanitarian Law, Human Rights law and Refugee law and other relevant International Conventions.
 - v. Partner Housing Australasia and its Partner organisations will consider the principles of the IASC Guidelines on Mental Health and Psychosocial Support in Emergency Settings.
 - vi. Partner Housing Australasia and its partner Organisations shall coordinate their activities and work collaboratively with other actors to the greatest extent possible throughout the emergency management cycle of providing humanitarian relief.
 - vii. Partner Housing Australasia and its Partner Organisations shall aim to be active participants in existing communication and planning networks and clusters.
 - viii. Partner Housing Australasia and its Partner Organisations shall utilise the information gained from participation in networks to improve their disaster response.

74. Consistency with Vision, Purpose and Values

- (a) Partner Housing Australasia and its Partner Organisations shall ensure that their aid and development activities are consistent with the vision, purpose and values of the organisation.
- (b) Partner Housing Australasia and its Partner Organisations shall communicate their core and shared values in their relationship with all stakeholders.

75. Voluntary Participation and Conflict of Interest

- (a) Partner Housing Australasia Members, Volunteers and Directors shall participate and offer their services on a pro-bono voluntary basis, and shall not derive any financial benefit from their involvement.
- (b) Partner Housing Australasia does not employ paid staff.
- (c) Partner Organisations do employ paid staff, consistent with the legal requirements of the country in which they operate.
- (d) Partner Housing Australasia and its Partner Organisations, including Board (governing body) Directors, Volunteers and (where applicable) Staff shall comply with the following in respect of conflict of interest issues.

- (e) Board (governing body) Directors, Volunteers and (if applicable) Staff shall disclose any real or perceived conflict of interest or any affiliation they have with an actual or potential supplier of goods and services, recipient of grant funds or organisation with competing or conflicting objectives.
- (f) Board (governing body) Directors, Volunteers and (if applicable) Staff shall disclose any conflict of interest during discussions and decision making, including at each Board Meeting and each Annual General Meeting. In such situations, they shall absent themselves from discussion (unless leave is granted as appropriate), and abstain from voting or otherwise participating in the decision making on an issue in which they have a conflict of interest.
- (g) Board (governing body) Directors, Volunteers and (if applicable) Staff shall disclose any material gifts or offers of gifts for their personal use and prohibits them from accepting valuable or otherwise inappropriate gifts.

76. Duration of Voluntary Participation

Partner Housing Australasia shall:

- (a) Encourage Directors to serve continuously for a period of not less than two years
- (b) Encourage Volunteers to serve continuously for a period of not less than one year
- (c) Encourage Directors to recruit people with suitable skills to serve as Members, Volunteers and future Directors.

77. Financial Contributions

- (1) Partner Housing Australasia recognises and appreciates that Members, Volunteers and Directors give freely of their time and other valuable resources. Directors must be financial members of Partner Housing Australasia,
- (2) Members shall pay an annual fee of \$ 5.00, and payments for up to five years membership (\$ 25.00) may be made in advance.
- (3) Whilst Directors and Volunteers are also encouraged to make additional donations to the Organisation, there is no obligation to do so.
- (4) Partner Housing Australasia shall regularly seek funds and goods-in-kind from the most appropriate sources.

78. Overseas Assignments

- (1) Partner Housing Australasia encourages Volunteers to extend their pro-bono services to include activities overseas, such as supervising, mentoring, training, auditing or assessing projects.
- (2) Partner Housing Australasia recognises the significant cost involved in such overseas activities; and will reimburse the Volunteer's reasonable travel, accommodation and sustenance costs under the circumstances and procedures approved by the Board.

79. Clarity in Roles and Responsibilities

- (a) Partner Housing Australasia shall have a written Memorandum of Understanding with each of their Partner Organisations, setting out the agreed objectives of the collaborative aid and development activity and the roles, responsibilities and obligations of each party.
- (b) In their communications with stakeholders, Partner Housing Australasia will appropriately reference the role of their Partner Organisations in delivering aid and development activities.

80. Management Control

- (a) Partner Housing Australasia shall appoint volunteer Managers to manage the operations of the Organisation.

- (b) In appointing Managers, Partner Housing Australasia shall ensure appropriate segregation of duties, taking into consideration its size, volume and nature of the work, and the availability of suitably qualified and experienced Volunteers.
- (c) The specific roles of each Manager shall be defined in the "Procedures".

Part 8 – Human Resources

81. Human Resources

- a) Partner Housing Australasia shall meet all minimum legal and regulatory requirements relating to personnel, and will document and maintain policies and procedures that relate to personnel.
- b) Partner Housing Australasia shall ensure that the unacceptable behaviours are clearly defined, including reference to any bullying, sexual harassment and sexual misconduct, exploitation and abuse. Refer to Policy 100.
- c) Partner Housing Australasia shall ensure that all personnel are provided with the relevant induction information pertaining to their rights and safety and that there is ready access to personnel and Workplace Health and Safety policies and procedures. Partner Housing Australasia shall provide advice to Volunteers on good workplace health and safety practices and habits (ergonomics / light / mental health) that can be used when working from home on behalf of the Organisation.
- d) Partner Housing Australasia shall provide clear guidelines for the recruitment and selection of Volunteers and Staff (there are no paid employees), considering qualifications, experience, gender, diversity and equity.

Partner Housing Australasia is committed to the principle that Volunteers be recruited on the basis of merit, track record, commitment, skills and experience that they will bring to the Organisation, consistent with the principles below.

- (i) Partner Housing Australasia is committed to voluntary service. Therefore, people recruited to carry out work on behalf of the Organisations shall be willing to provide pro bono community service.
 - (ii) Partner Housing Australasia is committed to improving the health and safety of both women and men in remote villages. This gender balance should be reflected in the recruitment of equal numbers of women and men Volunteers, as far as is practical within the constraints dictated by the other principles below.
 - (iii) Partner Housing Australasia is committed to the deployment of professional engineering, architectural and building skills within the Asia Pacific region. Therefore, Volunteers shall include building professionals (engineers, architects and builders) and people with professional and administrative skills and experience within the building industry or associated services.
 - (iv) Partner Housing Australasia is committed to building infrastructure in very remote Asia-Pacific villages. Volunteers undertaking overseas assignments should have practical experience of the health, personal safety, communication and logistical difficulties associated with working in remote locations such as the Papua New Guinea highlands (prone to tribal warfare and banditry), relatively inaccessible Solomon Islands villages (without clean water, sanitation or medical services) and similar environments.
- e) Partner Housing Australasia shall ensure volunteers serving overseas obtain Federal Police Checks and ensure that volunteers serving overseas are briefed regarding Police Checks, Declarations, Indemnities, Insurance, Risks to Health and Safety, Precautions and Emergency Procedures, Privacy, Child Protection, Anti-terrorism, Complaints Policy, Non-development Activity and other key policies. Partner Housing Australasia shall receive and file a signed copy *PHAB Consolidated Declarations, Safety, Insurance etc.*

82. Code of Conduct

- (a) The Code of Conduct applicable to Volunteers, Staff and Partner Organisations is detailed throughout this “Constitution, Policies and Code of Conduct” document.
- (b) Partner Housing Australasia is committed to increasing Volunteer, Staff and Partner Organisation awareness and understanding of all the Principles and Obligations of this Code and how it applies to their role and responsibilities within their organisation.
- (c) Volunteers, Staff and Partner Organisations are expected to comply with this Code, and this expectation shall be clearly communicated at induction and in ongoing training.

83. Orientation, Training and Development

- (a) Partner Housing Australasia is committed to training and development.
- (b) Volunteers shall receive appropriate training at least once per year in accordance with the Procedures.
- (c) In addition to project-related training, all Volunteers shall receive training in the Key Policies set out in Part 9 of this document.
- (d) Each Director shall receive an orientation package once per year.
- (e) If approved by the Board, Volunteers may attend relevant training programs, commensurate with the proportion of time engaged by the organisation. If so approved, Partner Housing Australasia shall meet all costs associated with such training.

Part 9 – Key Policies

84. Anti-fraud, Anti-corruption and Anti-money-laundering

- (a) Partner Housing Australasia is committed to playing its part in fighting fraud, corruption and money laundering, wherever it may occur.
- (b) Partner Housing Australasia shall ensure that the personnel responsible for raising funds, accepting donations and executing international programs are trained in the relevant aspects of anti-fraud, anti-corruption and anti-money-laundering laws and practices.
- (c) Partner Housing Australasia shall report any suspected fraud, corruption or money laundering to the appropriate police force and any other appropriate government instrumentality e.g. AUSTRAC.
- (d) At each Board Meeting, Directors shall be required to declare any conflict of interest or potential pecuniary gain. If such conflicts of gains exist, that person shall not participate in any deliberations on the matters.
- (e) Partner Housing Australasia shall refuse assistance or donation from organisations or person who is convicted (or reasonably suspected) of fraud, corruption or money laundering.
- (f) In the case of donations exceeding \$ 10,000, Partner Housing Australasia shall take steps to ensure that it is not an unwitting participant in fraud, corruption or money-laundering.
- (g) When considering donations in excess of \$ 10,000, Partner Housing Australasia shall consult the appropriate part of the DFAT website.
- (h) When considering donations in excess of \$ 10,000, an experienced certified anti-money-laundering specialist (who has particular experience in government requirements and anti-money laundering) shall be engaged to carry out the necessary due diligence and to undertake rigorous checks that adhere to both the letter and spirit of the requirements of AUSTRAC, ATO (Australian Taxation Office), DFAT (Department of Foreign Affairs and Trade) and AFP (Australian Federal Police).
- (i) When so engaged, the Certified Anti-Money Laundering Specialist shall -
 - (i) Determine the relevant reporting requirements (if any) Austrac, ATO (Australian Taxation Office), DFAT (Department of Foreign Affairs and Trade) and AFP (Australian Federal Police).
 - (ii) Determine the restrictions (in any) in respect of receiving, transferring and expending such a donation, as may be applied by Austrac, ATO, DFAT and AFP.
 - (iii) Obtain the necessary paperwork required for the due diligence and anti-money-laundering process.
 - (iv) Determine whether Partner Housing Australasia's Auditor is aware of any particular restrictions on receiving and processing each Significant Donation.
 - (v) Advise Partner Housing Australasia of the appropriate course of action.
- (j) Before accepting large donations, Partner Housing Australasia shall enter in to a Memorandum of Understanding (MOU) with any Donor. The MOU shall have a sufficient cooling off period to allow the appropriate checks to be carried out.
- (k) The conditions of acceptance of any donation shall include (but are not limited to):
 - There must be an agreed MOU and subsequent Contract with the Donor, which spells out in detail the responsibilities and authorities of Partner Housing Australasia, together with the specification of project deliverables.
 - Partner Housing Australasia must have control of donation expenditure, within the limitations of the MOU and Contract.
 - Partner Housing Australasia (through its consultants) must control the design and construction; and
 - Partner Housing Australasia will only accept the donation providing it meets the requirements of Austrac, ATO, DFAT, AFP and ACFID.

85. Consultation with Local Authority Figures

When determining program details, the Partner Housing Australasia Responsible Personnel shall carry out extensive consultation with Local Authority Figures. If a Volunteer, Member or other associated person breach any of the other policies or procedures while volunteering overseas, the following procedure shall be invoked, involving consultation with Local Authority Figures.

86. Overseas Assignments

Partner Housing Australasia encourages Volunteers to extend their pro-bono services to include activities overseas, such as supervising, mentoring, training, auditing or assessing projects. The Organisation recognises the significant cost involved in such overseas activities, and will reimburse the Volunteer's reasonable travel, accommodation and sustenance costs under the circumstances and procedures approved by the Board.

87. Insurance Provided by Partner Housing Australasia

Partner Housing Australasia shall maintain adequate insurance cover as is required by law and appropriate to the activities of the organisation.

88. Professional Indemnity Insurance Provided by Consultants

Partner Housing Australasia shall ensure Consultants have suitable insurance cover as is required by law and appropriate to the activities of the organisation.

89. Insurance Provided by Volunteers

Partner Housing Australasia shall ensure that Volunteers have suitable insurance cover appropriate to their participation in the activities of the Organisation; and Volunteers indemnify the Organisation against personal injury or loss associated with work for the Organisation.

90. Risk Assessment

Partner Housing Australasia shall ensure that the risks associated with the Organisation's activities are properly assessed by qualitative and quantitative methods, and that appropriate mitigation measures are implemented. Risk assessment shall be comprehensive in accordance with ACFID and DFAT requirements and appropriate due diligence practices.

The Partner Housing Australasia Board shall appoint an Audit & Risk Committee to review and report the Board's effectiveness in meeting its obligations in relevant matters affecting governance and finance generally.

This includes governance, financial management, financial auditing, risk assessment, compliance with the key policies, nonconformance reporting, corrective action, remedial action and other relevant matters.

91. Risks to Health and Safety, Precautions and Emergency Procedures

Volunteers, undertaking projects in Papua New Guinea, Solomon Islands, Cook Islands, Philippines, Fiji, Vanuatu and other South Pacific or South-East Asia, should be aware, prepare and take precautions for the following risks.

These include international air travel, air travel within the overseas country, motor vehicle travel, sea travel, violent attack, falls from heights, accidents involving power tools or other cutting tools, broken limbs resulting from slips and falls, Infection from coral cuts, malaria and dengue fever.

Partner Housing Australasia provides detailed precautions to avoid injury due to these sources.

92. Privacy

- (a) Partner Housing Australasia shall ensure that people who use the Organisation's services are always treated with dignity and respect, and shall respect people's right to privacy by safeguarding their personal information.
- (b) The implementation, reporting and monitoring compliance with this policy shall be as set out in the "Procedures".

93. Child Protection

- (a) Partner Housing Australasia and its Partner Organisations shall ensure that its activities do not in any way harm, or contribute to harm to children, either directly or indirectly.
- (b) Partner Housing Australasia and its Partner Organisations shall not participate in, or condone, child abuse or exploitation.
- (c) Partner Housing Australasia and its Partner Organisations shall not participate with organisations or individuals involved in activities that could be associated, either directly or indirectly, with child abuse or exploitation; or if they pose any risk to children's safety or wellbeing.
- (d) Notwithstanding the paragraphs below, Partner Housing Australasia, its Volunteers and its Partner Organisations are involved in construction of physical infrastructure, and therefore do not work with children. Appropriate to their circumstances and the extent of their contact with children, Partner Housing Australasia and its Partner Organisations shall ensure that this Child Protection Policy and the associated Procedures for dealing with children are regularly reviewed. The Policy is based on a considered risk assessment and as appropriate to the risk, addresses:
 - i. Development program planning and implementation;
 - ii. Use of images and personal information for fundraising and promotion purposes;
 - iii. Personnel recruitment including staff, volunteers, consultants and suppliers – in both Australia and overseas;
 - iv. All applicable legal obligations including mandatory police checks where available and appropriate for all personnel who have regular contact with children;
 - v. Behaviour protocols or codes;
 - vi. Education and training of personnel and communication of the policy to all stakeholders; and
 - vii. Reporting procedures.
- (e) Partner Housing Australasia and its Partner Organisations shall ensure that their complaints handling processes are child friendly.
- (f) Partner Housing Australasia and its Partner Organisations shall seek ways to incorporate the voices of children in shaping the development programs that affect them.
- (g) The implementation, reporting and monitoring compliance with this policy shall be as set out in the "Procedures".
- (h) Partner Housing Australasia shall ensure that its Partner Organisations, Volunteers, Contractors or other personnel working on behalf of the organisation provide the following specific protections for children –
 - i. Treat children with respect regardless of race, colour, sex, language, religion, political or other opinion, national, ethnic or social origin, property, disability, birth or other status;
 - ii. Not use language or behaviour towards children that is inappropriate, harassing, abusive, sexually provocative, demeaning or culturally inappropriate;
 - iii. Not engage children in any form of sexual activity or acts, including paying for sexual services or acts, where under the law(s) applicable to the child (including Part IIIA of the Australian Crimes Act 1914 (Commonwealth) as amended), the child is below the age of consent or the act(s) are an offence under relevant laws;
 - iv. Wherever possible, ensure that another adult is present when working in the proximity of children;

- v. Not invite unaccompanied children into my home, unless they are at immediate risk of injury or in physical danger;
 - vi. Not sleep close to unsupervised children unless absolutely necessary, in which case must obtain a supervisor's permission, and ensure that another adult is present if possible;
 - vii. Use any computers, mobile phones, or video and digital cameras appropriately, and never to exploit or harass children or to access child pornography through any medium (see also 'Use of children's images for work related purposes');
 - viii. Refrain from physical punishment or discipline of children (excluding their own children);
 - ix. Refrain from hiring children for domestic or other labour which is inappropriate given their age or developmental stage, which interferes with their time available for education and recreational activities, or which places them at significant risk of injury;
 - x. Not supply or provide drugs or alcohol to children;
 - xi. Not make gifts to children;
 - xii. Comply with all relevant Australian and local legislation, including labour laws in relation to child labour;
 - xiii. Immediately report concerns or allegations of child abuse in accordance with appropriate procedures.
- (i) Partner Housing Australasia, and its Volunteers, Contractors or other personnel working on behalf of the organisation, shall observe the following, when photographing or filming a child for work related purposes:
- i. Before photographing or filming a child, assess and endeavour to comply with local traditions or restrictions for reproducing personal images;
 - ii. Before photographing or filming a child, obtain consent from the child or a parent or guardian of the child and explain how the photograph or film will be used;
 - iii. Ensure photographs, films, videos and DVDs present children in a dignified and respectful manner and not in a vulnerable or submissive manner. Children should be adequately clothed and not in poses that could be seen as sexually suggestive;
 - iv. Ensure images are honest representations of the context and the facts;
 - v. Ensure file labels do not reveal identifying information about a child when sending images electronically.

94. Anti-terrorism

- (a) Partner Housing Australasia shall ensure that its activities do not contribute in any way to, either directly or indirectly, to the spread of terrorism.
- (b) Partner Housing Australasia shall not participate in political activism or terrorism.
- (c) Partner Housing Australasia shall not participate with organisations involved in political activities or the like, or any organisation that could be that could be associated directly or indirectly with terrorism.
- (d) The implementation, reporting and monitoring compliance with this policy shall be as set out in the "Procedures".

95. Complaints Handling

- (a) Partner Housing Australasia recognises the importance and value of listening and responding to concerns and complaints. Receiving concerns and complaints is one of the most important ways of learning what we need to do to improve our work. Partner Housing Australasia and its Partner Organisations shall act together to adhere to the Complaints Handling Policy and the Procedures.
- (b) This policy applies to all our people – volunteers and partner organisations – and they are familiarised with it. Those with particular relevant responsibilities are trained in its application.
- (c) Access to the complaint handling process is free of charge to complainants.

- (d) Partner Housing Australasia shall address all complaints in an equitable, fair and unbiased manner using evidence submitted by both the complainant and our personnel through the complaint handling process.
- (e) Implementation, reporting and monitoring compliance with this policy shall be as set out in the “Procedures”.

96. Non-development Activity

- (a) Partner Housing Australasia does not involve itself in non-development activity and any funds and other resources designated for the purpose of aid and development will be used only for those purposes and will not be used to promote particular religious adherence or to support a political party, or to promote a candidate or organisation affiliated to a particular party.
- (b) This will be made clear in all fundraising, programs and other activities, in public communication and in all reporting including annual reports.
- (c) Partner Housing Australasia offers two basic services:
 - Pro-Bono “Design and Help-desk” Engineering Services to other NGOs and governments of smaller developing Asia-Pacific countries.
 - Finance, Design, Materials Supply, Supervision, Mentoring and Training for village infrastructure and housing projects.
- (d) Partner Housing Australasia shall ensure that the separation in fundraising, programs and other activities, in public communication and in reporting, that this extends to all partner and implementing organisations and is documented.
- (e) Funds and resources raised by Partner Housing Australasia are used exclusively for these two activities.
- (f) Partner Housing Australasia is not involved in, and does not permit its funds to be used for non-aid and development activities or to achieve religious or political outcomes. “Non-aid and development activity” includes activity undertaken to promote a particular religious adherence or to support a particular party, candidate or organisation affiliated to a political party.
- (g) The implementation, reporting and monitoring compliance with this policy shall be as set out in the “Procedures”.

97. Consultation with Stakeholders including Partner Organisations and Local Authority Figures

- (a) Partner Housing Australasia commits to advancing participation and contribution of Primary Stakeholders, including Partner Organisations and (where practical) local community residents.
- (b) To the extent that is practical, programs shall consult, train and employ local community residents.
- (c) Consultation with other Stakeholders and Local Authority Figures (such as relevant elected members, health and/or engineering officials as appropriate) may be executed directly with such Stakeholders or indirectly through the Partner Organisations.
- (d) Initial stakeholder consultation (with Partner Organisations, health officials, engineering officials and the like) shall be carried out at the planning and design stage by email and/or telephone, and (where practical) face-to-face discussion with community residents.
- (e) Further on-going stakeholder consultations shall be conducted as required for the sensible execution of the project.
- (f) Partner Organisations shall conduct formal village meetings, site meetings and the like to enable community residents and other Stakeholders to contribute their ideas, feedback and complaints such that they have a voice in the projects and their humanitarian outcomes. Records of such discussions shall be recorded.
- (g) Further stakeholder consultation (with Partner Organisations, health officials, engineering officials and the like), and (where practical) face-to-face discussion with community residents shall be carried out during each site visit (at least annually) by the designated Partner Housing Australasia representative.
- (h) Each site visit shall incorporate a technical audit, a governance audit and stakeholder consultation.
- (i) Site visit details (including technical audit, governance audit and stakeholder consultation) shall be recorded via Audit Report, email and/or diary entries.

- (j) If a Volunteer, Member or other associated person breach any of the policies or procedures while volunteering or working overseas, the remedial and corrective actions specified in the Procedure shall be invoked, including (when appropriate) consultation with relevant Local Authority Figures.

98. Human Rights in Aid Development

Partner Housing Australasia is strongly committed to the fostering and preservation of internationally recognised human rights in the aid and development projects undertaken by the Organisation. This commitment to human rights is regardless of race, religion, ethnicity, indigeneity, disability, age, displacement, caste, gender, gender identity, sexuality, sexual orientation, poverty, class or socio-economic status.

- (a) Partner Housing Australasia shall ensure that it and its Partner Organisations observe internationally recognised human rights principles, as defined above, within their organisations.
- (b) Partner Housing Australasia shall ensure that it and its Partner Organisations implement aid and development activities that are consistent with internationally recognised human rights including civil and political, economic, social and cultural rights, as defined above.
- (c) In particular, Partner Housing Australasia shall ensure that It and its Partner Organisations respect and protect the human rights of vulnerable and marginalised groups, including (but not limited to) women, children and disabled people living in rural villages in South Pacific countries. The stated objects of the organisation reflect a concentration on the provision of affordable housing and infrastructure in rural village environments.
- (d) Partner Housing Australasia shall ensure that the professional services, village housing and infrastructure work undertaken reflect the fundamental rights and regulatory provisions related to gender and for persons with disabilities. This shall be achieved by the engagement of suitably qualified and experienced professional architects and engineers with experience in such matters, and consultation with government health officials, water and sanitation engineers, village leaders and (to the degree that it is practical) with the vulnerable and marginalised groups.
- (e) To ensure that Human Rights are being properly considered, a Human Rights Risk Analysis shall be completed at the commencement of each project and reviewed annually. Records shall be and retained in the Procedures manual. The Human Rights Risk Analysis shall be consulted and compliance monitored during each annual project audit.
- (f) Partner Housing Australasia operates two program streams –
- (i) practical design and construction of particular South Pacific village buildings, water and sanitation infrastructure; and
 - (ii) high level research and advice to government agencies (and similar) relating to design standards and regulations for village buildings, water and sanitation infrastructure.

To ensure that both streams are informed by human rights considerations (including [but not limited to] gender, disability, and health issues) Partner Housing Australasia shall conduct an on-going research program, augmented by regular site observations and discussions with Partner Organisations. The on-going research program shall include the following elements –

- (i) Human Rights Issues – Definition of the issues relevant to Partner Housing Australasia South Pacific village programs;
- (ii) Population Statistics – Collection and analysis of available gender, disability, health and other statistics for each country serviced by Partner Housing Australasia.
- (iii) Building Regulations – Collection and analysis of building regulations (including those that relate to gender, disability, health and other human right provisions) for each country serviced by Partner Housing Australasia.
- (iv) Collaborative Research - Partnerships with one or more Australian university, to research building practices (including consideration of human rights in village building).
- (v) Design Outcomes – Description of various design options resulting from the previous part of this research program.
- (vi) Partner Housing Australasia Analysis – Analysis of Partner Housing Australasia’s activities in the context of the human rights criteria and other key policies of the organisation.

- (vii) In-country monitoring of Human Rights – Partner Housing Australasia shall conduct on-going in-country monitoring to detect any obvious breaches of human rights.

- (g) Partner Housing Australasia and its Partner Organisations shall ensure that suitably trained and skilled people are provided with equal employment opportunities on our building sites (within the limitations dictated by achievable site safety), regardless of race, religion, ethnicity, indigeneity, disability, age, displacement, caste, gender, gender identity, sexuality, sexual orientation, poverty, class or socio-economic status. Cognisant of this limitation, Partner Housing Australasia and its Partner Organisations do not employ people in situations where their disabilities represent a significant risk to their safety in the potentially dangerous environment of rural building sites in remote parts of less-developed countries. This is a matter of ensuring their safety. Partner Housing Australasia and its Partner Organisations take seriously our obligations to ensure the personal safety of people working on such remote construction sites. It would be irresponsible, and a breach of their human rights, to offer manual site work to people with severe physical disabilities that represent a significant risk to their safety.

99. Gender Equality and Gender Issues

- (a) Partner Housing Australasia and its Partner Organisations shall ensure that an appropriate focus is given to understanding and addressing gender issues in their aid and development program design, implementation, monitoring and evaluation cycles. See also the policy on Human Rights in Aid Development.
- (b) Partner Housing Australasia shall assist Partner Organisations to become aware of, and to deal with, gender issues in their aid and development activity.
- (c) To facilitate the promotion of gender equality, Partner Housing Australasia shall ensure that its Board reflects a balanced approach to gender representation, as set out in Policy No 21.

100. Bullying, Sexual Harassment and Sexual Misconduct

- (a) Partner Housing Australasia and its Partner Organisations are committed to providing a work and service environment that is free from bullying, sexual harassment and other sexual misconduct. This includes the work environment in Australia and the overseas environments in which Partner Housing Australasia programs are delivered.
- (b) Bullying, sexual harassment and other sexual misconduct are not tolerated by the Organisation. When an allegation of bullying, sexual harassment or other sexual misconduct is found to be credible, Partner Housing Australasia will take prompt and appropriate corrective action.
- (c) Partner Housing Australasia shall take steps to ensure that none of its Directors, Member and Volunteers are subject to, or participate in, bullying, sexual harassment or other sexual misconduct.

101. Environmental Sustainability

- (a) Partner Housing Australasia and its Partner Organisations commit to conducting their aid and development activities in an environmentally sustainable manner.
- (b) Partner Housing Australasia shall include a report on the environmental sustainability of the projects in the Annual Report.

102. Whistle Blowing

- (a) Partner Housing Australasia is committed to transparency in its operations and encourages its Members, Volunteers and Staff (there are no paid employees) to speak openly and honestly of the Organisation's activities. Partner Housing Australasia also is committed to listening and responding to complaints, improvement suggestions and other concerns.

Partner Housing Australasia is committed to ensuring that Members, Volunteers and Staff (there are no paid employees), Contractors and Partners, who are aware of possible wrongdoing, fulfil their responsibility to publicly disclose that information.

- (b) Partner Housing Australasia encourages all people with whom it has dealings, including its Members, Volunteers and Staff (there are no paid employees) and members of the public, to familiarise themselves with the policies and procedures of the Organisation, and with the details of projects in which they are interested. To assist this, Partner Housing Australasia shall make available to any person requested project information. The only exception is information of a personal nature, which is covered by the Privacy Policy.
- (c) Partner Housing Australasia operates, and is committed to, a quality assurance scheme, consistent with the principles of ISO 9001. A fundamental tenet of the quality assurance system is the encouragement of input from diverse sources and the iterative consideration and learning from such feedback. This enables Partner Housing Australasia to achieve continuous improvement, the highest standard of service that is practical, and the highest ethical values and accountability in fundraising and stakeholder engagement.
- (d) Partner Housing Australasia is committed to exceeding the standards set in the ACFID Code of Conduct, upon which this “Constitution, Policies & Code of Conduct” is based.
- (e) Partner Housing Australasia, its Members, Volunteers and Staff are required ensure that all activities are legal (as defined by the legislation and regulation in which we operate) and ethical (as defined in Policy No 3 “Values”).
- (f) The purpose is to:
 - (i) Encourage the disclosure, reporting, analysis and correction of issues that potentially harm other organisations or individuals, through financial or other loss;
 - (ii) Provide Partner Housing Australasia with a workable mechanism and procedures to consider and respond to matters raised by whistle-blowers, such that they are not subjected to any disadvantage and (if requested) their anonymity is preserved;
 - (iii) Ensure the protection of whistle-blowers against disadvantage or reprisal originating from any source, individuals or entities;
 - (iv) Ensure that Partner Housing Australasia, its Member, Volunteers and Staff (there are no paid staff) achieve and maintain the impeccable integrity and the highest ethical standards.
- g) There is no restriction on the issues that may be raised by a whistle-blower. They could include (but are not limited to) alleged corruption, illegal practices, breach of the law or regulation, unfair work practices and breach of any of the policies set out in the “Constitution, Policies and Code of Conduct”.
- h) Whistle-blowers should raise concerns by contacting the Chief Executive Officer (the nominated Whistle-blower Protection Officer) in accordance with the Procedures. If the Chief Executive Officer is the subject of the alleged breach, the whistle-blower may raise the matter with any of the Board Members (Directors).
- i) If a whistle-blower is concerned that Partner Housing Australasia has not adequately dealt with the issue that has been raised, they shall be encouraged to raise the matter with the appropriate legal authority or law enforcement body with jurisdiction in the particular location.
- j) No matter raised by a whistle-blower will be treated as trivial. In the first instance that Chief Executive Officer shall investigate and propose a resolution. Where possible, the resolution shall be implemented as soon as practical.
- k) All matters raised by whistle-blowers, including those already resolved by the Chief Executive Officer, shall be referred to the Board for discussion and resolution at the next scheduled Board Meeting (four per year).
- l) The Board shall –
 - (i) consider any matter raised by a whistle-blower,
 - (ii) recommend remedial action (immediate solution) and corrective action (long term institutional correction) as appropriate;
 - (iii) document the concern and the resulting actions; and
 - (iv) advise the whistle-blower of the outcome and process undertaken.
- m) The Board considerations shall be based on the requirements of the law, regulations, ethics, procedural fairness and natural justice.
- n) Refer also to “Procedures” for the details on how to implement this policy.

103. Quality Assurance

- (a) Partner Housing Australasia is committed to the provision of high-quality professional services, improved cyclone, earthquake and tsunami resistance of village houses, clinics, schools and community buildings, clean water supplies and hygienic sanitation.
- (b) Partner Housing Australasia is also committed to basic quality assurance, consistent with those principles of ISO 9001 that are appropriate to a charitable NGO providing such services.
- (c) This “Constitution, Policies & Code of Conduct”, together with the “Procedures” provide the basis of the ISO 9001-compliant quality management system, designed to deliver quality assurance in Partner Housing Australasia projects and service.
- (d) Key elements of the quality assurance program include –
 - Nonconformance Reporting, Incident Reporting, Improvement Requests etc.
 - Remedial Action
 - Corrective Action
 - Management Review (Strategic Review)
 - Management Auditing (in conjunction with ACFID reviews)
 - Training

104. Board Meetings – Control of Governance, Finance and Operations

- (a) Partner Housing Australasia shall control of governance, finance and operations through the quarterly Board Meetings.
- (b) Subject to the resolutions of the quarterly Board Meetings, the execution of the functions associated with governance, finance and operations shall be delegated to the Chief Executive Officer. The CEO shall delegate certain responsibilities and authorities to various Managers, in accordance with the “Procedures”. See “Responsibilities, Authorities & Delegations”.
- (c) These arrangements shall be reviewed and controlled by the Board, during the quarterly Board Meetings. In addition to ad hoc matters raised in response to specific unusual circumstances, the following governance, finance and operational functions shall be reviewed and controlled in accordance with the agreed schedule –
 - Mortgagor Nurture and Mortgage Redemption
 - Declarations of Interest
 - Quarterly Financial Report
 - Review of Governance, Administration and Project Management
 - Strategic Review
 - Financial Plan
 - Quality Assurance – Nonconformance Reporting
 - Orientation and Training
 - Volunteer Visits to Partner Organisations
 - Privacy
 - Child Protection
 - Anti-terrorism
 - Non-development Activity

- Complaints Handling
- Workplace Health and Safety

Part 10 – Definitions

105. Documents Defining the Organisations' Aims, Conduct, Ethics, Policies and Procedures

The following documents collectively define the Organisations' aims, conduct, ethics, policies and procedures. All three documents must be considered together, each providing policies or procedures that govern the behaviour and activities of the Organisation.

Code of Conduct means the policies (consistent with the ACFID model code), which define, for Partner Housing Australasia (Building) Incorporated, the Program Principles, Effective Aid and Development, Relationships with Partners, Human Rights, Advocacy, Emergency Management, Integrity in Marketing and Reporting, Annual Reporting, Fundraising, Organisational structure, Integrity and Ethics, Governance, Financial Management, Staff and Volunteers, Complaint-Handling, Compliance with ACFID Code Of Conduct, Assessment of Compliance, and ACFID Code of Conduct Complaints Handling. The Partner Housing Australasia Code of Conduct is embodied within the "Constitution, Policies & Code of Conduct" document.

"Constitution, Policies & Code of Conduct" means the Governing Instrument, consistent with the New South Wales Model rules for Organisations incorporated under the Associations Incorporation Act, 1984 and the Code of Conduct, which defines, for Partner Housing Australasia (Building) Incorporated the organisation's basic goals and purposes; the membership of the organisation and members' rights and obligations; the governance structure and processes of the organisation; the frequency and processes for meetings of members (at least annually); the method of appointment/election of officers, their terms of office, any provisions for termination and, where applicable, the basis for their remuneration (details may be specified in a separate policy); the rules for meetings of the governing body, including the frequency of meetings (at least two a year) and the size of a quorum; the powers and responsibilities of the governing body including a statement of the overall responsibility of the governing body; the strategic controls to be exercised by the governing body; the financial controls to be exercised by the governing body; the power of the governing body to delegate authority to officers, staff and others.

"Procedures" means document, consistent with the "Constitution, Policies & Code of Conduct", which the describes the roles, duties, authorities and responsibilities of Member and Volunteers, together with detailed procedures of how to undertake specific tasks and activities necessary for the efficient function of the Organisation.

106. Entities

ACFID means the Australian Council for International Development.

Actor means an organisation, government department or individual with a role or influence. (Safety with Dignity, Action Aid, 2009).

Affiliate means an organisation to which the Partner Housing Australasia has some form of membership, formal Organisation or alliance.

ATO means the Commonwealth of Australia Australian Tax Office.

Beneficiaries means the women and men, boys and girls who are participants in, and directly affected by, aid and development activities in the geographical area in which the activity is undertaken. May also be known as "local people" or "primary stakeholders".

Board means the Board of Directors of Partner Housing Australasia (Building) Incorporated, which is the "Board" of the organisation, as defined in the NSW Model Rules, and is interchangeable with the term "committee" from the NSW Model Rules.

CA means Consult Australia

Civil Society Organisation (CSO) means non-government organisations (NGOs), not-for-profit organisations (NPOs), charities and community-based organisations (CBOs). Can also include religious organisations, trade unions, foundations and any institutions outside of the corporate and government sectors.

Communities means locally organised or informal groups or networks.

Commissioner means the Commissioner of the Office of Fair Trading.

Contractor means a person or organisation that is commercially contracted to carry out specific tasks.

Director means an elected member of the Board of Partner Housing Australasia, including Office Bearers.

DFAT Commonwealth of Australia Department of Foreign Affairs and Trade.

EA means Engineers Australia (Institution of Engineers, Australia).

Local People means the women and men, boys and girls who are participants in, and directly affected by, aid and development activities in the geographical area in which the activity is undertaken. May also be known as “beneficiaries” or “primary stakeholders”.

Member means a member of the Organisation, who has been formally admitted by the Board and has paid the designated membership fee.

Partner means individuals, groups of people or organisations that collaborate with Partner Housing Australasia to achieve mutually agreed objectives in aid and development activities. This may include affiliates.

Primary Stakeholders (See local people).

Partner Housing Australasia means Partner Housing Australasia (Building) Incorporated.

Partner Organisation means the not-for-profit organisations that Partner Housing Australasia engages with to implement the design and construction projects.

Organisation (‘the Organisation’ in the context of this document) means Partner Housing Australasia (Building) Incorporated, and is interchangeable with the term “association” used in the NSW Model Rules.

Signatory means an organisation which the Board has accepted as a partner to the ACFID Code of Conduct.

Stakeholders means individuals and groups that can affect or are affected by an organisation’s policies and/or actions.

Staff means those Volunteers who perform executive, management, administrative and operations functions for Partner Housing Australasia under the direction of the Chief Executive Officer (on behalf of the Board). Partner Housing Australasia is an entirely voluntary organisation, in which all executive, management, administrative and operations functions are performed by Volunteers on a probono basis. Partner Housing Australasia does not have ‘paid staff’.

Third Parties are individuals or organisations other than Partner Housing Australasia and the Beneficiaries, and may include contractors, partners or affiliates.

Quasar means Quasar Management Service Pty Limited, a wholly owned subsidiary of Partner Housing Australasia, a consulting engineering firm and member of Consult Australia

Volunteer means a person or organisation who carries out executive, management, administrative, operations, design, project management and/or similar functions (whether executed in Australia or overseas) on a probono basis under the direction of the Chief Executive Officer (on behalf of the Board). Such a person may also be a Member and/or Director. Partner Housing Australasia is an entirely voluntary organisation. It does not include “Contractors”, who are commercially contracted to carry out specific tasks.

107. Meetings

Annual General Meeting means a general meeting of the Organisation held once per year for the purposes of electing Members to the Board and reviewing major policies.

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

108. Legislation and Regulations

Act means the *Associations Incorporation Act 1984*.

Regulation means the *Organisations Incorporation Regulation 1999*.

109. General Definitions

Accountability: Financial definitions used in this code are contained in Section G. ‘The processes through which an organisation makes a commitment to respond to and balance the

needs of stakeholders in its decision-making processes and activities, and delivers against the commitment' (Pathways to Accountability, the GAP Framework One World Trust, 2005).

Aid and Development:	Aid and development refer to activities undertaken in order to reduce poverty and address global justice issues. In the non-government organisation sector, this may occur through a range of engagements that includes community projects, emergency management, community education, advocacy, volunteer sending, provision of technical and professional services and resources, environmental protection and restoration, and promotion and protection of human rights of everyone, regardless of race, religion, ethnicity, indigeneity, disability, age, displacement, caste, gender, gender identity, sexuality, sexual orientation, poverty, class or socio-economic status.
Advocacy:	Activities undertaken to change the systemic and structural causes of poverty and disadvantage which may include popular campaigning, lobbying, research, policy positions, alliances and use of the media. It may occur both in Australia and globally. Includes the application of a set of strategies 'conducted as part of an agency's overall predominant purpose' (Australian Tax Office).
Collaborate:	A process in which two parties contribute core competencies and share the risks and decision making to achieve mutual objectives.
Complaint:	An 'expression of dissatisfaction'. (International Standards Organisation standard on complaints handling).
Development:	Seeks to improve the conditions of communities in a sustainable way. It is based on working with communities, rather than for or on behalf of communities.
Dignity:	The feeling of having decision making power, freedom and autonomy over life choices, together with the feeling of self-worth and self-confidence, and feeling one has the respect of others. (Safety with dignity, ActionAid 2009 based on Protection: an ALNAP Guide for Humanitarian Agencies, Slim and Bronwick 2005).
Disability:	Persons with disabilities include those who have long-term physical, mental, intellectual or sensory impairments which in interaction with various barriers may hinder their full and effective participation in society on an equal basis with others (United National Convention on the Rights of People with a Disability).
Emergency Management:	Involves plans, structures and arrangements established to engage the normal endeavours of government, voluntary and private agencies in a comprehensive and coordinated way to respond to the whole spectrum of emergency needs. (The United Nations International Strategy for Disaster Reduction (UN ISDR) 2004). This includes preparedness, mitigation, response, rehabilitation, reconstruction, development and prevention activities.
Effectiveness:	Promoting sustainable change that addresses the causes as well as the symptoms of poverty and marginalisation.
Emergency:	A threatening condition that requires urgent action as defined by the United Nations International Strategy for Disaster Reduction (UN ISDR 2004).
Gender:	Socially constructed roles and relationships between men and women which affects their ability and incentive to participate in development activities and leads to different project impacts for women and men..

Gender Analysis:	The process of considering the impact that a development program or project may have on women and men, boys and girls and the economic and social relationships between them.
Gender Equality:	Equal opportunities and outcomes for women and men, girls and boys.
Gender Equity:	Fairness in access to resources and in the distribution of benefits from development, according to the different needs of women, men, girls and boys.
Human Rights:	Legal statements by the international community that assert the equality and dignity of all human beings. Includes civil and political rights and economic, social and cultural rights. The core international human rights treaties and their optional protocols are located on the ACFID website. They apply to everyone regardless of race, religion, ethnicity, indigeneity, disability, age, displacement, caste, gender, gender identity, sexuality, sexual orientation, poverty, class or socio-economic status.
Humanitarian Relief:	Fulfilling 'the most basic requirements for sustaining the lives and dignity of those affected by calamity or conflict'.
Non-Aid and Development Activity:	<p>Includes activity undertaken to promote a particular religious adherence or to support a particular party, candidate or organisation affiliated to a political party.</p> <p>For purpose of these procedures, "religious activity", "religious outcomes" and "evangelical activities" are defined as evangelism, proselytising or other activities that either intentionally or unintentionally change a person's religious beliefs or lack thereof. This includes activities that promote a particular religious adherence or are undertaken with the intention of converting individuals or groups from one faith and/or denominational affiliation to another.</p> <p>For purpose of these procedures, the terms "political activity", "political outcomes" and "partisan political activities" are defined as debate, argument or other activities that either intentionally or unintentionally change a person's political beliefs or lack thereof. This includes activities associated with facilitating or supporting specific political individuals to gain power. This does not include advocacy which is aimed at persuading and influencing decision makers and opinion leaders, and is not aimed at promoting partisan political objectives. (Note: Partner Housing Australasia does not participate in advocacy)</p>
Non-Government Organisations:	Voluntary, not-for-profit, organisations formally registered with government that are run by a governing board that is accountable to its members (also referred to as NGOs).
Non-Food Items:	Includes clothing and bedding, personal hygiene items, cooking and eating utensils, stoves, fuel and lighting, tools and equipment.
Other Resources:	Includes (but is not limited to) funds raised, gifts in kind, property, assets, staff and volunteers of Partner Housing Australasia and its partner and partner organisations.
Promoting a particular religious adherence:	Activities undertaken with the intention of converting individuals or groups from one faith and/or denominational affiliation to another.
Psycho Social Support:	Any type of local or outside support that aims to promote psychological and social wellbeing and/or to prevent or treat mental disorder.
Supporting a particular party, candidate or	gency personnel or their representatives (when using the agency name or sources in paid time) being involved in party political activities; using funds or sources to facilitate or support a specific political party, candidate, or party-

organisation affiliated to a political party: Political organisation in a local, regional or general/national election; using funds or sources to facilitate or support a particular politician or faction to gain power within a government or within a party political structure.

Sustainable Development: 'Meeting the needs of the present without compromising the ability of future generations to meet their own needs' as defined by World Commission on Environment and Development, 1987.

Transparency: 'An organisation's openness about its activities, providing information on what it is doing, where and how this takes place and how it is performing'.

Accountability means the processes through which an organisation makes a commitment to respond to and balance the needs of stakeholders in its decision-making processes and activities, and delivers against the commitment'.

Aid and Aid Development means the activities undertaken in order to reduce poverty and address global justice issues. In the non-government organisation sector, this may occur through a range of engagements that includes community projects, emergency management, community education, advocacy, volunteer sending, provision of technical and professional services and resources, environmental protection and restoration, and promotion and protection of human rights of everyone, regardless of race, religion, ethnicity, indigeneity, disability, age, displacement, caste, gender, gender identity, sexuality, sexual orientation, poverty, class or socio-economic status.

Advocacy means activities undertaken to change the systemic and structural causes of poverty and disadvantage which may include popular campaigning, lobbying, research, policy positions, alliances and use of the media. It may occur both in Australia and globally. Includes the application of a set of strategies 'conducted as part of an agency's overall predominant purpose' as defined by the Australian Tax Office.

Collaborate means the process in which two parties contribute core competencies and share the risks and decision making to achieve mutual objectives.

Complaint means an 'expression of dissatisfaction' as defined by International Standards Organisation standard on complaints handling.

Development means the improvement of the conditions of communities in a sustainable way. It is based on working with communities, rather than for or on behalf of communities.

Dignity means the feeling of having decision making power, freedom and autonomy over life choices, together with the feeling of self-worth and self-confidence, and feeling one has the respect of others as defined in Safety with dignity, ActionAid 2009 based on Protection: an ALNAP Guide for Humanitarian Agencies, Slim and Bronwick 2005.

Disability means the condition of persons who suffer long-term physical, mental, intellectual or sensory impairments which in interaction with various barriers may hinder their full and effective participation in society on an equal basis with others, as defined by the United National Convention on the Rights of People with a Disability.

Effectiveness means the sustainable change that addresses the causes as well as the symptoms of poverty and marginalisation.

Emergency means a threatening condition that requires urgent action as defined by the United Nations International Strategy for Disaster Reduction (UN ISDR 2004).

Emergency Management means the planning structures and arrangements established to engage the normal endeavours of government, voluntary and private agencies in a comprehensive and coordinated way to respond to the whole spectrum of emergency needs as defined by the United Nations International Strategy for Disaster Reduction (UN ISDR) 2004. This includes preparedness, mitigation, response, rehabilitation, reconstruction, development and prevention activities.

Gender means socially constructed roles and relationships between men and women which affects their ability and incentive to participate in development activities and leads to different project impacts for women and men.

Gender Analysis means the process of considering the impact that a development program or project may have on women and men, boys and girls and the economic and social relationships between them.

Gender Equality means equal opportunities and outcomes for women and men, girls and boys.

Gender Equity means fairness in access to resources and in the distribution of benefits from development, according to the different needs of women, men, girls and boys.

Human Rights means legal statements by the international community that assert the equality and dignity of all human beings. Includes civil and political rights and economic, social and cultural rights. The core international human rights treaties and their optional protocols are located on the ACFID website. They apply to everyone regardless of race, religion, ethnicity, indigeneity, disability, age, displacement, caste, gender, gender identity, sexuality, sexual orientation, poverty, class or socio-economic status.

Humanitarian Relief means fulfilling ‘the most basic requirements for sustaining the lives and dignity of those affected by calamity or conflict’.

Non-Aid and Development Activity means activity undertaken to promote a particular religious adherence or to support a particular party, candidate or organisation affiliated to a political party. For purpose of these procedures, “religious activity”, “religious outcomes” and “evangelical activities” are defined as evangelism, proselytising or other activities that either intentionally or unintentionally change a person’s religious beliefs or lack thereof. This includes activities that promote a particular religious adherence or are undertaken with the intention of converting individuals or groups from one faith and/or denominational affiliation to another. For purpose of these procedures, the terms “political activity”, “political outcomes” and “partisan political activities” are defined as debate, argument or other activities that either intentionally or unintentionally change a person’s political beliefs or lack thereof. This includes activities associated with facilitating or supporting specific political individuals to gain power. This does not include advocacy which is aimed at persuading and influencing decision makers and opinion leaders, and is not aimed at promoting partisan political objectives. (Note: Partner Housing Australasia does not participate in advocacy)

Non-Government Organisations means voluntary, not-for-profit, organisations formally registered with government that are run by a governing board that is accountable to its members (also referred to as NGOs).

Non-Food Items means clothing and bedding, personal hygiene items, cooking and eating utensils, stoves, fuel and lighting, tools and equipment.

Other Resources means (but is not limited to) funds raised, gifts in kind, property, assets, staff and volunteers of Partner Housing Australasia and its partner and partner organisations.

Promoting a particular religious adherence means activities undertaken with the intention of converting individuals or groups from one faith and/or denominational affiliation to another.

Psycho Social Support means any type of local or outside support that aims to promote psychological and social wellbeing and/or to prevent or treat mental disorder.

Supporting a particular party, candidate or organisation affiliated to a political party means agency personnel or their representatives (when using the agency name or resources in paid time) being involved in party political activities; using funds or resources to facilitate or support a specific political party, candidate, or party-political organisation in a local, regional or general/national election; using funds or resources to facilitate or support a particular politician or faction to gain power within a government or within a party political structure.

Sustainable Development means ‘Meeting the needs of the present without compromising the ability of future generations to meet their own needs’ as defined by World Commission on Environment and Development, 1987.

Transparency means ‘An organisation’s openness about its activities, providing information on what it is doing, where and how this takes place and how it is performing’.

110. Interpretation

(1) In this document:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(c) The provisions of the [Interpretation Act 1987](#) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

(2) In this document,

(a) a reference to notification, minute, agenda, form shall mean a document produced:

- (i) in written and/or printed hard copy form, filed in a permanent file; and/or
- (ii) electronic documents (such as emails, portable document files, images, word processor documents, spreadsheets, work books, drawing files, or other electronic means) filed in electronic files with an electronic back-up (and, if deemed appropriate, hard copy record)

(b) reference to a meeting shall mean discussion whereby attendees:

- (i) participate at the designated meeting place; and/or
- (ii) participate in the meeting for the all or part of the duration of the meeting by telephone, Skype or other real-time electronic means of communication. In such circumstances, they shall be counted as attending, participating in and voting in the meeting. Such arrangements shall be recorded in the minutes.

(3) In this document,

ordinary Board member means a member of the Board who is not an office-bearer of the Organisation.

secretary means:

- (a) the person holding office under this constitution as secretary of the Organisation, or
- (b) if no person holds that office—the public officer of the Organisation.

special general meeting means a general meeting of the Organisation other than an annual general meeting.

the Act means the [Associations Incorporation Act 2009](#).

the Regulation means the [Associations Incorporation Regulation 2016](#).