



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 & Code of Conduct”

Governing Instrument of Partner Housing Australasia (Building) Incorporated



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

Declaration – This “Constitution & Code of Conduct” is the governing instrument of Partner Housing Australasia (Building) Incorporated, and has been approved by the General Meeting of 4 December 2024.

Signed

Rod Johnston, President, Partner Housing Australasia (Building) Incorporated

Adoption of Document Revisions

Reference	Revision	Date of Adoption	Principal Amendments
P23040301a	1	9 May 2023	General revision & policies moved to stand-alone documents
P24010101	1	1 January 2024	Annual review and revision

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Overview

1. Basis

This “Constitution & Code of Conduct” document is the Governing Instrument of Partner Housing Australasia (Building) Incorporated, referred to herein as Partner Housing Australasia or PHA.

Policies 4 to 63 reflect (with some modification) the requirements of the Model Rules for Associations Incorporated under the NSW Associations Incorporation Act, 2016, and the remaining policies account for requirements of the Australian Council for International Development (ACFID) Model Code of Conduct, the specific requirements of the Commonwealth Department of Foreign Affairs and Trade (DFAT) and considerations of the particular programs undertaken by Partner Housing Australasia over a period of many years.

The two elements (Constitution and Code of Conduct) are inseparable, because they collectively comprise the Governing Instrument. The policies are further expanded in 27 other detailed stand-alone “policies and procedures” documents, which collectively define the detailed policies, procedures, and practices of the organisation under headings prescribed by DFAT.

2. Objects

The Objects of this “Constitution & Code of Conduct” were adopted by the General Meeting of 3 April 2023.

Adoption and Amendment of the “Constitution & Code of Conduct”

On 7 September 1989, the Organisation was incorporated as Habitat for Humanity Australia (NSW) Inc, and the NSW Department of Fair Trading was informed that the Model Rules for Incorporation of Organisations would be adopted.

Over the subsequent period, the “**Constitution & Code of Conduct**” have been reviewed and amended by Annual General Meetings to conform with the requirements of the NSW Department of Fair Trading (Associations Incorporation Act, 2016), the Australian Tax Office, Commonwealth Department of Foreign Affairs and Trade, and Australian Council for International Development; and the need to provide practical policies and procedures for the management of overseas aid projects.

Name Changes

Over the course of its existence, the Organisation has operated under the following names:

- | | |
|---|--------------------------|
| • Habitat for Humanity Australia (NSW) Inc | Adopted 7 September 1989 |
| • Habitat for Humanity Western Sydney (Incorporated) | Adopted 28 August 2000 |
| • Partner Housing Australasia (Building) Incorporated | Adopted 23 November 2005 |

Part 1 – Vision, Mission & Values

3. 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.

4. 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. Planning, financing, design, materials supply, supervision, monitoring, evaluation, mentoring, and training for village infrastructure.
3. Development of innovative 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 poor quality village housing, buildings, water supplies, and sanitation in the Asia-Pacific region, thus enabling the building or renovation of adequate and basic housing, buildings, and infrastructure;
- b) 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 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 and community health buildings
- Access roads to the villages
- Water collection (e.g., wells & tanks) and reticulation to villages
- Septic systems and latrines to villages

5. Values

Partner Housing Australasia 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 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 gender, 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.

6. Code of Conduct

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

Part 2 – Governance

7. Governing Instrument

- (a) This “Constitution & Code of Conduct” document is the governing instrument of Partner Housing 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 & 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.

8. 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 “Policies and Procedures”.
- (e) The respective roles and responsibilities of the governing body, staff and management shall be clearly set out in “Policies and Procedures” and communicated to all concerned.

9. 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.

10. 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.

11. Advocacy

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

Part 3 – Membership

12. 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.

13. 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.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.
- (c) Certain financial members of the organisation may be designated as “Life Members” by resolution of an Annual General Meeting, subject to the following. A “Life Member” must be a financial member of Partner Housing Australasia at the time of nomination, have a track record of at least 7-years of service to Partner Housing Australasia and its Partner Organisations (some of which should be as a member of the Board); have ceased active membership of the Board; and have an impressive track record of service to the community and/or their profession through other organisations. A “Life Member” shall be exempted from paying further membership fees, after the expiry of their current period of financial membership.

19. 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.

20. 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.

21. 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.

22. 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

23. 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.

24. 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 eight (8) 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 (Directors) is to be not less than eight (8) and not more than twelve (12).
- (c) Board Members (Directors) shall be nominated and elected on the basis of merit, volunteering track record, commitment, skills, and experience, and to achieve equal numbers of men and women.
- (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.

25. 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.

26. 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).

27. 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.

28. 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.

29. 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.

30. Board meetings and quorum

- (a) The Board must meet at least 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.

31. 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.

32. Use of technology at Board meetings

- (a) A Board meeting may be held simultaneously 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. Such technology may include telephone conferencing and video conferencing.
- (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.

33. 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.

34. 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

35. 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.

36. 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.

37. 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.

38. 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.

39. 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.

40. 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.

41. 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.

42. 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.

43. Special resolutions

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

44. 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.

45. 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.

46. 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.

47. 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

48. 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.

49. 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. #

50. 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.

51. 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.

52. 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.

53. 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.

54. 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.

55. 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.

56. 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](#).

57. 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.

58. 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.

59. 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 "Policies 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.

60. 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.

61. 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.

62. 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.

63. 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.

64. 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 probono 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 probono services and public communications shall clearly state if there is a specific purpose for the donations, probono services etc.
 - iv. Materials used for fundraising, requests for probono 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 probono 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 probono 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 probono 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.

65. 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 & 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 & 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 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 its "Constitution & 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.

66. 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

67. 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.

68. 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.

69. 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.

70. Constitution & 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 & Code of Conduct” and the “Procedures”.
- (b) This “Constitution & 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 & Code of Conduct” document and the “Policies and Procedures” apply to all Partner Housing Australasia (Building) Incorporated Directors, Members, Volunteers, Visitors and Contractors.
- (d) This “Constitution & 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.

71. Procedures

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

72. Availability of the Constitution & Code of Conduct and Procedures

The “Constitution & 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 .

73. 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.

74. 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.

75. 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.

76. 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.

77. 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.

78. 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.

79. 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.

80. Financial Contributions

- (a) 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,
- (b) Members shall pay an annual fee of \$ 5.00, and payments for up to five years membership (\$ 25.00) may be made in advance.
- (c) Whilst Directors and Volunteers are also encouraged to make additional donations to the Organisation, there is no obligation to do so.
- (d) Partner Housing Australasia shall regularly seek funds and goods-in-kind from the most appropriate sources.

81. Overseas Assignments

- (a) Partner Housing Australasia encourages Volunteers to extend their pro-bono services to include activities overseas, such as supervising, mentoring, training, auditing or assessing projects.
- (b) 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.

82. 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.

83. 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 – Operational Policies, Code of Conduct, Audit & Risk Committee

84. Documentation of the Operational Policies and Code of Conduct

- a) Partner Housing Australasia shall meet –
- all legal and regulatory requirements relating to the operation of the organisation;
 - the specific requirements of the Australian Council for International Development (ACFID) Code of Conduct; and
 - the specific requirements of the Australian Government Department of Foreign Affairs and Trade (DFAT).
- 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.
- 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
- 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 probono 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.

85. Audit & Risk Committee

The Board shall appoint, annually, an Audit & Risk Committee, which shall consist of not less than three Directors.

The Audit & Risk Committee shall complete an audit of the Board and Management, including policies and procedures.

The Audit & Risk Committee shall report directly to the Board.

The Board shall consider the report of the Audit & Risk Committee, and shall take appropriate action .

Part 9 – Policies and Procedures Form an Integral Part of Governing Instrument

86. “Stand-alone” Policies and Procedures Documents

The “Constitution & Code of Conduct” shall be reviewed, amended if appropriate, presented to and adopted by a General Meeting of the Organisation annually.

The “Policies and Procedures” documents shall be reviewed, amended if appropriate, presented to and adopted by a General Meeting of the Organisation annually.

The Chief Executive Officer and/or the Professional Services Manager may make amendments to the procedures, as may be required to comply with DFAT or ACFID requirements and/or general improvements in the operational efficiency of the Organisation. Such changes shall be deemed to be adopted by the Organisation for an interim period up to 12 months from the date of the change, subject to being presented to a General Meeting of the Organisation for ratification within that period.

The following “stand-alone” “Policies and Procedures” documents form an integral part of this Governing Instrument of Partner Housing Australasia, and must be read in conjunction with this head document.

P23040301-1 Constitution & Code of Conduct

P23040311-1 Governance Policies & Procedures

P23040312-1 Conflict-of-Interest Policies & Procedures

P23040313-1 Gender Equality & Diversity Policies & Procedures

P23040314-1 Organisational Risk Policies & Procedures

P23040315-1 HR Policies, Integrity, Code of Conduct Policies & Procedures

P23040316-1 Sexual Abuse, Harassment, Misconduct Policies & Procedures

P23040317-1 Complaints, Whistle Blowing, Incidents Policies & Procedures

P23040318-1 Safety and Security Policies & Procedures

P23040319-1 Child Protection Policies & Procedures

P23040321-1 Management of Programs Policies & Procedures

P23040322-1 Activity Risk Management Policies & Procedures

P23040323-1 Promoting Gender Equality in Programs Policies & Procedures

P23040324-1 Disability Inclusive Practices Policies & Procedures

P23040325-1 Environmental Impact Policies & Procedures

P23040326-1 Displacement and Resettlement Policies & Procedures

P23040327-1 Sustainability Policies & Procedures

P23040328-1 Monitoring, Evaluation & Learning Policies & Procedures

P23040331-1 Partnerships and Collaboration Policies & Procedures

P23040341-1 Communications Policies & Procedures

P23040351-1 Funding Management Policies & Procedures

P23040352-1 General Ledger and Project Ledgers Policies & Procedures

P23040353-1 Financial Control, Authorisations, Auditing Policies & Procedures

P23040354-1 Partner Financial Risk Management Policies & Procedures

P23040355-1 Financial Risk Management Policies & Procedures

P23040356-1 Insurance Policies & Procedures

P23040357-1 Fraud and Corruption Policies & Procedures

P23040358-1 Prevention of Terrorism Financing Policies & Procedures

Part 10 – Definitions

87. Documents Defining the Organisations’ Aims, Conduct, Ethics, Policies and Procedures

Constitution & Code of Conduct is the Governing Instrument of Partner Housing Australasia (Building) Incorporated, referred to herein as Partner Housing Australasia or PHA. Policies 4 to 63 reflect (with some necessary adaptation) the requirements of the Model Rules for Associations Incorporated under the NSW Associations Incorporation Act, 2016, and the remaining policies account for requirements of the Australian Council for International Development (ACFID) Model Code of Conduct, the specific requirements of the Australian Department of Foreign Affairs and Trade (DFAT) and considerations of the particular programs undertaken by Partner Housing Australasia over a period of many years. The elements (Constitution and Code of Conduct) are inseparable, because they collectively comprise the Governing Instrument. “Constitution & Code of Conduct” defines, for Partner Housing Australasia 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.

Policies and Procedures are 27 stand-alone detailed policies, procedures, and practices documents, derived from the framework set out in “Constitution & Code of Conduct”. These documents describe the vision, the commitment (derived from the vision), code of conduct issues (relevant to the particular subject), scope, definitions, policies (derived from the vision, scope and code of conduct), responsible personnel and procedures (including duties, authorities and responsibilities of the volunteers, together with detailed instructions on how to undertake specific tasks).

Code of Conduct means the policies (consistent with the ACFID model code), which define, for Partner Housing Australasia, 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, compliance with ACFID Code Of Conduct, assessment of compliance, and ACFID Code of Conduct, and Complaints Handling. Partner Housing Australasia does not undertake advocacy or emergency management. The Partner Housing Australasia Code of Conduct is embodied within the “Constitution & Code of Conduct” document.

88. Entities

ACFID means the Australian Council for International Development.

ACSE (NSW) means the Association of consulting Structural Engineers (NSW).

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 could have some form of membership, formal organisation, or alliance.

ATO means the Commonwealth of Australia Australian Tax Office.

Beneficiaries are the people of the Asia-Pacific villages who benefit from the organisation’s building programs and professional services. In more detail, beneficiaries are 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. Beneficiaries 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-governmental 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 (also referred to as a Board Member) means an elected member of the Board of Partner Housing Australasia, including the Office Bearers.

DFAT is the Commonwealth of Australia Department of Foreign Affairs and Trade.

Donors are the people and organisations who donate funds for the organisation’s humanitarian programs.

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”.

Members are the volunteers who comprise the Organisation, its Board, and its Management. Member means a member of the Organisation, who has been formally admitted by the Board and has paid the designated membership fee as defined within the NSW Model Rules. Partner Housing Australasia is an entirely voluntary organisation. It does not include “Contractors” who are commercially contracted to carry out specific tasks.

Office Bearer is one of is a member to the Board, elected at a General Meeting, to be President, Vice President, Secretary or Treasurer.

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.

Partners and Partner Organisations are the organisations with whom the organisation collaborates to deliver services to the beneficiaries through the programs. In more detail, Partner may also mean the individuals, groups of people or “not-for-profit” organisations that collaborate with Partner Housing Australasia to achieve mutually agreed objectives in aid and development activities.

Primary Stakeholders (See local people).

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

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 pro bono 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 who carries out executive, management, administrative, operations, design, project management and/or similar functions (whether executed in Australia or overseas) on a pro bono basis, under the direction of the Chief Executive Officer (on behalf of the Board). A Volunteer may also be a Member or a Director. Partner Housing Australasia is an entirely voluntary organisation. Volunteer does not include “Contractors” or “Consultants” who provide goods or services on a pro bono or commercial basis, or people who provide minor assistance on a casual and infrequent basis.

89. 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. Meetings may be in person or by video conference, as defined in the constitution.

Special General Meeting means a general meeting of the Organisation other than an annual general meeting. Meetings may be in person or by video conference, as defined in the constitution.

Board Meeting means a meeting of the Board of the Organisation, usually held quarterly. Meetings may be in person or by video conference, as defined in the constitution.

90. Legislation and Regulations

Act means the *NSW Associations Incorporation Act, 1984*, and subsequently redefined by the *NSW Associations Incorporation Act, 2016*.

Regulation means the *Organisations Incorporation Regulation 1999*.

91. General Definitions

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’.

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.

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.

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

Communications, in this context, covers all forms of correspondence between Partner Housing Australasia and the other stakeholders, including the Volunteers, Members, Directors, Partner Organisations, Beneficiaries, Donors and the general public. The most common form of internal communication (within the Organisation and with the Partner Organisations) is via email, text or phone call, while the communication with the general public is through the website, www.PartnerHousing.org.

Complaint means an ‘expression of dissatisfaction’ as defined by International Standards Organisation standard on complaints handling. In simple terms, a “complaint” is the expression of dissatisfaction with the services or personnel of Partner Housing Australasia or its Partner Organisations, that is raised by any person.

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.

Donor means an organisation of individual that has donated funds for an agreed purpose of funding development programs. In this document, potential donors may include DFAT.

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.

Environmental Impact Assessment (EIA) is the assessment of the environmental consequences of a plan, policy, program, or actual projects prior to the decision to move forward with the proposed action.

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’.

Impacts are “the identifiable permanent effect on the people (beneficiaries) who receive the programs”. In this application, “impacts” are best described in the Partner Housing Australia Vision Statement – “Partner Housing Australasia is an entirely voluntary organisation, which aims to transform the lives of people”

Incident reporting is the process of documenting the facts and details of a failure of the management process, the service or the physical infrastructure provided. Incident reporting should provide clear information about the events leading to an incident, with a complete analysis of actions. In an ISO 9001 management system, incident reporting (including nonconformance reporting and improvement requests) is the first step to

remedial action (the fixing of the problem) and corrective action (changes to management practices that prevent a recurrence of the problem.)

Localisation is understood as a “method to drive more effective development outcomes by improving the agency of affected people and local actors (including partner governments) so that development action is locally informed, locally led and meets the needs of local people.” Partnerships for Recovery (2020) includes a renewed commitment to localisation. In the humanitarian sector, Australia is a signatory to the 2016 World Humanitarian Summit Grand Bargain and the Sendai Framework for Disaster Risk Reduction (2015-2030). The Grand Bargain commits Australia to support locally led humanitarian action, with a focus on ensuring quality funding is predictable, flexible, and delivered more directly to local partners. This builds on core donorship principles of co-ownership, harmonisation, and alignment.

Local authority figures include, but are not limited to, community elders, senior representatives of other local NGOs and senior civil society leaders of good repute.

Mission is how the organisation will achieve the Vision.

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

Non-Governmental 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).

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.

Outcomes are the short and medium-term effects of an investment’s outputs that can be achieved within the timeframe of the investment and/or aid investment plan.

Outputs are the products, goods and services that result from a development investment. These are delivered to parties external to the Department of Foreign Affairs and Trade.

Program is the overarching development approach and initiative that set priorities and guide project outcomes, results, and activities. Programs constitute a coherent set of development projects that pursue a single focus, which may be regional, sectoral, or country based.

Project is the practical implementation of an NGO’s overarching development approach or program. Projects are discrete investments in particular countries, contexts and/or sectors, with a specific start and end date and identified funding.

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.

Sexual harassment and other sexual misconduct include (subject to local overseas laws and customs) any unwelcome intimidation, sexual advances, requests for sexual favours, or other verbal or physical conduct of a sexual nature, made in the context of a decision that affects the person who has been subjected to the harassment. A victim of bullying, sexual harassment or other sexual misconduct may be a man or a woman. The following unwelcome actions constitute bullying, sexual harassment, or other sexual misconduct:

- (a) Sexual pranks, or repeated sexual teasing, jokes, or innuendo, in person or via e-mail;
- (b) Verbal abuse of a sexual nature;
- (c) Touching or grabbing of a sexual nature;
- (d) Repeatedly standing too close to or brushing up against a person;
- (e) Repeatedly asking a person to socialize when the person has declined or has indicated he or she is not interested;
- (f) Giving gifts or leaving objects that are sexually suggestive;
- (g) Repeatedly making sexually suggestive gestures;
- (h) Making or posting sexually demeaning or offensive pictures, cartoons or other materials in the workplace;
- (i) Unwelcome conduct of a sexual nature, committed outside the work environment, but which affects the work environment.
- (j) Verbal, written or physical intimidation that has the effect or potential to coerce another person into taking action against their will.

Sexual Exploitation is Any actual or attempted abuse of a position of vulnerability, differential power, or trust for sexual purposes. It includes profiting monetarily, socially, or politically from sexual exploitation of another.

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'.

Values are the way that the organisation treats other people, including the beneficiaries, donors and volunteers.

Vision is what the organisation wishes to achieve.

Zero Tolerance is defined as acting on every allegation in a fair and reasonable way with due regard for procedural fairness.

92. Financial Definitions

Fraud against the Commonwealth means dishonestly obtaining a benefit, or causing a loss, by deception or other means. It includes theft, accounting fraud, (false invoices, misappropriation etc.), unlawful use of, or obtaining property, equipment, material or services, causing a loss, or avoiding and/or creating a liability, providing false or misleading information to the Commonwealth, failing to provide information to the

Commonwealth when there is an obligation to do so, misuse of Commonwealth assets, equipment or facilities, making or using false, forged or falsified documents, wrongfully using Commonwealth information or intellectual property. People usually associate fraud with monetary or material benefits. Gains are not only about monetary or material benefits. For example, a person can receive benefits by giving away sensitive or classified information.

Corruption is a type of fraud. Corruption is a misuse of entrusted power for private gain. The Commonwealth defines corruption as conduct that involves, or that is engaged in for the purpose of, the staff member abusing his or her office as a staff member of the agency, conduct that perverts, or that is engaged in for the purpose of perverting, the course of justice, and conduct that, having regard to the duties and powers of the staff member as a staff member of the agency, involves, or is engaged in for the purpose of, corruption of any other kind.

A fraud risk assessment identifies fraud risks and corresponding controls to minimise or mitigate the identified risks.

A fraud control strategy is the plan for how fraud will be managed or controlled in an organisation or program.

Collusion is a deceitful agreement or compact between two or more persons or organisations, aimed at defrauding a third party. Collusion against DFAT could involve DFAT officers, funding recipients and/or other parties.

Internal Fraud is fraud committed by a DFAT officer, and is generally dealt with under the Public Services Act 1999. For locally engaged staff (LES) at posts, the LES Code of Conduct applies in conjunction with local employment law. Corruption is a type of internal fraud.

External Fraud is fraud committed by a party external to the Commonwealth, for example, funding recipient entrusted with the use of public funds. It can be dealt with under a range of civil or criminal provision, contract clauses, or other mechanisms depending on the location of the incident.

Passport Fraud is, for example, making false declarations in the application. Passport fraud is dealt with under the Australian Passports Act 2005.

Money Laundering is defined as the process of concealing the origin of money, obtained from illicit activities such as drug trafficking, corruption, embezzlement or gambling, by converting it into a legitimate source.

93. Risk Analysis, Monitoring and Evaluation Definitions

The definitions used in this document are drawn from several sources, ISO 31000 [red text], AS/NZS 4360, common usage and the circumstances peculiar to the Partner Housing Australasia programs.

Consequence is the outcome of an event affecting objectives. A consequence can be certain or uncertain and can have positive or negative direct or indirect effects on objectives. Consequences can be expressed qualitatively or quantitatively. Any consequence can escalate through cascading and cumulative effects. Consequence is the outcome of an event or situation expressed qualitatively or quantitatively, being loss, injury, disadvantage or gain.

Event is an occurrence or change of a particular set of circumstances. An event can have one or more occurrences, and can have several causes and several consequences. An event can also be something that is expected which does not happen, or something that is not expected which does happen. An event can be a risk source.

Control is a measure that maintains and/or modifies risk. Controls include, but are not limited to, any process, policy, device, practice, or other conditions and/or actions which maintain and/or modify risk. Controls may not always exert the intended or assumed modifying effect.

Fiduciary risk ... is the risk that funds are not used for the intended purposes; do not achieve value for money; and/or are not properly accounted for. The realisation of fiduciary risk can be due to a variety of factors,

including lack of capacity, competency or knowledge; bureaucratic inefficiency; and/or active corruption.

<https://daisi.com.au/fiduciary-assessment-of-implementing-partners/>

Likelihood is chance of something happening. In **risk management terminology**, the word “likelihood” is used to refer to the chance of something happening, whether defined, measured or determined objectively or subjectively, qualitatively or quantitatively, and described using general terms or mathematically (such as a probability or a frequency over a given time period). The English term “likelihood” does not have a direct equivalent in some languages; instead, the equivalent of the term “probability” is often used. However, in English, “probability” is often narrowly interpreted as a mathematical term. Therefore, in risk management terminology, “likelihood” is used with the intent that it should have the same broad interpretation as the term “probability” has in many languages other than English. For purposes of this policy. “Likelihood” is a qualitative description of probability and frequency. It is a means of ranking the probabilities of occurrence, but is not an indication of the actual probability of failure. For example, 2 out of 5 is not a 40% probability of occurrence. Rather, it is simply a statement the 2 out of 5 is twice more likely than 1 out of 5.

Risk is the effect of uncertainty on objectives. An effect is a deviation from the expected. It can be positive, negative or both, and can address, create or result in opportunities and threats. Objectives can have different aspects and categories, and can be applied at different levels. Risk is usually expressed in terms of risk sources, potential events, their consequences and their likelihood.

Risk Assessment is the process use to determine risk management priorities by evaluating and comparing the level of risk against predetermined standards, target risk levels or other criteria. For purpose of this policy, Risk Assessment is carried out in accordance with the principles set on in AS/NZS 4360 Appendix D, suitably modified to provide meaningful information suited for use in the context of PHA activities. The higher values of “Risk Rating” indicate that priority is given to mitigating these considerations

Risk Analysis is a systematic use of available information to determine how often specified events may occur and the magnitude of their likely consequence. For purposes of this policy, Risk Analysis and associated terms (including those listed herein) are as defined in AS/NZS 4360 “Risk management”.

Risk management is the coordinated activities to direct and control an organization with regard to risk.

In particular –

- Activity level risk management deals with managing risk generated as a result of executing programs and projects, and includes consideration of the Code of Conduct issues (including child protection); and
- Organisational level risk management deals with managing risk to the organisation as a whole, generated as a result of all operations, including staff safety and security, safeguarding, incident management, staff integrity, high risk contexts, financial viability, reputation governance, and Code of Conduct issues (including child protection).

Risk source is an element which alone or in combination has the potential to give rise to risk.

Stakeholder is a person or organization that can affect, be affected by, or perceive themselves to be affected by a decision or activity. The term “interested party” can be used as an alternative to “stakeholder”.

Monitoring is the systematic observation over a nominated period of time of the performance of programs, and reporting against predetermined criteria.

Evaluation is the determination of whether the reported performance of programs meets the expectations for the program, as defined by predetermined criteria.

94. Gender Definitions

Gender means socially constructed roles and relationships between women, men, boys, girls and people of non-binary genders, 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, men, boys, girls and people of non-binary genders, and the economic and social relationships between them.

Gender Equality means equal opportunities and outcomes for people of all genders, including women, men, boys, girls and people of non-binary genders.

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

95. Terrorism Definitions

Civil Unrest means organized acts of violence at different locations within a state. For purposes of this policy, violent civil unrest, including tribal violence, will be considered under the terrorism policy.

Terrorism is the unlawful use of violence and intimidation, especially against civilians, in the pursuit of political aims.

Screening is the systematic determination of the characteristics of associated organisations and people. In the context of this document, screening includes the use of the DFAT "*Consolidated List of Australian-sanctioned individuals and entities*" and other investigations, to determine whether certain individuals and entities are sanctioned under Australian law, and thus cannot be engaged as partners or contractors.

96. Cross-Cutting and Disability Definitions

Cross-cutting themes are additional issues or areas that intersect with the main project or can be easily integrated into the project without losing focus of the main goal. These themes can be an effective tool for explaining how targeted impact in one project area can also have a much wider effect ... cross-cutting themes is one method to balance the need for focus with the need for broader coverage. These include gender equality, diversity and inclusion, environmental sustainability, livelihood development, poverty reduction, general well-being, technology ... For example, an NGO may propose a project to bring electricity to a rural village. In this case, the overall goal of the project is to improve standards of living in rural areas. However, the project can also easily be designed to install solar panels and ensure women and girls receive equal access to the benefits. Here, the cross-cutting themes used are environment and gender. Additionally, the NGO could train local community members on how to build and maintain the solar panels, which could promote vocational training and job growth.

Reference: <https://proposalsforngos.com/what-are-cross-cutting-themes/>

Disability is experiencing episodic or 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. Persons are considered to have a disability if they have a limitation, restriction or impairment, which has lasted, or is likely to last, for at least six months and restricts everyday activities. This includes:

- Sensory – loss of sight (not corrected by glasses or contact lenses), loss of hearing where communication is restricted, or an aid to assist with, or substitute for, hearing is used
- speech difficulties.

Intellectual – difficulty learning or understanding things.

Physical – shortness of breath or breathing difficulties that restrict everyday activities blackouts, seizures or loss of consciousness, chronic or recurrent pain or discomfort that restricts everyday activities incomplete use of arms or fingers, difficulty gripping or holding things, incomplete use of feet or legs restriction in physical activities or in doing physical work, disfigurement or deformity.

Psychosocial – nervous or emotional condition that restricts everyday activities, mental illness or condition requiring help or supervision, memory problems or periods of confusion that restrict everyday activities social or behavioural difficulties that restrict everyday activities.

Head injury, stroke or acquired brain injury – head injury, stroke or other acquired brain injury, with long-term effects that restrict everyday activities.

Other – receiving treatment or medication for any other long-term conditions or ailments and still restricted in everyday activities, any other long-term conditions resulting in a restriction in everyday activities...

Reference: <https://www.apsc.gov.au/working-aps/diversity-and-inclusion/disability/definition-disability>

97. Child Protection Definitions

Child-friendly processes are practices that are non-confrontational, and allow children to feel that their complaint is genuinely recognised and understood.

Duty of Care is a common law concept that refers to the responsibility of the organisation to provide children with an adequate level of protection against harm. It is the duty of the organisation to protect children from all reasonably foreseeable risk of injury.

Child or young person is defined as any person under the age of 18 years, unless a nation's laws recognise adulthood earlier.

Child Protection is the term used to describe the responsibilities and activities undertaken to prevent or stop children being abused or maltreated.

Child Abuse includes physical, sexual, emotional, neglect, bullying, child labour and domestic violence. Both boys and girls can be the victims of abuse, and abuse can be inflicted on a child by both men and women, as well as by young people themselves. Abuse happens to male and female children of all ages, ethnicity and social backgrounds, abilities, sexual orientation, religious beliefs and political persuasion. In some cases, professionals and other adults working with children in a position of trust also abuse children.

Physical Abuse occurs when a person purposefully injures or threatens to injure a child or young person. This may take the form of slapping, punching, shaking, kicking, burning, shoving or grabbing. The injury may take the form of bruises, cuts, burns or fractures.

Emotional abuse occurs when a child is repeatedly rejected or frightened by threats. This may involve name calling, being put down or continual coldness from parent or caregiver, to the extent that it affects the child's physical and emotional growth.

Neglect is the persistent failure or the deliberate denial to provide the child with clean water, food, shelter, sanitation or supervision or care to the extent that the child's health and development are placed at risk.

Sexual abuse occurs when a child or young person is used by an older or bigger child, adolescent or adult for his or her own sexual stimulation or gratification, regardless of the age of majority or age of consent locally. These can be contact or non-contact acts, including threats and exposure to pornography.

Child-Sex Tourism is '...the commercial sexual exploitation of children by men or women who travel from one place to another, usually from a richer country to one that is less developed, and there engage in sexual acts with children, defined as anyone aged under 18 years of age.' (ECPAT International, 2006)

Bullying is the inappropriate use of power by an individual or group, with an intent to injure either physically or emotionally. It is usually deliberate and repetitive. The bullying may be physical or psychological (verbal and non-verbal). Physically, bullying includes pushing, hitting, punching, kicking or any other action causing hurt or injury. Verbal bullying includes insults, taunts, threats and ridicules. Psychological bullying includes physical intimidation and ostracism.

Exposure to Domestic Violence occurs when children and young people witness or experience the chronic domination, coercion, intimidation and victimisation of one person by another by physical, sexual or emotional means within intimate relationships. (Adapted from the Australian Medical Association definition)

Particularly vulnerable children include children within or outside the family environment, in institutions, at work, on the streets, in war zones and in emergencies. Children in emergencies are especially vulnerable to abuse and exploitation. In an emergency or crisis situation, children are extremely vulnerable when they become part of a displaced or traumatised population.

98. Non-development Activity Definitions

Non-development activities include welfare, political and religious activities.

Political activities are defined as supporting a political party, candidate or organisation affiliated to a political party. Examples include NGO staff 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 independence or separatist movements; using funds or resources to facilitate or support a particular politician or faction to gain power within a government or within a political party structure.

Religious activities are defined as supporting or promoting a particular religion, including activities undertaken with the intention of converting individuals or groups from one faith and/or denomination to another. Activities that build up religious structures (including infrastructure, training, or organisational activities) are also considered religious activities, unless those structures are specifically designed to provide non-denominational development outcomes.

Welfare activities are defined as care and maintenance, which aims to maintain people in a particular condition on a longer-term basis. Substantial and broad impact on social and economic conditions in the community is not normally expected from welfare programs. Welfare may be provided to an individual or family basis including home-based and institutional care programs, such as those provided by orphanages, homes for the elderly, hospices and the provision of food for those who are destitute. Welfare activities are typically: implemented independently of other sustainable community development activities; include no strategy for integration into broader community development programs; provided on an individual or family basis, rather than on a community basis, and are unconnected to emergency needs; and implemented on a long-term basis with no clear exit strategy.

99. Conflict of Interest Definitions

Conflict of interest is a situation where an individual or an organisation has multiple interests, one of which may improperly influence the performance of that individual's or that organisation's duties and responsibilities. A conflict of interest creates the appearance that an individual's or an organisation's objective judgement is likely to be compromised, biased. Conflicts of interest can be real, apparent or potential:

- Real: where a direct conflict exists between current official duties and other interests;
- Apparent: where it appears or could be perceived that other interests are improperly influencing the performance of official duties – whether or not that is actually the case;
- Potential: where other interests are not but could come into direct conflict with official duties.

Conflicts of interest can arise in relation to financial interests such as shareholdings, employment opportunities, real estate and trusts, as well as non-financial interests such as affiliations, associations and reputational interests that can conflict with duties and responsibilities. In addition, a conflict can include not only the interests of individual staff and contractors, but also the interests of their relatives (such as spouses, siblings or dependents) and the interests of their business partners or associates. Conflicts of interest can happen without anyone being at fault. However, it is vital that conflicts of interest are disclosed and managed effectively so that your organisation performs its duties in a fair, transparent and unbiased way.

A conflict-of-interest may arise where a Director, Member, Volunteer or Staff derives (or may be able to derive) a benefit (or perceived benefit) as a result of their activity as a Director, Volunteer or Staff of the organisation. For example –

- If two or more Directors from the same family, or with close personal relationships, are simultaneously signatories on the bank accounts, it could be a perceived conflict of interest.

- If a Director, Volunteer or Consultant undertakes commercial activity that benefits from a Partner Housing Australasia program or Board decision, it could be a conflict of interest.
- If a Director, Volunteer or Consultant provides services to one or more organisations that are competing for the same contract or funding, it could be a conflict of interest.

100. Interpretation

(1) In this document, and associated or referenced documents:

- a reference to a function includes a reference to a power, authority and duty, and
- a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 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, and associated or referenced documents:

- a reference to notification, minute, agenda, form shall mean a document produced:
 - in written and/or printed hard copy form, filed in a permanent file; and/or
 - 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)
- reference to a meeting shall mean discussion whereby attendees:
 - participate at the designated meeting place; and/or
 - 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, and associated or referenced documents:

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

secretary means:

- the person holding office under this constitution as secretary of the Organisation, or
- 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*.