

CONSTITUTION

GHANA FIRST

ABN 38927132050

ADOPTED : 18/10/2009

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GHANA FIRST
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Constitution

Part 1 - Preliminary

1. Name

The Organisation name is “**Ghana First**”.

2. Nature of Organisation

The Organisation is a Non-governmental Organisation limited by guarantee.

3. Replaceable rules

The replaceable rules in the Corporations Act 2001 do not apply to the Organisation.

4. Objects

- 4.1 The Organisation is to fight for injustice and corruption within Ghanaian government authorities, institutions or persons whose activities are disadvantageous to Ghanaian citizens in Ghana.
- 4.2 The Organisation will apply its objectives in promoting this purpose.
- 4.3 In furtherance of these objects the Organisation can in its absolute discretion but only by a special resolution, acquire, merge, amalgamate or associate by any means with any one or more institutions, societies, companies or associations with similar or associated objectives to the Organisation's objects with the intent of achieving those objects in whole or part.

5. No distribution to members

- 5.1 The Organisation's income and assets are solely to promote the Organisation's objects.
- 5.2 The Organisation must not pay or distribute any profits, income or assets to the members.
- 5.3 This does not prevent the Organisation paying in good faith:
- (a) Reasonable remuneration to a member or other person for services rendered to the Organisation;
 - (b) For goods supplied to the Organisation in the ordinary course of business;
 - (c) Reasonable money lent by a member to the Organisation, or reasonable rent for premises let by a member to the Organisation;
 - (d) Out-of-pocket expenses incurred by a member on behalf of the Organisation.

- (e) Funds of the Organisation into any investment or endowment fund intended to provide for ongoing or future needs of the Organisation and for the Organisation to accumulate those funds for any period that the Executives may approve from time to time.
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6. Limited liability

- 6.1 The liability of members is limited.
- 6.2 On winding up of the Organisation, present members and past members, who were members at any time during the 12 months immediately before commencement of the winding up, must contribute to the Organisation's property an amount sufficient:
 - (a) To pay the Organisation's debts and liabilities and the costs, charges and expenses of the winding up; and

However, no present member or past member shall at any time be required to contribute more than \$1

- 6.3 On a winding up, any surplus must go to an institution:
 - (a) Which has objects similar to or associated with the Organisation's objects; and
 - (b) That organisation or institution cannot distribute its income and assets to its members.

The members or the organisation may decide the institution.

- 6.4 If the previous subclauses are not possible, on a winding up, any surpluses must go to a Non-governmental institution.

Part 2 – Membership

7. Categories

- 7.1 The Organisation has the following category of membership:
 - (a) Ordinary membership
- 7.2 The executives may decide the rights attached to this membership. Those rights must be consistent with this constitution.

8. Applications for membership

- 8.1 Any natural person or body corporate may apply for membership as an ordinary member.
- 8.2 The applicant must:
 - (a) Complete application form provided by the Organisation and give it to the Organisation;
 - (b) State the category of membership;

- (c) If the applicant is a natural person, obtain the endorsement of two existing members who have personally known the applicant for at least **one month**;
 - (d) Agree to this constitution.
- 8.3 The Executives must decide to either accept or reject the application at their first meeting after receipt of the application. In no case shall the Executives be required to give any reason for the rejection of an applicant.
- 8.4 The Organisation must, as soon as reasonable notify the applicant whether the application is accepted or rejected.
- 8.5 The applicant becomes a member of the Organisation if:
- (a) The Executives accept the application; and
 - (b) Within 28 days after the Organisation notifies the applicant of acceptance, the applicant pays the membership entrance fee within two calendar months after the date of the notice.
- 8.6 The Organisation secretary must record the name of each successful applicant in the register of members.
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9. Resignation

- 9.1 A member, who does not possess any asset for the Organisation, may resign membership by giving notice of resignation to the Organisation.
- 9.2 The Organisation secretary must record the resignation in the register of members.
-

10. Termination

A membership ceases if:

- (a) The member refuses to pay general contributions that will be made towards the running of the association.
 - (b) The member is a natural person and becomes an insolvent under administration;
 - (c) The member is a body corporate, and a resolution is passed to wind it up (other than for reconstruction or amalgamation) or it becomes an externally-administered body corporate; or
 - (d) The Executives expel the member under the following sub-clause.
-

11. Expulsion

- 11.1 If the Executives consider that a member has not complied with this constitution, or has acted (or omitted to act) in a manner, which is unbecoming to a member or prejudicial to the interests of the Organisation, they may:
- (a) Expel the member;
-

- (b) Suspend the member for a specified period; or
 - (c) Decline to renew a member's membership when it is otherwise due for renewal.
- 11.2 The Executives may only decide to expel or suspend a member if:
- (a) At least 14 days before the Executives' meeting, the Organisation gives the member:
 - (1) Written particulars of the relevant act or omission;
 - (2) Notice of the date, place and time of the Executives' meeting; and
 - (3) Notice that the member may attend and be heard at the Executives' meeting or make written submissions to the Executives; and
 - (b) The Executives hear the member or consider the member's written submissions at the Executives' meeting.
- 11.3 The Organisation secretary must record the expulsion or suspension in the register of members.
- 11.4 The Executives may decide not to accept the renewal of any member's membership without ascribing any reason therefore and without hearing from the relevant member (by any means) prior to making such a decision.
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12. Fees

- 12.1 There will be a monthly due for members which will be decided and reviewed by executives in consultation with the house when the need arises.
- 12.2 A member must pay the monthly and general contribution on or before next meeting in each contribution instance or any other date, the Executives decide.
- 12.3 A member, who does not pay the monthly due for three consecutive months, ceases to be a member. The Executives may reinstate membership on any terms it decides.
- 12.4 The entrance fee and annual subscription payable by members of the Organisation shall be \$10.

Part 3 - Proceedings of members

13. One member

While the Organisation has only one member:

- (a) It may pass a resolution by the member recording it and signing the record;
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14. Annual general meeting

The Organisation must hold an annual general meeting:

- (a) Within 12 months after its registration;
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- (b) The organisation must hold a general meeting once a year and the end of its financial year.
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15. Who may call meetings of members

- 15.1 A president may call a meeting of members, when and where the president decides.
 - 15.2 The Executives may call a meeting of members, when and where the Executives decide.
 - 15.3 The Executives must call a meeting of members when requested by the members
-

16. How to call meetings of members

- 16.1 Executives must give 21 days' notice for a general meeting. However, unless prohibited by the Corporations Act 2001, the Organisation may call on shorter notice:
 - (a) An annual general meeting, if all the members entitled to attend and vote at the annual general meeting agree beforehand; and
 - (b) Any other general meeting, if members with at least 50% of the votes
 - 16.2 Notice of a meeting must go to members and Executives.
 - 16.3 A notice of a general meeting must:
 - (a) Set out the place, date and time for the meeting;
 - (b) State the general nature of the meeting's business;
 - (c) If a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution; and
 - (d) Contain a statement setting out the following information:
 - (1) That the member has the right to appoint a proxy;
 - (2) That the proxy need not be a member of the Organisation;
 - (e) Contain anything else required by the Corporations Act 2001
 - 16.4 The business of the annual general meeting may include any of the following, even if not referred to in the notice of meeting:
 - (a) The confirmation of the minutes of the last annual general meeting;
 - (b) The consideration of the annual financial report, Executives' report and auditor's report;
 - (c) The election of Executives;
 - 16.5 Non-receipt of notice of a meeting, or failure to give proper notice of a meeting to a person entitled to receive it, does not invalidate anything done at the meeting if:
 - (a) The failure was accidental;
-

- (b) the person gives notice to the Organisation that the person waives proper notice or agrees to the thing done at the meeting; or
 - (c) The person attends the meeting and:
 - (1) Does not object at the start of the meeting to the holding of the meeting; or
 - (2) If the notice omitted an item of business, does not object to the consideration of the business when presented to the meeting.
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17. Quorum

- 17.1 If there are less than 10 members on the register of members, a quorum for a meeting of members is **[number]** members entitled to vote. If there are 10 or more members on the register of members, a quorum is **[number]** members entitled to vote. The quorum must be present at all times during the meeting.
 - 17.2 In determining whether a quorum is present, the chairperson must count full members, proxies, body corporate representatives and any other persons entitled to vote. If an individual is attending both as a member and as a proxy, attorney or body corporate representative, or in any other capacity, the chairperson must count the individual only once.
 - 17.3 If a quorum is not present within 30 minutes after the time appointed for the meeting:
 - (a) If the meeting was called on the request of members or by members, the meeting is dissolved;
 - (b) Executives decide the day, time and place for the next meeting.
 - 17.4 If a quorum is not present within 30 minutes after the time appointed for a meeting, the executives must dissolve the meeting.
-

18. Chairman

- 18.1 The president is entitled to chair all meetings, both executives and general meetings
 - 18.2 If the president is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the secretary may chair the meeting. If there is no secretary, or if the secretary is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the present Executives must elect one of themselves to chair the meeting. If they do not do so, the members present must elect a person to chair the meeting.
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19. Regulation of meetings

The chairperson may regulate the meeting of members in any way consistent with this constitution.

20. Adjournment

- 20.1 The chairperson may adjourn a meeting of members to any day, time and place.
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- 20.2 The chairperson must adjourn a meeting of members if the members present with a majority of votes at the meeting agree or direct the chairperson to do so. The chairperson may adjourn the meeting to any day, time and place.
- 20.3 When executives adjourned a meeting, the executives must provide a new notice if the adjournment is for more than a month.
- 20.4 Only transact unfinished business at a meeting after an adjournment.
-

21. How members make decisions at meetings

- 21.1 A meeting of members makes a decision by passing a resolution. A resolution passed if more than 50% of the votes cast by the members entitled to vote are in favour of the resolution (unless the law requires a special resolution).
- 21.2 A special resolution passed if:
- (a) The notice of the meeting sets out an intention to propose the special resolution and states the resolution;
 - (b) It passed by at least 75% of the votes cast by members entitled to vote on the resolution.
-

22. How voting is carried out

- 22.1 Unless a member requested a poll, a resolution put to the vote at a meeting of members is a show of hands.
- 22.2 A declaration by the chairperson that a resolution has passed by a particular majority, or lost, and an entry to that effect in the minutes, is sufficient evidence of that fact, unless proved incorrect.
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23. A requested Polls

- 23.1 A member may request a poll on any resolution.
- (a) At least five members entitled to vote on the resolution;
 - (b) President
 - (c) Before a vote is taken;
- 23.2 A poll requested on a matter other than the election of president or the question of an adjournment, the president then directs when and how.
- 23.3 A request for a poll does not prevent the meeting dealing with other business.
-

24. How many votes a member has

24.1 At a general meeting:

- (a) On a show of hands, each full member present (in person, by proxy, or representative) has one vote;
- (b) On a poll, each full member present (in person, by proxy, or representative) has one vote;

24.2 Notwithstanding the previous sub-clause, a member is not entitled to vote if the member owes any money to the Organisation, except the general contribution for the current financial year, unless the general contribution is more than one month in arrears as at the date of the meeting.

24.3 The chairperson or other person may disregard any vote by a member who is not entitled to vote.

25. Challenging a right to vote

25.1 A challenge to a right to vote at a meeting of members is possible:

- (a) Before the meeting, to the Executives; or
- (b) To the chairperson during the meeting

25.2 The decision on the challenge is for the Executives or the chairperson (as the case may be). The Executives' decision or the chairperson's decision is final.

26. Proxies, attorneys and representatives

26.1 A member, who is entitled to vote at a meeting of members, may vote on a show of hands and on a poll:

- (a) Personally;
- (b) By one proxy;
- (c) Body corporate, by its representative, or by one proxy

26.2 A proxy or representative need not be a member of the Organisation.

26.3 A member may appoint a proxy or representative for all or for particular meetings of members.

26.4 An appointment of representative must be in a form approved by the Executives.

26.5 An appointment of a proxy is valid if signed by the member making the appointment and it contains the following information:

- (a) The member's name and address;
- (b) The Organisation's name;

- (c) The proxy's name or the name of the office held by the proxy;

The Executives may decide to accept a proxy even if it contains only some of that information.

26.6 Unless otherwise specified in the appointment, the proxy or representative may:

- (a) Agree to short notice for the meeting;
- (b) Even if the appointment directs how to vote on a particular resolution:
 - (1) Vote on an amendment to the particular resolution, a motion not to put the particular resolution or any similar motion;
 - (2) Vote on a procedural motion, including a motion to elect the chairman, to vacate the chair or adjourn the meeting;
- (c) Speak at the meeting;
- (d) Vote (but only to the extent allowed by the appointment);
- (e) Request or join in a request for a poll.

26.7 If a person represents two or more members, that person has only one vote on a show of hands.

26.8 An appointment may specify the way a proxy is to vote on a particular resolution. A proxy may vote only as directed.

26.9 An appointment of a proxy is effective only if the Organisation receives the appointment (and any authority under which the appointment was signed) at least 24 hours before the meeting or resumed meeting, unless the Executives decide to reduce that time. The Organisation receives an appointment or authority at any of the following:

- (a) The Organisation's registered office;
- (b) A fax number at the Organisation's registered office;
- (c) A place, fax number or electronic address specified for the purpose in the notice of meeting.

26.10 Unless the Organisation receives written notice of the matter before the start or resumption of a meeting, a vote by a proxy or representative is valid even if:

- (a) The member is an a natural person and dies, or becomes bankrupt or of unsound mind or a person whose property is liable to be dealt with under a law about mental health;
- (b) The member is a body corporate, and is deregistered or becomes an externally-administered body corporate;
- (c) The appointment of the proxy, attorney or representative is revoked; or

- 26.11 A proxy may take part in a meeting of members even if the appointor or representative is present. However, if the appointor or representative votes on a resolution, the proxy or attorney must not vote.

Part 4 - Executives

27. Number of Executives

- 27.1 There must be at least three Executives and at most five Executives.
- 27.2 The Organisation in general meeting may increase or reduce the number of Executives.
-

28. Qualification of Executives

- 28.1 A president must be a full member of the Organisation.
- 28.2 At least one of the Executives appointed shall be a qualified Ghanaian being a citizen of Australia or holds dual citizenship of Ghana and Australia at the time.
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29. Appointment of Executives

- 29.1 The first Executives of the Organisation are the persons specified in the application for registration of the Organisation as Executives.
- 29.2 The members may appoint any person as a president, if the person has first given the Organisation a signed consent to act as a president. The president in general meeting will submit his secretary and treasurer who will undergo a verdict by the general members.
- 29.3 The general members shall elect the remaining two for the executives' positions. A person is eligible for election only if:
- (a) The person is a president retiring under the next clause and notifies the Organisation that he or she is available for re-election; or
 - (b) The person has signed consent to nomination and lodged it at the Organisation's registered office.

The Organisation must accept these notices and consents up to 5 Business Days (or in the case of a meeting that members requested the Executives to call, 10 Business Days) before the general meeting. The Executives may decide to accept these notices and nominations closer to the date of the general meeting.

- 29.4 If elected by the members in general meeting, a president's term of office commences at the end of that general meeting.
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30. Tenure of Office

- 30.1 The following Executives' term of office ends at each annual general meeting:
- (a) Any president appointed by the Executives or the Organisation in general meeting since the last annual general meeting, and
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30.2 Any president whose tenure of office ends in pursuant to clause 31 may offer himself or herself for re-election at any general meeting of the Organisation and if approved by the Organisation in general meeting then that person shall be entitled to continue to serve as a president until that person ceases to be a president under either clauses 31(a) or 32.

31. Vacation of office

A president ceases to be a president if:

- (a) The president resigns by notice to the Organisation;
 - (b) The president's appointor removes the person as a president;
 - (c) The president is absent, without the consent of the Executives, and from all Executives' meetings over any six month period;
 - (d) The president becomes mentally incapable and the president's estate or property has had a personal representative or trustee appointed to administer it, or
 - (e) The president automatically retires under the previous clause.
-

32. Alternate Executives

32.1 A president may appoint an alternate for a specified period with the consent of the Executives.

32.2 The appointor may terminate the alternate's appointment at any time.

32.3 An appointment or termination is effective only if:

- (a) It is in writing;
- (b) The appointor signs it; and
- (c) The Organisation given notice of it

32.4 The alternate need be a member or president of the Organisation.

32.5 The alternate is entitled to notice of Executives' meetings.

32.6 If the appointor is not present, the alternate may:

- (a) Attend the Executives' meeting, count in the quorum, speak, and vote in the place of the appointor;
- (b) Exercise any other powers (except the power to appoint an alternate) that the appointor may exercise.

32.7 A person may act as an alternate for more than one executive.

32.8 If the appointor ceases to be a president, the alternate cannot exercise the appointor's powers.

32.9 Where:

- (a) An appointor ceases to be a president; and
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- (b) That appointor's alternate purports to do an act as a president,
- 32.10 While acting as a president, an alternate is an officer of the Organisation and not the agent of the appointor.
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33. Remuneration

- 33.1 Unless the Organisation in general meeting otherwise decides the president is an employee of the Organisation, the president and appointed executives are not entitled to remuneration.
- 33.2 The Organisation may if approved by the Executives pay travelling and other expenses that a president properly incurs on the Organisation's business.
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34. President's interests

- 34.1 Subject to the Corporations Act 2001, a president may:
- (a) Hold an office or place of profit (except as an auditor) in the Organisation, on any terms the Executives decide;
 - (b) Hold an office or otherwise be interested in any related body corporate or other body corporate in which the Organisation is interested;
- 34.2 Subject to the Corporations Act 2001:
- (a) A president who has a personal interest in a matter before Executives' meeting:
 - (1) May not be present while the matter is being considered at the meeting;
 - (2) Must not be counted in a quorum for a meeting considering the matter;
 - (3) Must not vote on the matter;
 - (b) A president may not sign for the Organisation, or attest the affixing of the common seal to, any document in respect of that contract or arrangement in which that President has an interest;
 - (c) A president may not retain benefits under that contract or arrangement unless a meeting of the other Executives so approve;
 - (d) The Organisation cannot avoid that contract or arrangement because of the president's interest where a meeting of the other Executives has approved that contract or arrangement.

Part 5 - Proceedings of Executives

35. Circulating resolutions

- 35.1 The Executives may pass a resolution without an Executives' holding a meeting, if all the Executives entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. An alternate appointed by a president may sign the document instead of that president.
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- 35.2 The resolution is passed when the president signs.
- 35.3 Passage of the resolution recorded in the Organisation's minute book.
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36. Meetings

- 36.1 The Executives may meet, adjourn and otherwise regulate their meetings as they decide.
- 36.2 An Executives' use any means to hold meeting or technology consented to by all the Executives. The consent may be a standing one. A president may only withdraw consent within a reasonable period before the meeting.
- 36.3 If an Executives' meeting is by telephone link-up or other contemporaneous audio or audiovisual communication, the president is present unless the president states to the chairperson that the president is disconnecting his or her telephone or communication device.
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37. Calling meetings

- 37.1 A president may call an Executives' meeting.
- 37.2 On the request of the president, the Organisation secretary must call an Executives' meeting.
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38. Notice

- 38.1 Notice of an Executives' meeting must go to each executive.
- 38.2 The notice must:
- (a) Specify the day, time and place of the meeting;
 - (b) State the business to be transacted;
 - (c) Be given at least 48 hours before the meeting, unless all Executives otherwise agree.
- 38.3 Non-receipt of notice of a meeting, or failure to give notice of a meeting to an executive or an alternate, does not invalidate anything done at the meeting if:
- (a) The failure was accidental;
 - (b) The president or alternate gives notice to the Organisation that he or she waives the notice or agrees to the thing done at the meeting; or
 - (c) The president or alternate attends the meeting.
-

39. Quorum

- 39.1 **The quorum for an Executives' meeting is a majority of all Executives, unless the Executives otherwise decide.**
- 39.2 In determining whether a quorum is present, the chairperson must count alternates. If a president is also an alternate, the chairperson must count the president as a president and separately as an alternate. If a person is an alternate for more than one executive, the chairperson must count the person separately for each appointment.
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- 39.3 The quorum must be present at all times during the meeting.
- 39.4 If there are not enough Executives in office to form a quorum, the remaining Executives may act only:
- (a) To increase the number of Executives to a quorum;
 - (b) To call a general meeting of the Organisation; or
-

40. Decisions of Executives

- 40.1 Subject to the Corporations Act 2001, each member has one vote.
- 40.2 If a president is also an alternate, the president has one vote as a president and one vote as an alternate. A resolution of the Executives is final by a majority of votes cast.

Part 6- Executives' powers

41. General Powers

- 41.1 The management of the organisation's business is by or under the direction of the Executives.
- 41.2 The Executives may exercise all the powers of the Organisation except any powers that the Corporations Act 2001 or this constitution requires the Organisation to exercise in general meeting.
-

42. Execution of documents

- 42.1 The Organisation may execute a document without a common seal if the documents sign by:
- (a) Two Executives of the Organisation; or
 - (b) The president and the secretary of the Organisation
- 42.2 The Executives may decide, generally or in a particular case, that a president or Organisation secretary may sign certificates for securities of the Organisation by mechanical or other means.
- 42.3 This clause does not limit the ways in which the Organisation may execute a document (including a deed).
-

43. Negotiable instruments

The Executives may decide how negotiable instruments (including cheques), signed, drawn, accepted, endorsed or otherwise executed.

44. Committees and delegates

- 44.1 The Executives may delegate any of their powers (including this power to delegate) to a committee of Executives and members (including Associate Members) or to one president.
-

- 44.2 The Executives may revoke or vary that delegation.
- 44.3 A committee or delegate must exercise the powers delegated subject to any directions of the Executives. The effect of the committee or delegate exercising a power in this way is the same as if the Executives exercised it.
- 44.4 Part 5 applies with the necessary changes to meetings of a committee. However, a non-president does not have a vote.
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45. Attorney and agent

- 45.1 The Executives may appoint any person to be the attorney or agent of the Organisation for any purpose, for any period and on any terms (including as to remuneration) the Executives decide.
- 45.2 The Executives may delegate any of their powers (including the power to delegate) to an attorney or agent.
- 45.3 The Executives may revoke or vary:
- (a) The appointment; or
 - (b) Any power delegated to the attorney or agent.

Part 7 - Executive officers

46. Organisation secretary

- 46.1 The first Organisation secretary of the Organisation is the person specified in the application for registration of the Organisation as Organisation secretary.
- 46.2 The elected president may appoint Organisation secretary and treasurer, for any period and on any terms, the executives decides.
- 46.3 Subject to any agreement between the Organisation and the Organisation secretary/treasurer, the Executives may remove or dismiss the Organisation secretary/treasurer at any time, with or without cause.
- 46.4 Unless the Executives otherwise decide, the Organisation secretary/treasurer is the Non-governmental officers of the Organisation.
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47. Indemnity

- 47.1 To the extent permitted by the Corporations Act 2001, the Organisation:
- (a) Must indemnify each person who is or has been an Officer against any liability incurred as an Officer;
 - (b) Must provide a premium for a contract insuring an Officer against that liability
-

- 47.2 Subject to the Corporations Act 2001, the Organisation may enter into an agreement or deed with an Officer under which the Organisation must do all or any of the following:
- (a) Keep a set of the Organisation's books (including minute books) and allow the Officer and the Officer's advisers access to the books for any period agreed;
 - (b) Indemnify the Officer against any liability incurred by the Officer as an Officer;
 - (c) Keep the Officer insured for any period agreed in respect of any act or omission by the Officer while an Officer.
- 47.3 In this clause, **Officer** means an officer of the Organisation.

Part 8 – Records

48. Register

The Organisation must keep a register of members in accordance with the Corporations Act 2001.

49. Inspection

The Organisation must allow inspection of any register of members only as required by the Corporations Act 2001.

50. Evidence of register

Unless proved incorrect, the register of members is sufficient evidence of the matters shown in the register.

51. Minute book

51.1 The Organisation must keep minute books in which it records within one month:

- (a) Proceedings and resolutions of meetings of the members;
- (b) Proceedings and resolutions of Executives' meetings (including meetings of a committee of Executives);
- (c) Resolutions passed by members without a meeting;
- (d) Resolutions passed by Executives without a meeting.

51.2 The Organisation must ensure that minutes of a meeting signed within a reasonable time after the meeting by one of the following:

- (a) The chair of the meeting;
- (b) The chair of the next meeting

51.3 The Organisation must ensure that a president signs minute of the passing of a resolution within a reasonable time after the resolution.

52. Evidence of minutes

A minute recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless proven contrary.

53. Financial records

53.1 The Organisation must keep the financial records required by the Corporations Act 2001.

53.2 The financial records audited as required by the Corporations Act 2001.

54. Inspection

Unless authorised by the Executives, or in general meeting, or the Corporations Act 2001, a member is not entitled to inspect the Organisation's books.

Part 9 - Notices and interpretation

55. In writing

Notice must be in writing and in English

55.1 The Organisation may give notice to a member:

- (a) Personally;
- (b) By sending it by post to the address of the member in the register of members or the alternative address (if any) nominated by the member;
- (c) By sending it to the fax number or electronic address (if any) nominated by the member.

55.2 A notice to a member is sufficient, even if the member (whether or not a joint member) is dead, mentally incapacitated, an infant, bankrupt or an externally administered body corporate, and the Organisation has notice of that event.

56. Notice to Executives

The Organisation may give notice to a president or alternate president:

- (a) Personally;
- (b) by sending it by post to the president's or alternate president's usual residential or business address or any other address nominated by them;
- (c) if a notice calling a meeting - by sending it to the fax or electronic address (if any) nominated by the president or alternate, only if all the Executives have consented to the use of that technology;
- (d) If any other notice - by sending it to the fax or electronic address (if any) nominated by the president or alternate.

57. Notice to the Organisation

A person may give notice to the Organisation:

- (a) By leaving it at the Organisation's registered office;
- (b) By sending it by post to the Organisation's registered office;
- (c) By sending it to the fax or electronic address (if any) of the Organisation's registered office

58. Addresses outside Australia

A notice sent by post to or from a place outside Australia is by airmail.

59. Time of service

- 59.1 A notice sent by post within Australia considered three business days after posting.
- 59.2 A notice sent by post to or from a place outside Australia considered fourteen business days after posting.
- 59.3 A notice sent by fax, or other electronic means, on a business day after sending (if the sender's transmission report shows that the whole notices sent to the correct facsimile number).

60. Interpretation

In this constitution, unless the context otherwise requires:

- (a) Subject to the next clause, a word or phrase has the same meaning as it has in the Corporations Act 2001;
- (b) Singular includes plural and plural includes singular;
- (c) Words of one gender include any other gender;
- (d) Reference to legislation includes any amendment to it, any legislation substituted for it, and any statutory instruments issued under it and in force;
- (e) Reference to a person includes a corporation, a firm and any other entity;
- (f) Headings do not affect interpretation;
- (g) The Organisation must not exercise any power in contravention of the Corporations Act 2001.

61. Definitions

In this constitution:

Business Day means any day except a Saturday or Sunday or other governmental holiday in New South Wales

Organisation means Ghanaians for Justice and Anti-Corruption

Executives mean the Executives of the Organisation and may include an alternate president

Spouse of a person means:

- (a) That person's husband, wife, widow or widower (whether or not remarried);
- (b) Anyone else who, lives or lived with that person on a genuine domestic as husband and wife of that person.