



***Atheist Foundation
of Australia Inc*** Established
1970

Promoting scientifically credible & factually reliable evidence

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1. Name

The name of the incorporated association is Atheist Foundation of Australia Inc, referred to herein as 'the Foundation'.

2. Definitions

'address' shall be taken to include an email address.

'Committee' means the committee of management of the Foundation.

'Committee member' means an eligible person elected or appointed under the provisions of section 6

'Executive (committee) member' means any of the President, Vice-President(s), Treasurer, Secretary and/or other officeholders as the committee may determine from time to time.

'general meeting' means a general meeting of members of the Foundation convened in accordance with these rules.

'member' means a member of the Foundation.

'present' in relation to attendance at any meeting shall include electronic forms of attendance, as pre-arranged and agreed upon by the Committee.

'the Act' means the Associations Incorporation Act 1985, as amended from time to time.

'the Executive' means the executive committee members collectively.

'special resolution' means a special resolution defined in the Act.

'month' shall mean a calendar month.

3. Objects or purposes of the Foundation

The objects of the Foundation are:

- i) To encourage and to provide a means of expression for informed free-thought on philosophical and social issues.
- ii) To safeguard the rights of all non-religious people.
- iii) To serve as a focal point for the community of non-religious people.
- iv) To offer verifiable information in place of superstition and to promote logic and reason.
- v) To promote atheism.

4. Powers of the Foundation

Subject to law, the Foundation shall have all the powers of a natural person. In particular, and without limiting the foregoing, it may:

- i) Hold meetings, publish, sell and distribute literature; initiate or participate in and operate all means of public media in furtherance of the above aims.
- ii) Engage in fund-raising activities; receive and accept donations, bequests, endowments, gifts of land and any other assets whatsoever for the purpose of advancing its aims.
- iii) Legally hire, acquire and dispose of land, buildings, properties or appliances and may pledge or mortgage the same as security for loans as may be expedient.
- iv) Affiliate with any other organisation having similar aims, whether incorporated or not, and may appoint delegates to that organisation.
- v) Grant Honorary Life Membership to whomsoever is deemed appropriate.
- vi) Take appropriate disciplinary action, including legal action where necessary, against any member or group of members who is shown to have used the funds, property or activities of the Foundation to make private monetary gain.
- vii) Take any legitimate action to protect itself from misrepresentation.
- viii) Establish branches and determine their powers and responsibilities as the need arises.

5. Membership

5.1 Types

- a. Any natural person, who subscribes to the Objects of the Foundation and agrees to be bound by its Rules, may be admitted to membership by the Committee.
- b. Associate Membership may be open to a specified class or classes of natural persons as determined by the Committee from time to time. Associate members shall not be accorded a vote and may not hold office in the Foundation.
- c. Other categories of membership may be defined and created by the committee from time to time, as it thinks fit, including determining voting rights that attach to any newly created membership categories.
- d. All intending members shall make application on the official form and pay the prescribed fee.
- e. Upon the approval of the application by the Committee and upon payment of the first annual subscription, the applicant shall be a member of the Foundation.

5.2 Subscriptions

- a. The subscription fees for all categories and types of membership shall be such sums (if any) as the Committee shall determine from time to time.
- b. Subscription fees for all categories and types of membership (if any) shall be payable annually on each member's anniversary of joining the Foundation, or at another time that the Committee determines.
- c. Any member whose subscription is outstanding for more than two months after the due date for payment, provided that notice has been given, shall cease to be a member of the Foundation, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

5.3 Resignations

A member may resign from membership of the Foundation by giving written notice to the Secretary or public officer of the Foundation. Any resigning member shall be liable for any outstanding subscriptions to the date of resignation, which may be recovered as a debt due to the Foundation.

5.4 Expulsion of a member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests or Objects of the Foundation, or of failing to comply with the Rules of the Foundation.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.
- c. The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the Committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the Foundation at a general or special meeting. The intention to appeal shall be communicated to the Secretary or public officer of the Foundation within 14 days after the determination of the Committee has been communicated to the member.
- e. In the event of an appeal under 5.4d above, the appellant's membership of the Foundation shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Foundation in general meeting after the appellant has been heard by the members of the Foundation, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

5.5 Register of members

A register of members must be kept and contain:

- a. the name and address of each member
- b. the date on which each member was admitted to the Foundation
- c. the membership type or category of the member, and
- d. if applicable, the date of and reason(s) for termination of membership.

6. The committee

6.1 Powers and duties

- a. The affairs of the Foundation shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Foundation, and are not by the Act or by these rules required to be done by the Foundation in general meeting.
- b. The Committee has the management and control of the funds and other property of the Foundation.
- c. The Committee may delegate any of its powers to a sub-committee which shall include at least one Committee member and shall report regularly on its work to the Committee.
- d. The Committee shall appoint authorised persons for the purposes of effecting financial transactions (in addition to the Treasurer, who shall be taken to be an authorised person by virtue of holding that office).
- e. The Committee shall appoint a public officer as required by the Act.

Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with Consumer and Business Services (CBS), Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001

6.2 Appointment

- a. The Committee shall be comprised of a President, Vice-President(s), Treasurer, Secretary and not less than five other members.
- b. The offices of President, Vice-President(s), Treasurer, Secretary, and any other office as determined by the Committee from time to time, shall be decided by a majority vote of the Committee after calling for nominees (to be nominated and seconded) from among their number, to fill any officeholder vacancies arising.
- c. Executive Committee member roles shall become vacant:
 - i) automatically at the first Committee meeting after each Annual General Meeting, or;
 - ii) if the Committee (by resolution) removes a member from their Executive Committee position, or;
 - iii) if the member resigns their Executive Committee position by giving written notice, or;
 - iv) if the Committee term of the member holding an Executive Committee position expires at an Annual General Meeting, and that Committee member is not re-elected at that meeting.
- d. In the event that the number of nominees for an Executive Committee position(s) are less than or equal to the number of position(s) available, those nominees shall be taken to be elected unopposed if the Committee resolves to do so.
- e. Committee member roles (including Executive Committee member roles) are voluntary. The Foundation shall not make any salary, stipend or similar payments to Committee members (including Executive Committee members) in their capacity as Committee members (including Executive Committee members). Committee members (including Executive Committee members) may however receive remuneration for services rendered or expenses incurred on behalf of the Foundation, subject to the approval of the Committee.
- f. A Committee member shall be a natural person who has been a member of the Foundation for no less than twelve months prior to nomination, or have served on the administration of a similar organisation (to be determined by the Committee) before becoming eligible to hold a position on the Committee.
- g. Committee members shall be elected at a general meeting on the following basis:
 - i) if the number of candidates is equal to or less than the maximum number of Committee positions open for election, then members entitled to vote shall cast a single vote (plus proxy votes where applicable) either for or against each candidate. Each candidate shall only be elected if a simple majority of votes are cast in their favour;
 - ii) if the number of candidates is more than the maximum number of Committee positions open for election, then Committee members shall be elected on a "first past the post" basis. Members entitled to vote shall cast a single vote for their preferred candidates only, provided that no member may cast more or less total votes than the number of candidates to be elected. The candidates that receive the highest number of votes shall be elected, in accordance with the number of Committee positions open for voting;
 - iii) in the event of an equality of votes for two or more candidates for the last Committee position(s), the Returning Officer (refer sub (h) below) shall draw lots between the remaining candidates with an equality of votes to determine who shall be elected.

- h. The ballot shall be conducted by a Returning Officer appointed by Committee vote, who shall not be a candidate standing for election at that time. Once the votes (including any proxy votes where applicable) are counted, the Returning Officer shall report the result, including the number of members voting, the total number of votes cast and the number of votes for each candidate.
- i. The Committee shall hold office until the first annual general meeting after the adoption of these rules. At this time, at least one half (when expressed in whole numbers) of the members of the Committee, who shall be chosen by ballot after voluntary retirements have been accounted for, shall retire from the committee. At each subsequent annual general meeting at least one half (when expressed in whole numbers) of the members of the Committee, being the longest serving members after voluntary retirements have been accounted for, shall retire. In any event, no committee member shall serve a term of more than two years on the Committee without retiring.
- j. A retiring Committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Foundation has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the Foundation. The nomination shall be signed by the proposer and by the nominee, who must each be members of the Foundation for no less than twelve months prior to signing the nomination.
- k. Notice of all persons seeking election to the Committee shall be given to all members of the Foundation with the notice calling the meeting at which the election is to take place.
- l. The Committee may appoint a person (being an eligible member of the Foundation) to fill a casual vacancy, and such a Committee member shall hold office until the next annual general meeting of the Foundation and shall be eligible for election to the committee without nomination.

6.3 Proceedings of committee

- a. The Committee shall meet together for the dispatch of business at least once every two calendar months, or more often as the committee thinks fit.
- b. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the Committee shall be one half of the members of the Committee, including at least one Executive Committee member.
- d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Foundation, or a conflict of interest in a matter to be decided by the Committee, must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract, or that matter. The member of the Committee must disclose the nature and extent of his or her interest at the next annual general meeting of the Foundation.
- e. In matters of urgency the President (or the Vice President in the absence of the President) shall take whatever action or decision is deemed appropriate, pursuant to consultation with a minimum of two other Committee members, one of whom must be another Executive Committee member. Such action is to be reported to, and voted upon by, the Committee as soon as possible.

6.4 Financial

- a. The funds of the Foundation shall be lodged in a bank account (or accounts) which include the words Atheist Foundation of Australia Inc.
- b. All financial transactions shall be approved by any two authorised persons signing or authorising conjointly.

6.5 Disqualification of committee members

The office of a Committee member shall become vacant if a Committee member is:

- disqualified from being a Committee member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from more than four meetings in a financial year (unless otherwise agreed by the Committee)

6.6 Indemnity

- a. To the extent permitted by law, Committee members shall be indemnified by the Foundation against any claim against them, provided that the act committed or omission made by such Committee members that led to such claim arose out of the lawful discharge of their duties for and on behalf of the Foundation.

- b. The Foundation will pay costs and expenses incurred by a Committee member, or for which that Committee member is liable for (as reasonably evidenced) that arise from a claim as set out in clause 6.6(a) above.

7. The seal

- i) The Foundation may have a common seal upon which its corporate name shall appear in legible characters.
- ii) The seal (if any) shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Foundation. The affixing of the seal shall be witnessed by at least two members of the Executive, one of whom shall be either the President or Secretary.

8. General meetings

8.1 Annual general meetings

- a. The Committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The annual general meeting shall be held within 3 months after the end of each calendar year.
- c. The order of the business at the meeting shall be:
 - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii) the consideration of the accounts and reports of the Committee and the auditor's report (if required)
 - iii) the election of Committee members
 - iv) the appointment of auditors (if required - see rule 11.5)
 - v) any other business requiring consideration by the Foundation in general meeting.

8.2 Special general meeting

- a. The Committee may call a special general meeting of the Foundation at any time.
- b. Upon a requisition in writing of not less than 100 members of the Foundation, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with reasonable information and assistance (subject to applicable Privacy laws) to facilitate the convening of the special general meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Foundation.

8.3 Notice of general meetings

- a. Subject to 8.3b, at least 35 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the Foundation to any member by serving the member with the notice personally, or by sending it by post or email to an address appearing in the register of members.
- d. Where a notice is sent by post or email:
 - i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, or by submitting a properly addressed email, and
 - ii) service will be taken to have been effected at the time at which the letter, email or packet would be delivered in the ordinary course of post or transmission.
 - iii) should any member fail to receive notice of a meeting due to communication delays or other legitimate reasons, the proceedings of the said meeting shall not be invalidated.

8.4 Proceedings at general meetings

- a. Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. Attendance at general meetings shall be limited to Foundation members and guests invited or approved by the Committee, except where required by law.
- c. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- d. Subject to 8.4e, the President, or in the President's absence, the Vice-President (if more than one Vice-President is present, the chair shall be chosen from among the Vice-Presidents by Committee majority vote) shall preside as chairperson at a general meeting of the Foundation.
- e. If the President and Vice-President(s) are not present within five minutes after the time appointed for holding the meeting, or they are present but declines to take or retires from the chair, the Committee members present shall choose one of their own number to be the chairperson of that meeting.
- f. Proceedings of meetings (or parts thereof) may be held "in-camera" where it is determined by the Committee that the matters to be considered require confidential handling. Without limiting the foregoing, these may include contractual and commercial-in-confidence matters, legal advice, the personal matters of any member, and any other matter that the Committee considers would prejudice the Foundation or any other person.

8.5 Voting at general meetings

- a. A member of the Foundation is entitled to vote and may hold office in the Foundation if:
 - i) the member belongs to a class of membership accruing voting rights, and;
 - ii) the member's Foundation membership is not subject to suspension in any way.
- b. Subject to these rules, every member of the Foundation entitled to vote has only one vote on each resolution at a meeting of the Foundation.
- c. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person, or by postal vote, or by electronic means or, where proxies are allowed, by proxy at that meeting.
- d. A question for decision at a general meeting shall be determined by a poll of members present and any votes cast by electronic means or post or proxy (where allowed at that meeting).
- e. The procedure for voting at general meetings by electronic means shall be determined by the committee and shall be set out in the Notice of meeting issued under Rule 8.3.

8.6 Special and ordinary resolutions

- a. A special resolution is as defined in section 3 of the Act, or in the Act as amended from time to time.
- b. An ordinary resolution is a resolution that has been passed by a simple majority at a general meeting.

8.7 Proxies

- a. A member who is entitled to vote at general meetings shall be entitled to appoint in writing a proxy, who can attend and vote at any general meeting of the Foundation on their behalf. Unless otherwise specified by the Committee, the designated proxy holder shall be:
 - i) A current AFA member whose membership is not subject to suspension, and has been a member for the preceding 12 months, and
 - ii) Belonging to a class of member entitled to vote at general meetings, and
 - iii) Present at that general meeting.
- b. No proxy holder shall be entitled to exercise more than 2 proxy votes in respect of any vote or poll at a general meeting. If a member holds more than two proxy votes, the additional votes shall be null and void.
- c. All proxy voting arrangements must be notified to the Committee in writing no later than 72 hours in advance of the published commencement time of the general meeting.
- d. The member appointing the proxy may give written instructions in the approved form on how the proxy holder is to vote on their behalf. In the absence of valid written instructions, the proxy holder may exercise the proxy vote on any matter as he or she sees fit.
- e. If a proxy holder votes contrary to valid written instructions, that proxy vote shall be considered null and void.
- f. The Committee may determine by resolution that proxy voting is not available at a particular general meeting.

9. Minutes

- a. Proper minutes of all proceedings of general meetings of the Foundation and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books (or recorded in electronic form, where permitted by law) kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the Foundation or the members of the committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed (or otherwise electronic endorsed, where permitted by law) by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed (or electronically endorsed) they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. Dispute resolution

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - i) a member and another member (including committee members)
 - ii) a member (including Committee) and the Foundation
- b. Where concerns are raised or allegations are made that a member (including a committee member) has failed in material and serious degree to observe established rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Foundation, a special Committee meeting may be held to consider such concerns or allegations, on the following basis.
 - i) The member will be given at least 14 days notice of this special meeting, by any method reasonably considered to provide actual notice, along with details of the concerns or allegations and any evidence provided by the person who raised such concerns or allegations.
 - ii) The member will be given the opportunity to submit a written statement in advance of the meeting, which, if submitted, will be provided to all Committee members. The member will also be given the opportunity to make a statement to and to answer any questions at the meeting, following which the member will withdraw from the meeting to allow the Board to deliberate the matter.
 - iii) If the member fails to participate in the special meeting or to submit a written statement without reasonable excuse, the concerns or allegations will be dealt with regardless of that member's absence and on the basis of the evidence available.
- c. At the special meeting the Board may decide to take no action, to suspend the member for a period it considers appropriate, to expel the member in accordance with Rule 5.4, or to sanction the member in some other way (excluding expulsion of the member).
- d. For the period of any suspension a Committee member will not be invited to or participate in Committee meetings or Committee discussions or decisions of the Committee that occur outside Committee meetings.
- e. In exceptional or urgent circumstances, the Committee may vote to temporarily suspend a member pending completion of the procedures detailed in subsections (a) to (c) above.
- f. In the event of temporary suspension, the procedures detailed in subsections (a) to (c) above should be expedited such that they are completed, and a Committee decision on the matter finalized, within 3 months of the decision to temporarily suspend the member.
- g. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed

Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

11. Financial reporting

11.1 Financial year

The financial year of the Foundation shall be the period of 12 months commencing on 1 February and ending on 31 January of each year.

11.2 Accounts to be kept

The Foundation shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Foundation in accordance with the Act. Refer to regulation 8 of the Associations Regulations.

11.3 Accounts and reports to be laid before members

- a. The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.
- b. Within 28 days of ratification at the annual general meeting, these documents in their entirety shall be made available to all members, subject to redaction or abridgment to comply with any requirements of confidentiality, commercial sensitivity or legal impediments, as determined by the Committee.

Refer to section 35(6) of the Act.

11.4 Annual returns

Where the Foundation falls under the definition of "prescribed association" in section 3 of the Act, the annual (periodic) return shall be lodged with CBS within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

11.5 Appointment of auditor

Where the Foundation falls under the definition of "prescribed association" in section 3 of the Act:

- a. At each annual general meeting, the members shall appoint a person to be auditor of the Foundation.
Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment if the Foundation is a "prescribed association" in that year.
- c. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

12. Prohibition against securing profits for members

The income and capital of the Foundation shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Foundation.

13. Winding up

The Foundation may be wound up in the manner provided for in the Act (*refer to section 41*).

14. Application of surplus assets

- a. If after the winding up of the Foundation there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to an organisation or organisations which:
 - i) has similar Objects to the Foundation, and
 - ii) has rules which prohibit the distribution of its assets and income to its members.
- b. Alternatively or in conjunction with (a), such surplus assets may be distributed to an appropriately registered charity or charities.
- c. Such organisation or organisations or charity or charities shall be identified and determined by a resolution of members in general meeting.

Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

15. Rules

- i) These rules may be altered (including an alteration to the Foundation's name) by special resolution of the members of the Foundation. This includes rescission or replacement by substitute rules.
- ii) The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.
- iii) The registered rules shall bind the Foundation and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

The Act provides that an alteration to a rule may be made by special resolution of the Foundation unless other provision is made in the rules.

Note requirements of Section 24(6) and 24(7):

Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Foundation which does not come into force until registered by CBS, Corporate Affairs Commission.