

# Asia-Pacific Greens Federation Constitution

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# 1. DEFINITIONS AND INTERPRETATION

## 1.1. Definitions

In this Constitution, and any Bylaws hereunder unless the context otherwise requires:

- **“APGF”** means Asia-Pacific Greens Federation, a company limited by guarantee.
- **“Corporations Act”** refers to [The Corporations Act 2001](#) which is an act of the Commonwealth of Australia that sets out the laws dealing with business entities in Australia at federal and interstate level.
- **“Consensus”** means the form of decision-making whereby a defined quorum is present at the meeting and there are no recorded objections to a proposed decision being achieved.
- **“Constituent Group”** is a group admitted to the APGF and comprised as either a Full Member, Associate or Partner in accordance with clause 7.
- **“Convenor”** means the person appointed in accordance with clause 12.1(c) and where this position is vacant, the obligations are conveyed to the Directors (as appointed at that time).
- **“Council”** to be read as the Board of Councillors.
- **“Councillor”** to be read as an individual representative appointed by Full Member in accordance with clause 12.1.
- **“Director”** means each person appointed as director of APGF, in accordance with clause 15.
- **“Facilitator”** is responsible for conducting the meeting, ruling on whether consensus is reached or not, counting the quorum, recording which members are present and who can vote.
- **“Global Greens”** is the partnership of the world’s Green parties and Green political movements, working cooperatively to implement the Global Greens Charter.
- **“Global Greens Charter”** means the Charter, adopted at the Global Greens Congress in Canberra 2001, as amended or replaced by the Global Greens Congress.
- **“Green”** identifies the political values described in the Global Greens Charter.
- **“Member”** is a natural person appointed by the Full Member Constituent Group or Groups of a country in accordance with clause 6
- **“Office Bearer”** refers to the APGF Convenor and Treasurer
- **“Political movement”** means a group of people working together to achieve a political goal.
- **“Year”** shall mean a financial year except in relation to the period of tenure of any office bearer in which case it shall mean the period between one General Meeting and the next succeeding General Meeting.

## 1.2. Interpretation: meaning of certain words

In this Constitution, unless the context otherwise requires:

- a. words importing the singular number include the plural number and vice versa;
- b. words importing the masculine gender include the feminine gender and vice versa;
- c. expressions referring to writing shall be construed as including references to printing, lithography, photography, email, facsimile, electronic communication and other modes of representing or reproducing words in a visible form;
- d. all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.
- e. The boundaries of the Asia Pacific Region shall be defined by the Council

## 1.3. Interpretation: Application of the Corporations Act

Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.

## 2. EXCLUSION OF REPLACEABLE RULES

Subject to Part 2B.4 of the Corporations Act, the replaceable rules shall not apply to APGF.

## 3. PURPOSES

### 3.1. APGF

APGF:

- a. is a company limited by guarantee<sup>1</sup>
- b. will operate for the promotion, development and attainment of its objects
- c. will apply its profits (if any) or other income in promoting its objects; and
- d. is not carried on for the purpose of profit or gain to its individual members

### 3.2. Objects

- a. The basic object of APGF is to promote and defend the principles contained in the Global Greens Charter and their official bodies with special regard to the Asia Pacific region; and to act as a recognised Federation of the Global Greens.
- b. To further its basic object, the APGF may:
  - i. build the capacity of Green parties to win elections, develop Green policies, and to operate according to Green values;
  - ii. assist emerging Green parties;
  - iii. hold meetings and events including the APGF Congress;
  - iv. work in close cooperation with the Global Greens and its member organizations, participate in the governance of the Global Greens and support and participate in the Global Greens Congress;
  - v. facilitate global communication, joint action, networking, mutual support, policy development, research and campaigning;
  - vi. facilitate learning and information dissemination about the Greens and Green issues;
  - vii. do such other things as the Council considers necessary or desirable to further the objects set out in clause 3.2(a).

### 3.3. Powers of APGF

The APGF may, in any manner permitted by the Corporations Act exercise any power, take any action and engage in any conduct or procedure, which under the Corporations Act a company limited by guarantee may exercise, take or engage in.

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<sup>1</sup> The regulator for companies limited by guarantee is the Australian Securities and Investment Commission (ASIC). A company limited by guarantee is a public company which is formed for purposes beneficial to the community and which prohibits payment of dividends to its members. "Limited by guarantee" means that if the company is wound up, and it is in debt, the liability of members is guaranteed to be a nominal amount. Directors of a company limited by guarantee will be subject to all of the duties and obligations for a commercial company set out in the *Corporations Act 2001*. A company limited by guarantee has the following key features:

- it can trade or operate throughout Australia;
- the liability of members is limited;
- there is a cost involved in establishing the company; and
- there are ongoing reporting and administrative requirements.

## 4. INCOME AND PROPERTY

The income and property of the APGF shall be applied solely towards the promotion of the objects of the APGF. APGF shall not declare or pay any dividend or otherwise divide, give or transfer any of its property or income to Members.

- a. This section does not prevent the payment of fees or remuneration to any employees of, or consultants to the APGF, or to any Director, Member or Councillor for services rendered to the APGF, payment of interest for money borrowed, rent for leased premises or goods supplied to it provided that a Director, Member or Councillor shall not be paid any fees for his/ her ordinary services as a Member or Councillor.
- b. Nothing in this section prevents the APGF from making advances to or reimbursing Director(s), Members or Councillors for expenses properly incurred by them in connection with the affairs of the APGF, including but not limited to a Director, Member or Councillor's travel and out-of-pocket expenses in connection with attendance at meetings of Directors, Councillors, Committees or Members of the APGF or in respect of special services performed for or at the request of the APGF not being the ordinary services of a Director, Member or Councillor.
- c. Any payments or reimbursements to a Director, Councillor or Member shall be approved by the Council.

## 5. ORGANISATION CONTROL AND POLICY

- a. Directors  
From 8 October 2022, APGF will implement a board of Directors and will, at all times, be managed by at least two (2) Directors nominated by the Council in accordance with clause 15.
- b. Without limiting the above, the management and control of the APGF shall be vested in a Council as hereinafter provided.
- c. The Council may, subject to the provisions of this Constitution and the decisions of any General Meeting, exercise every power of the APGF.
- d. The Directors must follow all directions of the Council (provided such direction is not in breach of the law).

## 6. MEMBERSHIP

### 6.1. *Members*<sup>2</sup>

There are several Constituent Groups from various countries in the Asia-Pacific region and:

- a. Membership of the APGF is appointed by the Full Member Constituent Group or Groups in each country; and
- b. Each country with at least one Full Member Constituent Group is entitled to an equal number of Members.

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<sup>2</sup> The Australian Corporations Act requires each Member to have an equal vote in the General Meetings. That is why APGF Members are a person representing the Green Parties in each country. The Member representative and the Councillor may be the same person or a different person. The term "Member" is required by the Corporations Act.

## **6.2. Appointment of Members and Councillors**

- a. Each Member is appointed in writing by the Full Member Constituent Group or Groups in each country and any appointment by the Full Member Constituent Group or Groups must comply with the category and eligibility contained in clause 7.
- b. Where there is one Full Member only in a country then that Full Member can appoint (and can nominate an alternative from time to time) a Councillor, who must be an individual, as its representative on the Council for the period of time that it remains a Full Member.
- c. Where there is more than one Full Member in a country, the Full Members must jointly appoint (and can nominate an alternative from time to time) a Councillor, who must be an individual, as the representative of that country, on the Council.
- d. Without limiting the appointment of a Councillor, the Full Member Constituent Group or Groups in a country are entitled to nominate from time to time a representative, who must be an individual, who can attend and vote on behalf of the Full Member at General Meetings of the APGF (and the representative can be the same or different from the Councillor). Where there is more than one Full Member Constituent Group in a country, those Groups must jointly nominate the representative.
- e. The Full Member or Full Members in each country must ensure the information in the Register of Members for their country is kept up to date and is accurate for each General Meeting

## **7. CATEGORIES OF CONSTITUENT GROUPS**

### **7.1. Categories**

- a. Full Member: is a political party registered as a political party in its country, unless otherwise determined by Council.
- b. Associate: an emerging Green party or Green political movement
- c. Partner: a non-profit, non-governmental organisation, foundation or institute

### **7.2. Membership Eligibility**

Constituent Groups are eligible for admission to the APGF provided they:

- have policies and a mission that are not inconsistent with the Global Greens Charter;
  - agree to endorse the APGF objects;
  - are not affiliated with any other international association of political parties;
  - Strongly encourage gender balance;
  - where applicable, are committed to a process of decolonisation within their Constituent Group;
  - satisfy the following eligibility criteria:
- a. Full Member:
    - i. participates actively in political life, the APGF, and where feasible contests elections
    - ii. is a registered political party at the national or autonomous region level, where feasible. APGF may determine when it is not feasible to register as a political party in a national context
    - iii. operates in a democratic, non-discriminatory and open manner with clear rules and procedures
    - iv. applies gender, social, economic, and environmental justice principles throughout their organisational structures, processes and policy platform
    - v. holds regular elections for party leadership positions at least every 4 years
    - vi. conducts their organisation in a financially transparent and accountable manner
    - vii. avoids actions that may bring the APGF or the Global Greens into disrepute

- viii. pays their designated membership fee by the due date
  - ix. provides the APGF with an annual report with information set out in the Bylaws
  - x. regularly attends APGF meetings and congresses
  - xi. has been an Associate member for at least 12 months
- b. Associate:
- i. has existed for at least 12 months
  - ii. is endorsed by at least one APGF Full Member
  - iii. works collaboratively with the APGF
  - iv. attends APGF meetings as often as possible
  - v. is actively working towards becoming a registered political party, if feasible
  - vi. is encouraged to contest elections, when possible
  - vii. holds regular elections for party leadership positions at least every 4 years
  - viii. provides the APGF with an annual report with information set out in the Bylaws
- c. Partner:
- i. has values and principles compatible with the Global Greens Charter
  - ii. is willing to work collaboratively with the APGF on joint-efforts according to a detailed Memorandum of Understanding
  - iii. strives for the ongoing strengthening of the APGF
  - iv. meets criteria (if any) set out in the Bylaws

### **7.3. Admission**

- a. Applications for admission shall be made in the form and manner and upon payment of the application fee (if any) prescribed from time to time by the Council.
- b. Admission is by resolution of the Council and subject to the terms and conditions determined by the Council.
- c. The Council may at a Council meeting or by circulating resolution signed by all the Councillors:
  - i. admit new Members and impose, revoke or vary any conditions relating to the admission of new Members;
  - ii. create categories of membership and specify any obligations, rights or privileges that are attached to the categories of membership; and/or
  - iii. impose, revoke or vary any rules relating to membership including, without limitation, disciplinary matters and termination of membership.

### **7.4. Fees**

- a. No Constituent Group shall be allowed to be relieved of the payment of the annual fee except as otherwise specified in the Constitution or Bylaws
- b. A notice of the annual fee due (if any) and of any previous fee overdue by the Constituent Group shall be given to the Constituent Group annually
- c. A Constituent Group shall be liable for the annual fee notwithstanding any failure to give a notice or a true notice
- d. Annual fees shall be paid by the dates set out in the schedule of fees as determined by the Council for each Constituent Group.
- e. Annual fees are not payments in advance and shall not by reason of resignation, termination or for any other reason be returned to the Constituent Group.
- f. Any Constituent Group who has any fee overdue or levy payable past the period stated in the Bylaws shall not be entitled to exercise any of the rights and privileges of an APGF Constituent Group



- g. Any Constituent Group who has any fee overdue or levy payable for a period stated in the Bylaws automatically ceases to be a Constituent Group of APGF unless otherwise determined by the Members in General Meeting

### ***7.5. Resignation and Termination***

- a. A Constituent Group:
  - i. may resign from the APGF by written notice given to the Convenor.
  - ii. may, at the discretion of Council, cease to be a Constituent Group of the APGF if its annual fee remains unpaid past 31 December
  - iii. may be terminated by decision of the Council if it has brought the APGF into disrepute or has acted contrary to the interests of the APGF
  - iv. has a right of appeal against termination to a General Meeting
- b. Where a Constituent Group resigns or membership is terminated;
  - i. the Council will instruct the update of the register of members.
  - ii. the representative of the Constituent Group (if applicable) will immediately resign and no longer be entitled to attend General Meetings of the APGF.
  - iii. if the Constituent Group was a Full Member and the only Full Member from that country then the Councillor appointed by that Full Member will immediately resign and no longer be entitled to attend the Council.

### ***7.6. Rejection of Applications***

- a. An applicant for membership who is refused admission by the APGF, may by notice in writing to the Convenor, appeal to a General Meeting for the purpose of determining that application for membership
- b. The Council shall convene such a General Meeting within three months or such later period as may be prescribed by the Corporations Act following the date of receipt by the Convenor of notice of intention to appeal.

### ***7.7. Limited Liability of Members and Constituent Groups***

The liability of the Directors, Councillors, Members and Constituent Groups is limited.

### ***7.8. Contribution by Members and Constituent Groups***

- a. Every Member and Constituent Group of the APGF undertakes to contribute to the property of the APGF.
- b. In the event of the APGF being wound up, payment of the debts and liabilities of the APGF, including the costs, charges, and expenses of winding up and for the adjustments of the rights of the contributories among themselves, shall not exceed \$2.

## **8. CONDITIONS OF MEMBERSHIP AND CONSTITUENT GROUPS**

### ***8.1. Constitution Bound***

Each Director, Councillor, Member and Constituent Group shall be bound by this Constitution.

### ***8.2. Suspension***

If a Director, Councillor, Member or Constituent Group ceases to fulfil eligibility requirements, the Council may suspend participation in the APGF until the Council determines that the body once again satisfies the eligibility requirements.

### **8.3. Bankruptcy**

Any Director, Councillor or Constituent Group who becomes bankrupt, insolvent or executes an assignment of property for the benefit of creditors and any Constituent Group being a corporation which goes into voluntary administration, compulsory or voluntary liquidation, other than for the purpose of reconstruction shall, by virtue of that bankruptcy, insolvency, execution of assignment, administration, or liquidation cease to be a Director, Councillor or Constituent Group of the APGF (as appropriate) unless it can satisfy the Council that no discreditable conduct by the Director, Councillor or Constituent Group has occurred.

### **8.4. Complaints**

- a. Any complaint that a Director, Councillor, Constituent Group or a Member has been convicted of a criminal offence and/or has acted or behaved in a manner prejudicial to the APGF (including in its role as a Global Greens Federation) or in breach of the objects, purposes and standards of the APGF shall be referred to the Convenor, who shall immediately refer the complaint to the Council
- b. The Council will convene a Conciliation Panel to assist in settling disputes. This Panel's operations are set out in the Bylaws.
- c. The Council has the responsibility to investigate complaints
- d. The Council can suspend the relevant Director, Councillor, Constituent Group or Member in particular circumstances whilst an investigation is carried out and in such circumstances, all rights are suspended during the investigation.
- e. A Director, Councillor, Constituent Group or Member subject to a complaint has a right of appeal to the General Meeting in respect of any findings of a complaint.

## **9. GENERAL MEMBER MEETINGS**

### **9.1. Purpose of General Meetings**

- a. The purpose of General Meetings is to enable Members to consider and discuss the operations of the APGF, to make decisions as they affect the direction of the APGF, and to consider other matters as required of General Meetings by this Constitution and the Corporations Act.
- b. The business of the General Meeting shall be to receive the audited accounts, conduct elections as necessary, approve the budget and any other business as notified. If the auditor or the Treasurer are present, the facilitator must allow a reasonable opportunity for the Members to ask the auditor or the Treasurer questions relevant to the audit.

### **9.2. Timing of and Notice of General Meetings**

- a. A General Meeting of the APGF is to be held at least once each year, with one meeting to be held within 5 months of the end of the financial year
- b. Members can participate in a General Meeting in person, by telephone, electronic or other internet based form of audio or visual communication
- c. General Meetings may formally be spread over a period of time to allow for decisions to be taken and recorded online
- d. Subject to the provisions of the Corporations Act relating to agreements for shorter notice, a minimum of 14 days' notice (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) shall be given to Members

### **9.3. Contents of Notice**

A notice of a General Meeting must be drafted in a manner that permits all Members and Constituent Groups to clearly understand the issues to be considered at the meeting and must:

- a. set out the place, date, time and manner of the meeting (and, if the meeting is to be held other than in person, the technology that will be used to facilitate this);
- b. subject to the Corporations Act, state the general nature of the business of the meeting;
- c. if a special resolution is to be proposed at the meeting, set out the intention to propose the special resolution and state the resolution;
- d. contain a statement that a Member has a right to appoint a proxy as specified in clause 10.6; and
- e. set out or include any additional information or documents specified by the Corporations Act.

#### ***9.4. Failure to Receive Notice***

The accidental non-receipt of notice of a meeting by any person entitled to receive notice thereof shall not invalidate any resolution or proceedings of any meeting.

#### ***9.5. Notices***

A Notice can be sent by email to the address notified by the Constituent Group for that purpose.

## **10. PROCEEDINGS AT MEMBER GENERAL MEETINGS**

#### ***10.1. Quorum***

No business shall be transacted at any General Meeting unless a quorum of Members participate. Two-thirds of total Members of APGF eligible to vote at the meeting and participating as in 9.2(b) shall constitute a quorum.

#### ***10.2. If Quorum Absent***

If the meeting is convened upon the requisition of Members and a quorum is absent, the meeting shall be dissolved. In any other case the meeting shall stand adjourned to such other time and place as the facilitator of the meeting may determine.

#### ***10.3. Facilitator***

A Facilitator shall be appointed for every General Meeting of the APGF. The Facilitator of a General Meeting must allow a reasonable opportunity for Members at the meeting to ask questions about or make comments on the management of the APGF.

#### ***10.4. Adjournment of Meeting***

- a. The Facilitator can adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
- b. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

#### ***10.5. Determination of Votes***

- a. Subject to this Constitution, all questions arising at any meeting of Members shall be decided primarily by consensus
- b. If a serious attempt to reach consensus fails, a question shall only be put to a vote with the agreement of a two-thirds majority of Members at the meeting
- c. Questions put to a vote shall be decided by a majority of two-thirds of the votes cast by Members and for all purposes be deemed a determination of the APGF

- d. Meetings may formally be spread over a period of time to allow for decisions to be taken and recorded online

#### **10.6. Voting**

A Member may exercise one vote in person or by proxy.

## **11. CONGRESS**

### **11.1. APGF Congress**

- a. The APGF Congress is a meeting of all Constituent Groups
- b. Congress is convened by Council at least once every five years, save for exceptional circumstances
- c. The functions of the Congress are:
  - i. to adopt resolutions on any political, policy, administrative or other matter which it considers relevant, subject to the Bylaws
  - ii. to act as an information exchange, networking opportunity, and a vehicle for any other APGF capacity building activities
- d. The composition of delegations, voting rights, decision-making and other matters are set out in the Bylaws

### **11.2. Global Greens Congress**

- a. The APGF will encourage Constituent Groups to participate actively in the Global Greens Congress
- b. The Council will facilitate the payment of Global Greens fees by Constituent Groups and take such other actions as are necessary to enable them to participate in the Global Greens Congress

## **12. COUNCIL**

### **12.1. Council**

- a. The APGF is committed to promoting Gender Balance.
- b. The Council will be comprised of the following:
  - i. One (1) Councillor from each country which has a Full Member Constituent Group or Groups
  - ii. Two women appointed by the APGF Women's Network in the event that the percentage of women on the Council nominated under 12b(i) is below 50% of the total number of Councillors at any one time. The process through which the Women's Network makes these appointments will be set out in the Bylaws.
  - iii. The Office Bearers where the Office Bearers are not Councillors.

### **12.2. Termination of Councillors**

- a. The term of office for each individual Councillor will operate from the date of appointment until the close of the Annual General Meeting each year unless it ceases earlier on:
  - i. Notice in writing by the Full Member or Members given to the Convenor;
  - ii. Notice in writing by a Councillor of their retirement from the office being given to the Convenor;

- iii. Removal from office by an ordinary resolution of Council or the Members at a General Meeting;
- iv. Failure to attend the number of consecutive Council meetings as prescribed by the Bylaws;
- v. Disqualification in accordance with this Constitution;
- vi. dies or suffers from mental or physical incapacity which impedes their capacity to perform as a Councillor;
- vii. is replaced by the Full Member Constituent Group or Groups it represents

and Councillors can run for consecutive terms.

- b. Unless otherwise approved by Council, a Councillor shall not be remunerated for their service.

### ***12.3. Vacancy***

In the event that a Councillor position becomes vacant, then:

- a. where the Councillor was a representative of a Full Member Constituent Group or Groups, and that Full Member Constituent Group or Groups remain a current Member, then that Full Member Constituent Group or Groups shall appoint a replacement to serve for the remainder of the current term; or
- b. where the Councillor was otherwise appointed in accordance with clause 12.1(b)(ii) the APGF Women's Network may appoint a replacement to serve for the remainder of the current term; or
- c. where the Councillor was otherwise appointed in accordance with clause 12.1(b)(iii) the Council may appoint a replacement to serve for the remainder of the current term

### ***12.4. Temporary Alternate Councillors***

In the event that a Councillor appointed by a Full Member Constituent Group or Groups is unable to attend any meeting of the Council, the relevant Full Member Constituent Group or Groups may appoint a representative as a temporary alternate for that Councillor who shall participate in that Councillor's place for the period specified by the Full Member Constituent Group or Groups. Such appointments only take effect upon notification being received in writing by the Convenor and apply for the period set out in the notice whereby the temporary alternative will have the same rights as the Councillor they are replacing.

### ***12.5. Timing of and Notice of Council meetings***

- a. The Council shall meet at least five times per year, with one meeting to be held within 5 months of the end of the financial year designated an Annual General Meeting
- b. Councillors can participate in a Council meeting in person, by telephone, electronic or other internet based form of audio or visual communication
- c. Council meetings may formally be spread over a period of time to allow for decisions to be taken and recorded online.
- d. A minimum of 5 days' notice shall be given to Councillors for regular Council meetings that do not contain a proposal to modify this Constitution.
- e. Subject to the provisions of the Corporations Act relating to agreements for shorter notice, a minimum of 14 days' notice (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) shall be given to Councillors for the Annual General Meeting and any Council meeting containing a proposal to:
  - i. modify the role of the Council;
  - ii. disqualify a Councillor or a Member;

- f. Notice of any meeting of the Council must;
  - i. be given to each Councillor;
  - i. specify the day, time and place of the meeting; and
  - ii. state the business to be transacted.
- g. By unanimous agreement of the Councillors, any notice period under this clause 12 can be waived.

## **13. POWERS AND DUTIES OF COUNCILLORS**

### ***13.1. Powers and Functions of the Council***

Subject always to the Corporations Act, the control, management and conduct of the affairs of the APGF, subject to the provisions of this Constitution, shall be vested in the Council which may exercise all the powers of the APGF and may, without affecting the generality of the foregoing:

- a. adopt and administer the Bylaws
- b. undertake a periodic review to ensure that Constituent Groups meet the criteria for their category set out in the Bylaws
- c. contribute money to the Global Greens and collect or manage money on behalf of the Global Greens
- d. borrow money on behalf of the APGF either with or without security and if with security may give security by mortgage, charge or lien over all or any part of the property of the APGF
- e. invest money of the APGF and from time to time vary those investments
- f. appoint any staff, appoint or engage any professional or other assistance or service required by the APGF in the carrying out of its activities and pay reasonable remuneration and fees
- g. open any banking account and operate the same
- h. pay all expenses in setting up and registering the APGF
- i. exercise all such other powers of the APGF as are not, by the Corporations Act or by this Constitution, required to be exercised by the Directors;
- j. receive the audited accounts;
- k. conduct elections as necessary;
- l. appoint Directors;
- m. coordinate initiatives and activities consistent with the Global Greens Charter;
- n. be responsible for the political agenda of APGF and adopt policies and resolutions;
- o. decide on the application, suspension and expulsion of Members;
- p. support and evaluate decisions of the Global Greens; and
- q. assesses and approve activities, plan, budget, reports and accounts and financial regulations of APGF.

### ***13.2. Bills of Exchange***

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the APGF shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be as the Council from time to time determines.

### ***13.3. Limited Delegation of Powers to Directors***

Unless otherwise specified in this Constitution or resolved by Council, Council retains and does not delegate authority to control, manage, or conduct the affairs of APGF to the Directors except to the extent required by the Corporations Act or this Constitution.

## **14. PROCEEDINGS OF THE COUNCIL**

### ***14.1. Meeting of Councillors***

- a. The Council may meet together for the management of business, adjourn and otherwise regulate its meetings as the Councillors think fit. The Convenor shall on the requisition of a Councillor summon a meeting of the Council at any time
- b. Quorum for a Council meeting is two-thirds of Councillors
- c. Meetings of the Council may be held in person, over the internet or by means of electronic or telephonic conference calls
- d. Meetings may formally be spread over a period of time to allow for decisions to be taken and recorded online
- e. At least two meetings of the Council will be held in each Financial year

### ***14.2. Quorum of a Council Meeting***

- a. A quorum for a meeting of the Council is two thirds of the Councillors appointed to the Council at that time.
- b. The quorum must be present (in person or via telecommunication means) at the commencement of the meeting of the Council.
- c. If a quorum is not present within 30 minutes after the time appointed for the meeting of the Council, then the Councillors present will adjourn the meeting to the next Business Day, or such later date as determined by those Councillors present and they provide the notice to those Councillors that are not present.

### ***14.3. Facilitator***

Unless determined by Council or delegated otherwise, the Convenor shall facilitate Council meetings and the Facilitator must allow a reasonable opportunity for Councillors at the meeting to ask questions about or make comments on the management of the APGF.

### ***14.4. Voting***

- a. Subject to this Constitution, questions arising at any meeting of the Council shall be decided primarily by consensus
- b. If a serious attempt to reach consensus is not achieved, questions put to a vote shall be decided by a majority of two-thirds of the votes cast by Councillors present and participating either in person or by proxy or an alternate appointed in accordance with clause 12.4.
- c. A decision passed in accordance with clause 14.4(b) shall for all purposes be deemed a determination of the Council of the APGF.
- d. Meetings may formally be spread over a period of time to allow for decisions to be taken and recorded online given the location of Councillors.

### ***14.5. Power to Co-opt***

The Council may co-opt people with specific expertise or knowledge and appoint advisers and observers as it considers necessary. Such co-opted persons may not vote or block consensus.

### ***14.6. Validity of actions and resolutions***

All acts done by any meeting of the Council or by any person acting as a Councillor, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Councillor or person acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

## 15. DIRECTORS

### 15.1. *Appointment, termination and vacancy*

- a. APGF will have no less than two (2) Directors, who are suitably qualified Australian citizens appointed as required by the Corporations Act.
- b. As APGF seeks to support gender equality, where appropriate APGF will seek to have at least 50% of Directors identifying as a gender other than male.
- c. A Director shall be nominated and appointed by the Council but a Director does not need to also be a Councillor.
- d. Each Director shall be appointed for one (1) year and a Director may hold office for consecutive terms.
- e. The Council may at any time, by resolution, remove any Director from office.
- f. In addition to the circumstances in which the office of a Director may become vacant under the Corporations Act and this Constitution, the office of a Director becomes vacant if the Director:
  - i. dies or suffers from mental or physical incapacity;
  - ii. resigns by notice in writing to the APGF;
  - iii. is absent without consent from Director's meetings as prescribed by the Bylaws
  - iv. is found guilty or liable by a competent court or regulatory body, or admitted guilt of liability, in respect of any breach of directors' duties or fiduciary duties, misleading or deceptive conduct or conduct involving dishonesty or a lack of good faith;
  - v. is convicted of any offence leading to imprisonment;
  - vi. would otherwise be prohibited from being a director under the Corporations Act; or
  - vii. acts in a manner which the Council considers would reasonably bring the reputation of APGF into disrepute.
- g. In the event the office of a Director becomes vacant, the Council shall appoint a replacement Director to serve the balance of the term.
- h. Unless otherwise approved by Council, a Director shall not be remunerated for their service.

### 15.2. *Powers and duties of Directors*

- a. Unless in breach of the Corporations Act, or the direction is unlawful, the Directors:
  - i. must act upon instruction from Council; and
  - ii. delegate all control, management and conduct of APGF to the Council.
- b. The Director's will:
  - i. facilitate, entertain, ratify and enforce all decisions resolved by Council at Council meetings; and
  - ii. facilitate APGF's regulatory reporting on instruction from Council or as required by the Corporations Act.
- c. Directors shall only act outside of authority delegated to them by this Constitution or a decision of Council as required by either Australian law or the responsible application of Directorial duties described in the Corporations Act<sup>3</sup>.

### 15.3. *Meetings of Directors*

- a. Directors shall meet at least once per year or such further times as directed by the Council or required at law.
- b. Upon the request of Council, a Director's meeting must be called.

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<sup>3</sup> For example, the Director's independent assessment of APGF's solvency.



- b. Directors can participate in a Director's meeting in person, by telephone, electronic or other internet based form of audio or visual communication.
- c. A minimum of 5 days' notice shall be given to Directors for a Director's meeting and the notice must:
  - i. be given to each Director;
  - ii. specify the day, time and place of the meeting; and
  - iii. state the business to be transacted.
- d. By unanimous agreement of the Directors, any notice period under this clause 15 can be waived.

#### ***15.4. Quorum of a Directors' Meeting***

- a. A quorum for a meeting of the Directors is the higher of two Directors or 50% of the Directors appointed at any one time (rounded to next whole number).
- b. The quorum must be present (in person or via telecommunication means) at the commencement of the meeting of the Directors.
- c. If a quorum is not present within 30 minutes after the time appointed for the meeting of the Directors, then the Directors present will adjourn the meeting to the next Business Day, or such later date as determined by those Directors present and they provide the notice to those Directors that are not present.

#### ***15.5. Decisions of Directors***

Subject the Corporations Act and this Constitution, and notwithstanding that the Directors delegate decision making power to the Council,

- a. each Director has one vote.
- b. a resolution of the Directors is passed by a majority of votes cast.
- c. in the event of a deadlock, the Convenor shall have a casting vote.

### **16. MINUTES**

The Council and Directors shall record and keep minutes of all appointments of office bearers, other officers, names of Directors, Members and Councillors participating at meetings of the APGF and of all resolutions and proceedings of Council, Directors meetings and General Meetings of the APGF and shall cause such minutes to be signed by the Facilitator of the meeting within a reasonable time after the meeting or by the Facilitator of the next meeting.

### **17. OFFICE BEARERS AND EXECUTIVE**

#### ***17.1. Convenor***

- a. The Annual General Meeting shall elect a Convenor for a one (1) year term and unless terminated earlier, each term ends at the close of each Annual General Meeting and any Convenor can hold consecutive terms.
- b. If the Convenor position becomes vacant between Annual General Meetings, then the Council can appoint a replacement.
- c. The Convenor is responsible for coordinating the work of the Management and Administration Committee(s) and the Council
- d. The Convenor may be a single individual or two Co-Convenors of which there is gender balance.
- e. The Convenor's role and responsibilities are defined in the Bylaws

### **17.2. Treasurer**

- a. The Council will appoint a suitably qualified person as Treasurer from amongst the Council or by appointing an additional person to the Council for that purpose and for a term approved by Council
- b. The Treasurer's role and responsibilities are defined in the Bylaws

### **17.3. Management Administration Committee (MAC)**

- a. Any of the powers of the Council (other than powers which must by law be dealt with by Directors) may be delegated by the Council to a committee consisting of such persons as the Council thinks fit and any such delegation may be made upon such terms and conditions and subject to such restrictions as the Council thinks fit. The Council may at any time withdraw or vary any such powers.
- b. Without limiting the generality of the above clause 17.3(a), the Council will establish a MAC.
- c. The MAC is comprised of members of the Council and is responsible to the Council.
- d. The MAC is responsible for implementing the decisions of the Council that relate to operational management and administration between Council meetings, and advising the Council on the work of the APGF.
- e. The quorum for MAC meetings is three Councillors and the MAC is not a policy making body.
- f. The role and composition of the MAC will be determined by the Council.
- g. Decisions will be made by consensus of the Councillors on the MAC.

## **18. GLOBAL GREENS REPRESENTATIVES**

### **18.1. Appointment**

- a. The APGF Annual General Meeting will elect three full and three alternate representatives of the APGF to the Global Greens Coordination (GGC) as defined in the Bylaws.
- b. At least 50% of APGF's representatives to the Global Greens will be women
- c. The Lead Representative and Alternate Representatives will be determined according to the Bylaws
- d. Representatives to Global Greens must be a member of a group that is a Full member of APGF. If the GGC representative ceases to be a member of their group, or if the group they belong to ceases to be a Full member of APGF, then their position on the GGC will be declared vacant.
- e. If a position of a GGC representative becomes vacant, the Council may appoint a replacement

### **18.2. Roles**

- a. The Lead Representative is responsible for coordinating the APGF's GGC representatives
- b. Specific roles and responsibilities of the GGC representatives are set out in the Bylaws

## **19. COMPANY SECRETARY**

The Company Secretary

- a. Is not required to be a Member or Councillor or a Director of APGF;

- b. Shall be appointed by the Council in accordance with the Corporations Act; and
- c. Shall cease to hold the office of Company Secretary when the Council determines.

## **20. REGISTER OF MEMBERS**

APGF shall keep a Register of Members in which is entered:

- a. the names and contact information of the Members;
- b. the date on which the name of a Member was entered in the register; and
- c. the date on which any Member ceased to be a Member (where applicable).

## **21. SEAL**

APGF shall not be required to have a common seal.

## **22. ACCOUNTS**

- a. The Council shall maintain proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet including every document required by law attached thereto prior to each meeting of Council and, accompanied by a copy of the auditor's report thereon as required by the Corporations Act to all Councillors prior to the General Meeting held within 5 months of the end of the financial year.
- b. The accounts of APGF shall be open to the inspection of Directors, the Councillors, Members and Constituent Groups upon request

## **23. FINANCIAL YEAR**

APGF's financial year shall be the period 1 July to 30 June.

## **24. AUDIT**

- a. An auditor's report shall be undertaken of the financial records of the APGF for every financial year
- b. The auditor's report for the year shall be submitted to the Council and the Directors within four months of the end of the financial year being reviewed.

## **25. WINDING-UP**

### ***25.1. Dissolution***

- a. By the unanimous agreement of the Directors or a minimum of two-thirds of the Council or the Members of the APGF, a proposal to dissolve the APGF may be raised.
- b. Where the request is made by the Directors or the Council, the General Meeting must be called within fourteen (14) days to consider this proposal to dissolve the APGF.
- c. Where the request is made by the Members, a meeting of the Council must be called within fourteen (14) days to consider this proposal to dissolve the APGF.
- d. A decision by the General Meeting or the Council to dissolve the APGF must be made by unanimous agreement of all relevant Members or Councillors (as appropriate) present and entitled to vote.

### ***25.2. Dereliction of duties***

Where the legal and/or fiduciary duties of the APGF can no longer be duly exercised, a proposal to dissolve the APGF shall be put to the Council by the Directors.

### ***25.3. After dissolution is decided***

As from the moment the decision is taken to dissolve the APGF, it is required to mention at all times that it is 'in dissolution'.

### ***25.4. Distribution of property***

If, upon the winding-up or dissolution of the APGF, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the APGF, but shall be given or transferred to some other corporation or body which has objects similar to the objects of the APGF which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the APGF under or by virtue of clause 4 of this Constitution. Such corporation or body shall be determined by the Members of the APGF at or before the time of dissolution, and in default thereof by application to the Supreme Court of the Australian Capital Territory for determination.

## **26. ALTERATIONS TO CONSTITUTION**

This Constitution may be altered, rescinded or repealed by special resolution of a General Meeting of the APGF.

## **27. DECISIONS ON THE MEANING OF CONSTITUTION**

If any doubt arises as to the proper meaning of these provisions the decision of the Council shall be final and conclusive and its decision shall be recorded in the Minutes of the proceedings of the Council.

## **28. BYLAWS**

- a. The Council may make Bylaws as they may deem appropriate for the proper conduct, control and management of the APGF
- b. The Members at a General Meeting may amend the Bylaws