**CONSTITUTION
of
Books for Lesotho Incorporated**

**(B4L)**

**As amended 07 June 2016**

**CONTENTS**

[1 Name 3](#_Toc436995343)

[2 Definitions 3](#_Toc436995344)

[3 Objects 3](#_Toc436995345)

[4 Powers and Obligations 4](#_Toc436995346)

[5 Membership 5](#_Toc436995347)

[6 Membership Fees 5](#_Toc436995348)

[7 Cessation of Membership 5](#_Toc436995349)

[8 Suspension of Membership 6](#_Toc436995350)

[9 Governance and Role of the Board of Directors 6](#_Toc436995351)

[10 Duties of the Office Bearers 8](#_Toc436995352)

[11 General Meetings 9](#_Toc436995353)

[12 Voting for Board Positions 9](#_Toc436995354)

[13 Prohibition against securing profits for members 10](#_Toc436995355)

[14 Patron 10](#_Toc436995356)

[15 Gift Fund 10](#_Toc436995357)

[16 Amendments to the Constitution 10](#_Toc436995358)

[17 Grievance and Dispute 11](#_Toc436995359)

[18 Winding Up and Dissolution of B4L 11](#_Toc436995360)

[19 Oppressive or Prejudicial Conduct 12](#_Toc436995361)

[20 Presumption of Validity 12](#_Toc436995362)

[21 Commencement, Interpretation and Effect of the Constitution 12](#_Toc436995363)

**CONSTITUTION**

of

**BOOKS FOR LESOTHO INCORPORATED**

# Name

## The name of the Association is “Books for Lesotho Incorporated” referred to herein as “B4L”.

# Definitions

The following words are defined and used within this Constitution:

“B4L” means Books for Lesotho Incorporated

 “The Board” means the Board of B4L

“Director” means a Member appointed to the Board

“Member” means a person or organisation approved by the Board to be a full member

# Objects

The objects of B4L are:

## To be a charitable organisation.

## To be a charitable organisation that provides support to disadvantaged children in the Kingdom of Lesotho and as a result alleviating poverty through enhancing educational outcomes.

## To assist in building the national educational standards in the Kingdom of Lesotho.

## To facilitate and co-ordinate individual and joint efforts in the collection, sorting, dispatch and distribution of:

### Educational books and related materials to disadvantaged children in their school environment within the Kingdom of Lesotho that:

#### Enables children to increase literacy, numeracy, and social knowledge and skills; and

#### Are culturally appropriate and sensitive to the social values of communities.

### Teaching books and related materials to teachers and their assistants within the Kingdom of Lesotho that:

#### Enables the Teachers and Assistants to provide resources and lesson plans to assist disadvantaged children increase literacy, numeracy, and social knowledge and skills; and

#### Are culturally appropriate and sensitive to the social values of communities.

## Empower vulnerable children, families and teachers to achieve their maximum potential through better education.

## Contribute to alleviating education inequality for children and young people, vulnerable families and communities.

## Coordinate the initiatives of individuals and groups in Australia wanting to assist the objects of B4L.

## Foster partnerships with stakeholders including educational institutions, healthcare services, local communities, government agencies and community businesses in Australia for the collection, sorting, dispatching and distribution of relevant books and related materials.

## Work with young people, schools and other educational organisations in Australia to develop projects, programs and action plans that achieve the overall objects of B4L.

## Advocate and create awareness about the educational, social and community conditions within the Kingdom of Lesotho.

## Promote cross cultural understanding and co-operation between Australian and Kingdom of Lesotho communities.

## Seek sponsorship and other financial and non-financial support to advance the objects of B4L.

## Undertake fundraising activities to support B4L objects.

## Undertake any other lawful activities and actions that assist achieve the objects of B4L.

# Powers and Obligations

The powers of B4L will be:

## To acquire funds to meet the objects of B4L.

## To acquire by purchasing or renting properties from where B4L can operate.

## To invest monies in any statutory body or fixed deposit, in any incorporated banking institution in any Australian state, as may from time to time be determined. Such investments can be called in and varied from time to time, and the monies be reinvested as required.

## To engage, contract, and manage personnel according to Australian law.

## To raise funds or collect or procure contributions to the funds of B4L in the form of donations, annual subscriptions or otherwise according to Australian law.

## To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, cheques, and other negotiable instruments according to Australian law.

## To accept subscription, guarantees, donations and bequests (whether real or personal estate) for all or any of the purpose aforesaid and either with or without conditional right of repayment.

## To sell, improve, manage, develop, exchange, lease, settle, dispose, or turn to account, or otherwise deal with, any part of the property, and rights of B4L.

## To fulfil the obligations of any Funding Agreements.

## Subject to any direction of the membership at an Annual General Meeting, the Board will be entitled to exercise all powers of B4L.

## To make standing orders, by-laws or regulations that are deemed to be expedient and necessary for the proper administration, coordination and management of B4L.

# Membership

## All requests for membership are by written application and will be open to organisations and all individuals who agree to be bound by this Constitution and the payment of any prescribed membership fee.

## All membership applications are considered at a meeting of the Board.

## Acceptance as a member is by majority vote of the Board.

## The Board will not be required to give any reason for rejection of a membership application.

## Any person or organisation that has its membership application rejected will be advised by the Board within fourteen (14) days.

## B4L membership will comprise of full members with each full member having the right to vote at any Special General Meeting or Annual General Meeting.

## All organisational members must nominate and advise B4L of one representative who is entitled to vote on behalf of that organisation.

## Membership rights will not take effect until fourteen (14) days after acceptance by the Board.

## Membership rights are not transferrable and will terminate upon cessation of membership.

# Membership Fees

## Membership fees will be fixed from time to time by the Board or at the Annual General Meeting.

## Membership fees will be paid on the acceptance of new members and subsequently, paid on or before the Annual General Meeting.

## A Register of financial members will be kept by B4L.

# Cessation of Membership

## Resignations must be in writing and delivered to the Board.

## Having served notice in writing regarding the non-receipt of membership fees, which are outstanding for six (6) months, will result in non-compliance and default of membership unless payment is received within fourteen (14) days of notification of outstanding fees.

## Membership will cease upon death or incapacity of an individual.

# Suspension of Membership

## Membership may be suspended by the Board for one or more of the following reasons:

### Conduct considered by the Board to be detrimental or harmful to the objectives and/or image of B4L.

### Non-compliance with the terms and requirements of B4L’s Constitution.

### Any suspended member can appeal the decision to the Board in writing and within fourteen (14) days of the suspension. In this case, a Special General Meeting will be convened by the Board of B4L at which the only business to be conducted will be the appeal against the suspension. The suspended member will be invited to this meeting to present their objections. In the event that the suspended member declines the invitation to attend the Special General Meeting, the decision of expulsion or reinstatement will then be determined by the Board and will be final.

## In the event that the suspended member decides not to appeal the recommendation of the Board regarding his/her suspension, the matter can then be presented to the next Annual General Meeting to decide the outcome of the expulsion and/or reinstatement of the membership of the said member. This decision will be final.

## Expelled members will not be precluded from applying for membership in the next financial year. Acceptance of membership is not automatic but will occur at the discretion of the Board.

## In the event of a quorum not being reached for the Special General Meeting, the appeal will be carried over to the business of the next Annual General Meeting.

# Governance and Role of the Board of Directors

## Management of B4L will be vested in the Board which will consist of:

### Not less than three (3) Directors and not more than seven (7) Directors.

### The Board will seek nominations from appropriate skilled individuals to fill vacancies for the positions described in clauses 10.1 and 10.2, and will seek endorsement at the Annual General Meeting.

## All full members who are financial members are entitled to nominate a person for election to the Board.

## Each elected member will serve a two (2) year term with the right of re-election.

## A Board meeting will be held within two (2) weeks of the Annual General Meeting where the Directors will elect the Office Bearers who will be:

### Chairperson

### Treasurer

## The Board will meet as often as required to conduct the business of B4L and not less than four (4) times per financial year. The quorum will comprise a half plus one (1) of the number of elected Directors.

## Board members who are absent from three (3) consecutive meetings without apology will be considered to be non-attendees and have forfeited their position of Director.

## The Chairperson or two (2) other Directors will have the power to call a meeting of the Board. Notice of meetings will be given at the previous Board meeting or failing this, seven (7) days written notice will be distributed to all Directors.

## Casual vacancies arising from Directors on the Board may be filled by the Board co-opting members for the remainder of the term.

## The Board is valid notwithstanding any vacancies, so long as its number is not reduced below three (3) Directors.

## The Board may establish committees from time to time to perform particular tasks. Such committees will have no decision-making powers and will be required to report regularly to the Board.

## The Board may co-opt persons of its choice who have particular skills, knowledge or expertise to serve on the Board, provided the total number of Directors does not exceed the maximum of seven (7).

## The Board may conduct business by email or by any other agreed electronic means. Each Director shall be deemed to be present in any such meeting when they provide a response within the return-period. The wording of any motion and the result of any vote on the motion in such a meeting shall be recorded in the minutes of the next meeting of Board.

## The Board may communicate and conduct business with Members on relevant matters by email or by any other agreed electronic means.

## Governance Responsibilities

The Board undertakes all governance responsibilities as stated in this Constitution and the Act, including the following:

### Exercising powers and discharging their duties with care and diligence.

### Making judgements in good faith and for a proper purpose.

### Not to have a material personal interest in the subject matter of the judgement.

### Informing themselves about the subject matter of the judgement to the extent they reasonably believe to be appropriate.

### Rationally believing that the judgement is in the best interests of the organisation.

### Meeting the governance and role requirements as specified in this clause and ensuring that they are able to competently and consistently apply relevant skills in achieving these requirements.

# Duties of the Office Bearers

## Chairperson

### The Chairperson, subject to the direction of the membership and the Board, will:

### Represent and acts as the spokesperson for B4L.

### Facilitate strategic planning for B4L.

### Chair all Board meetings, Special General Meetings and Annual General Meetings.

### Have a casting vote and a deliberative vote.

### Encourage full balanced participation in meetings by all members and will decide on the order of matters.

### Ensure that the minutes of proceedings at all meetings are signed or by the time of the next meeting.

### Act as the Public Officer for B4L.

## Treasurer

### The Treasurer will ensure that all monies received be paid into an account(s) authorised by the Board. Payment can be electronic funds transfer or by any approved electronic or non-electronic means authorised by two Directors, or as petty cash.

### The Treasurer will maintain all financial records in the form of receipts and payments and other financial transactions. These records will be maintained for inspection by any members.

### The Treasurer will prepare all financial budgets and statements and will submit, at minimum a financial report every six (6) months for the previous six (6) month period to the next relevant Board meeting.

### An independent auditor will be appointed at the Annual General Meeting to audit all financial records of B4L.

### The Treasurer will provide independently audited accounts to funding bodies as required.

## Public Officer

### The Public Officer will notify the Office of Consumer and Business Services [or its successors], of his/her appointment and will file any returns and notices as required by law.

# General Meetings

## A quorum at any meeting will be twenty-five per cent (25%) of all financial members.

## If a quorum is not present, the meeting will not occur. In this case, a further meeting will be called by the Board within one calendar month.

## Annual General Meeting

### The Annual General Meeting will be held at least once per financial year and not more than five (5) months after the close of the financial year which will be June 30.

### Written notice, of the Annual General Meeting, of not less than twenty-eight (28) days will be distributed to all members at their registered address.

### In addition to the written notice of the Annual General Meeting, B4L members will be provided with nomination forms to nominate members to fill vacancies on the Board.

### Elections will be held for vacant positions on B4L Board at each Annual General Meeting.

### Financial members who are present at the Annual General Meeting are entitled to one (1) vote.

### An Annual Report (comprising reports from the Chairperson, and Treasurer, including any audited financial statement for the previous financial year) will be presented at each Annual General Meeting.

### The Annual General Meeting will conduct any other business placed on the agenda. Agenda items must be provided in writing to the Chairperson fourteen (14) days prior to the meeting and will include all relevant documents that relate to agenda.

## Special General Meeting

### A Special General Meeting may be called by the Board by following the procedure specified in Clause 11.3.2 specifying the business to be conducted at the meeting.

### A Special General Meeting will be called by the Board within twenty-eight (28) days of the receipt of a directive of twenty-five per cent (25%) of members specifying the business to be conducted at the meeting.

# Voting for Board Positions

## Each candidate for election to the Board will be nominated on the appropriate form signed by the proposer and the seconder, each of whom will be current financial members. Each nomination will be endorsed with the consent of the candidate. All nominations will be forwarded to the Public Officer, marked private and confidential, and to arrive no later than fourteen (14) days before the Annual General Meeting. Nominations received after that date will be deemed to be ineligible.

## Voting will be ballot such that a member receiving the highest number of votes will be the member elected to the vacant Director position.

# Prohibition against securing profits for members

## The income and property of B4L will be derived from membership fees, fundraising activities, financial contributions, donations from members, grants, gifts and loans from the Commonwealth, State and Territory governments, businesses and other sources.

## It is the responsibility of the Board to ensure that financial members are not liable in respect of any incurred pecuniary liability of B4L.

## The income, property and funds of B4L will be used and applied solely towards the promotion of the objects of B4L and no portion shall be paid or distributed directly or indirectly to Members or their associates. However, B4L Board can determine payment in good faith to any person in return for services rendered.

# Patron

## The Board may invite one (1) person living in Australia and up to two (2) persons who are not living in Australia, to accept appointment to the office of Patron of B4L.

##  B4L may, from time to time, require such persons to relinquish such office so that new Patrons can be appointed.

# Gift Fund

## B4L will maintain for its principal purpose, a Gift Fund:

### To which gifts of money or property for those purposes are to be made;

### To which any money received because of those gifts is to be credited; and

### That does not receive any other money or property.

## B4L must use the Gift Fund for its principal purposes:

### Gifts to the Fund; and

### Any money received because of those gifts.

# Amendments to the Constitution

## The Constitution may be repealed, altered or amended through a special resolution passed at a duly convened meeting of members of B4L if:

### Written notice is provided at least twenty-eight (28) days from the meeting, specifying the intention to propose a special resolution for change and is provided to all financial members of B4L; and

### The amendment must be passed by a majority of not less than seventy-five per cent (75%) of the financial members of B4L at a meeting referred to in this clause 16.1.

### Voting must be in person or where proxies have been sanctioned by B4L Board.

## B4L will advise the Office of Consumer and Business Services, and the Australian Charities and Not for Profit Commission, in writing of any amendments, additions or deletions to the Constitution within twenty- eight (28) days of those changes being made.

# Grievance and Dispute

## In the case of conflict, members will, where possible, try to resolve the issue.

## If such a matter is not resolved, the parties will inform the Board in writing within fourteen (14) days whereby the Board will hear the grievance and where appropriate, act on the information.

## If B4L Board is unable to resolve the matter, a third party such as a mediator will be engaged to resolve the issue.

# Winding Up and Dissolution of B4L

## B4L will not be dissolved except by special resolution passed at a duly convened meeting of B4L members if:

### Written notice is provided at least twenty-eight (28) days prior to the meeting that specifies the intention to propose a special resolution. This notice will be provided to all financial members.

### Seventy-five per cent (75%) of all B4L financial members must pass the resolution for the winding-up or dissolution of B4L.

### For this to be enacted, voting must occur in person or by proxy as deemed appropriate by B4L Board.

## Should winding-up or dissolution of B4L occur, any remaining monies, after the payment of all debts and liabilities, will be disposed of under the terms of any funding agreements.

## Any remaining monies or assets will be disposed of following a Special General Meeting whereby seventy-five per cent (75%) of all B4L financial members will agree to distribute monies or assets to charitable organisations which share the objectives of B4L and which have rules prohibiting the distribution of its assets and income to members.

## If the Gift Fund is wound up or if the endorsement of B4L as a deductible gift recipient is revoked, (whichever occurs first), any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it will be transferred to a fund or institution to which income tax deductible gifts can be made for:

### Gifts of money or property for the principal purpose of the organisation;

### Contributions made in relations to an eligible fundraising event held for the principal purpose of the organisation;

### Money received by the organisation because of such gifts and contributions.

# Oppressive or Prejudicial Conduct

## Neither B4L nor the Board may conduct their affairs in a manner that is oppressive or unfairly prejudicial to, or unfairly discriminatory against, a member or members, or in a manner that is contrary to the interests of the members as a whole.

# Presumption of Validity

## Subject to clause 9.12, all acts of and things done by the Board, or any member of the Board, for and on behalf of B4L and in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the Board or of any member thereof.

# Commencement, Interpretation and Effect of the Constitution

## Nothing in this Constitution shall affect the force or validity of any act or thing done by B4L, the Board, any Committee of B4L or any member prior to any amended Constitution commencing.

## Any question which may arise as to the interpretation or effect of this Constitution or of any B4L rules or by-laws made pursuant thereto may be determined by the Board and any such determination is to be final and binding upon the members.

## If any provision of the Constitution is found to be contrary to or inconsistent with the Act (as amended) or any other applicable Act, regulation or law then this Constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.

## If any circumstances shall arise where this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions, the Board shall, subject to any direction from time to time given to it by resolution of the Annual General Meeting or any Special General Meeting, have power to determine what action may be taken to best give effect to the objects of B4L and ensure its efficient administration; and every act of the Board bona fide resolve upon pursuant to this clause shall be valid and effectual as if specifically authorised herein.