



# **Asia Pacific Forum of National Human Rights Institutions**

**"A Partnership For Human Rights In The Region"**

## **Constitution**

(Draft Only - September 2001)

**The Asia Pacific Forum of National Human Rights Institutions**

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# Asia Pacific Forum of National Human Rights Institutions

A company limited by guarantee

## Constitution

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### 1 Company's name

- (a) The name of the company is the **Asia Pacific Forum of National Human Rights Institutions**.
  - (b) In this constitution, the company is referred to as the **Forum**.
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### 2 Forum's object

- (a) The Forum is established for the following public charitable purpose, namely, to protect and promote the human rights of the people of the Asia Pacific region.
  - (b) For the purposes outlined in rule 2(a), the Forum councillors may:
    - (1) formulate policies;
    - (2) make rules in connection with any policy; and
    - (3) revoke or amend any policy or rules and formulate others.
- 

### 3 Forum's powers

#### 3.1 Powers

Solely for the purpose of carrying out the Forum's object, the Forum may:

- (a) support the establishment and development of national institutions;
  - (b) promote cooperation and joint activity among national institutions, the United Nations, governments, human rights non-government organisations and other relevant organisations and individuals;
  - (c) supply, and advise on, human rights capacity building and provide human resources and other support to assist in the establishment and development of national human rights institutions;
  - (d) encourage the United Nations, governments, human rights non-government organisations and other relevant organisations and individuals to participate in meetings of, or arranged by, the Forum;
  - (e) raise funds and invite and receive contributions, grants, distributions of income or capital, gifts (by will or otherwise), loans and deposits from any person;
  - (f) provide funds or other material benefits by way of grant or otherwise to further the Forum's object;
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- (g) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums;
- (h) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the Forum councillors from a class of trusts, objects or purposes specified by any person;
- (i) accept and undertake full or partial trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration in respect of the trusteeship, administration and management;
- (j) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges that are required for the purposes of, or capable of being conveniently used in connection with, the Forum's object. However, if the Forum takes or holds any property which is subject to a trust, the Forum may only deal with that property in the manner allowed by law having regard to that trust;
- (k) manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property or any estate or interest in property;
- (l) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (m) construct, improve, maintain, develop, work, manage and control real or personal property and enter into contracts and agreements;
- (n) appoint a person as the Forum's attorney or agent with the powers (including the power to sub-delegate) and on the terms the Forum thinks fit, and procure registration or recognition of the Forum in any other country or place;
- (o) enter into any arrangement with any government or authority that seems conducive to the Forum's object, obtain from any government or authority any right, privilege or concession that the Forum thinks it desirable to obtain, and carry out, exercise and comply with any of those arrangements, rights, privileges and concessions;
- (p) engage, dismiss or suspend any employee, agent, contractor or professional person;
- (q) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other obligation by mortgage, charge or otherwise ;
- (r) spend money and do all other things that it considers desirable to promote the Forum's object;
- (s) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

- (t) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- (u) accept any gift of property, whether subject to any special trust or not, for the Forum's object, but subject to the provisions in rule 3(j) relating to trusts (if applicable);
- (v) take any steps by personal or written appeals, public meetings or otherwise, that the Forum considers expedient to procure contributions to the Forum's funds, by way of donations, gifts (by will or otherwise), grants, sponsorships or otherwise;
- (w) appoint patrons of the Forum;
- (x) make donations for charitable purposes;
- (y) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property; and
- (z) do all other things that are incidental or conducive to attaining the Forum's object.

### **3.2 Independence**

Notwithstanding what is herein contained, the independence, authority and national status of each of the full members and their powers, duties and functions shall in no way be affected by the establishment of this Forum and its incorporation, or its functioning.

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## **4 Additional powers**

The Forum has the powers set out in the Act but only to the extent necessary or convenient to carry out, or incidental to carrying out, the Forum's object.

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## **5 Income and property**

The Forum's income and property must be applied solely towards promoting the Forum's object. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members or Forum councillors. However, this rule 5 does not prohibit making a payment approved by the Forum councillors for:

- (a) out-of-pocket expenses incurred by a Forum councillor in performing a duty as a councillor of the Forum; or
- (b) a service rendered to the Forum by a Forum councillor in a professional or technical capacity, including as an employee, other than in the capacity as a councillor of the Forum, where:
  - (1) the provision of the service has the prior approval of the Forum councillors; and
  - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service,

or prohibit payment:

- (c) in good faith to any member for goods supplied in the ordinary and usual course of business;
  - (d) of reasonable and proper interest on money borrowed from a member; or
  - (e) of reasonable and proper rent for premises let by any member to the Forum,
- or indemnification of, or payment of premiums on contracts of insurance for, any Forum councillor to the extent permitted by law and this constitution.

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## **6 Liability of members**

The liability of the members is limited.

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## **7 Guarantee by full members**

- (a) Every full member undertakes to contribute an amount not more than \$100 to the property of the Forum if it is wound up while it is a full member or within one year after it ceases to be a full member, for:
  - (1) payment of the Forum's debts and liabilities contracted before the time it ceased to be a full member;
  - (2) the costs, charges and expenses of winding up; and
  - (3) the adjustment of the rights of the contributories among themselves.
- (b) There is no obligation of other members to contribute to the property of the Forum if it is wound up.

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## **8 Establishment and operation of Public Fund**

### **8.1 Maintaining Public Fund**

The Forum must maintain for its object, a public fund to be known as the Asia Pacific Forum of National Human Rights Institutions Public Fund (**Public Fund**):

- (a) to which gifts of money or property for that object are to be made;
- (b) to which any money received by the Forum because of those gifts is to be credited; and
- (c) that does not receive any other money or property.

### **8.2 Limits on use of Public Fund**

The Forum must use the following only for its object:

- (a) gifts made to the Public Fund; and
- (b) any money received because of those gifts.

### 8.3 Receipts

The Forum must ensure that receipts for donations to the Public Fund are issued in the name of the Public Fund.

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## 9 Winding up

- (a) If, on the winding up or dissolution of the Forum, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
  - (1) which is charitable at law; and
  - (2) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 5; and
  - (3) gifts to which can be deducted under Division 30 of the ITAA 97.
- (b) The identity of the fund, authority or institution referred to in rule 9(a) must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the Forum and, if the members cannot decide, by the Supreme Court of the State.
- (c) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a gift or transfer under rule 9(a) to that fund, authority or institution must be made in accordance with or subject to those conditions.

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## 10 Altering this constitution

- (a) A special resolution making a material alteration to, or materially affecting, rules 2, 5, 8, 9, or 10 except an alteration necessary to enable the Forum to comply with the fundraising or collections legislation of any state or territory of Australia, has no effect unless approved in writing by a Deputy Commissioner of Taxation.
- (b) A special resolution making a material alteration to, or materially affecting, rules 14.1(d) or (e) has no effect unless approved in writing by all of the full members that may be affected by the special resolution.

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## 11 Membership

### 11.1 Full members

- (a) **Qualifications of full members**

Each full member must be a national human rights institution in the Asia Pacific region which in the opinion of the Forum councillors complies with the Paris Principles.
- (b) **Initial members**

The initial members are:

- (1) Human Rights and Equal Opportunity Commission of Australia;
- (2) National Human Rights Commission of India;
- (3) Indonesian National Commission on Human Rights;
- (4) Human Rights Commission of New Zealand;
- (5) Commission on Human Rights of the Philippines;
- (6) Human Rights Commission of Sri Lanka;
- (7) Fiji Human Rights Commission; and
- (8) Human Rights Commission of Nepal.

(c) **Status**

The initial members are full members.

(d) **Admission of further full members**

- (1) The Forum councillors may admit any institution, meeting the qualifications set out in rule 11.1, to full membership of the Forum.
- (2) Every applicant for full membership (except the initial members) must be proposed by one and seconded by another full member. The application for full membership must be:
  - (A) made in writing and signed by the applicant and its proposer and seconder; and
  - (B) in the form prescribed by the Forum councillors.
- (3) Subject to rule 11.1(d)(4), at the next meeting of the Forum councillors after the receipt of an application for membership, the Forum councillors must consider the application and decide whether to admit or reject the admission of the applicant. The Forum councillors need not give any reason for rejecting an application.
- (4) The Forum councillors may, at their discretion, defer the consideration of an application for full membership.

## 11.2 Candidate members

(a) **Qualifications of candidate members**

Each candidate member must be a national human rights institution in the Asia Pacific region which in the opinion of the Forum councillors could comply with the Paris Principles within a reasonable period but does not do so at the time of the application for membership and which commits, in a form acceptable to the Forum councillors, to take active steps towards compliance with the Paris Principles within a reasonable period.

(b) **Admission of candidate members**

- (1) The Forum councillors may admit any institution meeting the qualifications set out in rule 11.2(a) to candidate membership of the Forum.

- (2) Every applicant for candidate membership must be proposed by one full member and seconded by another full member. The application for candidate membership must be:
    - (A) made in writing and signed by the applicant and its proposer and seconder; and
    - (B) in the form prescribed by the Forum councillors.
  - (3) Subject to rule 11.2(b)(4), at the next meeting of the Forum councillors after the receipt of an application for candidate membership, the Forum councillors must consider the application and decide whether to admit or reject the admission of the applicant. The Forum councillors need not give any reason for rejecting an application.
  - (4) The Forum councillors may, at their discretion, defer the consideration of an application for candidate membership.
- (c) **Rights of candidate members**
- Candidate members have no voting rights.

### **11.3 Associate members**

- (a) **Characteristic of associate members**
- Each associate member must be a human rights institution in the Asia Pacific region which, in the opinion of the Forum councillors, does not comply with and is unlikely to comply with the Paris Principles within a reasonable period.
- (b) **Admission of associate members**
- (1) The Forum councillors may admit any institution, having the characteristic set out in rule 11.3(a), to associate membership of the Forum.
  - (2) Every applicant for associate membership must be proposed by one full member and seconded by another full member. The application for associate membership must be:
    - (A) made in writing and signed by the applicant and its proposer and seconder; and
    - (B) in the form prescribed by the Forum councillors.
  - (3) Subject to rule 11.3(b)(4), at the next meeting of the Forum councillors after the receipt of an application for associate membership, the Forum councillors must consider the application and decide whether to admit or reject the admission of the applicant. The Forum councillors need not give any reason for rejecting an application.
  - (4) The Forum councillors may, at their discretion, defer the consideration of an application for associate membership.
- (c) **Rights of associate members**
- Associate members have no voting rights.

## **11.4 Review of compliance by full members with the Paris Principles**

### **(a) Occasion for review**

- (1) The Forum councillors may, on their own motion and at any time, decide to review the compliance of a full member with the Paris Principles.
- (2) A full member must notify the Forum if there has been any change to the constitutional and/or legislative base or administration of the institution which materially impacts upon its compliance with, or ability to comply with, the Paris Principles.

### **(b) Review**

- (1) Following a decision to review under rule 11.4(a)(1) or receipt of a notification under rule 11.4(a)(2), the Forum councillors must meet to consider whether the institution complies with the Paris Principles.
- (2) If the Forum councillors decide that the institution does not so comply, they may decide to propose a resolution under rule 12.2 to expel the member

## **11.5 Review of commitment by candidate members to comply with the Paris Principles**

### **(a) Occasion for review**

- (1) The Forum councillors may, on their own motion and at any time, decide to review the commitment of a candidate member to take active steps to comply with the Paris Principles within a reasonable period.
- (2) A candidate member must notify the Forum if there has been any change to the constitutional and/or legislative base or administration of the institution which materially impacts upon its commitment or ability to take those active steps to comply with the Paris Principles within a reasonable period.

### **(b) Review**

- (1) Following a decision to review under rule 11.5(a)(1) or receipt of a notification under rule 11.5(a)(2), the Forum councillors must meet to consider whether the institution is taking active steps to comply with the Paris Principles.
- (2) If the Forum councillors decide that the institution is not taking those active steps, they may decide to propose a resolution under rule 12.2 to expel the member

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## **12 When membership ceases**

### **12.1 Resignation and other events**

An institution immediately ceases to be a member if the institution:

- (a) resigns as a member by giving written notice to the Forum; or
- (b) becomes insolvent or makes any arrangement or composition with its creditors or if a liquidator, receiver or other external administrator is appointed in respect of the institution; or
- (c) is expelled under rule 12.2.

## **12.2 Expulsion**

- (a) The Forum councillors may by resolution expel a member from the Forum if;
  - (1) in their absolute discretion, they decide it is not in the interests of the Forum for the institution to remain a member; or
  - (2) under rules 11.4(b)(2) or 11.5(b)(2) they decide to propose a resolution under this rule.
- (b) If the Forum councillors intend to propose a resolution under rule 12.2(a), at least one month before the meeting at which the resolution is to be proposed, they must give the member written notice:
  - (1) stating the date, place and time of the meeting;
  - (2) setting out the intended resolution and the grounds on which it is based; and
  - (3) informing the member, candidate member or associate member that a representative of the member, candidate member or associate member may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

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## **13 General meetings**

### **13.1 Calling general meetings**

- (a) The Forum councillors may call and arrange to hold a general meeting whenever they think fit.
- (b) A general meeting may be called and arranged to be held only as provided by this rule 13.1 or as provided by sections 249D, 249E, 249F and 249G of the Act.
- (c) The Forum councillors may change the venue for, postpone or cancel a general meeting, unless the meeting is called and arranged to be held by the members or the court under the Act. If a general meeting is called and arranged to be held under section 249D of the Act, the Forum councillors may not:
  - (1) postpone it beyond the date by which section 249D requires it to be held; or
  - (2) cancel it without the consent of the requisitioning member.

### **13.2 Notice of general meetings**

- (a) Notice of every general meeting must be given in any manner authorised by rule 19 to:
  - (1) every full member, except a member who has not supplied the Forum with an address for giving notices;
  - (2) each Forum councillor; and
  - (3) the auditor.No other person is entitled to receive notice of general meetings.
- (b) A notice of a general meeting must:
  - (1) specify the date, time and place of the meeting; and
  - (2) except as provided by the Act, state the general nature of the business to be transacted at the meeting.
- (c) An institution may waive notice of a general meeting by written notice to the Forum.
- (d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any institution entitled to receive notice of a general meeting under this rule 13.2 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
  - (1) the non-receipt or failure occurred by accident or error; or
  - (2) before or after the meeting, the institution:
    - (A) has waived or waives notice of that meeting under rule 13.2(c); or
    - (B) has notified or notifies the Forum of the institution's agreement to that act, matter, thing or resolution by written notice to the Forum.
- (e) An institution's attendance at a general meeting waives any objection that institution may have to:
  - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the institution objects to the holding of the meeting; and
  - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the institution objects to considering the matter when it is presented.

### **13.3 Quorum at general meetings**

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of:

- (1) if the full members have fixed a number for the quorum, that number of full members; and
- (2) if the full members have not fixed a number for the quorum;
  - (a) if the number of full members is 9 or less, 3 full members;
  - (b) if the number of full members is between 10 and 15, 4 full members; and
  - (c) if the number of full members exceeds 15, 5 full members,
 present at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
  - (1) where the meeting was convened on the requisition of members, the meeting must be dissolved; or
  - (2) in any other case:
    - (A) the meeting stands adjourned to the day, and at the time and place, that the Forum councillors decide or, if the Forum councillors do not make a decision, to the same day in the next week at the same time and place; and
    - (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

#### **13.4 Chairperson of general meetings**

- (a) The chairperson of Forum councillors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each general meeting.
- (b) If at a general meeting:
  - (1) there is no chairperson of Forum councillors;
  - (2) the chairperson of Forum councillors is not present within 15 minutes after the time appointed for the meeting; or
  - (3) the chairperson of Forum councillors is present within that time but is not willing to act as chairperson of the meeting,
 the full members present must elect as chairperson of the meeting another person who is present and willing to act

#### **13.5 Conducting and adjourning general meetings**

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.

- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 13.5(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the Forum councillors may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the Forum councillors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning member.
- (f) A Forum councillor may attend and speak at general meetings.

### **13.6 Observers**

Any person may attend a general meeting if so invited by the Forum councillors present and with the permission of the chairperson, may speak at the meeting.

### **13.7 Decisions at general meetings**

- (a) Decisions at general meetings should, as far as possible, be arrived at by consensus.
- (b) Where there is no consensus, except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the full members present at the meeting. Such a decision is for all purposes a decision of the full members. However, when such a decision pertains to the policy or principles governing a human rights issue, any full member who disagrees wholly or partly with such a policy and/or principle may record its dissent/reservation specifying the area of dissent or reservation.
- (c) Where the votes on a proposed resolution are equal:
  - (1) the chairperson of the meeting does not have a second or casting vote; and
  - (2) the proposed resolution is taken as lost.
- (d) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
  - (1) the chairperson of the meeting;
  - (2) at least 2 full members present; or
  - (3) a full member or full members present at the meeting and representing at least 5% of the total voting rights of all the full members on a poll.
- (e) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.

- (f) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Forum, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (g) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (h) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (i) The demand for a poll may be withdrawn.
- (j) If the Forum has only one member, the Forum may pass a resolution by the member recording it and signing the record.

### **13.8 Voting rights**

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every full member present has one vote.
- (b) A proxy, attorney or representative is entitled to a separate vote for each full member the person represents.
- (c) An objection to the qualification of a person to vote at a general meeting must be:
  - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
  - (2) referred to the chairperson of the meeting, whose decision is final.
- (d) A vote not disallowed by the chairperson of a meeting under rule 13.8(c) is valid for all purposes.

### **13.9 Representation at general meetings**

- (a) Subject to this constitution, each full member may vote:
  - (1) by proxy;
  - (2) by attorney; or
  - (3) by its representative.
- (b) A proxy, attorney or representative may be appointed for:
  - (1) all general meetings;
  - (2) any number of general meetings; or
  - (3) a particular general meeting.
- (c) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is taken to confer authority:

- (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution;
  - (2) to speak to any proposed resolution on which the proxy, attorney or representative may vote;
  - (3) to demand or join in demanding a poll on any resolution on which the proxy, attorney or representative may vote;
  - (4) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions:
    - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
    - (B) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
    - (C) to act generally at the meeting; and
  - (5) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (d) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution. Where an instrument contains such a direction, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (e) Subject to rule 13.9(f), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and executed by the appointer or the appointer's attorney.
- (f) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed or a certified copy of the authority, are received in the places or at the fax numbers, and before the times, specified for that purpose in the notice calling the meeting. In the notice:
- (1) the place may be the Forum's registered office or another place and a fax number may be the fax number at the Forum's registered office or another fax number; and
  - (2) the time may be before the time for holding the meeting or adjourned meeting.
- (g) The Forum councillors may waive all or any of the requirements of rules 13.9(e) and (f) and in particular may, on production of any other evidence the Forum councillors require to prove the validity of the appointment of a proxy or attorney, accept:
- (1) an oral appointment of a proxy, attorney or representative;

- (2) an appointment of a proxy, attorney or representative which is not signed or executed in the manner required by rule 13.9(e); or
  - (3) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy, attorney or representative, or of the power of attorney or other authority under which the instrument is signed.
- (h) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument, or of the authority under which the instrument was executed, if the Forum has not received written notice of revocation by the time and at one of the places at which the instrument appointing the proxy, attorney or representative is required to be received under rule 13.9(f).

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## 14 Forum Councillors

### 14.1 Appointing and removing Forum councillors

- (a) There must be at least 3 Forum councillors:
- (b) The first Forum councillors are the persons who have consented to act as proposed Forum councillors and who are named as proposed Forum councillors in the application for registration of the Forum.
- (c) The Forum may by resolution increase or reduce the minimum or decide a maximum number of Forum councillors and increase or reduce that maximum provided that the minimum is not reduced below three or to a number less than one more than the number of full members at the time of the resolution.
- (d) Subject to rule 14.1(e), each full member may appoint an individual as a Forum councillor and remove that Forum councillor.
- (e) Despite rule 14.1(d), Human Rights and Equal Opportunity Commission of Australia may appoint two individuals as Forum councillors and remove any person so appointed.
- (f) The first Forum councillors are deemed to have been appointed as follows:
  - (1) [AB] and [CD] are deemed to have been appointed by Human Rights and Equal Opportunity Commission of Australia;
  - (2) [EF] is deemed to have been appointed by National Human Rights Commission of India;
  - (3) [GH] is deemed to have been appointed by Indonesian National Commission on Human Rights;
  - (4) [IJ] is deemed to have been appointed by Human Rights Commission of New Zealand;
  - (5) [KL] is deemed to have been appointed by Commission on Human Rights of the Philippines;
  - (6) [MN] is deemed to have been appointed by Human Rights Commission of Sri Lanka;

- (7) [OP] is deemed to have been appointed by Fiji Human Rights Commission; and
  - (8) [QR] is deemed to have been appointed by Human Rights Commission of Nepal.
- (g) The Forum councillors may appoint any individual as a Forum councillor, either to fill a casual vacancy or as an addition to the existing Forum councillors, but the total number of Forum councillors must not at any time exceed the maximum number allowed under this constitution.
  - (h) Subject to rule 14.3 and to the terms of any agreement entered into between the Forum and the relevant Forum councillor, a Forum councillor holds office until he or she dies or is removed from office under rules 14.1(d) or (e).
  - (i) An appointment or removal under rules 14.1(d) or (e) must be made by notice in writing to the secretary.

#### **14.2 Residency of Forum councillors**

Not less than two Forum councillors at any time must be residents of Australia.

#### **14.3 When office of Forum councillor becomes vacant**

In addition to the circumstances prescribed by the Act, the office of a Forum councillor becomes vacant if the member that appointed the Forum councillor ceases to be a member or if the Forum councillor:

- (a) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (b) becomes bankrupt or insolvent or makes an arrangement or composition with his or her creditors generally;
- (c) is convicted on indictment of an offence and the Forum councillors do not within one month after that conviction resolve to confirm the Forum councillor's appointment or election (as applicable) to the office of Forum councillor; or
- (d) resigns by written notice to the Forum.

#### **14.4 Interested Forum councillors**

- (a) Subject to rule 5, a Forum councillor may hold another position (except as auditor) in the Forum or any related body corporate in conjunction with his or her office of Forum councillor and may be appointed to that position on terms as to remuneration, tenure and otherwise that the Forum councillors think fit.
- (b) A Forum councillor:
  - (1) may be or become a director or other officer of, or otherwise interested in, any related body corporate or other body corporate promoted by the Forum or in which the Forum is interested as a shareholder or otherwise; and

- (2) is not accountable to the Forum for any remuneration or other benefits he or she receives as a director or officer of, or from having an interest in, that body corporate.
- (c) The Forum councillors may exercise the voting rights conferred by shares in any body corporate held or owned by the Forum in the manner in all respects that they think fit.
- (d) A Forum councillor is not disqualified merely because he or she is a Forum councillor from contracting with the Forum in any respect including, but not limited to:
  - (1) selling property to, or purchasing property from, the Forum;
  - (2) lending money to the Forum with or without interest or security;
  - (3) guaranteeing the repayment of money borrowed by the Forum for a commission or profit;
  - (4) underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the Forum or in which the Forum is interested as a shareholder or otherwise, for a commission or profit; or
  - (5) being employed by the Forum or acting in any professional capacity (except as auditor) on behalf of the Forum.
- (e) A contract made by a Forum councillor with the Forum and a contract or arrangement entered into by or on behalf of the Forum in which any Forum councillor may be in any way interested is not avoided or rendered voidable merely because the Forum councillor holds office as a Forum councillor or because of the fiduciary obligations arising out of that office.
- (f) A Forum councillor contracting with or being interested in any arrangement involving the Forum is liable to account to the Forum for any profit realised by or under that contract or arrangement unless the Forum councillors decide otherwise.
- (g) Unless section 195 of the Act permits, a Forum councillor who has a material personal interest in a matter that is being considered at a Forum councillors' meeting must not:
  - (1) be present while the matter is being considered at the meeting; or
  - (2) vote on the matter.
- (h) The Forum councillors may make regulations requiring the disclosure of interests that a Forum councillor, and any person considered by the Forum councillors as related to or associated with the Forum councillor, may have in any matter concerning the Forum or a related body corporate. Any regulations made under this constitution bind all Forum councillors.

#### **14.5 Powers and duties of Forum councillors**

- (a) The Forum councillors are responsible for managing the Forum's business and affairs and may exercise to the exclusion of the Forum in general meeting all the Forum's powers which are not required, by the Act or by this constitution, to be exercised by the Forum in general meeting.

- (b) Without limiting rule 14.5(a), the Forum councillors may exercise all the Forum's powers to:
  - (1) borrow or otherwise raise money;
  - (2) charge any property or business of the Forum; and
  - (3) issue debentures or give any other security for a debt, liability or obligation of the Forum or of any other person.
- (c) The Forum councillors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Forum.
- (d) The Forum councillors may pay out of the Forum's funds all expenses of the promotion, formation and registration of the Forum and the vesting in it of the assets acquired by it.
- (e) The Forum councillors may:
  - (1) appoint or employ a person to be an officer, agent or attorney of the Forum for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Forum councillors), for the period and on the conditions they think fit;
  - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
  - (3) subject to any contract between the Forum and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (f) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the Forum councillors think fit.

#### **14.6 Proceedings of Forum councillors**

- (a) The Forum councillors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Forum councillors to constitute a quorum constitutes a meeting of the Forum councillors. All the provisions in this constitution relating to meetings of the Forum councillors apply, so far as they can and with any necessary changes, to meetings of the Forum councillors by telephone or other electronic means.
- (c) A Forum councillor who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the Forum councillors involved was at that place for the duration of the meeting.

#### **14.7 Convening meetings of Forum councillors**

- (a) A Forum councillor may request a meeting of the Forum councillors.
- (b) A secretary must notify the Forum councillors of the request for a meeting of the Forum councillors.
- (c) If a majority of Forum councillors advise the secretary (in writing or orally) that they agree to the request for a meeting of the Forum councillors, then the secretary must convene a meeting of the Forum councillors.

#### **14.8 Notice of meetings of Forum councillors**

- (a) Subject to this constitution, notice of a meeting of Forum councillors must be given to each person who is at the time of giving the notice:
  - (1) a Forum councillor, except a Forum councillor on leave of absence approved by the Forum councillors; or
  - (2) an alternate Forum councillor appointed under rule 14.14 by a Forum councillor on leave of absence approved by the Forum councillors.
- (b) A notice of a meeting of Forum councillors:
  - (1) must specify the time and place of the meeting;
  - (2) need not state the nature of the business to be transacted at the meeting;
  - (3) may be given immediately before the meeting;
  - (4) may be given in person or by post, telephone, fax or other electronic means ; and
  - (5) is taken as given to an alternate Forum councillor if it is given to the Forum councillor who appointed that alternate Forum councillor.
- (c) A Forum councillor or alternate Forum councillor may waive notice of a meeting of Forum councillors by notifying the Forum to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Forum councillors by, or a failure to give notice of a meeting of Forum councillors to, a Forum councillor does not invalidate any act, matter or thing done or resolution passed at the meeting if:
  - (1) the non-receipt or failure occurred by accident or error;
  - (2) before or after the meeting, the Forum councillor or an alternate Forum councillor appointed by the Forum councillor:
    - (A) has waived or waives notice of that meeting under rule 14.8(c); or
    - (B) has notified or notifies the Forum of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or

- (3) the Forum councillor or an alternate Forum councillor appointed by the Forum councillor attended the meeting.
- (e) The non-receipt of notice of a meeting of Forum councillors by, or a failure to give notice of a meeting of Forum councillors to, an alternate Forum councillor of a Forum councillor on leave of absence approved by the Forum councillors does not invalidate any act, matter or thing done or resolution passed at the meeting if:
  - (1) the non-receipt or failure occurred by accident or error;
  - (2) before or after the meeting, the alternate Forum councillor or the Forum councillor who appointed the alternate Forum councillor:
    - (A) has waived or waives notice of that meeting under rule 14.8(c); or
    - (B) has notified or notifies the Forum of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or
  - (3) the alternate Forum councillor or the Forum councillor who appointed the alternate Forum councillor attended the meeting.
- (f) Attendance by a person at a meeting of Forum councillors waives any objection which that person and:
  - (1) if the person is a Forum councillor, an alternate Forum councillor appointed by that person; or
  - (2) if the person is an alternate Forum councillor, the Forum councillor who appointed that person as alternate Forum councillor,
 may have to a failure to give notice of the meeting.

#### **14.9 Quorum at meetings of Forum councillors**

- (a) No business may be transacted at a meeting of Forum councillors unless a quorum of Forum councillors is present at the time the business is dealt with.
- (b) A quorum consists of:
  - (1) if the Forum councillors have fixed a number for the quorum, that number of Forum councillors; and
  - (2) if the Forum councillors have not fixed a number for the quorum;
    - (a) if the number of Forum councillors is 9 or less, 3 Forum councillors;
    - (b) if the number of Forum councillors is between 10 and 15, 4 Forum councillors; and
    - (c) if the number of Forum councillors exceeds 15, 5 Forum councillors,
 present at the meeting of Forum councillors.
- (c) If there is a vacancy in the office of a Forum councillor then, subject to rule 14.9(d), the remaining Forum councillors may act.

- (d) If the number of Forum councillors in office at any time is not sufficient to constitute a quorum at a meeting of Forum councillors, or is less than the minimum number of Forum councillors fixed under this constitution, or if the requirements outlined in rule 14.2 concerning the residency of Forum councillors are not satisfied, the remaining Forum councillors must act as soon as possible to:
  - (1) encourage those members of the Forum who have not appointed a Forum councillor to do so; or
  - (2) convene a general meeting of the Forum for that purpose,and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

#### **14.10 Chairperson of Forum councillors**

- (a) The Forum councillors may elect a Forum councillor as chairperson of Forum councillors and may decide the period for which that person is to be the chairperson.
- (b) The chairperson of Forum councillors must (if present within 10 minutes after the time appointed for the meeting and willing to act) preside as chairperson at each meeting of Forum councillors.
- (c) If at a meeting of Forum councillors:
  - (1) there is no chairperson of Forum councillors;
  - (2) the chairperson of Forum councillors is not present within 10 minutes after the time appointed for the meeting; or
  - (3) the chairperson of Forum councillors is present within that time but is not willing to act as chairperson of the meeting,the Forum councillors present must elect one of the Forum councillors as chairperson of the meeting.
- (d) The chairperson of Forum councillors may not vote at meetings of Forum councillors unless the chairperson is a Forum councillor.

#### **14.11 Deputy chairperson of Forum councillors**

- (a) The Forum councillors may elect one or more Forum councillors as deputy chairpersons and may decide the period for which that person or persons will serve as deputy chairpersons.

#### **14.12 Decisions of Forum councillors**

- (a) A meeting of Forum councillors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Forum councillors under this constitution.
- (b) Questions arising at a meeting of Forum councillors must be decided by a majority of votes cast by the Forum councillors present. Such a decision is for all purposes a decision of the Forum councillors.
- (c) Where the votes on a proposed resolution are equal:

- (1) the chairperson of the meeting, even if a Forum councillor, does not have a second or casting vote; and
- (2) the proposed resolution is taken as lost.

#### **14.13 Written resolutions**

- (a) If:
  - (1) a majority of the Forum councillors entitled to vote at meetings assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
  - (2) the Forum councillors who assent to the document would have constituted a quorum at a meeting of Forum councillors held to consider that act, matter, thing or resolution,then that act, matter, thing or resolution is taken as done at or passed by a meeting of the Forum councillors.
- (b) For the purposes of rule 14.13(a):
  - (1) the meeting is taken as held:
    - (A) if the Forum councillors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to; or
    - (B) if the Forum councillors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to;
  - (2) 2 or more separate documents in identical terms, each of which is assented to by one or more Forum councillors, are taken as constituting one document; and
  - (3) a Forum councillor may signify assent to a document by signing the document or by notifying the Forum of the Forum councillor's assent in person or by post, telephone, fax or other electronic means.
- (c) Where a Forum councillor signifies assent to a document otherwise than by signing the document, the Forum councillor must as confirmation sign the document at the next meeting of the Forum councillors that Forum councillor attends, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

#### **14.14 Alternate Forum councillors**

- (a) A Forum councillor may, with the approval of the Forum councillors, appoint a person as his or her alternate Forum councillor for the period the Forum councillor thinks fit.
- (b) An alternate Forum councillor may, but need not, be a Forum councillor of the Forum.

- (c) One person may act as alternate Forum councillor to more than one Forum councillor.
- (d) An alternate Forum councillor may, if the appointer does not attend a meeting of Forum councillors, attend and vote in place of and on behalf of the appointer.
- (e) An alternate Forum councillor is entitled to a separate vote for each Forum councillor the alternate Forum councillor represents in addition to any vote the alternate Forum councillor may have as a Forum councillor in his or her own right.
- (f) In the absence of the appointer, an alternate Forum councillor may exercise any power that the appointer may exercise. The exercise of such a power by the alternate Forum councillor is taken to be the exercise of the power by the appointer.
- (g) The office of an alternate Forum councillor is vacated if and when the appointer vacates office as a Forum councillor.
- (h) The appointer may terminate the appointment of an alternate Forum councillor at any time, even though the period of the appointment has not expired.
- (i) An appointment, or the termination of an appointment, of an alternate Forum councillor must be in writing signed by the Forum councillor who makes or made the appointment and does not take effect until the Forum has received written notice of the appointment or termination.
- (j) An alternate Forum councillor is not to be taken into account in counting the minimum or maximum number of Forum councillors allowed under this constitution.
- (k) In deciding whether a quorum is present at a meeting of Forum councillors, an alternate Forum councillor who attends the meeting is to be counted as a Forum councillor for each Forum councillor on whose behalf the alternate Forum councillor is attending the meeting.
- (l) An alternate Forum councillor, while acting as a Forum councillor, is:
  - (1) responsible to the Forum for his or her own acts and defaults; and
  - (2) not to be taken to be the agent of the Forum councillor by whom he or she was appointed.

#### **14.15 Committees of Forum councillors**

- (a) The Forum councillors may delegate any of their powers to one or more committees consisting of the number of Forum councillors they think fit.
- (b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Forum councillors.
- (c) The provisions of this constitution that apply to meetings and resolutions of Forum councillors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of Forum councillors.

#### **14.16 Delegation to individual Forum councillors**

- (a) The Forum councillors may delegate any of their powers to one Forum councillor.
- (b) A Forum councillor to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Forum councillors.

#### **14.17 Forum councillors appointed by Human Rights and Equal Opportunity Commission of Australia**

- (a) Despite any other provision in this constitution, only one Forum councillor appointed by Human Rights and Equal Opportunity Commission of Australia may vote at meetings of Forum councillors.
- (b) The Forum councillor so entitled is to be nominated by notice from time to time to the secretary by Human Rights and Equal Opportunity Commission of Australia.

#### **14.18 Validity of acts**

An act done by a person acting as a Forum councillor, a meeting of Forum councillors, or a committee of Forum councillors attended by a person acting as a Forum councillor, is not invalidated merely because of:

- (a) a defect in the appointment of the person as a Forum councillor;
- (b) the person being disqualified to be a Forum councillor or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person, the Forum councillors or the committee (as applicable) when the act was done.

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## **15 Executive officers**

### **15.1 Executive director**

- (a) The Forum councillors may appoint an executive director.
- (b) The Forum councillors may appoint a Forum councillor as executive director. If the executive director is a Forum councillor then his or her appointment as executive director automatically terminates if he or she ceases to be a Forum councillor.

### **15.2 Secretaries**

- (a) The Forum councillors must appoint at least one secretary and may appoint additional secretaries.
- (b) The Forum councillors may appoint one or more assistant secretaries.

### **15.3 Provisions that apply to all executive officers**

- (a) A reference in this rule 15.3 to an executive officer is a reference to an executive director, secretary or assistant secretary appointed under this rule 15.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the Forum councillors think fit.
- (c) Subject to any contract between the Forum and the relevant executive officer, an executive officer may be removed or dismissed by the Forum councillors at any time, with or without cause.
- (d) The Forum councillors may:
  - (1) confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Forum councillors) they think fit;
  - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
  - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- (e) An act done by a person acting as an executive officer is not invalidated merely because of:
  - (1) a defect in the person's appointment as an executive officer; or
  - (2) the person being disqualified to be an executive officer,if that circumstance was not known by the person when the act was done.

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## **16 Advisory committees**

### **16.1 Establishment and termination**

- (a) The full members in general meeting may:
  - (1) establish one or more advisory committees consisting of a single individual or a number of individuals; and
  - (2) appoint and remove, or make provision for the appointment and removal of, members of those advisory committees; and
  - (3) terminate any advisory committee established by them.
- (b) The Forum councillors may:
  - (1) establish one or more advisory committees consisting of a single individual or a number of individuals;
  - (2) appoint and remove, or make provision for the appointment and removal of, members of those advisory committees; and
  - (3) terminate any advisory committee established by them.

## **16.2 Functions**

- (a) The full members in general meeting may decide the functions of each advisory committee. Subject to any such decision, the functions will be to recommend to the Forum councillors how payments or applications of income and capital should be made under rule 2.
- (b) The full members in general meeting may specify:
  - (1) the manner in which proceedings of each advisory committee are to be conducted;
  - (2) the matters which the advisory committee must consider in carrying out its functions; and
  - (3) any other matters concerning the advisory committee or its functions that the full members in general meeting decide.
- (c) The Forum councillors may decide the functions of each advisory committee. Subject to any such decision, the functions will be to recommend to the Forum councillors how payments or applications of income and capital should be made under rule 2.
- (d) The Forum councillors may specify:
  - (1) the manner in which proceedings of each advisory committee are to be conducted;
  - (2) the matters which the advisory committee must consider in carrying out its functions; and
  - (3) any other matters concerning the advisory committee or its functions that the Forum councillors decide.

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## **17 Indemnity and insurance**

### **17.1 Persons to whom rules 17.2 and 17.4 apply**

Rules 17.2 and 17.4 apply to:

- (a) each person who is or has been a Forum councillor, alternate Forum councillor or executive officer (within the meaning of rule 15.3(a)) of the Forum; and
- (b) any other officers or former officers of the Forum or of its related bodies corporate that the Forum councillors decide in each case.

### **17.2 Indemnity**

The Forum must

- (a) indemnify; and
- (b) if requested by a person to whom this rule 17.2 applies, enter into a deed indemnifying,

on a full indemnity basis and to the full extent permitted by law, each person to whom this rule 17.2 applies for all losses or liabilities incurred by the person as an

officer of the Forum or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:

- (c) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (d) in connection with an application, in relation to those proceedings, in which the court grants relief to the person under the Act.

### **17.3 Extent of indemnity**

The indemnity in rule 17.2:

- (a) is a continuing obligation and is enforceable by a person to whom rule 17.2 applies even though that person has ceased to be an officer of the Forum or of a related body corporate; and
- (b) operates only to the extent that the loss or liability is not covered by insurance.

### **17.4 Insurance**

The Forum may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom this rule 17.4 applies against any liability incurred by the person as an officer of the Forum or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

### **17.5 Savings**

Nothing in rules 17.2 or 17.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- (b) limits the capacity of the Forum to indemnify or provide insurance for any person to whom those rules do not apply.

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## **18 Auditor**

The Forum must appoint a properly qualified auditor whose duties will be regulated in accordance with the Act.

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## **19 Notices**

### **19.1 How notices may be given**

A notice may be given by the Forum to a member or by a member to the Forum by:

- (a) delivering it to the addressee personally;

- (b) sending it to the addressee's fax number or electronic address, if the addressee has nominated one to the sender for receipt of notices; or
- (c) posting it by prepaid post to the addressee's address as last notified in writing to the sender.

## 19.2 When taken as given

A notice is taken as given and received:

- (a) if delivered, at the time of delivery;
- (b) if faxed, when the sender receives a confirmation report that all pages of the fax have been transmitted to the addressee's, fax number, but if transmission or receipt is after 5.00 pm, it is taken as received on the next business day;
- (c) if sent electronically, on the next business day; and
- (d) if posted, on the second business day after it was posted.

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## 20 Definitions and interpretation

### 20.1 Definitions

In this constitution:

**Act** means the Corporations Act 2001;

**Asia Pacific region** means the region from time to time decided by the Forum councillors;

**associate member** means an associate member of the Forum;

**auditor** means the auditor of the Forum;

**business day** means a day on which the major trading banks are open for business in Sydney, except a Saturday, Sunday or public holiday;

**Forum** means **Asia Pacific Forum of National Human Rights Institutions**;

**candidate member** means a candidate member of the Forum;

**human rights** includes, but is not limited to, the rights and freedoms contained in United Nations international human rights instruments;

**Forum councillors** means the Forum's board of directors;

**ITAA 97** means the *Income Tax Assessment Act 1997*;

**members** means the full members, candidate members, and associate members;

**Paris Principles** means the Principles Relating to the Status of National Institutions, adopted by the United Nations Commission on Human Rights in resolution 1992/54 of 3 March 1992 and endorsed by the United Nations General Assembly in resolution 48/134 of 20 December 1993;

**secretary** means a person appointed to perform the duties of a secretary of the Forum and includes an honorary secretary; and

**State** means New South Wales.

## **20.2 Interpretation**

In this constitution unless the context requires otherwise:

- (a) references to notices include formal notices of meeting and all documents and other communications from the Forum to its members;
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (c) a reference to a member present at a general meeting is reference to a member present in person or by proxy, attorney or representative;
- (d) a reference to **writing** and **written** includes printing, lithography and other ways of representing or reproducing words in a visible form;
- (e) a word or expression defined in the Act has the same meaning unless it is defined differently; and
- (f) the singular (including defined terms) includes the plural and the plural includes the singular.

## **20.3 Headings**

Headings are used for convenience only and do not affect the interpretation of this constitution.

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# **21 Application of the Act**

## **21.1 What parts of the Act apply**

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 21.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

## **21.2 Replaceable rules displaced**

- (a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the Forum.
- (b) The replaceable rules do not apply to the Forum except those which operate as mandatory rules for public companies under the Act.

The initial members of the Forum (whose consents are set out below) adopt, on registration of the Forum, the above constitution as the Forum's constitution in accordance with section 136(1) of the Act.

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**Full name and address of initial members**

**Signatures consenting to be a member**

Human Rights and Equal  
Opportunity Commission of  
Australia of Level 8, 133  
Castlereagh Street, Sydney,  
NSW, Australia

.....  
Authorised representative

National Human Rights  
Commission of India of Sardar  
Patel Bhavan, Parliament  
Street, New Delhi, India

.....  
Authorised representative

Indonesian National  
Commission on Human Rights  
of Jalan Latuharhary No 4B,  
Jakarta Pusat, Jakarta,  
Indonesia

.....  
Authorised representative

Human Rights Commission of  
New Zealand of 4<sup>th</sup> Floor,  
Tower Centre, Corner Queen  
& Customs Streets, Auckland,  
New Zealand

.....  
Authorised representative

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Commission on Human Rights  
of the Philippines of SAAC  
Building, Commonwealth  
Ave, UP Complex, Diliman,  
Quezon City, Philippines

.....  
Authorised representative

Human Rights Commission of  
Sri Lanka of No 36, Kynsey  
Road, Colombo, Sri Lanka

.....  
Authorised representative

Fiji Human Rights  
Commission of Level 2, Civic  
Tower, Victoria Parade, Suva,  
Fiji

.....  
Authorised representative

Human Rights Commission of  
Nepal of Harihar Bhavan,  
Pulchwock, Kathmandu, Nepal

.....  
Authorised representative

**Date:**