



## **The Highlands Foundation Constitution (revised 2019)**

Aligning with the Associations Incorporation Reform Regulations 2012

1.1 The Highlands Foundation Incorporated (to be called The Highlands Foundation ) is a not-for-profit organisation with the aim of decreasing the infant and maternal mortality and morbidity rates and supporting women's health by providing simple and practical steps to strengthen the existing healthcare facilities in Papua New Guinea (PNG). The Highlands Foundation members do not operate for profit, personal gain or other benefit of particular people. This applies both while the organisation is operating and if it 'winds up' (closes down). The Highlands Foundation assets and income shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

### 1.2 Powers of Association

1.2a Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes

1.2b Without limiting subrule (1.3a ), the Association may—

- a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- g) enter into any other contract it considers necessary or desirable.

1.2c The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

1.3 In the event of The Highlands Foundation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members

1.4 The Highlands Foundation is open to full membership to any persons (over 18) who supports the purposes of The Highlands Foundation with midwifery, medical or allied health qualifications or experience defined under The Highlands Foundation Membership Rules. Associate Membership is available for volunteers with The Highlands Foundation with restricted rights. Information pertaining to membership fees are contained in the membership rules.

1.4a Members are required to abide by these rules and adhere to the ethos of The Highlands Foundation as described in the Volunteer Handbook.

1.4b Medical professionals wishing to visit PNG with The Highlands Foundation must become full members. They must have experience working in Australia or Papua New Guinea in their field.

1.5 If The Highlands Foundation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first) any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made: a. gifts of money or property for the principal purpose of the organisation; b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; c. money received by the organisation because of such gifts and contributions.

1.6 The aim of The Highlands Foundation is to work with the Provincial Health Authorities, hospitals or local health services by supporting medical projects, midwifery and community health worker training and health education where it is most needed and requested; focusing on rural and isolated areas of Papua New Guinea. The Highlands Foundation also aims to work with local organisations in Australia to support the Association to achieve its purposes.

1.6a The Highlands Foundation can work with individuals, organisations and governments; and may affiliate with appropriate national and international organisations for the purpose of The Highlands Foundation in clause 1.1. In this regard, the Association shall have power to subscribe to, become a member of, co-operate with or amalgamate with any Associations or organisations, whether incorporated or not, whose objectives are similar to those of the Association, provided that the Association shall not subscribe to or support with its funds or amalgamate with any Association or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association under or by virtue by **Clause 1.1 and 1.3 (No Profits for Members)**.

1.7 The Highlands Foundation derives funds through fundraising efforts, grant applications, membership fees and potential philanthropic gifts. Other physical donations are also received such as medical equipment, clothing and other items to be used in health facilities. These items remain the property of The Highlands Foundation and are to be treated with respect.

1.8 Donations received by The Highlands Foundation are primarily to be given directly to the people of Papua New Guinea or to be used to purchase necessary medical equipment or supplies which are then directly given to people of Papua New Guinea. The exception to this rule is: ongoing fees associated with the administrative running of The Highlands Foundation (such as the preparation of tax returns, postage and email accounts, web hosting, and bank fees associated with the single registered bank account of The Highlands Foundation) .

1.9 The Highlands Foundation constitution provides for five members (being the minimum number of members) on the Executive Committee (EC) which include the President, Vice-President, Treasurer, Secretary and Donations Coordinator. All EC members have an equal vote on administrative, financial and project matters. In addition to the five EC members, the constitution provides for general committee positions. These include positions around cultural awareness, social media and donation and volunteer

coordination. Committee members have equal votes on project matters . All members of the committee are volunteers and are not remunerated for their work for The Highlands Foundation and must not have any conflict of interest. EC members and committee members are elected annually.

1.9a All Committee Members must be full members and any person making an application for a committee position must be a full member.

1.9b Committee members are required to attend committee meetings. There are to be four general committee meetings held each year (a quorum is three EC members) . With an Annual General Meeting (a quorum is 10% of full membership) held annually within 5 months of the end of the financial year.

1.9c.1 If a committee member is unable to attend a meeting their apology must be in writing to the Secretary. Committee members are required to attend 60% of meetings annually. If more than three meetings are to be missed per annum the persons committee position can be up for review.

1.9d If a committee member steps down from their position outside of an AGM the committee may nominate a member for the roles or the available position is to be advertised to the full membership for application. The committee can choose to continue despite the vacancy.

1.9e. The secretary is responsible for keeping a record of members - membership status, contact details, date of membership and date of cessation of membership (if required).

1.9f. The Secretary is responsible for advising the committee of general committee meetings (date, time and place) giving 7 days notice, keeping minutes and distributing these to committee members within 7 days of a general committee meeting.

1.9g. It may be necessary for subcommittees to be created to oversee specific programs and fundraising

1.9h. All grievances should be made known to the EC committee in writing and shall be responded to within 7 days of receipt of the complaint. If a resolution is unable to be found then the parties shall contact the dispute Settlement Centre of Victoria. Grievances shall be mediated in line with the act.

1.10 The Secretary is responsible for all documents related to the Association. Members requiring access to records must put their request in writing to the Secretary. Only full members will have access to membership lists and financial records.

1.11 The EC committee are signatories of the Association. All funds/cheques to be paid by the Association must have two signatories authorise the payment following approval at a general meeting. The Treasurer is responsible for keeping records of payments sent and sending receipts for monies received.

1.12 Rules for The Highlands Foundation Annual General Meeting.

1.12a The meeting must be held within 5 months of the end of the financial year

1.12b All members, Associate members and Affiliate organisation representatives must be given 14 days notice of the date of the meeting

1.12c Full members have full voting rights and can nominate for committee roles. Associate members are invited to attend, but have no voting rights.

1.12e All nominations for committee positions are to be in writing (forms to be sent with AGM invitation).

1.12f If more than one person nominates for the same committee position, the role may be shared

1.12g Minutes of the previous AGM are to be approved.

1.12h A review of membership fees (if necessary)

1.12i If a quorum is not met, the meeting is to be rescheduled within 14 days.

1.12j Proxy votes are not accepted

An Annual report detailing The Highlands Foundation's income and expenses for the previous financial year, and all activities engaged in by members of The Highlands Foundation will be sent to all full members of The Highlands Foundation and affiliate organisations (see definition under membership rules) one month following the AGM. This report will also contain a provision that invites all existing members to "opt out" as an ongoing member of The Highlands Foundation for the coming year with membership not automatically renewed and dependent on the return of this completed form. A membership fee is only required to be paid once. Associate members will receive a report outlining activities engaged in by The Highlands Foundation for that year. Associate members can apply to become full members.

2.0 Whilst The Highlands Foundation is a supportive organisation, it takes no personal responsibility for injury or loss of property or illness or death while members are volunteering in any capacity within the organisation. The Highlands Foundation recommends travel and medical insurance when visiting PNG. All volunteers are to practice within their scope of practice/ability and level of qualification.

2.1 The five The Highlands Foundation EC members will vote on all matters pertaining to changes to its constitution (as stated here), and all other important decisions relating to funding of projects, with majority vote required, with each EC member member having a single vote.

2.2 The Highlands Foundation will engage with Provincial Health Authorities and programs with hospitals or health services which have made formal requests for support. There is to be a formal project outline with clear aims and potential impacts. A review of the project is also required.

2.3 The Highlands Foundation is a non-political, non religious organisation, whose emphasis is cooperation with existing rules and infrastructure, and as such does not interfere with local issues of a religious or political nature.

2.5 The Highlands Foundation is responsible for vetting of suitable volunteers travelling to PNG which must include a reference check, a resume, a Working with Children's Check and Police Records Check. All volunteers are required to keep a daily record of activities and on return to complete a feedback form.

2.6 The Highlands Foundation's emphasis on reclaiming and sending medical equipment to PNG must be done with careful consideration to: the environment; the perceived need for such items; the longevity of equipment sent and need for maintenance; and, wherever practical, the use of reusable, rather than disposable (single use) items.

2.7 These rules may only be changed by special resolution of a general meeting. Three quarters of the membership must vote in favour of the change under the rules of the act.