

THE GALLIPOLI SCHOLARSHIP FUND INC

July 2007

ARTICLES AND RULES

1. NAME

The name of the organisation shall be “Gallipoli Scholarship Fund Inc”.

2. OBJECTS

By providing financial support to eligible candidates, the Scholarship will keep before the people of Australia the name of Gallipoli, and the memory of those who fought for peace in the world. In addition, the establishment in 2005 of the Bill Hall Memorial Scholarship provides the opportunity to highlight the 1939-45 War activities of Australian soldiers at the battle of Milne Bay - a battle which saw the first defeat of enemy forces on land in the Asia – Pacific area. By reminding Australians of the sacrifices of those who served in World War One and Two, we contribute to the future security of our Nation. In judging the applications for such scholarship, necessitous circumstances will be 60% and merit 40%.

3. ELIGIBILITY

Lineal descendants of World War One Australian Servicemen and Servicewomen will be eligible to apply for Gallipoli Scholarships. For the Bill Hall Memorial Scholarship, the eligible descendants of World War Two Servicemen and Servicewomen may apply. Appropriate certification to support the applications is essential. The Scholarship will cover all States, and will be awarded annually.

4. BASED ON MERIT AND NEED

- (a) For students under the age of 25 years on date of application for Scholarship, and
- (b) are about to commence or have commenced some form of tertiary study to gain a relevant tertiary qualification.
- (c) Are Australian citizens in necessitous circumstances.
- (d) Are able to demonstrate the need for financial assistance by providing evidence of eligibility for Austudy Benefits in the year of the intended study.
- (e) Are able to demonstrate an understanding of the meaning of importance of the objects of the Scholarship.

5. NON DISTRIBUTION OF PROFITS

- (1) The income and property of the organisation however derived, shall, subject to any obligations under trust law or any other statutory requirements, be used and applied solely in the promotion of its objects and in the exercise of powers conferred upon it by the rules.
- (2) No portion of this income shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the organisation.
- (3) The requirements contained in (2) shall not, however, prevent the payment in good faith of:
 - (a) interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member to the organisation, or otherwise owing by the organisation to the member, or
 - (b) any remuneration to any officers or servants of the organisation or other person in return for any services genuinely rendered to the organisation.

6. MANAGEMENT

The management of the Organisation shall be invested in a Management Committee consisting of the office bearers. No member of the Management Committee shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees. No remuneration or other benefit in money or moneys worth shall be given by the Organisation to any member of the management Committee except repayment of reasonable out-of-pocket expenses. Members of the Committee and Trustees shall at all times be persons of responsibility within the community.

7. OFFICE BEARERS

Office bearers shall consist of a CHAIRMAN, DEPUTY CHAIRMAN, SECRETARY, TREASURER and such others as shall be decided by the members of the Organisation at the Annual General Meeting. The office bearers and other members of the Management Committee shall be elected annually at the Annual General Meeting. Any casual vacancy occurring among the office bearers may be filled by the Committee and the person so appointed to fill such vacancy shall hold office for the unexpired term of the member so replaced.

8. MEMBERSHIP

Applications for membership shall be made in writing, signed by the applicant, and shall be in such form and contain such requirements as the Management Committee determines from time to time prescribes.

As soon as practicable after the receipt of an application for membership, it shall be considered and determined by the Management Committee. The Committee is required to give a reason for the rejection of an application, if requested by the applicant.

A register of members shall be kept showing the name, address, and the date of commencement of membership.

9. PROCEEDINGS OF THE MANAGEMENT COMMITTEE

The Management Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The President may at any time and the Secretary on the requisition of any two members of the Committee summon a meeting of the Committee.

Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present and a determination by a majority of members of the Committee present shall for all purposes be a determination of the Committee. In case of any equality of votes the Chairman of the meeting shall have a second and casting vote.

The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is not reduced below the number fixed by or pursuant to these Rules as the necessary quorum. The continuing member or members may act for the purposes of increasing the number of members of the committee from amongst the members, which they are hereby empowered to do, or of summoning a general meeting of the organisation, but for no other purpose.

10. VACATION OF OFFICE

A vacancy in the office of a member of the Committee occurs, if a member:

- (a) dies
- (b) becomes insolvent under administration within the meaning of the Corporations Law
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with
- (d) resigns office by notice in writing to the Secretary
- (e) is absent without consent of the Committee from all meetings of the Committee held during a period of six months
- (f) ceases to be a member of the Organisation
- (g) is expelled as a member in accordance with rule covering expulsion of members
- (h) holds any office of profit under the Organisation
- (i) is directly or indirectly interested in any contract with the Organisation

- (j) upon resolution being passed by a two-thirds majority of members present at a properly constituted general meeting called for the purpose, is removed from office.

11. FINANCIAL YEAR

The financial year shall conclude on 31 December.

12. ANNUAL GENERAL MEETING

The Annual General Meeting of members shall be held each calendar year, when the Annual Report and audited statements shall be presented.

13. SPECIAL GENERAL MEETINGS

Any two members of the Management Committee may at any time convene a special general meeting of the Organisation. Special general meetings shall also be convened by the Secretary upon the written request of not less than five (5) per centum in number of the members of the Organisation and shall be held within a period of one (1) month from the date of receipt of the request.

14. QUORUM

At meetings of members a quorum shall consist of ten (10) members and at a Management Committee Meeting shall consist of three (3) members. Should within half hour of the time set down for a meeting to commence, a quorum be not present, then the meeting shall be adjourned to the same time and place seven (7) days later or to a place and to a time within one (1) month of the date of such meeting, to be determined thereat. If such adjourned meeting a quorum not be present, then those members attending shall be deemed to be a quorum, provided the number of such members if not less than three (3).

15. PROCEEDINGS AT GENERAL MEETING

The President shall preside as chairman at every general meeting of the Organisation, but if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act then the members present shall elect one of their number to be a Chairman, a simple majority sufficing.

The Chairman may, with the consent of any meeting at which a quorum is present (shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Except as previously provided it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting. At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chairman or by at least three (3) members present. Unless a poll is demanded a declaration by the Chairman

that a resolution has on a show of hands been carried unanimously, or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Organisation shall each be conclusive evidence or the fact without proof of the number of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn. If a poll is duly demanded it shall be taken in such a manner or either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote.

Each member present and voting at a general meeting of the Organisation shall have one (1) vote.

16. NOTICE OF MEETINGS

The Secretary shall give seven (7) days notice in writing of all general meetings to the members of the Organisation specifying the place, the day and the hour of the meeting and the general nature of the business to be dealt with at the meeting.

17. FUNDS

The funds of the Organisation shall be prudently invested as directed by the Management Committee from time to time.

Funds raised by means of a fundraising appeal within the meaning of the Charitable Fundraising Act 1991 must be maintained in accordance with that Act.

18. MAINTENANCE OF BOOKS OF ACCOUNT AND RECORD

The Management Committee shall ensure appropriate books of account and record are maintained, including those required to be maintained under the Charitable Fundraising Act 1991.

19. AUTHORISATION OF ACCOUNTS

All accounts shall be presented to and passed for payment at a Management Committee Meeting and full details of all such approvals shall be entered in the Minute Book.

20. AUDIT

The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc; and furnish a report thereon to the members at the annual meeting. Audits shall be conducted at regular intervals of not more than twelve (12) months.

An auditor shall not be a member or close related to a member of the Management Committee.

Note (1) Subject to *Note (2)* hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty (20) days before the annual General meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven (7) days before the annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if that person so wishes to be heard at such Annual General Meeting.

Note (2) When the current auditor submits a resignations, or notifies the Secretary of the an intention not to seek re-election as auditor, *Note (1)* hereof shall not apply.

21 MINUTES

The Management Committee shall cause minutes to be made;

- (a) of all appointments of office bearers and members of the Committee
- (b) of the names of members of the Committee present at all meetings of the Organisation and of the Committee.
- (c) of all proceedings at all meetings of the Organisation and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

22. EXPULSION OF MEMBERS

A member may be expelled from membership of the Organisation by the Management Committee, if in the opinion of the such Committee, after affording such member an opportunity of offering the Committee an explanation of the persons conduct either verbally or in writing as the Committee may decide, the conduct of the member is such as to be detrimental to the best interests of the Organisation, provided that:

- (a) Such expulsion shall not be effective unless it is confirmed by a majority of members at present at a Special General Meeting of members convened to consider the expulsion,
- (b) Such special General Meeting is held within a period of one (1) month from the date of the decision of the Management Committee to expel the member.
- (c) at such Special General Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of that persons conduct verbally or in writing at the option of such member.
- (d) the voting of such Special General Meeting shall be ballot if not less than five (5) members present there at so demand.

- (e) It shall be in the power of the Committee to exclude such member from participation in the affairs of the Organisation until such Special General Meeting shall be held.

23. TRUSTEES

Three (3) trustees shall be elected at a properly constituted general meeting.

All property of whatever kind belonging to the Organisation shall be vested in the Trustees and they shall have the custody of all deeds and documents of title relating to the property of the Organisation and shall deal and dispose of all the property of the Organisation whether real or personal for the time being vested in them and the income thereof in accordance with the directions of the Management Committee provided that such directions are not in violation of the trusts upon which the property is held.

24. DISSOLUTION

The Organisation shall be dissolved in the event of membership less than ten (10) persons or upon the vote of three fourths majority of members present at a Special General Meeting convened to consider such question. Upon a resolution being passed in accordance with the above paragraph of this rule, the net assets or property available after satisfying all debts and liabilities shall, upon determination by the Members of the Organisation, be handed over to some other organisation or organisations having objects similar to the objects of the Organisation, which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed by the Organisation under rule governing NON DISTRIBUTION OF PROFITS. However in making the distribution, the Organisation must ensure it satisfied all legal obligations applying to any funds or property over which a charitable trust exists. Such funds to be transferred will be to an organisation which itself has tax deductible status under subsection 78(4) of the Income Tax Assessment Act 1936.

25. AMENDMENTS OF RULES

These rules may be amended by a resolution passed by a two thirds majority of members present at any Annual General Meeting at which notice of the proposed amendment shall have been given or at a Special General Meeting.

26. NOTICES

A notice may be given to any member either personally or by sending it by post to the members address registered with the Organisation or if that person has no registered address to the place of abode of the member last known to the Management Committee. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or envelope containing the notice and to have effected in the case of the notice of a meeting on the day after the date of its posting and in any other case the time at which the letter would be delivered in the ordinary course of post.

27. INTERNAL DISPUTES

The Management Committee shall ensure that a mechanism is established for resolving internal disputes within its membership. This may include:

- (a) the appointment of an independent person to arbitrate in the dispute
- (b) a process to bring the parties together to resolve the dispute at an early stage
- (c) a process to ensure that all parties receive a full and fair opportunity of presenting their case
- (d) where the dispute cannot be resolved internally by arbitration or mediation, to refer the matter to a Community Justice Centre which functions as a centre for dispute settlement.

28. COMPLAINTS

The Management Committee shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.