



## CONSTITUTION

### ***THE INDEPENDENT AND PEACEFUL AUSTRALIA NETWORK INCORPORATED***

Revised 20 January 2025

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# CONSTITUTION (RULES) OF A NETWORK FOR AN INDEPENDENT AND PEACEFUL AUSTRALIA

## *Preamble*

The Independent and Peaceful Australia Network Incorporated (IPAN) recognises that the creation of a truly peaceful and independent Australia requires addressing the cruel and unjust colonisation of Aboriginal and Torres Strait Islander lands and seas, which began under British Law, and has continued under Australian Governments since Federation. IPAN acknowledges that sovereignty was never ceded and supports the aspirations of Aboriginal and Torres Strait Islander peoples for self-determination.

## *Name of the Network*

1. This is the Constitution governing the activities of a network setup to promote an independent, peaceful Australia known as “The Independent and Peaceful Australia Network Incorporated” (hereafter referred to as “IPAN”).

## *Definitions*

2. In this Constitution, unless the contrary intention appears –
  - a. “convene” means to call together for a formal meeting;
  - b. "normal financial year" means a period commencing 1 July and ending on 30 June in the following year;
  - c. "first financial year" means a period not exceeding 15 months fixed by the Co-ordinating Committee, being a period commencing on the date the adoption of this Constitution and ending on 30 June;
  - d. "general meeting" means a meeting to which all affiliates are invited;
  - e. "member" means affiliate of the Network;
  - f. "ordinary resolution" means resolution other than a special resolution;
  - g. “poll” means voting conducted in written form (as opposed to a show of hands);
  - h. “special general meeting” means a general meeting convened by the Co-ordinating Committee to discuss and vote on special resolution;
  - i. ‘Act’ means the *Associations Incorporations Act 1991 (ACT)* as amended from time to time;
  - j. ‘Annual General Meeting’ is the annual general meeting of the members of the Network called and convened by the Co-ordinating Committee;
  - k. ‘Co-ordinating Committee’ means the members for the time being of the Co-ordinating Committee as constituted in accordance with this Constitution;
  - l. ‘Financial Member’ means an affiliate who has been duly accepted as such by the Co-ordinating Committee in accordance with this Constitution and who has paid all their current affiliate subscriptions or other dues payable in accordance with this Constitution;
  - m. ‘Affiliate’ means a group which is a financial member;
  - n. ‘Notice’ includes
    - i. posting on IPAN website for a minimum of seven days,
    - ii. email to a member’s nominated email address,
    - iii. posting by prepaid post written notification to a member’s nominated postal address,
    - iv. facsimile to a member’s nominated facsimile number, or
    - v. telephone contact to a member’s nominated contact telephone number.;

- o. 'Chairperson' means the national Chairperson of IPAN and the Chairperson of the Co-ordinating Committee; and
- p. 'Register' means the Register of Affiliates.
- q. 'Region' means Asia/Pacific.

### ***Structure of IPAN***

- 3. As a network, IPAN is a not-for-profit organisation that brings together other organisations and/or groups, as affiliates. These affiliates come together to achieve the particular purposes outlined in its objectives, below, (assuming that, once the purpose has been achieved, IPAN will be wound up).
- 4. IPAN is to become incorporated in the ACT and to be subject to the Associations Incorporation Act 1991 (the Act) and the Associations Incorporation Regulation 1991 (the Regulation).
- 5. These Constitution (Rules) (hereafter referred to as "the Constitution") are hereby agreed to by the affiliates to establish a Co-ordinating Committee. This committee will act as a formation committee for the establishment of the Incorporated Association, whilst at the same time negotiating rules of engagement with what it considers to be principal organizations and bodies close to these principal organizations. Further detail on the structure of IPAN is included below in these rules.
- 6. IPAN is a Not-for-Profit Association. The income and capital of IPAN shall be applied exclusively to the promotion of IPAN's aims and principles and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of IPAN.

### ***Vision, Mission and Objectives of IPAN***

- 7. The overarching vision of IPAN is for:

- a. An 'Independent and Peaceful Australia'

The overall mission of IPAN is to

- b. Advocate for an independent and peaceful Australia, free of foreign military bases, and free of interventions by other foreign Governments, corporations, or vested interests, that would diminish Australia's sovereignty;
  - c. Promote an independent, peaceful, just, democratic and sustainable Australia, which makes a positive contribution to achieving regional and global peace.
- 8. To assist it in achieving this mission, IPAN will seek to (its objectives):
    - a. Promote an independent Australian foreign policy that promotes peaceful resolution of any international conflicts;
    - b. Support the aspirations and struggles initiated by First Peoples for Self-Determination for peace and justice; which help redress the ongoing harms of the colonisation of Aboriginal and Torres Strait Islander Peoples, lands and seas, which began under British Law, and has continued under Australian Governments since Federation;
    - c. Advocate for transparency and accountability across all levels of Australian Government and Public Service;
    - d. Promote an Australia and the Asia-Pacific free of the presence or establishment of any foreign military bases or the deployment of any foreign troops and/or military hardware;
    - e. Promote an alternative self-reliant and independent self-defence policy for Australia;
    - f. Promote public ownership and redevelopment of Australia's strategic industries, resources and infrastructure;
    - g. Advocate, in partnerships with climate networks, for policies that address the critical impacts of wars and military activities on climate disruption; and
    - h. Work in partnership with groups such as NGOs, unions, churches, and community organisations as well as individuals to build a peace movement across Australia and the Asia Pacific.

9. Any property held in Trust on behalf of IPAN and all income of IPAN shall be applied solely towards the promotion of the mission/objectives of IPAN and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to affiliates, except in good faith in the promotion of those objectives.

### ***Qualifications for membership of IPAN***

10. Membership of IPAN is open to those organisations/groups which agree with the mission and objectives of IPAN as detailed in Sections 7 and 8, provided they are not a political party or a branch of a political party.
11. Any organisation/group who wishes to become an affiliate (hereafter referred to as “the applicant”) must inform the Co-ordinating Committee of its wish to become affiliated.
12. The Co-ordinating Committee will grant affiliation if it is satisfied that the applicant supports IPAN’s mission and shares IPAN’s objectives.
13. An application for affiliation may be refused by the Co-ordinating Committee, however, any such decision is subject to review by the next General Meeting of affiliates.
14. The applicant must notify IPAN upon application (and, following affiliation, as appropriate) of the name of a member of their affiliated organisation/group willing to maintain contact with IPAN’s Co-ordinating Committee.
15. Each affiliated group and associate is expected to make a contribution towards funding the activities of IPAN. This shall at minimum be an annual affiliation fee (See Sections 21-24 below).

### ***Associates of IPAN***

16. Individuals who are committed to the mission and objectives of IPAN, who may or may not be members of an affiliated organisation / group, can become recognised as an IPAN Associate (supporter) by formal application to the Co-ordinating Committee who may formally accept association, and register details of the Associate in the *IPAN Association Register*.
17. A registered Associate can attend General Meetings, and has an entitlement to speak, but does not have voting rights.
18. Associates will pay an annual fee as decided by the AGM.
19. The Co-ordinating Committee may co-opt Associates to assist with tasks where their experience and proven expertise would benefit IPAN. This may include membership of a Sub-committee as described in Section 110.

### ***Register of Affiliates of IPAN***

20. The Secretary must, on behalf of IPAN:
  - a. keep and maintain in an up to date condition a register of the affiliates of IPAN and their e-mail addresses and phone numbers; and
  - b. upon the request of an affiliate, make the register available for inspection by the affiliate; and
  - c. the affiliate may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose; and
  - d. the register must be kept and maintained at the Secretary’s place of residence, and at such other place as the affiliates, at a General or Co-ordinating Committee meeting decide. This record must be kept in both ‘hard copy’ and electronic format.

### ***Subscriptions of Affiliates of IPAN***

21. To be an Affiliate or Associate of IPAN, an annual affiliation fee (hereafter called the ‘subscription’) is required.
22. The AGM will determine the amount of the subscription to be paid by Affiliates and Associates.
23. The subscription for each Affiliate is determined by a sliding scale as decided by the AGM.

24. The amount payable will depend on the ability of each organisation/group to pay.
25. Subscriptions are payable annually, and are renewable on 1 July each year (hereafter called the 'renewal date').
26. Each affiliate must pay to the Treasurer, on or before the renewal date, or such other date as the Co-ordinating Committee from time to time determines, the full amount of the subscription determined under Sections 22 and 23.
27. Affiliates are considered financial members until their fees are more than six months in arrears.

### ***Termination of membership of IPAN***

28. Membership of IPAN may be terminated upon –
  - a. receipt by the Secretary or another Co-ordinating Committee member of a notice in writing from the affiliate of their resignation from IPAN. Such affiliate remains liable to pay to IPAN the amount of any subscription due and payable by that affiliate to IPAN but unpaid at the date of termination; or
  - b. non-payment by an affiliate of their subscription under Section 23 following proper application of Section 28; or
  - c. expulsion of an affiliate in accordance with Sections 29-33.

### ***Suspension or expulsion of affiliates or associates of IPAN***

29. If the Co-ordinating Committee considers that an affiliate or associate should be suspended or expelled from membership of IPAN because their conduct is detrimental to the interests of IPAN, the Co-ordinating Committee must communicate, either orally or in writing, to the affiliate or associate not less than 30 days before the date of the Co-ordinating Committee meeting referred to in the following paragraphs:-
  - a. notice of the proposed suspension or expulsion and of the time, date and place of the Co-ordinating Committee meeting at which the question of that suspension or expulsion will be decided; and
  - b. particulars of that conduct.
30. At the Co-ordinating Committee meeting referred to in a notice communicated under Section 29, the Co-ordinating Committee may, having afforded the affiliate or associate concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Co-ordinating Committee, suspend or expel or decline to suspend or expel that affiliate or associate from membership of IPAN and must, forthwith after deciding whether or not to suspend or expel that affiliate or associate, communicate that decision in writing to that affiliate or associate.
31. Subject to Section 32, an affiliate or associate has their membership suspended or ceases to be an affiliate or associate 14 days after the day on which the decision to suspend or expel them is communicated to them under Section 29.
32. An affiliate or associate who is suspended or expelled under Section 31 must, if the organisation or he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in Section 31.
33. When notice is given under Section 32, IPAN, in a General Meeting, must –
  - a. either confirm or set aside the decision of the Co-ordinating Committee to suspend or expel the affiliate or associate, after having afforded the affiliate or associate who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, IPAN in the general meeting; and
  - b. the affiliate who gave that notice is not suspended or does not cease to be an affiliate unless and until the decision of the Co-ordinating Committee to suspend or expel him or her is confirmed under this Section.

### ***Co-ordinating Committee***

34. The purpose of the Co-ordinating Committee is to carry out the necessary day to day business of IPAN.
35. Subject to these rules, and subject to a resolution carried at a General Meeting of affiliates, the Co-ordinating Committee has the general control and administration of the property, funds, legal responsibilities, appointment and management of staff, and the overall affairs of IPAN.
36. The national Co-ordinating Committee is composed of two representatives from each state and territory, and the Executive Positions listed in Section 56.
37. Affiliates in each state or territory must interact with one another in order to select that State's or Territory's representatives on the Co-ordinating Committee. Therefore 'State Networks' of IPAN affiliates will be formed. (See Section 116, below)
38. Formal endorsement of the selection by a State Network [or single Affiliate, if only one Affiliate exists in a jurisdiction] will take place during the AGM in any given year.
39. If a State Network cannot meet to decide its selection or fails to make a selection through a failure to identify suitable representatives, it loses its voice on the Co-ordinating Committee, whilst retaining its right to have two representatives. The sixteen positions remain in place, whether vacant or occupied.
40. The State Network shall decide who will be their representatives and decide on the period for which its representatives take their place on the Co-ordinating Committee.
41. State Networks can decide on a representative to fill any casual vacancy on the Co-ordinating Committee, if any State representative is unable to attend a particular Co-ordinating Committee meeting.
42. The AGM will accept nominations for the Executive Positions listed in Section 56.
43. The role of Treasurer should extend for a period covering at least one full financial year.
44. The Co-ordinating Committee may co-opt individuals, other members of an affiliated group, an associate or any other 'supporter', to join any sub-committee which it decides would be of use in dealing with any particular task (See Sections 107-114).

### ***Chairperson***

45. The Chairperson selected under Section 42 should preside at the AGM, General Meetings and Special General Meetings.
46. The role of Chairperson includes that of 'convenor' of Co-ordinating Committee meetings.
47. In the event of the absence of the Chairperson at the AGM a General Meeting or a Special General Meeting, the Deputy Chairperson will preside, or in the absence of both, a member will preside as elected by the other affiliates present.
48. Further tasks of the Chairperson include:
  - a. chairing other meetings;
    - i. Governance Sub-Committee Meetings;
    - ii. Combined IPAN Coordinating Committee and Members Meetings;
  - b. oversight of and liaison with the paid IPAN staff members;
  - c. liaison with IPAN Secretary;
  - d. oversight of IPAN activities including working groups;
  - e. liaison with affiliates and broader peace networks and individuals.

### ***Deputy Chairperson***

49. The Deputy Chairperson must –
  - a. chair meetings when the Chairperson is unable to attend;
  - b. have oversight of email communications to the IPAN email account;

- c. liaise with the Chairperson on supporting them in the above tasks;
- d. have oversight of correspondence in and out in liaison with the Secretary.

### ***Secretary***

50. The Secretary must –

- a. co-ordinate the correspondence of IPAN;
- b. manage the agenda of and keep full and correct minutes of the proceedings of the Co-ordinating Committee and of IPAN plus Governance Sub-Committee meeting minutes;
- c. keep a register of Affiliates of IPAN, as referred to in Section 20;
- d. keep a register of Associates of IPAN, as referred to in Section 16;
- e. keep and maintain in an up to date condition the Constitution of IPAN, in both hard copy and electronic form, and, upon the request of an affiliate of IPAN, must make available this Constitution for the inspection of the affiliate and the affiliate may make a copy of or take an extract from the Constitution but will have no right to remove it for that purpose; and
- f. unless the affiliates resolve otherwise at a general meeting, have custody of all books, documents, records and registers of IPAN, including those referred to in Section 48.c and 48.d but other than those required by Section 49 to be kept and maintained by, or in the custody of, the Treasurer; and
- g. perform such other duties as are imposed by this constitution on the Secretary.

### ***Assistant Secretary***

51. The Assistant Secretary must –

- a. in the absence of the Secretary;
  - i. assist in the preparation of meeting agendas;
  - ii. assist in taking minutes at monthly IPAN Coordinating Committee (CC) meetings; as well as AGMs and Special General meetings;
  - iii. assist in the management of IPAN's email correspondence in and out; and
- b. assist with other administrative requirements of IPAN's work, as required.

### ***Treasurer***

52. The Treasurer must –

- a. be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of IPAN, and must issue receipts for those moneys in the name of IPAN;
- b. be responsible for the deposit of all moneys received into such account or accounts of IPAN as the Co-ordinating Committee may from time to time direct;
- c. be responsible for payments made from the funds of IPAN with the authority of a general meeting or of the Co-ordinating Committee;
- d. keep such accounting records as –
  - i. correctly record and explain the financial transactions and financial position of IPAN;
  - ii. will enable true and fair accounts of IPAN to be prepared from time to time;
  - iii. will enable true and fair accounts of IPAN to be conveniently and properly audited; and
- e. submit to affiliates at each AGM accounts of IPAN showing the financial position of IPAN at the end of the immediately preceding financial year;



- f. whenever directed to do so by the Chairperson, submit to the Co-ordinating Committee a report, balance sheet or financial statement in accordance with that direction;
- g. organise for the auditing of the financial records as required by Associations Incorporation Act (1991);
- h. unless the affiliates resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of IPAN, including those referred to in Rule 49.d; and
- i. perform such other duties as are imposed by these Rules on the Treasurer.

### ***Assistant Treasurer***

53. The Assistant Treasurer must assist the Treasurer as required and carry out the Treasurer's duties in the Treasurer's absence.

### ***Membership Secretary***

54. The Membership Secretary must –
- a. oversee new memberships and renewals that occur via IPAN website;
  - b. update IPAN Members and Affiliates file on the IPAN google Drive;
  - c. write and send a receipt to each new and renewing member; and
  - d. send the name and email to the IPAN Secretary, and the IPAN mail out list coordinator.

### ***Public Officer***

55. The Public Officer must –
- a. maintain a record of –
    - i. the names and residential or postal addresses and email addresses and phone numbers of the persons who hold the offices of IPAN provided for by this constitution, including all members of the Co-ordinating Committee (See Sections 34 - 44), and all persons who are authorised by the Co-ordinating Committee to use the common seal of IPAN under Sections 95-98; and
    - ii. the names and residential or postal addresses of any persons who are appointed or act as Trustees on behalf of IPAN (See Section 9);
  - b. lodge documents in accordance with the Australian Capital Territory (ACT) Incorporated Associations Act (Note: the Public Officer must be a resident of the ACT for this purpose).

### ***Executive Positions***

56. The Executive Positions consist of Chairperson, Deputy Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Membership Secretary and Public Officer. These positions form the IPAN Governance Sub Committee.
57. The state or territory from which an Executive Position is filled, is entitled to an additional Co-ordinating Committee representative from that state or territory.
58. The Executive Positions may be filled by Affiliates or Associates who are not members of the Co-ordinating Committee.
59. Each holder of an Executive position is entitled to a vote at Co-ordinating Committee meetings. If the holder of an Executive position is also a member of the Co-ordinating Committee, then that person can only exercise one vote.

### ***Co-ordinating Committee meetings***

60. The Co-ordinating Committee may meet and conduct its proceedings, as it considers appropriate, provided that it meets at least once every two months.

61. The Co-ordinating Committee may hold meetings, and shall arrange for a committee member to take part in meetings using any technology that reasonably allows all members present to hear and take part in the discussions, as they happen.
62. A notice of meeting shall be given in the manner determined by the Co-ordinating Committee appropriate to the realities of Section 60.
63. Questions arising and decisions taken at a Co-ordinating Committee meeting are usually to be dealt with by consensus (see also Section 83, below). Consensus means an answer or an outcome or a decision or a commitment etc. shared or agreed to by all Co-ordinating Committee members present at the meeting. When a consensus cannot be reached within a reasonable timeframe, it will be decided by a vote of members present, and if votes are equal, the question shall remain undecided until the next meeting.
64. When a vote is taken in accordance with Section 63, each Co-ordinating Committee member has one deliberative vote.
65. Affiliates wishing to raise a matter for consideration by the Co-ordinating Committee should do so through their state network or one of their state representatives.
66. Either state representative should contact the current Chairperson for the next meeting, if there is an item that a group in his/her state wishes the committee to consider and the Chairperson will place that item on the agenda.

### ***Quorum for a Co-ordinating Committee Meeting***

67. The quorum for the Co-ordinating Committee shall require a minimum of four members, representing a minimum of three states.

### ***Resolutions of Co-ordinating Committee Without Meeting***

68. A written resolution circulated to all members and signed by a majority of the Co-ordinating Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

### ***Order of Business of Coordinating Committee meeting***

69. Subject to this Constitution, the procedure and order of business to be followed at a Co-ordinating Committee meeting must be determined by the Committee members present at that Committee meeting.

### ***Pecuniary Interest***

70. A Co-ordinating Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Co-ordinating Committee, must –
  - a. as soon as he or she becomes aware of that interest, disclose the nature and extent of their interest to the Co-ordinating Committee; and
  - b. not take part in any deliberations or decision of the Co-ordinating Committee with respect to that contract.
  - c. Section 70.a does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Co-ordinating Committee is an employee of IPAN.
  - d. The Secretary must cause every disclosure made under Section 70.a by a member of the Co-ordinating Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

### ***General Meeting types***

71. There are 3 General Meeting types:
  - a. General Meeting (hereafter referred to as “GM”)
  - b. Annual General Meeting (hereafter referred to as “AGM”)

- c. Special General Meeting (hereafter referred to as “SGM”)

72. The Co-ordinating Committee –

- a. must convene an AGM within five months after the end of IPAN's financial year, except for the first AGM which may be held at any time within 18 months after formation; and
- b. may convene a GM immediately before or after an AGM.
- c. may at any time convene a SGM;
- d. must, within 30 days of –
  - i. the Secretary receiving a request in writing to do so from not less than 8 affiliates, from a minimum of three States, convene a SGM for the purpose specified in that request; or
  - ii. the Secretary receiving a notice under Section 32, convene a SGM to deal with the appeal to which that notice relates.
- e. must, after receiving a notice under Section 32, convene a GM or an SGM, no later than the next AGM, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address IPAN at that next AGM in relation to the Co-ordinating Committee’s rejection of their application and IPAN at that meeting must confirm or set aside the decision of the Committee.

### ***Notice of Special General Meeting (SGM)***

73. Subject to Section 72, the Secretary must give to all affiliates and associates not less than 21 days notice of a SGM and that notice must specify –

- a. when and where the Special General Meeting concerned is to be held; and
- b. particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- c. The form of technology to be used for the SGM. The SGM can be conducted using any form of technology deemed suitable to the purpose.

### ***Notice of Annual General Meeting (AGM)***

74. Subject to Section 72.a, the Secretary must give to all affiliates and associates not less than 21 days notice of an AGM and that notice must specify –

- a. when and where the AGM is to be held;
- b. the agenda for the meeting
- c. the AGM can be conducted using any form of technology deemed suitable to the purpose

### ***Special Resolution***

75. A special resolution is required to amend this Constitution and must have the support of 75% of members voting at the meeting.

76. A special resolution may be moved either at a SGM or at an AGM, however the Secretary must give to all Affiliates and Associates not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in Sections 73 or 74, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

### ***General Meetings (GM)***

77. The Co-ordinating Committee will decide on the date, time, venue (including the use of appropriate technology) for any general meeting of affiliates. The Secretary or person delegated by the

Coordinating Committee will inform affiliates and associates of that date, time and venue (or technology) at least 21 days beforehand.

78. An agenda for any general meeting will be circulated to affiliates by the Secretary or their delegate at least 14 days before the general meeting.
79. Affiliates wishing to raise a matter at a general meeting must inform the Co-ordinating Committee of that matter before the agenda for the general meeting is settled i.e. within the first fortnight of the month preceding the meeting.
80. The Co-ordinating Committee will appoint a Chairperson and minute-taker for any general meeting.

### ***Quorum for General Meetings***

81. The quorum for any GM, AGM, SGM shall be at least one affiliate representative from at least 5 States or Territories, plus at least 6 other affiliate representatives.
82. If within 30 minutes after the time specified for the holding of a general meeting in a notice, a quorum is not present, the general meeting lapses.
83. Members of affiliates and associates are entitled and encouraged to attend and speak at general meetings, on the understanding that only affiliated groups have voting rights. Other interested individuals may attend meetings and speak if leave is granted by the meeting.

### ***Voting at General Meetings***

84. IPAN is committed to consensus-based decision-making. Wherever possible, we will work to develop consensus around proposals, exploring variations and alternatives that might achieve consensus, before resorting to voting.
85. At a General Meeting, each question, matter, or resolution that cannot pass on a test of consensus must be decided by a majority of votes of the affiliates present.
86. At general meetings, each affiliated group is entitled to one vote and will have one vote only. If an affiliate is unable to be present at a General Meeting, they can vote by proxy, by nominating another affiliate to exercise their vote and by advising the secretary accordingly prior to the General Meeting.
87. An affiliate is not entitled to vote at a general meeting if the affiliate's annual subscription is in arrears at the date of the meeting.
88. Although 'face-to-face' meetings are preferred, if necessary, a general meeting can be conducted using technological means.

### ***Annual General Meeting (AGM)***

89. The Annual General Meeting must be held each calendar year within five months after the end of the financial year (30 June).
90. The Co-ordinating Committee shall determine the method, place, date and time of the Annual General Meeting.
91. In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General meeting is to:-
  - a. Confirm the minutes of the previous Annual General Meeting, and any General Meeting held since that meeting.
  - b. Receive from the Co-ordinating Committee reports on the activities and accounts of IPAN during the previous financial year (copies must be available for affiliates attending).
  - c. Receive and adopt the audited financial statements of IPAN for the most recently ended financial year.
  - d. Appoint an auditor for the current financial year.
  - e. Make amendments to this constitution.
  - f. Endorse recommendations for new memberships made by the Co-ordinating Committee.

- g. Conduct any other business referred from a General Meeting or Special General Meeting.

### ***Amendments to this Constitution***

92. Amendment of this Constitution is by Special Resolution only (See Section 75). These rules may not be altered except by a three-quarter majority of affiliates present, voting at a properly arranged SGM convened for the purpose.

### ***Minutes of General Meetings***

93. The Secretary, appointed for the purpose by the Co-ordinating Committee, must ensure full and accurate minutes of questions, matters, and resolutions, are kept in a form readily accessible to affiliates.
94. To ensure minutes are recorded accurately they must be amended/confirmed at a subsequent meeting of its kind, as a true and correct record.

### ***Common seal of IPAN***

95. IPAN must have a common seal on which its corporate name appears in legible characters.
96. The common seal of IPAN must not be used without the express authority of the Co-ordinating Committee and every use of that common seal must be recorded in the minutes.
97. The affixing of the common seal of IPAN must be witnessed by any two of the Chairperson, the Secretary and the Treasurer who will sign as witness.
98. The common seal of IPAN must be kept in the custody of the Treasurer or of such other person as the Co-ordinating Committee from time to time decides

### ***Funds & Accounts***

99. The funds of IPAN must be kept in an account in its name, in a financial institution decided by the Co-ordinating Committee.
100. Records and accounts must be kept, showing full and accurate particulars of its financial transactions.
101. All amounts must be deposited in the financial institution as soon as practicable after receipt.
102. All payments by IPAN of \$100.00 or more must be made by cheque or electronic transfer unless as otherwise authorised by a Coordinating Committee meeting.
103. Before any payment as per Rule 102 is made, a cheque requisition voucher, describing the payment and purpose of payment, must be signed by any 2 of 3 members of the Co-ordinating Committee, assigned authority from time to time to do so by that Committee, one of these, wherever possible, being the Treasurer. Alternatively, a payment may be authorised by a decision of the Co-ordinating Committee that has been recorded in the minutes.
104. All expenditure incurred must be authorised at a previous, or be ratified at the next, Co-ordinating Committee meeting.
105. The Treasurer, acting on behalf of the Co-ordinating Committee, must, as soon as practicable after the end of the financial year, prepare a financial statement for the previous reportable financial year.

### ***Inspection of records, etc. of IPAN***

106. An affiliate may at any reasonable time inspect without charge the books, documents, records and securities of IPAN.

### ***Sub-Committees***

107. The Co-ordinating Committee may appoint a Sub-Committee consisting of members of affiliated organisations/groups, registered associates, or others, as they see fit, to help with the conduct of IPAN's operations.

108. The role of the Sub-Committee is to provide useful, transparent, honest advice and/or practical assistance, under instruction from the Co-ordinating Committee.
109. Membership of a Sub-Committee does not carry with it any entitlement to attend or vote at an IPAN Co-ordinating Committee meeting.
110. Membership of a Sub-Committee carries with it associate rights described in Section 16-19 during the period of the Sub-Committee and at the AGM following wind up of the work of the Sub-Committee.
111. A Sub-Committee may elect a Chairperson of its meetings.
112. If a Chairperson is not elected, or if the Chairperson is not present within ten minutes after the time fixed for a meeting, the members present may choose one of their number to chair the meeting.
113. A Sub-Committee may meet and adjourn as it considers appropriate.
114. A Sub-Committee shall report as appropriate to the Co-ordinating Committee and is entitled to report on their activities at a general meeting of IPAN or at the next AGM, as appropriate.

### ***Distribution of surplus property on winding up of IPAN***

115. If upon the winding up or dissolution of IPAN there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the affiliates, or former affiliates. The surplus property must be given or transferred to another organisation which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which organisation shall be determined by resolution of the members.

### ***State Networks***

116. State Networks will have a number of roles and functions. In general they will further the aims and objectives of IPAN by:-
  - a. determining the State's or Territory's 2 representatives on the Co-ordinating Committee;
  - b. organising events and meeting;
  - c. seeking potential, new affiliate groups within the State or Territory and making recommendations to the Co-ordinating Committee when such groups are identified;
  - d. co-ordinating relevant activities within the State or Territory;
  - e. sending agenda items, resolutions and suggestions to the Co-ordinating Committee.
117. To achieve these outcomes each Network should select a Convenor to call meetings of affiliates in the relevant State or Territory. The Convenor should ensure that proper records of State Network meetings are kept.

### ***Policy***

118. IPAN will abide by the following policies
  - a. IPAN Policy relating to Grievances, Complaints or Disputes.
  - b. IPAN Policy relating to Sexual Harassment.

**NOTICE TO ALTER THE CONSTITUTION (RULES) – Rules 73-76, 92**

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INDEPENDENT AND PEACEFUL AUSTRALIA NETWORK INCORPORATED

is convening a Special General Meeting at which the following resolution/s will be proposed as special resolutions to alter the Rules of the Network.

The meeting will be held at \_\_\_\_\_ a.m./p.m. on \_\_\_\_\_  
the \_\_\_\_\_ 20\_\_\_\_.

The meeting will take place at \_\_\_\_\_

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**SPECIAL RESOLUTION/S:**

Currently Rule.....states:

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It is proposed to alter this Rule so that it states as follows:

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Currently Rule.....states:

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It is proposed to alter this Rule so that it states as follows:

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INFORMATION for MEMBERS

- Alterations to the Rules can only be made if supported by 75% of members voting at the SGM (Section 92).