



**Constitution and Rules for the Pan Pacific Safe
Communities Network Incorporated**

**An incorporated association under the Associations Incorporation
Act 1985 in the State of South Australia**

1. NAME

The name of the incorporated association is the Pan Pacific Safe Communities Network Incorporated referred to herein as “the Association” or “the PPSCN”.

2. DEFINITIONS

“Board” means the Board of Management of the Association

“Financial year” means for the first financial year of the Association the period ending on the next 30 June following incorporation; and thereafter means a period of twelve months commencing on 1 July and ending on 30 June of each year

“General Meeting” means a General Meeting of members of the Association convened in accordance with the rules

“Member” means a member of the Association

“Month” shall mean a calendar month “Special resolution” means a special resolution defined in the Act

“The Act” means the South Australian Associations Incorporation Act 1985

“The Regulations” means Regulations under the Act

“PPSCN Safe Community Accrediting Centres” means the peak body for safe communities in their country (Australia, New Zealand and United States of America).

“PPSCN Support Centres” means a centre accredited by the PPSCN to provide education, support, assistance and advice in injury/violence prevention and safety promotion to the communities in their country and the Pan Pacific network.

“Accredited Safe Communities” means a community accredited by the PPSCN based on the six key principles of the safe community model.

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The objects of the Association are:

- To provide a forum for collaboration and knowledge sharing between Safe Communities within the Pan Pacific network.
- To identify ways to strengthen the uptake of best-practice in injury prevention and safety promotion.
- To prevent injuries and violence
- To identify ways to strengthen the lead roles for Safe Communities within the Pan Pacific network.

- To continue to work collaboratively with the World Health Organization Violence and Injury Prevention Division and any other relevant Safe Community Networks.

4. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

5.1 Members

Membership of the PPSCN is open to all accredited Safe Communities, PPSCN Safe Community Accrediting Centres and PPSCN Safe Community Support Centres in Australia, New Zealand and the United States of America.

Members

- Each of the following groups within the Pan Pacific network can nominate one (1) person to vote for them at General and Special Meetings. The nominated contact person must submit the form at Appendix 1 to be included in the register of members.
 - Accredited Safe Communities from Australia
 - Accredited Safe Communities from New Zealand
 - Accredited Safe Communities from United States of America
 - PPSCN Safe Community Accrediting Centre from Australia
 - PPSCN Safe Community Accrediting Centre from New Zealand
 - PPSCN Safe Community Accrediting Centre from United States of America
 - PPSCN Support Centre from Australia
 - PPSCN Support Centre from New Zealand
 - PPSCN Support Centre from United States of America

Honorary memberships

- The Board may award a limited number of honorary memberships to organisations or individuals who have a long-term history of supporting the global commitment to safety. These memberships will be considered by the Board and must be endorsed by a two-thirds majority vote of the Board. **(The Honorary members have no voting rights).**

5.2 Annual subscriptions

There is no joining fee.

The annual subscription fee for members shall be such sum, as the Members shall determine from time to time in General Meeting.

5.3 Register of Members

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address, email and date of entry of the name of each member, and if applicable the date of and reason of termination of membership, and the register shall be available for inspection of members upon written request.

5.4 Resignation

A Member may resign from Membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association. Any Member so resigning shall forfeit subscriptions paid, and be liable for any outstanding subscriptions, which may be recovered as a debt due to the Association.

5.5 Suspension or Expiry of Membership

Membership will cease to exist when a Member is:

- no longer fulfilling the criteria for accreditation and/or re-accreditation as a Pan Pacific Safe Community;
- no longer fulfilling the criteria as a PPSCN Accrediting Centre or PPSCN Support Centre; or
- in breach of the vision, values, mission, and principles of the PPSCN.

Dismissal of a member requires a two-thirds majority vote by the PPSCN Board (including voting by email).

6. GOVERNANCE

The business language for the PPSCN is English. The governance framework of the PPSCN incorporates the interface with members and stakeholders, the source of strategic decisions that shape the PPSCN and its work, and ultimate accountability for the work and actions of the organisation. The governance framework of the PPSCN is based on the following principles:

- a. Participation: providing all members and stakeholders with a voice in decision-making
- b. Transparency: built on the free flow of information and timely and balanced disclosure to members, stakeholders and the public
- c. Responsiveness: of institutions and processes to members and stakeholders, recognising the legitimate interests of members and stakeholders
- d. Consensus orientation: differing interests are mediated to reach a broad consensus on what is in the common interest, respecting the rights and interests of members, stakeholders and those involved in community safety programs
- e. Equity: all members have opportunities for involvement in the governance of the PPSCN
- f. Sharing: of resources, including costs for administration of the PPSCN
- g. Effectiveness and efficiency: processes and institutions producing results that meet needs while making the best use of resources, and encourage performance improvement whilst recognising and managing risk

- h. Accountability: of decision-makers to members and stakeholders; promoting ethical and responsible decision making; structuring the Board to lay solid foundations for management and oversight, to add value and to safeguard the reliability and integrity of financial reporting
- i. Strategic vision: leaders and the members have a broad and long-term perspective on good governance and human development, along with a sense of what is needed for such development. There is also an understanding of the historical, cultural and social complexities in which that perspective is grounded.

The corporate governance framework of the PPSCN shall consist of the rules of the Association; the Board of Management; the Annual and Special General Meetings of the Association; and the Annual Reports of the Association.

7. THE BOARD OF MANAGEMENT

7.1 Board Members and Office Holders

Board Membership

The Board shall comprise a maximum of 9 members including:

- 3 nominated by PPSCN Safe Community Accrediting Centres (one each from Australia, New Zealand and the United States of America)– these are to be the Co-Chairs of the Board
- 3 nominated by accredited Safe Communities (one each from Australia, New Zealand, and the United States of America)

3 nominated by PPSCN Support Centres (one each from Australia, New Zealand and the United States of America) While multiple nominations are invited from within countries, only the highest polling candidate from each category for any one country will be elected to the board. Consequently, the board can have no more than 3 representatives from any country.

A Call for Nominations will be sent to each PPSCN Accrediting Centres for in country coordination. If more nominations are received than positions are available in country elections will be held for that category. Each eligible PPSCN member will be sent election papers via electronic mail. Voting for each category will be open for a two-week period.

7.2 Powers and duties

The affairs of the association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.

The Board has the management and control of the funds and other property of the association.

The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

The Board shall appoint a public officer as required by the Act.

Any three (3) Members of the Board (from different countries) shall have power to call a meeting of the Board. Notice of meetings shall be given at the previous Board meeting or by fourteen (14) days written notice distributed to all Board members.

7.3 Appointment

The Board shall be comprised of three (3) Co-Chairs, and up to six Board members (one of whom will hold the position of Secretary).

A Board member shall be a natural person.

The first Board of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first Board shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the Board, who shall be chosen by ballot, shall retire from the Board. At each bi-annual (every two years) general meeting one third of the members of the Board, being the longest serving members, shall retire.

A retiring Board member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 14 days before the AGM by delivering the nomination of that person to the Secretary of the association. The nomination shall be signed by the proposer and by the nominee.

Notice of all persons seeking election to the Board shall be given to all members of the association with the notice calling the meeting at which the election is to take place.

The Board may appoint a person to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the association and shall be eligible for election to the Board without nomination.

Board Terms

At the first Board meeting, two-thirds of the Board members will be elected for a four year term and the other third for a 2 year term. Thereafter members will be elected for 4 year terms, therefore meaning that elections will take place every 2 years.

A Board member may be elected for successive terms. However, no Board member may serve for more than two (2) successive four (4) year terms, i.e. for more than eight consecutive years. Board members who have served eight years shall be eligible to run for the Board again at least two years after the end of the initial eight year period.

Proceedings of the Board

The Board shall meet at least every 3 months. Meetings of the Board may be held at such time, date, and location determined by the Co-Chairs. Notice and agenda of the meetings shall be sent at least 14 days prior to the meeting. Meetings may be conducted in person or by teleconference or video conference. If any matter requires urgent attention between Board meetings, the Co-Chairs shall notify all Board members and conduct a vote by e-mail. For all meetings, whether held in person, by teleconference or by e-mail, at least 5 Board members must participate to form a quorum.

Board Voting

Decisions are made by a simple majority of votes cast. In the event that the votes cast for and against a motion are equal, the Co-chair appointed to lead the meeting shall have a casting vote.

Disqualification of Board Members

The office of a Board Member shall become vacant if a Board Member is disqualified from being a Board Member by the Act; expelled as a Member under these Rules; permanently incapacitated by ill health; absent without apology from more than three meetings in a financial year; or no longer the duly appointed representative of an organisation invited to nominate a member under these Rules.

8. THE SEAL

The Association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the expressed authorisation of the Board, and every use of the seal shall be recorded in the minutes of the Association.

Any two members of the Board shall witness the affixing of the seal.

9. GENERAL MEETINGS

9.1 Annual General Meetings

The Board shall call an Annual General Meeting in accordance with the Act and these Rules.

The first Annual General Meeting shall be held within 18 months after the incorporation of the Association, and thereafter within four (4) months after the end of the financial year.

The order of business at the Annual General Meeting shall be the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting; the consideration of the accounts and reports of the Board and the Auditor's report; the election of Board Members (every two years); the

appointment of Auditor; any other business requiring consideration by the Association in General Meeting of which notice is given according to these Rules.

9.2 Special General Meetings

All General Meetings other than the Annual General Meeting are Special General Meetings of the Association.

The Board may call a Special General Meeting of the Association at any time.

Upon a requisition in writing of not less than fifty per cent (50%) of the total number of Members of the Association, the Board shall within one (1) month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.

Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.

9.3 Notice of General Meetings

At least 14 days' notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of business to be transacted at the meeting.

At least 21 days' notice of a meeting at which a special resolution is to be proposed shall be given to Members.

The Association may serve notice to any Member by serving the Member with the notice personally, or by sending it by post, including electronic mail, to the address in the register of Members.

9.4 Proceedings at General Meeting

Ten (10) Members present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.

If a quorum of Members is not present within 30 minutes of the time appointed for the General Meeting, the meeting shall be cancelled.

A Co-Chair shall preside at the General Meeting of the Association.

If any of the Co-Chairs are not present within ten minutes of the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Member present to be the Chair of that meeting.

9.5 Voting at General Meeting

Subject to these Rules, every Member of the Association has only one vote at a meeting of the Association.

Subject to these Rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of Members who vote in person or, by proxy, at that meeting.

9.6 Special and ordinary resolutions

A special resolution is a special resolution as defined by the Act.

An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

9.7 Proxies

A member shall be entitled to appoint in writing, in the form as detailed in Appendix 2, a natural person who is also a Member of the Association to be their proxy, and attend and vote at any General Meeting of the Association.

10. MINUTES

Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Board shall be entered within one (1) month after the relevant meeting in minutes kept for the purpose.

The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the Members of the Board (as relevant) at a subsequent meeting.

The minutes kept pursuant to this rule shall be signed by the Co-Chairs of the meeting at which the proceedings took place or by the Co-Chairs of the next succeeding meeting at which the minutes are confirmed.

Where minutes are entered and signed they shall be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held.

11. DISPUTE RESOLUTION

The dispute resolution procedure set out in this rule applies to disputes under these Rules between a Member and another Member, or a Member and the Association. The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all the parties. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

12. FINANCIAL MANAGEMENT AND REPORTING

12.1 Financial year

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

12.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

13. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its objects 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 reimbursement to a Member for expenses incurred on behalf of the Association.

14. WINDING UP

The Association may be wound up in the manner provided for in the Act.

15. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains surplus assets as defined in the Act, such surplus assets shall be distributed to one or more regularly organised and qualified charitable, educational, scientific, or philanthropic organisation, with similar principles and goals as the PPSCN. This organisation or organisations will be selected by the Board.

16. RULES

These Rules may be altered (including an alteration to the Association's name) by special resolution of the Members of the Association. This includes rescission or replacement by substitute rules. The alteration shall be registered with the Office of Consumer and Business Services (South Australia) as required by the Act.

The registered Rules shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

APPENDIX 1 – MEMBERSHIP CONFIRMATION

MEMBERSHIP CONFIRMATION OF THE PPSCN INCORPORATED

Applicant:

I,

Representing (name of Safe Community, Accrediting/Support Centre).
.....

Ph (including international dialling codes):

Postal Address

Email:

Agree with and support the objects and purposes of the PPSCN and have been appointed as the representative of the member of the Association.

I agree to be bound by the Rules of the Association.

Signature of Applicant:

Date:

Proposer

I, a member of the
.....(name of SC, Accrediting/Support Centre), nominate the applicant, who is personally known to me, as the representative of our group for membership of the Association.

Signature of Proposer:

Date:

APPENDIX 2 – FORM OF APPOINTMENT OF PROXY

PPSCN (the Association)
FORM OF APPOINTMENT OF PROXY

I, _____(insert name) of _____(group representing), being a Member of the Association appoint _____(insert name) of _____(group representing), being a Member of the Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the _____(insert day) day of _____(insert month), _____(insert year) and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) the proposal and resolution to _____(insert details).

Signature of Member: _____

Date: