

Rules of Procedure for meetings of the Forum Councillors of the APF

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Rules of Procedure for a meeting of Forum Councillors of the APF

1. Statement of Purpose

Forum Councillors of the Asia Pacific Forum of National Human Rights Institutions (APF) (Forum Councillors) are directors for the purposes of the Australian *Corporations Act (Cth) 2001* (the Corporations Act). The Forum Councillors are responsible for managing the APF's business and affairs. A meeting of Forum Councillors provides an opportunity for Forum Councillors to meet and discuss general business, policy, strategy and membership issues of the APF. The following Rules of Procedure apply to meetings of Forum Councillors.

2. Convening a meeting of Forum Councillors

2.1 Frequency, time and place

The Forum Councillors may meet together and otherwise regulate their meetings as they think fit. They will, however, hold a meeting of Forum Councillors once in each calendar year immediately before the APF Annual General Meeting ('AGM').

This rule above accords with clause 14.6 of the Constitution and S.248C of the Corporations Act..

2.2 Adjournment of a meeting of Forum Councillors

The Forum Councillors may adjourn their meetings as they think fit.

This rule above accords with clause 14.6 of the Constitution and S. 248C of the Corporations Act..

2.3 Notice of a Meeting of Forum Councillors

At least 6 weeks notice must be given to each Forum Councillor for the meeting of Forum Councillors held immediately before the APF AGM. Reasonable notice should be provided for all other meetings of Forum Councillors. Such notice must be given either personally, by telephone, facsimile, electronic means or by post. The notice must specify the time and place of the meeting. It may state the general nature of the business to be transacted at the meeting.

This rule above accords with clause 14.8 of the Constitution.

3. Documentation for a meeting of Forum Councillors

3.1 Provision of background papers

Background papers prepared will be available to all Forum Councillors 14 days prior to the meeting of Forum Councillors which occurs immediately before the APF AGM.

Background papers for all other meetings of Forum Councillors will be provided as soon as practicable prior to the meeting.

There are no rules in the Constitution or the Corporations Act which govern this Rule.

3.2 Communications/submissions by members prior to a meeting of Forum Councillors

Any communications, submissions or documents to be tabled at a meeting of Forum Councillors should be forwarded to the APF Secretariat by electronic mail within 21 days of the date of the meeting.

There are no rules in the Constitution or the Corporations Act which govern this Rule.

4. Attendance, Representation and Credentials

4.1 Forum Councillors

All Forum Councillors may attend and vote at a meeting of Forum Councillors.

This rule above accords with clause 13.5(f) of the Constitution and s249V of the Act.

4.2 Appointment of Alternate Forum Councillors to attend and vote at a meeting of Forum Councillors

A Forum Councillor may, with the approval of the Forum Councillors, appoint a person as his or her alternate for a specified period in accordance with rule 14.14 of the Constitution. If the appointer does not attend the meeting, the alternate Forum Councillor may attend and vote in place of, and on behalf of, the appointer.

This rule above accords with clause 14.14 of the Constitution and s201K of the Corporations Act.

4.3 Invitation to attend a meeting of Forum Councillors

The Forum Councillors may invite any person to attend a meeting of Forum Councillors or part thereof. Invitees may speak, with the permission of the Chairperson, but not vote at the meeting.

4.4 Credentials

All invitees must inform the Secretariat in writing of their intention to attend a meeting of Forum Councillors at least two weeks in advance of the meeting and, if an organisation, must nominate one spokesperson for their organisation.

5. Conduct of meetings of Forum Councillors

5.1 Chairperson

The Forum Councillors may elect a Forum Councillor as Chairperson (and one or more Forum Councillors as deputy Chairpersons) and may decide the period for which that person is to be the Chairperson¹.

The Chairperson elected by the Forum Councillors must preside as Chairperson at meetings of Forum Councillors.

If at a meeting there is no Chairperson, or the Chairperson is not present within ten minutes after the time appointed for the meeting, or the Chairperson is present but is unwilling to chair the meeting, then the Forum Councillors present must elect one of the Forum Councillors as Chairperson.

The Chairperson shall be responsible for the control of the meeting and for ensuring that the Rules of Procedure are adhered to. Any question arising relating to the order of business, procedure or conduct of the meeting must be referred to the Chairperson whose decision is final.

This rule above accords with clauses 14.10 of the Constitution.

Section 248E in the Corporations Act regarding chairing meetings of members is a replaceable rule.

5.2 Business to be discussed

The Forum Councillors must discuss any applications for membership to the APF which have been received since the preceding meeting of Forum Councillors. The applicant must not be in attendance while their application for membership is being discussed.

The Forum Councillors may discuss such other business as they see fit. However, where a Forum Councillor has a material personal interest in an issue that is being discussed they must not be present while the matter is being considered.

This rule above accords with section 195E of the Corporations Act and clause 11 of the Constitution.

5.3 Quorum

¹ Generally the positions of Chairperson, first and second deputy Chairpersons are rotated annually. The established practice has been that the Chairperson/Chief Commissioner/President of the host institution of the APF Annual General Meeting (AGM) is elected as the Chairperson of the APF. The position of first deputy Chairperson is accorded to the Chairperson/Chief Commissioner/President of the institution that will host the next AGM and the position of second deputy Chairperson is accorded to the Chairperson/Chief Commissioner/President of the institution that held the most recently concluded AGM.

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.

A quorum consists of a fixed number for the quorum determined by the Forum Councillors.

If the Forum Councillors have not fixed a number, a quorum will be:

- (i) If the number of Forum Councillors is 9 or less, 3 Forum Councillors;
- (ii) If the number of Forum Councillors is between 10 and 15, 4 Forum Councillors; or
- (iii) If the number of Forum Councillors exceeds 15, 5 Forum Councillors.

This rule above accords with clause 14.9 of the Constitution.

5.4 Order for discussion

The order for discussion is progression through the agenda.

5.5 Decision-making

Decisions at a meeting of Forum Councillors should, as far as possible, be arrived at by consensus. Where there is no consensus decisions 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. Each Forum Councillor has one vote. Where the votes on a proposed resolution are equal the Chairperson does not have a second or casting vote and the proposed resolution is lost.

This rule above accords with clause 14.12 of the Constitution and Section 249G of the Corporations Act.

5.6 Written resolutions

If a majority of Forum Councillors entitled to vote at a meeting of Forum Councillors assent to a document containing a statement that an act, matter or thing has been done, or a resolution has been passed, and they would have constituted a quorum at a meeting of Forum Councillors then that act, matter, thing or resolution is taken as done at or passed by a meeting of the Forum Councillors.

If the Forum Councillors assented to the document at different times or on different days, the meeting will be taken as being held at the latest time, or on the last day, when the document was assented to.

A Forum Councillor may signify assent to a document by signing the document or by notifying the Forum Councillors of the Forum councillor's assent in person or by post, telephone, fax or other electronic means.

This rule above accords with clause 14.13 of the Constitution.

5.7 Working language of a Meeting of Forum Councillors

The working language of the meetings of the APF shall be English.

6. The APF secretariat

6.1 Role

The Secretariat shall facilitate the work of the meeting of the Forum Councillors by:

- (i) Providing necessary advice, clarifications, inputs and information;
- (ii) Acting as resource persons – particularly in the preparation of background papers; and
- (iii) Summarising discussions and preparing the final report of the meeting.

6.2 Reporting

The Secretariat will publish the executive summary of the meeting of the Forum Councillors within 60 days of the meeting being held.

7. Adoption and Amendment of Rules of Procedure

7.1 Adoption and Amendment

These Rules shall come into force on adoption by the Forum Councillors, will remain in force until amended by the Forum Councillors, and can be amended by the Forum Councillors as required.

7.2 Matters not covered by the Rules

Any matter not covered by these rules may be determined by a vote of the Forum Councillors.