

## #2 - Management Organisation and Governance

African AIDS Foundation

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### Company Structure

African AIDS Foundation (AAF) is constituted as a not-for-profit public company limited by guarantee. It is registered company under the Corporations Law of New South Wales.

### Directors

The founding directors of the company were:

Ken Allen	Chartered Accountant
Peter Archer	Practice Manager and Baptist Minister
Donald Jamieson	Retired Accountant
John Schwarz	General Practitioner
Rosalie Schwarz	Business Owner
Brian Stewart	Baptist Minister

The Board of Directors, as at 1 March 2009, are as follows:

David Cooper	Retired High School Teacher
Geoff Hoskin	Retired Business Owner
Sharon Pascoe-Thomas	Nurse
Natalie Hutchings	School Teacher
Stephan Hutchings	Electrical Contractor
John Schwarz	General Practitioner
Rosalie Schwarz	Business Owner
Bruce Willmann	Company Executive

### Membership

The company structure provides for membership. Membership is by application. Directors are automatically members. Directors and members are recorded in the registers. An Annual General Meeting of members is held each year to elect directors, accept the financial report and appoint an auditor.

Members may, by request to the directors, view minutes of Directors' Meetings, Annual General Meetings and financial information. Copies of financial and annual reports together with Auditors reports are supplied to members each year and also published on the AAF website.

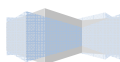
Requests from members for information regarding decisions of the board may be verbal or in writing. The secretary, following resolution of the Board, will respond to all such requests in writing.

### Management

Effectively, the directors of AAF manage all the day-to-day affairs of the company. The Board meets approximately 10 times each year. The key Board positions appointed annually are Chairman, Secretary, Treasurer and Public Officer.

The Constitution allows for the appointment of an Executive Officer. As yet, the Board has chosen not to fill this position. The Board has also made provision for the position of Overseas Project Coordinator.

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Management procedures and policy formation is conducted at Board level while day-to-day responsibility for the Foundation's affairs is divided into a number of task groups under the supervision of a designated Director. These various Board sub-committee groups currently include:

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- Advocacy and Partner Relations;
- Secretarial and Administration;
- Volunteer Program Coordination; and
- Marketing and Fundraising;
- Website Management;
- Membership Communication and Liaison

Each task groups may co-opt non-board member volunteers for specialised assistance or administrative support activities. These groups meet as required and the designated directors report to each Board meeting. All decisions related to policy are retained at Board level.

The Chairman and Secretary, ex officio may be involved with all the sub-committee groups.

While African AIDS Foundation is currently not a signatory to the Australian Council for International Development (ACFID) Code of Conduct, it is working towards compliance with this standard and possible membership of ACFID. The Code of Conduct is used as a guide in conduct and policy development by the Foundation.

