



## **CONSTITUTION OF THE**

## **COUNCIL OF AUSTRALASIAN TRIBUNALS INC**

**Fair Trading Number 9885536INC**

**Date: 9 June 2017**

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## **PART 1 – PRELIMINARY**

### **1. Name of Organisation**

The organisation shall be known as the “Council of Australasian Tribunals Inc.” (hereafter referred to as ‘the Council’).

### **2. Purpose**

The Council is an Australasian body that:

- (1) supports the work of administrative and civil tribunals and promotes excellence in administrative justice;
- (2) provides a forum and acts as a catalyst for discussion, education, research, policy development and law reform in the field of administrative justice;
- (3) promotes and encourages tribunals to develop best practice models and standards of behaviour and conduct;
- (4) develops and provides training material to support tribunal members.

### **3. Objects**

The objects of the Council are to:

- (1) Enhance and expand contact among members of the administrative justice community by:
  - (a) improving communications and regional contacts among tribunals and members;
  - (b) acting as a national forum through conferences and its website.
- (2) Promote awareness of the role and importance of administrative justice by:
  - (a) working with tribunals, organisations and governments to develop and promote administrative justice;
  - (b) working with regional bodies and chapters to raise awareness about the work of tribunals;
  - (c) proposing initiatives and making representations on matters having an impact on administrative justice, tribunals and tribunal members.
- (3) Provide support and services of value to its membership by:
  - (a) promoting, encouraging and working in partnership with tribunals and chapters to ensure that adequate educational opportunities exist for tribunal members;
  - (b) developing training resources for Tribunal member.

### **4. Definitions**

- (1) In this Constitution, unless the context otherwise requires:

**Council** means the organisation established in accordance with this Constitution.

**Executive Committee** means the Executive Committee of the Council referred to in Part 3.

**Member** means a Tribunal that is a member of the Council.

**Officer** means a member, administrator or registrar of a Tribunal.

**Presiding Officer** means the member of a Tribunal who holds the office, however styled, most senior within that Tribunal.

**Special general meeting** means a general meeting of the Council other than an Annual General Meeting.

**the Act** means the *Associations Incorporation Act 2009* (NSW).

**the Regulation** means the *Associations Incorporation Regulation 2016* (NSW).

**Tribunal** means any Commonwealth, State, Territory or New Zealand body whose primary function involves the determination of disputes, including administrative review, party/party disputes and disciplinary applications but which in carrying out this function is not acting as a court.

- (2) In this Constitution, unless the context otherwise requires:
  - (a) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
  - (b) words importing a gender include each other gender; and
  - (c) words in the singular number include the plural and words in the plural number include the singular.
- (3) In this Constitution:
  - (a) a reference to a function includes a reference to a power, authority and duty, and;
  - (b) a reference to the exercise of a function includes, if the function is a duty, reference to the performance of that duty.
- (4) The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.
- (5) A power conferred by this Constitution may be exercised from time to time as the occasion requires.

## **PART 2 – MEMBERSHIP**

### **5. Membership of the Council**

- (1) Any Tribunal that is supportive of the objects of the Council is eligible for membership of the Council.
- (2) A Tribunal that wishes to become a member may lodge a written application with the Secretary, in the form approved by the Executive Committee from time to time, along with the annual fee required by clause 10.
- (3) After receiving the application, the Secretary must refer the nomination to the Executive Committee which is to determine whether to approve or reject the application.
- (4) The Executive Committee may, in their discretion, admit the applicant to membership or refuse the application.
- (5) As soon as practicable after the Executive Committee makes a decision to admit or reject a Tribunal to membership:
  - (a) the Secretary must notify the Tribunal, in writing, of the outcome and
  - (b) if admitted, enter the Tribunal's name and details on the register of members of the Council.
- (6) By submitting an Application Form, the Tribunal applying to become a member agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards of the Council prescribed by the Executive Committee from time to time.

### **6. Entitlements of Members**

- (1) Upon the name being entered into the register, the Tribunal becomes a member of the Council and is entitled to:
  - (a) vote at the Annual General Meeting and any Special Meeting held during the financial year;
  - (b) have its Presiding Officer or the Presiding Officer's nominee stand for election as an Office-Bearer of the Executive Committee
  - (c) receive from the Council full access to data on the Council's web site, research data and publications of the Council published during that financial year.

A Tribunal that is a member is entitled to participate through its Presiding Officer or the Presiding Officer's nominee.

## **7. Register of Members**

- (1) The public officer of the Council must establish and maintain a register of members (in written or electronic form) specifying the name, postal and email address(s) of the Tribunal which is a member of the Council together with the date on which the Tribunal became a member.
- (2) The register of members must be kept in New South Wales at:
  - (a) the principal place of administration of the Council, or
  - (b) such other place as the Executive Committee sees fit.
- (3) A member must promptly notify the Council of any change in the details with respect to that member which are recorded in the register of Members.
- (4) The register of members must be open for inspection, free of charge, by any member of the Council, by appointment with the Secretary.
- (4) A member of the Council may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Council or other material relating to the Council, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8. Cessation of Membership**

- (1) A member Tribunal may resign from membership by written notice to the Secretary.
- (2) A member Tribunal may be expelled from membership in accordance with clause 12.
- (3) A Tribunal shall cease to be a member if the Tribunal fails to pay the annual fee as provided for in this Constitution by the end of the period of 12 months after that fee has fallen due.

## **9. State, Territory and New Zealand Chapters**

- (1) In addition to there being the Council, there may also be New Zealand and Australian State or Territory chapters of COAT, headed by a Convenor of each chapter.

- (2) New Zealand and Australian State or Territory chapters should support the objects of the Council as set out in this Constitution.
- (3) As independent organisations, associations or entities, New Zealand and Australian State or Territory chapters have the responsibility to ensure they are compliant with any relevant legislation or governance requirements as they applies to them.

#### **10. Annual membership fee**

- (1) The Executive Committee may determine, from time to time, the annual membership fee.
- (2) The first annual membership fee must be submitted with the application for membership of the Council. Thereafter, each member must pay the annual membership fee in advance by the due date determined by the Executive Committee and notified to members.
- (3) The Executive Committee may waive the payment of all or any part of the Subscription Fee for a member.
- (4) A member whose annual membership fee remains unpaid for up 12 months after the due date for payment shall be taken to be an un-financial member. In accordance with clause 8(3) membership is terminated if the membership fee remains unpaid for more than 12 months after the due date for payment.

#### **11. Members Liabilities**

The liability of a member of the Council to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the member in respect of the membership of the Council as is required by clause 10.

#### **12. Resolution of internal disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the Council, or a dispute between a member or members and the Council, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

#### **13. Discipline of members**

- (1) The Executive Committee may, by resolution, expel a member from the Council if satisfied that:



- (a) the member has ceased to be a tribunal within the definition in clause 4(1); or
  - (b) the member does not comply with the provisions of this Constitution; or
  - (c) the member acts in a manner which in the opinion of the Committee is prejudicial to the interests of the Council.
- (2) The Executive Committee must not expel a member pursuant to clause 13(1) without providing that member with a reasonable opportunity to make submissions to the committee in relation to their proposed expulsion.
- (3) If the Executive Committee expels a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 14.
- (4) The expulsion does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Council confirms the resolution under clause 14, whichever is the later.

#### **14. Right of appeal of disciplined member**

- (1) A member may appeal to the Council in general meeting against a resolution of the Executive Committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Executive Committee which is to convene a general meeting of the Council to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Council convened under subclause (3):
- (a) no business other than the question of the appeal is to be transacted; and
  - (b) the Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Council.

## **PART 3 – THE EXECUTIVE COMMITTEE**

### **15. Powers of the Executive Committee**

- (1) The powers of the Executive Committee are subject to the Act, the Regulations, this Constitution and any resolution passed by the Council at a general meeting.
- (2) The Executive Committee:
  - (a) is to control and manage the affairs of the Council, and
  - (b) may exercise all such functions as may be required by the Council, other than those functions that are required by these rules to be exercised by a general meeting of the Council; and
  - (c) has the power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Council.

### **16. Constitution and membership**

- (1) The Executive Committee consists of:
  - (a) the office bearers of the Council as per clause 16(3) below; and
  - (d) at least 3 ordinary committee members.
- (2) The office-bearers of the Executive Committee are to be elected at the annual general meeting of the Council in accordance with Clause 18.
- (3) The office-bearers are:
  - (a) the Chair;
  - (b) the Deputy Chair;
  - (c) the Treasurer; and
  - (d) the Secretary.
- (4) The ordinary committee members are not elected but are to be determined as follows:
  - (a) there should be a representative from a New Zealand tribunal and from a tribunal of each State and Territory of Australia;
  - (b) the representative must be from a tribunal that is a financial member of the Council;
  - (c) the representative should be nominated by the relevant Chapter or, in the absence of a nomination, may be appointed by the office-bearers of the Executive Committee.
- (5) The Executive Committee shall appoint a person as the Public Officer of the Council. During any vacancy in that office or in the absence of an appointment to that office, the Secretary shall be the Public Officer of the Council
- (6) During any vacancy in the office of Secretary, the Public Officer shall be the Secretary of the Council.
- (7) The office-bearers of the Council are, subject to these rules, to hold office until the conclusion of the Annual General Meeting following the date of the office

bearers' election, but are eligible for re-election. The ordinary members of the Executive Committee are to hold office until the conclusion of the Annual General Meeting following their nomination or appointment to the Executive Committee.

- (8) There is no maximum number of consecutive terms for which an office-bearer or ordinary committee member may hold office.
- (9) The Executive Committee may appoint an Executive Officer, Secretariat Manager or other administrative officer to assist the Executive Committee in carrying out its duties.

## **17. Election of office-bearers**

- (1) Nominations of candidates for election as office-bearers of the Council:
  - (a) must be made in writing, signed by two members of the Council and accompanied by the consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) must be delivered to the Secretary of the Council at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) Any officer of a tribunal that is, or proposes to become, a member of the Council is eligible to stand for election as an office-bearer of the Executive Committee.
- (3) If insufficient nominations are received to fill all vacancies for office-bearers on the Executive Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (4) If insufficient further nominations are received, any vacant office-bearer positions remaining on the Executive Committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) The ballot for the election of office-bearers of the Executive Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Executive Committee may direct.

## **18. Secretary**

- (1) The Secretary of the Council must, as soon as practicable after being appointed as Secretary, lodge notice with the Council of his or her address.
- (2) It is the duty of the Secretary to keep or cause to be kept (whether in written or electronic form), minutes of:
  - (a) all appointments of office-bearers and persons appointed to the Executive Committee

- (b) the names of members of the Executive Committee present at an Executive Committee meeting and the names of attendees at a general meeting; and
  - (c) all proceedings at Executive Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the Chair of the meeting or by the Chairperson of the next succeeding meeting.
- (4) The signature of the Chair may be transmitted by electronic means for the purposes of sub clause(3).

## **19. Treasurer**

It is the duty of the Treasurer of the Council to ensure:

- (a) that all money due to the Council is collected and received and that all payments authorised by the Council are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the Council including full details of all receipts and expenditure connected with the activities of the Council.

## **20. Casual Vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Executive Committee, the committee may appoint a member of the Council to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Executive Committee occurs if the member:
- (a) dies, or
  - (b) the member Tribunal of which the person is the representative ceases to be a member of the Council; or
  - (c) becomes a bankrupt; or
  - (d) resigns office by notice in writing given to the Secretary; or
  - (e) is removed from office under clause 20; or
  - (f) becomes a mentally incapacitated person; or
  - (g) is absent without the consent of the Executive Committee from all meetings of the Committee held during a period of 6 months.

## **21. Removal of office-bearer**

- (1) The Council in general meeting may by resolution remove any office-bearer of the Executive Committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If an office-bearer of the Executive Committee to whom a proposed resolution referred to in clause 21(1) relates, makes representations in writing to the Secretary (not exceeding a reasonable length) and requests that the representations be notified to the members of the Council, the Secretary may send a copy of the representations to each member of the Council or, if the

representations are not so sent, the person is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **22. Meetings and quorum**

- (1) The Executive Committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the Executive Committee may be convened by the Chair or by any member of the Executive Committee.
- (3) Oral or written notice of a meeting of the Executive Committee must be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause 22(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the members of the Executive Committee present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the Executive Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Executive Committee:
  - (a) the Chair or, in the Chair's absence, the Deputy Chair is to preside; or
  - (b) if the Chair and the Deputy Chair are absent or unwilling to act, such one of the remaining members of the Executive Committee as may be chosen by the members present at the meeting is to preside.

## **23. Use of technology at committee meetings**

- (1) An Executive Committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in an Executive Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **24. Delegation by Executive Committee to sub-committee**

- (1) The Executive Committee may, by instrument in writing, delegate to one or more sub-committees the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Executive Committee by the Act or by any other law.
- (2) The membership of each subcommittee must include a member of the Council and may also include others co-opted by the Council to form part of that subcommittee.
- (3) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (4) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (5) Despite any delegation under this clause, the Executive Committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- (7) The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (8) A sub-committee may meet and adjourn as it thinks proper.

## **25. Voting and decisions**

- (1) Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member of the Executive Committee present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding over the meeting may exercise a second or casting vote.
- (3) The Executive Committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

## **PART 4 – GENERAL MEETINGS**

### **26. Annual General Meeting – holding of**

- (1) The Council must hold its annual general meeting following the end of the financial year of the Council and within such time as may be allowed or prescribed under the Act.
- (2) The financial year of COAT shall run from 1 January to 31 December each year.
- (3) Subject to clause 26(1) and (2), the annual general meeting of the Council is to be convened on such date and at such place and time as the Executive Committee thinks fit.

### **27. Annual General Meeting – calling of and business at**

- (1) In addition to any other business which may be transacted at an annual general meeting, the business of the annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive the Executive Committee's report on the activities of the Council during the last preceding financial year;
  - (c) to elect the office-bearers of the Council;
  - (d) to receive and consider any financial statement required to be submitted to members of the Council under the Act.
- (2) An annual general meeting must be specified as such in the notice convening it.

### **28. Special General Meeting – calling of**

- (1) The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Council.
- (2) The Executive Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Council.
- (3) A requisition for a special general meeting:
  - (a) must be in writing;
  - (b) must state the purpose or purposes of the meeting; and
  - (c) must be signed by the members of the Council making the requisition; and
  - (d) must be lodged with the Secretary; and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members of the Council making the requisition.
- (4) If the Executive Committee fails to convene a special general meeting to be held with 1 month after the date on which a requisition for the meeting is lodged with the Secretary, any one or more of the members of the Council who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members of the Council as referred to in clause 28(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee and any member of the Council who consequently incurs expense is entitled to be reimbursed by the Council for any expense so incurred.
- (6) For the purposes of clause 28(3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **29. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member of the Council specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member of the Council specifying, in addition to the matter required under clause 29(1), the intention to propose the resolution as a special resolution. Note: A special resolution must be passed in accordance with section 39 of the Act.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 27(1).
- (4) A member of the Council desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **30. Quorum for General Meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members of the Council entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members of the Council present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members of the Council, is to be dissolved;  
and



- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members of the Council given before the day to which the meeting is adjourned) at the same place.
- (4) If, at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members of the Council present (being at least 3) is to constitute a quorum.

### **31. Chair to preside**

- (1) The Chair or, in the Chair's absence, the Deputy Chair, is to preside as Chair at each general meeting of the Council.
- (2) If the Chair and the Deputy Chair are absent or unwilling to act, the members of the Council present must elect one of their number to preside as Chair at the meeting.

### **32. Adjournment**

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of the majority of members of the Council present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clause 32(1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **33. Making of decisions**

- (1) A question arising at a general meeting of the Council is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 36 applies, any appropriate corresponding method that the committee may determine, or
  - (b) if on the motion of the Chair or if five or more members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (3) Clause 33(2) applies to a method determined by the committee under clause 33(1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chair.

#### **34. Special resolution**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

#### **35. Voting**

- (1) On any question arising at a general meeting of the Council, a member of the Council has one vote only.
- (2) All votes must be given personally or by proxy but no member of the Council may hold more than five (5) proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the Chair of the meeting is entitled to exercise a second or casting vote.
- (4) A member of the Council or proxy is not entitled to vote at any general meeting of the Council unless all money due and payable by the member of the Council or proxy to the Council has been paid, other than the amount of the annual fee payable in respect of the then current year.

#### **36. Postal or electronic ballots**

- (1) The Council may hold a postal or electronic ballot (as the Executive Committee determines) to determine any issue or proposal (other than an appeal under clause 14).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **37. Appointment of proxies**

- (1) Subject to the Act, each member shall be entitled to appoint another member as proxy by notice given to the Secretary up until 2 working days immediately before the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form as approved by the Executive Committee from time to time.

#### **38. Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Executive Committee that gives each of the Council's members a reasonable opportunity to participate.

- (2) A member of the Council who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **PART 5 – MISCELLANEOUS**

### **39. Insurance**

The Council may effect and maintain insurance.

### **40. Funds - source**

The funds of the Council are to be derived from annual fees of members, donations and, subject to any resolution passed by the Council in general meeting, such other sources as the Executive Committee determines.

### **41. Funds – management**

- (1) Subject to any resolution passed by the Council in general meeting, the funds of the Council are to be used in pursuance of the objects of the Council in such manner as the Executive Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by any 2 authorised signatories . The Council’s public officer is, by virtue of that office, an authorised signatory for the Council. The Executive Committee may appoint other authorised signatories from its members or the Council’s administration such as the Executive Officer or Secretariat Manager.
- (3) The Executive Committee may determine the manner in which and persons by whom cheques, promissory notes, bankers’ drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Council, may be signed, drawn, accepted, endorsed or otherwise executed.

### **42. Accounting records and Annual Financial Statements**

The Executive Committee must ensure that:

- (a) correct books, accounts and financials are kept showing the financial affairs of the Association;
- (b) an Annual Financial Statement is prepared for each Financial Year of the Association, after the books of account of the Association have been reviewed as determined by the Executive Committee, by a certified practising accountant or chartered accountant, and that the Annual Financial Statement is presented at the relevant Annual General Meeting and lodged in accordance with the Act, legislation and compliance requirements.

### **43. Not for profit**

Subject to the Act and the Regulation, the Council must apply its funds and assets solely in pursuance of the objects of the Council and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

#### **44. Distribution of property on winding up of Council**

- (1) Subject to the Act and the Regulation, in a winding up of the Council, any surplus property of the Council is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of the Council is a reference to that property of the Council remaining after satisfaction of the debts and liabilities of the Council and the costs, charges and expenses of the winding up of the Council.

#### **45. Alteration of objects and rules**

This Constitution may be altered, rescinded or added to only by a special resolution of the Council.

#### **46. Common seal**

- (1) The common seal of the Council must be kept in the custody of the Public Officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal must be attested by the signatures of 2 members of the Executive Committee.

#### **47. Custody of books, etc.**

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales and at the Council's official address, in the custody of the Public Officer or otherwise as the Executive Committee determines from time to time.
- (2) The Public Officer may at his/her discretion permit accounting books and other records and documents relating to the Council to be kept in the custody of administration such as the Secretariat Manager or the Executive Officer.

#### **48. Inspection of books.**

- (1) The following documents must be open to inspection, free of charge, by a member of the Council at any reasonable hour:
  - (a) records, books and other financial documents of the Council,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the Council.
- (2) A member of the Council may obtain a copy of any of the documents referred to in clause 48(1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite clause 48(1) and(2), the Executive Committee may refuse to permit a member to inspect or obtain a copy of records of the Council that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Council.

#### **49. Service of notices on the Council**

For the purposes of this constitution, where the Council is required to be notified or where a document is required to be lodged with the Council, a person may notify the Council or lodge documents with the Council by email or other electronic means.

#### **50. Service of notices by the Council**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally; or
  - (b) by sending it by pre-paid post to the address of the person; or
  - (c) by sending it by email or other electronic means to an address specified by the person for giving or service the notice.
- (2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (c) in the case of a notice sent by email or other electronic means, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date