

# Constitution

**The Career Industry Council of Australia  
(CICA) Incorporated**

REVISED 2009



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# **CONSTITUTION THE CAREER INDUSTRY COUNCIL OF AUSTRALIA (CICA) INCORPORATED**

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## **1. NAME**

The name of the association is The Career Industry Council of Australia (CICA) Incorporated or CICA as an abbreviation, referred to in this Constitution as "the Council".

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## **2. OBJECTS OF THE COUNCIL**

The objects of the Council are set out in the Council's:

- Purpose as defined in clause 2.1;
- Vision as defined in clause 2.2; and
- Mission Statement as defined in clause 2.3;

collectively referred to as the "Objects" of the Council.

### **2.1. Purpose**

The Career Industry Council of Australia (CICA) Inc is the national peak body for the career industry in Australia and represents the interests of its members, in particular, national, state and territory career practitioner associations and their career practitioner members, at the national level.

### **2.2. Vision**

The Career Industry Council of Australia's vision is to enhance participation and productivity by advocating the individual, social and economic benefits of quality career development for all Australians.

### **2.3. Mission Statement**

- Advocate the benefit and value of career development for all Australians;
- Promote access to career development learning and skill development for all Australians across the life-span;
- Develop research and evidence base to inform policy and best practice;
- Develop strategic relationships with stakeholders and policy makers;
- Promote quality frameworks to all stakeholders;
- Influence government, industry and community sectors to embed career development in workforce development;
- Influence all education sectors to embed career development in curricula;
- Enhance collegiality within the career industry to achieve agreed goals;
- Promote, implement and maintain professional standards for career development practitioners; and
- Enhance relationships with the international career development community.

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### 3. DEFINITIONS

In this Constitution, unless the contrary intention appears –

‘Executive Committee’ means the committee of management of the Council;

‘financial year’ means the year ending 31 December;

‘general meeting’ means a general meeting of members convened in accordance with clause 24;

‘member/s’ means all categories of membership unless otherwise stated;

‘Member’ means a career development organisation approved by the Executive Committee in its absolute discretion to meet the conditions of membership set out in clause 5.1;

‘Affiliate Member’ means an organisation approved by the Executive Committee in its absolute discretion to meet the conditions of membership set out in clause 5.2;

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### 4. CATEGORIES OF MEMBERSHIP

The categories of members of the Council are:

4.1. Members as defined in clause 5.1; and

4.2. Affiliate Members as defined in clause 5.2.

Where reference is made in this Constitution to “member/s” this includes both Members and Affiliate Members unless otherwise stated.

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### 5. QUALIFICATIONS FOR MEMBERSHIP

#### 5.1. MEMBERS

##### (a) Eligibility for Membership

An organisation shall be entitled to be a Member if they:

- (i) agree to comply with the conditions set out in clause 5.1(b); and
- (ii) have been approved by the Executive Committee in its absolute discretion as a career development organisation that meets the conditions of membership set out in clauses 5.1(b)(i), 5.1(b)(ii) and 5.1(b)(iii).

##### (b) Conditions of Membership

It is a condition of holding a membership that the Member agrees to:

- (i) comply with the Professional Standards for Australian Career Development Practitioners, this Constitution, the Council’s Code of Ethics, and all relevant rules, regulations, policies and procedures of the Council as developed, revised and promulgated by the Executive Committee from time to time in its absolute discretion;
- (ii) provide continuing professional development to its career practitioner members as required by the Executive Committee from time to time;
- (iii) subscribe to the Objects of the Council as set out in clause 2 of this Constitution.

#### 5.2. AFFILIATE MEMBERS

##### (a) Eligibility for Affiliate Membership

An organisation shall be entitled to be an Affiliate Member if they:

- (i) agree to comply with the conditions set out in clause 5.2(b); and

- (ii) have been approved by the Executive Committee in its absolute discretion to meet the condition of membership set out in clauses 5.2(b)(i) and 5.2(b)(ii).

**(b) Conditions of Affiliate Membership**

It is a condition of holding an affiliate membership that the Affiliate Member agrees to:

- (i) comply with this Constitution, the Council's Code of Ethics, and all relevant rules, regulations, policies and procedures of the Council as developed, revised and promulgated by the Executive Committee from time to time in its absolute discretion;
- (ii) subscribe to the Objects of the Council as set out in clause 2 of this Constitution.

**5.3. ADDITIONAL CLASSES OF MEMBERSHIP**

The Executive Committee may, in its absolute discretion, establish additional classes of members and prescribe the qualifications, rights, privileges and obligations of members of those classes.

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**6. APPLICATION FOR MEMBERSHIP**

- 6.1. Application for any category of membership shall be made in writing, signed by the applicant, accompanied with the applicable fee and shall be made in such form and content as the Executive Committee shall prescribe from time to time.
  - 6.2. All members shall provide to the Council a valid e-mail and postal address at all times for the purpose of receiving notices of meetings of the Council.
  - 6.3. Membership of the Council is not transferable to another organisation.
  - 6.4. The Executive Committee may require an organisation to execute such form of undertaking as they may stipulate as a condition of admitting that organisation as a member of the Council.
  - 6.5. As soon as practicable after the receipt of an application for membership, the Executive Committee shall consider and, in its absolute discretion, determine the acceptance or rejection of the application.
  - 6.6. The Executive Committee may require the applicant at any time to produce supporting documentation to show that the applicant satisfies the requirements of membership.
  - 6.7. Where an organisation is approved for membership, the secretary shall enter into the register of members the organisation's name and contact details and the organisation becomes a Member or Affiliate Member of the Council.
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**7. MEMBERSHIP FEES**

- 7.1. Membership fees shall be payable by all Members and Affiliate Members on admission to membership and on each succeeding calendar year on the 1st of January at such rate determined each year by the annual general meeting.

- 7.2. Where a Member or Affiliate Member fails to pay membership fees by the 31<sup>st</sup> of March each year, that organisation automatically ceases to be a member of the Council.
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## **8. REGISTER OF MEMBERS & EXECUTIVE COMMITTEE MEMBERS**

### **8.1. Register of Members**

- (a) The secretary of the Council shall establish and maintain a register of members of the Council specifying the name, e-mail address, postal address, telephone number and category of membership of each organisation who is a member of the Council together with the date on which the organisation became and ceases to be a member.
- (b) The register of members shall be kept at the principal place of administration of the Council and shall not be open for inspection, distribution or disclosure in whole or in part to any party other than Executive Committee members unless disclosure is required by law.

### **8.2. Register of Executive Committee Members**

- (a) The secretary of the Council shall establish and maintain a register of the members of the Executive Committee of the Council.
  - (b) The register of Executive Committee members must contain the name and residential address of each member and the date the person became and ceased to be a member of the Executive Committee.
  - (c) The register must be kept at the residential address of the public officer of the Council.
  - (d) The secretary must record in the register of Executive Committee members any change in the membership of the Executive Committee within 1 month after the change occurs.
  - (e) Where the Council ceases to exist, the person who was the public officer of the Council immediately before the Council ceased to exist must keep the register for a period of two years after the Council ceased to exist.
  - (f) The register of the members of the Executive Committee may, at all reasonable hours, be inspected by any person on reasonable notice without payment of any fee.
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## **9. RIGHTS OF MEMBERS**

9.1. **Members**, via their duly nominated representative in accordance with clauses 9.1(h) and 25.1, shall:

- (a) be eligible to hold any office of the Council, including any position of the Executive Committee;
- (b) have voting rights in accordance with this Constitution;
- (c) have access to the "Members Only" section of the Council's website;
- (d) receive broadcast e-mails, or other forms of communication, of the Council;
- (e) receive all issues throughout the course of the Member's membership of the Council's publications;
- (f) have access to the Council's professional activities as determined by the Executive Committee in its absolute discretion;
- (g) be invited to attend, at their own expense, the Council's conference if and when held by the Executive Committee in its absolute discretion;
- (h) be entitled, in accordance with clause 25.1, to have one nominee attend, at the Member's expense, any general meeting, including the annual general meeting, of the Council.

- 9.2. **Affiliate Members**, via their duly nominated representative in accordance with clauses 9.2(h) and 25.1, shall:
- (a) not be eligible to hold any office of the Council, including any position of the Executive Committee;
  - (b) not have voting rights in accordance with this Constitution;
  - (c) have access to the "Members Only" section of the Council's website;
  - (d) receive broadcast e-mails, or other forms of communication, of the Council;
  - (e) receive all issues throughout the course of the Affiliate Member's membership of the Council's publications;
  - (f) have access to the Council's professional activities as determined by the Executive Committee in its absolute discretion;
  - (g) be invited to attend, at their own expense, the Council's conference if and when held by the Executive Committee in its absolute discretion;
  - (h) be entitled, in accordance with clause 25.1, to have one nominee attend, at the Affiliate Member's expense, any general meeting, including the annual general meeting, of the Council.

9.3. **Council's Assets**

Membership of the Council does not confer on a Member or Affiliate Member any right, title or interest, whether legal or equitable, in the Council's assets.

9.4. **Termination of Rights**

Any rights, privileges or obligations which an organisation has by reason of being a Member or Affiliate Member of the Council terminates on cessation of the organisation's membership.

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## 10. SUSPENSION OF ADMISSION OF MEMBERS

The Executive Committee may suspend the admission of members at such times and for such periods as they think fit.

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## 11. CESSATION OF MEMBERSHIP

An organisation ceases to be a member of the Council if the organisation:

- (a) ceases to operate as an organisation;
- (b) resigns that membership by giving one month's notice in writing to the secretary;
- (c) is expelled from the Council in accordance with the provisions of this Constitution;
- (d) fails to pay membership fees by 31st of March for the year of membership;
- (e) fails to maintain the requirements of membership as set out in this Constitution for the category of membership that organisation holds.

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## 12. LIABILITY OF MEMBERS

Members of the Council shall have no liability to contribute towards the payment of debts and liability of the Council or the costs, charges and expenses of winding up of the Council except to the amount of any unpaid membership fees.

## **13. DISCIPLINING OF MEMBERS**

### **13.1. Circumstances of Expulsion**

The Executive Committee may, in its absolute discretion and provided always that it has complied with clause 13.2, expel any member and/or their duly nominated representative effective immediately that:

- (a) fails to comply with this Constitution;
- (b) fails to comply with the terms of membership applicable to the member;
- (c) fails to comply with any undertaking given by the member upon its admission to membership;
- (d) engages in conduct which is regarded by the Executive Committee in its absolute discretion to be detrimental or prejudicial to the best interests of the Council, by giving notice in writing of that expulsion to the member.

### **13.2. Procedure to be followed for Expulsion**

- (a) Where the Executive Committee intends to expel a member and/or a member's duly nominated representative pursuant to clause 13.1, the Executive Committee shall:
  - (i) cause a notice to be sent in writing to the member notifying the member in writing of its intention to expel the member and/or their duly nominated representative, stating the reasons for, and facts associated with, the expulsion;
  - (ii) give the member at least fourteen (14) days from the time the notice is served within which to make submissions, either in writing or orally at the election of the member, to the Executive Committee; and
  - (iii) take into consideration any submissions made by the member.
- (b) The Executive Committee may, by resolution passed by simple majority, expel the member and/or the member's duly nominated representative from the Council or suspend the member and/or the member's duly nominated representative from membership of the Council if, after considering any submissions made by the member, it is satisfied that the facts alleged in the complaint have been proved.
- (c) If the Executive Committee expels or suspends a member and/or the member's duly nominated representative, the secretary must, within seven (7) days after the decision of the Executive Committee, cause written notice to be given to the member stating the reasons given by the Executive Committee for having taken that action and of the member's right of appeal.
- (d) The expulsion or suspension does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or if within that period the member exercises the right of appeal, unless and until the Council confirms the resolution following the appeal process.

### **13.3. Right of Appeal of Disciplined Member**

- (a) A member may appeal to the Council at a general meeting against a resolution of the Executive Committee under clause 13.2(b), within seven (7) days after notice of the resolution is served on the member, by lodging a notice to that effect with the secretary.
- (b) The notice shall be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under clause 13.3(a), the secretary must notify the Executive Committee which is to convene a general meeting of the Council to be held within twenty-eight (28) days after the date on which the secretary received the notice.

#### 13.4. **Procedure at General Meeting Convened to Hear Disciplinary Matter**

At a general meeting of the Council convened pursuant to clause 13.3(c):

- (a) no business other than the question of the appeal is to be transacted;
- (b) the Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both;
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

#### 13.5. **Decision**

If at the general meeting the Council passes a special resolution in accordance with clause 27.2 of this Constitution in favour of the confirmation of the resolution, the resolution is confirmed.

#### 13.6. **Suspension of Member Until Special General Meeting**

The Executive Committee may suspend such a member from participation in the affairs of the Council until the matter is resolved in accordance with this clause 13.

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### 14. COMPOSITION OF THE EXECUTIVE COMMITTEE

#### 14.1. **Composition**

The Committee of Management, that is, Executive Committee, of the Council shall consist of the following positions:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) 3 Portfolio Officers.

collectively referred to as the "Executive Committee" in this Constitution.

#### 14.2. **Directors of an Australian Registered Body**

The persons elected to the Executive Committee shall be appointed as directors of the Council in accordance with the regulations of the Australian Securities and Investment Commission (ASIC) for Australian Registered Bodies.

#### 14.3. **Honorary Positions**

All elected and coopted positions on the Executive Committee are honorary positions.

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### 15. DUTIES OF THE OFFICE HOLDERS OF EXECUTIVE COMMITTEE

#### 15.1. The **PRESIDENT** shall:

- (a) represent and stand for the Council during the term of office;
- (b) preside over general meetings of the Council and meetings of the Executive Committee;
- (c) be in charge of the business of the Council, and other officers of the Council;
- (d) prepare an annual report of the activities of the Council.

#### 15.2. The **VICE PRESIDENT** shall :

- (a) assist the president in the duties indicated in clause 15.1 above when required;

- (b) represent the interests of the Council during the term of office as required;
- (c) carry out any specified portfolio responsibilities as determined by the Executive Committee;
- (d) assist other Executive Committee members in the discharge of their duties as required.

15.3. The **SECRETARY** shall:

- (a) receive, file and preserve where required correspondence of the Council;
- (b) send out notices and agenda for general meetings and Executive Committee meetings;
- (c) acknowledge or answer correspondence as required by the Executive Committee;
- (d) keep minutes of:
  - (i) all appointments of office-bearers of the Executive Committee;
  - (ii) the names of members of the Executive Committee present at an Executive Committee meeting or a general meeting;
  - (iii) proceedings at Executive Committee meetings and general meetings.

15.4. The **TREASURER** shall:

- (a) ensure that all money due to the Council is collected and received and that all payments authorised by the Council are made;
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Council, including full details of all receipts and expenditure of the Council;
- (c) maintain the financial records of the Council;
- (d) arrange for an annual audit of the Council's accounts to be undertaken and the reports of that audit to be reported to the Executive Committee;
- (e) prepare a statement of income and payments for audit prior to the annual general meeting;
- (f) maintain a list of financial members;
- (g) ensure that a nominated member of the Executive Committee is familiar with the treasurer's work so that the nominated member may help or may be appointed acting treasurer by the Executive Committee if the necessity arises.

15.5. The **PORTFOLIO OFFICERS** shall:

- (a) undertake and execute responsibilities that ensure the accomplishment of key strategic priorities of the Council as recommended by the Executive Committee and ratified or otherwise determined by the Council at the annual general meeting at which appointed;
- (b) assist other Executive Committee members in the discharge of their duties as required.

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## 16. PUBLIC OFFICER

16.1. The Council shall ensure that a representative of a Member of the Council as defined in clause 5.1 is appointed as public officer:

16.2. The public officer must be resident in the State of Victoria.

16.3. The Executive Committee may at any time in its absolute discretion, and in any notice period it determines, remove the public officer and appoint a new public officer provided the person appointed is at least 18 years of age and resident in the State of Victoria until the annual general meeting next after it takes this action.

- 16.4. The public officer shall be deemed to have vacated their position in the following circumstances:
- (a) death;
  - (b) resignation;
  - (c) removal by the Executive Committee by resolution of a general meeting of the Council;
  - (d) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit;
  - (e) becomes mentally incapacitated;
  - (f) residency outside the State of Victoria.
- 16.5. When a vacancy or change occurs in the position of public officer or any changes to the Council or its management, the Executive Committee shall notify, as required, the Victorian Department of Consumer Affairs or the Australian Security and Investments Commission or both by the prescribed form in the following circumstances:
- (a) appointment (within 14 days);
  - (b) a change of the registered address (within 14 days);
  - (c) a change in the Council's Objects as set out in clause 2 or this Constitution (within one month);
  - (d) a change in the membership of the Executive Committee (within 14 days);
  - (e) of the Council's financial affairs (within one month after the annual general meeting);
  - (f) a change of the Council's name (within one month).

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## **17. DISCLOSURE OF INTERESTS OF EXECUTIVE COMMITTEE MEMBERS**

- 17.1. If:
- (a) an Executive Committee member has a direct or indirect interest in a matter being considered or about to be considered at an Executive Committee meeting, and
  - (b) the interest appears to raise a conflict with the proper performance of the committee member's duties in relation to the consideration of the matter,
- the Executive Committee member must, as soon as possible after the relevant facts have come to the Executive Committee member's knowledge, disclose the nature and extent of the interest at the next Executive Committee meeting.
- 17.2. Particulars of any disclosure made under this section must be recorded in the minutes and the minutes must be open at all reasonable hours to inspection by any member of the Council.
- 17.3. The minutes must be kept at the same address as the register of Executive Committee members.
- 17.4. After an Executive Committee member has disclosed the nature of an interest in any matter, the Executive Committee member must not, unless the Executive Committee otherwise determines:
- (a) be present during any deliberation of the Executive Committee with respect to the matter, or
  - (b) take part in any decision of the Executive Committee with respect to the matter.
- 17.5. For the purposes of the making of a determination by the Executive Committee under clause 17.4, an Executive Committee member who has a direct or indirect interest in a matter to which the disclosure relates must not:

- (a) be present during any deliberation of the committee for the purpose of making the determination, or
  - (b) take part in the making by the committee of the determination.
- 17.6. Where the matter disclosed pursuant to clause 17.6 relates to a direct or indirect interest in a contract or proposed contract, the Council must ensure appropriate disclosures are made in accordance with section 30(3) of the Associations Incorporation Act 1981.
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## **18. EXECUTIVE COMMITTEE MEMBERS USE OF POSITION AND INFORMATION**

An Executive Committee member or former Executive Committee member shall not use information obtained as an Executive Committee member, or use his or her position as an Executive Committee member or any information acquired by virtue of his or her position dishonestly so as to directly or indirectly gain a benefit or advantage for himself or herself or for any other person or so as to cause detriment to the Council.

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## **19. POWERS OF THE EXECUTIVE COMMITTEE**

### **19.1. Management and Affairs**

The management and affairs of the business of the Council shall be vested in the Executive Committee who may exercise all such functions as may be exercised by the Council, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Council, and has 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.

### **19.2. Executive Committee to pursue the Objects**

The Executive Committee will be responsible for determining the general policies of the Council and the methods for achieving the Objects, including adopting a strategic plan for achievement of the Objects by the Council.

### **19.3. Bank Account**

The Executive Committee shall have the authority to establish and operate a bank account/s and may authorise all payments on behalf of the Council. The bank account shall have four (4) signatories, any two (2) of whom may be used to operate it.

### **19.4. Coopting Additional Members**

The Executive Committee shall have the power to coopt additional members.

### **19.5. Sub-Committees**

- (a) The Executive Committee shall have the power to appoint sub-committees as may be required from time to time.
- (b) The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Council as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than:
  - (i) this power of delegation, and
  - (ii) a function which is a duty imposed on the Executive Committee by the Associations Incorporations Act 1981 of Victoria or by any other law.

- (c) 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.
- (d) A delegation 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.
- (e) Despite any delegation under this clause, the Executive Committee may continue to exercise any function delegated.
- (f) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- (g) The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (h) A sub-committee may meet and adjourn, as it thinks proper.

#### 19.6. **Minutes**

The Executive Committee shall cause minutes to be made for:

- (a) the appointment of offices of the Executive Committee;
- (b) the names of all members present at all meetings of the Council;
- (c) the resolutions and proceedings of all meetings of the Council.

#### 19.7. **Means of Communication with Members**

The Executive Committee shall in its absolute discretion have the power to communicate with the members of the Council by any means it deems appropriate.

#### 19.8. **Power to appoint person or agents**

The Executive Committee may:

- (a) appoint or employ any person to be an employee, contractor, or agent of the Council for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Executive Committee), for such period and upon such conditions as they think fit;
- (b) subject to any contract between the Council and the relevant Executive Committee member, contractor, or agent remove or dismiss any employee, or agent of the Council at any time, with or without cause.

## 20. ELECTION OF EXECUTIVE COMMITTEE

### 20.1. **Eligibility**

- (a) Members shall be entitled to nominate for, and be elected to, any position on the Executive Committee or otherwise in the Council;
- (b) Affiliate Members shall not be entitled to nominate for, and be elected to, any position on the Executive Committee.

### 20.2. **Term and Method of Appointment**

- (a) Subject to the provisions of clauses 20.2(b) and 20.2(c), office holders of Executive Committee positions shall be appointed for a period of two (2) years, after which time they may be eligible for re-election.
- (b) To ensure continuity on the Executive Committee, the President, Treasurer and two (2) Portfolio Officers shall be elected in one year, and the Vice President, Secretary and one (1) Portfolio Officer in each alternate year.

- (c) To ensure compliance with clause 20.2(b),
  - (i) at the next annual general meeting following adoption of this Constitution, the positions of the President and Treasurer shall be vacated and an election held with appointment for a period of two (2) years;
  - (ii) at the next annual general meeting following adoption of this Constitution, the positions of the Vice President and Secretary shall be vacated and an election held with appointment for a period of one (1) year;
  - (iii) at the second annual general meeting following adoption of this Constitution, the positions of Vice President and Secretary shall be vacated and an election held with appointment for a period of two (2) years;
  - (iv) at the next annual general meeting following adoption of this Constitution, two (2) positions of Portfolio Officers shall be appointed by election for a period of two (2) years;
  - (v) at the next annual general meeting following adoption of this Constitution, one (1) position of Portfolio Officer shall be appointed by election for a period of one (1) year;
  - (vi) at the second annual general meeting following adoption of this Constitution, the one (1) position of Portfolio Officer appointed in accordance with clause 20.2(c)(v) shall be vacated and an election held with appointment for a period of two (2) years.

### **20.3. Election**

All office holders of the Executive Committee shall be elected at an annual general meeting, except where clause 22 applies.

### **20.4. Nominations Prior to Meeting at which Elections are To Be Held**

- (a) Nominations for positions of the Executive Committee are to be made in writing in the form prescribed by the Executive Committee from time to time in its absolute discretion;
- (b) Nomination forms shall be issued together with the notice of annual general meeting;
- (c) Nomination forms shall be duly signed by the proposing and seconding members and the nominated member accepting the nomination and shall be received by the secretary no later than seven (7) days before the date of the annual general meeting;
- (d) Electronic e-mail nominations sent from the e-mail addresses of the proposer, seconder and person nominated registered in the Register of Members shall be deemed to comply with the requirements for nomination forms pursuant to clause 20.4(c).

### **20.5. No Nominations Received 7 Days Prior to Annual General Meeting at which Elections are To Be Held – Extension of Nomination Period**

- (a) If no valid nominations are received for a position of the Executive Committee seven (7) days before the date of the annual general meeting in accordance with the conditions imposed by this Constitution, the secretary shall provide notice by e-mail to all members who have provided a valid e-mail address specifying the positions for which no nominations have been received;
- (b) The notice shall specify the required procedure, determined in its absolute discretion by the Executive Committee, to be followed for further nominations to be received up until the commencement of the annual general meeting.

### **20.6. No Nominations Received Prior to Commencement of Annual General Meeting at which Elections are To Be Held**

In the event that no valid written nominations are received before the commencement of the annual general meeting, then nominations may be accepted at the annual general meeting.

**20.7. No Nominations Received at Annual General Meeting at which Elections are To Be Held**

Where no nominations are received at the annual general meeting, any vacant positions remaining on the Executive Committee are taken to be a vacant office to be filled in accordance with clause 22.

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**21. EXTENDED ABSENCE OR LEAVE OF OFFICE HOLDER**

In the event that a member of the Executive Committee has an extended absence or leave for more than one (1) calendar month, the Executive Committee in their absolute discretion may appoint another member as a replacement for the duration of the absence or leave, or until the next annual general meeting after the appointment has been made to fill the vacancy, whichever comes first.

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**22. FILLING VACANT OFFICE OF EXECUTIVE COMMITTEE**

22.1. The Council shall have the power to fill any vacant office where that position becomes vacant in accordance with clause 22.2.

22.2. Any position of the Executive Committee may be declared vacant if:

- (a) no person is elected at the annual general meeting;
- (b) an office holder or Member resigns;
- (c) an office holder or Member fails to be present at three successive meetings, without adequate explanation;
- (d) an office holder or Member is expelled from the Council in accordance with this Constitution;
- (e) an office holder or Member ceases to hold membership in a Member of the Council as defined under clause 5.

22.3. A person who is appointed to a position of the Executive Committee in accordance with this clause 22 shall hold office until the conclusion of the next annual general meeting after their appointment, unless removed earlier in accordance with this Constitution.

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**23. MEETINGS OF THE EXECUTIVE COMMITTEE**

**23.1. Number of Meetings**

- (a) The Executive Committee shall meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) The Executive Committee shall meet at least three (3) times in each period of twelve (12) months excluding any general meetings of the Council at such place and time as the Executive Committee may determine.
- (c) All reasonable expenses incurred by Executive Committee members to attend meetings in order to execute the business of the Council shall be met by the Council.

**23.2. Convening of Meetings of the Executive Committee**

- (a) The president may, whenever he or she thinks fit, convene a meeting of the Executive Committee;
- (b) A majority of members of the Executive Committee may convene a meeting of the Executive Committee;
- (c) The secretary must, on the requisition of the president or a majority of members of the Executive Committee, convene a meeting of the Executive Committee.

### **23.3. Notice Required**

Oral or written notice (by post, or by telephone, fax or other electronic means) of a meeting of the Executive Committee must be given by the secretary to each member of the Executive Committee at least forty-eight (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.

### **23.4. Content of Notice of Executive Committee Meeting**

A notice of a meeting of the Executive Committee must specify the time and place of the meeting and need not state the nature of the business to be transacted at the meeting.

### **23.5. Non-receipt of Notice of Executive Committee Meeting**

The non-receipt of notice of a meeting of the Executive Committee by, or a failure to give notice of a meeting of the Executive Committee to, a member of the Executive Committee does not invalidate any act, matter or thing done or resolution passed at the meeting if:

- (a) the non-receipt or failure occurred by accident or error; or
- (a) before or after the meeting, the Executive Committee member has notified or notifies the Council of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
- (b) the Executive Committee member attended the meeting.

### **23.6. Attendance at Executive Committee Meeting Waives Objection to Failure to Give Notice**

Attendance by a person at a meeting of the Executive Committee waives any objection that person may have to a failure to give notice of the meeting.

### **23.7. Chairperson**

The chairperson of Executive Committee meetings shall be the president. If the president is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unable or unwilling to act as chairperson of a meeting of the Executive Committee, the other members of the Executive Committee shall appoint a chairperson for the meeting.

### **23.8. Quorum**

- (a) No business may be transacted at a meeting of the Executive Committee unless a quorum of members of the Executive Committee is present at the time the business is dealt with.
- (b) A quorum consists of the greater of:
  - (i) the number of members of the Executive Committee which is equal to one-half of the total number of members of the Executive Committee; and
  - (ii) four (4) members of the Executive Committee, present at the meeting of the Executive Committee.

- (c) If a quorum is not present, the meeting is to stand adjourned to a time determined by the present Executive Committee members.

**23.9. Vacancy of Office or Insufficient Members to Constitute Quorum**

- (a) If there is a vacancy in the office or ordinary member position of a member of the Executive Committee then the remaining Executive Committee members may act.
- (b) If the number of members of the Executive Committee in office at any time is not sufficient to constitute a quorum at a meeting of the Executive Committee or is less than the minimum number of members fixed under this Constitution, the remaining members must act as soon as possible:
  - (i) to increase the number of members to a number sufficient to constitute a quorum and to satisfy the minimum number of members required under this Constitution; or
  - (ii) to convene a general meeting of the Council for that purpose, and, until that has happened, must only act if and to the extent that there is an emergency requiring them to act.

**23.10. Executive Committee Meeting may exercise powers of the Executive Committee**

A meeting of the Executive Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Executive Committee under this Constitution.

**23.11. Voting at Executive Committee Meetings**

- (a) Questions arising at a meeting of the Executive Committee are to be decided by a majority of votes cast by the members present, with each member having one (1) vote, and any such decision is for all purposes a determination of the members of the Executive Committee.
- (b) In the case of an equality of votes upon any proposed resolution the proposed resolution is to be taken as having been lost.

**23.12. Meetings of Executive Committee Using Telephone or Other Electronic Means**

- (a) The contemporaneous linking together by telephone or other electronic means of a number of the members of the Executive Committee sufficient to constitute a quorum, constitutes a meeting of the Executive Committee and all the provisions in this Constitution relating to meetings of the Executive Committee apply, so far as they can and with such changes as are necessary.
- (b) An Executive Committee member participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (c) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting provided that at least one (1) of the members of the Executive Committee involved was at that place for the duration of the meeting.

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**24. NOTICE OF GENERAL MEETING INCLUDING ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS**

**24.1. Notice Period**

The secretary shall give at least twenty-one (21) days notice in writing of all general meetings and notices of motion (including the annual general meeting and any special general meetings) to all Members and Affiliate Members of the Council in good standing.

**24.2. Method of Giving Notice**

The notice required to be given in accordance with clause 24.1 shall be valid if it is given by way of regular mail or by e-mail sent to the address or e-mail address recorded on the Council's register of members as at the time of sending the notice to members.

**24.3. Notice by E-mail**

Where notice is given by e-mail, where a member has either not provided or provided an invalid e-mail address, the notice shall be taken to have been given to that member.

**24.4. Content of Notice**

The notice shall state:

- (a) the time, day and venue for the meeting;
- (b) an agenda for the meeting indicating the general nature of the business to be transacted;
- (c) where the notice is for the annual general meeting, state that it is for the annual general meeting;
- (d) where a special resolution is proposed;
- (e) where there are proposed resolutions, the resolution and any explanatory notes required to explain the reason for the resolution.

**24.5. Member to Bring Business**

A member 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.

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**25. VOTING RIGHTS OF MEMBERS AT GENERAL MEETINGS**

- 25.1. Subject to this Constitution and to any rights or restrictions attached to any class of membership, at a general meeting every member has the right to be represented by one (1) nominee appointed by the member for that purpose.
- 25.2. Subject to this Constitution and to any rights or restrictions attached to any class of membership, at a general meeting every Member present in person or by proxy has one (1) vote, which is equivalent to one percent (1%) of the total number of members.
- 25.3. A proxy is entitled to a separate vote for each Member the person represents; in addition to any vote the person may have as a Member in his or her own right, provided no Member shall hold more than 3 proxies at any meeting of the Council.
- 25.4. A Member is not entitled to vote at a general meeting unless all sums of money presently payable by that Member to the Council have been paid.
- 25.5. An objection to the qualification of a person to vote at a general meeting:
  - (a) must be raised before or at the meeting at which the vote objected to is given or tendered; and
  - (b) must be referred to the chairperson of the meeting, whose decision is final.
- 25.6. A vote not disallowed by the chairperson of a meeting is valid for all purposes.

## **26. APPOINTMENT OF A PROXY**

### **26.1. Ability to Appoint Proxy**

Subject to this Constitution, each Member entitled to vote at a meeting of members may vote either in person or by proxy.

### **26.2. Membership Status of Proxy Holder**

A proxy may, but need not, be a Member of the Council.

### **26.3. Appointment**

A proxy may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

### **26.4. Instrument Appointing Proxy**

Unless otherwise provided in the instrument, an instrument appointing a proxy will be taken to confer authority for the proxy to act in any manner that the Member would ordinarily be entitled to do at the meeting such as vote how the proxy thinks fit, speak to proposed resolutions and demand a poll.

### **26.5. Direction to Vote**

An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.

### **26.6. Form of Instrument Appointing Proxy**

An instrument appointing a proxy need not be in any particular form provided it is in writing, legally valid and signed by the appointor.

### **26.7. Validity of Proxy Vote**

The instrument appointing a proxy shall be received by the secretary (by facsimile to the Council's facsimile number, by email to the Council's secretary or in hard copy delivered to the official address of the Council) not less than seventy-two (72) hours prior to the time appointed for the meeting or it shall be null and void. A vote given in accordance with the terms of an instrument appointing a proxy is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by the Council seven (7) days prior to the meeting.

### **26.8. Revocation of Proxy**

The appointment of a proxy is not revoked by the appointor attending and taking part in the general meeting but, if the appointor votes on any resolution, the proxy is not entitled to and must not vote on the resolution.

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## **27. SPECIAL RESOLUTIONS**

### **27.1. Circumstances Requiring a Special Resolution**

A special resolution is required for the following changes:

- (a) changing the Council's Constitution as set out in clause 34;
- (b) changing the Council's Objects as set out in clause 2;

- (c) changing the Council's name;
- (d) changing the Council's policy as set out in clause 28.2;
- (e) amalgamating with another incorporated association;
- (f) voluntarily winding up or cancelling the association and distributing property;
- (g) applying for registration as a co-operative or a company;
- (h) determining the expulsion of a member where that member has appealed a resolution of the Executive Committee to expel the member.

**27.2. Requirements for Special Resolution**

A special resolution must be passed at a general meeting in the following manner:

- (a) Written notice (including by e-mail) must be given to members specifying the intention to propose the resolution as a special resolution at least twenty-one (21) days prior to the date of the general meeting;
- (b) The notice must set out the proposed resolution;
- (c) A quorum must be present at the meeting;
- (d) Only Members are entitled to vote on special resolutions;
- (e) At least three-quarters ( $\frac{3}{4}$ ) of those Members voting must vote in favour of the resolution for it to be passed;
- (f) The votes must be in person at the general meeting or by proxy in accordance with this Constitution.

**28. PROCEEDINGS AT GENERAL MEETINGS**

**28.1. Business at General Meeting**

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 30.

**28.2. Policy**

The policy of the Council shall be determined by a vote of the Members at a general meeting.

**28.3. Number of General Meetings**

- (a) The Council shall hold a general meeting at least twice each calendar year with one meeting being the annual general meeting;
- (b) General meetings shall be held not more than seven (7) months apart.

**28.4. Quorum**

- (a) The quorum at a general meeting shall be five (5) Members, and no business shall be transacted at any general meeting unless a quorum of Members is present.
- (b) Thirty (30) minutes is to be allowed from the notified time of the commencement of the meeting for a quorum to be present.
- (c) Where a quorum is not present after thirty (30) minutes, the meeting shall be adjourned to a time and place specified by the chairperson.

**28.5. Chairperson**

The president, or in the president's absence, a vice president shall preside at every general meeting of the Council, but if they are not present within fifteen minutes of the time set down for the meeting or are unwilling to take the chair the Members present

shall elect among themselves a Member to be chairperson of the meeting by simple majority.

**28.6. Adjournment of Meeting**

The chairperson when directed by a resolution of the Members of the meeting may adjourn such a meeting to a time and venue determined by the meeting but no new business shall be transacted at any such meeting other than the business left unfinished at the meeting so adjourned. When an adjournment exceeds thirty (30) days a notice of adjourned meeting shall be given to all members. An agenda of business to be transacted in such meeting shall not be required.

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**29. VOTING AT A GENERAL MEETING AND POLL VOTING**

**29.1. Show of Hands**

- (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before the vote is taken, a poll is determined by the chairperson or by at least three (3) Members present.
- (b) A resolution is passed if it is supported by more than half of the votes cast by Members who are entitled to vote on the proposed resolution.
- (c) A declaration by the chairperson that a resolution has been carried, either unanimously or by any particular majority or lost and an entry to that effect in the minutes of the Council shall be conclusive of the result of the vote.
- (d) A demand for a poll may be withdrawn.
- (e) If a poll is duly demanded it shall be taken in such manner and in such time as the chairperson shall direct, but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.

**29.2. Casting Vote**

In the case of an equality of votes the person chairing the general meeting shall have a casting vote.

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**30. BUSINESS OF THE ANNUAL GENERAL MEETING**

**30.1. Timing and Location for Holding Meeting**

The annual general meeting shall be held within the period of 6 months after the expiration of each financial year of the Council on such date and at such place and time as the Executive Committee thinks fit.

**30.2. Minutes of Last Annual General Meeting**

The annual general meeting shall confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.

**30.3. Annual Report**

The annual general meeting shall receive the Executive Committee's report of the activities of the Council for the previous year. On adoption, this report becomes the annual report of the Council.

**30.4. Annual Financial Report**

The annual general meeting shall receive the treasurer's audited statement of the accounts for the previous financial year. On adoption, this statement becomes the annual financial report of the Council.

**30.5. Statement to Members**

At the annual general meeting, the Executive Committee shall submit to members of the Council a statement (in accordance with section 30(3) of the Associations Incorporation Act 1981) which is not misleading and which gives a true and fair view of the following:

- (a) the income and expenditure of the Council during its last financial year,
- (b) the assets and liabilities of the Council at the end of its last financial year,
- (c) the mortgages, charges and other securities of any description affecting any of the property of the Council at the end of its last financial year,
- (d) in respect of each trust of which the Council was trustee during a period, being the whole or any part of the last financial year of the Council:
  - (i) the income and expenditure of the trust during that period,
  - (ii) the assets and liabilities of the trust during that period, and
  - (iii) the mortgages, charges and other securities of any description affecting any of the property of the trust at the end of that period and
- (e) Any trust, held on behalf of the incorporated association by a person or body other than the incorporated association, in which funds or assets of the incorporated association are placed.

**30.6. Appointment of Auditor**

- (a) The Council shall appoint an auditor at a general meeting, which may be the annual general meeting.
- (b) The auditor may be removed from office by resolution at a general meeting, which could be the annual general meeting, but only in accordance with Section 30C of the Associations Incorporation Act of 1981 and not otherwise.

**30.7. Election of Officers**

- (a) The positions of president, vice president, secretary, treasurer and the three (3) portfolio officers shall be declared vacant at the annual general meeting held at the conclusion of the two-year period of service from the time of their appointment and new elections for these office holders shall be held by a returning officer who is not a member of the Executive Committee appointed at the meeting.
- (b) New elections for office that become vacant pursuant to clause 22 shall be held by a returning officer who is not a member of the Executive Committee appointed at the meeting.
- (c) Executive Committee positions shall be elected by majority of votes.
- (d) If Executive Committee members have a change in status they shall be allowed to complete their term of appointment.

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## **31. SPECIAL GENERAL MEETINGS CONVENED BY MEMBERS**

- 31.1. The Executive Committee may convene a special general meeting of the Council at any time.
- 31.2. The Executive Committee must, on the requisition in writing of at least five percent (5%) of the total number of members – of which at least three percent (3%) must be Members, convene a special general meeting of the Council at a time of the Executive Committee's choosing in its absolute discretion.
- 31.3. A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting;
  - (b) must be signed by the members making the requisition;
  - (c) must be lodged with the secretary;
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition;
- 31.4. If the Executive Committee fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- 31.5. A special general meeting convened by members in accordance with this clause 31 must be convened by the Executive Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the members who requisitioned the meeting to the persons incurring the expenses.
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## **32. FUNDS - SOURCE**

- 32.1. The funds of the Council shall be derived from entrance fees and annual subscriptions of members, donations and any other sources as the Executive Committee determines.
- 32.2. All monies received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account/s.
- 32.3. The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.
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## **33. FUNDS - MANAGEMENT**

- 33.1. Subject to any resolution passed by the Council in general meeting, the funds of the Council shall be used in pursuance of the Objects of the Council in such manner as the Executive Committee determines.
- 33.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Executive Committee or employees of the Council, being members or employees authorised in writing to do so by the Executive Committee unless otherwise determined by resolution of the Executive Committee.
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#### **34. ALTERATION OF CONSTITUTION**

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

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#### **35. COMMON SEAL**

- 35.1. The common seal of the Council shall be kept in the custody of the public officer.
  - 35.2. The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Executive Committee or by one (1) member of the Executive Council and of the public officer or secretary.
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#### **36. CUSTODY OF COUNCIL RECORDS**

Except as otherwise provided by this Constitution, the public officer shall keep in his or her custody or under his or her control all records, books, securities and other documents relating to the Council.

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#### **37. INSPECTION OF COUNCIL RECORDS**

- 37.1. The Executive Committee must ensure the minute books for general meetings are open for inspection by members free of charge.
  - 37.2. The Executive Committee may determine whether and to what extent, and at what time and places and under what conditions, the minute books, financial records and other documents of the Council (except for the register of members) or any of them will be open to the inspection of members (other than members of the Executive Committee).
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#### **38. DISPUTE RESOLUTION**

- 38.1. Resolution of internal disputes between members acting in their capacity as members of the Council, and disputes between members and the Council, are to be referred to a Dispute Settlement Centre of Victoria (Department of Justice).
  - 38.2. At least seven (7) days before the matter is due to be addressed, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
  - 38.3. A member may appoint any person to act on behalf of the member in the resolution of a dispute.
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#### **39. DISSOLUTION**

- 39.1. The Council shall be dissolved by special resolution only.

- 39.2. Upon a resolution being passed in accordance with clause 39.1 of this Constitution all assets and funds of the Council shall be conveyed in accordance with Section 36 of the Associations Incorporation Act 1981.
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#### **40. MISCELLANEOUS**

40.1. **Insurance**

The Council shall effect and maintain insurance as is required under the Associations Incorporation Act together with any such other insurance which may be required by law or regarded as necessary by the Council.

40.2. **Service of Documents**

Service of documents on the Council is effected by serving them on the public officer or by serving them personally upon two members of the Executive Committee.