



2 November 2020

Dear Members,

In light of the forthcoming Branch Annual General Meeting on Thursday, 19 November 2020, I wish to outline proposed changes we seek to make to update the existing Branch Constitution. Our current Constitution dates from the Branch's AGM held on 2 September 2008. However, we have been made aware that it does not meet all the requirements of the ACT's Associations Incorporation Act (AIA) 1991. We therefore propose some modest amendments to the Constitution which we consider will bring the document into line with accepted good practice in the not-for-profit sector while reflecting our continuing goal to promote community awareness of international relations.

The proposed amendments are highlighted in track change in the attached document. We consider they are common sense and should be self-explanatory. I am indebted to a long-standing member of the Branch, Paul Gallagher, for his advice on the constitutional amendments.

The Constitution stipulates (paragraph 12) that draft amendments may be adopted at a Branch General Meeting. Accordingly, I will be seeking majority approval of the revised text at our AGM on 19 November. There will be the opportunity for a brief discussion of the draft document on that occasion but should you wish to raise any issues with me before then, please drop me a line at hcmichael@tpg.com.au

I hope you can join us at the AGM at Stephen House on 19 November and in the meantime, I wish you all good health and well-being.

Best regards,

Heath.

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Australian Institute of International Affairs

(ACT Branch) Incorporated

Commented [IAAB1]: Title must include 'Incorporated' per s36 AIA

Being incorporated under the provisions of the *Associations' Incorporation Act 1991* of the Australian Capital Territory (the Act), where this Constitution is silent on a particular matter then the 'Regulations' and specifically the 'Model Rules' under the Act apply.

1. **The Name of the Branch is:**

Australian Institute of International Affairs (ACT Branch) Incorporated hereafter referred to as AIIA (ACT Branch) or the Branch.

Commented [IAAB2]: As per s36

Commented [IAAB3]: Inserted 'the' for continuity

2. **Aims of AIIA (ACT Branch):**

AIIA (ACT Branch) aims to:

- Promote public education in international affairs especially regarding Australia's role in the world.
- Build the knowledge of members on international issues.
- Compare the views on international affairs of other countries and peoples.
- Utilise the knowledge of senior and professional members to build the skills of interested/younger members.

3. **Membership and Annual Contributions:**

3.1. **Classifications of Membership**

3.1.1. **Corporate/Diplomatic**

Corporate entities, government education organisations, public education organisations or Embassies shall be eligible, upon the approval of the Council for membership of AIIA (ACT Branch).

Commented [IAAB4]: Membership categories updated

Commented [IAAB5]: Classification changed from Corporate to 'Corporate/Diplomatic'

Under this classification the 'Corporate/Diplomatic' Member entitles up to five nominated representatives to attend an event. Should any of the nominated representatives be unable to attend an event, other staff members may take their place.

Commented [IAAB6]: Previous category only entitled a single nominated representative
Current policy is to allow up to 5

3.1.2. **Individual/Diplomatic**

Any person/diplomatic representative over the age of sixteen, interested in the aims of the Branch and approved by the Council is eligible to be a member of AIIA (ACT Branch).

Commented [IAAB7]: Changed from 'Individual' to 'Individual/Diplomatic'

3.1.3. **Family**

Recognising that multiple members of a household often wish to participate in the Branch's activities, this classification allows for the partnership to be registered as separate members of the Branch at a concessional rate less

than two 'Individual/Diplomatic' memberships, following approval by the Council.

3.1.4. **Senior Family**

Any persons under the 'Family' Member classification over 60 years of age and no longer in full-time employment is eligible to be a member of AIIA (ACT Branch) under the 'Senior Family' classification, following approval by the Council.

Commented [IAAB8]: Inserted new category as per current membership levels

3.1.5. **Senior**

Any person under the 'Individual/Diplomatic' Member classification over 60 years of age and no longer in full-time employment is eligible to be a member of AIIA (ACT Branch) under the 'Senior' Member classification.

Commented [IAAB9]: Inserted new category as per current membership levels

3.1.6. **Student**

Any person over the age of sixteen and engaged in full-time or part-time study, but not engaged in full-time employment, who is interested in the aims of the Branch and approved by the Council is eligible to be a member of AIIA (ACT Branch).

3.1.7. **Student – without Australian Journal of International Affairs (AJIA)**

As above but the student is not entitled to an AJIA subscription.

Commented [IAAB10]: New, updated student category

3.1.8. The Branch Council may establish or amend any particular conditions of membership entitlement applicable to any of the above classifications of membership to advance or safeguard the 'Aims' of the Branch. Such changes must be reported and affirmed by a Special General Meeting or the following Annual General Meeting of the Branch.

3.2. Membership subscriptions

Membership fees may be determined periodically by the Council.

Commented [IAAB11]: Changed yearly to periodically

3.3. Membership Access Rights

3.3.1. On request of a member, AIIA (ACT Branch) must give the member access to the following documents:

- 3.3.1.1. A copy of a current statement of the object of the association; or
- 3.3.1.2. A copy of the rules of the association currently in force; or
- 3.3.1.3. A copy of the deeds of any trust relevant to the association
- 3.3.1.4. A summary of the minutes of a meeting of the committee.

Commented [IAAB12]: Inserted provision on access rights of members as per s35 and s35A of the AIA

3.3.2. AIIA (ACT Branch) may refuse to give a member access to the above documents if satisfied allowing access would be prejudicial to the interests of the Branch.

3.4. Cessation of Membership

A person ceases to be a member of AIIA (ACT Branch) if the person-

- 3.4.1. dies or, in the case of a body corporate, is wound up; or
- 3.4.2. resigns from membership of the Branch; or
- 3.4.3. is expelled from the Branch; or
- 3.4.4. fails to renew membership of the Branch.

3.5. Loss of membership

3.5.1. Where the Council is of the opinion that a member has persistently and wilfully acted in a manner prejudicial to the interest of AIIA (ACT Branch), the Council may, by resolution-

- 3.5.1.1. Expel the member from the Branch; or
- 3.5.1.2. Suspend the member from such rights and privileges of membership of the Branch as the council may determine for a specified period.

3.5.2. A resolution of the Council under 3.5.1 is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under 3.5.3, confirms the resolution in accordance with this rule.

3.5.3. Where the Council passes a resolution under 3.5.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member-

- 3.5.3.1. setting out the resolution of the Council and the grounds on which it was based; and
- 3.5.3.2. stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- 3.5.3.3. stating the date, place and time of that meeting; and
- 3.5.3.4. informing the member that the member may do either of the following:
 - 3.5.3.4.1. attend and speak at that meeting
 - 3.5.3.4.2. submit to the Council prior to the date of that meeting written representations relating to the resolution.

3.5.4. Subject to the Act, section 50, at a meeting of the Council mentioned in 3.5.2, the Council shall-

- 3.5.4.1. give to the member mentioned in 3.5.1 an opportunity to make oral representations
- 3.5.4.2. give due consideration to any written representations submitted to the Council by that member at or prior to the meeting; and
- 3.5.4.3. by resolution determine whether to confirm or to revoke the resolution of the Council under 3.5.1.

3.5.5. Where the Council confirms a resolution under 3.5.4, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's rights of appeal under 3.6.

3.5.6. A resolution confirmed by the Council under 3.5.4 does not take effect-

- 3.5.6.1. until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- 3.5.6.2. where within that period the member exercises the right of appeal, unless and until AIIA (ACT Branch) confirms the resolution in accordance with 3.5.4.

3.6. Right of appeal of disciplined member

3.6.1. A member may appeal to the Branch in general meeting against a resolution of the Council which is confirmed under 3.5.4, within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.

3.6.2. On receipt of a notice under 3.5.1, the Secretary shall notify the Council which shall convene a general meeting of the Branch to be held within 28 days after the date on which the Secretary received the notice or as soon as possible after that date.

3.6.3. Subject to the Act, section 50, at a general meeting of the Branch convened under 3.5.2-

- 3.6.3.1. No business other than the question of the appeal shall be transacted; and
- 3.6.3.2. The Council and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- 3.6.3.3. The members present shall vote by secret ballot on the question of whether the resolution made under 3.4.4 should be confirmed or revoked.

3.6.4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under 3.5.4, that resolution is confirmed.

4. Public Officer

4.1. Appointment

A Public Officer of the Branch shall be appointed by the Annual General Meeting

4.2. Additional Office Holding

Commented [IAAB13]: Inserted provision about appointment of Public Officer

The appointed public officer may hold any office of the Branch in addition to the office of public officer

5. **The Council:**

5.1. **Composition and Responsibility**

5.1.1. There shall be elected at each Annual General Meeting a President, two Vice-Presidents, Secretary, Treasurer and up to twelve Council Members. These Office-Bearers and Councillors plus the Immediate Past President shall comprise the Council that shall between General Meetings of AIIA (ACT Branch) have responsibility for conducting the affairs of the Branch.

5.1.2. Office-Bearers of the Council shall be eligible for re-election ~~each year but may not hold a specific position for more than three consecutive years unless approved by the majority of persons attending and eligible to vote at an Annual General Meeting~~

Commented [IAAB14]: Removal of term limit for council members to bring ACT Branch in line with provisions in other Branches

5.1.3. Office-Bearers of the Council must exercise the officer's functions with a degree of care and diligence, in good faith of the association and for a proper purpose

5.1.4. Office-Bearers of the Council must not improperly use their position or any available information to:

5.1.4.1. gain an advantage for the officer or another person

5.1.4.2. cause detriment to the association

Commented [IAAB15]: Inserted provisions to align with Division 4.2 of AIA

5.1.5. Nominations of current financial members as candidates for election as officers of the Branch or as a Councillor:

5.1.5.1. shall be made in writing signed by two currently financial members of the Branch and accompanied by the written consent of the candidate; and

5.1.5.2. shall be delivered to the Public Officer, or other person designated by the outgoing Council, seven days in advance of the date fixed for the Annual General Meeting.

5.1.6. Positions on the Council shall become vacant at each Annual General Meeting but existing office holder shall be eligible for re-election.

5.1.7. A secret ballot shall be conducted at the Annual General Meeting by the Returning Officer if the nominations exceed the number of persons required for a position. If insufficient nominations are received for a position, then nominations can be called for 'from the floor' at the Annual General Meeting, or the position may be filled by the incoming Council from within its own ranks, or from the membership at a subsequent meeting of the council.

5.1.8. The position of Secretary may be assisted by a non-member provider of secretarial services – see Clause 8 below.

5.1.9. A quorum of the Council shall consist of not less than six members.

5.1.10. At meetings of the Council-

5.1.10.1. The President or, in the absence of the President, a Vice-President shall preside; or

5.1.10.2. If the president and the Vice-President are absent, one of the remaining members of the Council may be chosen by the members present to preside

5.1.11. Special meetings of the Council can be called for by the President, or any four members of the Council.

5.2. Vacancies

5.2.1. For these rules, a vacancy in the office of a member of the Council occurs if the member-

5.2.1.1. dies or;

5.2.1.2. ceases to be a member of the Branch; or

5.2.1.3. resigns the office; or

5.2.1.4. is removed from office under Clause 3.5.1; or

5.2.1.5. becomes insolvent under administration within the meaning of s95A(2) *Corporations Act (2001)*

5.2.1.6. suffers from mental or physical incapacity; or

5.2.1.7. is disqualified from office under the Act, section 63(1); or

5.2.1.8. is absent, without the consent of the Council, for three consecutive meetings of the Council.

5.2.2. Between Annual General Meetings, the Council shall have the power of co-option to fill any office bearer's function, or to replace any vacancy amongst the Council members.

5.3. Removal of Council Members

The Branch in general meeting may by resolution, subject to the Act, section 50, remove any member of the Council from the office of member of the Council before the expiration of the member's term of office.

5.4. Sub-Committees

The Council may authorise the setting up of Sub-Committees for the purpose of carrying out specific projects identified by the Council. Such Sub-Committees may be comprised of members of the Council and/or members of AIIA (ACT Branch) and/or non-members of AIIA (ACT Branch).

In each new year of the Council, any continuing Sub-Committee's membership has to be freshly nominated at a meeting of the new Council.

5.5. Voting and Decisions

Questions arising at a meeting of the Council or any Sub-Committee shall be determined by a majority of the appointed persons present at the meeting.

Each of the appointed persons is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

6. General Meetings:

6.1. Annual General Meeting

The Annual General Meeting shall be held no later than the 30th September.

6.2. General Meetings

The Council may call a General Meeting of AIIA (ACT Branch) at any time between Annual General Meetings.

6.3. Special General Meetings

The Council shall organise a Special General Meeting within twenty-one days of the receipt by the Secretary of a written requisition for such a meeting by five percent of the total membership or ten financial members, whichever is the greater.

A requisition of members for a general meeting-

- 6.3.1. shall state the purpose and purposes of the meeting; and
- 6.3.2. shall be signed by the members making the requisition; and
- 6.3.3. shall be lodged with the Secretary; and
- 6.3.4. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

If the Council fails to convene a general meeting within twenty one days after the date on which a requisition of members for the meeting is lodged with the Secretary to be held within six weeks of the date when the requisition was lodged, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after the original lodgement date.

A Special General Meeting convened by a member or members shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by AIIA (ACT Branch) for any reasonable expense so incurred.

6.4. Notice

- 6.4.1. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Branch, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by email or prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 6.4.2. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Branch, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in 5.4.1 specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- 6.4.3. At a Special General Meeting, no business other than that specified in the notice convening a general meeting shall be transacted at the meeting.
- 6.4.4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business if the next notice calling a general meeting given after receipt of the notice from the member.

6.5. Procedure and Quorum

The Quorum for an Annual General Meeting, or General Meeting, or Special General Meeting shall be fifteen financial members. However, in the case of Special General Meetings at least half of the persons requisitioning the meeting must be present in person.

No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day (i.e. day of the week and week of the month) in the following month at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than five) shall constitute a quorum.

6.6. Presiding Member

The President, or in the absence of the President, a Vice-President, shall preside at each general meeting of the Branch.

If the President and the Vice-Presidents are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

6.7. Proxies

At an Annual General Meeting, or General Meeting, or Special General Meeting of the Branch, a financial member not being present in person may be represented by a proxy who is present at the meeting. The notice of the proxy shall be in writing to the Secretary no later than 24 hours before the time set for the commencement of the meeting, or by a date and time notified in the notice of the meeting. Proxies are not permitted at a General Meeting called pursuant to Clause 3.5 of this Constitution. Proxies do not constitute a person in attendance with regard to a quorum.

6.8. Voting and Decisions

At an Annual General Meeting or General Meeting, voting shall be by show of hands and the result declared by the Presiding Officer. Upon such declaration, a formal poll of those present and their proxy votes might be called for by three members present. At such a request the Secretary shall undertake the count.

At a Special General Meeting, all voting shall be written on an appropriate voting slip distributed and counted by the Secretary.

At an Annual General Meeting, General Meeting or Special General Meeting all present shall have one vote only together with any proxy held. In the event of a tied vote the presiding officer shall have a second and deliberative vote.

7. Finance:

The Annual Accounts of AIIA (ACT Branch) shall be submitted to the Annual General Meeting by the Treasurer.

An auditor shall be appointed by the Annual General Meeting.

The Council shall nominate the persons from amongst its ranks who shall be authorised to operate on the Council's banking account. Any two of these persons must sign cheques.

7.1. **Audit of Accounts**

Branch accounts for the financial year must be submitted to the auditor for review at least 14 days before the Branch AGM.

Commented [IAAB16]: Inserted provision as per s74(2) AIA

8. **Registered Office:**

The Registered Office of AIIA (ACT Branch) will be located at Stephen House, Deakin ACT, or other premises determined by the Council and confirmed by the Annual General Meeting that follows the decisions.

9. **Secretarial Services:**

Secretarial Services may be provided at a fee to be agreed annually with an organisation, or individual, determined by the Council.

The Council is an Equal Opportunity Employer.

10. **Custody of Books:**

Subject to the Act, the regulations and these rules, all records, books and other documents relating to the Branch shall be kept at the Registered Office.

11. **Inspection of Books:**

The records, books and other documents of the Branch shall be open to inspection at the Branch's Registered Office, free of charge, by a member of the Branch at any reasonable hour.

12. **Amendment to Constitution:**

AIIA (ACT Branch) may amend this Constitution or any part thereof by a seventy-five (75) percent majority vote at a General Meeting of which due notice has been given. Proxies can be taken into account if:-

- 12.1.1. both the person issuing the proxy and the person to whom it is assigned are a financial member of the Branch
- 12.1.2. it is lodged in accord with the notified procedure
- 12.1.3. it specifies the member's intent regarding the amendment(s) that have been circulated.

13. **Winding Up or Dissolution:**

The whole of the income and surpluses of AIIA (ACT Branch) shall be applied to the purposes of the Branch. No dividend or other shares in surpluses shall be paid or distributed to members, nor shall members be entitled to share in the assets of AIIA (ACT Branch) on dissolution. In that event, the assets of AIIA (ACT Branch) shall be distributed among such bodies as the Branch may

determine as having objects in whole or in part similar to the objects of AIIA (ACT Branch).

Members are not liable to contribute towards payment of liabilities of AIIA (ACT Branch) on winding up.

14. Life Members:

On the recommendation of the Council any person may at any General Meeting be elected a life member without any special payment for such life membership. Every life member shall be entitled to all the privileges and shall be subject to duties of a member during his or her life without any further payment annually or otherwise.