

Constitution

The Inner South Canberra Community Council Incorporated as an association under the *Associations Incorporation Act 1991*

November 2022

PREAMBLE

The Inner South Canberra Community Council (the ISCCC, The Council) has been established with the primary aim of representing and promoting the interests of Canberra's Inner South residents.

The ISCCC recognises and respects the vital and enduring role played by the Inner South's residents' associations in advancing the interests of their suburbs. To ensure The Council is as representative as possible, The Council seeks to promote and facilitate the effective representation of all the suburbs of Inner South Canberra.

The governance arrangements of The Council are accordingly based on the Inner South's residents' groups being represented on the ISCCC governing committee. This arrangement allows all the residents' associations to be 'at the table' and reflects the intention to complement and assist rather than duplicate or supplant the role of these associations.

To this end, The Council focuses its energies on matters of common interest to Inner South Canberra as a whole, as set out in the Objects stated in clause 2 of this Constitution.

The Council plays a supporting role by facilitating consultation and providing advice as requested by a member association or its representative. The Council may also take other appropriate actions if requested by a member association or its representative on matters of interest to Inner South Canberra.

The ISCCC's position on issues is the outcome of the consensus of residents' groups recognised under this constitution. If a position cannot be agreed, the ISCCC will acknowledge that in public statements and in providing input to government.

The principles guiding the operation of the ISCCC include: commitment to sustainability, equity, inclusive prosperity and justice, community focused, democratic, respectful, valuing diversity, nonpartisan, trustworthy, credible, transparent and accountable.

A: PRELIMINARY

Name of Association

1. The name of the Association is 'The Inner South Canberra Community Council Incorporated' ('The Council').

Objects and Purposes of The Council

2. The objects of the Inner South Canberra Community Council are:
 - a. To protect and enhance the amenity and environmental well-being of Inner South Canberra residents and the broader community.
 - b. To engage, inform, listen to, and represent Inner South Canberra residents, including the vulnerable.
 - c. To actively promote communication and cooperation among residents, local community groups and other stakeholders.
 - d. To contribute to high quality, sustainable planning and design of Inner South Canberra.

Interpretation

3. (1) In these rules unless a contrary intention appears:
- “The Council” means the Inner South Canberra Community Council.
 - “The Committee” means The Committee of The Council as defined in Section E of this Constitution.
 - “Associate Member” means a representative of an organisation active in Canberra that is recognised by The Council as being in a position to make a valuable contribution to the deliberations of The Committee but is not eligible for Committee membership under clause 21(1)(b). Representatives of Associate Members may participate in Committee discussions by invitation but are not eligible to vote on Committee matters.
 - “Inner South Canberra” includes the Canberra suburbs of Barton, Deakin, Forrest, Griffith, Kingston, Narrabundah, Parkes, Red Hill, Symonston, Yarralumla, Oaks Estate, Fyshwick and areas such as East Lake and The Causeway.
 - “financial year” means year ending 30th June each year.
 - “General Meeting” means a General Meeting of members of Council convened in accordance with clause 12.
 - “member” means a financial member of The Council.
 - “Secretary” means the person holding office under these rules as Secretary of The Council.
 - “Treasurer” means the person holding office under these rules as Treasurer of The Council.
 - “the Act” means the *Associations Incorporation Act 1991*.
 - “the Regulation” means the Associations Incorporation Regulation.
- (2) The provisions of the *Legislation Act 2001* apply to, and in respect of this Constitution in the same manner as those provisions would so apply, if this Constitution were an instrument made under the *Associations Incorporation Act 1991*.

B: MEMBERSHIP

Membership of The Council

4. (1) A person is eligible to be a member of The Council if they are:
- (a) aged at least eighteen years,
 - (b) a resident of Inner South Canberra, and
 - (c) if the suburb they reside in has a residents’ association, they must be a member of that association.
- (2) An application by a person for membership of The Council shall be made in writing and shall be lodged with the Secretary.
- (3) Upon receipt by the Secretary of an application which complies with the requirements set out in this clause, the application to become a member of The Council shall be considered by the next meeting of The Committee.
- (4) The names and contact details of Council members, the dates they became members, and anything else required by this Constitution or by the Regulation, shall be entered into a register of members to be kept by the Secretary.
- (5) A member may resign from membership of The Council by giving written notice to the Secretary, which may be done via mail or email. A person ceases to be a member of The Council if and when they cease to reside in Inner South Canberra.
- (6) A right, privilege, or obligation of a person by virtue of his or her membership of The Council terminates upon cessation of their membership, whether by death, resignation, or otherwise.

Members' Liability

5. Liability of a member 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 membership of The Council as required by clause 27.

C: FINANCIAL

Income and Property of The Council

6. (1) The funds of The Council may be derived from donations, membership fees, moneys received from the ACT Government, and, subject to any resolution passed by The Council in General Meeting and subject to the Act, such other sources as The Committee determines.
- (2) The income and property of The Council, however derived, shall be applied solely towards the promotion of the objects and purposes of The Council and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of The Council.
- (3) Neither The Council nor The Committee shall:
- (a) appoint a person who is a member or officer of The Committee to any position to the holder of which there is payable by The Council any remuneration by way of salary, fees, or allowances; or
 - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (4) Nothing in the foregoing provisions of this clause prevents the payment in good faith to a servant or member of The Council of:
- (a) remuneration in return for services actually rendered to The Council by the servant or member or for goods supplied to The Council by the servant or member in the ordinary course of business;
 - (b) interest at current bank overdraft rate on money lent; or
 - (c) a reasonable or proper sum by way of rent for premises let to The Council by the servant or member.

Accounts of Receipts, Expenditure

7. (1) True accounts shall be kept:
- (a) of all sums of money received and expended by The Council and the manner in respect of which the receipt or expenditure takes place; and
 - (b) of the property, credits, and liabilities of The Council, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by The Council for the time being, those accounts shall be open to the inspection of the members of The Council.
- (2) The Treasurer of The Council shall faithfully keep all general records, accounting books, and records of receipt and expenditure connected with the operations and business of The Council in such form and manner as The Committee may direct or is otherwise legally required.
- (3) The Accounts, books, and records referred to in subclauses (1) and (2) shall be kept by the Treasurer.

Banking and Finance

8. (1) The Treasurer of The Council shall, on behalf of The Council, receive all monies paid to The Council and forthwith after the receipt thereof, issue official receipts.
- (2) The Committee shall cause to be opened with such bank as The Committee selects, a banking account in the name of the Inner South Canberra Community Council Incorporated, into which all monies received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (3) Money shall be drawn from an account by cheque or using electronic transfer.
- (4) Moneys shall not be drawn from an account of the Association except by the Treasurer in accordance with the procedures specified by The Committee from time to time.

(5) Only the Treasurer shall be authorised to initiate electronic funds transfer on behalf of the ISCCC, in accordance with any procedures established under Sub Clause (4) above and shall be required to keep secure all passwords and access information relating to ISCCC accounts.

Reviewer

9. (1) Each Annual General Meeting of The Council shall appoint a person as Reviewer to undertake a review of The Council's accounting records in accordance with Part 5 of the Act, who shall hold office until the next Annual General Meeting. Where a person is appointed as Reviewer that person must be a person who is not a member of The Council and has not prepared or assisted with the preparation of the accounts.
- (2) If an appointment is not made at an Annual General Meeting, The Committee shall appoint the Reviewer of The Council for the then current financial year of The Council.
- (3) If a casual vacancy occurs in the office of Reviewer, The Committee may appoint a person as the Reviewer and that person shall hold office until the next Annual General Meeting.

Review of Accounts of The Council

10. (1) Once at least in each financial year, the accounts of The Council shall be examined by the Reviewer and reported to the Annual General Meeting.
- (2) The Committee shall take all reasonable steps to ensure that The Council's accounts are completed at least 14 days before the Annual General Meeting.
- (3) In his or her report, and in certifying the accounts, the Reviewer shall state:
- (a) whether he or she has obtained the information required by him or her;
 - (b) whether, in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of The Council according to the information at his or her disposal and the explanations given to him or her and as shown by the books of The Council; and
 - (c) whether anything has come to the Reviewer's attention that causes the Reviewer to believe that the accounting records do not satisfy the requirements of the Act or this Constitution.
- (4) The Treasurer or Committee of The Council shall cause to be delivered to the Reviewer a list of all accounts, books and financial records of The Council.
- (5) The Reviewer -
- (a) has a right of access to the accounts, books, records, vouchers, and documents of The Council;
 - (b) may require from The Committee members such information and explanations as may be necessary for the performance of his or her duties as Reviewer;
 - (c) may employ persons to assist him or her in investigating the accounts of The Council; and
 - (d) may, in relation to the accounts of The Council, examine any member of The Committee or any servant of The Council.

D: COUNCIL MEETINGS

Annual General Meeting

11. (1) The Council shall, in each calendar year within five months of the end of the financial year, hold an Annual General Meeting on a day agreed to by The Committee in accordance with subclause 13(1).
- (2) The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the previous Annual General Meeting;
 - (b) to receive from The Committee and servants, if any, The Council's reports required by the Act and reports which consider the activities of The Council during the previous financial year;

- (c) to elect the officers of The Council and the ordinary Committee members;
- (d) to accept the nominees of residents' associations for Committee membership or suburb representatives appointed pursuant to clause 21(1)(b);
- (e) to appoint a Reviewer, and to determine his or her remuneration, if any; and
- (f) to determine the remuneration of servants, if any, and members of The Council, consistent with Clause 6 of this constitution..

General Meetings

12. (1) General Meetings of The Council shall be held at least bi-annually.
- (2) The Committee may, whenever it thinks fit, convene a General Meeting of The Council.
- (3) The Committee shall, on receipt of a written petition of not less than 10 members, convene a General Meeting of The Council.
- (4) A petition for a General Meeting shall state the objects of the meeting and be forwarded to the Chairperson of The Council.
- (5) If The Committee does not cause a General Meeting to be held within 21 days from the date on which a petition therefor is provided to the Chairperson of The Council, one or more of the petitioners may convene the meeting; but any meeting so convened shall not be held after three months from the date of deposit of the petition.
- (6) A General Meeting convened by petitioners in pursuance of these rules shall be convened as nearly as possible in the same manner as that in which those meetings are convened by The Committee, and all expenses incurred in convening the meeting shall be paid by those petitioning the meeting.

Notices of Council Meetings

13. (1) The Committee shall, before the commencement of each calendar year, fix the time and dates for the holding of the Annual General and General meetings of The Council for the following calendar year, and as soon as practicable notify each member appearing in the register of members of the date and time of the meetings. In any case, 21 days' notice shall be provided to members of the time and date of the Annual General Meeting and of any General Meetings the dates of which have been varied from that determined prior to the end of the calendar year, as required above, or not previously notified.
- (2) General Meetings of Council, other than meetings to consider a special resolution, may be held with less than 21 days' notice when The Committee passes a resolution by two-thirds majority deeming the business proposed for discussion at such meeting to be urgent.
- (3) A member desiring to bring any business before a Council Meeting may give notice of that business to the Secretary who shall include that business in the meeting.
- (4) The Secretary shall provide 21 days written notice by email to members of the time, date, location and agenda of an Annual General Meeting or a General Meeting which includes a matter requiring a special resolution.
- (5) The Council may accept business, other than those items appearing on the agenda, from the floor.

Business and Quorum at Council Meetings

14. (1) A quorum for an Annual General Meeting comprises no less than 10 Council members or ten per cent of the total number of Council members whichever is the greater.
- (2) A quorum for other Council meetings shall comprise no less than 9 members.
- (3) No item of business shall be transacted at a Council meeting unless a quorum is present during the time when the meeting is considering that item.
- (4) If within one half hour after the appointed time for the commencement of an Annual General Meeting or General Meeting a quorum is not present, the meeting, if convened upon the petition of members shall be dissolved, and in any other case it shall stand adjourned to the same day in the next week, at the same time, and (unless another place is specified by the Chairperson of The Council at the time of the adjournment or by written notice to members given before the day

to which the meeting is adjourned) at the same place.

(5) The Secretary shall as soon as practicable after the meeting is adjourned give written notice by email to all members of the time, date and place to which the meeting is adjourned.

(6) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute the quorum.

(7) The Annual General Meeting and General Meetings are open to the public. However, only members of The Council are entitled to vote on any question before The Council.

Chairperson to Preside at Council Meetings

15. (1) The Chairperson of The Council, or in his or her absence, the Deputy Chairperson, or in the absence of both Chairperson and the Deputy Chairperson, the Secretary or the Treasurer, where present, shall preside as Chairperson at every meeting of The Council.

(2) If the Chairperson, Deputy Chairperson, Secretary and Treasurer are all absent from a Council Meeting, the members shall elect one of their number to preside as Chairperson.

Adjournment of Council Meetings

16. (1) The Chairperson of a General Meeting of Council at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this clause, it is not necessary to give any notice of a meeting adjourned under subclause (1).

Voting and Determination of Questions Arising at Council and Committee Meetings.

17. (1) The Council and The Committee shall endeavour to reach all decisions by consensus. Where consensus is not possible decisions will be made by a vote.

(2) Each member has only one vote and a matter to be decided at a Council Meeting or meetings of The Committee shall be determined on a show of hands by members present. Members are not entitled to vote by proxy.

(3) The person chairing the meeting shall declare that a resolution has been carried unanimously, carried by a majority or has been lost. The entry to that effect in the minutes 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. A member of Council can request that his/her vote is identified and recorded in the minute book of The Council.

(4) In the case of an equality of voting on a question the matter shall be deemed to be resolved in the negative.

(5) If at a meeting, a poll on any question is demanded it shall be taken at that meeting in such manner as the Chairperson may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

Local Issues

18. In relation to matters which relate specifically to issues or affairs arising within or impacting substantially on a suburb represented by a residents' association, or by a representative elected by its residents on The Committee pursuant to clause 21(1)(b), neither The Council nor The Committee may pass a resolution or express a view on the matter which is inconsistent with the view of that association or representative as expressed at the meeting at which the matter is discussed. Further, on no account will The Council take a position which is inconsistent with the protection which applies to Heritage Precincts in Inner South Canberra.

E: COMMITTEE

Affairs of The Council to be Managed by a Committee

19. (1) The affairs of The Council shall be managed by a Committee of management as provided in clause 21.
- (2) The Committee –
- (a) shall manage the business and affairs of The Council in accordance with any rules or policies determined by Council,
 - (b) may, subject to this Constitution, exercise all such powers and functions as may be exercised by The Council other than those powers and functions that are required by this Constitution to be exercised by the Annual General Meeting or General Meetings of The Council,
 - (c) subject to the Act and this Constitution, has power to perform all such acts and things as appear to The Committee to be essential for the proper management of the business and affairs of The Council; and
 - (d) shall appoint a Public Officer who shall be a member of The Council. The Public Officer shall act until he or she resigns or his or her successor is appointed by The Committee. If the Public Officer resigns The Committee shall appoint a new Public Officer within 14 days.

Officers of The Council

20. (1) The officers of The Council shall be:
- (a) a Chairperson;
 - (b) a Deputy Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) a Public Relations Officer (if elected or appointed by The Committee);
 - (f) a Web Master (if elected or appointed by The Committee);
 - (g) an Assistant Secretary (if elected or appointed by The Committee); and
 - (h) an Assistant Treasurer (if elected or appointed by The Committee).
- (2) A person who holds any elected or appointed position in a political party, or is an elected member of, or has announced their intention to stand for election to either the Australian Federal Parliament or the Legislative Assembly of the Australian Capital Territory, is not eligible to be an officer or an ordinary Committee member of The Council.
- (3) The provisions of subclauses (2) to (5) of clause 22, so far as they are applicable and with necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in subclause (1) of this clause.
- (4) Each officer of The Council shall hold office until the next Annual General Meeting after the date of his or her election but is eligible for re- election.
- (5) In the event of a casual vacancy in any office mentioned in sub-clause (1) of this clause, The Committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the next Annual General Meeting following the date of his or her appointment.

Constitution of The Committee

21. (1) The Committee shall consist of:
- (a) the officers of The Council,
 - (b) two representatives, or alternate or alternates, in either case who shall be a member of The Council and nominated by organisations formed to represent the interests of all residents in a suburb or suburbs, at least one suburb of which is located in Inner South Canberra. If an ordinary Committee member who has been nominated to The Committee by a residents' association is unable to attend a Committee meeting or

meetings, that person may nominate in writing an alternate person, who is a member of both The Council and the same residents' association as the delegating member, to attend The Committee meeting or meetings as his or her delegate. The alternate person who is so nominated may exercise all the rights of The Committee member who nominated them, including the right to vote as a Committee member at that meeting or meetings.

- (c) up to four ordinary Committee members, who shall be members of The Council.
- (2) Representatives of organisations that are recognised by The Council as qualifying for Associate Member status may attend Committee meetings by invitation.
- (3) At the commencement of this Constitution the associations, for the purposes of subclause (1)(b) shall be the:
 - (a) Griffith Narrabundah Community Association Inc;
 - (b) Old Narrabundah Community Council Inc;
 - (c) Yarralumla Residents' Association Inc;
 - (d) Deakin Residents' Association Inc;
 - (e) Kingston & Barton Residents' Group Inc;
 - (f) Red Hill Residents' Group; and
 - (g) Oaks Estate Residents' Association.
- (4) Additional residents' associations or suburb representatives (having been elected by a meeting convened for that purpose) may be recognised for the purposes of sub-clause (1)(b) with the approval of The Committee or the Annual General Meeting of The Council.
- (5) Each ordinary Committee member shall, subject to this Constitution, hold office until the next Annual General Meeting after the date of his or her election, but is eligible for re-election.
- (6) In the event of a casual vacancy occurring in the office of an ordinary Committee member, The Committee may appoint a member of The Council to fill the vacancy, and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the next Annual General Meeting following the date of his or her appointment.

Election of members of The Council as members of The Committee

- 22. (1) Nomination of candidates for election as ordinary members –
 - (a) shall be made in writing signed by another member of The Council and include the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) shall be provided to the Secretary of The Council.
- (2) If insufficient nominations are received to fill all vacancies on The Committee, the candidates nominated shall be deemed to be elected and further nominations may be taken from the floor at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary Committee members shall be conducted at the Annual General Meeting in such usual and proper manner as The Committee may direct.

Cessation of Membership

- 23. For the purposes of this Constitution, the position of a member of The Committee becomes vacant if The Committee member -
 - (a) dies;
 - (b) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors;
 - (c) becomes of unsound mind;

- (d) resigns his or her office by written notice addressed to the Public Officer;
- (e) becomes ineligible under the provisions of clause 20(2);
- (f) fails, without leave granted by The Committee, to attend three consecutive meetings of The Committee;
- (g) is removed from The Committee by a majority vote at a General Meeting;
- (h) ceases to be a member of The Council;
- (i) if a representative of a community association or suburb, ceases to be the nominee of that community association or suburb; or
- (j) fails to pay all arrears of subscription due by him or her within 14 days after he or she has received a notice in writing signed by the Secretary stating that he or she has ceased to be a financial member of The Council.

Meetings of The Committee and Sub-Committees

24. (1) The Committee shall meet at least once in each quarter and shall meet at such place and at such times as The Committee shall determine. At least 48 hours before a Committee meeting is scheduled to be held the Secretary shall send a written notice via email to all Committee members confirming the date, time and location of the meeting and agenda for the meeting.
- (2) Special meetings of The Committee may be convened by the Chairperson, or four of its members.
- (3) Seven days' notice in writing shall be given to members of The Committee of any special Committee meeting, specifying the general nature of the business to be transacted at such a meeting.
- (4) Any nine members of The Committee constitute a quorum for the transaction of business of a meeting of The Committee.
- (5) No business shall be transacted 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 shall stand adjourned to the same place at the same hour of the same day in the following week unless it was a Special Meeting in which case it lapses.
- (6) At meetings of The Committee –
- (a) the Chairperson, or in his or her absence the Deputy Chairperson; or
 - (b) if the Chairperson and the Deputy Chairperson are absent, such one of the remaining members of The Committee as may be chosen by the members present shall preside.
- (7) The provisions of subclauses 17(2) – (4) in relation to voting at Council and Committee meetings apply also to meetings of Sub-Committees of The Council.
- (8) At the beginning of any new period in office The Committee shall arrange for a schedule of meetings to be circulated to Committee members. Committee members may call Committee meetings by advising all Committee members of the need for an additional meeting.
- (9) Out of session decisions may be made by The Committee if:
- (a) The Committee members have been given 3 days' notice of the motion in writing via email, and
 - (b) responses have been received from at least 4 Committee members, and
 - (c) at least 4 Committee members are in favour of the decision, and
 - (d) the majority of the responses received are in favour of the motion.

Disclosure of material personal interests and interests in contracts etc.

25. (1) Subject to the exclusions in sections 65 and 65A of the Act, a member of The Committee or a Sub-Committee who has a material personal interest in a matter being considered at a Committee or sub-Committee meeting must:
- (a) as soon as the member becomes aware of the interest, disclose to The Committee or Sub-Committee the nature and extent of the interest, and the relation of the interest to

the activities of The Council; and

- (b) disclose the nature and extent of the interest, and the relation of the interest to the activities of The Council, at the next General Meeting of The Council;

and must not:

- (c) be present while the matter is being considered by The Committee or Sub-Committee; or
- (d) vote on the matter.

(2) The details disclosed in accordance with subclause (1)(a) and (b) must be recorded in the minutes of the meeting at which the disclosure is made.

(3) If a member of The Committee becomes interested in a contract or arrangement after it is made or entered into, he or she shall disclose his or her interest at the first meeting of The Committee after he or she becomes so interested.

(4) No member of The Committee shall be present or vote as a member of The Committee in respect of any contract or arrangement in which he or she is interested and if he or she does so his or her vote shall not be counted.

Notes: 1. The phrase 'material personal interest', in relation to a matter being considered at a meeting, has been interpreted to indicate that 'directors should disclose (real or substantial) interests that have the capacity to influence the vote of the particular director upon the decision to be made'.

2. Sections 65 and 65A of the Act establish that it is an offence, on the part of committee members with a material personal interest, not to make the required disclosures or to breach the presence and voting provisions. Each offence is subject to a heavy penalty of up to 20 penalty points.

Sub-Committees of The Committee

- 26. The Committee may at any time appoint a Sub-Committee or Sub-Committees as it may think fit, the members of which shall be members of The Council, or members of residents' associations who have been nominated by their association, and shall prescribe the powers and functions thereof.

F: MEMBERSHIP MATTERS

Annual Subscription

- 27. (1) Until otherwise fixed pursuant to sub-clause (2), an annual subscription payable by members may be prescribed by The Committee.
- (2) The amount of the annual subscription, if any, may be altered from time to time by the members of The Council by resolution.
- (3) The annual subscription, if any, of a member is due and payable on or before the first day of the financial year, of The Council.

Financial Year

- 28. The financial year of The Council is the period beginning on the 1st of July in each year and ending on the 30th of June in the following year.

Disciplining of members

- 29. (1) The Committee may take disciplinary action against a Council member who in the opinion of a majority of The Committee has been guilty of conduct prejudicial to the interests of The Council.
- (2) Disciplinary action may consist of one of the following:
 - (a) suspension of the member from the rights and privileges of membership of The Council for a specified period; or
 - (b) expulsion of the member from The Council.
- (3) The Committee must only accept complaints from an identified member concerning the

behaviour of another member or members. Where a valid complaint is made, The Committee must decide either:

- (a) that there is no case to answer, an allegation is trivial, or the complaint is frivolous, and notify the member who has made the complaint that it has been dismissed; or
 - (b) to consider the complaint and to notify the member complained about as provided for in subclause (4).
- (4) Before The Committee takes disciplinary action against a member, it must:
- (a) give the member written notice that it is considering whether or not to take such action;
 - (b) set out the grounds on which the action could be taken, in sufficient detail to allow the member to make representations under paragraph (e);
 - (c) inform the member of his or her right to challenge a Committee member as disqualified for bias under subclause (5);
 - (d) hold the meeting referred to in paragraph (e) no earlier than 14 days and no later than 28 days after notice has been given to the member under paragraph (a);
 - (e) give the member an opportunity to be heard in relation to those grounds in person or in writing, or both; or by a representative, at a meeting of The Committee to be held at a stated time and place; and
 - (f) give due consideration to representations made by or on behalf of the member before or at the meeting.
- (5) A member of The Committee who is not unbiased in a matter must not take part in The Committee's deliberation or decision on that matter at the meeting referred to in subclause (4) or otherwise. Within 7 days of being notified in accordance with subclause (4), the member subject to being disciplined may give notice that he or she believes a member of The Committee is disqualified under this subrule. If The Committee member does not withdraw, the Chairperson of The Council shall determine whether or not The Committee member should be excluded from deliberations on the disciplinary matter.
- (6) Within 7 days of a decision to take disciplinary action against a member, The Committee must notify the member in writing of its decision and the reasons for it and inform the member of the right to appeal under clause 30 within the time specified in that clause.
- (7) To the extent that it is compatible with the foregoing subclauses, a disciplinary procedure should be completed as soon as reasonably practicable.
- (8) A decision to take disciplinary action against a member does not take effect until either:
- (a) the expiration of the appeal period in clause 30(1) without an appeal being lodged; or
 - (b) on an appeal under clause 30, an appeal Panel appointed under that clause confirms the disciplinary action or replaces it with a different one.
- (9) If a member is the subject of a disciplinary procedure, the member or their representative must not initiate a dispute resolution procedure until the disciplinary procedure, including any appeal, has been completed.

Right of appeal of disciplined member

30. (1) Within 7 days of The Committee notifying a member that it has taken disciplinary action against the member, the member (the appellant) may appeal to a Panel of three (3) persons to hear and determine an appeal in the matter.
- (2) Members of the Panel must be appointed by the Chairperson of The Council within 7 days of the notice of appeal being lodged, and the appellant immediately notified of the Panel membership.
- (3) (a) Panel members must not be biased, or apparently biased, in favour of or against the appellant, and must not have an interest in the disciplinary matter;
- (b) No member of The Committee is eligible to be a member of the Panel;
- (c) If, within 7 days of being notified of the Panel's membership under subclause (2), the appellant gives notice that he or she believes a member of the Panel is disqualified

under paragraph (a) or (b) of this subclause, and the Panel member does not withdraw, the Chairperson must rule on that contention, and replace the Panel member if that is justified.

- (4) The Panel must proceed having regard to the principles of natural justice required by section 50 and the procedural requirements of section 65C of the Act, together with the provisions of this clause.
 - (5) As soon as possible after the Panel's appointment, The Committee must provide the Panel with a report giving details of the grounds for its decision and reasons for its adoption.
 - (6) As soon as possible after its appointment, the Panel must inform the appellant of:
 - (a) his or her right to make written representations concerning the matters in issue;
 - (b) his or her right to appear in person and/or to be represented, at his or her expense, before the Panel;
- and as soon as the Panel receives the report referred to in subclause (5) it must provide it to the appellant.
- (7) Where an appellant gives notice that they wish to appear and/or be represented, the Panel must meet for that purpose no earlier than 7 days and no later than 14 days after that notice is given. The Panel must give the appellant notice of the time and date of the meeting and remind the appellant of his or her rights under subclause (6).
 - (8) At the meeting convened under subclause (7), the Panel must:
 - (a) give the appellant a reasonable opportunity to be heard in person or by a representative, and consider that material and any written representations made by the appellant concerning the matters in issue; and
 - (b) consider the report from The Committee with details of the grounds for its decision and the reasons for its adoption.
 - (9) As soon as possible after receiving all relevant representations, the Panel must then:
 - (a) decide whether the disciplinary action should be upheld or revoked or the disciplinary action taken by The Committee changed; and
 - (b) inform The Committee and the appellant in writing of its decision and the reasons for its adoption.
 - (10) To the extent that it is compatible with the requirements of this clause, an appeal must be completed as soon as is reasonably practicable.
 - (11) The appellant and The Committee are bound by any decision of the Panel.
 - (12) Subclause (11) is not intended to preclude any party's right to take legal action seeking a different outcome.

Dispute resolution procedure

31. (1) Where a dispute arises under the Act or this Constitution between a Council member and another Council member in their capacity as members, or between a Council member and The Council, The Committee must comply with the rules of natural justice as required by section 50 of the Act, and with the provisions of section 65B.
- (2) A member may appoint any person to act on behalf of the member in the dispute resolution procedure.
- (3) In applying the dispute resolution procedure, The Committee must ensure that:
 - (a) each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute;
 - (b) the outcome of the dispute is determined by an unbiased decision-maker;
 - (c) the decision-maker notifies each party to the dispute, in writing, about the decision and gives reasons for the decision;
 - (d) to the extent that doing so is compatible with paragraphs (a) to (c), the dispute resolution is completed as soon as is reasonably practicable; and

- (e) the dispute resolution procedure includes an appeal process.
- (4) If a member has initiated a dispute resolution procedure in relation to a dispute between the member and The Council, The Council must not take disciplinary action under clause 29 against the member or their representative, until the dispute resolution procedure has been completed.

G: MISCELLANEOUS

Alteration of Constitution

32. (1) This Constitution may be amended by special resolution passed by a three quarters majority of Council members voting at an Annual General Meeting or General Meeting.
- (2) Notice of any proposed amendment to this Constitution shall be included in the notice calling the General Meeting of which at least 21 days' notice is given. This must include a notice in writing to propose the resolution as a special resolution.
- (3) An amendment to the objects and purposes of The Council, or to this Constitution, is not effective until the notice in the approved form has been lodged with the Registrar-General.

Virtual or partially virtual meetings

33. (1) A Committee meeting or General Meeting (including the Annual General Meeting) may be held at 2 or more venues using any technology approved by The Committee that gives each of The Committee's members or Council members a reasonable opportunity to participate, including:
- (a) all members being able, without being in each other's presence, to hear or otherwise apprehend what other members communicate;
 - (b) all members being able to speak and otherwise communicate their views readily; and
 - (c) all members being furnished with the same written material that is relevant to discussion of a matter.
- (2) A member of The Committee or of The Council who participates in a meeting of The Committee or 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. Such participation counts towards quorum requirements.

Note: Some examples of methods of communication that could be used, singly or in combination, are a phone link, a satellite link, an internet or intranet link, in writing.

Seal of the The Council

34. (1) The seal of The Council shall be in the form of a rubber stamp inscribed with the name of The Council encircling the word 'seal'.
- (2) The common seal shall not be affixed to any instrument except by the authority of The Committee and affixing of the common seal shall be attested by the signatures either of two members of The Committee or of one member of The Committee and the Secretary.
- (3) The common seal shall remain in the custody of the Secretary.

Note: The provisions of section 55 of the Act permit the execution of a document or deed without the use of the common seal.

Access to and inspection of records including the register of members

35. (1) Subject to the Act, the Regulation and this Constitution, the Secretary must keep in his or her custody or under his or her control, records, minutes and other documents relating to The Council.
- (2) Subject to this Constitution, the material referred to in subclause (1) must be open to inspection at a place in the ACT, free of charge, by a member of The Council at a reasonable hour and upon the member giving reasonable notice of the request to make the inspection.
- (3) In accordance with sections 35 and 35A if the Act, a member may inspect or obtain access to the following documents unless The Committee is satisfied that allowing access to specific documents or information referred to in paragraphs (c) or (d) would be prejudicial to the interests of

The Council:

- (a) a copy of a statement of the current objects of The Council,
 - (b) a copy of this Constitution,
 - (c) a copy of the deeds of any trust relevant to The Council,
 - (d) a summary of the minutes of a meeting of The Council.
- (4) Where access to documents or parts of documents is denied under this clause, The Committee must give reasons as to why disclosure of information they contain would be prejudicial to the interests of Council.
- (5) Subject to the Act and this Constitution, The Committee may in its discretion allow members to access and obtain copies of other documents of The Council, subject to any fees established by The Committee for providing copies.
- (6) The Committee may impose conditions concerning the secondary use of personal information obtained by members through requests for inspection or access to documents other than the register of members (see subclauses (7) – (10) concerning the register).
- (7) Where a member makes a request to inspect or obtain copies of the register of members, the member must state the purpose for which the information is required.
- (8) When The Council receives a request referred to in subclause (7), The Committee or its delegate must refuse access in the following circumstances:
- (a) where access to the personal information sought is restricted under the provisions of section 67B of the Act,
 - (b) where The Committee or its delegate is satisfied that the member is seeking the inspection to use the information for a purpose that is:
 - (i) not directly related to the management or purposes of The Council,
 - (ii) prohibited by this Constitution, or
 - (iii) improper.
- (9) If the purpose stated under subclause (7) is directly relevant to the management or purposes of The Council, The Committee or its delegate must not disclose more information than is absolutely necessary to meet the valid purpose.
- (10) In all cases where the inspection of the register is granted for a purpose directly related to the management or purposes of The Council, the inspection and any other access is subject to the condition that no other secondary use will be made of the personal information concerned.

Note: As a matter of policy, The Committee or its delegate may decide to negotiate with a member seeking, for a valid purpose, to inspect the register of members, in order to find a way of achieving that purpose that does not involve disclosing the contact or other personal details of large numbers of members, for example by agreeing to send out unchanged information to the membership on behalf of the member.

H: COMMITTEE DUTIES

Note: In addition to the specific duties itemised below, sections 66A to 66D of the Act provide that officers of incorporated associations are subject to duties of care, diligence, good faith and proper purpose, and duties concerning the proper use of their position and of information gained in its exercise. It is likely that the courts would hold that other Committee members have very similar duties.

36. The duties of specific office bearers are as follows:

(a) **Chairperson**– The Chairperson shall:

1. Preside at all meetings of The Council, if present.
2. Preserve order and decorum and so exercise authority in conducting business of The Council.
3. In consultation with the Secretary, assist in answering any necessary correspondence addressed to The Council.

4. Act as a spokesperson for The Council.
5. Exercise general supervision over the activities of The Council.
6. Convene a General Meeting at least three times a year, including the Annual General Meeting.

(b) Deputy Chairperson – The Deputy Chairperson shall:

1. Assist in maintaining order.
2. In the absence of the Chairperson, preside at meetings of The Council.
3. Deputise for the Chairperson in exercising powers and duties other than at meetings when the Chairperson is unavailable.
4. Assist the Chairperson in exercising the powers and duties of that office.

(c) Secretary – The Secretary of The Council shall:

1. As soon as possible after being elected or appointed as Secretary, notify The Council of his or her address.
2. Keep minutes of all elections of office bearers and ordinary Committee members.
3. Provide due notice of Council and Committee meetings.
4. Prepare and distribute minutes of the previous meeting to Committee members at least one week prior to the next meeting.
5. Ensure minutes are taken of all Committee and General Meetings of The Council.
6. Receive and assist the Chairperson answer any necessary correspondence addressed to The Council.
7. Ensure sufficient copies of any documents required for meetings are available.
8. Record in a register the names and contact details of Council members, the dates they became members, and anything else required by this Constitution or by regulation, and ensure the register is maintained strictly in accordance with relevant privacy laws.
9. Record the names of all persons who attend Council meetings except for public meetings, where recording email addresses is sufficient.

(d) Treasurer – The Treasurer of The Council shall:

1. Collect and receive all monies due to The Council and make all payments authorised by The Council.
2. Keep correct accounts and books showing the financial affairs of The Council with full details of all receipts and expenditure connected with activities of The Council.
3. Present a report of the Receipts and Expenditure for the financial year, together with a Balance Sheet of The Council, and a copy of the Reviewer's report at the Annual General Meeting (see section 73 of the Act).

(e) Public Relations Officer – The Public Relations officer shall be responsible for managing and coordinating The Council's public relations and media activities, within a framework agreed by The Committee.

(f) Web Master – The Web Master shall manage The Council's website, within the framework of any website policies agreed to by The Committee.

(g) Assistant Secretary – (if any) The Assistant Secretary shall assist the Secretary to carry out the duties of that office.

(h) Assistant Treasurer – (if any) The Assistant Treasurer shall assist the Treasurer to carry out the duties of that office and act as Treasurer when the Treasurer is not available.

(i) Non-Officer Committee Members – Non-officer members of The Committee may assist the officers of The Council as required.

(j) Public Officer – The Public Officer shall perform all relevant statutory and other duties including –

1. Act as contact between the association and Access Canberra (on behalf of the Registrar-General).
2. Submit the appropriate form to Access Canberra notifying of a new Public Officer's

appointment within 1 month of appointment.

3. Lodging Annual Return and associated documents after the AGM (see section 79 of the Act).
4. Notifying Access Canberra of changes to membership of Committee and changes of Committee members' or Public Officer's addresses.
5. Receive resignations in writing of Committee members.
6. Notifying Access Canberra of changes to this Constitution.
7. Other duties as required by The Committee.

(For relevant forms and information search on www.accesscanberra.gov.au)