

2024 CAPaD Constitutional Changes AGM Members' Briefing

Summary of changes

Three categories of changes:

1. Update wording to the new ACT Model Constitution Rules where this is:
 - a. Clearer / more plain English wording to our current rules,
 - b. More specific or updated wording to align with the new ACT Model Constitution Rules,
 - c. Introducing new rules from the new ACT Model Constitution Rules that are not presently in our constitution and which are useful to have,
2. Remove redundant wording applicable only to the inaugural general meeting,
3. Add consent to the decision making process Rules to mirror our values and method of consensus / consent decision making as an active model for internal participatory democracy; and replace election with selection **to move our language away from election as a pseudo-democratic process, recognising it is only one form of democratic selection that ranges from volunteering with/without sortition, appointment and election.**

Ignore rule numbering as this will be worked out in revising the constitution after the vote at the AGM. Highlighting is to prompt which numbers are known to need change.

Words *in italics* +/- [] are explanatory commentary.

Current Constitutional wording	Revised Constitutional wording
<p>In Definitions: the regulation means the <i>Associations Incorporation Regulation 1991</i>.</p>	<p><i>Delete this provision which only refers to the old model rules.</i></p> <p>Add New Definitions In writing: <i>in writing</i> includes emails, texts and other written electronic communications, as defined in Division 2.2 section 8 of the Electronic Transactions Act 2001.</p> <p>Consequent amendments to remove “or electronically” and add “in writing” if relevant where it occurs in the Constitution.</p> <p>Signatures include physical on a paper document or digitally in an electronic document or by email sent from the person’s email address as recorded in the membership register.</p> <p><i>These changes are to cover all subsequent Rules regarding notifications and conduct of Committee, sub-committee and general meetings rather than to have a clause defining this in each and every rule pertaining to meetings, and replace the current definitions that related to this.</i></p> <p>Meetings: all meetings of the association may be conducted in-person, by telephone or video conference or other electronic means.</p>

	<p>Presence at meetings: Being <i>present at meetings</i> includes in-person, by telephone or video conference or other electronic means, or using a method of communication that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence.</p> <p>Examples - an internet or intranet link, a phone link, a satellite link, in writing.</p>
<p>2. Application of Legislation Act 2001</p> <p>The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.</p>	<p>New model Rules wording:</p> <p>2 Application of certain Acts</p> <p>The following Acts apply to the Association's rules as if they were an instrument made under the Act:</p> <p>(a) the Electronic Transactions Act 2001;</p> <p>(b) the Legislation Act 2001.</p>

Current Constitution	Proposed new wording
<p>Membership</p> <p>7. Membership qualifications</p> <p>A person or organisation is qualified to be a member if—</p> <p>(1) the person or organisation is a member of the Association at the time of incorporation of the Association and has not ceased to be a member of the association at any time after incorporation of the association under the Act;</p> <p>or</p> <p>(2) the person or organisation has applied for membership in accordance with section 8(1) and been placed on the register of members.</p>	<p><i>Revise this section as we are an ongoing Association and the initial provisions are unnecessary.</i></p> <p>Membership</p> <p>7. Membership qualifications</p> <p>A person or organisation is qualified to be a member if:</p> <p>(1) the person or organisation has applied for membership in accordance with section 8(1) and been placed on the register of members,</p> <p>or</p> <p>(2) the person or organisation has not ceased to be a member of the association consequent to disciplinary action in the past 2 years.</p> <p><i>Include the bold phrase, as is a sensible precaution.</i></p>
<p>8. Application for membership</p> <p>(1) A person or organisation may seek membership of the association—</p> <p>(a) by requesting membership of the Association and agreeing in writing or electronically to the objectives of the association;</p>	<p><i>From new model Rules, we need to add to 8 (1) (a) and agreeing to comply with the Act and the Association's rules.</i></p>

<p>(b) by providing their name, address and other contact information as from time to time determined to the Association;</p> <p>(c) by paying the appropriate membership fees; and</p> <p>(d) by lodging this request, details and fee with the secretary of the association or through the association’s website or email.</p>	
<p>(2) The secretary must within 28 days of receiving an application for membership which complies with the requirements in subsection 8(1), enter the person’s name or the name of the organisation in the register of members. Once the name is entered on the register, the person or organisation becomes a member of the association.</p>	<p>New section 9. Membership—decision to accept application</p> <p>New 9.(1) [<i>adapted from new Model Rules to permit vetting of membership applications</i>] On receipt of the application for membership, the Secretary will circulate this to the Committee for acceptance or rejection.</p> <p>New 9.(2) The Committee may reject the application if: (a) The application is not in the required form, or (b) The committee is not satisfied that the applicant will support the Association’s objects and comply with the Act and the Association’s rules.</p> <p>Existing (2) becomes new 9.(3) with rewording: The secretary must within 28 days of the Committee approving an application for membership, enter the person’s name or the name of the organisation in the register of members. Once the name is entered on the register, the person or organisation becomes a member of the association.</p>
<p>12. Fee, subscriptions etc</p> <p>(1) The entrance fees to the association, if any, will be as determined by resolution of the committee.</p> <p>(2) The annual membership fees of the association will be as determined by resolution of the committee and approval at a general meeting.</p> <p>(3) The annual membership fee is payable as determined by the committee.</p>	<p><i>AGM authorisation of fees has been removed in model rules, so remove this requirement from our constitution and simplify the wording.</i></p> <p>12. Joining Fee and annual subscriptions:</p> <p>(1) Membership fees will be paid on joining and annually thereafter at the beginning of the association’s financial year.</p> <p>(2) Membership fees, and policy and procedures for payment will be determined by the Committee.</p>
<p><i>Deliberately blank row</i></p>	

<p>10. Cessation of membership A person or organisation ceases to be a member of the association if the person or organisation—</p> <p>(1) dies or, for an organisation, is wound up; or (2) resigns from membership of the association; or (3) is expelled from the association; or (4) fails to renew membership of the association.</p>	<p>In 11 add (new 2) is not physically or mentally fit to exercise the functions of membership.</p> <p>Add consequent to disciplinary action to (3 = new 4)</p>
<p>9. Membership entitlements not transferable A right, privilege or obligation that a person or organisations has because of being a member of the association—</p> <p>(1) cannot be transferred or transmitted to another person or organisation; and (2) terminates on cessation of the person’s or the organisation’s membership.</p>	<p><i>Update language to simpler New Rules language:</i> 10. Membership—rights and liabilities not transferable A member’s rights and liabilities— (a) are not transferable; and (b) end when the member’s membership ends.</p>

<p>There is currently no Dispute Rules.</p>	<p>New Part Four Disputes and Disciplinary Procedures with newly numbered sections and Rules.</p> <p>14. Dispute resolution procedure (1) Application This division sets out the dispute resolution procedure for dealing with a dispute under the Act or the Association’s rules between— (a) a member and another member; or (b) a member and the committee.</p> <p>(2) Meaning of <i>party</i> to a dispute—div 1.3.1 In this Part: <i>party</i>, to a dispute, means— (a) if the dispute is between members—the members; or (b) if the dispute is between a member and the committee—the member and the committee. <i>Note</i> A member may appoint someone to act on their behalf in the dispute resolution procedure (see Act, s 65B (2)).</p> <p>15. Resolving dispute by agreement (1) The parties to a dispute must attempt to resolve the dispute by agreement between themselves. (2) A party to the dispute may ask the committee to help the parties resolve the dispute by agreement if— (a) the committee is not a party to the dispute; and (b) the parties are unable to resolve the dispute between themselves.</p>
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16. Dispute resolution procedure—starting the procedure

(1) If the parties to a dispute do not resolve the dispute by agreement under section 15, any party to the dispute may start the dispute resolution procedure by giving written notice to the committee.

(2) The notice must—

(a) include the names and contact details of the parties to the dispute; and

(b) give a brief summary of the matters in dispute (a **dispute summary**) including the relevant provisions of the Act and the Association’s rules (if known); and

(c) briefly state the steps the parties have taken to resolve the dispute.

Include note to aid implementation:

Note A member who is the subject of a disciplinary procedure must not start a dispute resolution procedure in relation to the same matter until the disciplinary procedure (including any appeal) is complete (see [Act](#), s 65C (4)).

17. Dispute resolution procedure—appointing decision-maker

(1) As soon as practicable after receiving a notice under section 14, the committee must appoint a decision-maker to decide the outcome of the dispute.

Note For laws about appointments, see the Legislation Act, pt 19.3.

(2) The committee must ensure that the decision-maker—

(a) is unbiased; and

(b) has, or can quickly acquire, knowledge of the following:

(i) the Act;

(ii) the Association’s rules;

(iii) the Association’s objects;

(iv) the management and operation of the Association; and

(c) does not have a conflict of interest.

(3) The committee must give the decision-maker a copy of the notice.

18. Dispute resolution procedure—notice to parties about decision-maker

(1) As soon as practicable after a decision-maker is appointed under section 15, the secretary must give written notice to each party to the dispute that the dispute resolution procedure has started.

(2) However, if the committee is a party to the dispute, the secretary is not required to give the committee notice under subsection (1).

(3) The notice must include—

(a) a copy of the dispute summary for the dispute; and

(b) the name and contact details of the decision-maker; and

(c) information about the dispute resolution procedure.

19. Dispute resolution procedure—opportunity to be heard

- (1) Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute.
- (2) The invitation must state—
 - (a) if the decision-maker invites the parties to make a written submission—a period of not less than 14 days in which a party may make a written submission (the **submission period**); and
 - (b) if the decision-maker invites the parties to make oral submissions—the day and time (within the submission period) when the party may make the oral submission.
- (3) The decision-maker may also attempt to resolve the dispute with the agreement of the parties to the dispute.

20. Dispute resolution procedure—outcome

As soon as practicable after the submission period has ended, the decision-maker must—

- (a) consider any submissions made during the submission period; and
 - (b) decide the outcome of the dispute (the **dispute decision**); and
 - (c) give the parties to the dispute a written notice that states—
 - (i) the dispute decision; and
 - (ii) the reasons for the dispute decision; and
- Note* For what must be included in a statement of reasons, see the Legislation Act, s 179.
- (iii) that a party to the dispute may appeal the dispute decision under Section 23 (Appealing decisions); and
 - (d) if the committee is not a party to the dispute—give the committee a copy of the notice mentioned in paragraph (c).

21. Dispute resolution procedure—ending dispute by agreement

- (1) The parties to a dispute may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute.
- (2) If the parties agree to end the dispute, they must give written notice to the following people:
 - (a) if the committee is not a party to the dispute—the committee;
 - (b) if a decision-maker has been appointed for the dispute—the decision-maker.
- (3) The notice must state—
 - (a) that the parties have agreed to end the dispute; and
 - (b) the terms of the agreement.

<p>14. Disciplining of members</p> <p>(1) If the committee is of the opinion that a member—</p> <p>(a) has persistently refused or neglected to comply with a provision of these rules; or</p> <p>(b) has persistently and wilfully acted in a manner prejudicial to the interests of the association; the committee may, by resolution—</p> <p>(c) expel the member from the association; or</p> <p>(d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.</p>	<p><i>Replace current disciplining of members with the new Model Rules revised process.</i></p> <p>22. Disciplinary procedure</p> <p>(1) Definitions</p> <p>disciplinary action, against a member of the Association in relation to the member’s status as a member of the Association, includes any of the following:</p> <p>(a) demoting the member to a level of membership with fewer rights and privileges;</p> <p>(b) suspending the member’s entitlement to exercise some or all of the member’s rights and privileges as a member for a stated period;</p> <p>(c) suspending the member’s membership for a stated period;</p> <p>(d) cancelling the member’s membership and disqualifying the member from applying for membership for a stated period.</p>
<p>(2) A resolution of the committee under subsection (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.</p> <p>(3) If the committee passes a resolution under subsection (1), the secretary must, as soon as practicable, serve a written notice on the member—</p> <p>(a) setting out the resolution of the committee and the grounds on which it is based; and</p> <p>(b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and</p> <p>(c) stating the date, place and time of that meeting; and</p> <p>(d) informing the member that the member may do either or both of the following:</p> <p>(i) attend and speak at that meeting;</p>	<p>(2) Application</p> <p>This division sets out the disciplinary procedure the Association must use if it proposes to take disciplinary action against a member.</p> <p><i>Note 1</i> There are further requirements for disciplinary procedures in the Act, s 65C.</p> <p><i>Note 2</i> A court may direct a person to comply with the Association’s rules and may declare and enforce the rights or obligations of members or the Association (see Act, s 53).</p> <p><i>Note 3</i> The Association may (but need not) also use the disciplinary procedure set out in this division if it proposes to take other disciplinary action against a member.</p> <p>23 Disciplinary procedure—grounds for disciplinary action</p> <p>Each of the following is a ground for disciplinary action against a member of the Association:</p> <p>(a) the member has persistently refused or failed to comply with the Act or the Association’s rules;</p> <p>(b) the member has acted in a way that is likely to be harmful to the Association.</p> <p>24 Disciplinary procedure—proposed disciplinary action</p> <p>If the committee is satisfied that a ground for disciplinary action exists in relation to a member of the Association, the committee may, by resolution, propose to take disciplinary action (the proposed disciplinary action) against the member in relation to the member’s status as a member.</p> <p>25 Disciplinary procedure—appointing decision-maker</p>

<p>(ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.</p> <p>(4) Subject to the Act, section 50, at a meeting of the committee mentioned in subsection (2), the committee must—</p> <p>(a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and</p> <p>(b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and</p> <p>(c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (1).</p> <p>(5) If the committee confirms a resolution under subsection (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member’s right of appeal under section 15.</p> <p>(6) A resolution confirmed by the committee under subsection (4) does not take effect—</p> <p>(a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or</p> <p>(b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with section 14 (4).</p>	<p>(1) If the committee passes a resolution under section 22, the committee must appoint a decision-maker to decide whether to take the proposed disciplinary action.</p> <p><i>Note</i> For laws about appointments, see the Legislation Act, pt 19.3.</p> <p>(2) The committee must ensure that the decision-maker—</p> <p>(a) is unbiased; and</p> <p>(b) has, or can quickly acquire, knowledge of the following:</p> <p>(i) the Act;</p> <p>(ii) the Association’s rules;</p> <p>(iii) the Association’s objects;</p> <p>(iv) the management and operation of the Association; and</p> <p>(c) does not have a conflict of interest.</p> <p>(3) The committee must give the decision-maker the following information in writing:</p> <p>(a) the name and contact details of the member who is the subject of the proposed disciplinary action;</p> <p>(b) the nature of the proposed disciplinary action;</p> <p>(c) the grounds for the proposed disciplinary action.</p> <p>26 Disciplinary procedure—notice to member about proposed disciplinary action</p> <p>(1) As soon as practicable after appointing a decision-maker under section 23, the committee must give the member written notice telling the member that the disciplinary procedure has started.</p> <p>(2) The notice must include—</p> <p>(a) information about the proposed disciplinary action; and</p> <p>(b) the grounds for the proposed disciplinary action; and</p> <p>(c) the name and contact details of the decision-maker; and</p> <p>(d) information about the disciplinary procedure.</p> <p>27 Disciplinary procedure—opportunity to be heard</p> <p>(1) Before deciding whether to take the proposed disciplinary action, the decision-maker must invite the member to make a written or oral submission (or both) about—</p> <p>(a) the proposed disciplinary action; and</p> <p>(b) the grounds for the proposed disciplinary action.</p> <p>(2) The invitation must state—</p> <p>(a) if the decision-maker invites the member to make a written submission—a period of not less than 14 days in which the member may make a written submission (the <i>submission period</i>); and</p> <p>(b) if the decision-maker invites the member to make oral submissions—the day and time (within the submission period) on which on the member may make the oral submission.</p>
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28 Disciplinary procedure—outcome

(1) As soon as practicable after the submission period has ended, the decision-maker must—

- (a) consider any submissions made during the submission period; and
- (b) decide whether to take the proposed disciplinary action, another disciplinary action, or no disciplinary action against the member (the ***disciplinary action decision***); and

(c) give the member and the committee written notice stating—

- (i) the disciplinary action decision; and
- (ii) the reasons for the disciplinary action decision; and
- (iii) if the decision-maker decides to take disciplinary action—the day the disciplinary action takes effect.

Note For what must be included in a statement of reasons, see the Legislation Act, s 179.

(iv) that the member or the committee may appeal the disciplinary action decision under Section 31 (Appealing decisions)

(2) If the decision-maker decides to take disciplinary action against a member, the committee must—

- (a) if the member's membership is cancelled—remove information about the member from the register of members; or
- (b) in any other case—record the details of the disciplinary action in the register of members.

(3) If the decision-maker decides to suspend the member's membership for a stated period –

- (a) the person is taken not be a member of the Association during the period of suspension.
- (b) the period of suspension does not affect the suspended member's liability to pay the annual membership fee.

29 Disciplinary procedure—stopping

(1) The committee may, by resolution, decide to stop a disciplinary procedure against a member at any time before the decision-maker makes a disciplinary action decision.

(2) If the committee decides to stop the disciplinary procedure, the committee must give written notice to—

- (a) the member; and
- (b) the decision-maker.

(3) The notice must state—

- (a) that the committee has decided to stop the disciplinary procedure for proposed disciplinary action against a member; and
- (b) the reasons for the committee's decision to stop the disciplinary procedure.

	<p>30 Disciplinary procedure—no further action by committee If a decision-maker makes a disciplinary action decision in relation to a member, no further disciplinary action may be proposed or taken against the member in relation to the conduct set out in the written notice given to the member under section 26.</p>
<p>15(b) Right of appeal of disciplined member</p> <p>(1) A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under section 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.</p>	<p><i>Replace current Appeal section with the new Model Rules revised process.</i></p> <p>31 Appealing decisions 32 Appeal outcome—setting aside decision-maker’s decision A dispute decision or disciplinary action decision may be set aside only by special resolution of the Association.</p>
<p>(2) On receipt of a notice under subsection (1), the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.</p> <p>(3) Subject to the Act, section 50, at a general meeting of the association called under subsection (2)—</p> <p>(a) no business other than the question of the appeal may be transacted; and</p> <p>(b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and</p> <p>(c) the members present must vote by secret ballot on the question of whether the resolution made under section 14 (4) should be confirmed or revoked.</p> <p>(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 14 (4), that resolution is confirmed.</p>	<p>33 Who may appeal</p> <p>(1) A party to a dispute may appeal the dispute decision. (2) The following people may appeal a disciplinary action decision: (a) the member who is the subject of the disciplinary action decision; (b) the committee.</p> <p>34 Appeal notices A person appealing a decision must, within 7 business days after being given notice of the decision, give the secretary written notice of the appeal (an appeal notice) that states the grounds for the appeal.</p> <p>35 Withdrawing an appeal A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the secretary.</p> <p>36 General meeting to decide appeal</p> <p>(1) As soon as practicable after the secretary receives an appeal notice— (a) the secretary must give the parties to the appeal a copy of the appeal notice; and (b) the committee must call a general meeting to consider a special resolution about the appeal. (2) The chair of the general meeting must ensure that— (a) the special resolution is the only item of business at the general meeting called under subsection (1) (b); and (b) the parties to the appeal are given the opportunity to be heard about the special resolution; and (c) the members vote on the special resolution by a secret ballot.</p>

(3) In this section:

party to the appeal, means—

- (a) if the appeal is against a dispute decision—the parties to the dispute; and
- (b) if the appeal is against a disciplinary action decision—
 - (i) the member subject to the disciplinary procedure; and
 - (ii) the committee.

18. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members—
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) unless otherwise determined by the Committee, must be given to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the committee.

The New Model Rules are clearer and so adopted with minor changes to reduce words while maintaining clarity, amending the model rules to fit our processes and bringing across relevant rules from the current version.

Committee—membership

A member of the Association becomes a committee member if the member—
(a) is selected to the committee at a general meeting under **section 43**; or
(b) is appointed by the committee to fill a casual vacancy on the committee under **section 46**.

Committee—nominating members for selection

- (1) The secretary must, at least 28 days before an annual general meeting, give written notice to the members of the Association calling for nominations of members for selection to the committee.
- (2) A nomination of a member must—
 - (a) be in writing; and
 - (b) be signed by 2 other members; and
 - (c) include the written consent of the nominated member; and
 - (d) be given to the secretary at least 7 days before the annual general meeting.

Committee—selecting members

- (1) If more members are nominated for the committee than positions available, the members at the annual general meeting must vote to decide who is to be elected to the committee.
- (2) If members nominated for the committee equals positions available, the nominated members are taken to be selected to the committee.
- (3) If fewer members than available positions are nominated for the committee, at the annual general meeting—
 - (a) the nominated members are taken to be selected to the committee; and
 - (b) the chair must call for further nominations to fill the remaining positions.
- (4) If the chair calls for further nominations under subsection (3) (b):
 - (a) if there are more nominations than remaining positions—the members at the meeting must vote to decide who is to be elected to the committee; or
 - (b) if there are the same number of nominations as remaining positions—the nominated members are taken to be selected to the committee; or
 - (c) if there are fewer nominations than remaining positions—
 - (i) the nominated members are taken to be selected to the committee; and
 - (ii) the unfilled positions are taken to be vacant.

	<p>(5) A vote for the selection of office-bearers and ordinary committee members may be conducted at the annual general meeting in the way the committee may direct.</p> <p>(6) A person is not eligible to simultaneously hold more than 1 position on the committee.</p>
<p>17. Committee membership</p> <p>(1) The committee consists of—</p> <p>(a) the office-bearers of the association; and</p> <p>(b) up to 6 ordinary members elected under section 18 or appointed under subsection 17(6) and such other members as the committee or general meeting determines is necessary for the association to operate as set out in Part 2.;</p> <p>(2) The office-bearers of the association are—</p> <p>(a) the convenor or co-convenors; and</p> <p>(b) the deputy convenor or co-convenors; and</p> <p>(c) the treasurer; and</p> <p>(d) the secretary.</p>	<p><i>No changes here.</i></p>
<p>(3) Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting 2 years following the date of the member’s election but is eligible for re-election.</p> <p>(4) In the event that the positions of all office bearers and ordinary members of the committee become vacant at the same AGM, then approximately one half of those being selected will hold office for 1 year and half for 2 years. The length of term for each of these office bearers and ordinary members will be determined by the drawing of lots.</p> <p>(5) If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.</p> <p>[NOTE: see Rule on Vacancies below.]</p>	<p><i>Update (3) from the new model rules:</i></p> <p>(3) Each member of the committee holds office, subject to these rules:</p> <p>a) until the conclusion of the annual general meeting 2 years following the date of the member’s election and is eligible for re-election,</p> <p>b) The member resigns in writing from the Committee,</p> <p>c) The member’s membership of the Association ends,</p> <p>d) The member is removed from Office under Rule 22.</p> <p><i>For consistency:</i> Move (5) to filling Casual Vacancies (section 21).</p> <p>Add new (5) A member is ineligible to stand for the Committee if they have been the subject of disciplinary action under Rule 14 in the previous 2 years.</p>

<p>21. Vacancies</p> <p>For these rules, a vacancy in the office of a member of the committee happens if the member—</p> <ol style="list-style-type: none"> (1) dies; or (2) ceases to be a member of the association; or (3) resigns the office; or (4) is removed from office under section 22 (Removal of committee members); or (5) becomes bankrupt or personally insolvent; or (6) is unable for any reason to carry out his or her duties on the committee; or (7) is disqualified from office under the Act, section 63 (1); or (8) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months. 	<p>Need to add: New Section Title: Committee: vacancies and filling vacancies. Add was not filled at the last annual general meeting to the opening line so it reads: A vacancy in the office of a member of the committee happens if it was not filled at the last annual general meeting or the member:...;</p> <p>Then: <i>Note need to move 17 (5) from above to here as new (9) since filling casual vacancies logically comes after a vacancy occurring as it does in the new Model Rules.</i></p> <p>(9) If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.</p> <p>Then add new: (10) However, the committee must not appoint a member under this Section if the member has been the subject of disciplinary action under Sections 24 and 25 in the previous 2 years.</p>
<p>22. Removal of committee members</p> <p>The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member’s term of office.</p>	<p><i>Update to new Model Rules wording:</i> 44. Committee—removal of member from office The Association may, by resolution passed at a general meeting, remove a committee member from the committee before the end of their term of office if the member—</p> <ol style="list-style-type: none"> (1) does not exercise their functions or discharge their duties under the Act, section 66A (Duty of care and diligence); or (2) does not exercise their functions or discharge their duties under the Act, section 66B (Duty of good faith and proper purpose); or (3) contravenes— <ol style="list-style-type: none"> (a) the Act, section 66C (Use of position); or (b) the Act, section 66D (Use of information); or (4) fails to attend 2 consecutive committee meetings and does not have the agreement of the committee to be absent from 1 or both of the meetings; or (5) does not exercise the functions of their office for a period of 3 months.

23. Committee meetings and quorum

- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) should specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent or other business.
- (5) Half of the membership of the committee, plus one, constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

New subheading Committee meetings—notice and business

No change to rules (1) and (2).

New words for current (3):

- (3) The secretary must give each committee member notice of a committee meeting at least—
 - (a) 48 hours before the meeting; or
 - (b) if the committee unanimously agrees on another period—that period before the meeting.

New words for current (4):

- (4) The committee meeting notice must state—
 - (a) the date, time and place of the meeting; and
 - (b) the general nature of the business to be conducted at the meeting.

New (5) from old (4):

- (5) The committee may only conduct business at a committee meeting that—
 - (a) is mentioned in the committee meeting notice; or
 - (b) the committee members at the meeting unanimously agree is urgent and appropriate to be conducted at the meeting.

Update wording to new model rules replacing current (5), (6) and (7):

New subheading 46. Committee meetings— quorum

- (1) The committee may conduct business at a committee meeting only if there is a quorum of 3 committee members.
- (2) If there is not a quorum at the time stated in the committee meeting notice, the time of the meeting is taken to be postponed for 30 minutes.
- (3) If there is not a quorum after the 30-minute postponement, the meeting is ended.

Insert Note If a quorum for a committee meeting is not reached because a committee member present at the meeting has a personal interest in a matter being considered, a general meeting may be called to pass a resolution to deal with the matter (see Act, s 65A (3)).

Add new subheading: **47. Committee – Presiding officer**, then Rule (8) unchanged apart from renumbers as (1).

<p>25. Voting and decisions</p> <p>(1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by negotiation to a consensus outcome,</p> <p>(2) If agreement by consensus fails, the relevant committee or subcommittee may decide to make a decision by voting. In such a situation, the question is decided by a majority of the votes of members of the committee or subcommittee present at the meeting.</p> <p>(3) In the event of a vote, each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the vote is lost.</p>	<p><i>Add Committee – to the heading for clarity of application when reading rapidly through and reverse word order to Decisions and Voting (to imply the precedence of other forms of democratic decision taking over voting).</i></p> <p><i>Add or consent after consensus in all the decision-making Rules.</i></p> <p><i>Clarifies conflict of interest rules; this may be helpful to include the note.</i></p> <p><i>Note A committee member who has a material personal interest in a matter must not be present while the matter is being considered by the committee and must not vote on the matter (see Act, s 65A).</i></p>
<p>24. Subcommittee</p> <p>(1) The committee, on behalf of the Committee, may, or where required by the general meeting, must, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, ...</p>	<p><i>Move subcommittee section to after Decisions and Voting.</i></p> <p><i>Delete on behalf of the Committee as this is redundant.</i></p> <p><i>No other changes to this rule.</i></p>

Part 5 General meetings

26. Annual general meetings—holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.
- (2) The association must hold its first annual general meeting—
 - (a) within 18 months after its incorporation under the Act; and
 - (b) within 5 months after the end of the first financial year of the association.
- (3) Subsections (1) and (2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

28. General meetings

- (3) The frequency of general meetings will be determined by the members at the inaugural meeting and at each annual general meeting, providing that there is at least two general meetings per year.

To remove initial AGM requirements which are no longer necessary:

Current 26 (1) to be renumbered and amended to say:

The Committee must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.

Rule 26 (2) removed.

26 (3) removed as it is covered by existing rules.

Amend 28 (3) to delete “at the inaugural meeting and” *because this is redundant.*

31. General meetings—procedure and quorum

- (1) No item of business may 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.
- (2) Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week 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 notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

Adopting new model rules wording:

Revised 31 to 55. General meetings—quorum and procedure

- (1) The members of the Association may conduct business at a general meeting only if there is a quorum of five (5) members present.
- (2) If a quorum of 5 members is not present at the time stated in the general meeting notice, the time of the meeting is taken to be postponed for 30 minutes.
- (3) If a quorum of 5 members is not present after the 30-minute postponement, the chair of the meeting may adjourn the meeting to the same day, place and time in the following week (unless another place is specified at the time of adjournment).
- (4) The committee must, within 48 hours after adjourning a meeting under subsection (3), give each member written notice stating:
 - (a) that the meeting was adjourned under subsection (3); and
 - (b) the new date, time and place of the meeting
- (5) If at the adjourned meeting a quorum of 3 is not present within 30 minutes after the time appointed for the start of the meeting, the meeting is dissolved.

<p>This is a new Rule not currently in the Constitution.</p>	<p>Update heading 32. Presiding member to 56. General Meetings – Presiding Member.</p> <p><i>Adopt the new model rules General Meeting Minutes rule:</i> New 57 to be inserted following General Meetings – Presiding Member: General meetings – minutes</p> <p>(1) The secretary, or another person authorised by the committee, must take and keep minutes of each general meeting.</p> <p>(2) The following must be recorded in the minutes:</p> <p>(a) the names of the members present at the meeting;</p> <p>(b) any authorisation of a proxy given to the secretary;</p> <p>(c) a description of the business conducted at the meeting;</p> <p>(d) if a vote is taken at the meeting—</p> <p>(i) the motion on which the vote is taken; and</p> <p>(ii) the outcome of the vote; and</p> <p>(iii) whether the vote was by show of hands or ballot; and</p> <p>(iv) the number of votes by proxy.</p> <p>(3) The chair must review the minutes and sign them if they are correct.</p> <p>(4) The outcome of a vote on a matter at a general meeting is taken to be the resolution of the general meeting of the members on the matter.</p>
<p>33. Adjournment</p>	<p>Add General Meetings – to the heading. <i>[just so it is clear what meeting is being covered]</i></p>

34. Making of decisions

- (1) A question arising at a general meeting of the association will initially seek to be determined by consensus.
- (2) If a consensus is unable to be reached in a reasonable time, the general meeting may determine that the matter is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) At a general meeting of the association, a poll which counts the vote of each person present either in person or by proxy in a show of hands or in a written vote, may be demanded by the person presiding or by not less than 3 members present in person at the meeting.
- (4) If the poll is demanded at a general meeting, the poll must be taken—
 - (a) immediately if the poll relates to the election of the person to preside at

Add **General Meetings** – to the heading.

*Changes here are to introduce the reaching of decisions by consent, change old language **poll** to **vote**,*

Combine our existing rules 34 and 35, such that since 35 relates to the taking of a poll required in 34, current rule 35 becomes (e), (f), (g) and (h) of current rule 34.

Include the *Note* amended to: If a vote is taken on a special resolution, it needs at least three-quarters of the votes to pass (see Act, s 70), as a new sub-rule.

Plus add “**or consent**” to (1) and (2) after consensus.

Clarify the language in 34 (2) to say:

If a consensus or consent decision is unable to be reached in a reasonable time, the general meeting may determine that the matter is to be decided on a show of hands. Unless before or on the declaration of the show of hands a vote is demanded, a declaration by the person presiding that a resolution has been carried or carried unanimously or carried by a particular majority or lost, is evidence of the resolution being passed. Recording the number or proportion of the votes in favour of or against that resolution is not necessary.

Clarify the wording in 34 (3): At a general meeting of the association, a vote **that includes** each person present either in person or by proxy in a show of hands or in a written vote, may be demanded by the person presiding or by not less than 3 members present in person at the meeting.

34 (4) *clarifying the vote language:*

If a vote is demanded at a general meeting, it must be taken: etc..

Amend current 35 (1) to read: **On any question arising at a general meeting of the association a member has 1 vote only** [*because not giving the presiding officer a casting vote removes the need for Subject to subsection (3)*].

Delete “other than the amount of the annual subscription payable for the then current year” from current rule 35 (4) / new 34 (4)(f).

[*This quoted makes no sense and only financially up to date members be principle should be able to vote.*]

A combined Rules 34 and 35 on decision making to include voting, with **poll** changed to **vote** as appropriate, and introducing a new (5) from the new Model Rules, so this Rule combined and amended rule now reads:

[Amended] 34. General Meetings – Making of decisions

<p>the meeting or to the question of an adjournment; or</p> <p>(b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.</p> <p>35. Voting</p> <p>(1) Subject to subsection (3), on any question arising at a general meeting of the association a member has 1 vote only.</p> <p>(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.</p> <p>(3) If the votes on a question at a general meeting are equal, the vote is lost.</p> <p>(4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable for the then current year.</p>	<p>(1) A question arising at a general meeting of the association will initially seek to be determined by consensus or consent.</p> <p>(2) If a consensus or consent is unable to be reached in a reasonable time, the general meeting may determine that the matter is to be decided on a show of hands. Unless before or on the declaration of the show of hands a vote is demanded, a declaration by the person presiding that a resolution has been carried or carried unanimously or carried by a particular majority or lost, is evidence of the resolution being passed. Recording the number or proportion of the votes in favour of or against that resolution is not necessary.</p> <p>(3) At a general meeting of the association, a vote that includes each person present either in person or by proxy in a show of hands or in a written vote, may be demanded by the person presiding or by not less than 3 members present in person at the meeting.</p> <p>(4) If a vote is demanded at a general meeting, it must be taken:</p> <p>(a) immediately if the vote relates to the election of the person to preside at the meeting or to the question of an adjournment; or</p> <p>(b) in any other case in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.</p> <p>(c) On any question arising at a general meeting of the association a member has 1 vote only.</p> <p>(d) All votes must be given personally or by proxy but no member may hold more than 5 proxies.</p> <p>(e) If the votes on a question at a general meeting are equal, the vote is lost.</p> <p>(f) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.</p> <p>(5) If a vote is taken on a special resolution, it needs at least three-quarters of the votes to pass.</p>
	<p>Reorder sequence of Rules: To put Decision Making before Presiding Member and Adjournments. [logical sequencing]</p>

37. Funds—source

(1) The funds of the association must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, any other sources that the committee decides.

(2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt, which indicates the nature of the payment made.

Make new Part: **Part 7 Financial Matters** to include current rules 37 and 38 (new rules 61 and 62).

Leave (1) unchanged. *Current wording simpler.*

Move (2) from source to management. *Logical positioning.*

Amend (3 – new (2)) add new wording “**unless it is impracticable to do so**” so new (2) reads:

(2) The association must, as soon as practicable after receiving any money, issue an appropriate receipt, which indicates the nature of the payment made **unless it is impracticable to do so.**

38. Funds—management

(1) Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the committee decides.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members of the committee or employees authorised to do so by the committee.

(3) The Association must manage itself and its funds consistently with its statutory basis for incorporation, as a not-for-profit organisation as set out under the Act.

Move 37 (2) to new 38 (2)

All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account. *and renumber subsequent rules.*

<p>40. Common seal</p> <p>(1) The common seal of the association must be kept in the custody of the secretary or another office-bearer of the association, from time to time determined by the committee.</p> <p>(2) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures of 2 office-bearers or 1 member of the committee and an office-bearer.</p>	<p><i>Update the language to new model rules:</i></p> <p>(1) The secretary or another office-bearer of the association, as determined by the committee, must keep common seal in their custody.</p> <p>(2) The common seal may only be attached to a document by the authority of the committee and witnessed by the signatures of 2 office-bearers or 1 member of the committee and an office-bearer.</p>
<p>41. Custody of books</p> <p>Subject to the Act, the regulation and these rules, the secretary or another office-bearer determined by the committee must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.</p> <p>42. Inspection of books</p> <p>The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.</p>	<p><i>Update current 41 Custody of books to new Rules wording with new heading.</i></p> <p>41 Records and other documents</p> <p>(1) The secretary must keep all the Association’s records and other documents, other than accounting records, in their custody or under their control.</p> <p>(2) The treasurer must keep the Association’s accounting records in their custody or under their control.</p> <p><i>Amend current 42 to include “(other than the register of members)” from the new model rules to safeguard members’ privacy.</i></p> <p>42. Inspection of books</p> <p>The records, books and other documents of the association (other than the register of members) must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.</p>

39. Alteration of objects and rules

Neither the objects of the association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

The Act says:

30 Alteration of objects

- (1) An incorporated association may, by special resolution, alter its objects.
- (2) An incorporated association must, not later than 1 month after a special resolution to alter the objects of the association has been passed by the association, lodge with the registrar-general a notice setting out the particulars of the alteration.
- (3) A resolution to alter the objects of an incorporated association is of no effect until the notice has been lodged.

And

33 Alteration of rules

- (1) Subject to this Act, an incorporated association may, by special resolution, alter its rules in whole or in part and may, in particular—
 - (a) adopt as its rules the model rules as in force from time to time instead of rules other than the model rules adopted under section 16 (c) (ii) or 26 (1) (b) or paragraph (b); or
 - (b) adopt as its rules other rules that comply with section 32 instead of the model rules adopted under section 16 (c) (i) or 26 (1) (b) or paragraph (a).
- (2) If an incorporated association has resolved to alter its rules, the association must, not later than 1 month after the resolution was passed, lodge with the registrar-general a notice setting out the particulars of the alteration, and including a declaration by at least 2 members of the committee of the association to the effect that a special resolution referred to in subsection (1) was duly passed by the association.
- (3) If a notice relating to the alteration of the rules of an association has been lodged under subsection (2), the registrar-general may give notice to the association that it is required to lodge a copy of its rules with the registrar-general.
- (4) If an incorporated association has been given notice by the registrar-general under subsection (3), the association must, not later than 1 month after the date of the notice, lodge with the registrar-general a printed copy, in consolidated form, of the association's rules as altered and in force at that date.
- (5) A resolution to alter the rules of an incorporated association is of no effect until a notice has been lodged by the association under subsection (2).

Move this section after other sections in Miscellaneous and Service of notice, and before winding up / Surplus property for logical sequencing reasons.

The exact process should be specifically spelt out in the constitution, so members don't have to go and find the Act.

Amend Rule 39 to:

39. Alteration of Objectives and Rules

- (1) The Objectives and Rules of the Association may be altered by special resolution passed at a general meeting of the Association.
- (2) The special resolution may be adopted by consent, consensus or, if a vote is taken (see 34 Making of Decisions), by at least three-quarters of votes cast.
- (3) The altered Objectives and Rules must be notified to and lodged with the registrar-general within a month of the alteration being passed.
- (4) The alterations to the Objectives and Rules come into effect only after they have been lodged.

<p><i>Currently no specific winding up provision exists. Suggest add one by copying relevant clause from the Act in order for clarity, and to meet Charity and DGR status requirement.</i></p> <p>Part 7 Winding-up</p> <p>88 Voluntary winding-up</p> <p>An incorporated association may be wound up voluntarily if the association has, by special resolution, resolved that it be wound up.</p>	<p>Suggested new Part 8 winding up with new Rule 70, moving this part to the end of the constitution. <i>[logical sequencing]</i></p> <p>Voluntary winding-up</p> <p>The Association may voluntarily wind up if the members, by special resolution at a general meeting called for that purpose, resolve that it be wound up. <i>[clearer more modern language and clarifies the process required]</i></p> <p><i>[Then current Surplus property rule stays. This rule also meets charity and DGR requirements.]</i></p>

Consequent and non-substantive changes to punctuation, typos, numbering of Parts, Sections and Rules in line with alterations may occur during redrafting of the constitution in preparation for lodging with Access Canberra and the Australian Charities and Not for profit Commission.