

CONSTITUTION OF THE CANBERRA ALLIANCE FOR PARTICIPATORY DEMOCRACY

CAPaD - *Awakening Democracy*
The Canberra Alliance for Participatory Democracy

As amended 17 August 2024

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Part 1 Preliminary

1. Definitions

In these rules:

the Act means the *Associations Incorporation Act 1991*.

member means a member, however described, of the association.

ordinary committee member means a member of the committee who is not an office-bearer of the association as mentioned in section 12 (1) (a).

secretary means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association.

financial year means the year ending on 30 June.

in writing includes emails, texts and other written electronic communications, as defined in Division 2.2 section 8 of the Electronic Transactions Act 2001.

Signatures include physical on a paper document or digitally in an electronic document or by email sent from the persons email address as recorded in the membership register.

Meetings: all meetings of the association may be conducted in-person, by telephone or video conference or other electronic means.

Presence at meetings: Being **present at meetings** 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.

Examples - an internet or intranet link, a phone link, a satellite link, in writing.

Note A definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

2. Application of certain Acts

The following Acts apply to the Association's rules as if they were an instrument made under the Act:

- (a) the *Electronic Transactions Act 2001*;
- (b) the *Legislation Act 2001*.

3. Name of the Association

The name of the Association shall be the **Canberra Alliance for Participatory Democracy**, abbreviated CAPaD, referred to herein as the Association.

Part 2 Objectives, principles and ways of operating

4. Objectives of the Association

To promote individual and community well-being and the common good in a healthy environment by advancing education to inspire people to participate in strengthening democracy by:

- (1) empowering people in Australia, and particularly Canberra, to own and effectively participate in creating our common future by developing and supporting genuine citizen, community and civil society engagement in public decision making,
- (2) stimulating and facilitating opportunities for citizens and community to participate in government and particularly parliamentary deliberation,
- (3) developing and assisting citizen and community capacity to hold government, parliament, our elected representatives and policymakers more directly accountable,
- (4) to establish and maintain a public fund to be called the Awakening Democracy Foundation for the specific purpose of supporting the educational objects of CAPaD, and
- (5) any other purposes beneficial to the general public and analogous to the other charitable purposes

5. Principles guiding the operation of the Association

The Association shall so far as possible be guided by the following principles of operation:

- (1) Commitment to sustainability, equity, inclusive prosperity and justice
- (2) Community focused
- (3) Democratic
- (4) Respectful
- (5) Valuing diversity
- (6) Non-partisan
- (7) Trustworthy
- (8) Credible

(9) Transparent

(10) Accountable

6. Style of Operation of the Association

The Association shall so far as possible

- (1) Seek broad based participation across Australia, and Canberra in particular,
- (2) Strengthen existing community, faith, environmental and civil society groups,
- (3) Build on volunteerism and publicly acknowledged donations, and
- (4) Employ a learning by doing model.

Part 3 Membership

7. Membership qualifications

A person or organisation is qualified to be a member if:

- (1) the person or organisation has applied for membership in accordance with Rule 8 and been placed on the register of members,
- Or
- (2) the person or organisation has not ceased to be a member of the association consequent to disciplinary action in the past 2 years.

8. Application for membership

- (1) A person or organisation may seek membership of the association:
 - (a) by requesting membership of the Association and agreeing in writing to the objectives of the association and to comply with the Act and the Association's rules,
 - (b) by providing their name, address and other contact information as from time to time determined to the Association,
 - (c) by paying the appropriate membership fees, and
 - (d) by lodging this request, details and fee with the secretary of the association or through the association's website or email.

9. Membership — decision to accept application

- (1) On receipt of the application for membership, the Secretary will circulate this to the Committee for acceptance or rejection.
- (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.
- (3) 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.

10. Membership — rights and liabilities not transferable

- (1) A member's rights and liabilities:
 - (a) are not transferable, and
 - (b) end when the member's membership ends.

11. Cessation of membership

A person or organisation ceases to be a member of the association if the person or organisation:

- (1) dies or, for an organisation, is wound up; or
- (2) is not physically or mentally fit to exercise the functions of membership; or
- (3) resigns from membership of the association; or
- (4) is expelled from the association consequent to disciplinary action; or
- (5) fails to renew membership of the association.

12. Resignation of membership

- (1) A member is not entitled to resign from membership of the association except in accordance with this section.

- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association giving written notice to the secretary and, 5 days after the notice is received by the secretary, the member ceases to be a member.
- (3) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

13. Joining Fee and annual subscriptions:

- (1) Membership fees will be paid on joining and annually thereafter at the beginning of the Association's financial year.
- (2) Membership fees, and policy and procedures for payment will be determined by the Committee.

14. Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by section 13.

Part 4A Disputes and Disciplinary Procedures

15. 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.
- (2) Meaning of *party* to a dispute

In this Part:

party, 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.

Note A member may appoint someone to act on their behalf in the dispute resolution procedure (see Act, s 65B (2)).

16. 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.

17. Dispute resolution procedure — starting the procedure

- (1) If the parties to a dispute do not resolve the dispute by agreement under Rule 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.

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)).

18. Dispute resolution procedure — appointing decision-maker

- (1) As soon as practicable after receiving a notice under Rule 16, 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:

Originally passed 25 October 2015,

Amended at General Meetings: 28 Nov 2020, 18 July 2021, 21 Aug 2022, 20 Aug 2023 & 24 Aug 2024.

- (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.

19. Dispute resolution procedure – notice to parties about decision-maker

- (1) As soon as practicable after a decision-maker is appointed under section 17, 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 Rule 18 (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.

20. 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.

21. 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 Part 4B (Appealing Decisions); and
- (d) if the committee is not a party to the dispute, give the committee a copy of the notice mentioned in this rule paragraph (c).

22. 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.

23. Disciplinary procedure

- (1) Definitions

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:

- (a) demoting the member to a level of membership with fewer rights and privileges;
 - (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;
 - (c) suspending the member's membership for a stated period;
 - (d) cancelling the member's membership and disqualifying the member from applying for membership for a stated period.
- (2) Application

This Section sets out the disciplinary procedure the Association must use if it proposes to take disciplinary action against a member.

Note 1 There are further requirements for disciplinary procedures in the Act, s 65C.

Note 2 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).

Note 3 The Association may (but need not) also use the disciplinary procedure set out in this Section if it proposes to take other disciplinary action against a member.

24. Disciplinary procedure — grounds for disciplinary action

Each of the following is a ***ground for disciplinary action*** against a member of the Association:

- (1) the member has persistently refused or failed to comply with the Act or the Association's rules;
- (2) the member has acted in a way that is likely to be harmful to the Association.

25. Disciplinary procedure — proposed disciplinary action

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.

26. Disciplinary procedure — appointing decision-maker

- (1) If the committee passes a resolution under Rule 24, the committee must appoint a decision-maker to decide whether to take the proposed disciplinary action.

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 the following information in writing:
 - (a) the name and contact details of the member who is the subject of the proposed disciplinary action,
 - (b) the nature of the proposed disciplinary action,
 - (c) the grounds for the proposed disciplinary action.

27. Disciplinary procedure – notice to member about proposed disciplinary action

- (1) As soon as practicable after appointing a decision-maker under Rule 25, the committee must give the member written notice telling the member that the disciplinary procedure has started.
- (2) The notice must include:
 - (a) information about the proposed disciplinary action, and
 - (b) the grounds for the proposed disciplinary action, and
 - (c) the name and contact details of the decision-maker, and
 - (d) information about the disciplinary procedure.

28. Disciplinary procedure – opportunity to be heard

- (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:
 - (a) the proposed disciplinary action, and
 - (b) the grounds for the proposed disciplinary action.

- (2) The invitation must state:
 - (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 **submission period**), and
 - (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.

29. 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 Part 4B (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.

30. 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.

31. 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.

Part 4B 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.

33. Who may appeal

- (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.

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.

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.

36. General meeting to decide appeal

- (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 Rule 36 (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.
- (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.

Part 5A Committee Powers and Membership

37. Powers of committee

The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting:

- (1) manages the affairs of the association, subject to decisions (if any) of the association in general meeting; and
- (2) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (3) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

38. Committee membership

- (1) A member of the Association becomes a committee member if the member:
 - (a) is selected to the committee at a general meeting under Rule 42; or
 - (b) is appointed by the committee to fill a casual vacancy on the committee under Rule 43.
- (2) The committee consists of:
 - (a) the office-bearers of the association; and
 - (b) up to 6 ordinary members elected under Rule 42 or appointed under Rule 43 and such other members as the committee or general meeting determines is necessary for the association to operate as set out in Part 2.
- (3) The office-bearers of the association are:
 - (a) the convenor or co-convenors; and
 - (b) the deputy convenor or co-convenors; and
 - (c) the treasurer; and
 - (d) the secretary.
- (4) Each member of the committee holds office, subject to these rules until:
 - (a) The conclusion of the annual general meeting 2 years following the date of the member's election and is eligible for re-election,
 - (b) The member resigns in writing from the Committee,

- (c) The member's membership of the Association ends,
- (d) The member is removed from Office under Rule 44.
- (5) 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.

39. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary or a nominee of the secretary must keep minutes of:
 - (a) all elections and appointments of office-bearers and ordinary committee members; and
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.

40. Treasurer

The treasurer of the association must:

- (1) collect and receive all amounts owing to the association and make all payments authorised by the association; and
- (2) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

Part 5B Selection of committee members

41. 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.

Originally passed 25 October 2015,

Amended at General Meetings: 28 Nov 2020, 18 July 2021, 21 Aug 2022, 20 Aug 2023 & 24 Aug 2024.

42. 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 selected 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. (See Rule 43. Vacancies)
- (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.
- (6) A member is ineligible to stand for the Committee if they have been the subject of disciplinary action under Part 4A in the previous 2 years.
- (7) A person is not eligible to simultaneously hold more than 1 position on the committee.

Part 5C Committee processes

43. Committee: vacancies and filling vacancies

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:

- (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 44 (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, sections s 63, s 63A and s 63B; or
- (8) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.
- (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.
- (10) However, the committee must not appoint a member under this Section if the member has been the subject of disciplinary action under Part 4A in the previous 2 years.

44. Committee – removal of Committee 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:

- (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:
 - (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.

45. Committee meetings – notice and business

- (1) The committee must meet at least 2 times in each calendar year at the place and time that the committee may decide.
- (2) Additional meetings of the committee may be called by any member of the committee.

Originally passed 25 October 2015,

Amended at General Meetings: 28 Nov 2020, 18 July 2021, 21 Aug 2022, 20 Aug 2023 & 24 Aug 2024.

- (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.
- (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.
- (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.

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.

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)).

47. Committee – Presiding officer

- (1) At meetings of the committee:
 - (a) one of the convenors or deputy convenors presides; but
 - (b) if the convenors or deputy convenors are absent, 1 of the remaining members of the committee may be chosen by the members present to preside.

48. Committee – Decisions and Voting

- (1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by negotiation to a consent or consensus outcome,

- (2) If agreement by consent or 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.
- (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.

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).

49. Subcommittees

- (1) 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, other than:
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, the committee may continue to exercise any function delegated, unless it is a sub-committee required by the general meeting and the exercise of the function by the committee is not supported by the general meeting.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, in writing, revoke wholly or in part any delegation under this section, unless the committee was established by resolution of the general meeting, where the committee may only revoke the delegation with the consent of the general meeting.
- (7) A subcommittee may meet and adjourn as it considers appropriate.

Part 6 General meetings

50. Annual general meetings — holding of

- (1) 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.

51. Annual general meetings — calling of and business at

- (1) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is:
 - (a) to confirm the minutes of the last annual general meeting; and
 - (b) to receive from the committee reports on the activities of the association during the last financial year, including information about general meetings held during that period; and
 - (c) to select members of the committee, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with Rule 54 (General meetings - Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this part.

52. General meetings

- (1) The general meeting is one of the means for the association to fulfil its vision of participative democracy as set out under Part 2.
- (2) The general meeting will, among other things:
 - (a) set the association's strategic directions,
 - (b) have the power to require the committee to establish sub-committees for specific purposes,
 - (c) review the actions of the association, and
 - (d) reflect on how well the association is meeting its objectives, principles and other requirements set out in Part 2.

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

53. General meetings – calling of

- (1) The committee may, whenever it considers appropriate, call a general meeting of the association.
- (2) The committee must, on the requisition in writing of not less than 5 members, call a general meeting of the association.
- (3) A requisition of members for a general meeting must be lodged with the secretary; and may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, or a later date agreed with the members requisitioning the meeting, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in Rule 53 (2) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

54. General Meetings – Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting send a notice specifying the place, date and time of the meeting and the general nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in Rule 54 (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (3) A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

55. General meetings — procedure and quorum

- (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 Rule 55 (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.

56. General Meetings – Making decisions

- (1) A question arising at a general meeting of the association will initially seek to be determined by consent or consensus.
- (2) If a consent or consensus 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.
- (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.
- (4) If a vote is demanded at a general meeting, it must be taken:
 - (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
 - (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 vote on the matter is taken to be the resolution of the meeting on that matter.
 - (c) On any question arising at a general meeting of the association a member has 1 vote only.
 - (d) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

- (e) If the votes on a question at a general meeting are equal, the vote is lost.
- (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.
- (5) If a vote is taken on a special resolution, it needs at least three-quarters of the votes to pass.

57. General Meetings – Presiding member

- (1) One of the convenors, or in the absence of the convenors, one of the deputy convenors presides at each general meeting of the association.
- (2) If the convenors and deputy convenors are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

58. General meetings – minutes

- (1) The secretary, or another person authorised by the committee, must take and keep minutes of each general meeting.
- (2) The following must be recorded in the minutes:
 - (a) the names of the members present at the meeting,
 - (b) any authorisation of a proxy given to the secretary,
 - (c) a description of the business conducted at the meeting,
 - (d) if a vote is taken at the meeting:
 - (i) the motion on which the vote is taken, and
 - (ii) the outcome of the vote, and
 - (iii) whether the vote was by show of hands or ballot, and
 - (iv) the number of votes by proxy.
- (3) The chair must review the minutes and sign them if they are correct.
- (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.

59. General Meetings – Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned

meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-Rule 59 (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

60. Appointment of proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in appendix 2.

Part 7 Financial Matters

61. 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) 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.

62. 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 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) 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.
- (4) 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.

Part 8 Miscellaneous

63. Common seal

- (1) The secretary or another office-bearer of the association, as determined by the committee, must keep common seal in their custody.
- (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.

64. Records and other documents

- (1) The secretary must keep all the Association's records and other documents, other than accounting records, in their custody or under their control.
- (2) The treasurer must keep the Association's accounting records in their custody or under their control.

65. Inspection of books

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.

66. Service of notice

For these rules, the association may serve a notice on a member by any means set out in the *Legislation Act 2001* to the relevant contact information recorded on the Register of Members.

Note For how documents may be served, see the Legislation Act, pt 19.5.

67. Signatures on documents

- (1) Where communication is received by a known email from a member that requires the signature of that member with regard to administrative matters for the Association the email may be deemed to qualify as a signature for that purpose
- (2) This provision does not apply to signatures required for funds management under Rule 62.

68. Public Officer

- (1) The Public Officer must be a member of the association but is not an office-bearer.
- (2) The qualifications, role and responsibilities of the Public Officer are as set out in the Act as amended from time to time.

69. 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 Rule 56 Making 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.

Part 9 Winding UP

70. Voluntary winding-up

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.

71. Surplus property

- (1) If the Association is to be wound up or dissolved, the association must at that time pass a special resolution nominating:
 - (a) another association for the Act, section 92 (1) (a); or
 - (b) a fund, authority or institution for the Act, section 92 (1) (b);in which it will vest its surplus property at the time of dissolution or winding up of the association.
- (2) An association nominated under Rule 71 (1) (a) must fulfil the requirements specified in the Act, section 92 (2).

Appendix 1

(Deleted 28 November 2020)

Appendix 2

Form of appointment of proxy - the Canberra Alliance for Participatory Democracy

I,

.....
(full name)

of

.....
(address)

a member of the Canberra Alliance for Participatory Democracy

appoint

.....
(full name of proxy)

of

.....
(address)

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on

.....

And at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....
(Signature of member appointing proxy)

(*To be inserted if desired.)

Date

Note A proxy vote may not be given to a person who is not a member of the association.

