

# **AUSTRALIAN INSTITUTE OF INTERNATIONAL AFFAIRS**

## **[ACT Branch]**

**(Approved with amendments at AIIA ACT Branch Annual General Meeting on  
2 September 2008)**

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

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

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

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

The AIIA (ACT Branch) aims to:-

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

### **3. Membership and Annual Contributions:**

#### **3.1 Classifications of membership**

3.1.1 'Corporate' Member:- Companies, or government / public education organisations, or Embassies shall be eligible, upon the approval of the Council, for membership of the AIIA (ACT Branch).

Under this classification the 'Corporate' Member shall appoint a 'Nominated Representative' and an additional representative to receive membership privileges, both of whom have the right to appoint an alternative.

3.1.2 'Family' Member:- Recognising that multiple members of a household often wish to participate in the Branch's activities, this classification allows for the partnership to be registered as separate members of the Branch at a concessional rate less than two "Individual" memberships.

If both persons under the 'Family' Member classification are over 60 years of age and are no longer in full-time employment, then they are eligible to apply for 'Family Member - Senior' classification of membership.

- 3.1.3 'Individual' Member:- Any person over the age of sixteen and interested in the aims of the Branch and approved by the Council is eligible to be a member of the AIIA (ACT Branch).

If the person under the 'Individual' Member classification is over 60 years of age and is no longer in full-time employment, then he/she is eligible to apply for 'Individual Member - Senior' classification of membership.

- 3.1.4 'Parliamentary' Member:-Any member of the Australian House of Representatives or Senate or the legislative Assembly of the ACT shall be eligible, upon the approval of the Council, for membership of the AIIA (ACT Branch).

Under this classification the 'Parliamentary' Member shall be entitled to appoint an additional representative from among his/her staff to receive membership privileges.

- 3.1.5 'Student' Member:- Any person over the age of sixteen and engaged in full-time or part-time study, but not engaged in full-time employment, who interested in the aims of the Branch and approved by the Council is eligible to be a member of the AIIA (ACT Branch) upon providing a copy of their student enrollment/card with their application form/payment.

- 3.1.6 That the Council of the Branch might establish any particular conditions of membership entitlement applicable to any of the above classifications of membership to advance or safeguard the 'Aims' of the Branch although such need to be reported and affirmed by a Special General Meeting or the following Annual General Meeting of the Branch.

## **3.2 Membership Subscriptions**

Membership contributions shall be determined each year by the Council.

## **3.3 Cessation of Membership**

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

- (a) dies or, in the case of a body corporate, is wound up; or
- (b) resigns from membership of the Branch; or
- (c) is expelled from the Branch; or
- (d) fails to renew membership of the Branch.

### 3.4 Loss of Membership

- (1) Where the Council is of the opinion that a member has persistently and willfully acted in a manner prejudicial to the interests of the AIIA (ACT Branch), the Council may, by resolution-
  - (a) expel the member from the Branch; or
  - (b) suspend the member from such rights and privileges of membership of the Branch as the Council may determine for a specified period.
- (2) A resolution of the Council under sub-rule (1) is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-rule (3), confirms the resolution in accordance with this rule.
- (3) Where the Council passes a resolution under sub-rule (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member-
  - (a) setting out the resolution of the Council and the grounds on which it is based; and
  - (b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the Council mentioned in sub-rule (2), the Council shall-
  - (a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations; and
  - (b) give due consideration to any written representations submitted to the Council by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the Council made under sub-rule (1).
- (5) Where the Council confirms a resolution under sub-rule (4), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under Clause 3.5.
- (6) A resolution confirmed by the Council under sub-rule (4) does not take effect-

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the AIIA (ACT Branch) confirms the resolution in accordance with Clause 3.5 (4).

### **3.5 Right of appeal of disciplined member**

- (1) A member may appeal to the Branch in general meeting against a resolution of the Council which is confirmed under Clause 3.4 (4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) On receipt of a notice under sub-rule (1), the Secretary shall notify the Council which shall convene a general meeting of the Branch to be held within 28 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a general meeting of the Branch convened under sub-rule (2)-
  - (a) no business other than the question of the appeal shall be transacted; and
  - (b) the Council and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under Clause 3.4 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under Clause 3.4 (4), that resolution is confirmed.

## **4. The Council:**

### **4.1 Composition and Responsibility**

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

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

- 4.1.2 Nominations of candidates for election as officers of the Branch or as a Councilor:

- (a) shall be made in writing signed by two currently financial members of the Branch and accompanied by the written consent of the candidate; and
  - (b) shall be delivered to the Public Officer, or other person designated by the outgoing Council, seven days in advance of the date fixed for the Annual General Meeting.
- 4.1.3 Positions on the Council shall become vacant at each Annual General Meeting but existing office holders shall be eligible for re-election.
- 4.1.4 A secret ballot shall be conducted at the Annual General Meeting by the Returning Officer if the nominations exceed the number of persons required for a position. If insufficient nominations are received for a position, then nominations can be called for 'from the floor' at the Annual General Meeting, or the position may be filled by the incoming Council from within its own ranks, or from the membership at a subsequent meeting of the Council.
- 4.1.5 The position of Secretary may be assisted by a non-member provider of secretarial services - see Clause 8 below.
- 4.1.6 A quorum of the Council shall consist of not less than six members.
- 4.1.7 At meetings of the Council-
- (a) the President or, in the absence of the President, a Vice-President shall preside; or
  - (b) if the President and the Vice-Presidents are absent, one of the remaining members of the Council may be chosen by the members present to preside.
- 4.1.8 Special meetings of the Council can be called for by the President, or any four members of the Council

## **4.2 Vacancies**

- 4.2.1 For these rules, a vacancy in the office of a member of the Council occurs if the member-
- (a) dies; or
  - (b) ceases to be a member of the Branch; or
  - (c) resigns the office; or
  - (d) is removed from office under Clause 4.3; or
  - (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
  - (f) suffers from mental or physical incapacity; or
  - (g) is disqualified from office under the Act, section 63 (1); or

(h)is absent, without the consent of the Council, for three consecutive meetings of the Council.

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

#### **4.3 Removal of Council Members**

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

#### **4.4 Sub-Committees**

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

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

#### **4.5 Voting and Decisions**

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

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

### **5. General Meetings:**

#### **5.1 Annual General Meeting**

The Annual General Meeting shall be held no later than the 30<sup>th</sup> September.

## **5.2 General Meetings**

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

## **5.3 Special General Meetings**

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

A requisition of members for a general meeting-

- (a) shall state the purpose or purposes of the meeting; and
- (b) shall be signed by the members making the requisition; and
- (c) shall be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

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

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

## **5.4 Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Branch, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by email or prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Branch, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-rule (1) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.

- (3) At a Special General Meeting, no business other than that specified in the notice convening a general meeting shall be transacted at the meeting.
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **5.5 Procedure and Quorum**

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

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

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

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

## **5.6 Presiding Member**

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

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

## **5.7 Proxies**

At an Annual General Meeting, or General Meeting, or Special General Meeting of the AIIA (ACT Branch), a financial member not being present in person may be represented by a proxy who is present at the meeting. The notice of the proxy



shall be in writing to the Secretary no later than 24 hours before the time set for the commencement of the meeting, or by a date and time notified in the notice of the meeting. Proxies are not permitted at a General Meeting called pursuant to Clause 3.5 of this Constitution. Proxies do not constitute a person in attendance with regard to a quorum.

## **5.8 Voting and Decisions**

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

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

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

## **6. Finance:**

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

An auditor shall be appointed by the Annual General Meeting.

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

## **7. Registered Office:**

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

## **8. Secretarial Services:**

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

The Council is an Equal Opportunity Employer.

## **9. Custody of Books:**

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

**10. Inspection of Books:**

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

**11. Amendment to Constitution:**

The AIIA (ACT Branch) may amend this Constitution or any part thereof by a seventy-five (75) percent majority vote at a General Meeting of which due notice has been given. Proxies can be taken into account if:- (i) both the person issuing the proxy and the person to whom it is assigned are financial member of the Branch; (ii) it is lodged in accord with the notified procedure; (iii) it specifies the member's intent regarding the amendment(s) that have been circulated.

**12. Winding Up or Dissolution:**

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

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

**13. Life Members:**

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

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