



The **BYLAWS**

**To The Constitution**

of the

**AUSTRALIAN ASSOCIATION OF  
SOCIAL WORKERS**

A Public Company Limited by Guarantee  
ACN 008 576 010

25 August 2011

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**Interpretations**

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“**annual fee**” means fees levied by the Company and paid by the due date to gain or maintain membership of the Company.

“**Branch administrator**” means a person or persons appointed by the Board pursuant to this by-law to manage the Branch for a temporary period.

“**certified copy**” means a copy of an original document that has been guaranteed in writing by a person legally authorised in that state to certify that the copy is a true copy of the original.

“**due date**” means 1 July of the membership year.

“**effective date**” means the date on which all previous Bylaws of the Company other than the ethics Bylaws, are repealed by the Board and these Bylaws are approved by resolution of the Board as new Bylaws of the Company.

“**local time**” means the day and the time at the AASW national office.

“**entity**” is a structure of the Company and includes but is not limited to national committees, Branches, boards of practice, Company boards and other forums.

“**financial member**” means a person who has paid their annual membership fee by the due date.

“**officer**” in these Bylaws means an elected member of a Branch Management Committee (BMC).

“**portfolio responsibility**” means the oversight of operations, policy and actions for a specified policy or practice area or entity.

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**A. Title & Introduction**

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**Bylaws to take effect**

1. These Bylaws shall take effect immediately on the effective date.

**A**

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**B. Membership**

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**Membership application details**

1. In submitting an application for membership of the Company a person will:
  - a) submit the application online on the Company website or with help from the National office staff together with a certified copy of the applicant's social work qualifications; or
  - b) submit an application together with a declaration from a member of the Company that the applicant's social work qualifications have been sighted by that member; or
  - c) in the case of application to be a student member, submit an application together with a certified copy of a current student card demonstrating enrolment in an accredited social work program; or
  - d) submit an application together with a declaration from a member of the Company that the applicant's current enrolment in an accredited social work program, has been sighted by that member.

**B**

and in all cases;

- e) a declaration by the applicant that she or he will adhere to the code of ethics; and
- f) an Australian Federal Police Clearance, if requested by the membership officer;
- g) pay the required membership fee.

**B**

2. The membership officer, will admit as members applicants who have completed currently approved Australian social work education programs, who meet all the current membership eligibility requirements as described below and who have paid the required fee that is established from time to time by the Board.

### **Application for membership from overseas applicants**

3. For those persons who have completed overseas social work education programs, the Board will appoint an assessment officer to examine their applications to determine whether the education programs meet the current eligibility requirements of the Company.
4. If the assessment of their qualifications is favourable, the membership officer, will admit as members those applicants provided that, in addition to their qualifications, they submit a declaration that they will adhere to the Company code of ethics.

### **Admission to membership**

5. Within 30 days after the Board considers an application the membership officer will notify the applicant in writing that:
  - a) the applicant has been approved for membership of the Company and will request the applicant to forward the first year's membership fees; or
  - b) the applicant has not been approved for membership stating the reasons for refusal and the right to appeal that decision.
6. On receipt of the payment of the required membership fees, the membership officer will enter the applicant's name, address and the date of entry in the register of members to be kept by the membership officer and from that date the applicant becomes a member of the Company.

### **Categories**

7. Membership of the Company is divided into four categories, and the eligibility and rights for each category of membership are:

### **Ordinary members**

8.
  - a) are persons who have successfully completed an educational program approved by the Board from time to time as meeting the requirements for achieving a qualification for the practice of social work, have agreed to abide by the code of ethics of the AASW and have completed required continuing education activities;  
or;
  - b) are persons who have satisfied the Board that, if holding an early social work qualification, that person has completed appropriate professional social work experience.

## Accredited members

9. Are members who in each year have completed additional continuing professional education requirements as determined by the Board from time to time.
10. Accredited members may:
  - a) enjoy the same rights as members;
  - b) use the letters "Acc" after MAASW to signify that she or he has achieved "accredited status".

**B**

## Life members

11. Life members are members whom the Board have appointed as a life member of the Company and whom, in its opinion, have rendered outstanding service to the Company.
12. A life member will be accorded membership status, but will not be liable to pay any membership fee.
13. If still in the workforce are required to meet ongoing education requirements.

## Student members

14. On payment of the required annual fee, the membership officer will admit students enrolled in an approved or provisionally approved social work degree course as student members of the Company.
  - a) Student members may vote on Company resolutions.

## Appeals to the Board against membership refusal

15. Any appeal against membership refusal must be lodged by the appellant to the membership officer within 30 days of them receiving notification of the refusal.
16. The membership officer may uphold that appeal and admit to membership.
17. The membership officer in upholding the appeal will advise the CEO of the reasons for their decision before notifying the appellant.
18. If the membership officer does not uphold the appeal they will immediately refer the appeal to the CEO who, within 30 days will reassess the application against the current membership requirements and will advise the applicant in writing either:
  - a) confirming the refusal to admit to membership giving reasons for the refusal; or
  - b) upholding the appeal and admit to membership.
19. The CEO in confirming the refusal to admit to membership will also advise the applicant that they may lodge an appeal to the Board which must be in writing, addressed to National President, setting out detailed grounds which may only be based on evidence of incorrect procedure in the assessment process.
20. The Board must meet within three (3) months to consider the appeal.
21. The meeting may be held using any technology.
22. The Board will decide whether or not the correct procedures have been followed to reach the original decision by the CEO.
23. As soon as possible after the meeting and in any event within fourteen (14) days the Board must:
  - a) confirm the CEO's assessment that correct procedures for the assessment were used; or
  - b) if the Board decides that correct procedures may not have been followed instruct the CEO to conduct a second assessment of the application for membership; and
  - c) inform the CEO where the Board believes the correct procedures have not been followed;
  - d) inform the appellant of the Board's decision.

- 24.** Board only has the final say on whether or not the process used by the CEO in the determination of eligibility was correct.

**Readmission to membership after resignation**

- 25.** The Board is not obliged to reinstate to membership any member who has resigned from the Company at a time:
- a) when the member has been the subject of a complaint arising out of an alleged breach of the code of ethics; and
  - b) the complaint is subject to investigation by the Company; and
  - c) no resolution has been reached.
- until the Board is satisfied that the matter has been resolved and that the former member has either been exonerated or has adequately dealt with the findings of the Company.

**Effect of Cessation of membership**

- 26.** Any person who ceases to be a member under this Constitution shall:
- a) forfeit all and any rights and privileges of membership as at the date of cessation of membership;
  - b) have no further rights of or claims against the Company or the property or funds of the Company, except rights or claims as a creditor (if any) and any rights or claims arising from actions or omissions during the period of membership;
  - c) continue to be liable to pay to the Company any money which, at the time of the member ceasing to be a member, the member owes to the Company on any account and for any sum not exceeding \$10 for which the member is liable under paragraph **A13 and L26** of the Constitution.

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**C. General Meetings (Sect 249 & 250)**

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**C****Request by members for a General Meeting (249D)**

1. The request for a general meeting must:
  - a) be in writing;
  - b) state any resolutions to be proposed at the meeting;
  - c) be signed by the members making the request;
  - d) provide the member's name and membership number; and
  - e) be given to the Secretary.
2. Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
3. The Board must call the meeting within twenty-one (21) days after the request is given to the Company and must hold the meeting not later than two (2) months after the request is given to the Company.

**Failure by Board to call meeting (249E)**

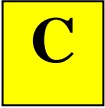
4. The meeting must be called, so far as is possible, in the same way in which general meetings of the Company may be called.
5. That meeting must be held not later than three (3) months after the request is given to the Company.
6. The Company must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting.

**Content of Notices of AGMs and of general meetings (249L)**

7. A notice of a Company AGM or general meeting must be given to all members entitled to vote and must:
  - a) set out the place, the date, and the time of meeting;
  - b) give at least twenty-one (21) days' notice of the meeting;
  - c) if the meeting is to be held in two (2) or more places, set out the technology that will be used to facilitate this;
  - d) state the general nature of the meeting's business;
  - e) if a special resolution is to be proposed at the meeting, set out:
    - i) an intention to propose a special resolution; and
    - ii) the resolution; and
  - f) if a member is entitled to appoint a proxy, the notice must contain a statement setting out the following information:
    - i) that the member has a right to appoint a proxy; and
    - ii) whether or not the proxy needs to be a member of the Company.
  - g) The Company may give the notice of meeting to a member:
    - i) personally;
    - ii) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
    - iii) by sending it to the facsimile number or electronic address (if any) nominated by the member who has elected to receive notices by these means.

**When Notice is Given [249J (4)]**

8. A notice of meeting sent by post, facsimile or electronic mail is taken to be given when:
  - a) A notice of meeting sent by post is taken to be given 3 days after it is posted;



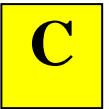
- b) A notice of meeting sent by facsimile, or other electronic means, is taken to be given on the business day after it is sent;
  - c) Service by facsimile or electronic mail is not effective if:
    - i) in the case of service by facsimile, the Company's facsimile machine issues a transmission report which shows that the transmission was unsuccessful;
    - ii) in the case of service by electronic mail, the company's ISP reports that delivery has failed; or
    - iii) in either case the addressee notifies the Company immediately that the notice was not fully received in a legible form.
  - d) A certificate signed by any manager, Secretary or other officer of the Company that the notice was posted or given in accordance with this paragraph is conclusive evidence of the matter.
9. The proceedings and resolutions passed at a meeting are not invalid if, accidentally, a person entitled to receive a notice of a meeting does not receive one or is omitted from the list of those who should receive one. A non-receipt by a member of the ballot paper or the non-receipt by the Company of the ballot paper on which a member has cast a vote shall not invalidate the election.

## **Quorum (249T)**

10. In determining whether a quorum is present, a person attending as a proxy for one or more members and personally as a member themselves is to be counted separately for each capacity in which the person attends the meeting.
11. If a quorum is not present within thirty minutes after the time for the meeting set out in the notice:
- a) where the meeting was called on the request of members, the meeting is dissolved; or
  - b) in any other case, the meeting is adjourned to:
    - i) a day, time and place as the Board decides; or
    - ii) if the Board does not decide, to the same day in the next week at the same time and place; and
    - iii) if a quorum is not present at the resumed meeting within thirty (30) minutes after the time for the meeting, the meeting shall be dissolved.

## **Voting at an AGM and at General meetings (250E)**

12. In addition to those rules contained in the Constitution
- a) On a show of hands, a declaration by the person chairing the meeting is conclusive evidence of the result provided that the declaration reflects the show of hands and the votes of the proxies received;
  - b) Neither the person chairing the meeting nor the minutes need to state the number or proportion of the votes recorded in favour or against;
  - c) Subject to any special rights or restrictions attaching to any members, at any meeting of members:
    - i) on a show of hands, every member has one vote; and
    - ii) on a poll, every member present personally or by proxy has one vote.
  - d) A challenge to a right to vote at a General meeting:
    - i) may only be made at the meeting; and
    - ii) must be determined by the person chairing the meeting, whose decision is final; and a vote not disallowed following the challenge is valid for all purposes.

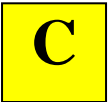


**Polls (250K – M)**

13. A poll may be demanded on any resolution except:
  - a) the election of the Chair of a meeting; or
  - b) the adjournment of a meeting; or
  - c) that the demand for a Poll be withdrawn.
14. A poll may be demanded on any resolution:
  - a) by the person chairing the meeting; or
  - b) by at least five (5) members present and entitled to vote in person or by proxy; and
  - c) the result of the poll is the resolution of the meeting.
15. The demand for a poll may be withdrawn and does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
16. A poll demanded on a matter must be taken when and in the manner the person chairing the meeting directs.
17. A poll on the election of a person to chair the meeting or on the question of an adjournment must be taken immediately.

**Proxies (249X-Z; 250A-E)**

18. An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
  - a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - b) if the proxy is the person chairing the meeting, the proxy must vote on a poll and must vote that way; and
  - c) if the proxy is not the person chairing the meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote that way.
19. If the proxy is also a member, her or his appointment as a proxy does not affect the way that person can cast a vote as a member.
20. For an appointment of a proxy for a meeting of the Company's members to be valid, the Company must receive the following documents at least forty-eight (48) hours before the meeting:
  - a) the proxy's appointment; and
  - b) if the appointment is signed by the appointer's attorney - the authority under which the appointment was signed or a certified copy of the authority.
21. If a meeting of the Company's members has been adjourned, an appointment and any authority received by the Company at least forty-eight (48) hours before the resumption of the meeting are effective for the resumed part of the meeting.
22. The Company receives an appointment authority when it is received at any of the following:
  - a) the Company's registered office;
  - b) by fax at a fax number at the Company's registered office; or
  - c) at a place, fax number or electronic address specified for the purpose in the notice of meeting.
23. Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
  - a) the appointing member dies;
  - b) the member is mentally incapacitated;
  - c) the member revokes the proxy's appointment;



- d) the member revokes the authority under which the proxy was appointed by a third party; or
  - e) the member resigns from the Company.
24. A proxy appointed to attend and vote for a member has the same rights as the member:
- a) to speak at the meeting; and
  - b) to vote (but only to the extent allowed by the appointment); and
  - c) join in a demand for a poll.
25. The proxy’s authority to speak and vote for the member who appointed the proxy is suspended while the member is present at the meeting.
26. The Company must send the proxy form and a list of persons willing to act as proxies at a meeting:
- a) to all its members entitled to vote with the notice of the meeting; and
  - b) upon the request by a member who is entitled to vote at the meeting.

**Proxy Instrument**

27. The instrument appointing a proxy may be in the following form or as close to that form as circumstances permit: "To the Australian Association of Social Workers (“the Association”) I .....of .....Branch being a member of the Association appoint .....of.....Branch or failing that person, .....of .....Branch as my proxy to vote for me on my behalf at the (Annual or Extraordinary) General Meeting of the Association to be held on the .....day of ....., and at any adjournment of that meeting.

Signed this .....day of .....

This proxy is in favour of/against the resolution/following resolutions.

**Member’s access to minutes**

28. When a member of the Company asks the Company in writing for a copy of any minutes of a meeting of the Company’s members or an extract of the minutes.
- a) If the Company does not require the member to pay for the copy, the Company must send it:
    - i) within fourteen (14) days after the member asks for it; or
    - ii) within any longer period that ASIC approves.
  - b) If the Company requires payment for the copy, the Company must send it:
    - i) within fourteen (14) days after the company receives the payment; or
    - ii) within any longer period that ASIC approves.
  - c) The amount of any payment the Company requires cannot exceed the prescribed amount.
29. The Board shall when approving the minutes of its meetings, determine that they shall be made available to the members via posting on the Company website and whether any part of the minutes should be ‘in camera’ and not released.

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**D. The Board**

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**D**

**Resolutions - Special Rules (201E)**

1. A resolution passed at a general meeting appointing or confirming the appointment of 2 or more directors is void unless:
  - a) the meeting has resolved that the appointments or confirmations may be voted on together; and
  - b) no votes were cast against the resolution.

**Portfolio responsibilities**

2. Each director shall have portfolio responsibilities assigned to them as determined from time to time by the Board and a list of the portfolio responsibilities and of the relevant director shall be maintained.
3. A director with portfolio responsibility will:
  - a) keep the Board informed of trends, issues, actions and initiatives affecting an area or entity;
  - b) engage, regularly liaise and consult with the specified national committee, Branch, board of practice or other entity about relevant issues, trends and developments affecting the Company;
  - c) present the Board with proposals and briefings about the particular area or entity;
  - d) brief and advise the entity about Board decisions, actions, initiatives and issues affecting the particular area or entity; and
  - e) undertake other tasks and duties in the area or entity as determined by the Board.
4. The Board may appoint:
  - a) Commissioners, Ambassadors, Reference Groups, Working Parties, Reviews, Boards and Task Forces as required, each with specific Terms of Reference; and
  - b) it may cease the appointment as it sees fit.

**Alternate Directors (Sect 201K)**

5. An alternate director can be any member other than an existing Director.
6. An alternate Director is entitled to notices of Board meetings and, if the original Director is not present at that meeting, is entitled to attend and vote in place of the original Director.
7. Where an alternate Director exercises the Director's powers the exercise of power is just as effective as if the powers were exercised by the Director.
8. The appointing Director may terminate the alternate's appointment at any time.
9. An appointment or its termination must be in writing. A copy must be given to the Company.
10. The Company must notify ASIC within 14 days if a person is appointed as a director or as an alternate director.

**Vacation of office**

11. In accordance with sections D23, 24 and 25 of the Constitution, when the office of a Director of the Company becomes vacant, the Board shall as appropriate:
  - a) appoint a director to fill the vacancy. The appointment must be confirmed by resolution at the next AGM; or
  - b) advise the returning officer of the vacancy and arrange for nominations for the position to be called and an election to be held at a general meeting of the membership.

**Board Sub-Committees**

- 12.** The Board may establish sub-committees with specific terms of reference and with membership consisting of delegated directors and invited members.
- 13.** The Board may dissolve sub-committees.

**Directors**

- 14.** A director must not serve on a Branch Management Committee
- 15.** A director must not be a convenor of a national committee or college of practice.

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**E. Officers of The Company**

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**E**

**Board Executive Meetings**

1. Executive Meetings should be held at least once a month.
2. Meetings may be held by any technology that is consented to by all the executive members.
3. The Executive Committee may elect a member to chair the meeting and the person chairing the Executive Committee meeting shall:
  - a) set the agenda for the meeting;
  - b) arrange for minutes to be taken of the meeting;
  - c) request members to identify any conflicts of interest; and
  - d) set the date and time for the next meeting.
4. Minutes of the Executive Meeting should be signed by the person chairing the meeting and, if they are unavailable, the person chairing the next meeting, but no later than 30 days after the meeting. The adopted minutes shall be tabled at the next Board meeting and shall specify those in attendance and any actions taken.
5. The meeting will cover all relevant issues affecting the Company and their portfolio responsibilities, and actions and developments that have occurred.

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**F. Meetings of the Board**

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**F**

**Board Meetings**

1. Board Meetings should be held at least bi-monthly.
2. The chair of the meeting shall:
  - a) set the agenda for the meeting;
  - b) arrange for minutes to be taken of the meeting;
  - c) request members to identify any conflicts of interest;
  - d) manage the business of the meeting; and
  - e) set the date and time for the next meeting.
3. Minutes shall be prepared by the CEO and shall identify:
  - a) the date and time of the meeting;
  - b) those in attendance;
  - c) those absent without approval;
  - d) the business of the meeting and any discussions, decisions, resolutions, and actions;
  - e) with the consent of the particular Director, how they voted on specific matters; and
  - f) the date and time of the next meeting.

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**G. Elections of Officers & Directors**

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**G**

**Responsibilities of the AASW**

1. The AASW will:
  - a) support fair and democratic elections and take reasonable steps to ensure that candidates are afforded equitable opportunities to promote their candidacy in AASW media;
  - b) promote elections of officers and directors to achieve an informed membership;
  - c) not provide member details to anyone that is not already freely available.

**Responsibilities of Officers & Directors**

2. Officers & Directors endorsing candidates will not use their AASW office to do so.

**Responsibilities of Candidates**

3. All candidates will:
  - a) disclose, in a timely manner, to the Returning Officer, any matters which may be perceived to affect their capacity to carry out the responsibilities of the office;
  - b) provide to the returning officer, with their nomination form, a 500 word and 50 word statement outlining their qualifications, experience, vision and platform for the positions/s for which they are nominating and contact details so that members requiring additional information may contact them.

**Returning Officer**

4. The returning officer will:
  - a) notify voting members of the call for nominations for vacant Board positions;
  - b) advise the members of the term of office for each vacancy;
  - c) ensure the preparation of the ballot papers which shall contain the names of every candidate for election;
  - d) appoint two (2) scrutineers to represent the candidates at the counting of votes;
  - e) deal promptly with breaches of the Constitution (Section G) and Bylaws relating to elections and make public his findings;
  - f) declare the results of the election and notify the Board and candidates within 7 days.

**Nomination Forms (201D)**

5. Nominations for each of the positions to be filled shall be proposed and seconded by two (2) financial members on a form that contains:
  - a) The name of the candidate;
  - b) The names and signatures of the two (2) nominators;
  - c) The signature of the nominee agreeing to the nomination; and
  - d) The date that the form is signed;
  - e) The candidate's agreement to abide by the Company code of conduct in the exercise of their official duties, to represent the Company faithfully and with due diligence, undertake all the relevant duties of the office, and act in the best interests of the Company;
  - f) The candidate's signed undertaking that election material published in their name will be fair, truthful and not contain any misrepresentations;
  - g) a declaration that nominees for Director positions are eligible to be a Company Director as outlined by the *Corporations Act 2001 (Commonwealth)*.

6. Nominations for each of the positions to be filled shall reach the Company's registered office by the date and time as advised in the notice to members calling for nominations.
7. Nomination forms received after the date and time advised in the notice to members will not be accepted.
8. It is the responsibility of candidates and nominators to ensure that they are financial members.

**G**

## **Ballots**

9. If a ballot takes place for the election of the Directors, the candidates receiving the greatest number of votes cast in their favour shall be elected to the vacant positions.
10. If a ballot takes place for the election of the National President, the candidate receiving the greatest number of votes cast in his or her favour shall be elected as the National President.
11. If a ballot takes place for the election of the National Vice President/s, the candidates receiving the greatest number of votes cast in their favour shall be elected as the National Vice President/s.
12. If the ballot takes place for the election of Branch Management Committee President, the candidate receiving the greatest number of votes cast in their favour shall be elected as the Branch Management Committee President.
13. If the ballot takes place for the election of Branch Management Committee Vice President, the candidate receiving the greatest number of votes cast in their favour shall be elected as the Branch Management Committee Vice President.
14. If the ballot takes place for the election of Branch Management Committee Members, the candidate/s receiving the greatest number of votes cast in their favour shall be elected as Branch Management Committee Members.
15. In the event of a tied vote for that office the result will be decided by lot.
16. All ballots in relation to the election of Directors shall be under the control of the returning officer who shall determine the method of counting votes, whether or not ballot papers are informal and any other matters arising in connection with the ballot and his or her decision is final.
17. From 2009 onwards, elections will be conducted via the AASW website. The returning officer will confirm the security of the electronic voting process. Notification of the election process will be by email for those members for whom the AASW has a valid email address. Paper ballots will only be supplied to members that request them from the returning officer. Notification of this will be by mail to all members in 2009.
18. Ballots will be declared valid wherever the returning officer is able to determine the clear intent of the voter.
19. The results of the ballot shall be declared by the returning officer after the determination of the results and announced to the Board and the candidates within 7 days. The results will also be announced at the following AGM.
20. In order to be counted, paper ballots shall be returned to reach the Company's registered office by 4pm (local time) within thirty (30) days after the close of nominations or at a later date as specified on the ballot paper.
21. The non-receipt by a member of the paper ballot or the non-receipt by the Company of the paper ballot on which a member has cast a vote shall not invalidate the election.
22. The Board may determine such security measures as it considers necessary for the conduct of the ballot, including ballots by electronic means.
23. Without limiting the foregoing, paper ballots must be returned in an envelope:

- a) by reply paid or prepaid post to “The Returning Officer”, at the registered office of the Company, or such other address as the Board decides;
- b) or by depositing in a ballot box at the registered office of the Company;
- c) the envelope must be:
  - i) sealed and marked “Ballot Paper”;
  - ii) signed personally by the member; and
  - iii) comply with such other requirements that are set out in the Bylaws.
- d) A ballot paper that is returned in an envelope that does not comply with these requirements is invalid and must not be counted.

**24.** In the event of a member voting both via the web and by paper ballot, the paper ballot will be declared informal.

## **Electioneering**

**25.** All candidates will have equal access to:

- a) free AASW webspace to promote their candidacy according to AASW editorial policy;
- b) advertise their candidacy in other national media including the National Bulletin at any time at normal commercial rates;
- c) advertise their candidacy in any specifically designated AASW funded election media at a fee to be determined by the Board or relevant Branch Management Committee;
- d) AASW sponsored information forums and organisers will take reasonable steps to ensure fair access for candidates although there is no obligation on the AASW to hold official forums.

**26.** Members wishing to gain additional information about candidates or their statements may make contact with them through the contact details provided in their election statement.

## **Use of AASW Resources**

**27.** AASW Resources may not be used for electioneering purposes other than as described in the Bylaws.

**28.** AASW branded committees, boards or colleges of practice, Branches, sub Branches and other groups may not endorse candidates.

## **Nominations of Candidates for Designated Aboriginal/Torres Strait Islander Director**

**29.** The AASW Aboriginal and Torres Strait Islander Social Workers National Committee shall review all nominations for the designated Aboriginal/Torres Strait Islander Board Director and after appropriately informing itself of all relevant information advise the Returning Officer about each nominee’s eligibility for this position.

**30.** Nominees for the designated Aboriginal/Torres Strait Islander Board Director shall assist the AASW Aboriginal and Torres Strait Islander Social Workers National Committee in its determinations by consulting with the Committee and providing promptly all requested information.

## **Terms of Office**

**31.** From 2011 terms of office for board directors other than the National President will be from 1<sup>st</sup> November in the year of election to 30<sup>th</sup> October two years later.

**32.** From 2011 the term of office of the National President will be from 1<sup>st</sup> November in the year of election until 30<sup>th</sup> October three years later.

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- 33.** From 2011 the term of office of all Branch Management Committee members will be from 1<sup>st</sup> November in the year of election to 30<sup>th</sup> October two years later.

### **Transitional Arrangements**

- 34.** Sitting Board and Branch Management Committee members whose terms are due to expire on 30<sup>th</sup> September 2011 will have their terms extended by one month to 31<sup>st</sup> October 2011.

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**H. National Committees**

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**H**

**National Committees**

1. The national committees shall be:
  - a) Education;
  - b) Continuing Professional Education;
  - c) International Qualifications;
  - d) International Social Work;
  - e) Mental Health;
  - f) National Classifications;
  - g) National Conference;
  - h) Practice Standards;
  - i) Registration;
  - j) Schools;
  - k) Social Policy;
  - l) Other committees as the Board may decide from time to time.

**Terms of Reference**

2. Terms of reference for a national committee shall include:
  - a) Its name;
  - b) Its purpose;
  - c) The functional responsibilities and board delegations held;
  - d) Membership number, including any non-Company members;
  - e) Quorum;
  - f) Reporting arrangements;
  - g) Relationships with other entities, including with staff;
  - h) Duration of appointment;
  - i) Review mechanisms and processes;
  - j) Financial delegations and limits which may not be exceeded except with Board approval.

**Committee Functioning**

3. A National Committee must exercise the powers delegated to it in accordance with any direction of the Board. The effect of a National Committee exercising a power in this way is the same as if the Board exercised it.
4. The National Committee must not enter into financial agreements or contracts on behalf of the Company without the express permission of the CEO.
5. A National Committee may meet together to manage the Committee's business and:
  - a) Manage its meetings according to the meeting guidelines in these Bylaws and in keeping with its terms of reference;
  - b) Where a matter is to be decided by a vote:
    - i) each member has one vote;
    - ii) the matter will be decided by a majority of votes;
    - iii) if there are equal votes, the person chairing the meeting has no casting vote and the resolution is lost.
6. The Convenor, or in their absence or if there is no convenor another committee member elected by the meeting, will chair the meeting and shall:
  - a) set the agenda for the meeting;
  - b) arrange for minutes to be taken of the meeting;



- c) request members to identify any conflicts of interest;
  - d) manage the business of the meeting; and
  - e) set the date and time for the next meeting.
7. Minutes shall identify:
- a) the date and time of the meeting;
  - b) those in attendance;
  - c) those absent without approval;
  - d) the business of the meeting and any discussions, decisions, resolutions, and actions;
  - e) the date and time of the next meeting.
8. The Convenor or other nominee shall consult regularly with the Director/s who hold portfolio responsibility for the area and shall inform them of the relevant issues, decisions, actions and initiatives undertaken.
9. Each National Committee will regularly report to the Board on its activities and when the Board requests it.
10. If the Board requests it, each National Committee will provide advice on the area of its activities as is required.

## **Membership**

11. By resolution the Board may appoint and remove members of national committees.
12. Any member who is absent without the agreement of the committee for three or more meetings may be deemed to have vacated their position.

## **Sub-Committees of National Committees**

13. With the approval of the Board, National Committees may establish Sub-Committees.
14. Sub-Committees will have specific functions, limited to within the responsibilities of the National Committee to which they are subordinate.
15. The specific functions of Sub-Committees will be identified in terms of reference authored by the establishing National Committee and approved by the Board.
16. Sub-Committees are responsible to the Board through the National Committee and require National Committee endorsement of initiatives.

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**I. Australian College of Social Work**

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**I**

**Purpose of the Australian College of Social Work**

1. The purpose of the Australian College of Social Work includes:
  - a) Provide identity, recognition and status for social workers and the profession;
  - b) Identify social workers in relation to a field of practice, community of interest and context specific knowledge;
  - c) establish standards and recognise excellence in specific areas of specialised social work practice;
  - d) Grow the body of knowledge and lead the development of specialised areas of practice;
  - e) Achieve external profile and recognition for social work expertise and specialisation;
  - f) Actively engage with consumers of social work services;
  - g) Inform and advise governments and industry about specialised areas of social work benchmarks and the advantages of recognising College membership;
  - h) Increase the competitiveness of social workers as professionals in the market place;
  - i) Actively engage with and promote the interests and expertise of its members.

**Strategies for the Australian College of Social Work**

2. Strategies for the Australian College of Social Work include:
  - a) Setting minimum standards for entry to the college, divisions and sub-specialties;
  - b) Examining and developing practice knowledge;
  - c) Assisting in increasing the competitiveness of social workers as professionals in the market place;
  - d) Ensuring that a balance of practice experience is combined with formal education requirements; and
  - e) Providing consultation on College matters.

**Activities**

3. Activities of the Australian College of Social Work will include:
  - a) Facilitating regular and effective communications with College members and other Company members;
  - b) Planning, implementing and developing a range of professional development strategies for members including continuing professional education activities;
  - c) Planning, implementing, coordinating and reviewing College operations and member services towards ensuring that members have an equitable access to the College resources;
  - d) Managing the resources of the College in accordance with key strategic objectives and goals and the College Terms of Reference;
  - e) Effectively facilitating and enhancing member participation in a range of College forums;
  - f) Prioritising, developing, implementing and advocating social policy responses, strategies and forums for College issues and feed into other national Company forums; and
  - g) Contributing to national strategic planning through the identification of issues and concerns and the formulation of strategies to address/resolve those issues.

## Australian College of Social Work Membership

4. AASW members can apply for entry into the College by demonstration of attainment of the qualifications, experience and advanced practice set out in the assessment criteria.
5. Applicants can apply for admission into the College; the College and a Division; or the College and a Division and a sub-specialty.
6. There is no requirement for College members or fellows to nominate for a Division at any stage.
7. The College will develop and administer the assessment and entry criteria into the College in line with the Constitution, Bylaws and the Board approved Categories of College membership:

### College Fellowship

#### a) *Foundation Fellows FFACSW*

Restricted to people who are nominated, recommended by the selection panel and approved by the Board of the AASW. There will be 12 Foundation Fellows appointed. These will be assessed as outstanding members of the profession according to a set of established parameters such as an acclaimed lifetime of contributing to the profession and/or the community, publications, senior status e.g.

- Has significant recognition outside the profession but is identified with the profession;
- Had a significant influence on the development of the profession generally;
- Has made an outstanding contribution to social work in the workplace generally;
- Has a demonstrated capacity to continue to assist in the development of the College and its standards and processes;
- Has a commitment to continued professional leadership and representation;
- Must be a member of the AASW and meet requirements for College membership;
- Must have contributed to the development, status or standing of the AASW;
- Must have eminent standing in the social work profession;
- Must have a national and/or international reputation.

#### b) *Fellow of College FACSW*

Restricted to more advanced standing than Member, nominated by two other AASW Members and approved by the Board. Eligibility is measured by such criteria as years of experience in social work, post qualifying degrees and education (including CPE) and other contributions e.g. some or all of the following:

- At least 10 years of experience in social work practice;
- A post qualifying degree or diploma in an area relevant to social work practice (exceptional circumstances where there are no post graduate qualifications could be considered by the board);
- Demonstrated recognition within the profession;
- Demonstrated influence in leadership and development of an area of practice;
- Demonstrated contribution to social work in general or in a specific area of practice;
- Engagement in supervision of other professionals;
- Demonstrated commitment to lifelong learning;
- Must be a member of the AASW.

#### c) **College Membership**

##### *Members of College MACSW*



Advanced standing within social work in general. Measured by years of practice, supervision and post qualifying degrees and education. Eligibility is measured by such criteria as years of experience in social work, post qualifying degrees and education (including CPE) and other contributions e.g. some or all of the following:

- At least 5 years of experience in social work practice;
- A post qualifying degree, certificate or diploma in social work and/or equivalent measurable and measured achievement in continuing education within social work or a in areas of practice relevant to social work;
- Demonstrated commitment to continuing to update knowledge, skills and practice;
- Demonstrated influence within an acknowledged are of social work practice;
- Demonstrated influence on the development of one or more areas of social work practice;
- Must be a member of the AASW;
- Engagement in supervision of students or others, or involvement in Continuing Professional Development/Higher education.

## **Governance of the Australian College of Social Work**

8. The structure, activities and policies of the College exist as a program of the AASW and are thus part of the governance structure of the Association. The College and its members (who are also members of the AASW) are subject to the Association's constitution, and other requirements to maintain their membership.
9. The Director of the College will be a member of the AASW and reports to the Board via the CEO.

## **Advisory Council**

10. The Inaugural Advisory Council will be convened to provide advice to the AASW Board on governance, strategic direction and the role of the College.
11. The Inaugural Advisory Council's role will be to provide advice on the:
  - Formation of the College, including Divisions and sub-specialties;
  - Functioning of the College and its Divisions;
  - Qualifications, standards and entry requirements for the College;
  - Role, composition and process of the ongoing Advisory Council;
  - Future role of division conveners in the functioning of the College and the Advisory Council.
12. The Inaugural Advisory Council will comprise:
  - Up to 7 Foundation Fellows;
  - National President (ex officio);
  - College Director (ex officio);
  - Other appointments that the Board may approve.The College Director shall convene the Advisory Council.
13. The Inaugural Advisory Council will report to the board via the CEO.
14. The Inaugural Advisory Council will have a two year term. It will meet at least three times per year.

## **Advisory Council**

15. The Advisory Council shall:

- a) Advise on the operations of the College in accordance with its role and specific terms of reference; and
  - b) Report annually to the Board on the management of the College; and
  - c) Undertake activities for the Company and College members; and
  - d) Undertake other responsibilities and duties as determined by the Board from time to time.
16. The Advisory Council must exercise the powers delegated to it in accordance with any direction of the Board. The effect of the Advisory Council exercising a power in this way is the same as if the Board exercised it.
17. The Advisory Council must not enter into financial agreements or contracts on behalf of the Company without the express permission of the CEO.
18. The Advisory Council meet to advise on the College business and:
- a) Manage its meetings according to the meeting guidelines in these Bylaws and in keeping with its terms of reference; and
  - b) Where a matter is to be decided by a vote;
    - i) each member has one vote; and
    - ii) the matter will be decided by a majority of votes; and
    - iii) if there are equal votes, the person chairing the meeting has no casting vote and the resolution is lost.
19. The Convenor of the Advisory Council, or in their absence another committee member elected by the meeting, will chair the meeting and shall:
- a) set the agenda for the meeting; and
  - b) arrange for minutes to be taken of the meeting; and
  - c) request members to identify any conflicts of interest; and
  - d) manage the business of the meeting; and
  - e) set the date and time for the next meeting.
20. Minutes shall identify:
- a) the date and time of the meeting;
  - b) those in attendance;
  - c) Those absent without approval;
  - d) the business of the meeting and any discussions, decisions, resolutions, and actions;
  - e) the date and time of the next meeting.
21. The convenor shall consult regularly with the Director/s who hold portfolio responsibility for the area and shall inform them of the relevant issues, decisions, actions and initiatives undertaken.
22. The Advisory Council will regularly report to the Board on its activities and when the Board requests it.
23. If the Board requests it, the Advisory Council will provide advice on the area of its activities as is required.

## **Advisory council membership**

24. By resolution the Board may appoint and remove members of College Advisory Council.
25. Any Advisory Council member who is absent without the agreement of the Advisory Council for three or more meetings may be deemed to have vacated their position.

## **Australian College of Social Work Divisions and Convenors**

26. The Board will determine the divisions of the Australian College of Social Work which will be published on the AASW Website. The Board will approve convenors of each Division who will be proposed by the Director in consultation with the Advisory Council

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27. The establishment and dissolution of Divisions will be decided by the Board in accordance with the Constitution.
28. **Division Conveners:** The Advisory Council and the Director of the College will propose the future role of Division Conveners in the functioning of the College and the Advisory Council. The role of the Conveners will be endorsed by the Board.
29. The Division Convenor must be a financial or Life member of the Company.

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**J. Branches & Sub Branches**

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**Branches**

**1.**

- a) The Company's constitution defines Branches and outlines responsibilities of Branch management committees for establishment of sub Branches, finance and membership.
- b) Branches will manage the operations, property and finance in the Branch in conjunction with the CEO.
- c) Branches will be responsible for the day to day management of staff who are employees of the company accountable ultimately to the CEO.
- d) For the time being the Branches of the Association shall be:
  - i) North Queensland Branch, which shall comprise members from the geographical area of the State of Queensland that lies north of latitude 22 south.
  - ii) South Queensland Branch, which shall comprise members from the geographical area of the State of Queensland excepting for the geographical area of the North Queensland Branch.
  - iii) Hunter Valley Branch, which shall comprise members from the geographical area as defined by the boundaries of the following 1978 local government areas: Murrarundi Shire, Merriwa Shire, Scone Shire, Muswellbrook Municipality, Patrick Plains Shire, Singleton Shire, City of Maitland, City of Greater Cessnock, Dungong Shire, Port Stephens Shire, City of Newcastle, Gloucester Shire, Stroud Shire, Lake Macquarie Municipality.
  - iv) New South Wales Branch, which shall comprise members from the geographical area of the State of New South Wales, excepting for the area of the Hunter Valley Branch.
  - v) ACT Branch, which shall comprise members from the Australian Capital Territory.
  - vi) Victorian Branch, which shall comprise members from the State of Victoria.
  - vii) Tasmanian Branch, which shall comprise members from the State of Tasmania
  - viii) South Australian Branch, which shall comprise members from the State of South Australia.
  - ix) Western Australian Branch, which shall comprise members from the State of Western Australia.
  - x) Northern Territory Branch, which shall comprise members from the Northern Territory.

**New Branches**

- 2. a) To form a new Branch interested members should submit a proposal in writing to the Board that demonstrates viability and sustainability over the long term and in particular providing:
  - i) evidence that more than 100 members in the proposed geographic area for the new Branch are in favour and would be willing to be members of a new Branch;
  - ii) consultation with the existing Branch management committee/s and members in the geographical area proposed by the new Branch;
  - iii) consideration of feedback from the aforementioned consultations;
  - iv) evidence that the proposed new Branch can establish and maintain a fully functioning Branch Management Committee as outlined in the Company's Constitution;



- v) evidence that the proposed new Branch will be able to undertake the activities expected of Branches as outlined in the Company's Constitution.

**J**

## **Approval to establish a new Branch**

3. The Board will appoint a Director to review each submission and liaise with the Branch management committee/s concerned and members affected by the proposal.
4. Following review the Director will submit a report to the board with recommendations for approval or refusal of the application including reasons in cases where the application has been refused.
5. The Board will, within three (3) months after the receipt of a submission to establish a new Branch make its decision based on formal advice received from the appointed Director.
6. The Board will consider a resolution to either proceed with the new Branch formation or to reject the application when it is satisfied that it has considered all the relevant evidence and information; and
  - a) will advise the Branch Management Committee and the members involved in the application of the Board's decision within one (1) month of deciding that resolution.

## **Sub-Branches**

### **Criteria for establishment of sub Branch**

7. To form a sub-Branch interested members should:
  - a) Submit a proposal in writing to the Board with a copy to the Branch Management Committee that contains evidence of being able to demonstrate viability and sustainability over the medium term and in particular providing -
    - i) evidence that more than 25 members in the proposed geographic area for the new sub-Branch are in favour and would be willing to be members of the proposed sub-Branch; and
    - ii) consultation with affected members;
    - iii) consideration of member feedback and recommendations relevant to the Branch management committee;
    - iv) evidence that the proposed Branch can establish a fully functioning Sub- Branch Coordinating Committee that conforms with the Company Constitution; and
    - v) evidence that the proposed Sub-Branch will be able to undertake the functional responsibilities outlined below.

### **Approval to establish a new sub-Branch**

8. The Board will appoint a Director who will liaise with a Branch Management Committee representative and with the Branch members who have submitted the proposal and will:
  - a) establish a formal communication process between the members the Branch Management Committee and the Board; and
  - b) assist the Branch members in preparing their proposal for the Board's consideration.
9. The Board will, within three (3) months after the receipt of the proposal, meet to discuss the proposal and to hear recommendations from the Director appointed to liaise with the Branch management committee.
10. The Board will consider a resolution to either proceed with the new sub-Branch formation or to reject the application when it is satisfied that it has considered all the relevant evidence and information; and
  - a) will advise the Branch Management Committee and the members involved in the application of the Board's decision within one (1) month of deciding that resolution.

## Branch Sub-Committees

11. Branches may establish sub-committees under terms of reference approved by the Branch Management Committee and that are consistent with the AASW strategic plans.
12. Branch sub-committees may include but not be limited to:
  - a) Communication with members;
  - b) Continuing Professional Education;
  - c) Social Policy.

## Branch Working Groups

13. Branches may establish working groups under terms of reference approved by the Branch and that are consistent with AASW strategic plans.

## Funding

14. Funding for sub-Branches
  - a) Funding is granted for sub-Branches by a national funding program in accordance with their membership numbers and will depend upon how efficiently the Sub-Branch is meeting its functional responsibilities.

## Reviews

15. Triennial reviews of a sub-Branches' functioning will be carried out by three (3) external members, one of whom will be a Branch Management Committee member.
16. The reviews will be presented to the Branch Management Committee for endorsement of their past operations and their future planning and objectives.

## Practice Groups

17. Practice Groups liaise with relevant Colleges of Practice and National Committees and undertake the following functional responsibilities to:
  - a) facilitate regular and effective forums and communications with members;
  - b) plan, implement and develop range of localised professional development strategies for members including continuing professional education activities;
  - c) manage the resources of the Practice Group;
  - d) promote the Company and the profession;
  - e) prioritise, develop, implement and advocate social policy responses, strategies and forums for Practice Group matters and link with national Company forums such as National Committees and Colleges of Practice; and
  - f) contribute to Branch and College of Practice strategic planning.
18. Branches have the authority to establish and dissolve Practice Groups.
19. Practice Groups must have at least five (5) members involved and operate under Terms of Reference endorsed by the Branch management committee.
20. Convenors of Practice Groups are nominated for two (2) year appointments by the Branch President in consultation with the members of Practice Group and ratified by the Branch management committee.
21. Non-members of the Company may be members of Practice Groups providing they pay any fees set by the Branch Management Committee for that membership.
22. Office holders must be members.
23. An accurate register of participants must be kept by the Branch.
24. Practice Groups are to be funded by a national funding program.
25. Practice Groups are regulated by the Company Bylaws and must comply with the directions contained within them.



- 26. Practice Groups are to be reviewed triennially by three (3) members external to the Practice Group, one of whom will be a Branch Management Committee member.
- 27. Practice Groups can be wound up by decision of the Branch Management Committee if it:
  - a) fails to meet the Terms of Reference requirements and functional responsibilities; or
  - b) because of gross mismanagement; or
  - c) brings the Company into disrepute.

**Procedure for the Temporary Administration of a Branch**

**Appointment of a Branch Administrator**

- 28. The Board, by resolution, may appoint a Branch Administrator to ensure the continued good governance of the Branch and to provide for the business and affairs of a Branch to be administered on a temporary basis from the time of the resignation or removal of all of the members of a Branch Management Committee until the election of a replacement Branch Management Committee in accordance with the Bylaws.

**Period of Tenure**

- 29. A Branch Administrator appointed will continue the administration of the Branch until:
  - a) the time that a Branch Management Committee is elected by the members of the Branch, in accordance with the Constitution and any Bylaws; or
  - b) the Board, by resolution, removes the Branch Administrator.

**Duties of Branch Administrator**

- 30. While a Branch is under the control of a Branch Administrator, the Branch Administrator must:
  - a) control the business and affairs of the Branch;
  - b) perform any function, and exercise any power, that the Branch Management Committee could perform or exercise if the Branch were under the control of the Branch Management Committee;
  - c) as soon as practicable, hold an election for a Branch Management Committee in accordance with the Constitution and any Bylaws; and
  - d) report to the Board as required by the Board.

**Procedure for the Election of a Branch Management Committee**

- 31. Branch Management Committee elections will be held at the same time as the Board of Directors and by the same returning officer.
- 32. Positions not filled in this way will be filled from the floor at the Branch AGM.

**Composition of a Branch Management Committee (BMC)**

- 33. A Branch Management Committee shall consist of a President, a Vice President and not less than four nor more than ten (10) other members each with individual portfolio responsibilities.

**Returning officer**

- 34. For each annual election process the Board will appoint a returning officer to conduct any centralised elections for vacant BMC positions.
- 35. The returning officer will:
  - a) notify all voting members of the call for nominations for vacant BMC positions;



- b) will advise the members of the term of office for each vacancy;
- c) if necessary, prepare the ballot papers which shall contain the names of every candidate for election;
- d) appoint two (2) scrutineers to represent the candidates at the counting of votes;
- e) declare the results of the election and notify the Board and candidates within 7 days.

**Nominations**

- 36.** Nominations for the Branch Management Committee shall be proposed and seconded by two (2) members on a form that contains:
  - a) the name of the candidate; and
  - b) the names and signatures of the two (2) nominators; and
  - c) the signature of the nominee agreeing to the nomination; and
  - d) the date that the form is signed.
- 37.** Nominations will only be accepted from financial or Life members of the Company.
- 38.** Any person who is an employee of the Company shall not be eligible to be elected or appointed to the management committee even if he or she is otherwise qualified.

**Portfolios**

- 39.** Members of a Branch Management Committee shall individually take responsibility for the core portfolios of finance, operations and member service, professional development, member recruitment and retention, ethics and other portfolios that the Branch Management Committee considers essential for its operations.

**Terms of office**

- 40.** Terms of office for members of a management committee will be two years.
- 41.** Members of a Branch Management Committee shall not be eligible for election for more than three (3) consecutive terms of office unless the Branch management committee, by a two-thirds majority vote, determines that the person shall be eligible for re-election for the same office for a fourth consecutive term.

**Casual Vacancies**

- 42.** The Branch Management Committee or sub-Branch coordinating committee may at any time appoint any member to hold office to fill a casual vacancy occurring amongst the Branch management committee. Any member of the Branch Management Committee so appointed shall hold office for the remainder of that term of office.

**Procedure for the Election of a sub-Branch coordinating committee**

**Composition of a sub- Branch coordinating committee**

- 43.** A sub-Branch coordinating committee shall consist of a sub- Branch coordinating committee President, a sub- Branch coordinating committee Vice President and not less than four nor more than ten (10) other members each with individual portfolio responsibilities.

**Nominations**

- 44.** Nominations for the sub- Branch coordinating committee shall be proposed and seconded by two (2) members on a form that contains:
  - a) the name of the candidate; and
  - b) the names and signatures of the two (2) nominators; and

- c) the signature of the nominee agreeing to the nomination; and
- d) the date that the form is signed.

**45.** Nominations will only be accepted from financial or Life members of the Company.

**46.** Any person who is an employee of the Company shall not be eligible to be elected or appointed to the sub-Branch coordinating committee even if he or she is otherwise qualified.

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### **Portfolios**

**47.** Members of a sub-Branch coordinating committee shall individually take responsibility for the core portfolios of finance, operations and member service, professional development, member recruitment and retention, ethics and other portfolios that the a sub- Branch coordinating committee considers essential for its operations.

### **Terms of office**

**48.** Terms of office for members of a sub- Branch coordinating committee will be two years.

**49.** Members of a sub- Branch coordinating committee shall not be eligible for election for more than three (3) consecutive terms of office unless a sub- Branch coordinating committee, by a two-thirds majority vote, determines that the person shall be eligible for re-election for the same office for a fourth consecutive term.

### **Casual Vacancies**

**50.** The sub-Branch coordinating committee may at any time appoint any member to hold office to fill a casual vacancy occurring amongst a sub- Branch coordinating committee. Any member of a sub- Branch coordinating committee so appointed shall hold office for the remainder of that term of office.

### **Elections for Branch Management Committee and Sub-Branch Coordinating Committee**

**51.** For a sub- Branch Coordinating Committee replace the words;

- a) “Branch Management Committee” with “sub- Branch Coordinating Committee”; and
- b) “Branch AGM” with “sub-Branch AGM”; and
- c) “Branch President” with “sub-Branch President”; and
- d) “Branch” with “sub- Branch”.

### **Call For Nominations and Election at Annual General Meeting**

**52.** If insufficient nomination forms are returned to the National Office for any of the several positions on the Branch Management Committee or the sub- Branch Coordinating Committee on or before the date on the call for nominations, the nominations shall only be accepted at the Branch or sub- Branch Annual General Meeting.

**53.** Members will be notified on the agenda for the Branch and sub Branch Annual General Meeting that nominations for any unfilled positions shall be called for and that there will be an election at the Branch and sub-Branch Annual General Meeting.

**54.** At the Branch and sub Branch Annual General Meeting the Chair shall appoint a Returning Officer and two scrutineers.

**55.** The Returning Officer shall call for nominations. Nominations shall be proposed, seconded and accepted.

**56.** The candidate, proposer and seconder for the positions of President may present to members of the Annual General Meeting (either orally or in writing to be read at the meeting if not in attendance) brief election and supporting statements.

57. If only one nomination is received at the Branch and sub Branch Annual General Meeting for any of the several positions on the Branch Management Committee or the sub- Branch Coordinating Committee the candidates shall be deemed to be elected.
58. If two or more nominations are received at the Branch or sub-Branch Annual General Meeting for any of the several positions on the Branch Management Committee the successful candidate shall be that person elected by the members present in person or by proxy on a first past the post basis.

**Branch Management Committee Procedures**

59. For a sub- Branch Coordinating Committee procedures replace the words:
- a) “Branch Management Committee” with “sub- Branch Coordinating Committee”; and
  - b) “Branch AGM” with “sub-Branch AGM”; and
  - c) “Branch President” with “sub-Branch President”; and
  - d) “Branch” with “sub- Branch”.

**Calling a Branch Management Committee meeting**

60. Branch Management Committee meetings may be called by the Branch President or a majority of those elected to the Branch Management Committee.
61. The conduct of Branch Management Committee meetings shall be in accord with the democratic rules as required in section L17 of the Constitution.

**Chairing a Branch Management Committee**

62. The members of a Branch Management Committee may elect one of their number as chairperson of their meetings.
63. Where such a meeting is held and:
- a) a chairperson has not been elected; or
  - b) the chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act.
- the members present may elect one of their number to be chairperson of the meeting.
64. A Branch Management Committee may meet and adjourn as it thinks proper.
65. Resolutions arising at any meeting of a Committee shall be determined by a majority of votes of the members present and voting.
66. In the case of an equality of votes, the chairperson shall have neither a second nor a casting vote and the resolution is deemed to have been lost.

**Quorum**

67. A quorum for any meeting of the Branch Management Committee shall be one half plus one in number of the members of the Committee or closest number to that fraction.

**Observers**

68. The Branch Management Committee may allow non-voting observers to be present and to participate if invited by the chairperson.

**Minutes**

69. The Branch Management Committee must keep minute books in which it records within one (1) month the proceedings and resolutions of meetings of the Branch Management Committee.
70. The minutes will be signed within a reasonable time by the person chairing the meeting at which the proceedings were held or by the person chairing the next succeeding meeting.



**Action without a meeting**

- 71. The Branch Management Committee may pass a resolution without a committee meeting being held if all the officers entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 72. Separate copies of a document may be used for signing by the committee members if the wording of the resolution and statement is identical in each copy.
- 73. The resolution is passed when the last committee member signs.
- 74. An electronic transmission of a copy of the document which appears to be signed by a committee member is taken to have been signed by that member.

**Branch General meetings**

- 75. For a sub- Branch General meeting replace the words:
  - a) “Branch Management Committee” with “sub- Branch Coordinating Committee”; and
  - b) “Branch AGM” with “sub-Branch AGM”; and
  - c) “Branch President” with “sub-Branch President”; and
  - d) “Branch membership” with “sub-Branch membership”; and
  - e) “Branch” with “sub- Branch”.

**Calling a Branch meeting**

- 76. Meetings of the Branch membership may be called by the Branch President or a majority of those officers elected to the Branch Management Committee.
- 77. The conduct of Branch membership meetings shall be in accord with the democratic rules as required in section L17 of the Constitution.

**Branch Annual General Meeting (AGM)**

- 78. In addition to any other meeting held by the Branch or sub Branch from the 1<sup>st</sup> of January 2009, the Branch and sub Branch shall hold an Annual General Meeting at least once in every calendar year before the 30<sup>th</sup> September and after the end of the previous financial year of the Branch and sub Branch.

**Business of the Branch AGM**

- 79. The business of an AGM may include any of the following, even if not referred to in the notice of meeting:
  - a) the consideration of the minutes of the previous AGM, President’s report, the annual financial report and any Branch committee reports;
  - b) the election of members of the Branch Management Committee.

**Technology**

- 80. The Company may hold a Branch AGM at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

**Meeting cancellation**

- 81. Any general meeting convened by the Branch Management Committee may be cancelled by the Branch Management Committee upon not less than forty-eight (48) hours' notice to those members entitled to notice of the meeting.

**Quorum**

- 82. The quorum for a general meeting shall be:

- a) Branches with 100 or more members shall have a quorum of 10% in number of the members of the Branch or 25 members (whichever is the less) in person or by proxy;
- b) Branches with less than 100 members shall have a quorum of 8 members in person or by proxy.

## Notices

83. A notice of a general meeting shall be given to all Branch members entitled to vote.
84. Notices will specify the place, the day and the hour of meeting and, shall state the general nature of the business to be transacted at the meeting.
85. The accidental omission to give notice of a meeting to, or the nonreceipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at a meeting.

## Chairing a Meeting

86. The Branch President will chair all Branch meetings. In that person's absence or being unable or unwilling to act then the members present will elect a member to Chair the meeting.

## Voting at an AGM or General meeting

87. Every financial and Life member of the Branch shall have one (1) vote.
88. The chairperson has a vote as a member but does not have a casting vote.
89. A resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded.
90. Provision for conducting polls is contained in these Bylaws under section C.
91. In the case of an equality of votes, whether on a show of hands or on a poll the resolution is lost.

## Proxies

92. A member of the Company who is entitled to attend and cast a vote at a General meeting of the Branch may appoint a person as the member's proxy to attend and vote for the member at a general meeting.
93. An appointment of a proxy is valid if it is:
  - a) signed by the member of the Company making the appointment; and
  - b) is received by the meeting chairperson at least one hour before the meeting time; and contains the following information:
  - c) the member's name, address and membership number;
  - d) the Company's name;
  - e) the proxy's name or the name of the office held by the proxy; and
  - f) the meeting or meetings at which the proxy may be used.

## Request by members for a General Meeting (249D)

94. The Branch Management Committee must call and arrange to hold a general meeting on the request of members with at least 5% of the vote that may be cast at a general meeting.

## Failure by the Branch Management Committee to call meeting (249F)

95. If within twenty-one (21) days after the request is given to the Branch management committee, the Branch Management Committee does not call a general meeting, members with at least 5% of the vote that may be cast at a general meeting may call and arrange to

hold a general meeting. The members calling the meeting must pay for the expenses of calling and holding the meeting.

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## **Minutes**

96. The Branch Management Committee must keep minute books in which it records within one (1) month:
  - a) proceedings and resolutions of meetings of the Branch members.
97. The minutes will be signed within a reasonable time by the person chairing the meeting at which the proceedings were held or by the person chairing the next succeeding meeting.

## **Members' access to minutes**

98. The Branch must ensure that the minute books for the meetings of its members are open for inspection by members free of charge.

## **Finance**

99. On or before the 31 March each year, the Branches will provide to the Board an annual budget for the ensuing financial year.
100. On or before the expiry of five working days each month the Branches will provide the Company with a monthly statement of deposits and payments to be reconciled by National Office.
101. Within 30 days of the end of the financial year each Branch will provide the Company with a list of assets and a list of debtors and creditors to be included in the Audit.
102. A review of Branch accounts will be conducted on a rotational basis with a Branch not being left for more than three years between reviews.

## **Reviews**

103. The Branch management committees will undergo triennial reviews of their functioning by members from other Branches (including one a member of the Board of Directors) in order to promote efficiency.
104. In order to promote efficiency sub Branches will undergo triennial reviews of their functioning by members of the Branch which will be presented to the Branch management committee.
105. The sub Branch review will be conducted by three external members, one of whom will be a Branch Management Committee member.

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**L. Administration**

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**Index to register [Sect. 169(2)]**

1. The Company must keep an up to date index of member's names which is convenient to use and allow a members entry to be easily found.

**Inspection of the Register (Sect 1300)**

2. The register must be available for inspection at the place it is kept and at all times when the registered office in this jurisdiction of the body corporate concerned is required to be open to the public.