



**THE CONSTITUTION
OF
THE AUSTRALIAN ASSOCIATION
OF
SOCIAL WORKERS**

A Public Company Limited By Guarantee

ACN 008 576 010

AASW CONSTITUTION 2010

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Definitions and interpretation

In this Constitution, unless the content implies otherwise:

- a) one gender includes the others;
- b) the singular includes the plural and the plural includes the singular;
- c) where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning;
- d) 'writing' includes typing, printing, lithography and any other mode representing or reproducing words or figures in a visible form, including words or figures displayed on an electronic screen;
- e) a 'month' refers to a calendar month;
- f) a statute, regulation or provision of a statute or regulation (the 'Statutory Provision') includes:
 - (i) the Statutory Provision as amended or re-enacted
 - (ii) a statute, regulation or provision enacted in replacement of the Statutory Provision, and
 - (iii) another regulation or other statutory instrument made or issued under the Statutory Provision;
- g) 'including' and similar expressions are not words of limitation; and
- h) all currency is Australian dollars.

The table of contents and any headings are to assist with the reading of the Constitution and should not affect interpretation of this Constitution.

Act	the Corporations Act 2001 (Cth)
AGM	the annual general meeting of the Australian Association of Social Workers
Australian College of Social Work	a structure established for members who have completed training and have experience in a particular specialist field, and undertake a program of continuing professional development, with a specialist focus as outlined in the by-laws
by-laws	regulations made by the Board for the administration and management of the Australian Association of Social Workers' affairs
Board	the board of Directors of the Australian Association of Social Workers
Board Executive	the National President, two Vice Presidents and the Chief Executive Officer as outlined in paragraph E2
branch	the branch in which a member is registered in accordance with the Constitution
branch management committee	the group of people who manages each Branch
CEO	the Chief Executive Officer and the person appointed by the Board to perform the executive duties of the Australian Association of Social Workers
code of ethics	the Australian Association of Social Workers by-laws on ethics as in force from time to time

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Company	the Australian Association of Social Workers Limited (ACN 008 576 010)
Constitution	this Constitution of the Australian Association of Social Workers
convenor	a person who organises a national committee, the Australian College of Social Work or a Division of the Australian College of Social Work or a Practice Group
Directors	the directors for the time being of the Australian Association of Social Workers or such number of them that have the authority to act for the Australian Association of Social Workers
Division	a specialist field established under the Australian College of Social Work in accordance with the by-laws.
effective date	the date on which the previous Constitution of the Australian Association of Social Workers is repealed and this Constitution is approved by special resolution of the members of the Australian Association of Social Workers as the new Constitution of the Australian Association of Social Workers
external member	a member who in relation to any review process is not a member of that part of the Company being reviewed.
IFSW	the International Federation of Social Workers
law	any constitutional provision, treaty, decree, convention, statute, act, code, regulation, rule, order, ordinance, proclamation, subordinate legislation, by-law, judgement, rule of common law or equity, rule, ruling or guideline made by a competent entity exercising jurisdiction in the relevant matter or any government body
local time	the day and the time at the Australian Association of Social Workers national office
member	a person who has been accepted by the Australian Association of Social Workers as qualifying for membership in one of the membership categories and where required has paid their annual fees.
national committee	a committee created by the Board on a national level
officer	a Director or Secretary
office bearer	(of a Branch Management Committee) the President, Vice President, Secretary and Treasurer
person	a natural person
practice group	groups established at Branch level that have a focus on a particular practice field or practice method, replacing Branch Special Interest Groups
Secretary	the person appointed to perform the duties of Secretary of the Australian Association of Social Workers
stakeholders	any member of the Australian Association of Social Workers who might be actively involved, with a vested interest in or who might be affected by any changes being considered by the Australian Association of Social Workers
sub-branches	bodies that have been created by the Board in consultation with a branch and that conform to Constitutional rules
terms of reference	a document that provides the objectives for a committee, group or board to undertake a task or a project and may include the title, membership, Convenor, budget, methodology, time and reporting requirements

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A. INTRODUCTION

Name of the Company

1. With effect on and from the date that ASIC alters the details of the company's registration the name of the Company is the Australian Association of Social Workers Limited, which may operate under a separate business name or names as determined by the Board.

Preamble

2. The Company (AASW) is the national professional representative body of social workers in Australia. It was established in 1946 at a national level, although a number of state associations had formed prior to this. Branches are located around the country and play a key role in fostering productive relations with members, the profession and others. The AASW was incorporated in 1989 as a single legal entity and is an organisation where members' volunteer contributions of assistance remain critical to meeting the objectives of the Company. It has practice standards and a code of ethics that contain a set of principles agreed to by all members. These principles guide all social work practice.

Relationship with the International Federation of Social Workers

3. As a member of the International Federation of Social Workers (IFSW), the Company recognises that social work originates variously from humanitarian, religious and democratic ideals and philosophies, and that it has universal application to the meeting of human needs arising from personal-societal interactions, and to the developing of human potential.
4. Along with all IFSW members the AASW asserts that professional social workers are dedicated to:
 - a) service for the welfare and self-fulfillment of human beings;
 - b) the development and disciplined use of scientific and other knowledge regarding human behaviour and society;
 - c) the development of resources to meet individual, group, national and international needs and aspirations;
 - d) the enhancement and improvement of the quality of life of people; and
 - e) the achievement of social justice.



Values and principles of the Company

5. The democratic values and principles embraced by the Company and its members include:
 - a) compliance with the code of ethics;
 - b) belief in the equal worth of all human beings;
 - c) commitment to Australian plural democratic society with equality under law and equal opportunity;
 - d) respect for others, including compassion, fairness, equity and justice;
 - e) acceptance of the uniqueness of each individual;
 - f) belief in collaboration as the cornerstone of effective practice;
 - g) valuing families and communities as social structures fundamental to the functioning and well-being of individuals and society;
 - h) positive change that brings about growth and development for human beings;
 - i) individual choice and both personal and collective responsibility;
 - j) high quality social work service provision;

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- k) the right of individuals to have their privacy respected;
- l) valuing diversity and difference; and
- m) promoting human rights.

Objectives of the Company

- 6. The objectives for which the Company is established are:
 - a) to promote the profession of social work;
 - b) to enhance the public and professional recognition and identity of social work;
 - c) to establish, monitor and improve practice and ethical standards;
 - d) to contribute to the development of social work knowledge and research;
 - e) to develop, review and accredit the education standards for social workers;
 - f) to advocate for the pursuit of social justice and changes to social structures and policies in order to promote social inclusion and redress social disadvantage;
 - g) to promote and facilitate members' professional development and life-long learning; and
 - h) to represent and advocate for the interests of members as a group.

Code of ethics

- 7. The Company must maintain a written code of ethics and by-laws on ethics. The by-laws on ethics will set out:
 - a) procedures for the promotion and maintenance of the principles outlined in the code of ethics; and
 - b) procedures for dealing with matters of ethical and professional standards.
- 8. The Company will review the code of ethics at least once every 7 years and the review will be presented to the next general meeting after completion of the review.
- 9. Copies of the code of ethics are to be available to members free of charge.

Strategies for the Company

- 10. In order to meet its objectives the Company will:
 - a) support and guide members to provide high-quality social work services;
 - b) develop policies, principles and standards for social work practice and the education of social workers;
 - c) advocate on social issues, policies and programs, and related areas;
 - d) provide continuing professional development strategies and programs;
 - e) collect fees from members;
 - f) collect fees from non-members for services provided;
 - g) provide goods and services to members and non-members on a fee-for-service or other basis;
 - h) develop intellectual property;
 - i) operate business ventures;
 - j) make financial investments; and
 - k) develop other strategies that are approved in the by-laws.



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Powers of the Company

11. The Company has the powers of a body corporate and a natural person.

Income of the Company

12. The income and property of the Company will be applied solely to further any of the objectives of the Company as set out in the Constitution. No income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members of the Company. However the Constitution does not:
- a) prevent the payment in good faith:
 - i) of remuneration to any of the Company's employees or to any other person in return for any services actually provided to the Company; or
 - ii) for goods supplied to the Company in the ordinary course of business;
 - or
 - b) prevent the Company:
 - i) repaying money borrowed from any member of the Company; or
 - ii) paying interest on money borrowed from any member of the Company; or
 - iii) reimbursing out-of-pocket expenses to any Director of the Company; or
 - iv) paying reasonable and proper rent for premises demised or let by any member of the Company; or
 - (v) paying reasonable remuneration for their ordinary services as Directors provided that the requirements of the Constitution as outlined under K9 are adhered to.

Liability

13. The liability of members is limited.

Every member undertakes to contribute an amount not exceeding \$50 to the property of the Company in the event of its being wound up while the person is a member, if required for:

- a) payment of the debts and liabilities of the Company;
- b) payment of the costs, charges and expenses of winding up;
- c) payment for the adjustment of the rights of the contributories among themselves; and
- d) such other amount as may be required.

Subsidiary companies

14. The Company may own and operate subsidiary companies and other legal entities to further any of the objectives of the Company as set out in the Constitution.



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B. MEMBERSHIP

Membership numbers

1. The number of members that the Company proposes to be registered is unlimited.

Application for membership

2. To apply for membership, a person submits an application to the membership officer, the details of the membership application are contained in the by-laws.

Membership categories and eligibility requirements

3. The Board may by resolution establish in the by-laws, categories and levels of voting, non-voting, life and honorary membership and determine the eligibility requirements, rights and obligations for each class of membership.
4. Before making any substantive changes to by-laws related to membership categories, education or accreditation standards, the Board shall engage in reasonable consultation with the membership and other interested parties
5. A member may not transfer to any other person the rights and privileges of membership attached to her or his category of membership.

Rights of members

6.
 - a) All financial members are entitled to vote.
 - b) All members, other than student members, may use the letters after their name in a manner as described in the by-laws.

B

Appeals against membership refusal

7. Any applicant refused membership can lodge an appeal to the membership officer in the format and by the process as contained in the by-laws. The membership officer may refer the appeal to the CEO. If the appeal is unsuccessful it may be referred to the Board but only on procedural grounds as contained in the by-laws.

Termination and suspension of membership

8. Membership is terminated by a written resignation to the CEO, death of the member, non-renewal of fees or for any other cause prescribed by this Constitution.
9. A member may be suspended or expelled by the CEO until a meeting under B12 has confirmed or rejected that action if:
 - a) after receiving a notice from the Company requiring the member pay any overdue membership fees within a prescribed period of time, that member fails to pay the required amount by the required time;
 - b) the member is convicted of an offence punishable by imprisonment for a period greater than 12 months;
 - c) the member is in breach of a fiduciary duty or his or her conduct results in prejudice to the interests of the Company as determined in good faith by the Board after diligent examination of the relevant facts and circumstances;
 - d) the member is in breach of a provision of the Constitution after diligent examination of the relevant facts and circumstances;

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- e) the member has conducted themselves in a way that would bring the social work profession or the Company into disrepute.
- 10. The member can be suspended or expelled in accord with the procedures contained in the AASW ethics by-laws.
- 11. If, following admission to membership, it is found that a member is ineligible, that person's membership will cease immediately.
- 12. A member shall be given at least 30 days prior written notice of any Directors' meeting at which the proposed resolution to expel or suspend their membership is to be decided. The notice shall detail the allegation against the member and the same notice shall be delivered to all Directors entitled to vote at that meeting.
 - a) At the meeting, and before the passing of the resolution, the member must have an opportunity in writing or in a process as defined in the by-laws to provide any explanation or defence the member sees fit.
 - b) All proceedings of this nature will be handled on a confidential basis in the manner as specified in the By-Laws or as outlined in the Company's Procedure for Ethics Complaints.

Re-admission to membership

- 13. The Board will reinstate to membership a person who has shown cause that they should be reinstated in a manner as described in the by-laws.

Membership fees

- 14. Each member of the Company required to pay a fee, pays an annual membership fee (the 'membership fee') for a 12-month period commencing 1 July each year (the 'financial year').
- 15. The Board determines the membership fee and may permit members to pay in a lump sum or by instalments.
- 16. The Board may permit new members to pay the membership fee on a pro rata basis, relative to the time of their joining the Company in the financial year.
- 17. The Board determines the proportion of the membership fee payable to Branches on a per capita basis.
- 18. The Board advises the Branches of the capitation fee within 30 days of determining it.

Effect of cessation of membership

- 19. Any person who ceases to be a member under this Constitution shall forfeit all rights and will remain liable as covered in the by-laws.

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C. GENERAL MEETINGS

Types of Company meetings

1. The Company holds the following types of meetings:
 - a) AGMs; and
 - b) General meetings.

AGMs

2. The Company holds an AGM at least once in every calendar year. If possible, the AGM takes place within 90 days, but in any event no later than 5 months, of the end of the Company's financial year.
3. The Company holds an AGM at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
4. The Board can cancel any AGM that it convenes by giving not less than 48 hours' notice to those members entitled to notice of the meeting.
5. The business of an AGM can include any of the following, even if not referred to in the notice of meeting:
 - a) consideration of the annual financial report, Directors' report and auditor's report;
 - b) confirmation or election of Directors; and
 - c) appointment of the auditor.

General meetings

6. General meetings may be called by any three Directors.
7. General meetings of the Company must be held in accordance with the Act, which includes, but is not limited to, their being held:
 - a) for a proper purpose; and
 - b) at a reasonable time and place.

Request by members for a general meeting

8. The Board must call and arrange to hold a general meeting in a manner as described in the by-laws on the request of:
 - a) members with at least 5% of the vote that may be cast at a general meeting; or
 - b) at least 100 members entitled to vote at the general meeting.

Failure by the Board to call a meeting

9. If within 21 days of the request given to the Company, the Board does not call a general meeting, members with more than 50% of the total voting rights of all the members who requested the meeting, may call and arrange to hold a general meeting in a manner as described in the by-laws.

Content of notices of AGMs and of general meetings

10. Notice of a Company AGM or general meeting must be given to all members entitled to vote and must contain all the information and be sent in a manner as described in the by-laws.



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When notice is given

11. A notice of meeting sent by post, facsimile or electronic mail is taken to be given when it meets the conditions as outlined in the by-laws.

Procedures at AGMs and general meetings

Quorum

12. The quorum for an AGM and a general meeting of the Company is 50 members present in person or by proxy.
13. The Company's meeting may not proceed unless the manner for determining the quorum as contained in the by-laws has been followed.

Chairing general meetings

14. The National President, or in the National President's absence a National Vice President, must chair every general meeting of the Company.
15. If neither the National President nor a National Vice President is present within 15 minutes of the time for the commencement of the meeting, or if none of them is willing to chair the meeting, the members present must elect a member to chair the meeting.

Adjourning a meeting

16. With the consent of, or if directed by, a meeting at which a quorum is present, the person chairing the meeting may adjourn the meeting but no business other than any unfinished business from the adjourned meeting is to be dealt with at the resumed meeting.
17. Unless a meeting is adjourned for 30 days or more, it is not necessary to give any notice of an adjournment or of the meeting's business.
18. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as if it were an original meeting.



Voting at an AGM and at general meetings

19. At any AGM or general meeting on any resolution or special resolution, each member holds one vote; and
 - a) the person chairing the meeting has a vote as a member of the Company, but does not have a casting vote;
 - b) a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded;
 - c) in the case of an equal number of votes, whether on a show of hands or on a poll, the resolution is lost; and
 - d) other rules as outlined in the by-laws.

Polls

20. A poll may be demanded on any resolution in the manner as described in the by-laws.

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Proxies

21. A member of the Company who is entitled to attend and cast a vote at a general meeting of the Company may appoint a person as the member's proxy to attend and vote for the member at a general meeting.
22. An appointment of a proxy is valid if it is signed by the member of the Company making the appointment and contains the following information:
 - a) the member's name, address and membership number;
 - b) the Company's name;
 - c) the proxy's name or the name of the office held by the proxy; and
 - d) the meeting or meetings at which the proxy may be used.
23. The instrument and the rules appointing a proxy are contained in the by-laws.

Minutes of general meetings

24.
 - a) The Board must keep minutes in which it records within 1 month of meetings, the proceedings and resolutions of the Company's members.
 - b) 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

25.
 - a) The Company must ensure that the minutes for the meetings of its members are open for inspection by members free of charge.
 - b) A member of the Company may ask the Company in writing for a copy of any minutes of a meeting of the Company's members or an extract of the minutes as outlined in the by-laws.



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D. THE BOARD

Composition

1. There must be not less than seven nor more than nine Directors of the Board, of whom one will be the National President and two will be National Vice President.
2. One Director's position will be reserved for a member of Aboriginal and/or Torres Strait Islander descent.
3. All Directors will be elected by the membership as a whole in accordance with the by-laws.
4. A Director must be a financial member of the Company.

Eligibility requirements for Directors

5. The eligibility requirements for membership of the Board shall be:
 - a) a member or life member of the Company; and
 - b) not be an employee of the Company;
 - c) the Aboriginal and Torres Strait Islander Nominee to be self declared as outlined in the bylaws.

Terms of office

5. The National President is elected by the members for a period of 3 years and shall not be eligible for re-election to the same office for more than two consecutive terms unless the Board, by a two-thirds majority vote, determines that the person shall be eligible for re-election for the same office for a third consecutive term.
6. The National Vice Presidents are elected by the members for a period of 2 years and shall not be eligible for re-election to the same office for more than three consecutive terms unless the Board, 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.
7. Each Director is elected by the members for a period of 2 years and shall not be eligible for re-election to the same office for more than three consecutive terms unless the Board, 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.
8. DELETED

Transitional arrangement

Nominations for filling the position under D 2. will be at the 2011 call for nominations to the Board in accordance with the constitution and rules in force at that time.

Powers and duties of the Board

Management by the Board

9. The business of the Company is to be managed by or under the direction of the Board.
10. The Board may exercise all the powers of the Company except any powers that the Act or this Constitution requires the Company to exercise in meetings.
11. The Board will carry out an annual operational and functional strategic planning process, and will invite branch Presidents to participate.

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12. The Board will carry out an annual review of the functioning of the Board.

Board to keep minutes

13. The Board will keep minutes in which it records within 1 month:

- a) all appointments of officers and staff;
- b) the names of members of the Board who attend the Board and general meetings;
- c) proceedings and resolutions of Board and general meetings;
- d) proceedings and resolutions of Executive Committee meetings;
- e) resolutions passed by Directors without a meeting; and
- f) all delegations of the Board's powers to national committees and boards of practice.

14. The minutes of Board meetings 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.

15. The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

Attorneys

16. The Board may sign a power of attorney, appointing any person or persons to act for the Company in the same way that it may act.

17. A power of attorney:

- a) may contain provisions for the protection and convenience of persons dealing with the attorney as the Board sees fit; and
- b) may authorise the attorney to delegate all or any of the powers vested in them.

18. The Board will be advised in writing at its next meeting of any actions taken under the power of attorney.

Duties of Board members

19. The Directors must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise. In particular the Directors must:

- a) be proactive in pursuing the Company's objectives;
- b) ensure that the Company can pay its debts on time;
- c) ensure that the Company keeps proper financial records;
- d) act in the Company's best interests;
- e) use any information obtained through the position of Director properly and in the best interests of the Company;
- f) be fully up-to-date on what the Company is doing;
- g) take reasonable steps to assess how any proposed action will affect the Company's business performance;
- h) seek outside professional advice if necessary in order to make informed decisions.

20. Each Director not on the Board Executive has portfolio responsibilities from those defined in the by-laws and must report all important actions in relation to their portfolio to the Board.

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Conflicts of interest

21. A Director who has a material personal interest in a matter that is being considered at a Board meeting:
 - a) must not vote on the matter;
 - b) at the discretion of the chairperson may not be present while the matter is being considered at the meeting; and
 - c) must not be counted in a quorum.
22. A Director must not be taken to be interested or to have been at any time interested in a contract or proposed contract merely because:
 - a) where the contract or proposed contract relates to a loan to the Company, the Director has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
 - b) where the contract or proposed contract has been or will be made with or for the benefit of, or on behalf of a body corporate that is related to the Company and the Director is a Director of that body corporate.

Vacation of office of Director

23. The office of a Director of the Company is vacated if the person holding the office:
 - a) is disqualified from the management of corporations under part 2D.6 of the Act;
 - b) cannot manage the affairs of the Company because of mental incapacity and is a person to whose estate or property a personal representative or trustee has been appointed as an administrator;
 - c) contravenes section 183 of the Act;
 - d) resigns her or his office in writing to the Board;
 - e) has, in the opinion of the Board, refused or neglected to comply with the Constitution, or has acted in a manner that contravenes the code of ethics;
 - f) ceases to be a financial member of the Company;
 - g) is convicted of an offence punishable by imprisonment for a period greater than 12 months;
 - h) is absent without permission of the Board from three consecutive Board meetings;
 - i) becomes an employee of the Company; or
 - j) breaches a fiduciary duty or his or her conduct results in prejudice to the interests of the Company as determined in good faith by the Board after diligent examination of the relevant facts and circumstances.

Removal and substitution of Directors

24. The Company may by resolution at a general meeting remove any Director before the end of the Director's period of office.
25. The Company may by resolution at a general meeting appoint another person to replace that Director, providing that the 'special rules' in the by-laws are adhered to.

Alternate Directors

26. With the majority of the other Directors' approval, a Director may appoint an alternate Director to exercise some or all of the Director's powers for a specified period in a manner as described in the by-laws.
27. When a member is appointed as an alternate Director they should stand down from membership of any other Company office during the term of their alternate Directorship.



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E. OFFICERS OF THE COMPANY

The Board Executive

1. The Board Executive of the Company will be the President and two Vice Presidents as elected by the members.

The Executive Committee

2. The Executive Committee will be the National President two Vice Presidents and the CEO as a non-voting member.
3. The Vice Presidents will undertake those duties assigned to them by the National President.
4. The Executive Committee will carry out the Board's decisions and manage the Company's operations between the Board meetings in line with existing decisions, policy and strategic directions of the Company as determined by the Board, or otherwise in the interests of the Company.
5. The Executive Committee shall report their actions to the Board at the next Board meeting.
6. Other roles, duties and functions of the Executive Committee are to be found in the by-laws.

Duties of the Executive

7. The National President:
 - a) may preside over the Board, the Executive Committee, general meetings and the AGM;
 - b) is available to consult with the CEO and delegated staff on Company matters between Board meetings;
 - c) represents the Board and the Company between its meetings;
 - d) reports all important interim actions to the Board and Executive Committee;
 - e) in consultation with the Board, nominates convenors of all national committees who are ratified by the Board;
 - f) is an ex-officio member of all Company Boards, committees and other Company forums (excluding the ethics panel) but must not be appointed as a convenor of a national committee or a division of the Australian College of Social Work while holding the office of the National President;
 - g) assumes portfolio responsibilities for national committees as outlined in the by-laws and determined by the Board;
 - h) shall regularly communicate with members about the Company, its operations and issues affecting the profession;
 - i) shall carry out any other duties as outlined by the by-laws; and
 - j) must not hold any other office in the Company.
8. National Vice Presidents:
 - a) will fulfill the duties of the National President if the National President is absent, disabled or deceased;
 - b) assume portfolio responsibilities for national committees as outlined in the by-laws and determined by the Board;

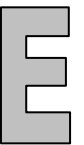


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- c) must report all important interim actions to the Board and the Executive Committee;
- d) must not serve on a branch management committee;
- e) must not be a convenor of a national committee or a Division of the Australian College of Social Work; and
- f) shall carry out any other duties as outlined in the by-laws.

Chief Executive Officer

9. The CEO is appointed by the Board and will:
- a) report to and keep the Board informed about all aspects of the Company and its operations;
 - b) manage the staff and operations of the Company;
 - c) undertake duties at the direction of the Board;
 - d) consult with and advise the National President about those matters affecting the operations of the Company;
 - e) unless the Board decides otherwise, be the Company Secretary; and
 - f) may attend meetings of the Board and the Executive Committee but is not be entitled to vote.



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F. MEETINGS OF THE BOARD

Calling Board meetings

1. A Board meeting may be called by any three Directors giving reasonable notice individually to every other Director.

Chairing Board meetings

2. If at a Board meeting, neither the National President nor a National Vice President is present within the time set down to commence the meeting, or if none is willing to chair the meeting, the members of the Board present must elect one of themselves to chair the meeting.

Quorum at Board meetings

3.
 - a) Five Directors in office and entitled to vote on any motion that may be moved at the meeting in relation to that matter shall constitute a quorum and a quorum must be present at all times during the meeting.
 - b) If a vacancy occurs in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is less than the minimum number set out in the Constitution, they may act only for the purpose of filling vacancies or of convening a general meeting of the Company.

Passing of Directors' resolutions

4.
 - a) A resolution of the Directors must be passed by a majority of the votes cast by Directors who are entitled to vote and who vote on the resolution.
 - b) The person chairing the meeting has a vote as a member of the Company, but does not have a casting vote.

Action without a meeting

5.
 - a) The Directors of the Company may pass a resolution without a Board meeting being held if all the Directors 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.
 - b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
 - c) The resolution is passed when the last Director signs the document containing the statement.
 - d) An electronic transmission of a copy of the document that appears to be signed by a Director is taken to have been signed by that Director and is a copy for the purposes of signing a power of attorney.

Meetings held with the use of technology

6.
 - a) A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw such consent within a reasonable period before the meeting.
 - b) Each Director attending a meeting using technology must have access to the technology by which the meeting is taking place.
 - c) Each Director participating in the meeting must be able to communicate concurrently with all other Directors.



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G. ELECTIONS OF DIRECTORS

The returning officer

1. The Board will appoint a returning officer to conduct elections for all vacant Board positions.
2. The returning officer will carry out the elections following the procedures contained in the by-laws.

Nominations

3. To be eligible for nomination as a Director a person must:
 - a) be a financial member or life member of the Company;
 - b) not be an employee of the Company;
 - c) submit a brief account of their interest and suitability for election to the vacant position;
 - d) consent to the nomination; and
 - e) not be the subject of either an ethics complaint or the subject of an investigation that could result in either a suspension or termination of membership as contained in clause B9 of this Constitution.
4. Persons wishing to nominate a member shall provide the information as contained in the by-laws.

Voting

5. Each voting member shall be entitled to cast one vote for each vacancy.
6. Voting may be carried out by postal or electronic means providing the procedures in the by-laws are adhered to.

Commencement of office bearers' and Directors' terms of office

7. Unless the Board determines otherwise in the by-laws, all terms of office for officers and Directors will commence from 1 October following their election.

Filling a Director's casual vacancy

8. The Board may at any time appoint a member to fill a vacancy on the Board providing:
 - a) the member to be appointed satisfies the eligibility criteria for membership of the Board;
 - b) the person shall only hold office until the conclusion of the next election, at that time the position will be open for election; and
 - c) the length of the term of office will be for the remainder of the previous Director's unexpired term of office.



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H. NATIONAL COMMITTEES

Authority for the establishment of national committees

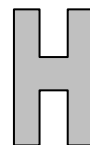
1. National committees are commissioned by the Board in accordance with the bylaws.
2. The Board may:
 - a) establish the number of national committees;
 - b) establish the number of members of each national committee;
 - c) dissolve any particular national committee; and
 - d) fix the quorum necessary for a national committee to function;
 - e) ratify members of the committee;
 - f) ratify convenors.

Budget

3. National committees shall have a budget allocated by the Board each financial year that will meet expected expenditures necessary to carry out their terms of reference.

Convenors

4.
 - a) Convenors of national committees are nominated by the National President and ratified by the Board.
 - b) The Director with the portfolio responsibility for that committee, will nominate the committee members for ratification by the Board.
5. The convenor of a national committee must be a financial member of the Company.



Membership

6. Membership of a national committee is open to all members of the Company unless specified otherwise in the by-laws.
7. Members may only be a member of one national committee unless otherwise approved by the Board.
8. Deleted

Invited members

9. The committee, in consultation with the Director with portfolio responsibility, may also invite participants for a specified period not exceeding 12 months to assist the committee with particular projects or activities.

Minimum size

10. There must be a minimum of five active members in each national committee, unless otherwise determined by the Board. If the number of members of a national committee falls below the number set by the Board, the continuing members must immediately inform the Board through the CEO.

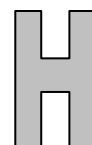
Terms of office

11. Terms of office for members of national committees are for a period of 2 years and member shall not be eligible for re-appointment to the same office for more than three consecutive terms unless that national

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committee, by a two-thirds majority vote, determines that the person shall be eligible for re-appointment for the same office for a fourth consecutive term.

12. National committees will be reviewed biennially, with the review being conducted by a reviewer external to the national committee appointed by the Board.



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I. AUSTRALIAN COLLEGE OF SOCIAL WORK

Establishment of the Australian College of Social Work

1. The Australian College of Social Work will be established by the Board in accordance with the by-laws and organised on a national level.
2. The Board may:
 - a) establish a number of Divisions or specialisations of the Australian College of Social Work;
 - b) establish the number of members of each Division;
 - c) dissolve any particular Division of the Australian College of Social Work; and
 - d) fix the quorum necessary for the Division to function.
3. The Divisions and the Australian College of Social Work will assist in achieving the objectives of the Company by carrying out the strategies as defined in the by-laws.
4. The Australian College of Social work and its Divisions or specialisations will be managed in accordance with the by-laws.

Convenors of the division of the Australian College of Social Work

5. Convenors of Divisions of the Australian College of Social Work are nominated by the National President and approved by the Board.

Membership

6. Membership to Divisions of the Australian College of Social Work are open to all social workers who are members of the Company as defined in the by-laws.

Activities

7. Divisions of the Australian College of Social Work will engage in a number of activities as described in the by-laws.

Reviews

8. Divisions of the Australian College of Social Work will be reviewed triennially by three external members, one of whom will be a member of the Board.

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J. BRANCHES AND SUB-BRANCHES

Branches

1. There may be Branches of the Company.
 - a) At the adoption of this Constitution the branches of the Company shall be the Australian Capital Territory Branch, the Hunter Branch, the New South Wales Branch, the Northern Territory Branch, the North Queensland Branch, the Queensland Branch, the South Australian Branch, the Tasmanian Branch, the Victorian Branch and the Western Australian Branch or such other names as the Branches may be known as from time to time.
 - b) The Board may create new branches.
 - c) The criteria for the establishment of a new branch are explicit in the by-laws.
 - d) The branch will carry out an annual review of its operations and management committee functioning.

Finance

2. The branch has the power on behalf of the Company to raise or earn money and disburse the money so raised plus monies from membership fees or other funds and resources provided at the discretion of the Board of Directors. The branch is required to manage these monies in compliance with the objectives of the AASW under the by-laws of the AASW.

Membership of a branch

3. The members of a branch will comprise those members of the Company residing in or carrying on business within the area encompassed by the branch as defined in the by-laws.
4. If a member would prefer to be a member of another branch, she or he may become one by notifying the Company in writing of the branch they are leaving and the branch they are joining.
5. A member's name can appear in the register of only one branch at any one time.
6. The Board will determine the identity of the branch to which a member belongs if the member resides or carries on business in a state, territory or place where no branch is established.

Branch management committees

7. Branches will establish branch management committees that will consist of a Branch President, a Branch Vice President and not less than four nor more than 10 other members, each with individual responsibilities; and
 - a) with terms of office of 2 years and shall not be eligible for re-election to the same office for more than three consecutive terms 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;
 - b) with the authority within their jurisdiction to undertake activities on behalf of the Company, that are in keeping with the democratic values and principles embraced by the Company policies and strategic objectives and will:
 - i) fulfil their obligations as delegated in the By-laws;
 - ii) implement national strategic initiatives where branches are required to cooperate with the Board, other branches' national committees and the Australian College of Social Work and its divisions on such initiatives;

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- iii) develop and promote strategic objectives and advocate social policy in relation to local issues;
 - iv) organise, coordinate and facilitate continuing professional education in consultation with the Australian College of Social Work and its divisions or the requirements of the Company;
 - v) sponsor the establishment of sub-branches, subject to Board approval;
 - vi) recruit members and promote the objectives of the AASW;
 - vii) develop and support practice groups;
 - vii) promote, coordinate, and facilitate participation in national initiatives;
 - ix) convene an AGM at which financial accounts and annual reports from the branch management committee are presented to the branch membership and fill vacant positions on the branch management committee following the election of officers;
 - x) facilitate regular and effective communications with members and between members and the Board;
 - xi) plan, implement, coordinate and review branch operations and member services; and
 - xii) contribute to national strategic planning.
8. Branch Management Committee elections will be held at the same time as the Board of Directors and conducted by the same returning officer appointed by the Board in accordance with by laws.

Sub-branches

9. Sub-branches may be nominated by the branch and approved by a decision of the Board in consultation with the branch management committee acting on an application by local Company members in accordance with the provisions of the by-laws.
- (a) Sub-branches must have sufficient members, or function within a geographic area specified by the Board to be viable and to undertake functional responsibilities as outlined in the by-laws.
 - b) Sub-branches are led by a sub-branch coordinating committee and report annually to the branch management committee.
 - c) Funding is granted for sub-branches by a national funding program in accordance with their membership numbers and other relevant criteria as may be outlined in the by-laws.

Dissolution of branches, sub-branches, management and coordinating committees

10. The branch members may, by resolution at a general meeting of the branch, remove any member of the management committee before the end of that member's term of office.
11. After consultation with all parties concerned, the Company will have the power to disband a branch management committee that is considered to not be able to function in a manner that would allow it to meet the objectives as outlined in clause J7b) of this Constitution.
12. After consultation with the parties concerned, the Company will have the power to disband a Sub-Branch Coordinating Committee that is considered to not be able to function in a manner that would allow it to meet the objectives as outlined in clause J11 of this Constitution
13. The Board may dissolve a branch or sub-branch and retain for the Company any assets held by that body where the branch or sub-branch in question has, by the decision of at least two-thirds majority of the Board members, ceased to function in carrying out its responsibilities to meet the objectives as outlined in clause J7b and J10(a) of this Constitution.
14. The Board may appoint a branch administrator when required, subject to the rules contained in the by-laws.

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K. TRANSACTIONS

Investments

1. The Board shall adhere to the following principles in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing its invested assets. The Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Company's capital in line with the Company's risk management policy.

Loans

2. The Company shall not make any loan of money or property to, or guarantee the obligation of any director or officer, provided, however, the Company may advance money to a director or officer of the Company for expenses reasonably anticipated to be incurred in performance of the duties of such Director so long as the individual would be entitled to be reimbursed for such expenses in the absence of that advance.

Related party transactions

3. Each officer of the Company (including each Director) must comply with the duties prescribed by the Act and at general law.

Insurance

4. The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or a related body corporate of the Company against any liability incurred by the person as an officer of the Company or a related body corporate except a liability (other than one for legal costs) arising out of:
 - a) conduct involving a wilful breach of duty in relation to the Company; or
 - b) a contravention of section 182 or section 183 of the Act and in the case of a Director, any premium paid under this paragraph is not remuneration.



Director voting on contract of insurance

5. Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

Indemnity

6.
 - a) To the extent permitted by the Act, the Company may indemnify:
 - (i) every person who is or has been an officer of the Company; and
 - (ii) where the Board considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company;against any liability incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be).
 - b) In accordance with section 199A of the Act, the Company must not indemnify a person against:
 - (i) any of the following liabilities incurred as an officer of the Company:
 - A. a liability owed to the Company or a related body corporate;
 - B. a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under sections 1317H or 1317HA of the Act; or
 - C. a liability that is owed to someone other than the Company or a related body corporate and did not arise out of conduct in good faith; or

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- (ii) legal costs incurred in defending an action for a liability incurred as an officer of the Company if the costs are incurred:
 - A. in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under paragraph K6(b)(i);
 - B. in defending or resisting criminal proceedings in which the person is found guilty;
 - C. in defending or resisting proceedings brought by Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - D. in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (iii) For the purposes of paragraph (b)(ii) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.
- c) For the purposes of this paragraph 'officer' refers to a Director, Secretary, Executive Officer, auditor or agent of the Company.

Inspection

- 7. Every Director has the absolute right at any reasonable time to inspect and copy all books, records and documents, and to inspect the physical properties of the Company.

Compensation

- 8. The members at the AGM may approve a total annual figure for the remuneration of the Directors on a recommendation of a resolution of the Board. If so, and in no other case, the Directors may, by resolution of the Board, be entitled to be paid out of the funds of the Company, as remuneration for their ordinary services as Directors.
- 9. The Board may at its discretion, advise the membership at the AGM the fees to be paid to each individual Director.
- 9. The Directors may be paid reasonable travel, accommodation and other expenses incurred as a result of their attendance at meetings of Directors or general meetings of the Company and otherwise in the execution of their duties as Directors.



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L. ADMINISTRATION

Financial year

1. The financial year of the Company is from 1 July to 30 June each year.

Accounts

2. a) The Company must keep written financial records that:
 - i) correctly record and explain its transactions and financial position and performance; and
 - ii) would enable true and fair financial statements to be prepared and audited.b) Unless the Board otherwise decides, the Company will keep its financial records at the registered office and always have them available for inspection by the Board.

Register of members

3. The Company must set up and maintain a register of members at the Company's registered office or the Company's principal place of business.
4. The register of members must contain the following information about each member:
 - a) the member's name and residential or work address;
 - b) the date on which the entry of the member's name in the register is made.
5. Other contact information of members shall be kept elsewhere than in the Company register.
6. Each member must notify the Secretary in writing of any change of their name, address, facsimile number or email address within 1 month of the change.
7. The register of members may be inspected in accordance with the Act.

Register of former members

8. A register of members must also show:
 - (a) the name and details of each person who ceased being a member of the company within the last 7 years; and
 - (b) the date on which the person ceased being a member.
9. The company may keep these entries separately from the rest of the register.

Contracts

10. The scope of authority of any officer or agent of the Company shall not include the execution of any contract or instrument in the name of or on behalf of the Company or the power or authority to bind the Company by any contract or agreement or to pledge its credit or to render it liable for any purpose or in any amount unless such authority is specifically authorised by the Board.

Cheques and drafts

11. The Board may designate the persons authorised to sign or endorse cheques, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Company.

Staff

12. Whilst the Board has the responsibility for the employment, salary and conditions of the Company staff this responsibility may be delegated to the CEO or other Company officers to implement on behalf of the Company.

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13. The staff of the Company shall work under the supervision of the CEO and shall consist of such positions as the Board may authorise from time to time.

Remuneration

14. Remuneration for the CEO and other staff members shall be authorised by the Board Executive from time to time, in a manner prescribed in the Company by-laws.

Audit

15. The Company will appoint, remunerate and regulate the duties of its auditor. A certified audit of the Company books shall be obtained on an annual basis.

Reports to members

16. a) In accordance with the Act, the Company must prepare annual financial reports for presentation at the AGM.
- b) Unless a member elects to not receive reports, the Company must report to members for a financial year by either sending members copies of:
- (i) the financial report for the year;
 - (ii) the Directors' report for the year; and
 - (iii) the auditor's report on the financial report,
- or the Company must send members a concise report for the year that complies with the Act.

Parliamentary authority

17. The parliamentary procedure by which meetings of the Directors and members shall be conducted are contained in the by-laws.

By-laws authority

18. The Board shall have the power from time to time to make, alter or rescind by-laws to this Constitution not inconsistent with this Constitution which the Board may deem necessary or convenient for carrying out the purpose of the Company.

Company seal

19. The Company may have a common seal.
20. If the Company has a common seal, the Board may provide for its safe keeping and use.
21. Where a document has been executed by fixing the Seal to the document, the Secretary is to advise the Board in writing at its next meeting.

Constitution amendments

22. a) The adoption of any amendment to this Constitution shall require approval by at least three-quarters of the members present in person or by proxy entitled to vote on the resolution.
- b) If the Board determines that the proposed Constitutional amendment(s) shall be submitted to the membership at the next AGM or at a general meeting called for that purpose, the Board shall notify all voting members of the proposed amendments in the notice of meeting.
- c) If the notice is sent by post, it is deemed to be given 3 days after it is posted.

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- d) If a member does not receive a notice of a meeting, by accident, this does not invalidate the meeting or the resolutions passed at the meeting.

Inspection of the Company books

- 23. The Directors of the Company, or the Company by a resolution passed at a general meeting, may authorise a member to inspect the books of the Company.

Winding up the Company

- 24. On the winding up of the Company, each member of the Company undertakes to contribute to the Company's assets an amount not exceeding the sum of \$50. The member's obligations extend as follows:
 - a) for payment of the debts and liabilities of the Company contracted while that person was a member;
 - b) for payment of the debts and liabilities of the Company contracted for a period of 1 year after that person was a member;
 - c) for the costs, charges and expenses of winding up the Company; and
 - d) for the adjustment of the rights of the contributories among themselves.
- 25. After payment of all liabilities, the assets of the Company will be given to some other company or institution:
 - a) whose objectives are similar to the objectives of the Company; and
 - b) which prohibits the distribution of income or property to its members.
- 26. The members of the Company in a general meeting will decide which company or institution will receive the money or property at or before dissolution. If the members fail to make a decision, the Supreme Court of the Australian Capital Territory or any other court of competent jurisdiction may decide which company or institution will receive the assets.

