



**AASW**

Australian Association  
of Social Workers

---

*The ByLaws to the Constitution  
of the Australian Association of  
Social Workers*

11 May 2017

A Public Company Limited by Guarantee

ACN 008 576 010



# Table of Contents

<b>Interpretations</b> .....	<b>1</b>
<b>A: Title &amp; Introduction</b> .....	<b>6</b>
Bylaws to Take Effect .....	6
<b>B: Membership</b> .....	<b>7</b>
Membership Application Details .....	7
Application for Membership from Overseas Applicants .....	7
Admission to Membership .....	7
Categories .....	8
Ordinary Members .....	8
Accredited Members.....	8
Life Members .....	8
Student Members .....	8
Appeals to the Board against Membership Refusal .....	9
Readmission to Membership after Resignation .....	9
Effect of Cessation of Membership .....	9
Obligations of Members and Officeholders of the Company .....	10
<b>C: General Meetings (Sect 249 &amp; 250 Corporations Act)</b> .....	<b>11</b>
Request by Members for a General Meeting (249D Corporations Act) .....	11
Failure by the Board to call a Meeting (249E Corporations Act) .....	11
Content of Notices of AGMs and of General Meetings (249L Corporations Act) .....	11
When Notice is Given [249J (4) Corporations Act] .....	12
Quorum (249T Corporations Act).....	12
Voting at an AGM and at General Meetings (250E Corporations Act) .....	12
Polls (250K – M Corporations Act) .....	13
Proxies (249X-Z; 250A-E Corporations Act) .....	13
Proxy Instrument.....	14
Member’s Access to Minutes .....	15
<b>D: The Board</b> .....	<b>16</b>
Resolutions - Special Rules (201E).....	16
Alternate Directors (Sect 201K).....	16
Vacation of Office.....	16
Board Committees .....	16
Directors.....	16
<b>E: This section is deliberately left blank</b> .....	<b>17</b>
<b>F: Meetings of the Board</b> .....	<b>18</b>
Board Meetings.....	18
<b>G: Elections of Officers &amp; Directors</b> .....	<b>19</b>

Responsibilities of the Company .....	19
Responsibilities of Officers & Directors.....	19
Responsibilities of Candidates.....	19
Returning Officer.....	19
Nomination Forms (201D).....	20
Ballots.....	20
Electioneering .....	21
Use of AASW Resources .....	22
Nominations of Candidates for Designated Aboriginal/Torres Strait Islander Director .....	22
Terms of Office .....	22
Amendment to Bylaws .....	22
<b>H: Committees and Advisory Groups .....</b>	<b>23</b>
Committees and Advisory Groups.....	23
Terms of Reference .....	23
Committee Functioning.....	23
Membership.....	24
<b>I: Australian College of Social Work (ACSW) .....</b>	<b>25</b>
Objectives of the Australian College of Social Work (the “College”).....	25
Strategies and Terms of Reference of the ACSW .....	25
Activities of the College.....	25
Membership of the Australian College of Social Work.....	25
Eligibility as Member, MACSW .....	25
Eligibility as Fellow, FACSWS .....	26
Members and Fellows .....	26
Fees for Foundation and Inaugural Fellows appointed when the College was Established.....	26
Life Fellows of the College: FACSWS (Life) .....	26
The Divisions of the College .....	26
The College Steering Committee and Meetings .....	26
Functioning of the Steering Committee .....	27
Fees .....	27
<b>J: Branches .....</b>	<b>28</b>
Branches.....	28
New Branches .....	28
Approval to Establish a New Branch .....	29
Branch Sub-Committees.....	29
Branch Working Groups .....	29
Operating Guidelines for Practice Groups and Special Interest Groups.....	29
Practice Groups .....	29
Special Interest Groups .....	30

Procedure for the Temporary Administration of a Branch.....	31
Appointment of a Branch Administrator .....	31
Period of Tenure.....	31
Duties of Branch Administrator .....	31
Procedure for the Election of a Branch Management Committee.....	31
Composition of a Branch Management Committee .....	31
Returning Officer .....	32
Nominations .....	32
Portfolios .....	32
Terms of Office .....	32
Casual Vacancies .....	33
Elections for Branch Management Committee .....	33
Call For Nominations and Election at Branch Annual Members’ Meeting (Branch meeting) .....	33
Branch Management Committee Procedures.....	33
Calling a Branch Management Committee Meeting .....	33
Chairing a Branch Management Committee .....	33
Quorum .....	34
Observers .....	34
Minutes .....	34
Action Without a Meeting.....	34
Branch Meetings .....	34
Calling a Branch Meeting.....	34
Branch annual members meeting .....	34
Business of the Branch annual members meeting .....	35
Technology .....	35
Meeting Cancellation .....	35
Notices .....	35
Chairing a Meeting .....	35
Proxies.....	35
Minutes .....	36
Members’ Access to Minutes.....	36
Finance .....	36
<b>K: This Section is deliberately left blank .....</b>	<b>37</b>
<b>L: Administration .....</b>	<b>38</b>
Index to Register [Sect. 169(2)] .....	38
Inspection of the Register (Sect 1300) .....	38



---

## Interpretations

---

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

**“by lot”** means any random method used to determine an outcome.

**“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 based in Melbourne.

**“entity”** is a structure of the Company and includes but is not limited to Standing Committees, Branches, 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 officeholder of the Company.

---

## A: Title & Introduction

---

### Bylaws to Take Effect

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



---

## B: Membership

---

### Membership Application Details

1. In submitting an application for membership of the Company a person will:
  - a) submit the application for *full membership* 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**  
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**  
submit an application for *student membership*, online on the Company website, or with help from the National Office staff, together with a certified copy of a current student card or enrolment confirmation demonstrating enrolment in an accredited social work program; **or**  
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) submit a declaration that the applicant is not currently suspended or ineligible for professional licensure, registration or membership in another country on the grounds of any current and relevant overseas professional misconduct matters;
  - c) submit a declaration she or he will adhere to the code of ethics;
  - d) provide an Australian Federal Police Clearance, if requested by the membership officer; and
  - e) pay the required membership fee.
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 above 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, and the applicant is not currently suspended or ineligible for professional licensure, registration or membership in another country on the grounds of any current and relevant misconduct matter that would be recognised as such by the AASW, 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 thirty (30) calendar days of receipt of 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, if online or monthly periodic payment has not already been arranged; 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 and have agreed to abide by the code of ethics of the AASW;  
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.
9. Ordinary members may use the letters MAASW to signify that she or he is a Member of the AASW (MAASW).

#### **Accredited Members**

10. Are members who in each year have completed the required additional continuing professional development and/or other specific assessment requirements as determined by the Board from time to time.
11. 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".
  - c) use the letters AMHSW after MAASW to signify that she or he has achieved "Accredited Mental Health Social Worker (AMHSW) status, if applicable.
  - d) register to use the Trade Mark relevant to their accreditation type, that is, the AASW Accredited Social Worker trade mark or the AASW Accredited Mental Health Social Worker trade mark, in conjunction with the trade mark user guidelines and licensing agreement.

#### **Life Members**

12. 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 and/or the social work profession.
13. A life member will be accorded membership status, but will not be liable to pay any membership fee.
14. If still in the workforce are required to meet ongoing education requirements.

#### **Student Members**

15. 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**

16. Any appeal against membership refusal must be lodged by the appellant to the membership officer within thirty (30) calendar days of them receiving notification of the refusal.
17. The membership officer may uphold that appeal and admit to membership.
18. The membership officer in upholding the appeal will advise the CEO of the reasons for their decision before notifying the appellant.
19. If the membership officer does not uphold the appeal they will immediately refer the appeal to the CEO who, within thirty (30) calendar 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.
20. 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.
21. The Board must meet within three (3) calendar months to consider the appeal.
22. The meeting may be held using any technology.
23. The Board will decide whether or not the correct procedures have been followed to reach the original decision by the CEO.
24. As soon as possible after the meeting and/or no longer than fourteen (14) calendar 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.
25. 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**

26. 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**

27. Any person who ceases to be a member under the 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 \$50 for which the member is liable under paragraph A9 and L25 of the Constitution.

**Obligations of Members and Officeholders of the Company**

- 28.** AASW members and Officeholders are obliged to comply with the company's Constitution, ByLaws and Statement of Conduct of Members.

---

## C: General Meetings (Sect 249 & 250 Corporations Act)

---

### Request by Members for a General Meeting (249D Corporations Act)

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 Company 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) calendar days after the request is given to the Company and must hold the meeting not later than two (2) calendar months after the request is given to the Company.

### Failure by the Board to call a Meeting (249E Corporations Act)

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) calendar 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 Corporations Act)

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) calendar 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) Corporations Act]**

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 three (3) business 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 Corporations Act)**

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 Corporations Act)**

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 unless the person wishes for his or her no vote to be recorded;
- 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 determined to be allowed following the challenge is valid for all purposes.

#### **Polls (250K – M Corporations Act)**

- 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 Corporations Act)**

- 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.

#### Members' 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, the Company will provide a copy within fourteen (14) calendar days after the member asks for it.
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.

---

## D: The Board

---

### Resolutions - Special Rules (201E)

1. A resolution passed at a general meeting appointing or confirming the appointment of two (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.

### Alternate Directors (Sect 201K)

2. In accordance with Section D.26 of the Constitution, with the majority of the other Director's approval, a Director may appoint an alternative Director to exercise some or all of the Director's powers for a specified period of time.
3. An Alternate Director can be any member other than an existing Director and must fulfil the eligibility criteria for appointment as a Director and must have the pre-requisite experience to cover the designated portfolios of the appointing Director.
4. An Alternate Director is entitled to notices of Board meetings and, if the original Director is not present or is engaged in a separate role at that meeting, is entitled to attend and vote in place of the original Director.
5. 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.
6. The appointing Director may terminate the alternate's appointment at any time, notwithstanding that no Alternate Director shall serve for a continuous period of greater than six months unless reappointed by agreement of the Board.
7. An appointment or its termination must be in writing. A copy must be given to the Company.
8. The Company must notify ASIC within fourteen (14) calendar days if a person is appointed as a Director or as an Alternate Director.

### Vacation of Office

9. In accordance with section G.9 of the Constitution, the Board may appoint a member to fill a vacancy on the Board. When the office of a Director of the Company becomes vacant, the Board may as appropriate:
  - a) appoint a Director to fill the vacancy for the period until the next Annual General Meeting, at which, if the predecessor's term would not then have expired, an election shall be held to fill the position for the remainder of the predecessor's term, 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 Committees

10. The Board may establish Board committees with specific terms of reference and with membership consisting of delegated Directors and invited members.
11. The Board may dissolve Board committees.

### Directors

12. A Director must not serve on a Branch Management Committee.

---

**E: This section is deliberately left blank**

---

---

## F: Meetings of the Board

---

### 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 in consultation with the CEO;
  - 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. The CEO will ensure that Minutes are recorded 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 decisions, resolutions, and actions; and
  - e) the date and time of the next meeting.

---

## G: Elections of Officers & Directors

---

### Responsibilities of the Company

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 including by the publication of the statements made by candidates under Clause G3 b);
  - 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, two statements, being a statement of no more than 750 words and a statement of no more than 50 words, each outlining their qualifications, experience, vision and platform for the position/s for which they are nominating and contact details so that members requiring additional information may contact them. The Returning Officer may remove from candidates' statements any matter which in the opinion of the Returning Officer is defamatory, involves a breach of the law or is, in the Returning Officer's opinion, offensive or misleading.
  - c) Candidates must supply a copy of any campaign material published electronically or in hard copy to the Returning Officer prior to the time of publication. This includes messages broadcast to two or more email addresses.

The Returning Officer is authorised to approve campaign material and to impose a 72 hour time limit for a candidate to respond to the Returning Officer for evidence or other material to support a claim in the candidate statement. After this period the Returning Officer shall make a determination about material to be published, including the truncation of Candidate Statements that exceed the word limits specified in G3 b).

### 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 or her findings;
  - f) seek the advice of an AASW appointed Electoral Tribunal in determining breaches of the Constitution or ByLaws.
  - g) declare the results of the election and notify the Board and candidates within seven (7) calendar days;

- h) report to the Board with appropriate recommendations to address concerns or breaches of the election requirements;

#### **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 policies, code of ethics and practice standards 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.

#### **Ballots**

9. If a ballot takes place for the election of a Director, including the National President and National Vice Presidents, the first past the post system is used, whereby the candidate who polls the highest number of votes is elected.
10. If a ballot takes place for the election of a Branch Management Committee position, including President and Vice President, the first past the post system is used, whereby the candidate who polls the highest number of votes is elected. In the event of a tied vote for any office, the Returning Officer will decide the result by lot.
11. In the event of a tied result for the positions of National President or National Vice Presidents the result will be determined by re-election.
12. In the event of a tied result for the position of an Ordinary Director of any Branch Management Committee position, including Branch President and Branch Vice President, the result will be determined by lot.
13. 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 using a first past the post voting system, whether or not ballot papers are informal and any other matters arising in connection with the ballot, and his or her decision is final.
14. Ballot Papers together with envelopes for postal return should be dispatched to eligible members to enable a reasonable time for delivery to members in Australia, allow for voting and to be returned by post to the Returning Officer before close of voting.

15. Ballots will be declared valid wherever the returning officer is able to determine the clear intent of the voter.
16. 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 seven (7) calendar days. The results will also be announced at the following Annual General Meeting.
17. In order to be counted, ballot papers shall be returned to reach the Company's registered office by 4pm (national office local time) within twenty-one (21) calendar days after voting opens or at a later date as specified on the ballot paper. The Returning Officer may at his/her discretion accept ballot papers that were received by Branch Offices by the due date if circumstances are such that the ballot paper would not be received by the registered office by 4pm (national office local time) on the close of voting day.
18. 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.
19. The Board may determine such security measures as it considers necessary for the conduct of the ballot, including ballots by electronic means.
20. Without limiting the foregoing, ballot papers 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;
    - ii) signed personally by the member; and
    - iii) comply with such other requirements that are set out in the Bylaws.
  - d) The Returning Officer, once the time for the close of the ballot, as referred to in Clause G17, has passed, must examine the envelopes received and reject any ballot paper contained in an envelope which does not comply with the requirements in Clause 20(c)(i), (ii) and (iii).
21. In the event of more than one vote being returned from the same member and membership number, all of the member's votes will be declared informal.

### **Electioneering**

22. All candidates will have equal access to:
  - a) AASW website to promote their candidacy through the Candidate Statements according to AASW editorial policy;
  - b) AASW sponsored information forums and organisers will take reasonable steps to ensure equitable access for candidates although there is no obligation on the AASW to hold official forums.
23. The 50 word candidate statement will be distributed to members concurrently with the ballot paper. The 750 word candidate statement will be posted on the AASW website for not less than five (5) business days to allow members reasonable opportunity to raise any concerns with the Returning Officer regarding the factual accuracy of the statement. The Returning Officer must inform all candidates of the date and time at which the candidate statements will be published on the website.
24. 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.

25. The Returning Officer shall have the power to require candidates to publish a retraction or take other appropriate steps, within a specified time period, where in the sole discretion of the Returning Officer the candidate makes a statement that does not comply with Bylaw G5(f).
26. Any concerns about candidate conduct or use of AASW information and materials during the election period will be referred to the Returning Officer who will manage the complaint by developing a recommendation to the CEO that may include:
  - a) Dismissal of the complaint
  - b) Management of the complaint in accordance with the Returning Officer's authority
  - c) Deferral of determination of the complaint until the result of the ballot is determined.
27. The Returning Officer has the authority to determine if election material is offensive or misleading and:
  - a) Can direct that factual errors can be redressed in AASW communications
  - b) Advise members about the misuse of AASW information and resources
  - c) The redress the candidate is expected to take
  - d) Has the authority to make a statement through AASW media retracting or addressing material that he determines offensive or defamatory and instruct members to ignore it.
28. If the Returning Officer or Company Secretary determines that the complaint is malicious or vexatious or intended to interfere with the democratic election process, the complainant may be subject to investigations/sanctions under the Member Statement of Conduct.

#### **Use of AASW Resources**

29. AASW Resources may not be used for electioneering purposes other than as described in the Bylaws.
30. AASW branded committees, Boards, Branches, and other AASW groups may not endorse candidates.

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

31. Nominees for the designated Aboriginal/Torres Strait Islander Board Director position shall self-declare their eligibility on the Nomination Form.

#### **Terms of Office**

32. From 2016 terms of office for all board Directors including the National President will be from 1st November in the year of election to 31st October three (3) years later, as per the transition arrangements set out following clause D11 in the Constitution.
33. From 2011 the term of office of all Branch Management Committee members will be from 1st November in the year of election to 31st October two (2) years later.

#### **Amendment to Bylaws**

34. Any changes to the Bylaws occurring from the opening of nominations are to be agreed to by the Board, the Returning Officer and the Electoral Tribunal with any of these having the power of veto.



---

## H: Committees and Advisory Groups

---

### Committees and Advisory Groups

1. The Board may establish committees and advisory groups from time to time.

The AASW's committee and advisory structures may include:

- **Board Committees** - established by the Board as per specific terms of reference. Board Committees are chaired by a member of the Board.
- **Standing Committees** - ongoing committees appointed to support a particular function of the association. Standing Committees are generally chaired by a member of the Board.
- **Advisory Groups** - generally short term groups appointed to advise the Board on current key issues. Advisory Groups do not require a chairperson.
- **Practice Groups** - generally formed by members around areas of social work practice and policy. Practice Groups are chaired by the person nominated by the group.

### Terms of Reference

2. Terms of reference for a committee or advisory group shall include:

- a) Its name;
- b) Its purpose;
- c) The scope of work;
- d) Composition of the group;
- e) Reporting arrangements;
- f) Duration of appointment;
- g) Appointment process;
- h) Review mechanism and process, if applicable;
- i) Financial delegations and limits which may not be exceeded except with Board approval.

### Committee Functioning

3. A committee or advisory group must operate in accordance with its terms of reference and any direction of the Board.
4. A committee or advisory group must not enter into financial agreements or contracts on behalf of the Company.
5. A committee or advisory group 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 chair, or in their absence or if there is no appointed chair, such as in the case of advisory groups, another committee member or senior staff member, 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 decisions, resolutions, and actions;
  - e) the date and time of the next meeting.
8. The chair or other nominee shall consult regularly with the CEO, relevant senior manager or delegated staff member and shall inform them of the relevant issues, decisions, actions and initiatives undertaken.
9. Each committee or advisory group will regularly report to the Board on its activities through the relevant senior manager.
10. If the Board requests it, each committee or advisory group will provide advice on the area of its activities as is required.

#### **Membership**

11. By resolution the Board may appoint and remove members of committees and advisory groups.
12. To be eligible for consideration of appointment to a committee or advisory group the person must have been an AASW member for twelve (12) months prior to nomination and maintain their AASW membership for the duration of their appointment to the group.
13. Any member who is absent without the agreement of the committee for three meetings in one year will be deemed to have vacated their position. Emergencies can be addressed with agreement of the committee retrospectively.

---

## I: Australian College of Social Work (ACSW)

---

The structure and activities of the College exist as a program of the AASW and are thus part of the governance structures and policies of the Association. College members are subject to the Constitution, By Laws, professional standards and other governing activities to maintain their membership.

### **Objectives of the Australian College of Social Work (the “College”)**

1. The Objectives of the Australian College of Social Work shall be to:
  - a) Provide recognition for advanced professional practice in social work ;
  - b) Promote standards and excellence in specific fields of social work practice;
  - c) Grow the body of knowledge and lead the development of specialised areas of practice;
  - d) Provide professional support and growth services to all members of the AASW;
  - e) Develop and promulgate advanced practice knowledge.

### **Strategies and Terms of Reference of the ACSW**

2. In accordance with the terms of reference, strategies for the management of the Australian College of Social Work shall:
  - a) Promote the objectives and benefits of College membership to Members of the AASW;
  - b) Recommend standards for entry and assessment to the College;
  - c) Develop mechanisms that recognise AASW member’s advanced practice that falls outside formal educational programs;
  - d) Consult with all significant stakeholders on matters of relevance to the College as it represents the interests of the AASW programs.

### **Activities of the College**

3. In conjunction with other AASW key committees, the Australian College of Social Work is expected to:
  - a) Manage the resources of the College in conjunction with the CEO and in accord within AASW strategic objectives and goals, and the College Terms of Reference;
  - b) Facilitate regular and effective communication within the College and broader membership about advanced practice and knowledge;
  - c) Develop and implement a range of professional development activities for its members;
  - d) Contribute to National AASW activities.

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

4. Membership of the College will be either to the class of Member or Fellow, with entitlement to use post-nominals as identified in these Bylaws.

### **Eligibility as Member, MACSW**

5. Eligibility for member status requires:
  - a) Five (5) years post qualified experience in professional social work practice;
  - b) Accredited member of AASW;
  - c) A relevant post qualifying degree or diploma; or
  - d) The provision of an ACSW portfolio demonstrating advanced practice.

### **Eligibility as Fellow, FACSWS**

6. Eligibility for Fellow status requires:
  - a) At least fifteen (15) years post qualifying experience in professional social work practice;
  - b) Accredited member of AASW;
  - c) An ACSW portfolio demonstrating advance practice;
  - d) A relevant post qualifying degree or diploma and/or equivalent demonstrated professional experience; or
  - e) The Board's acceptance of eligibility on the recommendation of two (2) members that attests a candidate's contribution is of national significance.

### **Members and Fellows**

7. Membership of the College is contingent on being a financial member in good standing.

### **Life Fellows of the College: FACSWS (Life)**

8. On the written recommendation of two (2) members the Board of AASW may appoint a Life Fellow of the College who shall be a member of the AASW and over a sustained period made an outstanding contribution to the social work profession and the AASW:
  - a) There shall be no more than 10 Life Fellows at any one time;
  - b) The Life Fellows shall be exempt from membership application and assessment fees; and
  - c) The Life Fellows shall be exempt from annual membership fees of the College.

### **The Divisions of the College**

9. All Divisions of the College shall be directed to the advancement of the Social Work profession prior to any specialisation.
10. The Board of the AASW may establish Divisions of the College where there are sufficient Members or Fellows with a common interest in a field of advanced social work practice.
11. The establishment and dissolution of Divisions will be decided by the Board.
12. The quorum for a Division shall be 10% or 25 members whichever is greater. The Board shall be able to vary this quorum as may be required.
13. The Board may appoint Division Convenors upon nomination by the National President. If a Convenor is not available for any period of time, the responsibilities will be held by the CEO.
14. The role and responsibilities of the Convenors will be decided by the Board in consultation with the College Steering Committee and the CEO.
15. Members and Fellows may be members of more than one Division where their expertise and achievements meets the standards of that additional Division.
16. There will be an additional multi-division fee for each additional Division membership held by a Member or Fellow of the College.
17. Divisions will be reviewed triennially in accordance with the Constitution.

### **The College Steering Committee and Meetings**

18. The College Steering Committee shall:
  - a) Meet and act in accordance with its terms of reference;

- b) Report annually to the Board via the CEO on the operation of the College;
  - c) Plan and promote activities for the College membership; and
  - d) Undertake other responsibilities as determined by the National Board from time to time.
19. The College Steering Committee will comprise:
- a) Up to three (3) College Members and two (2) College Fellows appointed by the Board;
  - b) National President of the AASW (ex officio);
  - c) Board Director with responsibility for the College;
  - d) Chief Executive Officer (ex officio in attendance); and
  - e) Other appointments that the National Board may make from time to time.
20. The College Steering Committee will meet at least three times per year.
21. The College Steering Committee must not enter into financial commitments or agreements on behalf of the Company without the express permission of the CEO.
22. The College Steering Committee shall manage its meetings according to the Bylaws for National Committees of the AASW unless otherwise specified in these Bylaws.
23. A quorum for a Steering Committee meeting shall be four members of the College and the CEO or, when unavailable, their delegate.

#### **Functioning of the Steering Committee**

24. By resolution, the National Board may appoint or retire members of the College Steering Committee.
25. Members of the Steering Committee may be appointed for a two (2) year term and may be reappointed twice by the Board for a maximum of three (3) terms. The Board by resolution may vary this requirement to meet the needs of the College.
26. The National Board may manage appointments and re-appointments to the College to ensure continuity of strategies, knowledge, and operations of the College.
27. Any College Steering Committee member who is absent without the approval by resolution of the Committee for three (3) or more meetings during each term will be deemed to have vacated their position.

#### **Fees**

28. Fees are reviewed from time to time and set by the Board in consultation with the CEO, Chief Financial Officer and College Steering Committee.

---

## J: Branches

---

### Branches

1.
  - a) The Company's Constitution defines Branches and outlines responsibilities of Branch Management Committees.
  - b) Branches will manage the operations, property and finance in the Branch in conjunction with the CEO.
  - c) Branches will be responsible for the operational support and guidance 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) 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) New South Wales Branch, which shall comprise members from the geographical area of the State of New South Wales.
    - iv) ACT Branch, which shall comprise members from the Australian Capital Territory.
    - v) Victorian Branch, which shall comprise members from the State of Victoria.
    - vi) Tasmanian Branch, which shall comprise members from the State of Tasmania
    - vii) South Australian Branch, which shall comprise members from the State of South Australia.
    - viii) Western Australian Branch, which shall comprise members from the State of Western Australia.
    - ix) Northern Territory Branch, which shall comprise members from the Northern Territory.

### New Branches

2. 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:
  - a) 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;
  - b) consultation with the existing Branch management committee/s and members in the geographical area proposed by the new Branch;
  - c) consideration of feedback from the aforementioned consultations;
  - d) evidence that the proposed new Branch can establish and maintain a fully functioning Branch Management Committee as outlined in the Company's Constitution;
  - e) evidence that the proposed new Branch will be able to undertake the activities expected of Branches as outlined in the Company's Constitution.

### **Approval to Establish a New Branch**

3. In consultation with the CEO, 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, in consultation with the CEO, 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. In consultation with the CEO, 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.

### **Branch Sub-Committees**

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

### **Branch Working Groups**

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

### **Operating Guidelines for Practice Groups and Special Interest Groups**

#### **Practice Groups**

10. **Practice Groups** are a component of the AASW governance structure and operate through a Branch. A practice group commits to:
  - a) Regular and effective communication with the Branch, relevant committee's and National Office as appropriate;
  - b) regular and effective forums and communication with members;
  - c) development and implementation of a range of localised professional development activities for members;
  - d) manage the resources of the Practice Group in accordance with National Office guidelines;
  - e) promote the Company and the profession;
  - f) adhere to the guidelines regarding the use of the Company's logo and corporate style for written and published materials;

- g) prioritise, develop, and advocate social policy responses, strategies and forums for Practice Group matters for promotion and dissemination in conjunction with National Office;
  - h) contribute to Branch strategic planning as required.
11. Branches have the authority to establish and dissolve Practice Groups.
  12. Practice Groups must have at least five (5) members and operate under Terms of Reference endorsed by the Branch Management Committee.
  13. Convenors 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.
  14. 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.
  15. Officeholders must be members.
  16. An accurate register of participants must be kept by the Branch.
  17. Surplus funds from activities of the Practice Group becomes the responsibility of National Office *however*,
  18. Practice Groups may be funded by a national funding program by application to the Board through the annual budget cycle.
  19. Practice Groups are regulated by the Company Bylaws and must comply with the directions contained within them.
  20. 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.
  21. 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.

### **Special Interest Groups**

22. Special Interest Groups operate in association with Branches however are not identified as an activity of the AASW. They therefore are not bound by our governance arrangements and do not access the resources of the Company. In particular, it should be noted:
  - a) special Interest Groups are independent of but can be supported by Branches.
  - b) support does not include financial or personnel support.
  - c) are not able to represent or speak on behalf of the AASW.
  - d) cannot use the AASW's ABN number or imply any financial relationship with the Association.
  - e) are not permitted to use the Associations logo or other corporate material.
  - f) can determine their own meeting structure and are not restricted to office holders being members of the Association.



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

### **Appointment of a Branch Administrator**

23. 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**

24. 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**

25. 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**

26. Branch Management Committee elections will be held at the same time as the Board of Directors and by the same Returning Officer who shall follow the same principles and processes as the Board of Director election except where specified otherwise in the Bylaws.

### **Composition of a Branch Management Committee**

27. 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.
28. Branches are encouraged to elect or appoint to their committees up to two (2) students to ensure a strong and continuing relevance to the future leadership of the profession.
29. Student members are eligible to participate in elections of Directors, Office Holders and Office Bearers and may vote as a full member of any committee, group, or forum of the Association to which they are elected or appointed.
30. Student members may be elected or appointed to Branch management Committees, National Committees and other groups and forums within the Association within the total number of committee positions.

31. Students are not eligible to be elected or appointed as Chair or Deputy Chair, or Convenor or Deputy Convenor, or Branch President or Branch Vice-President, except upon the establishment for special purposes by the Board or Branch of any ad hoc committee composed of only student members.
32. Students may be co-opted onto Branch Management Committees in the usual manner to fill casual vacancies.
33. Student members however are not eligible to be elected or appointed to the Board of the Association.
34. Students who are appointed/ elected to Branch Management Committees are full committee members not representing their individual institutions.

#### **Returning Officer**

35. For each annual national election process the Board will appoint a Returning Officer to conduct any centralised elections for vacant BMC positions.
36. 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 seven (7) calendar days.

#### **Nominations**

37. 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.
38. Nominations will only be accepted from financial or Life members of the Company.
39. 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**

40. Members of a Branch Management Committee may take responsibility for the portfolios of operations and member service, professional development, social policy, member recruitment and retention, ethics and other portfolios that the Branch Management Committee considers essential for its operations.

#### **Terms of Office**

41. Terms of office for members of a management committee will be two years.
42. 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**

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

#### **Elections for Branch Management Committee**

##### **Call For Nominations and Election at Branch Annual Members' Meeting (Branch meeting)**

44. If insufficient nomination forms are returned to the National Office for any of the several positions on the Branch Management Committee on or before the date on the call for nominations, the nominations must be accepted at the Branch Annual Members' Meeting.
45. Members will be notified on the agenda for the Branch Annual Members' Meeting that nominations for any unfilled positions shall be called for and that there will be an election at the Branch Annual Members' Meeting.
46. At the Branch Annual Members' Meeting the Chair shall appoint a Returning Officer and two scrutineers.
47. The Returning Officer shall call for nominations. Nominations shall be proposed, seconded and accepted.
48. The candidate, proposer and seconder for the positions of President may present to members of the Branch Annual Members' Meeting (either orally or in writing to be read at the meeting if not in attendance) brief election and supporting statements.
49. If only one nomination is received at the Branch Annual Members' Meeting for any of the several positions on the Branch Management Committee the candidates shall be deemed to be elected.
50. If two or more nominations are received at the Branch Annual Members' 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**

##### **Calling a Branch Management Committee Meeting**

51. Branch Management Committee meetings may be called by the Branch President or a majority of those elected to the Branch Management Committee.
52. 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**

53. The members of a Branch Management Committee may elect one of their number as chairperson of their meetings.
54. 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.

## J



55. A Branch Management Committee may meet and adjourn as it thinks proper.
56. Resolutions arising at any meeting of a Committee shall be determined by a majority of votes of the members present and voting.
57. 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

58. 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.
59. Any Branch Management Committee member who is absent without the agreement of the Branch Management Committee for three or more meetings in one year may be deemed to have vacated their position.
60. A Branch President who is seeking an absence from their Branch Management Committee for three or more meetings in one year must seek the approval of the Board.

### Observers

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

### Minutes

62. 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.
63. 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

64. 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.
65. 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.
66. The resolution is passed when the last committee member signs.
67. 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 Meetings

#### Calling a Branch Meeting

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

#### Branch Annual Members' Meeting

70. In addition to any other meeting held by the Branch the Branch must hold an Annual Meeting



71. The annual members meeting is to be held in a manner and venue that upholds the Association's independence, actual and perceived, of any organisation.

#### **Business of the Branch Annual Members' Meeting.**

72. The business of a Branch Annual M e m b e r s ' meeting 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 annual members meeting, President's report, and any Branch committee reports;
  - b) the election of members to the Branch Management Committee as per Bylaws J.44-50 above.

#### **Technology**

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

#### **Meeting Cancellation**

74. Any 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.

#### **Notices**

75. A notice of an annual members meeting shall be given to all Branch members entitled to vote.
76. 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.
77. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at a meeting.

#### **Chairing a Meeting**

78. 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.

#### **Proxies**

79. 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.
80. 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.

**Minutes**

81. 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.
82. 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**

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

**Finance**

84. On or before the end of February each year, the Branches will provide to the Board a proposed annual budget for the ensuing financial year.
85. On or before the expiry of five ( 5 ) business days each month the Branches will provide the Company with a monthly statement of deposits and payments for reconciliation by National Office.

---

**K: This Section is deliberately left blank**

---

---

## L: Administration

---

### **Index to Register [Sect. 169(2)]**

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



