



## **CONSTITUTION**

**May 2022**

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Attachment 1 – General Meeting: Attendance/Apology/Proxy form

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# CONSTITUTION

## of the

# AUSTRALASIAN COLLEGE OF ROAD SAFETY INCORPORATED

### 1. NAME

The name of the organisation is the Australasian College of Road Safety Incorporated.

### 2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution, unless the contrary intention appears –

- **“Act”** means the *Associations Incorporation Act 1991* (ACT);
- **"Annual General Meeting"** means an annual general meeting of the College held in accordance with this Constitution and the Act;
- **“College”** means the Australasian College of Road Safety Incorporated;
- **"Council"** means all or some of the Council members acting as a board;
- **“Financial Year”** means the year ending on the last day of December;
- **“General Meeting”** means a general meeting of members convened in accordance with this Constitution and the Act;
- **“Law”** means the *Associations Incorporation Act 1991* (ACT);
- **“Member”** means a member of the College;
- **"National Office"** means the secretariat of the College based at its offices in Canberra;
- **"President"** means the person holding office under this Constitution as the president of the College;
- **"Public Officer"** means the public officer of the College;
- **"Regulations"** means the *Associations Incorporation Regulations 1991* (ACT);
- **"Special General Meeting"** means a special general meeting of the College held in accordance with this Constitution;
- **“Vice-President”** means the person(s) holding office under this Constitution as the vice-president(s) of the College.

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- 2.2 In this Constitution, unless the contrary intention appears:
- 2.2.1 the singular includes the plural and vice versa, and a gender includes other genders;
  - 2.2.2 another grammatical form of a defined word or expression has a corresponding meaning;
  - 2.2.3 headings are for ease of reference only and do not affect interpretation;
  - 2.2.4 a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
  - 2.2.5 a reference to A\$, \$A, \$ or dollar is to Australian currency;
  - 2.2.6 a reference to time is a reference to the time in the Australian Capital Territory, Australia;
  - 2.2.7 a reference to a statute, ordinance, code or other law includes regulations and other instruments made under it and consolidations, amendments, re-enactments or replacements of any of them;
  - 2.2.8 the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions; and
  - 2.2.9 the word “present” in the context of a person being present at a meeting includes participating using technology approved by the Council in accordance with this Constitution.
- 2.3 The *Legislation Act 2001* (ACT) applies to this Constitution in the same way as it would if the Constitution was an instrument made under the Act

### **3. VISION, PURPOSE AND OBJECTIVES**

- 3.1 The vision of the College is elimination of fatal and serious injury on the road.
- 3.2 The purpose of the College is to support its members in their efforts to eliminate serious road trauma through knowledge sharing, professional development, networking and advocacy.
- 3.3 The objectives of the College are:-
  - 3.3.1 To promote and advocate policies and practices that support a harm elimination agenda within society
  - 3.3.2 To share road safety knowledge and promote further research and evaluation to deepen the road safety knowledge base.
  - 3.3.3 To promote and support professional development, institutional strengthening and networking in pursuit of its overall objective.
  - 3.3.4 To promote a collegial and collaborative climate amongst all those with responsibilities for and working in road safety.
  - 3.3.5 To improve relative safety outcomes for vulnerable demographic and user groups within the community.

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3.3.6 To promote post-crash policies and practices which support its other objectives.

3.3.7 To promote road safety as a critical organisational objective within government, business and the community.

#### **4. MEMBERSHIP**

##### **4.1 Membership Classes**

There shall be two classes of membership to the College:-

- (a) Individual (Personal, Fellow, Associate Fellow, Concession, Student, Community Organisation and LMIC)
- (b) Corporate (Platinum, Gold, Silver & Bronze)

##### **4.2 Membership Qualifications**

###### **4.2.1 Individual Members:**

A person is qualified to be a:-

- (a) **Personal Member** if the person is interested in advancing the objectives of the College.
- (b) **Fellow** if the person has been Awarded a Fellowship through the Fellowship Awards process.
- (c) **Associate Fellow** if the person:-
  - (i) Is involved or has been involved in professional or extensive volunteer work in the field of road safety; and
  - (ii) Is making or has made identified and significant contributions to road safety; or
  - (iii) Is making or has made identified and significant contributions to the Australasian College of Road Safety.
- (d) **Student Member** if the person is undertaking a full-time course of education.
- (e) **Concession Member** if the person is earning minimum wage or less.
- (f) **Community Organisation Member** if:
  - (i) The Group represents a local community within an identified local geographical area
  - (ii) The Group operates principally on a volunteer basis; and
  - (iii) The Group has developed a strategy for addressing road safety issues in their area.

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- (g) **LMIC member** if the person lives in a country classified as low or middle income, according to the World Bank classification of countries by income.

#### 4.2.2 Corporate Members:

Corporate members may be government, business, education or industry.

#### 4.2.3 Changes to membership levels

The Council, at its discretion, may offer different levels of membership.

### 5. MEMBERSHIP & JOURNAL SUBSCRIPTION FEES

5.1 The annual membership/journal subscription fees of the College shall be determined by resolution of the Council.

5.2 The annual membership fee for each year:

- (a) Will be published on the College website in November of the preceding year.
- (b) Is due for renewal on the anniversary date of the membership's commencement. Where an individual or corporation has a membership in place prior to 17 June 2020, the renewal date will remain at 31 December.
- (c) Is payable by the membership renewal date.

### 6. MEMBERS' LIABILITIES

The liability of a Member to contribute toward the payment of the debts and liabilities of the College or the costs, charges and expenses of the winding up of the College is limited to the amount, if any, unpaid by the Member in respect of membership of the College as required by Section 4.

### 7. DISCIPLINING MEMBERS

7.1 If the Council is of the opinion that a Member –

- (a) Has persistently refused or neglected to comply with a provision of the Constitution or College policies; or
- (b) Has persistently and wilfully acted in a manner prejudicial to the interests of the College;

The Council may, by resolution –

- (c) Expel the Member from the College; or
- (d) Suspend the Member from the rights and privileges of membership of the College that the Council may decide for a specified period.

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- 7.2 A resolution of the Council under clause 7.1 comes into effect after the disciplined Member is served a notice under clause 7.3, and the Council confirms the resolution at a Council meeting between 14 and 28 days after service of the notice.
- 7.3 If the Council passes a disciplinary resolution under clause 7.1, the public officer must, as soon as practicable, serve a written notice on the Member
- (a) Setting out the resolution of the Council and the grounds on which it is based; and
  - (b) Stating that the Member may address the Council at a meeting to be held between 14 and 28 days after service of the notice; and
  - (c) Stating the date, place and time of the meeting; and
  - (d) Informing the Member that the Member may do either or both of the following:
    - (i) Attend and speak at the meeting; and/or
    - (ii) Submit to the Council at or before the date of that meeting written representations relating to the resolution.
- 7.4 Subject to the Act, Section 50 (Rules of natural justice), at a meeting of the Council mentioned in clause 7.2, the Council must:
- (a) Give the Member mentioned in clause 7.1 an opportunity to make oral representations; and
  - (b) Give due consideration to any written representations submitted to the Council by that Member at or before the meeting; and
  - (c) By resolution decide whether to confirm or to revoke the resolution of the Council made under clause 7.1.
- 7.5 If the Council confirms a resolution under clause 7.4, the Public Officer must, within 7 days after that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under clause 7.7.
- 7.6 A resolution confirmed by the Council under clause 7.4 does not take effect:
- (a) Until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
  - (b) If within that period the Member exercises the right of appeal – unless and until the College confirms the resolution in accordance with clause 7.7.
- 7.7 Right of appeal of a disciplined Member.
- (a) A Member may appeal to the College in General Meeting against a resolution of the Council that is confirmed under clause 7.4, within 7 days after notice of the resolution is served on the Member, by lodging with the Public Officer a notice to that effect.

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- (b) On receipt of a notice under clause 7.3, the Public Officer must notify the Council which must call a General Meeting of the College to be held within 21 days after the date when the Public Officer received the notice or as soon as possible after that date.
  - (c) Subject to the Act, section 50 (Rules of natural justice), at a General Meeting of the College called under clause 7.2:
    - (i) No business other than the question of the appeal may be transacted; and
    - (ii) The Council and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
    - (iii) The Members present must vote by secret ballot on the question of whether the resolution made under clause 7.4 should be confirmed or revoked.
  - (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under clause 7.4, that resolution is confirmed.

## **8. COUNCIL**

### **8.1 Name, Constitution & Powers of the Council**

- (a) The Council, subject to the Act, the Regulations, this Constitution, and to any resolution passed by the College in general meeting—
  - (i) controls and manages the affairs of the College; and
  - (ii) may exercise all functions that may be exercised by the College other than those functions that are required by this Constitution to be exercised by the College in general meeting; and
  - (iii) has power to perform all acts and do all things that appear to the Council to be necessary or desirable for the proper management of the affairs of the College; and
  - (iv) shall ensure that the policies and decisions of the College are put into effect, and shall carry out the affairs of the organisation between General Meetings. The Council may at any time conduct a vote regarding any matter.

### **8.2 Council Elections, Term of Office, Vacancies, Quorums & Procedures of Meetings**

- (a) Elections to membership of the Council shall take place at the Annual General Meeting. The Council shall consist of up to eight elected members, one representative of each Chapter, and up to 2 external appointments.
  - (i) External appointments to the Council may or may not be members of the College.
  - (ii) The Council shall nominate and elect external appointments to fill an identified skill gap on the Council, by a majority vote.

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- (b) Office Bearers of the Council shall consist of a President, two Vice-Presidents- (Vice-President Policy and Vice-President Finance and Administration) and a Treasurer.
  - (c) Members of the Council shall elect the office bearers of the College immediately after, or within two weeks of, the Annual General Meeting.
  - (d) Quorum: Six members of the Council shall constitute a quorum and, unless otherwise specified in the Constitution, decisions shall be by majority of those present and voting.
  - (e) Each Chapter shall appoint one representative to be a member of the Council for a maximum term of two years. Appointed Chapter representatives automatically have a position on the Council and are not subject to the National election process.
  - (f) The term of office of the elected members of the Council shall be two years.
  - (g) The term of office of external appointment members of the Council shall be two years, with a maximum of two terms served
  - (h) A member of the Council may resign by written notice given to the Public Officer
  - (i) Retiring members of the Council may stand for re-election.
  - (j) The President shall be elected for a term of up to 3 years, with consecutive terms permitted upon re-election by the Council.
  - (k) The Council shall prepare an annual report for the Annual General Meeting. This report shall be distributed to all Members at the meeting.
  - (l) A vacancy in the office of a member of the Council happens if the Council member:
    - (i) Reaches the end of their term; or
    - (ii) Ceases to be a Member of the College; or
    - (iii) Resigns the office; or
    - (iv) Is removed from office under Section 7 (Removal of committee members); or
    - (v) Becomes bankrupt or personally insolvent; or
    - (vi) Suffers from mental or physical incapacity; or
    - (vii) Is disqualified from office under the Act, section 63 (1); or
    - (viii) Is subject to a disqualification order under the Act, section 63A; or
    - (ix) Is absent without the consent of the Council from all meetings of the Council held during a period of 6 months; or
    - (x) Dies.

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- (m) Any vacancies will be filled at the next AGM, or by the holding of a Special General Meeting. If the vacancy is for any office bearers, acting office bearers will be sought from within the Council at the next Council meeting.
  - (n) No Council member shall be remunerated by the College by way of salary, stipend, honorarium, or other regular payment.
  - (o) The Council must meet at least 3 times in each calendar year at the place and time that the Council may decide.
  - (p) Additional meetings of the Council may be called by any member of the Council.
  - (q) A Council meeting may be held by the Council members communicating with each other by any technological means by which they are able simultaneously to hear each other and participate in discussion.
  - (r) Each of the Council members need not all be physically present in the same place for a Council meeting to be held.
  - (s) Oral or written notice of a meeting of the Council must be given by the Public Officer to each member of the Council at least 48 hours (or any other period that may be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.
  - (t) Notice of a meeting given under clause 8.2(r) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Council members present at the meeting unanimously agree to treat as urgent business.
  - (u) No business may be transacted by the Council unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
  - (v) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
  - (w) At meetings of the Council:
    - (i) The President or, in the absence of the President, one of the Vice-Presidents chosen by the Council members, presides; or
    - (ii) If the President and each of the Vice-Presidents are absent, one of the remaining members of the Council may be chosen by the Council members present to preside.

### **8.3 Committees**

8.3.1 The Council may establish committees as it sees fit.

8.3.2 The Council may delegate any of its powers, other than those which by law must be dealt with by the Council members as a governing committee, to a committee.

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- 8.3.3 The Council may at any time revoke any delegation of power to a committee.
- 8.3.4 A committee must exercise its powers in accordance with any directions of the Council and a power exercised in that way is taken to have been exercised by the Council.
- 8.3.5 A committee may be authorised by the Council to sub-delegate all or any of the powers for the time being vested in it.

## **9. GENERAL MEETINGS**

### **9.1 Annual General Meetings – holding of:**

- 9.1.1 With the exception of the first annual general meeting of the College, the College must, at least once in each calendar year and within 5 months after the end of each financial year of the College, call an annual general meeting of its members.
- 9.1.2 Any General Meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 9.1.3 Clause 9.1.1 has effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

### **9.2 Annual General Meetings— calling of and business at**

- 9.2.1 The Annual General Meeting of the College must, subject to the Act, be called on the date and at the place and time that the Council considers appropriate.
- 9.2.2 An Annual General Meeting must be specified as such in the notice calling it in accordance with clause 9.3.
- 9.2.3 In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:
- (a) To confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting; and
  - (b) To receive from the Council reports on the activities of the College during the last financial year; and
  - (c) To elect members of the Council; and
  - (d) To receive and consider the statement of accounts and the reports that are required to be submitted:
    - the audited statement of the College’s accounts for the most recently ended financial year of the College;
    - a copy of the auditor’s report to the College in relation to the College’s accounts for that financial year;
    - a report signed by 2 members of the Council stating:

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- (i) The name of each member of the Council of the College during the most recently ended financial year of the College and, if different, at the date of the report; and
  - (ii) The principal activities of the College during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year; and
  - (iii) The net profit or loss of the College for the most recently ended financial year.

### 9.3 **General Meetings – calling of**

9.3.1 The Council may, whenever it considers appropriate, call a general meeting of the College.

9.3.2 The Council must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the College.

9.3.3 A requisition of members for a general meeting-

- (a) must state the purpose or purposes of the meeting; and
- (b) must be signed by the members making the requisition; and
- (c) must be lodged with the Public Officer; and
- (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

9.3.4 If the Council fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the Public Officer, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.

9.3.5 A general meeting called by a member or members mentioned in clause 9.3.4 must be called as nearly as is practicable in the same way as general meetings are called by the Council and any member who thereby incurs expense is entitled to be reimbursed by the College for any reasonable expense so incurred.

### 9.4 **Notice**

9.4.1 Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the College, the Public Officer must, at least 14 days before the date fixed for the holding of the General Meeting, send by post or by technological means to each Member at the Member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

9.4.2 If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the College, the Public Officer must, at least 21 days before the date fixed for the holding of the General Meeting, send notice to each Member in the way provided in clause 9.4.1 specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.

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9.4.3 No business other than that specified in the notice calling a General Meeting may be transacted at the meeting except, for an Annual General Meeting, business that may be transacted under clause 9.2.1.

9.4.4 A Member desiring to bring any business before a General Meeting may give written notice of that business to the Public Officer who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

#### 9.5 **General meetings – procedure and quorum**

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

9.5.2 Twenty members present constitute a quorum for the transaction of the business of a general meeting

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

9.5.4 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 10) constitute a quorum.

#### 9.6 **Presiding member**

9.6.1 The President, or in the absence of the President, one of the Vice-Presidents, presides at each General Meeting of the College.

9.6.2 If the President and each of the Vice-Presidents are absent from a General Meeting, the members present must elect 1 of their number to preside at the meeting.

#### 9.7 **Adjournment**

9.7.1 The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

9.7.2 If a General Meeting is adjourned for 14 days or more, the Public Officer must give written or oral notice of the adjourned meeting to each Member of the College stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

9.7.3 Except as provided in clauses 9.7.1 and 9.7.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### 9.8 **Making of decisions**

9.8.1 A question arising at a General Meeting of the College is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a

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declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the College, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

9.8.2 At a General Meeting of the College, a poll may be demanded by the person presiding or by not less than 3 Members present in person or by proxy at the meeting.

9.8.3 If the poll is demanded at a General Meeting, the poll must be taken:

- (a) Immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- (b) In any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## 9.9 **Voting**

Subject to clause 9.9.5, on any question arising at a General Meeting of the College:

9.9.1 Voting is based on Membership (Personal or Corporate) not on any other status (such as position on the Council or in a Chapter).

9.9.2 All Members listed on the College membership database, whether listed as a Personal Member or under a Corporate Membership, are each entitled to attend and have one vote at General Meetings.

9.9.3 All votes must be given personally by a Member present or by proxy, but no Member may hold more than 5 proxies.

9.9.4 Multiple voting entitlements cannot be exercised concurrently by an individual (such as a Corporate Member representative as well as a Personal Member) except as a proxy for another nominated Member.

9.9.5 If the votes on a question at a General Meeting are equal, the person presiding is entitled to exercise a second or casting vote.

9.9.6 A Member or proxy is not entitled to vote at any General Meeting of the College unless all money due and payable by the Member or proxy to the College has been paid, other than the amount of the annual subscription payable for the then current year.

## 9.10 **Appointment of proxies**

9.10.1 Each Member is entitled to appoint another Member as proxy by notice given to the Public Officer no later than 24 hours before the time of the meeting for which the proxy is appointed.

9.10.2 The notice appointing the proxy must be in the form set out in Attachment 1.

## 10. **FINANCIAL YEAR**

The College financial year is from 1 Jan to 31 December.

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## **11. FUNDS & FINANCIAL MANAGEMENT**

### **11.1 Funds—source**

11.1.1 The funds of the College must be derived from entrance fees and annual subscriptions of Members, donations, sponsorship and, subject to any resolution passed by the College in General Meeting and subject to the Act, Section 114, any other sources that the Council decides.

11.1.2 All money received by the College must be deposited as soon as practicable to the credit of the College's bank account.

11.1.3 The College must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **11.2 Funds—management**

11.2.1 The assets and income of the College shall be applied solely to further its objectives, and no portion shall be distributed directly or indirectly to the Members of the College except, upon prior approval of the Council, as bona fide compensation for services rendered or expenses incurred on behalf of the College (including in the Member's capacity as a Council member).

11.2.2 Subject to any resolution passed by the College in General Meeting, the funds of the College must be used for the objects of the College in the way that the Council decides.

11.2.3 Officers cannot make improper use of their position or gain advantage for themselves or another person that is not in the best interest of the College. An officer includes: a member of the Council, the public officer or other office holder and another person responsible for the management of the College's affairs

11.2.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Council or employees of the College, being members of the Council or employees authorised to do so by the Council. Electronic banking will require 3 approvals. These requirements will be met by 1 member of the Council (President or Treasurer), and two employees for large transactions or 3 employees for small transactions, with notification to the President and Treasurer. The definition of large and small transactions shall be determined by agreement of the Office Holders.

11.2.5 The Council shall provide to the Annual General Meeting a budget for the following year.

## **12. CHAPTERS**

Subject to the approval of the Council, Australian State and Territory Chapters, a New Zealand Chapter and an International Chapter of the Australasian body may be formed.

12.1 All Chapters will adopt this Constitution.

12.2 The activities of Chapters shall be managed by a committee elected by members of the College who are affiliated with such Chapters. Such committees will be sub-committees of the Council.

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- 12.3 The Council retains the right to veto any decisions or activities of a Chapter sub-committee.
- 12.4 A Chapter may be formed by a Member on approval of the Council.
- 12.5 Membership fees are payable to the National Office. Chapters may set their own subscription fees in addition.
- 12.6 Chapters shall report annually at the time of the Annual General Meeting of the National body. The Chapter report shall include details of activities, appropriate financial statements, plans and other information requested by the Council.
- 12.7 If a Chapter lapses or no longer meets the requirements of this constitution, and this is not resolved within a reasonable period of time, it shall be dissolved by the Council.

### **13. DISPUTE RESOLUTION PROCEDURE**

- 13.1 This clause provides a dispute resolution procedure to settle disputes and applies if a dispute arises between:
- (a) a Member and another Member (in their capacity as a Member of the College); or
  - (b) one or more Members and the College.
- 13.2 A Member may appoint any person to act on behalf of the Member (at the Member's cost) in relation to the dispute resolution procedure in this rule.
- 13.3 If a party believes a dispute has arisen that party must give written notice to the other party to the dispute, adequately identifying and providing details of the dispute and providing a copy of the notice to the Public Officer of the College.
- 13.4 The parties to the dispute must use their best efforts to resolve the dispute:
- (a) within 14 days of receipt of the dispute notice under clause 13.3; or
  - (b) within such longer period as agreed by the parties.
- 13.5 If the dispute is not resolved within 14 days of receipt of the notice under clause 13.3 (or a longer period agreed under clause 13.4(b)):
- (a) the party who issued the notice must provide written notice to Public Officer of the College;
  - (b) in the case of a dispute between a Member and another Member, the dispute will be escalated to:
    - (i) the President of the College; or
    - (ii) if the President has a material personal interest in relation to the dispute, a Vice President of the College;
    - (iii) if the first Vice-President has a material personal interest in relation to the dispute, the other Vice-President; or

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- (iv) if both the President and Vice Presidents have material personal interests in relation to the dispute, a person as nominated by the Council who does not have a material personal interest in relation to the dispute by a simple majority vote;
    - (c) in the case of a dispute between one or more Members and the College, the dispute will be escalated to an independent person agreed by the parties to the dispute and failing such agreement a person nominated by the College's legal advisers.
  - 13.6 Where a dispute is escalated under clause 13.5, the person to whom the dispute is escalated to (**decision-maker**):
    - (a) shall ensure that each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute;
    - (b) must be unbiased;
    - (c) must notify each party to the dispute in writing about the determination and give reasons for the determination; and
    - (d) to the extent that doing so is compatible with clause 13.6(a) to 13.6(c), the decision-maker's determination is provided as soon as is reasonably practicable.
  - 13.7 To the extent permitted by the Act, the determination of the decision-maker will be final and binding on the parties, unless a party gives written notice to the other party within 7 days of the determination seeking review by referring the matter to arbitration.
  - 13.8 All disputes referred to arbitration under clause 13.7 shall be finally determined. In seeking review by arbitration:
    - (a) the parties must agree to the appointment of an arbitrator within 5 days of the notice under clause 13.7 referring the dispute to arbitration; or
    - (b) failing agreement within 5 days, the parties must approach the ACICA for appointment of an arbitrator nominated by ACICA
  - 13.9 The arbitration will be conducted in accordance with the ACICA Rules.
  - 13.10 For clarity:
    - (a) a Member who is the subject of a disciplinary procedure under clause 7 must not initiate a dispute resolution procedure under this clause 13 in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed; and
    - (b) if a Member has initiated a dispute resolution procedure in relation to a dispute between the Member and the College, the College must not take disciplinary action against any of the following people in relation to the matter which is the subject of the dispute resolution procedure until the dispute resolution procedure has been completed:
      - (i) the Member who initiated the dispute resolution procedure (**Complainant Member**); and

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- (ii) if the Complainant Member appointed a Member of the College to act on behalf of the Complainant member in the dispute resolution procedure under clause 13.2, that other Member.

13.11 In this clause 13:

- (a) "**ACICA**" means the Australian Centre for International Commercial Arbitration;
- (b) "**ACICA Rules**" means the rules of ACICA current at the time of reference to arbitration.

#### **14. CUSTODY OF BOOKS**

Subject to the Act, the Regulations and this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books, and other documents relating to the College.

#### **15. INSPECTION OF BOOKS AND DOCUMENTS**

The records, books and other documents of the College must be open to inspection at the registered office, free of charge, by any Member of the College at any reasonable hour.

#### **16. ACCESS TO AND COPIES OF DOCUMENTS**

16.1 Subject to the Act, the Regulations and this Constitution, on the request of a Member, the College must give the Member—

- (a) a copy of a current statement of the objects of the College; or
- (b) a copy of the rules of the College currently in force; or
- (c) a copy of the deeds of any trust relevant to the College; or
- (d) a summary of the minutes of a meeting of the Council.

16.2 The Member must state the purpose for requiring access to the document mentioned in clause 16.1 before the College is required to provide the document.

16.3 The College may charge a fee not exceeding the fee determined under the Act and Regulations for each copy of a document given to a Member under clause 16.1.

16.4 The Council may refuse to give a Member of the College access to a document mentioned in clause 16.1 if satisfied that allowing access to the document would be prejudicial to the interests of College.

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**Attachment 1 – General Meeting: Attendance/Apology/Proxy form**

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**ATTENDANCE**

I plan to attend

I am unable to attend

I appoint a proxy  at the .....venue.

Name:..... Tel:.....

Email: .....

Name of Appointed proxy:.....

Member signature:..... Date:.....