



# **ACT Council of Social Service Inc. Constitution**

**Revised September 2019**

# Contents

<b>Part 1. Preliminary</b> .....	<b>4</b>
1.1. Name.....	4
1.2. Objects.....	4
1.3. Interpretation.....	5
1.4. Income and Property.....	6
<b>Part 2. Membership</b> .....	<b>7</b>
2.1. Membership Eligibility.....	7
2.2. Admission to Membership.....	7
2.3. Register of Members.....	8
2.4. Rights of Members.....	8
2.5. Membership Fees.....	9
2.6. Disciplining of Members.....	10
2.7. Right of Appeal of Disciplined Member.....	11
2.8. Cessation of Membership.....	11
2.9. Limited Liability.....	12
<b>Part 3. Board</b> .....	<b>13</b>
3.1. Powers of the Board.....	13
3.2. Board constitution and members.....	13
3.3. Election of Members of the Board.....	14
3.4. Sub-Committees.....	15
3.5. Meetings of the Board.....	15
3.6. Vacation of Office and Temporary Leave of Absence by a Director.....	16
3.7. Disclosure of Interest in Contracts.....	17
3.8. Suspension of Director for cause.....	17
<b>Part 4. General Meetings</b> .....	<b>19</b>
4.1. Annual General Meetings.....	19
4.2. Special General Meetings.....	19
4.3. Notice of General Meetings.....	20
4.4. Business and Quorum of General Meetings.....	20
4.5. Chair to Chair General Meetings.....	20
4.6. Adjournment of General Meetings.....	20
4.7. Determination of Questions arising at General Meetings.....	21
4.8. Voting.....	21

<b>Part 5. Management of ACTCOSS</b> .....	<b>22</b>
5.1. Chief Executive Officer and Staff.....	22
5.2. Public Officer .....	22
5.3. Insurance.....	23
<b>Part 6. Accounts</b> .....	<b>24</b>
6.1. Financial Accounts and Banking.....	24
6.2. Auditor .....	25
6.3. Audit of Accounts.....	25
<b>Part 7. Miscellaneous</b> .....	<b>26</b>
7.1. Notices .....	26
7.2. Right of Affiliation.....	26
7.3. Common Seal.....	26
7.4. Winding Up .....	26
7.5. Alteration of Constitution .....	26

# ACT Council of Social Service Incorporated Rules

## Part 1. Preliminary

### 1.1. Name

The name of the Association shall be the AUSTRALIAN CAPITAL TERRITORY COUNCIL OF SOCIAL SERVICE INCORPORATED (“ACTCOSS”).

### 1.2. Objects

- (1) ACTCOSS is a non-government organisation which has as its goal:
  - (a) to function as a peak body for the community sector;
  - (b) to make explicit and pursue a social justice agenda for the people of the ACT;
  - (c) to participate as part of the state-national COSS network; and
  - (d) to assist and support organisations to build their capacity so that they can provide a service that best meets the needs of disadvantaged people living in the ACT.
- (2) The objects of ACTCOSS are:
  - (a) to promote consultation and co-operation amongst non-government organisations and government authorities involved in social welfare activities;
  - (b) to develop an informed public opinion on matters related to social welfare by arranging, providing for, or assisting to arrange, or provide for the holding of exhibitions, meetings, lectures or seminars calculated directly or indirectly to further the objects of ACTCOSS;
  - (c) to provide an advisory service on matters of social welfare for statutory authorities and voluntary organisations at ACTCOSS’s initiative or upon request;
  - (d) to act as a channel of enquiry and liaison with statutory authorities and governments in the promotion of social welfare services of a charitable, benevolent or general nature;
  - (e) to promote, assist or carry out special projects of research to advance the work of statutory authorities and voluntary bodies in alleviating poverty and distress;
  - (f) to promote the publication and circulation of reports, periodicals and other documents for the furtherance of these objects;

- (g) to engage in activities designed to contribute to the elimination of poverty and the promotion of well-being of disadvantaged and vulnerable individuals and groups;
  - (h) to work towards the elimination of discrimination on the grounds of political affiliation, race, social origin, religion, age, disability, sex, marital status or pregnancy, against individuals or groups in their access to employment, services or resources;
  - (i) to co-operate with ACOSS and other State COSSs to improve co-ordination of social welfare in Australia; and
  - (j) to do all such other acts or things as may be conducive to the attainment of the foregoing objectives.
- (3) ACTCOSS advocates for a united Australia which respects this land of ours, values Aboriginal and Torres Strait Islander heritage and provides justice and equity for all.

### 1.3. Interpretation

- (1) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Interpretation Act 1967 (ACT)* as that Act is in force on the date on which these rules are adopted by ACTCOSS.
- (2) In these rules, unless the contrary intention appears:
  - (a) “The Act” means the *Associations Incorporation Act 1991 (ACT)*;
  - (b) “Board” means the general committee specified in Rule 3.1;
  - (c) “Chief Executive Officer” means the person who has been appointed Chief Executive Officer of ACTCOSS in accordance with Rule 5.1;
  - (d) “General Meeting” shall be taken to mean “Special General Meeting” and “Annual General Meeting”;
  - (e) “Financial year” means the year commencing on 1 July in one year and ending on 30 June in the following year;
  - (f) “Special resolution” means a resolution which:
    - (i) is passed at a General Meeting of ACTCOSS of which at least 21 days’ notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members; and
    - (ii) is passed by at least three-quarters of those members of ACTCOSS who, being entitled to vote, vote at the meeting in person or by proxy.
  - (g) “Year of office”, means the period between the conclusion of an Annual General Meeting in one year and the conclusion of the Annual General Meeting in the following year.

#### **1.4. Income and Property**

- (1) The income and property of ACTCOSS, however derived shall be applied solely towards the promotion of the objects and purposes of ACTCOSS and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of ACTCOSS.
- (2) The funds of ACTCOSS shall be derived from annual subscriptions of members, grants from government and other bodies, contract fees, donations and such other sources as the Board determines.

## **Part 2. Membership**

### **2.1. Membership Eligibility**

- (1) An organisation which is pursuing any of the foregoing objects may apply for membership as a Member Organisation of ACTCOSS.
- (2) A person who is interested in and supportive of the objects of ACTCOSS may apply for membership as an Associate of ACTCOSS.
- (3) A statutory authority, government agency, company, association or other body which is interested in the objects of ACTCOSS may apply for membership as an Affiliate Member of ACTCOSS. Subject to these rules, the Board may determine conditions upon which such Affiliate Membership is held.
- (4) A person who has been granted Honorary Life Membership may access membership rights as an Associate of ACTCOSS. A life member will have made a significant contribution to the ACT community and the work and actions of ACTCOSS.

### **2.2. Admission to Membership**

- (1) An application for membership of ACTCOSS:
  - (a) shall be made by completing a form provided by ACTCOSS and shall specify the class of membership sought;
  - (b) shall be accompanied by the written consent of the person or organisation nominated (which may be endorsed on the application form);
  - (c) shall be lodged with the Chief Executive Officer; and
  - (d) as soon as practicable after the receipt of an application, the Chief Executive Officer shall refer the application to the Board.
- (2) The Board will consider each application for membership at the next Board meeting or via electronic means out of session after the application is received. In considering an application for membership, the Board may:
  - (a) accept or reject the application; or
  - (b) ask the applicant to give more evidence of eligibility for membership.
- (3) Upon an application being approved by the Board, the Chief Executive Officer shall, with as little delay as possible, notify the applicant in writing that the application has been approved for membership of ACTCOSS and, upon receipt of the sum payable by or on behalf of the applicant as the first year's subscription, shall enter the applicant's name in the Register of Members, where upon the applicant becomes a member of ACTCOSS.

- (4) If the annual subscription of an applicant for membership is not paid within thirty (30) days after the applicant is notified of acceptance of their application for membership, the Board may cancel their acceptance of the applicant for membership.
- (5) An Honorary Life Membership:
  - (a) shall be approved by a majority vote at a meeting of the Board;
  - (b) shall be granted to persons who have made a significant contribution to the ACT community sector and the work and actions of ACTCOSS; and
  - (c) shall be exempt from the payment of subscription fees.

### **2.3. Register of Members**

- (1) The Chief Executive Officer shall maintain or cause to be maintained a Register of Members of ACTCOSS which records:
  - (a) the name and contact details of the member;
  - (b) their class of membership; and
  - (c) their date of admission to, and cessation of, membership.
- (2) The Register of Members shall be available for inspection by members at reasonable times at a place in the Territory nominated by the Board.

### **2.4. Rights of Members**

- 1) The membership rights of a Member Organisation are as follows:
  - (a) Each Member Organisation may appoint two delegates to ACTCOSS to act on its behalf. The appointment of a delegate shall be authorised by the President, Vice-President, Secretary, Chief Executive Officer or authorised officer of the Member Organisation. The Member Organisation may at any time terminate the appointment of either or both of its delegates and nominate another person or persons.
  - (b) Each delegate of a Member Organisation shall be entitled to one (1) vote at General Meetings of ACTCOSS and may also exercise proxy votes in accordance with sub-rule 2.4 (4) and Rule 4.8.
  - (c) No person shall be a delegate to ACTCOSS of more than one (1) Member Organisation.
  - (d) A delegate shall be eligible for election to the Board.
- (2) The membership rights of an Associate are as follows:
  - (a) Associates shall be entitled to attend all General Meetings of ACTCOSS.



- (b) Associates shall be entitled to one vote at General Meetings of ACTCOSS and may also exercise proxy votes in accordance with sub-rule 2.4(4).
  - (c) Subject to sub-rule 3.2 Associates shall be eligible for election the Board.
- (3) The membership rights of Affiliate Members are as follows:
- (a) An Affiliate Member may be represented by an observer at all General Meetings.
  - (b) A representative of an Affiliate Member is not entitled to vote at General Meetings, unless he or she holds a proxy under sub-rule 2.4 (4).
  - (c) A representative of an Affiliate Member is not eligible for election to the Board.
- (4) Proxy Voting
- If a delegate or an Associate is unable to attend a General Meeting, his or her Member Organisation, or he or she (whether a delegate or an Associate), may appoint a proxy to act and vote in his or her place at that meeting, provided that the Chief Executive Officer has been notified of the appointment of the proxy in writing twenty-four (24) hours before the commencement of the General Meeting.
- (5) A right, privilege or obligation of a person or institution by virtue of his, her or its membership of ACTCOSS:
- (a) is not capable of being transferred or transmitted to another person or institution; and
  - (b) terminates upon the cessation of membership, whether by death, resignation or otherwise.

## **2.5. Membership Fees**

- (1) The Board shall, in each year, determine the amount of the annual subscription payable by Member Organisations, Associates and Affiliate Members.
- (2) The annual subscription shall be due and payable on the first day of the financial year of ACTCOSS.
- (3) The Board may remit such part as it thinks fit of the annual subscription payable by a member if it is of the opinion that circumstances, including but not limited to the financial ability of the member to pay, justify it.
- (4) The powers of the Board in respect to the non-payment of annual membership fees are as per Rule 2.8

## 2.6. Disciplining of Members

- (1) Where the Board is of the opinion that a member -
  - (a) has persistently refused or neglected to comply with a provision of these rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of ACTCOSS;The Board may, by resolution -
  - (c) expel the member from ACTCOSS; or
  - (d) suspend the member from such rights and privileges of membership of ACTCOSS as the Board may determine for a specific period.
- (2) A resolution of the Board under sub-rule 2.6(1) is of no effect unless the Board, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under sub-rule 2.6(3), confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under sub-rule 2.6(1), the Chief Executive Officer shall, as soon as practicable, cause a notice in writing to be served on the member -
  - (a) setting out the resolution of the Board and the grounds on which it is based;
  - (b) stating that the member may address the Board at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Board mentioned in sub-rule 2.6(2), the Board shall -
  - (a) give to the member mentioned in sub-rule 2.6(1) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under sub-rule 2.6(1).
- (5) Where the Board confirms a resolution under sub-rule 2.6(4), the Board shall within seven (7) days after that confirmation by notice in writing

inform the member of that confirmation and of the member's right of appeal under Rule 2.7.

- (6) A resolution confirmed by the Board under sub-rule 2.6(4) does not take effect -
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution or where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until ACTCOSS confirms the resolution in accordance with rule.

## **2.7. Right of Appeal of Disciplined Member**

- (1) A member may appeal to ACTCOSS in a General Meeting against a resolution of the Board which is confirmed under sub-rule 2.6(4) within seven (7) days after notice of the resolution is served on the member, by lodging with the Chief Executive Officer a notice to that effect.
- (2) Upon receipt of a notice under sub-rule 2.7(1) the Chief Executive Officer shall notify the Board which shall convene a General Meeting of ACTCOSS to be held within twenty-one (21) days after the date on which the Chief Executive Officer received the notice or as soon as possible after that date.
- (3) Subject to Section 50 of the Act, at a General Meeting of ACTCOSS convened under sub-rule 2.7(2) -
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under sub-rule 2.6(4) should be confirmed or revoked.
- (4) If the General Meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule 2.6(4), that resolution is confirmed.

## **2.8. Cessation of Membership**

- (1) Any member whose subscription is more than six months in arrears shall be deemed to be an unfinancial member. Unfinancial members and their delegates are not entitled to be elected or appointed to an office of ACTCOSS or to the Board and are not entitled to vote at any General Meeting.

- (2) A member ceases to be a member of ACTCOSS if their subscription remains unpaid two (2) years after it is due.
- (3) A member of ACTCOSS may, at any time, resign from ACTCOSS by providing to the Chief Executive Officer a written notice of resignation which shall be brought to the attention of the Board.
- (4) Upon the termination of membership under this rule, or Rules 2.6 and 2.7, the Chief Executive Officer shall remove the name of the member from the Register of Members, whereupon that member ceases to be a member of ACTCOSS.

## **2.9. Limited Liability**

- (1) A member of ACTCOSS is liable to contribute towards the payment of the debts and liabilities of ACTCOSS or the costs, charges and expenses of a winding-up of ACTCOSS, only to the extent of any arrears in their membership subscription.

## **Part 3. Board**

### **3.1. Powers of the Board**

The affairs of ACTCOSS shall be controlled by a Board constituted as provided in Rule 3.2.

- (1) The Board:
  - (a) may, subject to these rules, exercise all such powers and functions as may be exercised by ACTCOSS, other than those powers and functions that are required by these rules to be exercised by General Meetings of members of ACTCOSS; and
  - (b) subject to the provisions of the Act and these rules has powers to perform all such acts and things as appear to the Board to be essential for the proper governance of the business and affairs of ACTCOSS.
- (2) The Board shall be responsible for attaining the objects of ACTCOSS, setting the strategic direction of ACTCOSS and ensuring ACTCOSS operations are administered according to approved delegations of authority.

### **3.2. Board constitution and members**

- (1) The Board consists of 12 elected members —
  - (a) the three (3) office-bearers of ACTCOSS; and
  - (b) nine (9) ordinary Directors; each of whom must be elected under section 3.3 or appointed in accordance with subsection 3.3(5).
- (2) The office bearers of ACTCOSS shall comprise:
  - Chair;
  - Vice Chair; and
  - Treasurer.
- (3) The Chief Executive Officer will be responsible for the day-to-day management and operations of ACTCOSS, under the supervision of the Board.
- (4) The Chief Executive Officer of ACTCOSS will report and make recommendation to the Board with respect to matters and organisation of ACTCOSS but is not empowered to otherwise determine policy matters.
- (5) The Chief Executive Officer may seek guidance from the Chair on governance matters outside of Board meetings and if the Chair considers it not practicable to call a Board meeting.

- (6) Directors will be elected for a three (3) year term of office at the Annual General Meeting.
- (7) The Chair, Vice Chair and Treasurer shall be elected for a three (3) year term in alternate years.
- (8) Officers and Directors shall be eligible for re-election, subject to the following:
  - (a) A person shall not serve more than seven (7) consecutive years of office on the Board;
  - (b) A person who is ineligible to serve on the Board because of the operation of paragraph (a) may serve on the Board after the expiration of one (1) year of office in which they are not an officer or a member of the Board.
  - (c) Two (2) Directors may serve an additional one (1) year term if the Board believes that a loss of corporate knowledge may occur if a substantial number of Board members are up for re-election in the same year. The two (2) Directors to serve the additional one (1) year term will be selected through a secret ballot which will be presided by the Chair.

### **3.3. Election of Members of the Board**

- (1) Nominations of candidates for election as Directors:
  - (a) shall be made in writing by completing the Nomination Form;
  - (b) shall include the Nominee Statement in Support;
  - (c) shall include a Curriculum Vitae;
  - (d) shall be delivered to the Chief Executive Officer fourteen (14) days prior to the Annual General Meeting.
- (2) Insufficient nominations and vacant office:
  - (a) If insufficient nominations are received prior to the Annual General Meeting then it is possible to call for nominations from the floor at the Annual General Meeting. If a vote is required, the voting process specified in this Constitution will come into effect.
  - (b) In the event of there being insufficient nominations for the Board positions, or in the event of a casual vacancy occurring in the Board membership positions, these positions may remain unfilled until members are elected to these positions at any subsequent General Meeting.
  - (c) In the event of a casual vacancy occurring in any office, the Board may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the Annual General Meeting next following the date of appointment.

- (3) If the number of nominations received by the membership is equal to or less than the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations, which have been received by the membership, exceeds the number of vacancies to be elected, a secret ballot shall be held.
- (5) The ballot for the election of Board members shall be conducted at the Annual General Meeting in such usual and proper manner as the person presiding may direct.
- (6) Where the Board identifies a practical skills gap, the Board has the power to co-opt up to two (2) members with voting rights to sit on the Board until the next Annual General Meeting.

### **3.4. Sub-Committees**

- (1) The Board may at any time appoint such Sub-Committees as it may think fit and shall prescribe their membership (which may include persons who are not members of the Board), powers and functions.
- (2) Without limiting the generality of sub-rule 3.4(1), a Sub-Committee may be requested to carry out research into, collect information concerning and make recommendations to the Board upon policy issues.
- (3) The Board shall appoint a member of any such Sub-Committee to convene and chair meetings of the Sub-Committee.
- (4) The Board may require a Sub-Committee to report to the Board on its activities and results at such times or intervals as the Board thinks fit.
- (5) The Terms of Reference for sub-committees will be documented as annexures to this Constitution.

### **3.5. Meetings of the Board**

- (1) The Board shall meet at least six (6) times a year at such place and at such times as the Board may determine.
- (2) The Chair or, in the Chair's absence, another Officer of ACTCOSS shall be responsible for calling Board meetings.
- (3) Advice of each Board meeting shall be given to each member of the Board at a reasonable time before the meeting by the Chief Executive Officer.
- (4) A Board meeting may be conducted by telephone or video conference.
- (5) Special meetings of the Board may be convened by the Chair, or by any four Directors.
- (6) Notice shall be given to Directors of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.

- (7) Any half + one (1) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (8) No proceedings of the Board shall be invalidated or be illegal in consequence only of there being any vacancy in the membership of the Board.
- (9) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (10) The Chair, or in the Chair's absence the Vice Chair, shall preside as chair at the Board meetings and at General meetings.
- (11) If both the Chair and the Vice Chair are absent from a Board meeting, the Board members present shall elect one of their number to preside as chair.
- (12) Minutes of the proceedings of Board meetings shall be recorded by the ex-officio Secretary. Minutes will be approved by the Board at the next immediate Board meeting.
- (13) Questions arising at meetings of the Board, or of any sub-committee appointed by the Board, shall be determined on a show of hands, or, if demanded by a member, by a poll taken in such a manner as the person chairing the meeting may determine.
- (14) Each member present at a meeting of the Board, or of any sub-committee appointed by the Board, (including the person chairing the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the resolution is lost.
- (15) A resolution in writing approved by a number of Directors equal to quorum, shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. The approval of a resolution in writing may be evidenced by a single document or several like documents signed by Directors or by emails originating from Directors, or a combination of these forms of approval of the resolution. All such documents and emails must be retained in the records of the Association.
- (16) The Board shall have the right to decide on such by-laws as will make for the efficient performance of ACTCOSS's functions.

### **3.6. Vacation of Office and Temporary Leave of Absence by a Director**

- (1) For the purpose of these rules, the office of a Director becomes vacant if that Director:
  - (a) dies;



- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors;
  - (c) becomes of unsound mind;
  - (d) resigns his or her office by writing addressed to the Board or the Public Officer;
  - (e) fails, without leave granted by the Board, to attend three (3) consecutive Board meetings, provided that after the second meeting that the Director has failed to attend he or she is notified in writing of the time and place of the next meeting and the failure to attend will result in cessation of membership of the Board. If a Director of the Board is so absent from more than three (3) consecutive meetings of the Board without apology or explanation first given and accepted, his or her membership of the Board shall automatically lapse;
  - (f) ceases to be a member of ACTCOSS; or
  - (g) fails to pay all arrears of subscription due by him or her within fourteen days after he or she has received notice in writing signed by the Chief Executive Officer stating that he or she has ceased to be a financial member of ACTCOSS.
- (2) A Director may apply to the Board for leave of absence from meetings of the Board and such leave may be granted for good cause and for any period which the Board may, in its discretion, approve.

### **3.7. Disclosure of Interest in Contracts**

- (1) A Director who has interests in any contract or arrangement made or proposed to be made with ACTCOSS, or is a member of a group or organisation which is negotiating with ACTCOSS, shall disclose that interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists; or in any other case, at the first meeting of the Board after the acquisition of the interest.
- (2) If a Director becomes interested in a contract or arrangement after it is made or entered into the Director shall disclose that interest at the first meeting of ACTCOSS after the Director becomes so interested.
- (3) No Director shall vote in respect of any contract or arrangement in which the Director is interested, and if the Director does so vote, such vote shall not be counted.

### **3.8. Suspension of Director for cause**

- (1) The Board may, by resolution, suspend a Director from the Board, if the Director's conduct is found to be, in the Board's opinion;

- (a) in contradiction to the requirements of the ACTCOSS Guidelines of Conduct; or
  - (b) in breach of the Act; or
  - (c) in persistent breach of this Constitution or the governing policies of ACTCOSS; or
  - (d) such that continuance in office would be prejudicial to the interests of ACTCOSS.
- (2) The Board may resolve to suspend a Director from office by the following procedure:
- (a) The Chair will give reasonable notice to all Directors of a Special Meeting of the Board to consider suspension of a Director;
  - (b) The notice of Special Meeting must include details of the suspension resolution to be considered at the meeting. No other business of the Board may be transacted at the meeting;
  - (c) The Director, who is the subject of a suspension resolution, must be given the opportunity to address the meeting, and to have a support person at the meeting;
  - (d) The resolution to suspend a Director must be passed by a special majority of the Board (being an affirmative vote of at least 75% of Directors);
  - (e) No proxy votes will be accepted.
- (3) Following a decision to suspend a Director, the Board must call a Special General Meeting of members, in line with the Rule 4.2, for the members to consider a resolution to remove the suspended Director from office.
- (4) Suspension of a Director will be effective until a decision is made by ACTCOSS members at a Special General Meeting, or the Board rescinds the suspension by a resolution passed by a special majority.
- (5) If the suspended Director is a delegate of a Member Organisation, that member organisation may nominate another delegate to vote at the Special General Meeting.
- (6) Suspension of a Director will restrict the Director from:
- (a) attending Board meetings and accessing Board documents;
  - (b) representing the views of ACTCOSS either in person or in the media;
  - (c) holding delegated or voting rights on behalf of an ACTCOSS Member Organisation.

## **Part 4. General Meetings**

### **4.1. Annual General Meetings**

- (1) ACTCOSS shall, in each year, hold an Annual General Meeting.
- (2) The Annual General Meeting shall be held on such day (being not later than five (5) months after close of the financial year of ACTCOSS) as the Board may determine.
- (3) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same financial year.
- (4) The Annual General Meeting shall be specified as such in the notice issued convening the meeting.
- (5) The ordinary business of the Annual General Meeting shall be:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meetings held since that meeting;
  - (b) to receive from the Board, Auditor and members of staff of ACTCOSS reports upon the transactions of ACTCOSS during the last preceding financial year as required by section 73 of the Act;
  - (c) to elect the Directors of the ACTCOSS Board, as specified by Rules 3.2 and 3.3;
  - (d) to appoint or reappoint the Auditor; and
  - (e) to confirm the appointment of the Public Officer.
- (6) The Annual General Meeting may transact other business of which notice is given in accordance with these rules.
- (7) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

### **4.2. Special General Meetings**

- (1) The Board may, whenever it thinks fit, convene a Special General Meeting of ACTCOSS.
- (2) A Special General Meeting shall be convened by the Chief Executive Officer on written request of not less than one-third of the Board or not less than ten (10) members of ACTCOSS.
- (3) A requisition for a Special General Meeting shall state the nature of the proposed business of the meeting and shall be signed by the requisitioners and may consist of several documents in the same form, each signed by one or more of the requisitioners.
- (4) If the Chief Executive Officer does not cause a Special General Meeting to be held within twenty-eight (28) days from the date on which a requisition

is received, the requisitioners, or any of them, may convene the Meeting; but any meeting so convened shall not be held after two (2) months from the date of the deposit of the requisition.

- (5) A Special General meeting convened by requisitioners under this rule shall be convened in the same manner as that in which those meetings are convened by the Board.

### **4.3. Notice of General Meetings**

- (1) The Chief Executive Officer shall, at least twenty-one (21) days before the date fixed for holding a General Meeting, give written notice of the meeting to all members specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted.

### **4.4. Business and Quorum of General Meetings**

- (1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present in person or by proxy during the time when the meeting is considering that item.
- (2) The quorum for all General Meetings shall be 10 or one-fifth of the financial membership, whichever is the lower.
- (3) If within one half hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall lapse; and in any other case, it shall stand adjourned to the same day in the next week, at the same time, and, unless another place is specified by the person chairing at the time of the adjournment, or by written notice to members given before the day to which the meeting is adjourned, at the same place, and if at the adjourned meeting a quorum is not present within one half hour after the time appointed for the commencement of the meeting, the meeting shall lapse.

### **4.5. Chair to Chair General Meetings**

- (1) The Chair, if present, or Vice Chair shall chair each General Meeting of ACTCOSS.
- (2) If the Chair and Vice Chair are absent from a General Meeting, or if it is agreed to by the Chair, or if present, a Vice Chair, the members present shall elect one of their number to chair the meeting.

### **4.6. Adjournment of General Meetings**

- (1) The person chairing a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) Where a General Meeting is adjourned for 21 days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this rule, it is not necessary to give any notice of an adjourned General Meeting.

#### **4.7. Determination of Questions arising at General Meetings**

- (1) A question arising at a General Meeting of ACTCOSS shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried by a particular majority, or lost, and an entry to that effect of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

#### **4.8. Voting**

- (1) Upon any question arising at a General Meeting of ACTCOSS, a member has voting rights in accordance with Rule 2.4.
- (2) Only financial members have the right to vote.
- (3) Each individual member or delegate shall have one (1) vote.
- (4) Voting other than for the election of the Board members shall be by the show of hands or a division of members unless at least 25% of financial members present demand a secret ballot, in which case a secret ballot shall be held.
- (5) The Chair shall determine the manner in which a secret ballot shall be conducted, and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting.
- (6) At any meeting, every question, matter or motion shall be decided by a majority of votes of the financial members present unless otherwise specified in these rules, and the result of the poll shall be deemed to be the resolution of the meeting on that question, matter or motion.
- (7) The election of the Board shall be by secret ballot. The method for taking the secret ballot shall be determined by the Board from time to time.
- (8) A member may appoint in writing another member as their proxy, to attend and vote on their behalf at any General Meeting. Notice of proxy must be received by the Chair in writing twenty-four (24) hours prior to the commencement of the meeting. The form of proxy shall be determined by the Board from time to time.
- (9) A poll that is demanded on the election of a Chair or on a question of adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the person presiding may direct.

## **Part 5. Management of ACTCOSS**

### **5.1. Chief Executive Officer and Staff**

- (1) The Board shall appoint and support the Chief Executive Officer of ACTCOSS to undertake their duties.
- (2) The Chief Executive Officer will act as executive officer to the Board, including advising and informing the Board of its governance role.
- (3) The Chief Executive Officer will manage the day-to-day affairs and activities of ACTCOSS within the Board's endorsed strategic, policy and financial framework.
- (4) The Chief Executive Officer will implement the Board decisions within their delegations of authority.
- (5) If the business of a Board meeting is to include discussion of a matter or matters directly affecting the staff of ACTCOSS or a particular employee, the Board may resolve to conduct that part of the meeting in the absence of persons exercising a right of attendance under this rule.

### **5.2. Public Officer**

- (1) ACTCOSS shall have a Public Officer. The Public Officer must be a person who resides in the Australian Capital Territory and is at least eighteen (18) years of age.
- (2) If the office of Public Officer becomes vacant, the Board shall, within fourteen (14) days after it becomes vacant, appoint an eligible person to fill the vacancy.
- (3) The office of the Public Officer becomes vacant if the person holding that office:
  - (a) is removed as Public Officer by resolution of the Board;
  - (b) resigns from the office by notice in writing to the Board;
  - (c) dies;
  - (d) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (e) suffers from a mental or physical incapacity which renders him or her incapable of acting as Public Officer;
  - (f) is convicted of an offence specified in section 64(2)(f) of the Act; or
  - (g) ceases to reside in the Territory.
- (4) Duties of the Public Officer:

- (a) The Public Officer shall carry out and perform the duties, functions and obligations imposed or required by the Act, together with such duties as the Board may direct.
- (b) The Public Officer shall, within one (1) month after the preparation of the annual financial statements in respect of ACTCOSS, file with the Registrar a copy of these financial statements certified by the Auditor who audited the same to be fair.
- (c) If the members have, in accordance with section 38 of the Act, resolved to change the name of ACTCOSS, the Public Officer shall apply to the Registrar to issue a new certificate of incorporation to ACTCOSS in the new name.

### **5.3. Insurance**

- (1) The following insurance cover is to be held in the name of ACTCOSS immediately such insurance covers are deemed to be appropriate:
  - (a) “Public Liability” to cover the general public;
  - (b) “Workers Compensation” to cover employees of ACTCOSS;
  - (c) adequate insurance cover for any other risk as deemed appropriate by the Board; and
  - (d) “Voluntary Workers Liability” to cover members providing their services voluntarily.

## **Part 6. Accounts**

### **6.1. Financial Accounts and Banking**

- (1) True accounts shall be kept:
  - (a) of all sums of money received and expended by ACTCOSS and the matter in respect of which the receipt or expenditure takes place;
  - (b) of the property, credits and liabilities of ACTCOSS.
- (2) The Chief Executive Officer with support from the staff and Treasurer shall faithfully keep all general records, accounting books and records of receipts and expenditure connected with the operation and business of ACTCOSS in such form and manner as is required by legislation, regulation or as the Board may direct.
- (3) The accounts, books and records referred to in these sub-rules shall be kept at ACTCOSS's office or at such other place as the Board may decide.
- (4) Except as otherwise required by the Act, the Board may determine to what extent, and at what time and place, and under what conditions, the books and records of ACTCOSS may be inspected by ACTCOSS members.
- (5) The Treasurer shall present a financial statement to the Annual General Meeting of ACTCOSS.
- (6) The Chief Executive Officer shall present to Board meetings information on the financial status of ACTCOSS.
- (7) Subject to any resolution passed by ACTCOSS, the funds of ACTCOSS shall be used in pursuance of the objects of ACTCOSS in such manner as the Board determines.
- (8) The funds of the association shall be derived from membership fees and subscriptions of members, donations, government grants, sponsorship, outsourcing of services and subject to any resolution passed by the Association in general meetings and subject to section 114 of the Act, such other sources as the Board determines.
- (9) All money received by ACTCOSS shall be deposited as soon as practicable.
- (10) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two (2) people, who are employees and / or Board members of the association authorised to do so in the Delegations of Authority approved by the Board.



## **6.2. Auditor**

The Auditor of ACTCOSS shall be an approved Auditor, as stipulated by current regulations and shall be appointed as follows:

- (1) At each Annual General Meeting of ACTCOSS the members present shall appoint a person who is not a member or the Public Officer of ACTCOSS as the Auditor of ACTCOSS.
- (2) A person so appointed shall hold office until the Annual General Meeting next after the appointment and is eligible for reappointment.
- (3) If an appointment is not made at an Annual General Meeting, the Board shall appoint an Auditor of ACTCOSS for the then current financial year of the Association.
- (4) If a casual vacancy occurs in the office of Auditor during the course of a financial year of ACTCOSS, the Board may appoint a person as the Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

## **6.3. Audit of Accounts**

- (1) Once at least in each financial year of ACTCOSS the accounts of ACTCOSS shall be examined by the Auditor in accordance with the requirements of the Act, the *Australian Charities and Not-for-profits Commission Act 2012* (Cwlth), Australian Accounting Standards and the Registrar.

## **Part 7. Miscellaneous**

### **7.1. Notices**

- (1) A notice may be served by or on behalf of ACTCOSS upon any member or delegate either personally, via post or email at an address specified by the member or delegate for this purpose.

### **7.2. Right of Affiliation**

- (1) ACTCOSS may apply for affiliation and/or association with any national body having objects not inconsistent with those of ACTCOSS.

### **7.3. Common Seal**

- (1) The seal of ACTCOSS shall be in the form of a rubber stamp, inscribed with the name of ACTCOSS encircling the word seal.
- (2) The seal of ACTCOSS shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signatures either of two (2) Directors of the Board or of one (1) Director and of the Public Officer of ACTCOSS or such other person as the Board may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.
- (3) The seal shall remain in the custody of the Chief Executive Officer or other person authorised by the Board for the purpose.

### **7.4. Winding Up**

- (1) ACTCOSS shall be wound-up only in accordance with the Act.
- (2) Upon the winding-up of ACTCOSS, the assets of ACTCOSS remaining after payment of the debts and liabilities of ACTCOSS and the costs, charges and expenses of the winding-up, may, subject to the provisions of the Act, by resolution of the members at a General Meeting, be distributed to such Associations or Organisations having objects and purposes similar to ACTCOSS.

### **7.5. Alteration of Constitution**

- (1) The rules may be amended by majority of at least three-quarters of those financial members of the Association voting at a Special General Meeting.
- (2) Notice of the proposed amendment shall be included in the notice calling the Special General Meeting.
- (3) The alterations shall take effect when the required notice of alteration of rules is lodged with the Registrar-General, unless some later date is specified in the special resolution adopting the alteration.