Excerpts from the ACTCOSS Constitution for Potential Board Nominees

2019

## 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.

## 3.7. 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.

## 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.