

Constitution (rules) of

The SIEVX Memorial Association ACT Incorporated

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Preliminary

1 Definitions

Note A definition applies except so far as the contrary intention appears (see *Legislation Act*, s 155).

In these rules -

association means **The SIEVX Memorial Association ACT Incorporated** registered in the ACT under the Act.

financial year means the year ending on 30 June.

member means a member, however described, of the association.

ordinary committee member means a member of the committee who is not an office-bearer of the association as mentioned in rule 15 (1) (a).

secretary means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association.

the Act means the *Associations Incorporation Act 1991* (ACT).

the regulation means the *Associations Incorporation Regulation 1991* (ACT).

2 Application of *Legislation Act 2001* (ACT)

The *Legislation Act 2001* (ACT) applies to these rules in the same way as it would if they were an instrument made under the Act.

3 Objects and purpose of the association

To maintain in Canberra ACT or another place, if necessary, the memorial to the SIEVX tragedy and to work for justice and transparency concerning that tragedy, its victims and survivors.

4 Functions and powers

To do all things necessary and convenient to be done in the furtherance of the objects and purpose of the association, including but not limited to –

- (a) the construction, maintenance and alteration of buildings or works as necessary or convenient for any of the objects or purposes of the association;
- (b) the printing and publishing by any means in any physical or electronic format of any newspapers, periodicals, books, leaflets or other documents the committee or the members in general meeting consider desirable for the promotion of the objects and purposes of the association; and
- (c) the doing of any lawful or ethical thing incidental or conducive to the attainment of the objects and purposes of the association.

Membership

5 Membership qualifications

A person is qualified to be a member if—

- (a) the person was an office-bearer or ordinary member of the committee of or was the public officer of the former SIEVX Memorial Project Inc (Tasmanian incorporation number IA 10069) and has notified the committee of the association, in writing within one month of incorporation of the association under the Act, of their wish to be a member of the association and shall be known as a Founder; or
- (b) is a person mentioned in the Act, section 21(2)(a) and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
- (c) the person—
 - (i) has been nominated for membership in accordance with rule 6(1); and
 - (ii) has been approved for membership of the association by the committee of the association; or
- (d) the person –

- (i) has been nominated for life membership in accordance with rule 6(5); and
- (ii) has been approved for life membership of the association by the committee.

6 Nomination for membership

- (1) A nomination of a person for membership of the association—
 - (a) must be made by a member of the association in writing in the form set out in appendix 1; and
 - (b) must be lodged with the secretary of the association.
- (2) As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which must decide whether to approve or to reject the nomination.
- (3) If the committee decides to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the nominee of that approval, in writing.
- (4) The secretary must enter the nominee's name in the register of members and, on the name being so entered in writing, the nominee becomes a member of the association.
- (5) A nomination of a person for life membership of the association—
 - (a) must be made by 2 members of the association in writing; and
 - (b) must be lodged with the secretary of the association.
- (6) As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which must decide whether to approve the nominee as a life member or not.
- (7) The secretary must as soon as practicable after the committee's decision under rule 3(6) notify the nominee of that decision, in writing.

- (8) If the committee decides that the nominee should be a life member of the association, the secretary shall enter the nominee's name in the register of members and, on the name being so entered in writing, the nominee becomes a life member of the association.

7 Membership entitlements not transferable

A right, privilege or obligation that a person has because of being a member of the association—

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

8 Cessation of membership

A person ceases to be a member of the association if the person—

- (a) dies or, for a corporation, is wound up; or
- (b) resigns from membership of the association; or
- (c) is expelled from the association.

9 Resignation of membership

- (1) A member may resign from membership of the association by writing to the secretary giving notice (of not less than 1 week) of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.

- (2) If a person ceases to be a member, the secretary must make a written record in the register of members of the date the member ceased to be a member.

10 Register of members

The secretary must record in writing in the register of members, in respect of every member, the member's name, the date they became a member, the date (if any) they ceased to be a member, their phone number (if any), and any of the member's postal address, email address and internet address.

11 Limit of Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member of a fee or subscription (if any) required to be paid to the association by these rules.

12 Disciplining of members

(1) If the committee 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 the association;

the committee may, by resolution—

- (c) expel the member from the association; or
- (d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.

(2) A resolution of the committee under subrule (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.

(3) If the committee passes a resolution under subrule (1), the secretary must, as soon as practicable, serve a written notice on the member—

- (a) setting out the resolution of the committee and the grounds on which it is based; and
- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and

- (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 committee at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the committee mentioned in subrule (2), the committee must—
 - (a) give to the member mentioned in subrule (1) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subrule (1).
- (5) If the committee confirms a resolution under subrule (4), the secretary 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 rule 13.
- (6) A resolution confirmed by the committee under subrule (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 association confirms the resolution in accordance with rule 13 (4).

13 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under rule 12 (4),

within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

- (2) On receipt of a notice under subrule (1), the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a general meeting of the association called under subrule (2)—
 - (a) no business other than the question of the appeal may be transacted; and
 - (b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present must vote by secret ballot on the question of whether the resolution made under rule 12 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 12 (4), that resolution is confirmed.

Committee

14 Powers of committee

The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting—

- (a) controls and manages the affairs of the association; and

- (b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

15 Constitution and membership

- (1) The committee consists of—
 - (a) the office-bearers of the association; and
 - (b) no more than 4 ordinary committee members; each of whom must be elected under rule 16 or appointed in accordance with subrule (4).
- (2) The office-bearers of the association are—
 - (a) the president; and
 - (b) the treasurer; and
 - (d) the secretary.
- (3) Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.
- (5) The committee must appoint a public officer if the inaugural public officer ceases to be the public officer. Any of the office-bearers or ordinary committee members may also be the public officer of the association.

16 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members —
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) must be given to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.

17 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of their address.
- (2) The secretary must keep minutes of—
 - (a) all elections and appointments of office-bearers and ordinary committee members; and

- (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

18 Treasurer

- (1) The treasurer of the association must—
- (a) collect and receive all amounts owing to the association and ensure all payments made are authorised by the association; and
 - (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

19 Vacancies

For these rules, a vacancy in the office of a member of the committee happens if the member—

- (a) dies; or
- (b) ceases to be a member of the association; or
- (c) resigns the office; or
- (d) is removed from office under rule 20 (Removal of committee members); or
- (e) becomes bankrupt or personally insolvent; or
- (f) suffers from mental or physical incapacity; or
- (g) is disqualified from office under the Act, section 63 (1); or
- (h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

20 Removal of committee members

The association in general meeting may by resolution, subject to the

Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

21 Committee meetings and quorum

- (1) The committee must meet at least 4 times in each calendar year at the place (in person or virtual or both) and time that the committee may decide.
- (2) Additional meetings of the committee may be called by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subrule (3) 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 committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business may be transacted by the committee 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 a time, date and place decided by the president.
- (7) 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.

- (8) At meetings of the committee—
- (a) the president presides; or
 - (b) if the president is absent—1 of the remaining members of the committee chosen by the members present to preside.

22 Virtual meetings and electronic decisions

- (1) The committee may decide that a committee meeting (including an annual general meeting) be held virtually – i.e., by using a method of communication, or a combination of methods of communication, that allows committee members taking part to hear or otherwise know what each other member taking part says without the members being in each other’s presence - or partly virtually.

Examples a phone link, a satellite link, an internet or intranet link, in writing.

- (2) The committee may resolve at a meeting to decide issues between committee meetings by circulation of emails or similar written communications which record issues and decisions. Such decisions should be noted at the following committee meeting.

23 Voting and decisions

- (1) Questions arising at a meeting of the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

General meetings

24 Annual general meetings—holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.
- (2) The association must hold its first annual general meeting—
 - (a) within 18 months after its incorporation under the Act; and
 - (b) within 5 months after the end of the first financial year of the association.
- (3) Subrules (1) and (2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

25 Annual general meetings—calling of and business at

- (1) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.
- (2) 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 committee reports on the activities of the association during the last financial year; and
 - (c) to elect members of the committee, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).

- (3) An annual general meeting must be specified as such in the notice calling it in accordance with rule 27 (Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this part.

26 General meetings—calling of

- (1) The committee may, whenever it considers appropriate, call a general meeting of the association.
- (2) The committee must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the association.
- (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 secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, 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.
- (5) A general meeting called by a member or members mentioned in subrule (4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

27 Notice

- (1) Except if the nature of the business proposed to be dealt with at a

general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by prepaid post or by email or internet posting to each member at the member's address or email address or internet address as the case may be appearing in the register of members, a notice specifying the place (in person or virtual or both), date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary 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 subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (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 rule 25 (2).
- (4) A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28 General meetings—procedure and quorum

- (1) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (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 a day, time and place specified at the time of adjournment by the person presiding at the meeting and communicated by written notice to members given before the day to which the meeting is adjourned.
- (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 3) constitute a quorum.
- (5) The committee may authorise that a general meeting (including an annual general meeting) be held virtually – i.e., by using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence - or partly virtually. **Examples** a phone link, a satellite link, an internet or intranet link, in writing.

29 Presiding member

- (1) The president, or in the absence of the president, another office-bearer agreed by the committee, presides at each general meeting of the association.
- (2) If the president and all office bearers are absent from a general meeting, the members present must elect 1 of their number to preside at the general meeting.

30 Adjournment

- (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.

- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subrules (1) and (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.

31 Making of decisions

- (1) A question arising at a general meeting of the association 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 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 association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, 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.
- (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.

32 Voting

- (1) Subject to subrule (3), on any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 2 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

33 Appointment of proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in appendix 3.

Miscellaneous

34 Funds—source

- (1) The funds of the association must be derived from entrance fees, donations, sales or grants and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, any other sources that the committee decides.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt in writing.

35 Funds—management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the committee decides.
- (2) All payments (whether electronic or by cash, cheque, draft, bill of exchange, promissory note or any other negotiable instrument) must be authorised in writing by any 2 members of the committee, being members of the committee authorised in writing to do so by the committee.

36 Alteration of objects and rules

Neither the objects of the association nor these rules may be altered except in accordance with the Act.

37 Custody of books/records

Subject to the Act, the regulation and these rules, the secretary must keep in their custody or under their control all records, books and other documents relating to the association.

38 Inspection of books/records

Provided a member gives no less than 7 days' written notice to the secretary, the records, books and other documents of the association must be open to inspection by a member of the association at any reasonable hour, free of charge, at a place in the ACT or by electronic access provided in writing by the secretary.

39 Service of notice

For these rules, the association may serve a notice on a member by sending it by prepaid post or by email or internet to the member's address or email address or internet address as the case may be, appearing in the register of members.

Note For how documents may be served, see the *Legislation Act*, pt 19.5.

40 Surplus property

- (1) At the first general meeting of the association, the association must pass a special resolution nominating—
 - (a) another association for the Act, section 92 (1) (a); or
 - (b) a fund, authority or institution for the Act, section 92 (1) (b);
in which it is to vest its surplus property in the event of the dissolution or winding up of the association.

- (2) An association nominated under subrule (1) (a) must fulfil the requirements specified in the Act, section 92 (2).

(Appendix 1 is on next page)

Appendix 1

(see rule 6 (1))

Application for membership of The SIEVX Memorial Association, ACT Incorporated (incorporated under the *Associations Incorporation Act 1991*)

I,
(full name of applicant)

of
(address)

.....apply to become
(occupation)

a member of the incorporated association. If I am admitted as a member, I agree to be bound by the rules of the association for the time being in force.

.....
(Signature of applicant)

Date

I,
(full name)

a member of the association, nominate the applicant, who is personally known to me, for the membership of the association.

.....
(Signature of proposer)

Date

I,
(full name)

a member of the association, second the nomination of the applicant, who is personally known to me, for membership of the association.

.....

(Signature of seconder)

Date

Appendix 2

(see rule 16)

Nomination form for committee

PROPOSER: _____

(Signed) _____

Date _____

SECONDER: _____

(Signed) _____

Date _____

ACCEPTANCE OF NOMINEE:

NOMINEE: _____

(Signed) _____

Date _____

In accordance with the Constitution only members of the association on the register of members are entitled to vote at the AGM. Nominations may be lodged personally or by email with the secretary to (email, address) by (date), i.e., not less than 7 days before the Annual General Meeting.

Appendix 3

(see rule 33 (2))

Form of appointment of proxy

I,
(full name)

of
(address)

a member of The SIEVX Memorial Association ACT Incorporated
appoint

.....
(full name of proxy)

of
.....
(address)

a member of that incorporated association, as my proxy to vote for me on my
behalf at the general meeting of the association (annual general meeting or
other general meeting, as the case may be) to be held on

.....
And at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate)
the resolution (insert details).

.....
(Signature of member appointing proxy)

(*To be inserted if desired.)

Date

Note A proxy vote may not be given to a person who is not a member of the
association.