

**AUSTRALIAN INSTITUTE OF ADMINISTRATIVE LAW INCORPORATED**

**CHAPTER BY-LAWS**

**Interpretation**

1. (1) In these By-laws, unless the context otherwise requires:

"Committee", in relation to a Chapter, means the Committee elected under these By-laws to manage the affairs of the Chapter;

"Executive" means the Executive of the Institute referred to in rule 10 of the Rules;

"financial year" has the meaning given by By-law 15;

"general meeting" means a general meeting of a Chapter;

"member", in relation to a Chapter, means a member of the Chapter;

"officer", in relation to a Chapter, means a member of the Committee of the Chapter;

"organisation" means any body of persons, whether incorporated or unincorporated, and includes a government department or government authority;

"person" includes an organisation;

"Returning Officer" means a Returning Officer appointed as mentioned in By-law 23(3)(c);

"Rules" means Rules of the Institute;

"Secretary", in relation to a Chapter, means the Secretary of the Chapter;

"Treasurer", in relation to a Chapter, means the Treasurer of the Chapter.

(2) In these By-laws, unless the context otherwise requires:

(a) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings; and

(b) words importing a gender include each other gender; and

(c) words in the singular number include the plural and words in the plural number include the singular.

(3) A power conferred by these By-laws may be exercised from time to time as the occasion requires.

**Committee to manage affairs of Chapter**

2. The affairs of a Chapter are to be managed by a Committee elected by the members.

### **Composition of Committee**

3. (1) The Committee are to comprise:
  - (a) a Chairperson;
  - (b) a Secretary;
  - (ba) a Treasurer; and
  - (c) not more than 6 other persons.
- (2) A person is not eligible to hold office as a member of the Committee unless he or she is a member of the Chapter.

### **Election of Committee**

4. (1) The first Committee are to be elected at the first meeting held after the establishment of the Chapter.
- (2) The Committee so elected hold office until the first annual general meeting.
- (3) The Committee (other than the first Committee) are to be elected at each annual general meeting and hold office until the next annual general meeting.
- (4) An officer who is eligible to hold the office concerned may be re-elected.

### **Powers of Committee**

5. Subject to the Rules, these By-laws and any direction from the Executive, the Committee may do any act or thing that they consider necessary or convenient for the purpose of carrying out the objects of the Institute in the prescribed place or prescribed places in respect of which the Chapter has been established.

### **Bank accounts**

6. (1) The Committee may open and keep an account or accounts in the name of the Chapter with a bank or banks in Australia and must at all times keep at least one such account.
- (2) The Treasurer is to receive all money paid to the Chapter and must deposit the money without deduction to the credit of an account referred to in By-law 6(1).
- (3) Subject to By-law 6(4), all payments out of an account referred to in By-law 6(1) must be authorised or confirmed by the Committee and be made by cheque.

- (4) The Committee may establish an imprest system for petty cash payments.
- (5) Cheques must be signed by any 2 members of the Committee.
- (6) Money held by the Chapter on trust must be kept in an account referred to in By-law 6(1) that does not contain any money not held on trust.

### **Finances**

- 7. (1) The Treasurer must keep proper accounts and records of the financial transactions and financial affairs of the Chapter.
- (2) The Committee must not enter into any commitment on behalf of the Chapter that will involve the payment of money by the Chapter unless the sum of the amount payable, and any other amounts payable by the Chapter under commitments previously entered into by the Committee, does not exceed the amount or the total amount of the money standing to the credit of an account or accounts referred to in By-law 6(1) when the commitment is entered into.
- (3) By-law 7(2) does not apply to a commitment involving the payment of money that is held on trust and the reference in that By-law to money standing to the credit of an account does not include a reference to any such money that is held on trust.
- (4) The Treasurer must:
  - (a) give to the Executive, as soon as practicable after the end of:
    - (i) 6 months after the establishment of the Chapter; and
    - (ii) each subsequent 6 months;

a statement setting out all money received or paid by the Chapter during those 6 months; and
  - (b) if requested by the Executive to give to the Executive a statement setting out all money received or paid by the Chapter during any other period - comply with the request as soon as practicable after the request was made.

### **Payments by Executive**

- 8. The Executive may pay to a Chapter such amounts as they determine.

### **Income and Property**

- 9. (1) Any income or property held by a Chapter must be applied solely towards the promotion of the objects of the Institute in such manner as the Committee, subject to any direction of the Executive, determine.

- (2) No part of that income or property:
  - (a) is to be paid or transferred to any member directly or indirectly by way of dividend, bonus or otherwise; or
  - (b) is to be used for the purpose of trading or securing pecuniary profit to any member.
- (3) No member is to be appointed by the Committee to perform any function in respect of which there is payable any remuneration by way of salary, fees or allowances.
- (4) No member is to be paid or given by the Committee any remuneration or other benefit in money or money's worth (other than the reimbursement of expenses incurred on behalf of the Chapter).
- (5) Nothing in this By-law prevents the payment in good faith to a member of remuneration in return for services rendered, or goods supplied, to the Chapter by the member in the ordinary course of business.
- (6) In this By-law, "member" means member of the Institute.

#### **Sub-committees, co-option**

- 10. (1) The Committee may appoint sub-committees of members, whether officers or not, to perform such functions on behalf of the Committee as the Committee think fit and may give directions as to the procedures to be followed by a sub-committee.
- (2) The Committee may:
  - (a) co-opt the services of any person to assist the Committee in the performance of their functions; or
  - (b) authorise a sub-committee to co-opt the services of any person to assist the sub-committee in the performance of their functions;

but a person so co-opted does not have power to vote on any matter being considered by the Committee or the sub-committee.

#### **Vacation of office**

- 11. (1) Subject to By-law 11(2), an office becomes vacant if the officer:
  - (a) becomes of unsound mind; or
  - (b) is convicted of an offence punishable by imprisonment for one year or longer; or

- (c) is absent from more than 3 consecutive meetings of the Committee without the consent of the Committee; or
  - (d) ceases to be a member; or
  - (e) resigns from the office by written notice given to the Chairperson or the Secretary.
- (2) An office does not become vacant under paragraph (1)(a), (b) or (c) until the Committee, after having given to the officer written notice stating that they are proposing to consider declaring the office to be vacant, setting out the matters to which their consideration relates and giving to the officer a reasonable opportunity to make submissions on the matter, declare the office to be vacant.

### **Casual vacancies**

12. (1) The Committee may appoint a member who is eligible to hold the office to any office that becomes vacant before the next annual general meeting.
- (2) The Committee continue to function despite any vacancy in any office referred to in By-law 3 or even if there are no persons holding offices referred to in By-law 3(1)(c).
- (3) A person appointed to an office under this By-law holds office until the next annual general meeting.

### **Meetings of Committee**

13. (1) In this By-law, "meeting" means a meeting of the Committee.
- (2) The Committee are to hold such meetings as are necessary for the efficient performance of their functions.
- (3) The Chairperson:
- (a) may, at any time, convene a meeting; and
  - (b) must, on receipt of a written request signed by at least 2 other officers, convene a meeting.
- (4) The Chairperson is to preside at all meetings at which he or she is present.
- (5) Where the Chairperson is not present at a meeting, the officers present are to choose one of their number to preside.
- (6) At a meeting 3 officers form a quorum.
- (7) Questions arising at a meeting are to be determined by a majority of the votes of the officers present and voting.

- (8) The officer presiding at a meeting has a deliberative vote and, if the votes are equal, also has a casting vote.
- (9) The Secretary is to keep minutes of meetings.
- (10) If a majority of the officers (not being fewer than 3 in number) sign a document containing a statement that they are in favour of a resolution of the Committee in terms set out in the document, a resolution in those terms is to be taken to have been passed at a duly constituted meeting of the Committee held on the day on which the document was signed or, if the officers sign the document on different days, on the day on which the document was last signed by an officer.
- (11) For the purposes of By-law 13(10), 2 or more separate documents containing statements in identical terms each of which is signed by one or more officers are together to be taken to constitute one document containing a statement in those terms signed by those officers on the respective days on which they signed the separate documents.

#### **Disclosure of interests of officers**

- 14. (1) An officer who has a direct or indirect pecuniary interest in a matter being considered or about to be considered by the Committee must, as soon as practicable after the relevant facts have come to the officer's knowledge, disclose the nature of the officer's interest to a meeting of the Committee.
- (2) A disclosure under By-law 14(1) is to be recorded in the minutes of the meeting and the officer must not, unless the Committee otherwise determine:
  - (a) be present during any deliberation of the Committee with respect to that matter; or
  - (b) take part in any decision of the Committee with respect to that matter.
- (3) For the purpose of the making of a determination by the Committee under By-law 14(2) in relation to an officer who has made a disclosure under By-law 14(1), an officer who has a direct or indirect pecuniary interest in the matter to which the disclosure relates must not:
  - (a) be present during any deliberation of the Committee for the purpose of making the determination; or
  - (b) take part in the making by the Committee of the determination.

#### **Financial years**

- 15. The following periods are the financial years of a Chapter:

- (a) the period starting on the day on which the Chapter is established and ending on 30 June next following that day; and
- (b) the period of 12 months next following the period mentioned in paragraph (a); and
- (c) each following period of 12 months.

### **Notices**

16. A notice of a general meeting must contain the date, time and place of meeting and a list of matters (including the text of any motion of which the Secretary has received notice before the notice of the meeting is given) to be considered at the meeting.

### **Quorum and proxies**

17. (1) The quorum at a general meeting is 10 members present in person or by proxy.
- (2) If a quorum is not present, a date (not being later than 14 days after the date fixed for the original meeting) for an alternative meeting, which for the purpose of notices of the meeting is to be treated as a special general meeting, must be fixed by the Committee.
- (3) A member that is an organisation may be represented by any person and, when so represented, is to be taken to be present in person but nothing in this By-law prevents an organisation from appointing a proxy.
- (4) An appointment of a proxy is invalid unless the proxy is a member and is appointed by writing given to the Secretary at or before the start of the meeting.

### **Presiding officer**

18. (1) Subject to this By-law, the Chairperson, or in his or her absence another officer chosen by the Committee, is to preside at a general meeting.
- (2) If at a general meeting neither the Chairperson nor another officer is present within 15 minutes after the time fixed for holding the meeting, the members present must choose one of their number to preside.
- (3) The Returning Officer is to preside at an annual general meeting during the election of officers.

### **Method of voting at general meetings**

19. (1) At a general meeting:
- (a) each member present in person has one vote; and

- (b) each member present by proxy has one vote when a poll is taken.
- (2) Subject to this By-law, voting on a motion moved at a general meeting is to be by a show of hands.
- (3) If a member present in person or by proxy so requests, whether before or after the declaration of the result of the show of hands, voting is to be by poll.
- (4) A request for a poll may be withdrawn.
- (5) This By-law does not apply in relation to an election.

### **Decisions at general meetings**

- 20. (1) Except as otherwise provided in these By-laws, questions at a general meeting are to be decided by a majority of the members present in person or by proxy and voting.
- (2) The member presiding has a deliberative vote only and, if the votes on a question are equal, the question shall be decided in the negative.
- (3) A motion of censure moved at a general meeting in respect of any act or omission of the Committee is not to be taken to have been agreed to unless it is passed by a majority of at least two-thirds of the members present in person or by proxy and voting.
- (4) The member presiding at a general meeting is to determine whether a motion moved at the meeting constitutes a motion of censure.
- (5) This By-law does not apply in relation to an election.

### **Effect of resolutions**

- 21. Resolutions passed at a general meeting are binding on all members whether or not present at the meeting.

### **Minutes**

- 22. The Secretary must keep minutes of general meetings.

### **Annual general meetings**

- 23. (1) The Committee are to hold an annual general meeting during the first 3 months of each financial year at such date, time and place as the Committee determine.
- (2) The Secretary is to give at least 14 days' written notice of an annual general meeting to each member.
- (3) The matters to be considered at an annual general meeting include:

- (a) the report of the Committee for the previous financial year;
- (b) a statement of income and expenditure, and a balance sheet, for the previous financial year;
- (c) the appointment of a Returning Officer for the meeting;
- (d) the election of members of the Committee;
- (e) **[Repealed]**;
- (f) motions of which notice has been given in accordance with By-law 24(1) or the consideration of which is approved in accordance with By-law 24(3).

### **Notices of motion**

24. (1) A member may give to the Secretary, not less than 7 days before the date fixed for the annual general meeting, written notice of a motion that the member intends to move at that meeting.
- (2) Subject to By-law 24(3), a motion may not be moved at an annual general meeting unless notice of the motion has been given in accordance with By-law 24(1).
- (3) By-law 24(2) does not prevent a motion being considered if a majority of not less than two-thirds of the members present in person or by proxy and voting approve.

### **Election of Members of the Committee**

25. (1) The Secretary must call for nominations for election to the Committee by written notice sent to all members at least 14 days before the day on which the annual general meeting is to be held.
- (2) A nomination for any office is invalid unless it is in writing, specifies the office to which the nomination relates and is signed by a proposer and a seconder (each being a member) and the nominee.
- (3) If the number of nominations received for a category of office is equal to the number of vacancies in that category of office, the persons nominated are elected.
- (4) If the number of nominations received for a category of office exceeds the number of vacancies in that category of office, a secret ballot must be held in such manner as the member presiding directs.
- (5) Each member present, in person or by proxy, has one vote in respect of each office that is to be filled.

- (6) If there is only one vacancy in a category of office, the candidate who received the highest number of votes is elected but, if 2 or more candidates received the highest number of votes, the Returning Officer is to decide by lot which of them is elected.
- (7) If there is more than one vacancy in a category of office, the candidate who received the highest number of votes is elected, the candidate who received the next highest number of votes is also elected, and so on, until all the vacancies are filled but, if at any stage in the application of this By-law, 2 or more of the candidates or remaining candidates received the same number of votes and the number of those candidates exceeds the number of vacancies or remaining vacancies, the Returning Officer is to decide by lot which of them is or are elected.

### **Special general meetings**

26. (1) The Secretary must convene a special general meeting upon the receipt of a written request from not fewer than 5 members specifying the particular matter that they wish to have considered at the meeting.
- (2) The meeting must be held within 21 days after the day on which the request was received.
- (3) The Committee may, of their own motion, convene a special general meeting to consider such matters as the Committee determine.
- (4) The Secretary must give at least 7 days' written notice of a special general meeting to each member.
- (5) The matters to be considered at a special general meeting must be confined to the matters specified in the notice of the meeting given to members.

### **Auditor**

27. **[Repealed]**

### **Service of notices**

28. (1) A notice to be given to a member may be sent by pre-paid post:
  - (a) in the case of a member other than an organisation - to the address nominated by the member or, if no address is nominated, to the address of the member last known to the Secretary; or
  - (b) in the case of an organisation - to the address nominated by the organisation or, if no address is nominated:
    - (i) in the case of an organisation being a body incorporated in Australia - the address of its registered office maintained under the law by which it is incorporated; or

- (ii) otherwise - the address of the organisation last known to the Secretary.
- (1A) If a member has notified the Secretary in writing of a facsimile number to which documents can be sent by facsimile transmission, a notice to be given to the member may be sent to the member by facsimile transmission to that number.
  - (1B) If a member has receiving facilities at a place in a document exchange system, a notice to be given to the member may be sent to the member by delivering it to those facilities or by delivering it to another place in that document exchange system for transmission to those facilities.
  - (2) A notice given by post is to be taken to have been given on the second business day after the date on which it is posted.
  - (3) A notice given by facsimile transmission is to be taken to have been given:
    - (a) if transmitted before 5 pm on a day that is a business day in the place to which the notice is transmitted - on that day; or
    - (b) otherwise - on the first business day in that place after the day on which it was transmitted.
  - (4) A notice given by delivery to a place in a document exchange system is to be taken to have been given:
    - (a) if delivered to receiving facilities at that place of the member to whom the notice is to be given - on the first business day in that place after the day on which it was so delivered; or
    - (b) if delivered to that place for transmission to receiving facilities of the member at another place in that document exchange system - on the second business day in that other place after the day on which it was so delivered.

### **Winding up**

29. If, upon the abolition of a Chapter, there remains any money or other property after the satisfaction of its debts:

- (a) in the case of money - it is to be paid to the Treasurer of the Institute and dealt with by the Treasurer of the Institute in accordance with subrule 18(2) of the Rules; or
- (b) in the case of property other than money - it is to be transferred to the custody of the Treasurer of the Institute and dealt with in accordance with the directions of the Executive.