

AUSTRALIAN INSTITUTE OF ADMINISTRATIVE LAW Incorporated

ABN 97 054 164 064 A 1733

PO Box 83, Deakin West, ACT, 2600

Phone: 02 6290 1505 Email: aial@commercemgt.com.au Website: <http://www.aial.org.au>

NOTICE OF 2019 ANNUAL GENERAL MEETING

The Annual General Meeting of the Australian Institute of Administrative Law Incorporated will be held on **Wednesday 27 November 2019 at 5.30pm** at the offices of **Clayton Utz, Level 10, 2 Phillip Law Street, Canberra ACT.**

The meeting is open to all financial members of the Institute. Those members who are unable to attend the meeting but who wish to appoint a proxy may do so on the Form of Proxy attached.

A Nomination Form for candidates seeking to stand for election to the Executive Committee is attached.

Guest Speaker:

Mr Michael Manthorpe PSM, the Commonwealth Ombudsman, will deliver the Michael Will Address prior to commencement of the Annual General Meeting.

Topic: *Being an Ombudsman in 2019.*

The Address will be delivered immediately prior to the AIAL AGM and is open to all members of the AIAL and to any interested members of the public. It is not necessary to register for the Seminar and admission is free.

Parking

Free parking may be available on Marcus Clark Street or Phillip Law Street.
Paid parking is available in the Nishi Building in Phillip Law Street.

Sue Hart
AIAL Business Manager

1 November 2019

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Incorporated

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The 2019 Annual General Meeting of the Australian Institute of Administrative Law
Offices of Clayton Utz, Level 10, 2 Phillip Law Street, Canberra ACT

Wednesday 27 November 2019 at 5.30pm

AGM AGENDA

- 1. Welcome**
- 2 Attendance and Apologies**
- 3 Minutes of previous Annual General Meeting – 14 November 2018**
- 4 Matters arising from the Minutes**
- 5 Executive Committee Report**
The President of the Institute, Gary Humphries, will present a report on the Executive Committee's activities over the previous year.
- 6 Treasurer's Report**
The Treasurer of the Institute, Peter Sutherland, will present audited financial statements for the Institute in the 2018-2019 financial year.
- 7 Appointment of Auditor**
- 8 Election of AIAL National Executive Committee**
- 9 Proposed Amendment to the AIAL Rules**
A special resolution for amendment of the Institute's Rules to correct some technical issues will be considered. A copy of that Special Resolution is attached.
- 10 Membership Fees**
A Resolution under Rule 7(1) to increase membership fees will be considered. A copy of that resolution is attached.
- 11 Notices of Motion**
Any notices of motion given pursuant to Rule 28 will be considered.

AUSTRALIAN INSTITUTE OF ADMINISTRATIVE LAW INC

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NOTICE OF SPECIAL RESOLUTION TO AMEND THE AIAL RULES

The following special resolution to amend the Rules of the Institute will be moved at the Annual General meeting of the Australian Institute of Administrative Law to be held at 5.30pm on Wednesday 27 November 2019.

Mover: Peter Sutherland, Treasurer **Seconded:** Gary Humphries, President

Special Resolution:

That the Rules of the Australian Institute of Administrative Law be amended as annotated in the copy of the Rules circulated with this Notice of Special Resolution for the 2019 AGM, and discussed below.

Details of Amendments:

1. Rule 6(7) concerning the Register of Members is amended to reflect amendments to the *Associations Incorporation Act 1991* (ACT) (the Act).
2. New rule 8A "Dispute resolution procedure" is inserted to meet a new requirement in the Act for this clause.
3. Rule 9 "Cancellation of membership" is amended to reflect new procedural requirements for disciplining of members.
4. Rule 13(1)(e) is amended as the Act now provides that a notice of resignation from office may be given to the public officer.
5. New rule 15A "Duties of officers" signposts new sections in the Act which specify the duties of a Committee member.
6. Rule 16 is amended and new rule 16A "Matter on which officer has material personal interest" is inserted into the Rules to reflect new provisions for conflict of interest in the Act.

Note: These sections are a requirement of the Act and cannot be amended to a different form.

7. Rule 31 is amended to reflect changed provisions in the Act for the public officer.
8. Rule 32 is amended to reflect the requirement in the Act that the National Executive is responsible for ensuring an auditor is appointed.

Explanation of the Proposed Amendments:

Part 2 of the *Red Tape Reduction Legislation Amendment Act 2016* (ACT) amended the *Associations Incorporation Act 1991* (ACT) on 1 July 2019. The principal amendments were:

- Improving clarity on governance matters, including resignation process for committee members, updated disclosure of interest provisions, requirement for dispute resolution procedures, and describing duties of Committee members;
- Removal of the general prohibition of "trade" in the objects and activities of an Association;
- Changes to information holding provisions including providing for email;
- Introducing alternatives to the use of a common seal;
- Streamlining reporting for charities registered with the ACNC;
- New Part V concerning finance and audit requirements.

The proposed amendments to the AIAL Rules implement changes relevant to the Institute, particularly some important new provisions for dispute resolution, expulsion of members, duties of Committee members and conflicts of interest.

AUSTRALIAN INSTITUTE OF ADMINISTRATIVE LAW INCORPORATED - A1733

RULES

PART 1 - GENERAL

Name

1. There is established in accordance with these Rules an association by the name "Australian Institute of Administrative Law Incorporated".

Interpretation

2.(1) In these Rules, unless the context otherwise requires:

"Associations Incorporation Act" means the *Associations Incorporation Act 1991* of the Territory;

"books" includes documents and securities;

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

"financial year" means the period from 1 July in a year to 30 June in the following year;

"Institute" means the association established in accordance with these Rules and incorporated under the Associations Incorporation Act;

"member" means a member of the Institute;

"officer" means an officer referred to in subrule 10(2);

"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 paragraph 27(3)(c);

"special resolution" means a resolution which:

- (a) is passed at a general meeting of the Institute 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
- (b) is passed by at least three-quarters of those members of the Institute who, being entitled to vote, vote at the meeting in person or by proxy;

"Territory" means the Australian Capital Territory.

(2) In these Rules, 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;
 - (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 Rules may be exercised from time to time as the occasion requires.

Objects

3. The objects of the Institute are:

- (a) to promote knowledge of and interest in administrative law;
- (b) to provide a forum for the exchange of information and opinions on aspects of administrative law and administrative practices among persons involved in, affected by, or interested in, administrative law or administrative practices;
- (c) to disseminate information about administrative law and, in particular, current developments in administrative law;
- (d) to publish and encourage the publication of papers, articles and commentaries about administrative law;
- (e) to promote lectures, seminars and conferences about administrative law;
- (f) to make and disseminate reports, commentaries and submissions on aspects of administrative law and administrative practices; and
- (g) to co-operate with institutions of academic learning, and with other persons having an interest in administrative law or administrative practices, in promoting the objects referred to in paragraphs (a) to (f).

Powers

4. In addition to the powers conferred on the Institute under the Associations Incorporation Act, the Institute has all such powers as are necessary or convenient to carry out its objects and, in particular, power:

- (a) to enter into contracts;
- (b) to construct, maintain and alter any buildings or works;
- (c) to draw, make, accept, endorse, discount and issue bills of exchange, promissory notes, cheques and other negotiable instruments;
- (d) to invest money of the Institute not immediately required for any of its objects in any manner in which trustees are authorised by law to administer money held on trust;

- (e) to establish and support, or aid in the establishment and support of, associations, institutions, funds, trusts and schemes for the purpose of benefiting employees or past employees of the Institute and their dependants and to make payments towards insurance for any of those purposes;
- (f) to acquire a library of books and periodicals about administrative law and administrative practices;
- (g) to make gifts to institutions engaged in the teaching of, or research into, administrative law or administrative practices and to make grants or award scholarships and prizes to persons who are, or have been, studying, teaching or engaging in research at such institutions;
- (h) to solicit and accept gifts, grants, devises and bequests, whether on trust or otherwise, and to act as trustee of money or other property vested in the Institute on trust;
- (i) to employ staff;
- (j) to engage consultants; and
- (k) to appoint agents and attorneys.

Income and property

5.(1) The income and property of the Institute must be applied solely towards the promotion of the objects of the Institute in the manner determined by the Executive.

(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 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 any remuneration or other benefit in money or money's worth (other than the reimbursement of expenses incurred on behalf of the Institute).

(5) Nothing in this rule prevents the payment in good faith to a member of remuneration in return for services rendered, or goods supplied, to the Institute by the member in the ordinary course of business.

PART 2 - MEMBERSHIP AND FEES

Membership

6.(1) Any person who is interested in the objects of the Institute is eligible for membership of the Institute.

(2) A person who wishes to become a member may lodge with the Secretary a written application accompanied by the relevant membership fee.

(3) The Executive may, in their discretion, admit the applicant to membership or refuse the application

(3A) The Executive may admit a person to honorary membership.

(4) Subject to these Rules, the following persons are members of the Institute:

- (a) the persons who were present at the meeting that adopted these Rules and voted in favour of the adoption; and
- (b) any persons who, after the adoption of these Rules, are admitted to membership by the Executive.

(5) Subject to subrule (5A), a person (other than an honorary member) ceases to be a member if the person does not pay the membership fee by the due date.

(5A) The Executive may, in special circumstances, extend the due date (whether or not the due date has already passed).

(6) Where a person who ceased to be a member because of subrule (5) pays the membership fee that the person had previously failed to pay, the Executive may, in their discretion, readmit the person to membership without the person having to make a fresh application or resolve that the person is to be taken not to have ceased to be a member.

(7) ~~The Secretary is to keep a~~ Institute must keep and maintain a register of members which contains the following information about each person who is a member of the Institute: ~~membership register in which the names and addresses of members are to be recorded.~~

- ~~(a) the person's name and contact details;~~
- ~~(b) the class of membership of the person;~~
- ~~(c) the date the person became a member of the Institute;~~
- ~~(d) anything else prescribed by regulation.~~

~~(7A) A member of the Institute may apply to the Executive to allow the member to inspect the register of members. The inspection is to be conducted in accordance with section 67A (Inspection of register of members) and section 67B (Restriction of access to personal information) of the Associations Incorporation Act.~~

(8) In this rule:

“due date”, for a financial year, means:

- (a) 31 October; or
- (b) in the first year of a person's membership, the end of the 3 month period commencing on the day on which the person became a member.

Membership fees

7.(1) The membership fees for a financial year are the amounts that the members determine from time to time at an annual general meeting for the following classes of members:

- (A) an organisation;
- (B) an individual (other than a student or a person who is not engaged in paid employment); or

(C) a student or a person who is not engaged in paid employment; or

(D) a library.

(2) Membership of the Institute as a student or a person not engaged in paid employment will not entitle the person to receive copies of the published proceedings of the annual Administrative Law Forum free of charge but such persons will be able to purchase those publications at a reduced rate.

(3) Membership of the Institute as a library will entitle the library to receive copies of all publications provided to other members of the Institute but will not entitle the library to any of the other membership entitlements.

(4) If a person (other than a person who ceased or last ceased to be a member by virtue of subrule 6(5)) becomes a member within 6 months before the end of a financial year, the membership fee payable by that person in respect of that financial year is one-half of the membership fee that would otherwise be payable by that person.

Resignation

8.(1) A member may resign from membership by written notice to the Secretary.

(2) Resignation of a member does not prejudice the right of the Institute to recover from the person who resigned any debt owed by the person to the Institute, or any money or other property of the Institute held by the person, at the date of resignation.

Dispute resolution procedure

8A.(1) Where a dispute arises under the Associations Incorporation Act or these Rules between a member and another member, or between a member and the Institute, the Executive must establish a dispute resolution procedure to assist in resolution of the dispute. The procedure must comply with the rules of natural justice.

(2) A member may appoint any person to act on behalf of the member in the dispute resolution procedure.

(3) In applying the dispute resolution procedure, the Executive must ensure that:

(a) each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute; and

(b) the outcome of the dispute is determined by an unbiased decision-maker; and

(c) the decision-maker notifies each party to the dispute, in writing, about the decision and gives reasons for the decision; and

(d) to the extent that doing so is compatible with paragraphs (a) to (c), the dispute resolution procedure is completed as soon as is reasonably practicable; and

(e) the dispute resolution procedure includes an appeal process.

(4). If a member has initiated a dispute resolution procedure in relation to a dispute between the member and the Institute, the Institute must not take cancellation action under rule 9 against the member, or their representative under subsection (2), until the dispute resolution procedure has been completed.

Cancellation of membership

9.(1) The Executive may cancel the membership of a member who in the opinion of the Executive has acted in a way contrary to the best interests of the Institute.

(2) Before the Executive decide whether to cancel the membership of a member, they must give to the member written notice stating that they are considering whether to cancel the membership of the member, setting out the grounds upon which the cancellation action against the member is proposed to be taken ~~matters to which their consideration relates~~ and giving to the member an opportunity to be heard in relation to the matter ~~reasonable opportunity to make any explanation or comment~~.

(3) The Executive must notify the member, in writing, about their decision and give reasons for the decision. ~~Written notice of a decision of the Executive under this rule is to be given by the Secretary to the member.~~

(4) A member aggrieved by a decision of the Executive under this rule may request the Secretary in writing to convene a special general meeting to review the decision.

(5) Cancellation of membership does not prejudice the right of the Institute to recover from the person whose membership was cancelled any debt owed by the person to the Institute, or any money or other property of the Institute held by the person, at the date of cancellation.

PART 3 - MANAGEMENT

Executive

10.(1) The management and control of the affairs and property of the Institute are vested in the Executive.

(2) The following officers comprise the Executive:

(a) a President;

(b) 2 Vice-Presidents;

(c) a Secretary;

(d) a Treasurer; and

(e) not more than 10 other officers.

(3) A person is not eligible to hold office as an officer unless he or she is a member.

Tenure of office

11.(1) The Executive are to be elected at each annual general meeting and hold office, subject to these Rules, until the next annual general meeting.

(2) An officer who is eligible to hold the office concerned may be re-elected.

Powers of Executive

12.(1) The Executive may, on behalf of the Institute, do any act or thing that they consider necessary or convenient for the purpose of carrying out the objects of the Institute, other than an act or thing that, under these Rules, is required to be done by a general meeting.

(2) The Executive must ensure that the provisions of the Associations Incorporation Act are complied with in relation to the Institute.

(3) The following subrules do not limit the generality of subrule (1).

(4) The Executive may appoint committees of members, whether officers or not, to perform such functions on behalf of the Executive as the Executive think fit and may give directions as to the procedures to be followed by a committee.

(5) The Executive may:

(a) co-opt the services of any person to assist the Executive in the performance of their functions; or

(b) authorise a committee to co-opt the services of any person to assist the 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 Executive or the committee.

Vacation of office

13.(1) Subject to subrule (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 Executive without the consent of the Executive; or

(d) ceases to be a member; or

(e) resigns from the office by written notice given to the President, a Vice-President, the Secretary or the public officer.

(2) An office does not become vacant under paragraph (a), (b) or (c) until the Executive, 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

14.(1) The Executive 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 Executive continue to function despite any vacancy in any office referred to in paragraphs 10(2)(a) to (d) or even if there are no persons holding offices referred to in paragraph 10(2)(e).

(3) Where an office is not filled at the meeting that adopts these Rules or an annual general meeting, the Executive may at any time before the next annual general meeting appoint to the office a member who is eligible to hold the office.

(4) A person appointed to an office under this rule holds office, subject to these Rules, until the next annual general meeting.

Meetings of Executive

15.(1) In this rule, "meeting" means a meeting of the Executive.

(2) The Executive are to hold such meetings as are necessary for the efficient performance of their functions.

(3) The President:

(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 President is to preside at all meetings at which he or she is present.

(5) Where the President is not present at a meeting:

(a) a Vice-President is to preside or, if both Vice-Presidents are present, one of them chosen by the officers present is to preside; or

(b) if neither Vice-President is present, the officers present are to choose one of their number to preside.

(6) At a meeting 5 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 5 in number) sign a document containing a statement that they are in favour of a resolution of the Executive in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a duly constituted meeting of the Executive 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 subrule (10), 2 or more separate documents containing statements in identical terms each of which is signed by one or more officers shall together be deemed 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.

Duties of officers

15A.(1) An officer of the Institute must exercise the officer's functions and discharge the officer's duties in accordance with Division 4.2 of the Associations Incorporation Act, which comprises section 66A (Duty of care and diligence), section 66B (Duty of good faith and proper purpose), section 66C (Use of position), and section 66D (Use of information).

Disclosure of material personal interests of officers

16.(1) If an officer has a material personal interest in a matter being considered at an Executive meeting, the officer must:

- (a) as soon as the officer becomes aware of the interest, disclose the nature and extent of the interest to the Executive; and
- (b) disclose the nature and extent of the interest at the next general meeting of the Institute.

(2) Subsection (1) does not apply in relation to a material personal interest:

- (a) that exists only because the officer:
 - (i) is an employee of the Institute; or
 - (ii) is a member of a class of people for whose benefit the Institute is established; or
- (b) that the officer has in common with all, or a substantial proportion of, the members of the association.

(3) A disclosure of a material personal interest required by subsection (1) must give details of:

- (a) the nature and extent of the interest; and
- (b) the relation of the interest to the activities of the Institute.

(4) The details mentioned in subsection (3) must be recorded in the minutes of the Executive meeting at which the disclosure is made.

Matter on which officer has material personal interest

16A.(1) An officer who has a material personal interest in a matter being considered at an Executive meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter.

(2) Subsection (1) does not apply in relation to a material personal interest:

- (a) that exists only because the officer belongs to a class of people for whose benefit the Institute is established; or
- (b) that the officer has in common with all, or a substantial proportion of, the members of the Institute.

(3) If there are not enough officers to form a quorum to consider a matter because of subsection (1):

- (a) 1 or more officers (including those who have a material personal interest in the matter) may call a general meeting; and
- (b) the general meeting may pass a resolution to deal with the matter.

~~16.(1) An officer who has a direct or indirect pecuniary interest in a matter being considered or about to be considered by the Executive 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 Executive.~~

~~(2) — A disclosure under subrule (1) is to be recorded in the minutes of the meeting and the officer must not, unless the Executive otherwise determine:~~

~~(a) — be present during any deliberation of the Executive with respect to that matter; or~~

~~(b) — take part in any decision of the Executive with respect to that matter.~~

~~(3) — For the purpose of the making of a determination by the Executive under subrule (2) in relation to an officer who has made a disclosure under subrule (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 Executive for the purpose of making the determination; or~~

~~(b) — take part in the making by the Executive of the determination.~~

PART 4 - FINANCE

Source of association funds

17. The Institute may derive funds from member's subscriptions and contributions, grants and donations, fees for services provided, charges for activities and any other lawful source.

Management of funds

18.(1) The Executive shall cause to be opened with such bank or banks as the Executive selects a banking account or accounts in the name of the Institute into which all moneys received shall be paid as soon as possible after receipt.

(2) No cheques shall be drawn on the Institute's bank account or accounts except for the payment of expenditure that has been authorised by the Executive, either generally, by approval of a budget, or specifically, by authorisation of that item of expenditure.

(3) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by such persons as the Executive shall from time to time nominate for that purpose.

(4) The Executive may establish an imprest system for petty cash payments.

Books of account

19. The Treasurer shall keep proper accounts and records of the financial transactions and financial affairs of the Institute.

PART 5 - GENERAL MEETINGS

Notices

20. 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

21.(1) The quorum at a general meeting is 20 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 Executive.

(3) A member that is an organisation may be represented by any person and, when so represented, shall be taken to be present in person but nothing in this subrule 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

22.(1) Subject to this rule, the President, or in his absence a Vice-President chosen by the Executive, is to preside at a general meeting.

(2) If at a general meeting neither the President nor a Vice-President 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

23.(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 rule, 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 rule does not apply in relation to an election.

Decisions at general meetings

24.(1) Except as otherwise provided in these Rules, questions at a general meeting shall 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 Executive 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 rule does not apply in relation to an election.

Effect of resolutions

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

Minutes

26. The Secretary shall keep minutes of general meetings.

General meetings

26A.(1) The Executive may, at any time, convene a general meeting of members.

(2) Except as otherwise provided in these rules, the Secretary must give at least 14 days' written notice of a general meeting to each member.

Annual general meetings

27.(1) The Executive must, once in each calendar year, hold an Annual General Meeting at such date, time and place as the Executive determines (being within the period of 5 months beginning at the end of the Institute's most recently ended financial year).

(2) The Secretary is to give at least 21 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 Executive for the previous financial year;

(b) an audited statement of income and expenditure, and an audited balance sheet, for the previous financial year;

(c) the appointment of a Returning Officer for the meeting;

- (d) the election of officers;
- (e) the appointment of an auditor; and
- (f) motions of which notice has been given in accordance with subrule 28(1) or the consideration of which is approved in accordance with subrule 28(3).

Notices of motion

28.(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 subrule (3), a motion may not be moved at an annual general meeting unless:

(A) notice of the motion has been given in accordance with subrule (1); and

(B) in the case of a motion for amendment of these Rules - the notice given under subrule 27(2) sets out the terms of the motion and states that it is proposed to move the motion at the meeting as a special resolution.

(3) Subrule (2) does not prevent a motion (other than a motion for amendment of these Rules) 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 officers

29.(1) The Secretary must call for nominations for election to the Executive 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 subrule 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

30.(1) The Secretary must convene a special general meeting when requested to do so under subrule 9(4) or upon the receipt of a written request from not fewer than 10 members specifying the particular matter that they wish to have considered at the meeting.

(2) The meeting must be held within 28 days after the day on which the request was received.

(3) The Executive may, of their own motion, convene a special general meeting to consider such matters as the Executive determine.

(4) The Secretary must give at least 21 days' written notice of a special general meeting to each member.

(4A) The notice must set out the terms of any motion proposed to be moved at the special general meeting and must state that it is proposed to move the motion as a special resolution.

(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.

Public officer

31.(1) ~~The Executive must ensure that there is at all times, for the purposes of the Associations Incorporations Act, a public officer of the Institute, being a person who is a resident of the Territory. Where a vacancy occurs in the office of the public officer, the Executive must, within 14 days after the vacancy occurred, appoint a person who resides in the Territory to fill the vacancy.~~

(2) A person who is the public officer of the Institute ceases to be that public officer if he or she ceases to reside in be a resident of the Territory, or in one of the other circumstances listed in paragraphs (a) to (h) of section 64(2) of the Associations Incorporation Act.

Auditor

32.(1) ~~The meeting that adopts these Rules and e~~Each annual general meeting must confirm the appointment of appoint an auditor recommended by the Executive.

(2) If the position of auditor is not confirmed at an filled at the meeting that adopts these Rules or at an annual general meeting, or becomes vacant before the next annual general meeting, the Executive may appoint an auditor.

(3) An auditor holds office, subject to this rule, until the next annual general meeting.

(4) Subject to subrule (5), a person is not eligible to be auditor unless he or she is a qualified accountant and is not a member.

(5) A firm of qualified accountants none of whom is a member may be appointed as auditor.

(6) An auditor ceases to hold office if:

(a) the auditor resigns from office by written notice to the Secretary; or

- (b) the auditor ceases to be eligible to be auditor.

PART 5A - STATE OR TERRITORY CHAPTERS

Executive may establish Chapters

32A.(1) In this rule, "prescribed place" means a State of the Commonwealth of Australia or a Territory referred to in section 122 of the Constitution of the Commonwealth of Australia.

(2) The Executive may establish a Chapter of the Institute in respect of a prescribed place or prescribed places, and may abolish a Chapter so established.

(3) A Chapter consists of the members who reside in the place, or one of the places, in respect of which the Chapter is established.

Chapters to be managed in accordance with by-laws

32B.(1) The power of the Executive under rule 36 to make by-laws extends to making by-laws for the management of the affairs of a Chapter, including the winding up of the affairs of a Chapter that has been abolished.

(2) Without limiting the generality of subrule (1), by-laws made for the purposes of that subrule may provide for:

(a) the election of a committee to manage the affairs of a Chapter; and

(b) the opening, keeping and operation of a bank account for the purposes of the Chapter.

(3) A bank account kept for the purposes of a Chapter in accordance with the by-laws is an account for the purposes of subrule 18(1) but subrules 18(2), (3) and (4) do not apply in relation to such an account.

(4) The financial transactions and financial affairs of a Chapter form part of the financial transactions and financial affairs of the Institute.

PART 5B - THE NATIONAL COUNCIL

National Council

32.C(1) There is to be a National Council of the Institute.

(2) The National Council consists of:

(a) the officers; and

(b) 2 representatives of each Chapter of the Institute.

(3) A representative of a Chapter:

(a) is to be a member appointed by the committee managing the affairs of the Chapter; and

(b) holds office until:

- (i) he or she resigns as a representative of the Chapter; or
- (ii) his or her appointment is terminated by that committee; or
- (iii) he or she ceases to be a member;

whichever first occurs.

Functions of National Council

32D. The functions of the National Council are:

- (a) to make recommendations to the annual general meeting of the Institute as to the membership fees; and
- (b) to recommend to the Executive the proportion (if any) of membership fees that should be remitted to the Chapters of the Institute; and
- (c) to make suggestions and recommendations to the Executive:
 - (i) as to how the funds of the Institute should be used; and
 - (ii) as to the future directions of the Institute.

Meetings of the National Council

32E.(1) The President may, at any time, convene a meeting of the National Council.

(2) The President must convene at least one meeting of the National Council (the **annual meeting**) in each financial year.

(3) The President must try to ensure that, if the Institute holds one or more administrative law forums in a financial year, the annual meeting for that financial year is held at the place at which, and during the period in which, the forum or one of the forums is held.

(4) The President must convene a meeting of the National Council if requested to do so by the Executive or at least 3 Chapters.

(5) At a meeting of the National Council other than the annual meeting, any member of the National Council may participate by the telephone or other means of communication, and a member who so participates is taken to be present at the meeting.

Notices

32F. A notice of a meeting of the National Council must contain the date, time and place of the meeting and a list of matters to be considered at the meeting.

Quorum and proxies

32G.(1) The quorum at a meeting of the National Council is 5 members of the National Council (including at least one representative from each of 2 Chapters of the Institute) present in person or by proxy.

(2) An appointment of a proxy is invalid unless the proxy is a member of the Institute and is appointed by oral or written notice given to the Secretary at or before the start of the meeting.

Presiding officer

32H.(1) The President is to preside at any meeting of the National Council at which he or she is present.

(2) If the President is not present at a meeting of the National Council, the members of the National Council present are to choose one of their number to preside.

Voting

32I.(1) Questions arising at a meeting of the National Council are to be determined by a majority of the votes of the members of the National Council present, in person or by proxy, and voting.

(2) At a meeting of the National Council, each member of the National Council present, in person or by proxy, has a deliberative vote and, if the votes are equal, the person presiding also has a casting vote.

Minutes

32J. The Secretary is to keep minutes of meetings of the National Council.

PART 6 - MISCELLANEOUS

Service of notices

33.(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 company 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.

(1C) If a member has notified the Secretary in writing of an email address to which documents can be sent to them by email, a notice to be given to the member may be sent to the member by email to that email address.

(2) A notice given by post is to be taken to have been given on the second business day after the day on which it is posted.

(3) A notice given by facsimile transmission is taken to have been given:

(a) if transmitted before 5pm on a day that is a business day in the place to which the document is transmitted - on that day; or

(b) otherwise - on the first business day 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 after the day on which it was so delivered; or

(b) otherwise - on the second business day after the day on which it was delivered to a place in that document exchange system.

(5) A notice given by email is taken to have been given:

(a) if transmitted before 5pm on a day that is a business day in the place to which the document is transmitted - on that day; or

(b) otherwise - on the first business day after the day on which it was transmitted.

Common seal

34.(1) The common seal of the Institute must be kept in the custody of a person specified for that purpose by the Executive.

(2) The common seal must not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal shall be attested by the signatures of two Executive members.

Custody of books

34A.(1) The Secretary is to have custody of any books of the Institute other than books referred to in subrule (2).

(2) The Treasurer is to have the custody of any books of the Institute that he or she is required to keep under rule 19 or any books relating to financial matters.

Inspection of books

34B. A member is entitled, upon reasonable notice to the Secretary or Treasurer, to inspect at any reasonable time any books of the Institute in the custody of the Secretary or Treasurer, as the case may be.

Personal indemnity

35. The Institute is required to indemnify any member in respect of any liability incurred by the member, with the authority of the Executive, on behalf of the Institute.

By-laws

36.(1) The Executive may, subject to this rule, make by-laws, not inconsistent with these Rules, for the internal management of the Institute and may at any time alter or revoke by-laws so made.

(2) Any by-laws made under subrule (1) are, until altered or revoked, as valid and binding on the Institute and on the members as if they were contained in these Rules.

(3) The Secretary must give written notice of the making, alteration or revocation of a by-law under subrule (1) to all members of the Institute.

(4) Subject to subrule (5), a by-law comes into force at the end of 14 days after the day on which the notice is given.

(5) Where the Secretary receives within the period referred to in subrule (4) a request under subrule 30(1) to convene a special general meeting for the purpose of altering or revoking the by-law, the by-law does not come into force as mentioned in that subrule but:

- (a)** if the meeting does not alter or revoke the by-law - the by-law comes into force at the end of the meeting; or
- (b)** if the meeting alters the by-law - the by-law as altered comes into force at the end of the meeting; or
- (c)** if the by-law is revoked by the meeting - the by-law is to be taken never to have been made.

Access to Rules and by-laws

37. The Secretary is to give a copy of these Rules and the by-laws to any member upon receiving a written request from the member.

PART 7 - AMENDMENT AND WINDING UP

Amendment of Rules

38.(1) These Rules may be amended by special resolution in accordance with this rule and not otherwise.

(2) A motion to amend these Rules must:

- (A)** be passed at an annual general meeting, or a special meeting convened for that purpose only; and
- (B)** be passed at that meeting by at least three-quarters of the members present in person or by proxy and voting; and
- (C)** be a motion of which written notice has been given to members by the Secretary at least 21 days before the date of the meeting.

Winding up

39.(1) The Institute may be wound up if a special resolution to that effect is passed at a special general meeting convened for that purpose only by a majority of not less than three-quarters of the members present in person or by proxy and voting.

(1A) No member or former member is required to contribute towards:

- (A) payment of the debts or liabilities of the Institute; or
- (B) the costs, charges and expenses of the winding up of the Institute;

but this subrule does not affect any obligation of a person to pay a debt owed by that person to the Institute or to account for any money or other property of the Institute held by that person.

(2) If, upon the winding up of the Institute, there remains any money or other property after the satisfaction of its debts, that money or other property must not be distributed in any way among or for the benefit of members but, subject to the Associations Incorporation Act, is to be disposed of by way of gift or otherwise to such organisation having similar objects to the Institute as is determined by the members present in person or by proxy at the meeting that passed the resolution for the winding up, or, if those members determine that there is no such organisation, to such public educational institution as those members determine.

AIAL Rules as amended on 14 November 2014

AUSTRALIAN INSTITUTE OF ADMINISTRATIVE LAW

Incorporated

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NOTICE OF RESOLUTION TO INCREASE MEMBERSHIP FEES FOR 2020/2021

The following resolution to increase membership fees will be moved at the Annual General meeting of the Australian Institute of Administrative Law to be held at 5.30pm on Wednesday 27 November 2019.

Resolution

1. Membership fees

7.(1) The membership fees for a financial year are the amounts that the members determine from time to time at an annual general meeting for the following classes of members

- (a) an organisation;
- (b) an individual (other than a student or a person who is not engaged in paid employment);
- (c) a student or a person who is not engaged in paid employment;
- (d) a library.

It is proposed to increase membership fees for the 2020/2021 financial year from \$110.00pa to \$120.00pa for individuals, from \$330.00pa to \$365.00pa for organisations, from \$45.00pa to \$50.00pa for students or those not engaged in paid employment, and from \$140.00pa to \$155.00pa for libraries.

Moved: Peter Sutherland, Treasurer

Seconded: Gary Humphries, President

Rationale:

It was proposed at the 2018 AGM that the AIAL membership fees be increased by approximately 10% for the following three financial years (2019-20; 2020-21; 2021-22) so that the income from membership fees is in balance with the cost of administration of the Institute and the cost of providing a print copy of the *AIAL Forum* to each financial member as part of their membership subscription. The student membership fee provides access to an electronic copy of the *AIAL Forum* but does not include a print copy.

AUSTRALIAN INSTITUTE OF ADMINISTRATIVE LAW

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NOMINATIONS FOR POSITIONS ON THE AIAL EXECUTIVE COMMITTEE

Pursuant to Rule 29(1) of the Rules of the Australian Institute of Administrative Law, nominations are called for the following positions on the Executive Committee of the Institute, which will become vacant at the Annual General Meeting, to be held on Wednesday 27 November 2019:

President

Vice-Presidents (two positions)

Secretary

Treasurer

Officers (up to eight positions)

Nominations should be made on the form below and, where possible, should be forwarded to the AIAL Secretariat by Monday 25 November 2019. Nominations close immediately before the commencement of the Annual General Meeting.

Sue Hart
AIAL Business Manager

NOMINATION FORM

Position:

Name of nominee:

Signature:.....

Proposed by:.....

Signature:.....

Seconded by:.....

Signature:.....

AUSTRALIAN INSTITUTE OF ADMINISTRATIVE LAW
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AIAL FORM OF PROXY

I,,
a member of the Australian Institute of Administrative Law, am unable to attend the
2019 Annual General Meeting of the Institute, to be held at the offices of Clayton Utz,
Level 10, 2 Phillip Law Street, Canberra ACT on Wednesday 27 November 2019.

I appoint or, failing him/her, the person presiding at
the meeting, to be my proxy to attend the meeting and to vote on my behalf.

Name: _____

Address: _____

Telephone: _____

Signed: _____

Date: _____