CONSTITUTION AND RULES

October, 2010

AUSTRALIAN ASSOCIATION OF SPECIAL EDUCATION INC

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ARTICLE 1 Name

1.1 The name of the association shall be *The Australian Association of Special Education Inc*, hereinafter referred to as either *"the association"*, *"AASE"*, *"AASE National"* or *"National level"*.

1.2 The association shall be incorporated in the Australian Capital Territory in accordance with the Associations Incorporation Act 1991 (ACT), hereinafter referred to as "the Act".

1.3 The name of the association at Australian state or territory level will be *"The Australian Association of Special Education Inc <state/territory> Chapter, hereinafter referred to as "AASE Chapter" or "Chapter" (eg. in Victoria the association will be named: "The Australian Association of Special Education Inc Victorian Chapter").*

1.4 The name of the association at regional or local area within a chapter shall be "The Australian Association of Special Education Inc <local area> Branch <state/territory> Chapter", hereinafter referred to as "Branch", "regional" or "local area".

ARTICLE 2 Aims

2.1 The Australian Association of Special Education Inc is the national peak body of professionals, other paraprofessionals and community members with expertise and/or interest in the education of children and young people with special education needs.

The key aims of AASE are to:

a) Provide educational leadership to the professional and wider community

b) Advocate for quality education for all

c) Commission, participate in and disseminate quality research to inform educational practice

d) Arrange, promote and facilitate high quality professional learning events and conferences

e) Coach, mentor and model best practice in teaching and leadership

f) Build partnerships with universities, service providers and the community

g) Actively influence policy and decision making

ARTICLE 3 Structure

3.1 AASE will operate at three levels:

(a) National, by means of a National Council, National Council Executive and the general members (National Councillors) of National Council at general meeting; The National Council, subject to the Act, the Regulations, this constitution and rules, and to any resolution passed by AASE in general meeting:

(i) will control and manage the affairs of AASE;

(ii) may exercise all such functions as may be exercised by AASE other than those functions that are required by this constitution and rules to be exercised by AASE in general meeting; and

(iii) has power to perform all such acts and do all such things as appear to the National Executive to be necessary or desirable for the proper management of the affairs of AASE.

(b) State or territory, by means of a Chapter comprising all members in that state or territory to pursue the aims of AASE at state or territory level; and

(c) Regional or local, by means of Branches of a Chapter. Branches of Chapters of the AASE may be established to pursue the aims of AASE at local or regional level

(i) In the event that a group wishes to form a Branch of a Chapter, at least ten members wishing to form such a Branch may convene a meeting for the purpose. On the confirmation by the Chapter Secretary of ten financial members, a motion to adopt the constitution may be moved and carried. Nominations must be called for executive positions of the Branch, and for delegates to the Chapter Committee.

(ii) Members may only belong to one Branch within their Chapter (see Article 3.1(b).

ARTICLE 4 Membership

4.1 Access

(a) Membership of AASE will be available to any individual, school or group with professional expertise and/or interest in the education of children and young persons with special educational needs who agree(s) to abide by the Constitution and Rules of the Australian Association of Special Education Inc.

(b) Membership will be granted to such individuals/schools/groups upon the payment of an annual fee, determined by the National Council, and the appropriate completion of a membership application form.

(c) AASE National Executive will, in all cases, have ultimate responsibility in determining eligibility for membership of AASE.

4.2 Membership of AASE will be available in one of the following ways:

(a) Individual Membership

Individual Membership of AASE may be gained by:

(i) professional educators with expertise and interest in the provision of quality learning experiences and outcomes for children and young people with special education needs,

(ii) other professionals who support, and have input into the provision of learning programs for children and young people with special education needs,

(iii) paraprofessionals who work with, and support the education of children and young people with special education needs,

(iv) parents of children and young people with special education needs,

(v) community members who support/are interested in the education of children and young people with special education needs.

(b) Student Membership

(i) may be gained by full time tertiary students through application

(ii) persons granted student level membership will not be eligible for election to the National Council.

(c) Group Membership,

(i) may be gained by

(a) schools

(b) professional support teams (e.g. educational psychologists, guidance officers, speech pathologists, specialist teachers, social workers, etc) who provide specialist assistance to schools and individual teachers who provide learning programs for students with special educational needs

(c) other associations that have as a purpose of their functioning an interest the special education needs of children and young people.

(ii) schools/groups accepted as Group Members of AASE will provide a named person for contact purposes

(iii) group level membership of AASE will provide AASE membership entitlements for three (3) staff members of the school/group/association.

(iv) individual staff members of schools granted school membership of AASE will not be eligible for election to the National Council National.

4.3 Register of Members

(a) The AASE National Membership Office will keep and maintain a register of members of AASE (the Act Section 67)

(b) The Register of Members will have the name of the Association at the head and will include the membership number, name and address of each member as well as the date of joining the Association and the date at which the membership ceased (if any).

(c) The Association's Public Officer, residing in the ACT, will be provided with a copy of the Register of Members, which will be undated regularly.

4.4 Special Award

(a) The National Council may make a special award recognising an outstanding contribution to the field of special education to be known as an Honorary Life Membership of AASE in accordance with this Article 4.3.

(b) Nomination for Honorary Life Membership of AASE together with a curriculum vitae must be submitted by a Chapter to the National Council Executive for consideration at a National Council meeting.

(c) The membership fees for all Honorary Life Members will be the responsibility of the nominating Chapter.

4.5 Membership entitlements not transferable

(a) A right, privilege or obligation which a person has by reason of being a member of AASE

(i) is not capable of being transferred or transmitted to another person; and

(ii) terminates upon cessation of the person's membership.

4.6 Cessation of membership

(a) A person ceases to be a member of AASE if the person

(i) dies, or in the case of a body corporate, is wound up;

(ii) resigns from membership of AASE;

(iii) is expelled from AASE; or

(iv) fails to renew membership of AASE.

4.7 Resignation of membership

(a) A member is not entitled to resign from membership of AASE except in accordance with this Article;

(i) A member who has paid all amounts payable by the member to AASE may resign from membership of AASE by first giving notice (being not less than 1 month or, if the National Council has determined a shorter period, that shorter period) in writing

to the National Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

(ii) Where a person ceases to be a member, the National Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

4.8 Members' liabilities

(a) The liability of a member to contribute towards the payment of the debts and liabilities of AASE the costs, charges and expenses of the winding up of AASE is limited to the amount, if any, unpaid by the member in respect of membership fees payable to AASE by that member (the Act Section 51).

4.9 Management

(a) No member of the National Council shall be appointed to any salaried office of AASE or any office of AASE paid by fees and no remuneration or other benefit in money or money's worth shall be given by AASE to any member of the National Council except repayment of reasonable out-of-pocket expenses.

4.10 Disciplining of members

(a) Where the National Council is of the opinion that a member:

(i) has persistently refused or neglected to comply with a provision of this constitution and rules; or

(ii) has persistently and wilfully acted in a manner prejudicial to the interests of AASE the National Council may, by resolution:

(iii) expel the member from AASE; or

(iv) suspend the member from such rights and privileges of membership of AASE as the National Council may determine for a specified period.

(b) A resolution of the National Council under Article 4.8(a) is of no effect unless the National Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under Article 4.8(c), confirms the resolution in accordance with this Article.

(c) Where the National Council passes a resolution under Article 4.8(a), the National Secretary must, as soon as practicable, cause a notice in writing to be served on the member:

(i) setting out the resolution of the National Council and the grounds on which it is based;

(ii) stating that the member may address the National Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

(iii) stating the date, place and time of that meeting; and

(iv) informing the member that the member may do either or both of the following:

(a) attend and speak at the meeting;

(b) submit to the National Council at or prior to the date of that meeting written representations relating to the resolution.

(d) Subject to section 50 of the Act, at a meeting of the National Council mentioned in Article 4.8(b), the National Council must:

(i) give to the member mentioned in Article 4.8(a) an opportunity to make oral representations;

(ii) give due consideration to any written representations submitted to the National Council by that member at or prior to the meeting; and

(iii) by resolution determine whether to confirm or to revoke the resolution of the National Council made under Article 4.8(a).

(e) Where the National Council confirms a resolution under Article 4.9(d), the National Secretary must within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under Article 4.10.

(f) A resolution confirmed by the National Council under Article 4.9(d) does not take effect:

(i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

(ii) where within that period the member exercises the right of appeal, unless and until AASE confirms the resolution in accordance with Article 4.10.

4.11 Right of appeal of disciplined member

(a) A member may appeal to AASE in general meeting against a resolution of the National Council which is confirmed under Article 4.9(d), within 7 days after notice of the resolution is served on the member by lodging with the National Secretary a notice to that effect.

(b) Upon receipt of a notice under Article 4.10(a) the National Secretary must notify the National Council which must convene a general meeting of AASE to be held within 21 days after the date on which the National Secretary received the notice or as soon as possible after that date.

(c) Subject to section 50 of the Act, at a general meeting of AASE convened under Article 4.10(b):

(i) no business other than the question of the appeal may be transacted;

(ii) the National Council and the member will be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and

(iii) the members present must vote by secret ballot on the question of whether the resolution made under Article 4.9(d) should be confirmed or revoked.

(d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under Article 4.9(d), that resolution is confirmed.

ARTICLE 5 Finance

5.1 Membership Fees and other Levies

(a) An annual membership fee will be set by the National Council, for each of the three levels of membership described in Article 4.2, to cover the essential operation of AASE, the National Council and Chapters.

(b) The Executive, at each level of the association, should endeavour to place AASE funds in interest-bearing accounts that reap the highest rate of interest available.

(c) For efficiency, and to minimise the non-deposit of cheques, online banking and the payment of tax invoices of creditors by direct transfer of funds to creditors' accounts is permissible so long as two of the authorised signatories, as described in Article 5.2(iii) below, are required to activate such transfer of funds.

(d) Chapters and/or Branches may strike an additional levy when necessary, and approved at a general meeting of said Chapter or Branch by members eligible to vote, to cover the costs of additional projects or services.

(e) AASE National will provide each Chapter with an annual capitation fee calculated on the number of financial members in that Chapter, by a formula to be determined by National Council.

5.2 Association Bank Accounts

(a) Bank accounts shall be established and maintained at each level of the Association to manage, receive and disperse funds on the authority of the Association.

(b) Members from the Executive at each level of the Association will be nominated and authorised to sign cheques, and/or other bank documents, in the name of the Association at their level.

(i) In regard to support for the National Treasurer only, National Council and/or National Executive may appoint to the list of authorised signatures of AASE National bank accounts a member from the same Chapter as the National Treasurer.

(c) In all instances when a cheque is to be issued to pay a creditor two of the authorised signatories in Article 5.2(b) above must sign each cheque issued in the name of the Association (or any official bank document that requires signature authorisation).

(d) AASE National and AASE Chapter Executive Committees may negotiate with their banking institution the use of a corporate credit card. In this instance the specific instructions of Article 5.2(c) (any two authorised persons must sign) shall be waived and individual members of the National Executive or Chapter Executive shall be nominated as the sole signature required authorising credit card transactions.

(i) Each Executive, when first electing to adopt the use of a corporate credit card, will restrict its use by establishing a set of guidelines, approved by National Executive

(when developed by a Chapter Executive), which will include a requirement for regular reporting of corporate credit card activity.

(ii) These guidelines developed for the use of corporate credit cards must include an instruction that the corporate credit card may not be used unless authorised by a motion passed at a formal meeting of National Executive / National Council or the relevant Chapter for a particular purpose or otherwise by permission of the President.

5.3 Disbursement of Funds

(a) The income and property of AASE must be applied solely towards the promotion of the objectives of AASE and no portion thereof can be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, howsoever by way of profit to members or relatives of members of AASE provided that nothing herein prevents the payment in good faith of remuneration to any officer or servant of AASE or to any members of AASE in return for any services actually rendered to AASE or reasonable or proper rental for premises let by any member of AASE.

5.4 Financial Year of the Association

(a) The financial Year of the Association, at all levels, will begin on July 1 in any year and will end on June 30 the following year.

5.5 Fundraising

(a) AASE may raise additional funds from time to time in pursuit of the aims of AASE through National Council, Chapter or Branch.

5.6 Property

(a) AASE may acquire, sell, exchange or dispose of property from time to time in pursuit of the aims of AASE. Such property may be acquired, sold, exchanged or disposed of through National Council, Chapter or Branch.

(b) All assets, financial and/or material, held at Chapter or Branch level remain the property of AASE.

5.7 Investment of Funds

(a) AASE may, at the discretion of the National Executive direct the placing of moneys which form part of the funds of AASE into investments of the type authorised by section 14 of the Trustee Act (1925) (NSW).

ARTICLE 6 Alterations to the Constitution

6.1 Procedures

(a) An Article/s, or part/s thereof, may from time be amended or deleted (the Act Section 30), or new Articles, or part thereof, maybe included in this Constitution if:

(i) a notice of motion stating the intention of said amendment, deletion and/or additional part to the Constitution is circulated to all Chapters (and National

Councillors) at least one month prior to the Annual General Meeting (or a Special General Meeting called for the purpose); and

(ii) at least ¾ of the National Councillors present at the Annual General Meeting (or Special General Meeting), or their proxy, vote in favour of the proposed amendment, deletion and/or additional part to the Constitution (the Act Section 70).

(iii) The National Secretary shall, no later than 1 month after the resolution was passed, lodge with the registrar-general a notice setting out the particulars of the alteration, and including a declaration by at least 2 members of National Executive to the effect that a special resolution was duly passed by the a the association (the Act Section 33).

(b) Appendices to the Constitution may be added, amended or deleted at any time, at a General Meeting of National Council, by a majority vote in support of a motion so proposed.

ARTICLE 7 Dissolution

7.1 Dissolution of a Chapter or Branch

(a) The Secretary of a Chapter or Branch will call a Special General Meeting to consider a notice of motion to dissolve the Chapter or Branch, signed by at least two eligible members, giving all eligible voting members 21 days' notice of the date, time and venue of the meeting.

(b) The motion shall be passed if at least ¾ of the members present vote in favour of the motion, and a quorum for the meeting is present (see Article 9.8).

(c) In the event of a motion to dissolve being passed:

(i) all assets and receipts of the Chapter must be transferred to AASE National.

(ii) All assets and receipts of the Branch must be transferred to the Chapter of the same state or territory.

(iii) Members of a dissolved Chapter may opt to be allocated to another existing Chapter of their choice by the National Secretary.

(iv) Members of a dissolved Branch may opt to be allocated to another existing Branch of their choice by the Chapter Secretary.

(d) The Chapter Executive Committee will dissolve automatically any Branch within its jurisdiction should the membership of that Branch fall below four members.

7.2 Dissolution of AASE

(a) AASE may only be dissolved in accordance with the provisions of Part 7 (Winding Up) of the Act.

(b) In the event of AASE being dissolved, after the payment of all outstanding debts and liabilities, AASE must transfer any remaining assets to one or more other associations having similar objects and which:

(i) prohibits the distribution of its income and property among its members; and

(ii) has been approved under Item 140 of the First Schedule to the Sales Tax(Exemptions and Classifications) Act 1992, and/or is exempt from income tax under Section 78 of the Income Tax Assessment Act.

ARTICLE 8 Management at National, Chapter and Branch Level

8.1 National Council

(a) The National Council will consist of:

(i) Two members, each holding individual membership of AASE (as defined in Article 4.2(a)(i)), to be nominated by the executive committee of each Chapter prior to the first meeting of AASE National Council each year, each of whom shall hereinafter be referred to as National Councillors;

(ii) the Immediate Past National President, who shall have full voting rights at meetings of National Council only if also a National Councillor in accordance with Article 8.1(a)(i) above.

8.2 Removal of members of the National Council

(a) AASE may, in general meeting by resolution, subject to Section 50 of the Act and Article 4.9, remove any member of the National Council from the office of member of the National Council before the expiration of the member's term of office.

8.3 Vacancies

(a) For the purposes of this constitution and rules, a vacancy in the office of a member of the National Council occurs if the member:

(i) dies;

(ii) ceases to be a member of AASE;

(iii) resigns from the office;

(iv) is removed from office pursuant to Article 8.6;

(v) becomes an insolvent under administration within the meaning of the Corporations Law;

(vi) becomes affected by a mental or physical incapacity;

(vii) is disqualified from office under section 63 of the Act; or

(viii) is absent without the consent of the National Council from all meetings of the National Council held during a period of ***12*** months.

8.4 Filling Vacancies

(a) In the event of a casual Councillor vacancy the position will be filled by a nominee from the Chapter concerned. The Chapter Executive will advise National Executive of the name of the replacement National Councillor prior to the next meeting of National Council.

8.5 Executive Positions

(a) Nominations for Executive positions, to be declared vacant at an annual general meeting, will be made in writing, proposed and seconded, to the relevant Secretary 7 days prior to the date of the annual general meeting.

(b) Nominations for vacant Executive positions will be accepted at the annual general meeting only if the Secretary received insufficient, or no written nominations for the vacant position/s prior to the annual general meeting (Article 8.5(a)).

(c) National Councillors, only, are eligible for nomination for vacant positions of the National Executive (see Article 8.1(a)(i)).

(d) All financial members of AASE are eligible for nomination for vacant positions of the Chapter Executive of their state or territory.

(e) All financial members of AASE are eligible for nomination for vacant positions of the Branch Executive of the area or region in which they reside.

(f) The National Council Executive, restricted to nominations of National Councillors for vacant National Executive positions (Article 8.1(a)(i)), will be elected at the National Council annual general meeting and will assume office at the conclusion of a National Council meeting held immediately after the annual general meeting. The National Council Executive will consist of:

(i) National President;

(ii) National Vice-President (two positions);

(iii) National Secretary;

(iv) National Treasurer: and

(v) Immediate Past President

(g) The members of the National Council Executive will hold office for two years and may seek re-election.

(h) The Executive for Branch and Chapter Executive will be elected at the annual general meeting of the relevant Branch or Chapter, and will consist of:

(i) President

(ii) Vice President

(iii) Secretary

(iv) Treasurer

(i) At the annual general meeting of each Chapter a number of other eligible members (a number to be determined by each Branch or Chapter) shall be elected to form the Chapter Committee for the ensuing year.

(j) Casual vacancies of Executive positions shall be filled by appointment by the relevant Executive Committee in accordance with Articles 8.5(c) (National Executive), 8.5(d) (Chapter Executive), and 8.5(e) (Branch Executive). The appointee shall remain in office for the remainder of the term of the person so replaced.

8.6 AASE National Appointments

(a) The National Council must appoint, at the National Council annual general meeting an auditor for AASE. The nominated person will be a member of the Institute of Chartered Accountants in Australia, the National Institute of Accounts, or CPA Australia, or who is registered as an auditor under the Corporations Act. The nominated person will not be a member of AASE (the Act Section 74).

(b) The National Council must appoint a public officer who is resident in the State or Territory in which AASE is incorporated. Such Public Officer will have no voting rights unless also a Councillor.

(c) The National Council will be responsible for the appointment of a Journal Editor for each of the AASE journals the Australasian Journal of Special Education ("AJSE") and Special Education Perspectives (“SEP”).

(i) Each appointment will be for a period of time determined by separate negotiation between AASE National Council (or AASE National Executive) and each of the Journal Editor appointees.

(ii) The National Council reserves the right to terminate either appointment at its discretion.

(iii) Neither the Journal Editor of AJSE nor the Journal Editor of SEP shall be members of National Council unless otherwise qualified as such in accordance with Article 8.1(a)(i).

(iv) Each of the Journal Editors, if not otherwise a National Councillor, may attend meetings of National Council by invitation of National Executive, but will not have voting rights.

(d) AASE members may, from time to time, be invited by either National Council or AASE National Executive to review existing AASE position papers, or to research and write new position papers, as required.

(i) National Council or National Executive will determine a timeframe for each situation.

(ii) Such invitees, if not otherwise National Councillors, will not be members of National Council but may attend meetings of National Council by invitation of National Executive without voting rights.

(e) From time to time National Council or National Executive may invite members to represent AASE on committees, forums and other meetings of interest to the Association.

(i) Such invitees, if not otherwise National Councillors, will not be members of National Council but may attend meetings of National Council by invitation of National Executive without voting rights.

(ii) Such invitees shall be required to provide a report to National Council of their participation.

(f) National Council and/or National Executive may, at any time, appoint a member to be responsible for a particular role or task as designed and described by National Council/National Executive, and for a period of time as determined by National Council/National Executive.

(i) Such invitees may be required to attend meetings of National Council and/or National Executive but without voting rights, unless granted by National Executive.

8.7 Duties of Executive Members

(a) President

At National, Chapter or Branch level, the elected President will:

(i) preside at all meetings;

(ii) ensure that the rules of AASE are adhered to.

(iii) be responsible for issuing statements and entering into contracts in the name of AASE with the approval of the Executive Committee.

(iv) when acting as Chairperson of a meeting, have a deliberative vote only, as is the case for all other members of the Association**.**

(b) Vice-President

(i) In the absence of the President, the Vice-President, or any other any other member presiding as President, will have all the powers of the President.

(c) Secretary

At National, Chapter or Branch level, the elected Secretary will:

(i) be responsible for the notification and organisation of agenda of all meetings;.

(ii) will be responsible for recording the minutes of the proceedings of all meetings;

(iii) attend to all correspondence of AASE, at the appropriate level, and carry out the instructions of the President in regard to the same;.

(v) keep an official record of the Constitution of AASE, correctly amended;

(vi) keep a register of members.

(e) Treasurer

At National, Chapter or Branch level, the elected Treasurer will:

(i) be responsible for the receipt of all monies of AASE and for the payment of all accounts of AASE as directed by the National Council, Chapter or Branch Executive as appropriate;.

(ii) keep an accurate record of all receipts and expenditure in a manner acceptable to their immediate Executive and the auditor of AASE.

(iii) operate on behalf of AASE bank account(s) as directed by the Treasurer's immediate Executive.

(iv) present a statement of account to each meeting and a statement audited during the month preceding the annual general meeting.

(v) at the conclusion of each financial year present financial records (for that period) to the auditor appointed by AASE National Council, for audit and preparation of the annual financial report

(vi) Should the Treasurer resign during his/her term of office he/she must arrange for an audit of all books and records of AASE *(at the appropriate level)* to be completed before handing over to the new Treasurer.

(f) Immediate Past National President

(i) Support the President/Chairperson in regard to correct meeting procedure
(ii) Assist in the clarification of rulings of points of order
(iii) Provide a knowledgeable resource for the President/Chairperson, and National Council, in regard to the AASE Constitution and Rules
(iv) Act as temporary Chairperson of meetings of National Council when the President/Chairperson wishes to participate in debate
(v) Undertake leadership tasks as assigned by AASE National Executive and/or AASE National Council

ARTICLE 9 Meetings

9.1 Standing Orders

(a) National Council will adopt and maintain a clear set of rules (Standing Orders) to ensure that the business of any formal meeting at every level of the Association is transacted efficiently.

(b) The Standing Orders adopted by National Council will be used by the Chairperson of every formal meeting at every level of the Association to ensure that every decision is made in accordance with democratic principles, and that minority opinion is respected.

9.2 Annual General Meeting

(a) An Annual General Meeting will be held at each level of AASE (National, Chapter and Branch) once in every calendar year**,** within the period of five months beginning at the end of the most recent financial year (Article 5.4(a)), at a time and a place to be determined by the appropriate executive committee.

(b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting will be:

(i) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;

(ii) to receive from the Executive reports on the activities of AASE during the last preceding financial year;

(iii) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act (presentation of audited financial statement for the preceding financial year);

(iv) the election of executive positions, at the appropriate level, and in accordance with Article 8.9; and

(v) the consideration of any special resolutions (notices of motion).

(vi) In addition, at the AASE National Annual General Meeting an Auditor for AASE, at all levels of the association, will be nominated (Article 8.6(b)).

9.3 General Meetings

(a) General meetings, at National, Chapter or Branch level, may be convened at a time and place as determined by the appropriate executive.

(b) At least two general meetings per year must be held, one of which may also be the Annual General Meeting.

9.4 Executive Committee Meetings

(a) Formal meetings of the Executive Committee at National, Chapter and Branch levels (as defined in Article 8.5(a) and 8.5(c) above) may be held at any time between General Meetings to conduct any business necessary to ensure that the functions of AASE, at all levels, is maintained.

(b) Formal minutes of Executive Committee meetings will be recorded and circulated to all appropriate members (AASE National – to all National Councillors; Chapter – to all AASE members eligible to attend meetings of that Chapter; Branch – all AASE members residing within the boundaries of that particular Branch).

(c) All decisions made at Executive Committee meetings will be ratified at the next General Meeting of the Association of which that particular Executive Committee is a part.

9.5 Special General Meetings

(a) The Executive (at the appropriate level) may, whenever it thinks fit, convene a Special General Meeting.

(b) No business other than that specified in the notice convening a Special General Meeting of AASE may be transacted at that meeting.

(c) The National Executive must, on the requisition in writing of not less than 5 per cent of the total number of members, convene a Special General Meeting of AASE.

(d) A requisition of members for a Special General Meeting of AASE:

(i) must state the purpose or purposes of the meeting;

(ii) must be signed by the members making the requisition;

(iii) must be lodged with the National Secretary; and

(iv) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

(e) If the National Executive fails to convene a Special General Meeting of AASE within 1 month after the date on which a requisition of members for the meeting is lodged with the National Secretary, any 1 or more of the members who made the requisition may convene a general meeting of AASE to be held not later than 3 months after that date.

(f) A Special General Meeting of AASE convened by a member or members referred to in Article 9.4(d) must be convened as nearly as practicable in the same manner as general meetings are convened by the National Executive and any member who thereby incurs expense is entitled to be reimbursed by AASE for any reasonable expense so incurred.

(g) A special resolution, the purpose for which the Special General Meeting has been called, shall be passed by at least ¾ of the votes of the eligible members present at the meeting, or their proxy (the Act Section 70).

9.6 Notification of Meetings

(a) An annual general meeting, at all levels of AASE, must be specified as such in the notice convening it, in accordance with Article 9.1 above. The order of business of the annual general meeting will be advised in the notice of meeting, as described in Article 9.1 above. The Secretary will ensure that all members eligible to attend the annual general meeting will receive the notice of meeting at least 21 days before the date of the meeting, by any means described in Article 9.5(b).

(b) At all levels of the association the Secretary must, at least 14 days before the date fixed for the holding of a general meeting, cause to be sent by post, facsimile, electronic transmission of any form, to each eligible member at the member's last known address appearing in the register of members, a notice specifying the place,

date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Notices shall be deemed to have been received on the day unless the contrary is proved, save and except when a notice has been sent by post, then the date of receipt shall be said to be that which would have been delivered in the ordinary course of post.

(c) The Secretary must, at least 21 days before the date fixed for the holding of a Special General Meeting of AASE (at any level), cause notice to be sent to each eligible member in the manner provided in Article 9.5(b) specifying, in addition to the matter required under that Article, the intention to propose the resolution as a special resolution.

(d) A member desiring to bring any business before a general meeting, at any level of AASE, may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting of AASE after receipt of the notice from the member.

9.7 Appointment of Proxies

(a) Each member of National Council is entitled to appoint another member as proxy by notice given to the National Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(b) The notice appointing the proxy must be in the form set out in Appendix B to this constitution and rules.

9.8 Presiding Officer

(a) The President (at the appropriate level), or in his/her absence a Vice-President, must preside at each general meeting.

(b) If the President and the Vice-President are absent from a general meeting of AASE, the members present may elect one of their number to preside at the meeting.

9.9 Quorum

(a) General

No business may be transacted at any meeting of AASE, at Branch, Chapter or National level, unless a quorum for that meeting is present (see Article 9.8(b)) and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned until a later date.

(b) A quorum for various types of meetings at Branch, Chapter and National levels shall be:

(i) Branch or Chapter general meetings five members

(ii) AASE National general meetings eleven elected councillors

(iii) Branch or Chapter Executive meetings the President plus two other members of the Executive

(iv) AASE National Executive three members of the National Executive (the elected AASE National office bearers)

(v) Branch or Chapter annual general meetings five members

(vi) AASE National annual general meeting nine elected councillors.

(c) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting will be dissolved.

9.10 Eligibility to Vote

(a) Financial members of the Association are eligible to vote at general, special general and annual general meetings at all levels of the Association, subject to the following conditions:

(i) a voting member of a Branch of the Association will work and/or reside within the boundary of that Branch;

(ii) a voting member of a State or Territory Chapter will reside in that State or Territory;

(iii) a voting member of National Council will be a National Councillor, as defined in Article 8.1.

9.11 Voting at meetings

(a) All motions of the National Council or of any sub-committee appointed by the National Council, and at all meetings held at Chapter or Branch level, must be decided by a majority of votes of Councillors or members eligible to vote at the meeting concerned except in special cases provided for in this constitution and rules.

(b) Voting will be by show of hands unless a division be called for. A division may be called by any Councillor or member eligible to vote at the meeting concerned.

(c) When a division is taken the numbers of those who vote respectively for and against the motion must be recorded in the minutes. Names may be recorded at the request of the Councillor or member who called for a division.

(d) At any meeting if three Councillors or members request a secret ballot, it must be held.

(e) Voting by proxy is available to Councillors or members provided that written authority from the relevant Chapter Executive is presented prior to the commencement of the meeting of the National Council, or the Chapter so affected, and the proxy has been appointed in accordance with Article 9.6.

(f) Any act or thing done or suffered, or purporting to have been done or suffered by the National Council or a sub-committee appointed by the National Council, or any Chapter or Branch, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the National Council or sub-committee.

ARTICLE 10 General

10.1 Common seal

(a) The common seal of AASE must be kept in the custody of the National Secretary.

(b) The common seal must not be affixed to any instrument except by the authority of the National Council and the affixing of the common seal must be attested by the signatures either of 2 members of the National Council or of 1 member of the National Council and of the National Secretary.10.2 Custody of books

10.2 Custody of books

(a) Subject to the Act, the Regulations and these rules, the Secretary at National, Chapter or Branch level must keep in her or his custody or under her or his control all records, books, and other documents relating to AASE (at her/his level).

(b) Such records, books and other documents will be kept for a minimum of seven years (the Act Section 71).

10.3 Inspection of books

(a) The records, books and other documents of AASE must be open to inspection at a place in the Australian Capital Territory, free of charge, by a member of AASE at any reasonable hour.

10.4 Service of Notices

(a) For the purpose of these conditions and rules, a notice may be served by or on behalf of AASE upon any member either personally or by sending it by any means as described in Article 9.5(b) to the member as per the member's contact details shown in the register of members.

(b) Where a document is sent to a person by properly addressing, prepaying and unless the contrary is proved, be deemed for the purposes of this constitution and rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

Article 11 Internal Disputes

11.1 Procedures

(a) The National Council shall ensure that a mechanism is established for resolving internal disputes within its membership. This may include:

(i) the appointment of an independent person to arbitrate in the dispute;

(ii) a process to bring the parties together to resolve the dispute at an early stage;

(iii) a process to ensure that all parties receive a full and fair opportunity of presenting their case;

(iv) where the dispute cannot be resolved internally by arbitration or mediation, to refer the matter to a Community Justice Centre which functions as a ‘centre for dispute settlement’.