

CONSTITUTION

**as at November 2014 under the
Associations Incorporation Act, 2009**

Constitution as at November 2014 under the Associations Incorporation Act, 2009

PART 1: PRELIMINARY

Preamble

- (a) The mission of IPAA NSW is connecting people and ideas to improve the public sector.
- (b) The goal of IPAA NSW is to be an independent professional association for people with a common interest in promoting excellence in public administration, to achieve better outcomes for the citizens and communities of New South Wales.
- (c) IPAA NSW has a shared belief that its members and the sector should have a commitment to excellence and innovation, accountability, professional standards and life-long learning, respect and tolerance, service to the public and in the public interest, and political neutrality and impartiality.

Interpretation

1. In this Constitution, except in so far as the context or subject-matter otherwise indicates or requires -

"Act" means the Associations Incorporation Act 2009;

"Auditor" means an auditor appointed under Clause 42(a);

"Chief Executive Officer" means the person appointed by the Council in accordance with Clause 18;

"Constitution" means this Constitution as amended from time to time;

"Co-opted Councillor" means a Councillor co-opted by the Council as a Councillor pursuant to Clause 16(e)

"Council" means the committee of management of IPAA NSW;

"Councillor" means a Councillor as defined in Clause 16(a);

"Executive Committee" means the committee established in accordance with Clause 26;

“Fellow” means a person appointed in accordance with Clause 6(b);

“Honorary Life Member” means a person appointed in accordance with Clause 6(c);

“Initial Councillors” means the persons appointed as Councillors on the date of adoption of this Constitution;

“IPAA NSW” means the Institute of Public Administration Australia NSW Division Incorporated;

“IPAA NSW Code of Conduct” means the Code of Conduct as determined by the Council from time to time;

“Member” means a person appointed to membership in accordance with Clause 5;

“National Council” means the committee of management of the Institute of Public Administration Australia;

“Office-Bearers” means the persons elected to hold the offices of President, or Vice- Presidents in accordance with Clauses 16 and 20;

“President” means the person elected in accordance with Clauses 16 and 20;

“Public Officer” means the Chief Executive Officer;

“Registered Office” means the principal place of administration of IPAA NSW from time to time;

“Regulations” means the Associations Incorporation Regulation 2010 and any other regulations made pursuant to the Act;

“2008 Rules” means the Rules of IPAA NSW dated August 2008;

“Vice-President” means the persons elected in accordance with Clauses 16 and 20;

“Young Councillor” has the meaning in Clause 16(a);

“Young Members” means a Member who is under 35 years of age at the time of registration or renewal of membership

2. In this Constitution -

- (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
 - (c) “signature”, in addition to its usual meaning, has the meaning given to it in the *Electronic Transactions Act* NSW 2000 and its amendments and “signed” shall have a corresponding meaning.
- 3. The provisions of the Interpretation Act 1987, apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

Objects

- 4. The objects of IPAA NSW are to
 - (a) advance and promote public administration, public service and public sector professionalism in New South Wales;
 - (b) provide thought leadership and foster informed debate about and within the public sector;
 - (c) build the capacity of the public sector to meet the ongoing challenges and innovation in public sector management;
 - (d) provide opportunities to enhance fellowship and the exchange of ideas between public sector professionals in New South Wales, Australia and elsewhere;
 - (e) be a rich source of knowledge and information about public sector management and reform; and
 - (f) provide the framework to support Members in developing their competencies and capabilities as public sector professionals.

PART 2: MEMBERSHIP

Membership

5. (a) Membership is open to:
- (i) individuals directly employed by and working in the public sector at a Federal, State or Local Government level;
 - (ii) consultants working for, with or who have a direct interest in public sector management and public administration;
 - (iii) academics and students with a direct interest in public sector management and public administration; and
 - (iv) individuals with a direct interest in public sector management and public administration;
- who agree to be bound by the objects and Constitution of IPAA NSW and who meet eligibility criteria prescribed by the Council from time to time.
- (b) Individuals wishing to become Members of IPAA NSW may lodge a membership application at the Registered Office and pay the sum payable under this Constitution as determined by the Council.
- (c) The Council may reject an application for membership. The Council is not required to supply reasons for accepting or rejecting an application for membership.
- (d) Members shall pay such fees as are determined by the Council from time to time.

Membership categories

6. (a) From time to time the Council may determine membership categories, eligibility criteria for membership categories and the rights of each category.
- (b) The Council may recommend to the National Council the nomination of any Member as a Fellow based on the outstanding contribution made to the public sector and the achievement of the objectives of IPAA NSW. If approved, the Member may use the letters "FIPAA" after their name.
- (c) The Council may bestow honorary life membership on any Member whom it deems to have made an outstanding contribution to IPAA NSW.

Membership entitlements not transferable

7. A right, privilege or obligation which a person has by reason of being a Member:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

Members' liabilities

8. The liability of a Member of IPAA NSW to contribute towards the payment of the debts and liabilities of IPAA NSW or the costs, charges and expenses of the winding up of IPAA NSW is limited to the amount, if any, unpaid by the Member in respect of membership of IPAA NSW as required by Clause 10.

Register of Members

9. (a) The Chief Executive Officer shall establish and maintain a register of Members specifying the name, address and email address of each person who is a Member together with the date on which the person became a Member, his or her category of membership and financial standing with IPAA NSW.
- (b) The register of Members shall be kept at the Registered Office and shall be open for inspection, free of charge, by any Member at any reasonable hour.

Fees, subscriptions, etc

10. (a) A Member shall pay to IPAA NSW the full year membership fee applicable for their category of membership in such manner as the Council prescribes from time to time.
- (b) A renewal membership fee applicable to the Member's category of membership shall fall due each year on the anniversary of the date a Member was registered as a Member.

Cessation of Membership

11. (a) A person ceases to be a Member if the person -
- (i) dies;
 - (ii) resigns membership;
 - (iii) has not paid their annual membership fee by the due date; or

- (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (v) is expelled from IPAA NSW.

Resignation of membership

12. (a) A Member who has paid all amounts payable by the Member to IPAA NSW in respect of the Member's membership may resign from membership of IPAA NSW by giving notice in writing to the Chief Executive Officer.
- (b) Where a Member ceases to be a Member pursuant to Clause 12(a), and in every other case where a Member ceases to hold membership, the Chief Executive Officer shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.
- (c) Where a Member ceases to be a Member pursuant to Clause 12(a), and in every other case where a Member ceases to hold membership, no refund of membership fees previously paid will be available.

Disciplining of Members

13. (a) Where the Council is of the opinion that a Member:-
 - (i) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of IPAA NSW; or
 - (iii) has persistently refused or neglected to comply with the IPAA NSW Code of Conduct or any other code or policies as determined by the Council from time to time,

the Council may, by resolution expel the member from IPAA NSW or suspend the member from membership of IPAA NSW for a period specified by it.
- (b) Where the Council passes a resolution under Clause 13(a), the Chief Executive Officer shall, as soon as practicable, cause a notice in writing to be served on the Member –

- (i) setting out the resolution of the Council and the grounds on which it is based;
- (ii) stating that the Member may address the 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 Council at or prior to the date of that meeting written representations relating to the resolution.
- (c) At a meeting of the Council held as referred to in Clause 13(b), the Council shall -
 - (i) give to the Member an opportunity to make oral representations and give due consideration to any written representations submitted to the Council by the Member at or prior to the meeting; and
 - (ii) by resolution determine whether to confirm or to revoke the resolution.
- (d) Where the Council confirms a resolution under Clause 13(c), the Chief Executive Officer shall, within 7 days after that confirmation, by notice in writing inform the Member of the fact.

Dispute resolution

14. If a dispute arises between Members (in their capacity as Members), or between a Member and IPAA NSW, or a Member and the Council, the following procedure will apply:
 - (a) Each side of the dispute must nominate a voluntary representative who is not a solicitor and who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.
 - (b) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute must be referred to a voluntary person mutually agreed upon for

mediation. If the dispute is not resolved by the above procedures it may be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

PART 3: THE COUNCIL

Powers, etc, of Council

15. (a) The committee responsible for the management of IPAA NSW shall be called the Council and, subject to the Act, the Regulations and this Constitution and to any resolution passed by the Members in general meeting -
- (i) shall control and manage the affairs of IPAA NSW;
 - (ii) may exercise all such functions as may be exercised by IPAA NSW other than those functions that are required by this Constitution, the Act or the Regulations to be exercised by a general meeting of Members of IPAA NSW; and
 - (iii) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for both the proper management of the affairs and the promotion of the objects of IPAA NSW.
- (b) The Council is the governing and policy making body of IPAA NSW. Without limiting the operation of Clause 15(a), the powers and duties of the Council include but are not limited to:
- (i) determining policy to advance the objectives of IPAA NSW and the best interests of the Members;
 - (ii) determining and overseeing policy designed to achieve compliance with relevant legal and financial requirements;
 - (iii) determining criteria, benefits and membership fees for membership categories;
 - (iv) making recommendations to the National Council in relation to the award of Fellow and the conferring of the award of life membership;
 - (v) presenting a report at each Annual General Meeting on the financial position and performance of IPAA NSW and on the activity during the relevant year;
 - (vi) appointing and dismissing the Chief Executive Officer and determining the terms and conditions of the employment of the Chief Executive Officer subject to the provisions of the law;

- (vii) appointing persons to committees and/or advisory bodies;
- (viii) suspending or expelling Members in accordance with Clause 13.

Membership of Council

16. (a) The Council shall consist of:
- (i) four (4) elected Office-Bearers, being the President, and three Vice-Presidents; and
 - (ii) such number (if any) of elected ordinary Councillors as the Council may determine from time to time; and
 - (iii) such number (if any) of elected Young Councillors as the Council may determine from time to time; and
 - (iv) such number (if any) of Co-opted Councillors as the Council may determine from time to time; and
 - (v) the Chief Executive Officer (ex-officio).
- (b) The Office-Bearers, any ordinary Councillors and any Young Councillors of the Council are to be elected in accordance with Clause 20.
- (c) Only Members who will not reach 35 years of age prior to the end of their two year term are eligible to be elected to a Young Councillor position.
- (d) The Auditor is not eligible to be elected or appointed as a Councillor.
- (e) The Council may co-opt one or more Member to the Council each for a period of up to one year at a time, in such number as determined necessary, appropriate or desirable by the Council from time to time. Any Member who has skills that the Council regards as being useful to IPAA NSW may be appointed as a Co-opted Councillor.

Term of Office

17. (a) Each Councillor (other than a Co-opted Councillor or Chief Executive Officer) is elected for a term of two (2) years at the end of which he or she shall retire.
- (b) The Council may call for nominations as a Councillor in such manner as the Council determines from time to time. This clause 17(b) does not

apply to persons appointed to the Council to fill a casual vacancy under clause 19.

- (c) Subject to the provisions of this Constitution any Member who owes no monies to IPAA NSW and is in good standing shall be eligible to nominate a person to be a candidate for election to the office of Councillor.
- (d) Elections called in accordance with clause 17(b) shall be held in a manner to be determined by the Council from time to time. Newly elected Councillors shall take office at the conclusion of the annual general meeting at which the results of the election are declared.

Chief Executive Officer

- 18. The Council shall appoint a Chief Executive Officer for the period and on the terms as they think fit and may revoke and renew the appointment. The Chief Executive Officer shall continue in office until he or she vacates his or her position as Chief Executive Officer or is removed as Chief Executive Officer by the Council subject to the provisions of the law.
 - (a) The Chief Executive Officer shall at all times be subject to the control of the Council. Without limiting the power conferred by Clause 24 the Council may entrust to and confer on the Chief Executive Officer responsibility for:
 - (i) providing advice on and implementation of strategic and business directions, policy agendas, professional development, membership services, external relations and finances;
 - (ii) management of staff;
 - (iii) administrative and operational aspects of IPAA NSW;subject to any terms and restrictions as determined by the Council from time to time;
 - (b) The Council may at any time revoke, withdraw, alter or vary all or any of the powers conferred under this Clause.

Resignations and Casual Vacancies

- 19.
 - (a) An Office-Bearer may resign his position as an Office-Bearer.
 - (b) In the event of a casual vacancy of an Office-Bearer, the Council may:

- (i) in the event of a casual vacancy of the President, elect one of the Councillors (other than the Chief Executive Officer) to fill the vacant President's position until the conclusion of the annual general meeting next following the date of the appointment. Subject to Clause 17(a) the retiring President may remain on Council by assuming the position on Council of the member replacing him as President notwithstanding that this may alter the composition of Council as defined in Clause 16(a); or
- (ii) in the event of a casual vacancy of a Vice President, either:
 - (A) elect one of the ordinary Councillors or Young Councillors to fill the vacant Vice President's position until the conclusion of the annual general meeting next following the date of the appointment. Subject to Clause 17(a) the retiring Vice President may remain on Council by assuming the position on Council of the member replacing him as a Vice President notwithstanding that this may alter the composition of Council as defined in Clause 16(a); or
 - (B) if the Council does not consist of any Councillors other than Office-Bearers and the Chief Executive Officer, fill the vacancy by appointing until the conclusion of the annual general meeting next following the date of the appointment, in sequential order, a Member from the list of unsuccessful candidates as Vice President at the previous Council election listed in order of the highest votes received. If there are no unsuccessful candidates from the previous Council election available and willing to be appointed, the Council may appoint any Member to fill the vacant Vice-President's position until the conclusion of the annual general meeting next following the date of the appointment.
- (c) In the event of a casual vacancy of an ordinary Councillor or Young Councillor the Council may:
 - (i) determine that the casual vacancy shall not be filled and that the number of ordinary Councillors or Young Councillors shall be reduced in accordance with clause 16(a); or
 - (ii) fill the vacancy by appointing, in sequential order, a Member from the list of unsuccessful candidates as ordinary Councillor or Young Councillor, as appropriate, at the previous Council election listed in order of the highest votes received in each category. If there are no

unsuccessful candidates from the previous Council elections available and willing to be appointed the Council may appoint a Member from the relevant category of membership to fill the casual vacancy until the conclusion of the annual general meeting next following the date of the appointment.

- (d) If a casual vacancy occurs by reason of Clause 21(h), the Council may fill the vacancy by appointing the Retiring Office-Bearer. If the Retiring Office-Bearer declines to accept the appointment, the casual vacancy may be filled in accordance with Clause 19(c) .

Election of Councillors

- 20. (a) Nominations for election as Office-Bearers, ordinary Councillors (if any) and Young Councillors (if any) of the Council shall be invited by the Chief Executive Officer not less than 45 days before the date fixed for the Annual General Meeting at which the results of the election are to be announced and:
 - (i) shall be made in writing, signed by 2 Members of IPAA NSW and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) shall be delivered to the Chief Executive Officer not less than 30 days before the date fixed for the holding of the Annual General Meeting at which results of the election are to be announced.
- (b) If the number of nominations received is either equal to or less than the number required to fill all vacancies on the Council, the candidate/s nominated shall be deemed to be elected.
- (c) If the number of nominations received exceeds the number of vacancies to be filled, a ballot of eligible Members shall be held. The ballot shall -
 - (i) be conducted by the Chief Executive Officer as returning officer; and
 - (ii) use the first past the post system.
- (d) The Chief Executive Officer shall:
 - (i) send ballot papers to eligible Members at the address nominated by the Member at least 21 days before the date fixed for the Annual General Meeting at which the results of the election are to be announced; and

- (ii) nominate a closing return date for the ballot papers which is not more than 5 working days prior to the date fixed for the Annual General Meeting at which the results of the election are to be announced.
- (e) Subject to compliance with the Act and Regulations, the Council may prescribe electronic or web-based voting in lieu of voting by ballot paper in which case a reference to an address may be a reference to an electronic or web address as appropriate. In employing electronic or web-based voting, the Council must ensure a secure method of identifying a Member by reference to a personal identification code allocated by IPAA NSW or another manner approved by the Council.¹
- (f) A person may accept nominations for more than one position on Council at an election. Once a person is elected to a position on Council, then all other nominations of that person for different positions will be of no effect. In determining the result of elections for Council the following order must be followed, first President (as appropriate), then Vice-Presidents (as appropriate), ordinary Member and Young Members.
- (g) In the case of a tied number of votes for the nominees for a vacant position, the successful nominee shall be determined by the Chief Executive Officer by lot.
- (h) If there are no candidates for a position, that position shall be deemed vacant and Clauses 19(b) and 19(c) will apply.

Casual vacancies

21. In this Constitution, a casual vacancy in the Council occurs if an elected Councillor:-

- (a) dies;
- (b) ceases to be a Member;
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001;
- (d) resigns as a Councillor by notice in writing given to the Chief Executive Officer;

¹ Note that as at the date of the adoption of this Constitution, the Act and Regulations do not allow electronic or web-based voting in lieu of voting by ballot paper but this Constitution allows for it if and when the Act and Regulations are amended to allow it.

- (e) is removed from office under Clause 22;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (g) is absent from three consecutive Council meetings without leave granted by the Council; or
- (h) is elected to fill a vacant Office-Bearer's position in accordance with Clause 19.

Removal of Councillors

- 22. (a) The Members in general meeting may by resolution, notice of which has been given in terms of Clause 30(a), remove any elected member of the Council from their office of Councillor before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) Where a member of the Council to whom a proposed resolution referred to in Clause 22(a) relates makes representations in writing to the Chief Executive Officer or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of IPAA NSW, the Chief Executive Officer or the President may send a copy of the representations to each Member of IPAA NSW or, if they are not so sent, the member of the Council is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings and Quorum

- 23. (a) The Council shall meet at least four times in each year at such times and places or in such a manner as it shall determine.
- (b) Additional meetings of the Council may be convened by the President or in the President's absence by a Vice President and shall be convened by that Office-Bearer at the request of any three members of the Council.
- (c) Oral or written notice of a meeting of the Council shall be given by the Chief Executive Officer to each member of the Council at least 7 days (or such other period as may be unanimously agreed upon by the members of the Council) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under Clause 23(c) shall specify the general nature of the business to be transacted at the meeting and no business

other than that business shall be transacted at the meeting, except business which the Councillors present at the meeting unanimously agree to treat as urgent business.

- (e) At any time, a quorum of the Council shall be:
 - (i) where the total number of Councillors at that time is an even number, such number of Councillors as is equal to half the total number of Councillors at that time plus one; or
 - (ii) where the number of Councillors at that time is an odd number, a majority of the Councillors at that time,

and, in each case, must include at least one Office-Bearer.

- (f) No business shall be transacted by the Council unless a quorum is present.

- (g) At a meeting of the Council -

- (i) the President or, in the President's absence, a Vice-President shall preside; or
 - (ii) if the President and the Vice-Presidents are absent or unwilling to act, such one of the remaining members of the Council as may be chosen by the members present at the meeting shall preside.

- (h) Without limiting the discretion of the members of Council to regulate their meetings under Clause 23(a), a meeting of the Council may consist of a conference between members of the Council, some or all of whom are in different places provided that each Councillor is able:

- (i) to hear each of the other participating members of Council;
 - (ii) and if he or she wishes, to address each of the other participating members of Council simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when this clause is adopted or developed subsequently) or by a combination of these methods. All of the other provisions of this Clause 23 apply to a meeting held in accordance with this clause.

Delegation by Council

24. (a) The Council may, by instrument in writing, delegate to the Executive Committee, a standing Committee or the Chief Executive Officer the exercise of such of the functions of the Council as are specified in the instrument, other than:
- (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Council by the Act or by any other law.
- (b) A function of the exercise of which has been delegated to the Executive Committee, the Chief Executive Officer or a standing Committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this Clause, the Council may continue to exercise any function delegated.
- (e) Any act or thing done by the Executive Committee, the Chief Executive Officer or a standing committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done by the Council.
- (f) The Council may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- (g) The Executive Committee and any standing committee may meet and adjourn as it thinks proper.
- (h) At least one Member of every standing committee shall be a member of the Council.

Voting and decisions

25. (a) Questions arising at a meeting of the Council, the Executive Committee (and if appropriate any standing committee appointed by the Council) shall be determined by a majority of the votes of members of the Council, the Executive Committee or a standing committee present at the meeting.
- (b) Each member present at a meeting of the Council, the Executive Committee, and if appropriate, any standing committee is entitled to one

vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (c) Subject to Clause 23(e), the Council may act notwithstanding any vacancy on the Council.
- (d) Any act or thing done, or purporting to have been done, by the Council or by the Executive Committee or by a standing committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the Council, the Executive Committee or standing committee.
- (e) A resolution or declaration in writing shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted if it is signed by all members of the Council entitled to vote on the resolution. Any such resolution or declaration may consist of several documents in the same form and each signed by one or more members of Council. The resolution is passed when the last eligible member of the Council signs.

Executive Committee

- 26. (a) The Executive Committee shall consist of the President and the three Vice-Presidents. The Chief Executive Officer shall be an ex-officio member of the Executive Committee.
- (b) Without limiting the Council's right to delegate powers pursuant to Clause 24, the Executive Committee shall be responsible for providing oversight of the financial management of IPAA NSW and monitoring the organisational performance of IPAA NSW including but not limited to the power to:
 - (i) determine any matters which cannot reasonably be postponed until the next Council meeting and which have only minimal implications for IPAA NSW;
 - (ii) monitor the financial performance of IPAA NSW between Council meetings;
 - (iii) deal with any matters referred to it by the Council within the terms of the delegation;
 - (iv) authorize unbudgeted expenditure where such expenditure cannot be reasonably postponed until the next Council meeting and which does not exceed \$30,000 or such other amount as may be determined by the Council from time to time;

- (v) review the performance of the Chief Executive Officer in accordance with the terms of the employment contract and/or performance agreement;
- (vi) oversee the corporate governance of IPAA NSW, the Council, and the IPAA management office;
- (vii) represent the Council in external relationships and negotiations on behalf of the Council and the Members of IPAA NSW;
- (viii) to co-opt members of Council or the broader membership on adhoc sub-committees or working parties;

but without diminishing the effect of these and any other delegations, the Executive Committee shall not:

- (ix) enter into contracts, take legal action or take any action which may otherwise significantly commit the Council or IPAA NSW without specific delegated authority to do so;
 - (x) approve or direct the expenditure of sums in excess of \$30,000 where a budget has not been approved for that purpose;
 - (xi) assume policy positions that are unlikely to have the support or co-operation from the full Council;
 - (xii) dismiss the Chief Executive Officer without referral to the Council and to the conditions of his or her employment contract.
- (c) The Executive Committee shall prepare and present to the Council a quarterly report.

PART 4: GENERAL MEETINGS

Annual General Meetings - holding of

27. (a) IPAA shall at least once in each calendar year and within the period of 6 months after the expiration of each financial year of IPAA NSW, and with the exception of the first Annual General Meeting of IPAA NSW, convene an Annual General Meeting of its Members.
- (b) Clause 27(a) have effect subject to any extension or permission granted by the Director-General under the Act

Annual General Meetings - calling of and business

28. (a) The Annual General Meeting of IPAA NSW shall, subject to the Act and Clause 27, be convened on such date and at such place and time as the Council thinks fit.
- (b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
- (i) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;
 - (ii) to receive from the Council reports upon the activities of IPAA NSW during the last preceding financial year;
 - (iii) to announce the results of elections for Office-Bearers, ordinary and Young Councillors of the Council conducted pursuant to Clause 20;
 - (iv) to appoint the Auditors for the ensuing year in accordance with this Constitution;
 - (v) to receive and consider the financial and related statements which are required to be submitted to Members pursuant to the Act and to receive the Auditor's certificate thereon.
- (c) An Annual General Meeting shall be specified as such in the notice convening it.

Special general meeting - calling of

29. (a) The Council may, whenever it thinks fit, convene a Special General Meeting of IPAA NSW.
- (b) The Council shall, on the requisition in writing of not less than 5% of the total number of Members, convene a Special General Meeting of IPAA NSW.
- (c) A requisition of Members for a Special General Meeting:
- (i) shall state the purpose or purposes of the meeting;
 - (ii) shall be signed by the Members making the requisitions;
 - (iii) shall be lodged with the Chief Executive Officer; and
 - (iv) may consist of several documents in the same form, each signed by one or more of the Members making the requisition.
- (d) If the Council fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the Chief Executive Officer, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (e) A Special General Meeting convened by a Member or Members as referred to in Clause 29(d) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any Member who thereby incurs expense is entitled to be reimbursed by IPAA NSW for any expense so incurred.

Notice

30. (a) The Chief Executive Officer shall, at least 21 days before the fixed date for the holding of the meeting, cause to be sent to each Member at the Member's address appearing in the register of Members or notified by the Member as an electronic address, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of IPAA NSW, the Chief Executive Officer shall specify in the notice to be sent to each Member, the intention to propose the resolution as a special resolution.

- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Clause 28(b).

Procedure

- 31. (a) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) Twenty Members present in person (being Members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for commencement of the meeting, the Members present (being not less than 5) shall constitute a quorum.

Presiding Member

- 32. (a) The President or, in the President's absence, a Vice-President, shall preside as chairperson at each general meeting of IPAA NSW.
- (b) If the President and the Vice-Presidents are absent from a general meeting or unwilling to act, the Members present shall elect one of their number to preside as chairperson at the meeting.

Adjournment

- 33. (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (b) Where a general meeting is adjourned for 14 days or more, the Chief Executive Officer shall give written or oral notice of the adjourned meeting to each Member of IPAA NSW stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in Clauses 33(a) and 33(b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of decisions

34. (a) A question arising at a general meeting of IPAA NSW shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on the show of hands been carried or carried unanimously or carried by a particular majority or lost or an entry to that effect in the minute book of IPAA NSW, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of IPAA NSW, a poll may be demanded by the chairperson or by not less than 3 Members present in person or by proxy at the meeting.
- (c) Where a poll is demanded at a general meeting, the poll shall be taken –
- (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
- and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

Special resolution

35. (a) A special resolution must be passed to effect the following changes:
- (i) a change of IPAA NSW's name;
 - (ii) a change of IPAA NSW's constitution;
 - (iii) a change of IPAA NSW's objects;

- (iv) an amalgamation with another incorporated association;
 - (v) to voluntarily wind up IPAA NSW and distribute its property; and
 - (vi) to apply for registration as a Company or a Co-operative.
- (b) Subject to Clause 36(e) Council will determine whether a special resolution must be passed at a general meeting of IPAA NSW or by postal ballot.
- (c) A special resolution shall be passed in the following manner -
 - (i) a notice must be sent to all Members advising that a general meeting is to be held to consider a special resolution;
 - (ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
 - (iii) a quorum must be present at the meeting; and
 - (iv) at least three-quarters of those present or the proxies they carry must vote in favour of the resolution.
- (d) In the event of a postal ballot, it will be done in the following matter -
 - (i) The Chief Executive Officer shall:
 - (A) send ballot papers to eligible Members at the address nominated by the Member at least 21 days before the date fixed for the general meeting at which the results of the special resolution are to be announced; and
 - (B) nominate a closing return date for the ballot papers which is not more than 5 working days prior to the date fixed for the general meeting at which the results of the special resolution are to be announced.
 - (ii) The outcome of the postal ballot will be communicated to Members within 21 days of the fixed date of the general meeting.
- (e) Subject to compliance with the Act and Regulations, the Council may prescribe electronic or web-based voting in lieu of voting by ballot paper in which case a reference to an address may be a reference to an electronic or web address as appropriate. In employing electronic or web-based voting, the Council must ensure a secure method of identifying a Member

by reference to a personal identification code allocated by IPAA NSW or another manner approved by the Council.²

Voting

36. (a) Upon any question arising at a general meeting of IPAA NSW, a Member has one vote only.
- (b) All votes given at a general meeting of IPAA NSW shall be given personally or by proxy.
- (c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Member or proxy is not entitled to vote at any general meeting of IPAA NSW unless all money due and payable by the Member or proxy to IPAA NSW has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (e) IPAA NSW may hold a postal ballot to determine any issue or proposal other than an issue or proposal dealing with the disciplining of a Member. Any such postal ballot is to be conducted in accordance with Schedule 3 to the Regulations.

Appointment of proxies

37. (a) Each Member shall be entitled to appoint another Member as proxy by notice given to the Chief Executive Officer not later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in Appendix 1 to this Constitution or such other form as may be determined by the Council from time to time.
- (c) A proxy received by electronic means to an email address nominated by the Chief Executive Officer in notice of the meeting will be taken as signed by the Member if:
- (i) a personal identification code allocated by IPAA NSW has been included in the appointment; or

² Note that as at the date of the adoption of this Constitution, the Act and Regulations do not allow electronic or web-based voting in lieu of voting by ballot paper but this Constitution allows for it if and when the Act and Regulations are amended to allow it.

- (ii) the appointment is verified or authorised by the Member in another manner approved by the Council.

PART 5: MISCELLANEOUS

Insurance

38. The association may effect and maintain insurances.

Funds - source

39. (a) The funds of IPAA NSW shall be derived from entrance fees, annual subscription of Members, interest, grants and donations, seminars and the like and, subject to any resolution passed by IPAA NSW in general meeting, such other sources as the Council determines.
- (b) The Council shall cause a bank account or bank accounts to be opened in the name of IPAA NSW and all moneys received on account of IPAA NSW shall be deposited as soon as practicable and without deduction to the credit of such account or accounts.
- (c) In accordance with normal business practice receipts will only be issued when specifically requested.

Funds - management

40. (a) Subject to any resolution passed by IPAA NSW in general meeting, the funds of IPAA NSW shall be used in pursuance of the objects of IPAA NSW in such manner as the Council determines.
- (b) The Council will establish and periodically review and update a financial delegations policy which will set out the delegated authority for Councillors, the Executive Committee, the Chief Executive Officer and other authorised employees of IPAA NSW in relation to all financial transactions and approvals required to conduct the business of IPAA NSW.

Financial Year

41. The financial year of IPAA NSW shall end on 30th June in each year and the accounts shall be audited by the Auditors.

Auditors

42. (a) IPAA NSW shall appoint an Auditor to examine and report on its financial affairs each year.

- (b) The Auditors shall retire from office at the next Annual General Meeting after their appointment, but shall be eligible for re-appointment and shall be deemed to have given the necessary notice unless they shall have signified their desire not to be re-appointed.
- (c) In the event of an Auditor being incapable or disqualified from acting or in the case of an extraordinary vacancy by resignation or otherwise, the Council shall appoint another Auditor to fill the office until the next ordinary General Meeting.

Alteration of objects and this Constitution

43. The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of IPAA NSW.

Common seal

44. (a) The common seal of IPAA NSW shall be kept in the custody of the Public Officer.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of two members of the Council or of one member of the Council and of the Public Officer.

Custody of books, etc

45. Except as otherwise provided by this Constitution, the Public Officer shall keep in his or her custody and under his or her control all records, books and other documents relating to IPAA NSW.

Inspection of books, etc

46. The records, books and other documents of IPAA NSW shall be open to inspection, free of charge, by a Member of IPAA NSW at any reasonable hour.

Service of notices

47. (a) For the purpose of this Constitution, a notice may be served by or on behalf of IPAA NSW personally or by sending it by post or electronic means to the address or email address nominated by the Member and shown in the register of Members.
- (b) Where a document is sent to a person by:

- (i) properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this clause, to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- (c) Any notice or document sent by electronic means is taken to be given on the same day if it is transmitted on a business day by 5.00pm Australian Eastern Standard Time and otherwise on the next business day.

Surplus property

48. (a) The assets and income of IPAA NSW shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the Members of IPAA NSW except as bona fide compensation for services rendered or expenses incurred on behalf of IPAA NSW.
- (b) In the event of the winding up or the cancellation of the incorporation of IPAA NSW, IPAA NSW shall pass a special resolution nominating an association, company or trust as the entity in which is to vest its surplus property pursuant to section 65(2) of the Act. This nominated association must have similar objects and a constitution prohibiting the distribution of its assets and income to its members.

INSTITUTE OF PUBLIC ADMINISTRATION AUSTRALIA NSW DIVISION Inc (“IPAA NSW”)

APPOINTMENT OF PROXY

At the Annual/Special General Meeting to be held on.....and at any adjournment *(delete as applicable)*

therefore I.....Of
(full name - please print) (address)

being a financial Member of IPAA NSW hereby appoint:

Name

Address

also being a financial Member of IPAA NSW, to vote for me on my behalf as follows:

1. On any business which may be conducted at the meeting

AND/OR

2. On the proposed Resolutions as set out below in accordance with the directions given on this form.

****Delete as applicable. If “AND” is deleted 1. above is voided***

Item No.	Proposed Resolution	For	Against	Abstain
*	*	<input type="text"/>	<input type="text"/>	<input type="text"/>

** Insert number and details of item/s as applicable*

In the event a Proposed Resolution as set out above is amended at the meeting then:

- | | | | |
|--------------------------|---|---|------------|
| <input type="checkbox"/> | The Member named above is authorised to vote on my behalf on the amended Proposed Resolution. |) | Delete |
| | |) | one |
| | | | option |
| | OR | | |
| <input type="checkbox"/> | This appointment is voided in as much as it applies to that Proposed Resolution. |) | as |
| | |) | applicable |

.....
Signature of Member Appointing Proxy

Date

A proxy vote may not be given to a person who is not a financial Member of the Division (Clause 36(d)).