

NEW SOUTH WALES COUNCIL FOR CIVIL LIBERTIES INC

CONSTITUTION

CONTENTS

PART I – THE COUNCIL

1. Name
2. Aims

PART II - MEMBERSHIP

3. Membership qualifications
4. Application for membership
5. Rejection of application for membership
6. Cessation of membership
7. Honorary Life Membership
8. Register of members
9. Joining Fees
10. Subscriptions
11. Liabilities of members
12. Right of appeal

PART III - THE COMMITTEE

13. Membership of the Committee
14. Power of Committee to co-opt members
15. Casual vacancies
16. Officers
17. Elections
18. Removal from office
19. Committee Meetings
20. Urgent additional Committee meetings
21. Powers and Duties of the Committee
22. Executive Committee
23. Powers and Duties of Officers

PART IV - GENERAL MEETING

24. Annual General Meeting
25. Financial Year
26. Business of Annual General Meeting
27. Other General Meetings
28. Notice
29. General Meeting Procedures

PART V - AUSTRALIAN COUNCIL FOR CIVIL LIBERTIES

30. Membership

PART VI - GENERAL

31. Funds - Source
32. Funds - Management
33. Common seal
34. Custody of books
35. Inspection of documents
36. Service of notices
37. Rules and objects

PART I – THE COUNCIL

1. Name

The name of this incorporated association shall be the New South Wales Council for Civil Liberties Incorporated, which is the continuation of the unincorporated association founded in October 1963 under the name of the Council for Civil Liberties.

2. Aims

The aims of the Council shall be to assist in the maintenance and protection of the rights and liberties of persons in Australia and its Territories, against any infringement by authority, or against the use or abuse of powers by governments, their agencies, or others in authority to the detriment of the liberties which inhabitants of this country should enjoy. The Council shall aid in advancing measures for the recovery and enlargement of those rights and liberties, and shall pursue these aims by vigilance, publicity, legal action and advice, protest, and other appropriate means, including assistance to individuals. The Council shall be non-party and non-sectarian.

PART II - MEMBERSHIP

3. Membership qualifications

- (1) Any person who subscribes to the aims of the Council may apply for membership.
- (2) Any corporation or association which subscribes to the aims of the Council may apply for corporate membership.
- (3) Each corporate member may appoint one delegate, and one alternative delegate who subscribes to the aims of the Council to represent it within the Council. Each such delegate shall have the privilege of individual membership. A corporate member shall notify in writing the Secretary of the Council of the appointment of any such delegate and may from time to time revoke in writing any such appointment.

4. Application for membership

Application for membership shall be made in writing in a form approved by the Committee and the applicant shall be admitted to membership upon the payment of the annual subscription and resolution by the Committee.

5. Rejection of application for membership

The Committee may reject any application for membership but any such decision shall be reported by the Secretary to the next General Meeting of members and shall cease to be effective unless it is then ratified by a majority of members present and voting.

6. Cessation of membership

Membership ceases upon

- a) a member giving notice to the Secretary in writing of the member's resignation;
- b) death, or in the case of a corporation or other association, dissolution;
- c) expulsion;
- d) non payment of annual subscription in accordance with Rule 10 hereof for a period of three (3) months after the date for payment.

7. Honorary Life Membership

- (1) A General Meeting may by resolution confer honorary life membership upon any member, if recommended by the Committee.
- (2) Honorary life membership may be revoked by a resolution of a General Meeting, if recommended by the Committee.
- (3) An honorary life member shall not be obliged to pay any annual subscription. In all other aspects an honorary life member shall have and be entitled to the same rights and liabilities as other members.

8. Register of members

- (1) The Secretary shall cause to be established and maintained a register of members specifying the name and address of each member together with the date of admission to or cessation of membership.
- (2) The register of members shall cause to be kept at the principal place of administration of the Council and shall be open for inspection free of charge by any member of the Committee of the Council at any reasonable hour.
- (3) The register may be kept in such a manner, at the discretion of the Committee, that it is retrievable by mechanical or electronic process.

9. Joining Fees

Until a General Meeting otherwise determines by resolution, there shall be no joining fee other than the payment of the annual subscription.

10. Subscriptions

- (1) A member other than an honorary life member shall pay to the Council on or before 31 October each year, an annual subscription, which shall be, until a general meeting otherwise determines by a two-thirds majority of members present and voting:-
 - for students \$15.00;
 - for persons in receipt of a social security benefit \$15.00;
 - for other persons \$40.00 (with a three-year discount rate of \$90.00) PROVIDED that there 2 persons are members of the same household and both are members or applying for membership they shall be entitled to pay the combined sum of \$60.00 for membership (with a three-year discount rate of \$160.00);
 - for corporations or other associations \$150.00.
- (2) The Committee shall have the power to waive subscriptions in special circumstances.

11. Liabilities of members

The liability of a member to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the member in respect of membership of the Council as required by Rule 9 and Rule 10.

12. Right of appeal

- (1) Where the Committee resolves to expel a member the Secretary shall within seven days after that confirmation or resolution by notice in writing inform the person expelled of the fact and the member's right to appeal under this rule.
- (2) A person expelled from the Council may appeal to a general meeting against the expulsion within fourteen (14) days after notice of the resolution is served on that person, by lodging with the Secretary a notice to that effect.
- (4) Upon receipt of such notice, the Secretary shall convene a general meeting to be held within 28 days of the said receipt.
- (5) At that general meeting:
 - no business other than the question of the appeal shall be transacted;
 - the Committee and the person expelled shall be given the opportunity to state their respective cases orally or in writing or both; and
 - the members present shall vote by secret ballot on the question of whether the resolution of the Committee appealed from should be confirmed
 - If more than two-thirds of the members present and voting pass a resolution in favour of the confirmation of the resolution, the resolution is confirmed. If the resolution fails to pass by this majority, the expulsion is by the operation of this rule automatically revoked and the member shall be restored to full membership rights.

PART III - THE COMMITTEE

13. Membership of the Committee

- (1) There shall be a Committee of the Council which shall consist of the officers specified in Rule 16 (the "Officers") and fifteen other members (the "Ordinary Committee Members"). The Committee shall be elected at the Annual General Meeting pursuant to Rule 17.
- (2) Each member of the Committee shall, subject to these Rules, hold office until conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

14. Power of Committee to co-opt members

The Committee shall have the power to

- co-opt up to 4 members; and
- appoint a complaints officer to deal with complaints from the public of invasions of personal liberty.

15. Casual vacancies

- (1) A casual vacancy in the office of a member of the Committee occurs if the member -
 - ceases to be a member
 - resigns office by notice in writing to the Secretary
 - is removed from office under Rule 18:
 - is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.
- (2) In the event of a casual vacancy in the membership of the Committee, the Committee may appoint a member to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of appointment.

16. Officers

- (1) The Officers of the Council shall be:
 - the President;
 - two Vice-Presidents;
 - the Secretary
 - the Assistant Secretary; and
 - the Treasurer
 - each of whom shall be elected at the annual general meeting pursuant to Rule 17.
- (2) If any office becomes vacant during the year it shall be filled by the Committee from within the members of the Committee.

17. Elections

- (1) Candidates for election as Officers or Ordinary Committee Members must be a member who has been a member of the Council for at least three (3) months.
- (2) Nominations of candidates for election as Officers or Ordinary Committee Members shall be made in writing signed by a member of the Council and accompanied by the written consent of the candidate and shall be delivered to the Secretary not less than 7 days before the date fixed for the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies, further nominations shall be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held.
- (7) The meeting shall appoint a member to act as the Returning Officer. The Returning Officer shall subject to these Rules determine all matters in relation to the election.

- (8) Any ballot for the election of Officers shall be held for each vacant office in the following order:
- President
 - Vice-Presidents
 - Secretary
 - Assistant Secretary
 - Treasurer
 - Any ballot for the election of Ordinary Committee Members shall be held thereafter.
- (9) Each member present shall have a number of votes equal to the number of positions to be filled. For example in the case of the election of Ordinary Committee Members each member shall have fifteen votes. Votes shall be cast either by members writing the names of the candidates for whom they wish to vote on a paper initialled by the Returning Officer or by members indicating the candidates for whom they wish to vote on a ballot paper which meets with the approval of the Returning Officer.
- (10) The Returning Officer shall at the conclusion of each ballot declare the results. In the event of an equality of votes the person elected shall be determined by lot.
- (11) Any candidate may nominate any person as scrutineer for any election.

18. Removal from office

- (1) The Council in general meeting may by resolution remove any Committee member from office 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 said term.
- (2) Where a member of the Committee to whom a proposed resolution referred to in paragraph (1) relates makes representations in writing to the Secretary (not exceeding a reasonable length) and requests that the representations be notified to the members of the Council, the Secretary may send a copy of the representations to each member of the Council or, if they are not so sent, a member may require that they be read out at that general meeting.

19. Committee Meetings

- (1) The Committee shall meet at least monthly between annual general meetings at such time and place as it may determine, except that it may resolve not to meet in any two non-consecutive months.
- (2) The Secretary shall cause written notice to be given of such meetings to each member of the Committee at least seven (7) days before the day appointed for the holding of the meeting.
- (3) Such notice shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted unless the Committee agrees to treat such other business as urgent.
- (4) The President or in her or his absence, a Vice-President shall preside at Committee meetings, unless she or he is unwilling to act, in which case the Committee shall appoint one of its members to preside.
- (5) The quorum for a Committee meeting shall be one quarter of Committee Members.
- (6) As part of general Committee procedure Committee Members are required to limit the time during which they present a case or engage in discussion to a period of 3 minutes.
- (7) Questions arising at a Committee meeting shall be determined by a majority of votes of Committee members other than the presiding officer, but in the event of an equality of votes, the presiding officer may exercise a casting vote.
- (8) Subject to paragraph (5), the Committee may act notwithstanding any vacancy on the Committee.
- (9) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any Committee member.
- (10) Any member of the Council not an elected or co-opted member of the Committee may attend any meeting of the Committee and may speak with the consent of the presiding member of the Committee, but shall not have any voting rights at such meeting.

20. Urgent additional Committee meetings

The President or Secretary shall call a Committee Meeting at any time upon resolution of the Executive or upon the written request, indicating the matters to be discussed, of at least four members of the Committee and notice of any such meeting may be given in any manner practicable by the Secretary to each Committee members.

21. Powers and Duties of the Committee

- (1) Subject to any direction by the Council in general meetings, the Committee shall have the control and management of the affairs of the Council.
- (2) The Committee may exercise the powers given to it by these rules and shall have power to:
 - call meetings of the Council and the Committee;
 - establish a Legal Panel and such other professional or other panels of members as it may resolve;
 - form and delegate matters to sub-committees other than those matters which by law must be performed by the Committee or an officer;
 - form and alter the policies of the Council;
 - perform all other acts as appear to it to be necessary or desirable for the proper management of the affairs of the Council.
- (3) The Council shall supply without charge a copy of these rules and any Current Standing Orders to each new member on joining and, upon reasonable request, to any existing member at reasonable charge to be determined by the Committee.

22. Executive Committee

- (1) There shall be an Executive Committee comprising the officers and one other person elected by the Committee.
- (2) Three members of the Executive Committee shall be a quorum.
- (3) The Executive Committee shall act for the Committee between meetings thereof and shall report to each meeting of the Committee as to its activities.

23. Powers and Duties of Officers

- (1) The President and the Secretary or a Committee member with the approval of either or both, shall have authority to make public statements on behalf of the Council, each consulting with the other as far as is practicable. Such statements shall conform to and be consistent with such directions if any as may be given from time to time by the Committee or the Council in general meeting.
- (2) The Secretary shall cause minutes of all proceedings at Committee and general meetings to be kept.
- (3) The Secretary shall cause all correspondence and notices to be dealt with in accordance with the usual procedures of the Council, but shall report to each Committee upon such correspondence and notices.
- (4) The Secretary shall cause the Council's office to be administered efficiently and shall report any defects therein to the Executive Committee for action.
- (5) Any power reposed in or duty imposed upon the Secretary by these rules or the Committee may be exercised or discharged in the absence of the Secretary by the Assistant Secretary or at the Secretary's discretion by a member or employee of the Council.
- (6) The minutes of a Committee or general meeting shall be signed by its presiding officer or that presiding officer at the succeeding meeting.
- (7) The Treasurer shall ensure that:
 - all money due to the Council is collected and received and that all payments authorised by the Council are made;
 - correct books and accounts are kept showing the financial affairs of the Council including full details of all receipts and expenditure connected with the activities of the Council.

PART IV - GENERAL MEETING

24. Annual General Meeting

The Council shall convene an annual general meeting of its members in the month of October, on such date and at such place and time as the Committee resolves.

25. Financial Year

The financial year of the Council shall be from 1 October to 30 September, except that the first post-incorporation financial year shall be from the date of incorporation to 30 September 1990. However the Treasurer shall also prepare and have audited accounts for the year 1 October 1989 to 30 September 1990 as if that year was a financial year for the Council.

26. Business of Annual General Meeting

The business of the Annual General Meeting shall be:

- to confirm the minutes of the previous Annual General Meeting and of any other general meeting held since that meeting;
- to receive from the officers on behalf of the Committee reports upon the activities of the Council during the previous financial year;
- to receive and consider the financial statements required to be submitted to members pursuant to section 26(6) of the Associations Incorporation Act, 1984;
- to appoint an Auditor to audit the accounts of the Council for the ensuing financial year;
- elections of officers and other Committee members;
- motions on notice;
- motions without notice;
- any other general business.

27. Other General Meetings

- (1) The Committee or the Executive Committee may convene a general meeting of the Council at any time.
- (2) The Secretary shall convene a general meeting upon the requisition in writing of not less than 25 members of the Council, or of not less than 4 members of the Committee.
- (3) Any requisition for a general meeting shall:
 - state the purpose or purposes of the meeting;
 - be signed by the members making the requisition; and
 - be lodged with the Secretary
- (4) If the Secretary fails to convene a general meeting to be held within one month after the date of lodging the requisition, any one or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date, and such a meeting shall be convened as nearly as practicable in the same manner as other general meetings and any expense incurred by a member in so doing is to be reimbursed from Council funds. If, however, the transaction of business at such a meeting is substantially or wholly frustrated by reason of the non-attendance of or the refusal to participate in the business of the meeting by the persons who made the requisition, they shall not be so reimbursed.
- (5) The quorum for such a general meeting shall be 25 members.

28. Notice

- (1) The Secretary shall cause at least 14 days notice of an Annual General Meeting and at least 7 days notice of other general meetings to be given to members, unless the nature of business requires a special resolution in which case the Secretary shall cause to be given at least 21 days notice of the meeting.
- (2) Such notice shall specify the nature of business to be transacted at any general meeting, including any resolutions or other business of which notice has been given by a member, the Committee or the Executive Committee and any special resolutions which a member intends to propose.
- (3) No business other than that specified in the notice convening the meeting shall be transacted unless the meeting otherwise resolves or, in the case of the Annual General Meeting, business which may be transacted pursuant to Rule 26.

29. General Meeting Procedures

- (1) 25 members shall constitute a quorum for a general meeting.
- (2) If half an hour after the appointed time for a commencement of the general meeting the 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 at the same time and unless another place is specified at the time of the adjournment by the person presiding at the meeting or communication by written notice to members given before the day to which the meeting is adjourned at the same place.
- (3) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present being not less than 15 shall constitute a quorum.
- (4) Proxies shall not be recognised by the presiding member at any general meeting.
- (5) The President, or in the President's absence, a Vice-President, shall preside as Chairperson at each general meeting of the Council.
- (6) If the President and Vice-Presidents are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside.
- (7) No member is entitled to vote at any general meeting unless that member has paid all sums due and payable to the Council in accordance with these rules.
- (8) 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.
- (9) Where a general meeting is adjourned for 14 days or more, the Secretary shall give notice of the adjourned meeting to each member of the Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (10) Except as provided in Clauses (8) and (9), 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.

- (11) A question arising at a general meeting shall be determined on a show of hands and, unless on the declaration of the show of hand a poll is demanded by not less than 3 members or the Chairperson, a declaration by the Chairperson that a resolution, is on a show of hands, carried or carried unanimously, or carried by a particular majority or lost, or an entry to that effect in the minute book of the Council is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (12) In the event of an equality of votes, the Chairperson may exercise a casting vote.
- (13) Subject to these Rules, general meeting shall be conducted in accordance with such Standing Orders as prescribed from time to time by resolution either of the Committee or of the Council at general meeting.

PART V - AUSTRALIAN COUNCIL FOR CIVIL LIBERTIES

30. Membership

- (1) The Council shall continue its membership of the Australian Council for Civil Liberties or any successor association or corporation in accordance with the rules of the Australian Council.
- (2) The Council may withdraw by resolution of the Committee from the Australian Council in accordance with the rules of that Council.
- (3) By its membership of the Australian Council, the Council shall seek to promote accord between and assist other Councils for Civil Liberties upon matters of civil liberty, and to protect the good name of the civil liberties movement throughout Australia and to promote the cause of civil liberties in accordance with the aims of the Council expressed in Rule 2.

PART VI - GENERAL

31. Funds - Source

- (1) The funds of the Council shall be derived from joining fees, if any, annual subscriptions of members, donations and such other sources as the Committee determines.
- (2) All money received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- (3) The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt and if requested provide a copy of the receipt to the person making the payment.

32. Funds - Management

- (1) The funds of the Council shall be used in the pursuance of the objects of the Council in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Committee or employees of the Council, being persons authorised to do so by the Committee.

33. Common seal

- (1) The common seal of the Council shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the public officer or Secretary.

34. Custody of books

Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

35. Inspection of documents

The records, books and other documents of the Council shall be open to inspection, free of charge, by a member at a reasonable hour, except such documents the inspection of which would involve the unreasonable disclosure of information relating to the personal affairs of any person.

36. Service of notices

- (1) A notice may be served by or on behalf of the Council upon any member personally or by sending it by post or through a document exchange to the member or by facsimile or by date transfer to the member at the place and in the manner nominated by the member and shown in the Register of Members.
- (2) A notice which is sent in accordance with paragraph (1) shall be deemed to have been served on the person in the case of sending it by post or through a document exchange two business days after it is despatched and in all other cases at the time at which the notice was despatched.

37. Rules and objects

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Council, the procedure for which shall be as set out in section 5 of the Associations Incorporation Act 1984.

The Council became incorporated under the *Associations Incorporation Act 1984* (NSW) on 31 January 1990. The above Rules were adopted at the 1989 Annual General Meeting.