

Summary of key changes to the Constitution of the Economic Society of Australia (New South Wales Branch) Inc.

At the Annual General Meeting on Tuesday 1 August 2017, a proposal to make changes to the Constitution of the Economic Society of Australia (New South Wales Branch) is intended to be passed as a Special Resolution. The amendments are being proposed to comply with changes to the Associations Incorporations Act and revisions to the Model Constitution in September 2016. This document outlines the key proposed changes to the Constitution of the Economic Society of Australia (New South Wales Branch) Inc.

Definitions:

Council means the governing body of the Society.

member means a person who is a member of the Society.

ordinary Council member means a member of the Council who is not an office-bearer of the Society.

public officer means the Society's public officer as described under the Act.

secretary means:

- (a) the person holding office under this constitution as secretary of the Society, or
- (b) if no such person holds that office - the public officer of the Society.

Society means Economic Society of Australia (New South Wales Branch) Inc.

special general meeting means a general meeting of the Society other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

Clause in Constitution	Details of change	Reasons for change
14. Composition and membership of the Council	New provision (5): There is no maximum number of consecutive terms for which a Council member may hold office.	<ul style="list-style-type: none"> • To comply with Schedule 1 of the Act, which requires a constitution to address the maximum number of consecutive terms of office of any office-bearers on the committee (if specified). • This provision is consistent with current practices and the wording in the Model Constitution.

<p>15. Election of Council members</p>	<p>Current provision (1) (b):</p> <p>Nominations for council positions must be delivered to the secretary at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.</p> <p>New provision (1) (b):</p> <p>Nominations for council positions must be delivered to the secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.</p>	<ul style="list-style-type: none"> • 7 days’ notice gives candidates more time to submit a nomination for a Council position. • The new provision is consistent with the Model Constitution.
<p>21. Appointment of Society members as Council members to constitute quorum</p>	<p>This is a new clause in the Model Constitution.</p> <p>(1) If at any time the number of Council members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Society as Council members to enable the quorum to be constituted.</p> <p>(2) A member of the Council so appointed is to hold office, subject to the constitution, until the annual general meeting next following the date of the appointment.</p> <p>(3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.</p>	<p>New clause in the Model Constitution that is intended “to address situations where, for any reason, the committee has insufficient members to establish a quorum. In this way, the remaining committee members will have the ability to form a quorum and act validly”.</p>
<p>22. Use of technology at Council meetings</p>	<p>New clause in the Model Constitution</p> <p>(1) A Council meeting may be held at 2 or more venues using any technology approved by the Council that gives each of the Council’s members a reasonable opportunity to participate.</p> <p>(2) A Council member who participates in a Council meeting using that technology is taken to be present at the meeting, and if the member votes at the meeting, is taken to have voted in person.</p>	<p>New clause in the Model Constitution: “This provision recognises the availability of technology to make it more convenient for committee members to interact and participate with each other at committee meetings from various locations”.</p>

<p>25. Annual general meetings – holding of</p>	<p>Listed as Clause 23 in the current Constitution</p> <p>Previous provision:</p> <p>(2) The Society must hold its annual general meetings:</p> <p style="padding-left: 40px;">(a) within 3 months after the close of the Society’s financial year, or</p> <p style="padding-left: 40px;">(b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.</p> <p>New provision:</p> <p>(2) The Society must hold its annual general meetings:</p> <p style="padding-left: 40px;">(a) within 6 months after the close of the Society’s financial year, or</p> <p style="padding-left: 40px;">(b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.</p>	<p>Change to provision is consistent with the Model Constitution.</p>
<p>36. Postal or electronic ballots</p>	<p>Listed as Clause 34 in the current Constitution</p> <p>Previous provisions:</p> <p>(1) The Society may hold a postal ballot or an online ballot to determine any issue or proposal, including the election of office-bearers of the Society and ordinary Council members (other than an appeal under clause 12).</p> <p>(2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.</p> <p>New provisions:</p> <p>(1) The Society may hold a postal ballot or an electronic ballot (as the Council determines) to determine any issue or proposal, including the election of office-bearers of the Society and ordinary Council members (other than an appeal under clause 12).</p> <p>(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.</p>	<p>To comply with Schedule 1 of the Act, which requires that ballots can be postal or electronic.</p>

<p>37. Use of technology at general meetings</p>	<p>New clause in the Model Constitution</p> <p>(1) A general meeting may be held at 2 or more venues using any technology approved by the Council that gives each of the Society’s members a reasonable opportunity to participate.</p> <p>(2) A member of the Society who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.</p>	<p>New Clause in the Model Constitution that “recognises the availability of technology to make it more convenient for association members to interact and participate with each other at a general meeting from various locations”.</p>
<p>41. Society is non-profit</p>	<p>New clause in the Model Constitution</p> <p>Subject to the Act and the Regulation, the Society must apply its funds and assets solely in pursuance of the objects of the Society and must not conduct its affairs so as to provide a pecuniary gain for any of its members.</p>	<p>New clause in the Model Constitution that clarifies the not-for-profit purpose of the Society.</p>
<p>42. Distribution of property on winding up of Society</p>	<p>New Clause in the Model Constitution</p> <p>(1) Subject to the Act and the Regulations, in a winding up of the Society, any surplus property of the Society is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.</p> <p>(2) In this clause, a reference to the surplus property of a Society is a reference to that property of the Society remaining after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of the winding up of the Society.</p>	<p>New Clause in the Model Constitution to comply with Schedule 1 of the Act, which requires that a Constitution contain a winding-up clause.</p>
<p>45. Inspection of books etc</p>	<p>Listed as Clause 40 in the current Constitution</p> <p>New provision (3): Despite subclauses (1) and (2), the Council may refuse to permit a member of the Society to inspect or obtain a copy of the records of the Society that relate to confidential, personal, employment, commercial or legal matters of where to do so may be prejudicial to the interests of the Society.</p>	<p>A new provision in the Model Constitution which has been inserted so that the committee can maintain confidentiality.</p>