

**CONSTITUTION**

**AUSTRALIAN DISPUTE RESOLUTION ASSOCIATION INC**

1997

1. **NAME**

The name of the incorporated association is:

Australian Dispute Resolution Association Inc.

(In these rules called the "Association").

2. **OBJECTS**

The objects of the Association are to:

- (1) Promote alternative dispute resolution throughout Australia, the role of neutrals in dispute resolution
- (2) To foster the continued development of its objectives on a national basis
- (3) Co-operate and affiliate with other organisations in order to achieve the objects of the Association
- (4) Encourage and provide for the exchange and dissemination of ideas, information and experience in alternative dispute resolution
- (5) Develop, maintain and promote alternative dispute resolution standards and to achieve uniform national standards
- (6) Provide and support education and research in the theory and practice of alternative dispute resolution
- (7) To print, publish and circulate all manner of information pertaining to the education and facilitation of alternative dispute resolution
- (8) Enhance professional skills of mediators, conciliators and other practitioners in alternative dispute resolution and of administrators of alternative dispute resolution services
- (9) To make representations in the interests of all members of the Association in all matters affecting or concerning the Association and the resolution of disputes by alternative dispute resolution
- (10) To acquire by way of gift, testamentary disposition or purchase or in any other manner approved by the Board any estate or interest in any right or privileges over or in respect of real property and to acquire by way of gift, testamentary disposition or purchase or in any other manner approved by the Board personal property or any rights or privileges in respect of personal property and to improve, development, repair, maintain, sell, transfer, mortgage, lease, exchange, pledge, charge or in any other manner without limitation dispose of or deal with or use such real or personal property all rights or any of them or any part of them
- (11) To invest the moneys of the Association from time to time in such manner as approved by law and the Association's Board

- (12) To engage and/or employ and/or dismiss staff and/or employees on behalf of the Association
- (13) Do all such other things as may be incidental to pursue the above objects
- (14) Except as expressly provided each object set out shall be considered independently of the other objects and name of the objects shall be deemed to be merely a subsidiary to any other objects.

3. **INTERPRETATIONS**

In these rules, unless the contrary intention appears:

- (1) "Alternative dispute resolution" (ADR) means dispute resolution by processes:
  - (a) which encourage disputants to reach their own solution
  - and
  - (b) in which the primary role of the third party neutral is to facilitate the disputants to do so
- (2) "Board" means the Board of Management of the Association
- (3) "Secretary" means the Secretary of the Association
- (4) "Financial Year" means the year ending June 30th
- (5) "Member" means a financial member of the Association. The categories of members shall be determined by the Annual General Meeting from time to time
- (6) "The Act" means the Associations Incorporation Act 1984
- (7) "Association" means the Alternative Dispute Resolution Association in Australia Inc.
- (8) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Act, 1897 and the Act as in force from time-to-time.

4. **APPLICATION FOR MEMBERSHIP**

- (1) The following persons and/or organisations are eligible for membership of the Association on payment of the annual subscription:
  - (a) Persons in Australia or overseas who have been engaged as neutral independent dispute resolution facilitators
  - (b) Persons in Australia and overseas teaching ADR or who have undertaken special research or education into ADR

- (c) Persons in Australia or overseas who are employed by or are members of a firm, corporation or local or governmental department or agency which has as its primary purpose the resolution of disputes
  - (d) Persons in Australia or overseas with a special interest in the development, promotion and use of ADR
- (2) Other persons may apply to the Board to be associate members of the Association.
  - (3) Applications for membership shall be made in writing and lodged with the Secretary together with payment of the annual subscription.
  - (4) Applications for membership which have been received by the Secretary shall be referred to the Board as soon as practicable after their receipt.
  - (5) The Board shall approve or reject applications for membership.
  - (6) Categories of membership shall be as determined from time to time by the Annual General Meeting or by an Extraordinary General Meeting.
  - (7) If the application is rejected by the Board, the applicant has the same right of appeal as a member under Section 7.
  - (8) Membership rights, privileges and obligations lapse when:
    - (a) a member fails to pay the annual subscription in accordance with rule 5
    - (b) a member lodges a written resignation with the Secretary
    - (c) the Board expels a member
  - (9) The Association in General Meeting may grant Honorary Life Membership to any person who has made an exceptional and outstanding contribution to the development and/or objects of the Association.
5. **ANNUAL SUBSCRIPTION**
- (1) The initial annual subscription fee shall be as approved by the Annual General Meeting in any year.
  - (2) The subscription shall be payable within 30 days of the calling for same by the Treasurer but shall not be payable more than 1 month before the commencement of the financial year to which the subscription relates. Those members who have joined after 31st March in any financial year shall not be required to pay the subscription for the next financial year.

6. **REGISTER OF MEMBERS**

- (1) The register of current members shall be kept by the Secretary and shall record the full name, address and date of entry of the name of each member.
- (2) The register shall be available for inspection by the members.

7. **CESSATION OF MEMBERSHIP**

- (1) Notification of resignation from the Association shall be in writing and lodged with the Secretary. The resignation shall take effect upon receipt by the Secretary.
- (2) The Board may resolve to expel a member from the Association for proper cause.
- (3) Where the Board passes a resolution under sub-rule (2), the Secretary shall, as soon as possible, cause notice in writing to be forwarded to the member stating:
  - (a) the Board resolution
  - (b) That the member may address the Board at its next meeting which shall be held not earlier than 14 and not later than 28 days after service of that notice,
  - (c) the date, place and time of the meeting.
  - (d) That the member may give to the Board before the date of that meeting a written statement seeking that the Board not proceed to resolve to expel that member and the grounds for this request.
- (4) At a meeting of the Board called in accordance with sub-rule (3), the Board shall:
  - (a) give the member an opportunity to be heard;
  - (b) give consideration to any written statement submitted by the member;
  - (c) by resolution determine whether to expel the member or to adjourn the meeting for one month to allow the issue to be resolved by an ADR method.
- (5) Where at any meeting or adjourned meeting of the Board referred to in sub-clause (4), the Board has resolved to expel the member then the member may lodge with the secretary within 14 days of the date of the aforesaid meeting a notice that the member wishes to appeal against the resolution to a General Meeting of the Association.
- (6) Where the Secretary receives the notice that the member wishes to appeal to a General Meeting of the Association the Secretary shall in accordance with clause 10 convene a meeting to be held within 21 days of the date the Secretary received the notice.
- (7) At a General Meeting of the Association convened to discuss the expulsion or suspension:
  - (a) no business other than the question of the appeal shall be transacted;

- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the resolution being passed;
- (c) the member shall be given the opportunity to be heard; and
- (d) the members present shall vote by secret ballot on the question whether the resolution shall be confirmed or revoked.

(8) If at the General Meeting

- (a) a majority of the members present vote in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) In any other case, the resolution is revoked.

**8. ANNUAL GENERAL MEETING**

- (1) The Board shall on or before 31 October in each calendar year convene an Annual General Meeting of the Association.
- (2) The business of the Annual General Meeting shall be to:
  - (a) confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that meeting;
  - (b) receive a report from the Board on the activities of the Association during the preceding year;
  - (c) elect the Board;
  - (d) receive and consider the statement of accounts provided for in Section 26(6) of the Act, such statement to have been audited;
  - (e) appoint an auditor of accounts of the Association for the current financial year;
  - (f) determine the annual subscription for the next financial year
  - (g) review if necessary any of the determinations of which notice has been given.
- (3) The Annual General Meeting may transact other business of which notice has been given in accordance with clause 10.

**9. SPECIAL GENERAL MEETING**

- (1) All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- (2) The Board may at any time convene a Special General Meeting.
- (3) At the request in writing of at least 12 members of the Association, the Board shall convene a Special General Meeting.

- (4) A request for a Special General Meeting shall state the purpose of the meeting, be signed by the members making the request and be lodged with the Secretary.
- (5) If the Board, within one month after the date on which the request is lodged, fails to call a Special General Meeting, those making the request may convene a Special General Meeting to be held no later than three months after the said date. Such a Special General Meeting shall be convened and conducted in accordance with these rules.

**10. NOTICE OF GENERAL MEETINGS**

- (1) A notice of General Meeting shall be mailed to the last known address of members or otherwise delivered to members of the Association at least 14 days before the date of the meeting.
- (2) The notice shall set out the place, date and time of the General Meeting and the business to be transacted at that meeting.
- (3) If a member wishes to bring business before a General Meeting, notice of such business shall be in writing and lodged with the Secretary. The Secretary shall include that business in the notice calling the next General Meeting.
- (4) Business other than that set out in the notice, shall not be transacted unless:
  - (a) notice in writing of the business has been lodged with the Secretary at least 3 days before the scheduled meeting; and
  - (b) a majority of members present vote at the meeting to transact the business.
- (5) Business not transacted at this meeting may be deferred to the next General Meeting.

**11. PROCEEDINGS AT GENERAL MEETINGS**

- (1) No business shall be transacted at a General Meeting unless at least 10 members are present in person.
- (2) The President of the Association or the Deputy President or a Board member nominated by the President shall chair General Meetings.
- (3) Each member has been a member for at least 3 months and who is present in person or by proxy is entitled to one vote and resolutions shall be carried by a majority of the voting members.
- (4) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

- (5) The notice appointing the proxy shall be in the following form:

I,  
of  
being a member of ADRA hereby appoint  
of  
being a member of that Association, as my proxy to vote for me on my behalf at the General Meeting  
of the ADRA Association (annual general meeting or special general meeting as the case may be)  
to be held on 19  
and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution  
(insert details).

Signed  
Date

- (6) A declaration from the chair shall be conclusive that a resolution has been passed unless 3 members  
call for a poll. When a poll is called the number of votes in favour and against the resolution will be  
recorded.
- (7) Minutes of proceedings of General Meetings shall be recorded and kept in a minute book.

## 12. BOARD OF MANAGEMENT

- (1) (a) The Association's affairs shall be managed by a Board of not less than 6 and not more  
than 2 members elected at each Annual General Meeting of the Association.
- (b) The Board of Management shall establish an Interstate Administrative Committee  
consisting of 1 ADRA member from each State.
- (2) At its first meeting and at its first meeting after each Annual General Meeting the board shall elect  
from amongst members of the Board office-bearers consisting of a President, Deputy President,  
Secretary and Treasurer. All office-bearers shall hold office until the end of the next Annual General  
Meeting. No person shall be President for more than 2 consecutive terms.
- (3) The Board may co-opt a member of the Association to fill a casual vacancy on the Board. The Board  
may elect from amongst members of the Board a person to fill a casual vacancy amongst the office-  
bearers.
- (4) A casual vacancy in the office of a member of the Board or office-bearers occurs if the member or  
office-bearer:
- (a) dies;
- (b) ceases to be eligible to be a member of the Association;

- (c) ceases to be a member of the Association;
- (d) resigns office by notice in writing given to the Secretary;
- (e) 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
- (f) is absent without the leave of the Board from three consecutive meetings.

- (5) The Board may establish committees and co-opt members of the Association onto committees.
- (6) The Board may delegate tasks to committees and shall record the tasks to be undertaken and  
the date by which the sub-committee shall report to the Board.
- (7) Committees shall include at least one Board member.
- (8) All meetings of the Board shall be open to all members of the Association. Proceedings  
concerning membership and staffing of the Association may be held in camera at the request  
of the member or staff whose interests are involved.
- (9) The Board shall meet at least 4 times per year and a quorum shall be four (4) persons present  
in person or by a telephone conference. Meetings of the Board shall be in person or by a  
telephone conference.
- (10) All Board members shall share responsibility for ensuring that the Association's interests are  
promoted and its business transacted. Except that:
- (a) The President (or the Deputy President where the President is unavailable) shall  
have responsibility for representing the Association on other bodies and speaking on  
behalf of the Association and chairing General Meetings of the Association.
- (b) The Secretary shall have responsibility for:
- (i) maintaining the register of members;
- (ii) notifying members of General Meetings and other meetings of the  
Association;
- (iii) recording meeting procedures and resolutions
- (c) The Treasurer shall:
- (i) collect and receive all moneys due to the Association and make all  
payments authorised by the Board;
- (ii) keep correct accounts and books showing the financial affairs of the  
Association with full details of all receipts and expenditure connected  
with the activities of the Association and keep available for inspection  
the said accounts and books of the Association.
- (iii) call for payment of annual subscriptions and regularly advise the  
Secretary of the names of persons who have failed to pay the annual  
subscription in accordance with sub-rule 5(2).

- (d) Any officer of the Association may delegate to another Board member any of that officer's responsibilities with the prior approval of the Board.

**13. DIVISIONS**

A Division once established may create its own by-laws which shall become effective upon approval by the Association in General Meeting provided that those by-laws shall be invalid to the extent that they may be inconsistent with this Constitution or the Act.

**14. SEAL**

The seal of the Association shall be kept by the Secretary and affixed to documents only with the authority of the Board.

**15. ALTERATION OF RULES AND OBJECTS**

These rules and the objects of the Association shall not be altered except in accordance with the Act.

**16. FUNDS**

- (1) The funds of the Association shall be derived from annual subscriptions, activities of the Association and such other sources as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board one of whom shall be an Office Bearer.

**17. BOOKS AND DOCUMENTS**

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. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Society at any reasonable hour.

**18. WINDING UP**

In the event of the Association being wound up the assets and funds of the Association shall be transferred to other organisations having purposes similar to the Association as determined by resolution of a Special General Meeting.

## Constitutional Review Sub-committee

### Report to the board

Herewith the revised Constitution, presented in two forms - by comparison with the existing Constitution and as a draft with the changes incorporated.

Please provide your comments to Rhonda (or other members of the subcommittee - Paul and Allan Parker) by April 30. As this is a two stage revision, I am interested in comments both as to proposed changes and as to any major reforms. So far areas which will need to be canvassed separately are :

- whether we should incorporate a DR procedure in the Constitution or leave matters as framed in clause 8;
- preamble;
- consideration of postal votes in preference to or instead of proxies.

As you are aware the main aims of this revision were to:

- correct minor errors eg spelling mistakes
- correct inconsistencies eg references to Society rather than Association
- improve clarity : numbering, headings and plain English
- make minor changes eg to remove the use of the word third party neutral in the objects and definitions
- identify areas that may need further discussion.

At the next Board meeting I propose to put the following resolution:

"That the Board approve the calling of a Special General Meeting to seek changes to the Constitution as circulated to Board members."

If this is approved the sub-committee proposes a Special General Meeting in June so that alteration of the financial year can be considered as part of the other changes to the Constitution.

Rhonda Payget  
April 6, 1999

## CONSTITUTION

### Existing Constitution

#### 1. Name

The name of the incorporated association is: Australian Dispute Resolution Association Inc. (In these rules called the "Association").

#### 2. Objects

The objects of the Association are to:

(1) Promote alternative dispute resolution throughout Australia, the role of neutrals in dispute resolution

(2) To foster the continued development of its objectives on a national basis

(3) Co-operate and affiliate with other organisations in order to achieve the objects of the Association

(4) Encourage and provide for the exchange and dissemination of ideas, information and experience in alternative dispute resolution

(5) Develop, maintain and promote alternative dispute resolution standards and to achieve uniform

### With Proposed Changes

#### PART 1 INTRODUCTION

#### 1. Name

The name of the incorporated association is: Australian Dispute Resolution Association Inc.

#### 2. Objects

The objects of the Association are:

2.1 To promote alternative dispute resolution throughout Australia; and

2.2 To co-operate with other organisations in order to achieve the objects of the Association; and

2.3 To affiliate with other organisations in order to achieve the objects of the Association; and

2.4 To encourage and provide for the exchange and dissemination of ideas, information and experience in alternative dispute resolution; and

2.5 To develop and promote alternative dispute resolution standards and

### Comments

Definition already included in cl 3.

See 2.13

(7) To print publish and circulate all manner of information pertaining and to the education and facilitation of alternative dispute resolution

(8) Enhance professional skills of mediators, conciliators and other practitioners in alternative dispute resolution and of administrators of alternative dispute resolution services

(9) To make representations in the interests of all members of the Association in all matters affecting or concerning the Association and the resolution of disputes by alternative dispute resolution

(10) To acquire by way of gift, testamentary disposition or purchase or in any other manner approved by the Board any estate or interest in any right or privileges over or in respect of real property and to acquire by way of gift, testamentary disposition or purchase or in any other manner approved by the Board personal property or any rights or privileges in respect of personal property and to improve, development, repair, maintain, sell, transfer, mortgage, lease, exchange, pledge, charge or in any other manner without limitation dispose of or deal with or use such real or personal property, all rights or

2.8 To print publish and circulate information about alternative dispute resolution; and

2.9 To advocate the enhancement of professional skills of mediators, conciliators, arbitrators, facilitators and other practitioners in alternative dispute resolution and of administrators of dispute resolution services; and

2.10 To make representations in the interests of all members of the Association in all matters affecting or concerning the Association and the resolution of disputes by alternative dispute resolution; and

2.11 To acquire by way of gift, testamentary disposition or purchase or in any other manner approved by the Board any estate or interest in any property; and

(13) Do all such other things as may be incidental to pursue the above objects.

(14) Except as expressly provided each object set out shall be considered independently of the other objects and name of the objects shall be deemed to be merely a subsidiary to any other objects.

2.14 To foster the continued development of its objectives on a national basis; and

2.15 To do all such other things as may be incidental to pursue the above objects.

From 2(2)

### 3. Interpretations

In these rules, unless the contrary intention appears -

(1) "Alternative dispute resolution" (ADR) means dispute resolution by processes :

(a) which encourage disputants to reach their own solution and  
(b) in which the primary role of the third party neutral is to facilitate the disputants to do so

(2) "Board" means the Board of Management of the Association

(3) "Secretary" means the Secretary of the Association

(4) "Financial Year" means the year ending June 30<sup>th</sup>

(5) "Member" means a financial member of the Association. The categories of members shall be determined by the Annual General Meeting from time to time

(6) "The Act" means the Associations Incorporations Act 1984

(7) "Association" means the Alternative Dispute Resolution Association in Australia Inc

(8) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Act 1897 and the Act as in force from time to time

### 3. Interpretations

In this Constitution:

3.1 "Alternative dispute resolution" (ADR) means dispute resolution by a range of processes which include mediation, conciliation, facilitation, negotiation, arbitration, early neutral evaluation and dispute counselling as well as hybrid processes such as MedArb.

3.2 "Association" means the Australian Dispute Resolution Association Inc.

3.3 "Board" means the Board of Management of the Association.

3.4 "Financial Year" means the year 1 September until 31 August.

3.5 "Member" means a member of the Association who has paid all amounts payable by the member to the Association.

3.6 "Term" means one year.

Check definition.

4. Application for Membership

(1) The following persons and/or organisations are eligible for membership of the Association on payment of annual subscription:

(a) Persons in Australia or overseas who have been engaged as neutral independent dispute resolution facilitators

(b) Persons in Australia or overseas teaching ADR or who have undertaken special research or education into ADR

(c) Persons in Australia or overseas who are employed by or are members of a firm, corporation or local or governmental department or agency which has as its primary purpose the resolution of disputes

(d) Persons in Australia or overseas with a special interest in the development, promotion and use of ADR

(2) Other persons may apply to the Board to be associate members of the Association.

(3) Applications for membership shall be made in writing and lodged with the Secretary together with payment of the annual subscription.

(4) Applications for membership which have been received by the Secretary shall be referred to the Board.

4. Application for Membership

4.1 The following people and organisations are eligible for membership of the Association:

4.1.1 People in Australia or overseas who engage as independent dispute resolution practitioners; and

4.1.2 People or organisations in Australia or overseas teaching ADR or undertaking research or education into ADR; and

4.1.3 People or organisations in Australia or overseas who are employed by or are members of a firm, corporation, government department or agency which has the resolution of disputes as one its purposes; and

4.1.4 People or organisations in Australia or overseas with a special interest in the development, promotion and use of ADR

4.2 The Board may keep a register of organisations with whom the Association agrees to exchange information.

4.3 Applications for membership shall be made in writing and lodged with the Secretary together with payment of the annual subscription.

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4.1.3 People or organisations in Australia or overseas who are employed by or are members of a firm, corporation, government department or agency which has the resolution of disputes as one its purposes; and

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4.4 Applications for membership which have been received by the Secretary shall be referred to the

(7) If the application is rejected by the Board, the applicant has the same right of appeal as a member under Section 7.

(8) Membership rights, privileges and obligations lapse when :

(a) a member fails to pay the annual subscription in accordance with rule 5

(b) a member lodges a written resignation with the Secretary

(c) the Board expels a member.

(9) The Association in a General Meeting may grant Honorary Life Membership to any person who has made an exceptional and outstanding contribution to the development and/or objects of the Association.

#### 5. Annual Subscription

(1) The initial annual subscription fee shall be as approved by the Annual General Meeting in any year.

(2) The subscription shall be payable within 30 days of the calling for same by the Treasurer but shall not be payable more than 1 month before the commencement of the financial year to which the subscription relates. Those members who have joined after 31<sup>st</sup> March in any financial year shall not be required to pay the subscription for the next financial year.

4.7 If the application is rejected by the Board, the applicant has the same right of appeal as a member under clause 8.

Moved to  
clause 8

4.8 The Association in a Special General Meeting may grant Honorary Life Membership to any person who has made an exceptional and outstanding contribution to the development and/or objects of the Association.

#### 5. Annual Subscription

5.1 The annual subscription fee for each category of membership must be as approved by the Annual General Meeting in any year.

5.2 The subscription is payable within 30 days of the calling for same by the Treasurer. Those members who have joined after 30<sup>th</sup> May in any financial year are not required to pay the subscription for the next financial year.

6. Register of Members

(1) The register of members shall be kept by the Secretary and shall record the full name, address and date of entry of the name of each member.

(2) The register shall be available for inspection by the members.

7. Cessation of Membership

(1) Notification of resignation from the Association shall be in writing and lodged with the Secretary. The resignation shall take effect upon receipt by the Secretary.

(2) The Board may resolve to expel a member from the Association for proper cause.

7. Register of Members

7.1 The Secretary must establish and maintain a register of members recording the full name and address of each member together with the date on which the person or organisation became a member.

7.2 The register of members must be available for inspection, free of charge, by any member.

8. Cessation of Membership

8.1 Membership rights, privileges and obligations lapse when :

8.1.1. a member fails to pay the annual subscription; or

8.1.2 a member lodges a written resignation with the Secretary; or

8.1.3 the Board expels a member.

8.2 A member may resign from membership of the Association by giving written notice to the Secretary. The resignation takes effect upon receipt by the Secretary.

8.3 The Board may resolve to suspend or expel a member from the Association:

8.3.1 if that member has persistently refused or neglected to comply with a provision or provisions of this Constitution; or

8.3.2 if that member has acted in a manner prejudicial to the interests of the association; or

8.3.3 for any other proper cause

Moved  
from clause  
4

Note  
changes

(3) Where the Board passes a resolution under sub-rule (2), the Secretary shall, as soon as possible, cause a notice in writing to be forwarded to the member stating:

- (a) the Board resolution
- (b) That the member may address the Board at its next meeting which shall be held not earlier than 14 and not later than 28 days after service of that notice,
- (c) the date, place and time of the meeting.
- (d) That the member may give to the Board before the date of that meeting a written statement seeking that the Board not proceed to resolve to expel that member and the grounds for this request.

(4) At a meeting of the Board called in accordance with sub-rule (3), the Board shall:

- (a) give the member an opportunity to be heard;
- (b) give consideration to any written statement submitted by the member;
- (c) by resolution determine whether to expel the member or adjourn the meeting for one month to allow the

8.4 Before the Board passes a resolution under clause 8.3, the Secretary must within 7 days cause a notice in writing to be forwarded to the member stating:

8.4.1 the matters which may lead the Board to consider suspension or expulsion; and

8.4.2 that the member may address the Board at its next meeting; and/or that the member may give to the Board before the date of that meeting a written statement seeking that the Board not proceed to resolve to suspend or expel that member and the grounds for this request; and

8.4.3 the date, place and time of the meeting.

8.5 A Board meeting held in accordance with clause 8.4.2 must be held not earlier than 14 and not later than 28 days after service of notice on the member in accordance with clause 8.4.

8.6 At a meeting of the Board called in accordance with clauses 8.4 and 8.5, the Board shall:

8.6.1 give the member an opportunity to be heard; and

8.6.2 give consideration to any written statement submitted by the member; and

8.6.3 if the member nominates and agrees to participate in an ADR

(5) Where at any meeting or adjourned meeting of the Board referred to in sub-clause (4), the Board has resolved to expel the member then the member may lodge with the Secretary within 14 days of the date of the aforesaid meeting a notice that the member wishes to appeal against the resolution to a General Meeting of the Association.

(6) Where the Secretary receives the notice that the member wishes to appeal to a General Meeting of the Association the Secretary shall in accordance with clause 10 convene a meeting to be held within 21 days of the date the Secretary received the notice.

(7) At a General Meeting of the Association convened to discuss the expulsion or suspension:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the resolution being passed;
- (c) the member shall be given the opportunity to be heard;
- (d) the members present shall vote by secret ballot on the question whether the resolution be confirmed or revoked.

8.7 A member may appeal to the Association in Special General Meeting against a resolution of the Board under clause 8.6, by lodging a written notice to that effect with the Secretary within 14 days of the date the resolution.

8.8 On receipt of a notice under clause 8.7 the Secretary must notify the Board which is to convene a Special General Meeting to be held within 21 days of the date the Secretary received the notice.

8.9 At a Special General Meeting convened to discuss the suspension or expulsion:

- 8.9.1 no business other than the question of the appeal shall be transacted; and
- 8.9.2 the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- 8.9.3 the members present are to vote by secret ballot on the question whether the resolution be confirmed or revoked.

8. Annual General Meeting

(1) The Board shall on or before 31 October in each calendar year convene an Annual General Meeting of the Association.

8.11 If a member ceases to be a member, the Secretary must record in the register of members the date on which the member ceased to be a member.

PART 3 GENERAL MEETINGS

9. Annual General Meeting

9.1 The Board must convene an Annual General Meeting of the Association on or before 31 October in each calendar year.

9.2 A notice of the Annual General Meeting must be mailed to the last known address of members or otherwise delivered to members at least 14 days before the date of the meeting. The notice must set out the place, date and time of the meeting and the business to be transacted at the meeting.

- (2) The business of the Annual General Meeting shall be to:
- (a) confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that meeting;
  - (b) receive a report from the Board on the activities of the Association during the preceding year;
  - (c) elect the Board;
  - (d) receive and consider the statement of accounts provided for in section 26(6) of the Act, such statement to have been audited;
  - (e) appoint an auditor of accounts of the Association for the current financial year;
  - (f) determine the annual subscription for the next financial year;
  - (g) review if necessary any of the determinations of which notice has been given.

(3) The Annual General Meeting may transact other business of which notice has been given in accordance with clause 10.

#### 9. Special General Meeting

- (1) All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- (2) The Board may at any time convene a Special General Meeting.

9.3 The business of the Annual General Meeting is:

- 9.3.1 to confirm the minutes of the preceding Annual General Meeting and of any Special General Meeting held since that meeting; and
- 9.3.2 to receive reports from the Board on the activities of the Association during the preceding financial year; and
- 9.3.3 to elect the Board; and
- 9.3.4 to receive and consider the statement of accounts provided for in section 26(6) of the *Associations Incorporation Act* 1984, such statement to have been audited; and
- 9.3.5 to appoint an auditor of accounts of the Association for the current financial year; and
- 9.3.6 to determine the annual subscription of each category of membership for the next financial year; and
- 9.3.7 to transact other business of which notice has been given in accordance with clause 10.

#### 10. Special General Meeting

- 10.1 All general meetings of the Association other than the Annual General Meeting shall be called Special General Meetings.
- 10.2 The Board may at any time convene a Special General Meeting.

(3) At the request in writing of a least 12 members of the Association, the Board shall convene a Special General Meeting.

(4) A request for a Special General Meeting shall state the purpose of the meeting, be signed by the members making the request and be lodged with the Secretary.

(5) If the Board, within one month after the date on which the request is lodged, fails to call a Special General Meeting, those making the request may convene a Special General Meeting to be held not later than 3 months after the said date. Such a special General Meeting shall be convened and conducted in accordance with these rules.

#### 10. Notice of General Meetings

(1) A notice of General Meeting shall be mailed to the last known address of members or otherwise delivered to members at least 14 days before the date of the meeting.

(2) The notice shall set out the place date and time of the General Meeting and the business to be transacted at that meeting.

10.3.1 At the request in writing of a least 8 members of the Association, the Board must convene a Special General Meeting.

10.3.2 A request for a Special General Meeting must state the purpose of the meeting, be signed by the members making the request and be lodged with the Secretary.

10.3.3 If the Board fails to convene a Special General Meeting within one month after the date on which the request is lodged with the Secretary, any one or more of the members who made the request may convene a Special General Meeting to be held not later than 3 months after that date. Such a Special General Meeting must be convened and conducted in the same manner as Special General Meetings convened by the Board in accordance with these rules.

10.4.1 A notice of Special General Meeting shall be mailed to the last known address of members or otherwise delivered to members at least 14 days before the date of the meeting.

10.4.2 The notice shall set out the place date and time of the Special General Meeting and the business to be transacted at that meeting.

(3) If a member wishes to bring business before a General Meeting, notice of such business shall be in writing and lodged with the Secretary. The Secretary shall include that business in the notice calling the next General Meeting.

(4) Business other than that set out in the notice, shall not be transacted unless:

(a) notice in writing of the business has been lodged with the Secretary at least 3 days before the scheduled meeting; and

(b) a majority of members present vote at the meeting to transact the business.

(5) Business not transacted at this meeting may be deferred to the next General Meeting.

11. Proceedings at General Meetings

(1) No business shall be transacted at a General Meeting unless at least 10 members are present in person.

(2) The President of the Association

11. Business at the Annual General Meeting or a Special General Meetings

11.1 A member desiring to bring any business before an Annual General Meeting or a Special General Meeting may give notice in writing of such business to the Secretary. The Secretary must include that business in the notice calling the next Annual General Meeting or Special General Meeting.

11.2 Business other than that set out in the notice, shall not be transacted unless:

11.1 notice in writing of the business has been lodged with the Secretary at least 3 days before the scheduled meeting; and

11.2 a majority of members present vote at the meeting to transact the business.

11.3 Business not transacted at this meeting may be deferred to the next Special General Meeting.

12. Proceedings at an Annual General Meeting and at Special General Meetings

12.1 No business shall be transacted at an Annual General Meeting or a Special General Meeting unless there is a quorum of 10 members in person or by proxy.

12.2 The President of the

Spells out both meetings

Spells out both meetings

(3) Each member who has been a member for at least 3 months and who is present in person or by proxy is entitled to one vote and resolutions shall be carried by a majority of the voting members.

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

(5) The notice appointing the proxy shall be in the following form :  
[form not set out here]

(6) A declaration from the chair shall be conclusive that a resolution has been passed unless 3 members call for a poll. When a poll is called the number of votes in favour and against the resolution will be

12.3 Each member who has been a member for at least 3 months and who is present in person or by proxy is entitled to one vote. Resolutions must be carried by a majority of the voting members.

12.4 A declaration from the chair shall be conclusive that a resolution has been passed unless any member calls for a poll. When a poll is called the number of votes in favour and against the resolution will be recorded.

12.5 Minutes of the proceedings of the Annual General Meeting or Special General Meeting must be recorded.

### 13. Appointment of proxies

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

13.2 The notice appointing the proxy is to be in the form set out in Appendix 1 to the Constitution.

See 12.4  
above

12. Board of Management

(1)(a) The Association's affairs shall be managed by a Board of not less than 6 and not more than 12 members elected at each Annual General Meeting of the Association.

(b) The Board of Management shall establish an Interstate Administrative Committee consisting of 1 ADRA member from each State.

(2) At its first general meeting and at its first meeting after each Annual General Meeting the Board shall elect from amongst members of the Board office-bearers consisting of a President, Deputy President, Secretary and Treasurer. All office bearers hold office until the end of the next Annual General Meeting. No person shall be President for more than 2 consecutive terms.

14. Board of Management

14.1 The affairs of the Association must be managed by a Board of not less than 6 and not more than 12 members elected at each Annual General Meeting of the Association.

14.2 The Board of Management may establish an Interstate Administrative Committee consisting of one member from each State.

14.3.1 At its first general meeting and at its first meeting after each Annual General Meeting the Board must elect from amongst members of the Board office-bearers including a President, Deputy President, Secretary and Treasurer.

14.3.2 All office bearers hold office until the conclusion of the Annual General Meeting following the date of the member's election.

14.3.3 No person shall be President for more than 2 consecutive terms.

14.4 All Board members share responsibility for ensuring that the interests of the Association are promoted and its business transacted.

See 12(10)

14.5 Any office-bearer of the Board may delegate to another Board member any of that office-bearer's responsibilities with the prior approval of the Board.

See  
12(10)(d)

15. President

See 10(a)

The President (or the Deputy President where the President is unavailable) has responsibility for:

15.1 chairing the Annual General Meeting and Special General

Meetings of the Association; and

15.2 representing the Association on other bodies; and

15.3 speaking on behalf of the Association; and

15.4 presiding a meetings of the Board.

16. Secretary

See

The Secretary has responsibility for:

12(10)(b)

16.1 maintaining the register of members;

16.2 notifying members of the Annual General Meeting and Special General Meetings of the Association; and

16.3 recording the names of Board members present at a Board meeting, Annual General Meeting and Special General Meetings; and

16.4 recording meeting proceedings and resolutions.

17. Treasurer

The Treasurer has responsibility for:

17.1 collecting, receiving, and banking all moneys due to the Association; and

17.2 making all payments authorised by the Board; and

17.3 keeping correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and

17.4 calling for payment of annual subscriptions and regularly advising the Secretary of the names of people or organisations who have failed to pay the annual subscription.

17.5 keeping available for inspection the said accounts and books of the Association.

See  
12(10)(c)

(3) The Board may co-opt a member of the Association to fill a casual vacancy on the Board. The Board may elect from amongst members of the Board a person to fill a casual vacancy amongst the office-bearers.

18. Casual vacancies

18.1 The Board may co-opt a member to fill a casual vacancy on the Board. The Board may elect from amongst members of the Board a person to fill a casual vacancy amongst the office-bearers.

(4) A casual vacancy in the office of a member of the Board or office-bearers occurs if the member or office-bearer -

- (a) dies
- (b) ceases to be eligible to be a member of the Association;
- (c) ceases to be a member of the Association
- (d) resigns office by notice in writing given to the Secretary;
- (e) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health; or
- (f) is absent without the leave of the Board from three consecutive meetings.

18.2 A casual vacancy in the office of a member of the Board occurs if the member:

- 18.2.1 dies;
- 18.2.2 ceases to be eligible to be a member; or
- 18.2.3 ceases to be a member; or
- 18.2.4 resigns office by notice in writing given to the Secretary; or
- 18.2.5 becomes a mentally incapacitated person; or
- 18.2.6 is absent without the consent of the President from three consecutive meetings.

19. Meetings of the Board

See 12(9)

19.1 The Board shall meet at least 4 times per year. Meetings of the Board shall be in person or by a telephone conference.

19.2 A quorum for a Board meeting shall be four persons present in person or by a telephone conference.

19.3 All meetings of the Board must be open to all members. Proceedings concerning membership and staffing of the Association may be held in camera at the discretion of the Board (by majority) or, subject to the approval of the Board, by request of the member or staff whose interests are involved.

See 12(8)

(7) Committees shall include at least one Board member.

20.3 Sub-committees must include at least one Board member.

(8) All meetings of the Board shall be open to all members of the Association. Proceedings concerning membership and staffing of the Association may be held in camera at the request of the member or staff whose interests are involved.

See 19.3

(9) The Board shall meet at least 4 times per year and a quorum shall be four persons present in person or by a telephone conference. Meetings of the Board shall be in person or by a telephone conference.

See 19.1  
and 19.2

(10) All Board members shall share responsibility for ensuring that the Association's interests are promoted and its business transacted. Except that:

See 14.4,  
15,16,17

(a) The President (or the Deputy President where the President is unavailable) shall have responsibility for representing the Association on other bodies and speaking on behalf of the Association and chairing General Meetings of the Association.

(b) The Secretary shall have responsibility for:

(i) maintaining the register of members;

(ii) notifying members of General Meetings and other meetings of the Association;

(iii) recording meeting procedures and resolutions.

(c) The Treasurer shall:

(i) collect and receive all moneys due to the Association and make all payments authorised by the Board;

(ii) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association and keep available for inspection the said accounts and books of the Association.

(iii) call for payment of annual subscriptions and regularly advise the Secretary of the names of persons

13. Divisions

A Division once established may create its own by-laws which shall become effective upon approval by the Association in General Meeting provided that those by-laws shall be invalid to the extent that they may be inconsistent with this Constitution or the Act.

Omitted.

14. Seal

The seal of the Association shall be kept by the Secretary and affixed to documents only with the authority of the Board.

Omitted.

15. Alteration of Rules and Objects

These rules and the objects of the Association shall not be altered except in accordance with the Act.

21. Alteration of Rules and Objects

This Constitution may only be altered by resolution passed at a Special General Meeting.

16. Funds

(1) The funds of the Association shall be derived from annual subscriptions, activities of the Association and such other sources as the Board determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board one of whom shall be an Office Bearer.

22. Funds

22.1 The funds of the Association are to be derived from annual subscriptions, activities of the Association and such other sources as the Board determines.

22.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board one of whom shall be an office-bearer.

17. Books and Documents

Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or

23. Books and Documents

23.1 Except as otherwise provided by these rules, the Secretary must keep in his or her possession or

18. Winding Up

In the event of the Association being wound up the assets and funds of the Association shall be transferred to other organisations having purposes similar to the Association as determined by resolution of a Special General Meeting.

Omitted.



## Australian Dispute Resolution Association Inc

PO Box A2468 Sydney South NSW 1235 Australia

Dear ADRA Member

Under the new constitution adopted at a Special General Meeting on 26 June 1999, members are entitled to participate in the election of Board members by lodging a postal vote.

The first step in this process is to seek nominations for election as a member of the Board. You are therefore advised that nominations will be accepted by completing the attached form, or similar notification and forward it to;

David Holst, Secretary  
ADRA  
PO Box A2468  
Sydney South 1235

***Nomination must be received on or before 30<sup>th</sup> September 2000.***

The nominee must be a current financial member for a period not less than 3 months from 26<sup>th</sup> October 2000, and be nominated by a member meeting the same requirements.

Any Candidate profiles for distribution with the ballot papers should be attached to the nomination and is limited to 300 words.

Yours truly,

**ADRA**

***Nomination for Member of the Board 2000/2001***

**Candidate**

Name: .....

Address: .....

Accepted by: .....

Signature: .....

**Nominated by:**

Name: .....

Signature: .....