

**NOTICE OF SPECIAL GENERAL MEETING OF MEMBERS OF THE AUSTRALIAN DISPUTE
RESOLUTION ASSOCIATION INCORPORATED**

Notice is hereby given to the members of the Australian Dispute Resolution Association of a Special General Meeting of members to take place at 5.30 pm on Thursday 27 March 2003 in the meeting rooms of the Law Society Building 170 Phillip Street Sydney to vote on the following modifications to its Constitution:

Amendment 1

Insert in Article 3 the following:

3.4A "mailed" means:

- a) sending by pre-paid post to the address of the person; and
- b) sending by facsimile transmission, electronic mail or some other form of electronic transmission to an address specified by the person for giving or serving of notices.

Insert Article 3.7 as follows:

3.7 Notice is taken, unless the contrary is proved, to have been given or served:

- a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
- b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- c) in the case of a notice given by facsimile transmission, electronic mail or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Amendment 2

In the second line of Article 9.3.4 the words "such statement to have been audited" be deleted.

In place of the deleted words the following words to be inserted:

", such statements to be certified by an accountant as being true and correct."

Article 9.3.5 be deleted.

Australian Dispute Resolution Association Inc Constitution

PART 1 INTRODUCTION

Name

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

Objects

2. 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
 - 2.6 To consider and develop national standards of alternative dispute resolution that meet the diverse needs of members; and
 - 2.7 To provide and support education and research in the theory and practice of alternative dispute resolution; and
 - 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
 - 2.12 To invest the moneys of the Association from time to time in such manner as approved by law and the Board of the Association; and
 - 2.13 To engage and/or employ and/or dismiss staff and/or employees on behalf of the Association; and
 - 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.

Interpretations

3. 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.

PART 2 MEMBERSHIP

Application for Membership

- 4.1 The following people and organisations are eligible for membership of the Association:
- 4.1.2 People in Australia or overseas who engage as independent dispute resolution practitioners; and
- 4.1.3 People or organisations in Australia or overseas teaching ADR or undertaking research or education into ADR; and
- 4.1.4 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
- 4.1.5 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 Categories of membership will be as determined from time to time by the Annual General Meeting or by a Special General Meeting.
- 4.4 Applications for membership must be made in writing and lodged with the Secretary together with payment of the annual subscription.
- 4.5 Applications for membership which have been received by the Secretary must be referred to the Board as soon as practicable after their receipt.
- 4.6 The Board must approve or reject applications for membership.
- 4.7 If the application is rejected by the Board, the applicant has the same right of appeal as a member under 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.

Annual Subscription

- 5.1 The annual subscription fee for each category of membership must be as approved by the Annual General Meeting in each year for the following year.
- 5.2 The subscription is payable within 30 days of the calling for same by the Treasurer. Those members who have joined after 30th May in any financial year are not required to pay the subscription for the next financial year.

Members' liabilities

6. The liability of a member to contribute towards payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership by the Association.

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.

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 suspends or 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.
- 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 7.4.
- 8.6 At a meeting of the Board called in accordance with clauses 8.4 and 8.5, the Board must:
 - 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 process with the Board, adjourn the meeting for one month to allow the issue to be resolved by an ADR process; or
 - 8.6.4 by resolution determine whether to suspend or expel the member.
- 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 of 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 must 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.
- 8.10 If at the Special General Meeting a majority of the members present vote in favour of the confirmation of the resolution, the resolution is confirmed; and, in any other case, the resolution is revoked.
- 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

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.
- 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 11.

Special General Meeting

- 10.1 All general meetings of the Association other than the Annual General Meeting must be called Special General Meetings.
- 10.2 The Board may at any time convene a Special General Meeting.
- 10.3.1 At the request in writing of a least 10 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 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.
- 10.4.2 The notice must set out the place, date and time of the Special General Meeting and the business to be transacted at that meeting.

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

- 11.1 A member wishing 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, must not be dealt with unless:
 - 11.2.1 notice in writing of the business has been lodged with the Secretary at least 3 days before the scheduled meeting; and
 - 11.2.2 a majority of members present vote at the meeting to deal with the business.
- 11.3 Business not dealt with at this meeting may be deferred to the next Annual General Meeting or Special General Meeting.

Proceedings at an Annual General Meeting and at Special General Meetings

- 12.1 No business shall be dealt with 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 Association or the Deputy President or a Board member nominated by the President must chair the Annual General Meeting and Special General Meetings.
- 12.3 Subject to clause 14 below in relation to election of the Board, each member who has been a member for at least 3 months prior to the date of the Annual General Meeting or Special General Meeting is entitled to one vote. Resolutions must be carried by a majority of the voting members.
- 12.4 A declaration from the chair must 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 an Annual General Meeting or Special General Meeting must be recorded.

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.

Postal Votes

- 14.1 Members may participate in the election of the Board at the Annual General Meeting by lodging a postal vote.
- 14.2 The election of the Board must be conducted by the Secretary who will be the returning officer.
- 14.3 Not less than two months prior to the Annual General Meeting each year the Secretary must call for nominations for election by Notice in writing to members.
- 14.4 When calling for nominations the Secretary must specify:
 - 14.4.1 the form which the nomination must take; and
 - 14.4.2 the date by which the nominations must be received by the Secretary; and
 - 14.4.3 the place to which nominations must be sent.

- 14.5 Not less than one month prior to the Annual General Meeting each year the Secretary must send to each member a ballot paper containing the names of those persons who have been validly nominated together with:
- 14.5.1 such explanatory information as is necessary to assist the members to complete the ballot paper; and
 - 14.5.2 any candidate profiles which are received by the Secretary prior to posting the ballot papers (such candidate profiles to be limited to 300 words); and
 - 14.5.3 notification of the date by which ballot papers must be returned to the Secretary; and
 - 14.5.4 such other documentation as the Secretary may determine.
- 14.6 An election of the board shall not be invalidated as a result of any member not receiving a notice calling for nominations or a ballot paper.
- 14.7 The results of the election must be declared at the Annual General Meeting.

PART 4 BOARD OF MANAGEMENT

Board of Management

- 15.1 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.
- 15.2 The Board of Management may establish a National Administrative Committee consisting of one member from each State.
- 15.3.1 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.
- 15.3.2 All office bearers hold office until the conclusion of the Annual General Meeting following the date of the member's election.
- 15.3.3 No person shall be President for more than 2 consecutive terms.
- 15.4 All Board members share responsibility for ensuring that the interests of the Association are promoted and its business carried out.
- 15.5 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.

President

16. The President (or the Deputy President where the President is unavailable) has responsibility for:
- 16.1 chairing the Annual General Meeting and Special General Meetings of the Association; and
 - 16.2 representing the Association on other bodies; and
 - 16.3 speaking on behalf of the Association; and
 - 16.4 presiding at meetings of the Board.

Secretary

17. The Secretary has responsibility for:
- 17.1 maintaining the register of members;
 - 17.2 notifying members of the Annual General Meeting and Special General Meetings of the Association; and
 - 17.3 recording the names of Board members present at a Board meeting; and
 - 17.4 recording the names of members present at Annual General Meeting and Special General Meetings; and
 - 17.5 tasks as set out in clause 14; and
 - 17.6 recording meeting proceedings and resolutions.

Treasurer

18. The Treasurer has responsibility for:
 - 18.1 collecting, receiving, and banking all moneys due to the Association; and
 - 18.2 making all payments authorised by the Board; and
 - 18.3 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
 - 18.4 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.
 - 18.5 keeping available for inspection the said accounts and books of the Association.

Casual vacancies

- 19.1 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.
 - 19.2 A casual vacancy in the office of a member of the Board occurs if the member:
 - 19.2.1 dies;
 - 19.2.2 ceases to be eligible to be a member; or
 - 19.2.3 ceases to be a member; or
 - 19.2.4 resigns office by notice in writing given to the Secretary; or
 - 19.2.5 becomes a mentally incapacitated person; or
 - 19.2.6 is absent without the consent of the President from three consecutive meetings.

Meetings of the Board

- 20.1 The Board must meet at least 4 times per year. Meetings of the Board must be in person or by a telephone conference.
- 20.2 A quorum for a Board meeting must be four persons present in person or by a telephone conference.
- 20.3 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.

Sub-committees

- 21.1 The Board may establish sub-committees and co-opt members on to sub-committees.
- 21.2 The Board may delegate tasks to sub-committees. The Board must record the tasks to be undertaken and the date by which the sub-committee will report to the Board.
- 21.3 Sub-committees must include at least one Board member.

PART 5 MISCELLANEOUS

Alteration of Rules and Objects

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

Funds

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

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

Books and Documents

- 24.1 Except as otherwise provided by these rules, the Secretary must keep in his or her possession or control all records, books and other documents relating to the Association.
- 24.2 The records, books and other documents of the Association must be available for inspection, free of charge, by any member.

Winding Up

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

Appendix 1

I,
of
being a member of the Association hereby appoint
of
being a member of the Association, as my proxy to vote for me on my behalf at the Annual General Meeting or Special General Meeting 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
Dated
