

# **ECONOMIC REFORM AUSTRALIA CONSTITUTION**

## **1. DEFINITIONS**

- 1.1. The name of the Association shall be: Economic Reform Australia Incorporated referred to herein as "the Association".
- 1.2. "The Act" means the Associations Incorporation Act 1985.
- 1.3. "AGM" means annual general meeting of members of the Association convened in accordance with these rules.
- 1.4. "Special resolution" means a special resolution defined in the Act.
- 1.5. "Executive Committee" means the committee of management of the Association.

## **2. OBJECTS**

- 2.1. The Association is established to:
  - 2.1.1. Promote discussion with policy makers and the general public on economics and the financial system.
  - 2.1.2. Advocate economic reform which can create a socially just and environmentally sustainable economic system in Australia.
  - 2.1.3. Promote research and disseminate information and discussion economic issues.
  - 2.1.4. Engage with other community groups to campaign for social justice and environmental sustainability.

## **3. POWERS**

- 3.1. The Association shall have all the powers conferred by section 25 of the Act.

## **4. MEMBERSHIP**

- 4.1. Any person over 18 years old who supports the Objects of ERA may apply for membership of the Association.
- 4.2. Membership is subject to payment of the annual membership fee.
- 4.3. Membership rights are suspended if the subscription fee is overdue.
- 4.4. The Executive Committee reserves the right to refuse membership where it is deemed to be detrimental to the interests of the Association.
- 4.5. Annual subscription levels and rates shall be agreed at the AGM.
- 4.6. The Association may create or amend membership categories.
- 4.7. The Secretary of the Association shall be responsible for maintaining a register of members, containing their names and contact details.

## **5. SUSPENSION OR EXPULSION OF A MEMBER**

- 5.1. The Executive Committee reserves the right to suspend or expel a member whose actions are deemed to be detrimental to the interests of the Association.

## **6. MANAGEMENT OF THE ASSOCIATION**

- 6.1. Management of the Association will be the responsibility of the Executive Committee.
- 6.2. The Committee shall comprise a minimum of 3 and a maximum of 5 members with voting rights.
- 6.3. The executive Committee shall appoint from its membership a Secretary and Treasurer and any other office roles it deems conducive to the effective management of the Association.
- 6.4. Members of the Committee shall be elected, subject to Section 30 of the Act, from the membership at the AGM.
- 6.5. Unless specifically invited by the Committee, members will be eligible for election onto the Committee after one year's membership.
- 6.6. Nominations to the Executive Committee shall be made using the Executive Committee Nomination Form which must be received by the Secretary at least fourteen days prior to the AGM.
- 6.7. The Committee may by resolution, fill any casual vacancy on the Committee; the member so appointed retaining the office until the following AGM.
- 6.8. The Committee shall have the power to appoint to the Committee any member or members of the Association willing and able to assist in the conduct of the business of the Committee as it may deem necessary or expedient.
- 6.9. The Committee may establish subcommittees to assist in the conduct of the business of the Committee as it may deem necessary or expedient.
- 6.10. The Committee may whenever it thinks fit convene a Special General Meeting. Twenty one (21) days' notice at least specifying the place, day and hour of meeting and the general nature of business shall be given to all members.
- 6.11. The Committee shall determine the officer roles, such as chairperson, secretary, from its membership, to meet its requirements as it sees fit.
- 6.12. Appointment of the Public Officer will be the responsibility of the Committee.
- 6.13. The Committee shall determine an annual schedule of meetings to carry out its responsibilities as it deems appropriate.
- 6.14. All committee members shall be given at least seven (7) days' notice of a meeting unless it is deemed an emergency meeting.
- 6.15. A Committee meeting can only be held if no more than one member is absent. Meetings may be conducted by phone or online using communications technology.
- 6.16. Decisions at Committee meetings shall be by consensus. Where this cannot be achieved a simple majority is required.
- 6.17. A member of the Executive Committee may be removed by a two thirds majority of Executive Committee members where that member has acted in contravention to specific agreements and in a way deemed to be detrimental to the interests of the Association.

## **7. COMMUNICATIONS WITH MEMBERS**

- 7.1. Communications with members shall be by email or as otherwise requested by the member.

## **8. PROPERTY & FINANCES**

- 8.1. Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.
- 8.2. The income, property and funds of the Association shall be used and applied solely towards the promotion of the objects of the Association and shall not be paid or transferred to the members or their relatives provided that nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.
- 8.3. An employee of the Association shall notwithstanding that employment be entitled to be a member of the Association, the Committee or any sub-committee provided that: An employee shall immediately declare a conflict of interest when matters concerning his/her employment or other personal interests are to be discussed. At the request of a majority of the Committee, or one of its sub-committees, the employee concerned shall remain absent during such discussions.
- 8.4. Any financial transactions shall be approved by at least two nominated signatories.
- 8.5. The financial year of the Association is 1 July to 30 June

## **9. GENERAL AND SPECIAL MEETINGS**

### **9.1. ANNUAL GENERAL MEETING**

- 9.1.1. The Annual General Meeting (AGM) shall be held within 5 months of the end of the financial year
- 9.1.2. Notice of the Annual General Meeting shall be given at least twenty one (21) days prior to the date of the meeting specifying the place, the day and the hour for the meeting.
- 9.1.3. No business shall be transacted at any Annual General Meeting or Special General meeting unless a quorum of 5 members (excluding proxies) is present at the commencement of such business.
- 9.1.4. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting shall be adjourned to such place, date and time as the chairperson of the meeting shall decide, provided that no such meeting shall stand adjourned for a period of more than fourteen days following the date of the adjournment. If at such adjourned meeting a quorum is not present those present shall constitute a quorum and may proceed to transact the business for which the meeting was called.
- 9.1.5. Subject to these rules, each member of the Association has only one vote at a meeting of the Association.
- 9.1.6. Subject to these rules, a question for decision at the Annual General Meeting must be determined by no less than a two thirds majority of members present or voting by proxy.

9.1.7. The business of the AGM shall include:

- Confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
- Executive Committee report.
- Election of Executive Committee members subject to Rules 6.4 to 6.6
- Appointment of an auditor if deemed appropriate
- Other business as advised to the Executive Committee prior to commencement of the meeting

## 9.2. SPECIAL GENERAL MEETINGS

- 9.2.1. The Executive Committee may call a Special General Meeting of the Association at any time.
- 9.2.2. Upon a requisition in writing of not less than 10 members, the Committee shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- 9.2.3. Notice of a Special General Meeting shall be given at least twenty one (21) days prior to the date of the meeting specifying the place, the day and the hour for the meeting.
- 9.2.4. Every requisition for a special general meeting shall be signed by the relevant members and state the purpose of the meeting.
- 9.2.5. Subject to these rules, a question for decision at a Special General Meeting must be determined by at least two thirds majority of members present or voting by proxy.

## 9.3. Proxies

- 9.3.1. A member shall be entitled to appoint another member to act on their behalf and attend and vote at any general or special meeting of the Association. Confirmation of a proxy agreement shall be required in writing using the Proxy Form.

## 10. AMENDMENTS TO THE CONSTITUTION

- 10.1. This constitution may be amended by special resolution in a Special or Annual General Meeting; at least one month's prior notice in writing must be given to the secretary by the named mover and seconder who have proposed the amendments, such notice clearly and definitely setting out the proposed amendment.
- 10.2. A special resolution to make any changes to this constitution must be agreed by at least three quarters of those members present and voting at the meeting convened for this purpose.

## 11. WINDING UP

- 11.1. The association may be wound up in the manner provided for in the Act.

## 12. INTERPRETATION OF RULES

12.1. Where there is dispute about the interpretation of these rules, the Executive Committee shall have final discretion.