

## **Constitution**

Civil Liberties Australia *Assn. No. A04043*

v1.0 - 031207, v2.0 - 040126, v3.0 - 050402; v4.0 - 070324, v5.0 (approved by ACT Registrar-General May 2013); v6.0 approved by vote of Members at AGM in 2020)

**Purpose:** To uphold and promote natural rights, freedoms and responsibilities whether secured in law or otherwise.

### **1. Preliminary**

1.1 This constitution is framed in accord with the Associations Incorporation Act 1991 No 46 of the ACT (*the Act*), as amended. Where this constitution is silent on a topic or issue, the model rules of the then-current Act shall be used (**amended AGM in 2020**).

#### 1.2 Definitions:

The *name* of the organization shall be Civil Liberties Australia Inc. The *board* is the board of directors elected by the members of Civil Liberties Australia Inc, which board shall be the management body of the organization.

The *financial year* is the calendar year.

The *final date* for membership of CLA is the anniversary of a member's payment of their current subscription period, whether that period is for 1, 2, 3 or more years. (**amended AGM in /2020**).

The words '*in writing*' in any clause in this constitution in relation to the provision/conducting of any voting or ballot, and/or sending out of notices, information or statements, shall be taken to include by electronic means, including by web services and email, unless specifically noted to the contrary in the clause.

### **2. Independence**

2.1 Civil Liberties Australia Inc may not affiliate with, and is independent of, all government authorities, political parties, professional, industrial, cultural, social, religious or ethnic groups.

2.2 Civil Liberties Australia Inc may cooperate with organizations or individuals whose objectives are compatible with its own.

2.3 Subject to a vote of its membership, Civil Liberties Australia Inc may comprise, or be an equal member of, a national organization with objectives and philosophy identical or nearly identical to its own.

### **3. Objects**

3.1 The objects of Civil Liberties Australia Inc are to protect and advance civil liberties and human rights and responsibilities. It aims to act as a watchdog, catalyst, publicist and educator in relation to these objectives.

3.2 Through its board, Civil Liberties Australia Inc aims to bring to public notice instances or situations which may involve infringements of, or undue restrictions on, civil liberties or human rights and responsibilities, or the inequitable treatment of persons, groups or classes of people.

3.2 The board may consider claims of denials of liberties or rights or responsibilities whether they come to its notice formally or informally.

3.3 If the board decides a matter of sufficient importance and seriousness, and that alternative avenues of redress are unavailable to the complainant, the board may provide advice and assistance as far as its resources permit. The board does not as a rule provide or pay for professional services or representation.

3.3 Civil Liberties Australia Inc is concerned with civil aspects of government and the law as they affect liberties, rights and responsibilities, including legislation, administrative procedures, law enforcement, the dispensation of justice, the treatment of suspects and offenders, and the practices of public authorities and other organizations and enterprises in Australia, or where the principal headquarters of an organization or enterprise is based in, or represented in, Australia.

3.4 Civil Liberties Australia Inc is concerned with promoting public awareness of liberties, rights and responsibilities and the

study of these and related matters. It encourages the expression of views about these, and assists attempts at formulating concepts and limitations associated with liberties, freedoms, rights and responsibilities of people.

### **4. Composition and structure of the organisation and management body**

4.1.a Civil Liberties Australia Inc consists of honorary life, honorary, individual and organizational members.

4.1.b Civil Liberties Australia Inc elects a board, which shall comprise at least three board members, but may comprise up to 12 board members in total.

4.1.c The maximum number of board members is 12.

4.1.d The board shall elect one of its members to be President. The board shall elect another of its members to be Secretary, and another to be Treasurer (or, alternatively, the one board member to combine the positions of Secretary and Treasurer). The board shall appoint an auditor (who may be paid).

4.1.e The board may elect (or, in the absence of a board decision to elect, the President may appoint) board members to the following additional positions:

- Vice-Presidents (to a maximum of 3, nominally to take leadership and responsibility under the President for the separate areas/issues such as Law, Government and Media).

- Assistant Secretary, Bulletin Editor or other named position. These positions, and that of President, must be filled by elected members of the board (or members appointed under the casual vacancy provisions, see 10.5).

- The board may pay or employ a person or persons to fulfil the duties of, but not the official board positions of, either Secretary and/or Treasurer. A person operating in such a role as day-to-day manager of CLA may be termed Chief Executive Officer (CEO), whether paid or unpaid.

4.2 Patrons: Civil Liberties Australia Inc may elect one or more patrons, on the vote of a general meeting. Patrons are not entitled to a vote.

### **5. Membership of Civil Liberties Australia Inc**

#### 5.1 Honorary Life Members

A general meeting of Civil Liberties Australia Inc may approve, on the recommendation of the board, a member or members to Honorary Life Membership on the basis of having given outstanding service or assistance to the objects of the organization over a substantial period

#### 5.2 Honorary Members

The board may approve the awarding of honorary membership to a person or persons who have advanced, or who are likely to advance, the objectives of the organization but who are unable for whatever reason to take up normal membership, provided the proposed appointment is endorsed by a ballot of members.

#### 5.3 Individual Members

An individual member is a natural person accepted in accordance with 6.1 below. Members are responsible for paying an annual membership fee, or a life membership sum, as determined by the board from time to time. The board may set concessional membership fees for specific groups such as students, unemployed, pensioners, and for two or more members who share the same address

#### 5.4 Organisational Members

An organisational member is any incorporated organization, enterprise, club, group or body which has been accepted as an organization member in accordance with 6.1 below. The organisational membership fee shall be five (5) times the ordinary individual annual membership fee. The organisational member shall be entitled to one vote, and must nominate a natural person by name in writing to the Secretary to exercise that vote. Honorary Life, Honorary or Individual Memberships are not available to organisational members.

## **6. Conditions of membership**

6.1 Persons and organizations are members of Civil Liberties Australia Inc if they have;

- applied for membership;
- paid the prescribed fee, or fees;
- declared their agreement with the principles and

provisions of this constitution; and

- been endorsed by the board as having met the above requirements and be likely to assist in furthering the objectives of the organization (and to not potentially hinder the furthering of those objectives).

6.2 Members who have not paid their membership fees by the final date cease to be members, unless the board decides to offer a period of grace for a nominated special reason.

6.3 Membership is not transferable to another person or organization.

6.4 Members are not entitled to use their membership for personal, professional or commercial gain or benefit.

6.5 Members cease their membership if they die, resign, fail to renew their membership by the final date or, in the case of organisational members, their incorporation lapses.

6.6 Membership shall cease also if, in the opinion of the board stated in writing, a member has acted or appears likely to act contrary to this constitution, or in a way likely to bring Civil Liberties Australia Inc into disrepute or to interfere with its lawful activities in a negative manner. In such cases, a former member may appeal in writing to the next general meeting for reinstatement, giving reasons.

## **7. Voting**

7.1 An individual member, any honorary life member(s), and any organization member(s) shall have one vote each for any general meeting. In the event of a tie, the chairperson of the general meeting shall have a casting vote.

7.2 Honorary members are not entitled to a vote.

7.3 A natural person voting on behalf of an organization member must be nominated in writing to the Secretary of Civil Liberties Australia Inc by a senior officer of the organization entitled to so do. Nomination may be by electronic means.

7.4 Voting (and notification) procedures of Civil Liberties Australia Inc may be conducted by physical or electronic means (including by web services or by email).

## **8. Annual general and special general meetings**

8.1 The board of Civil Liberties Australia Inc shall hold an annual general meeting, or its electronic equivalent, as soon as convenient after 1 March each year, but at least by 31 May each year (The inaugural annual general meeting shall be held in 2005). For the purposes of a general or special meeting that is conducted fully or partly electronically, the formal date of the meeting will be that date the board determined and advised members which will be the date for the declaration of the result of the vote for that meeting. At other times it will be the date of the meeting.

8.2 The board may call a special general meeting, or its electronic equivalent, at any time, provided it gives 21 days or more notice, and that, if applicable, the notice is accompanied by notice of the intention to propose a resolution as a special resolution, and the wording of the resolution to be proposed.

8.3 Any member may request the board to call a special general meeting at any time, provided he/she has the signed support in writing (including by electronic means) of at least 20% of the membership of Civil Liberties Australia Inc, which signed support includes a listing of the issue or issues that it is proposed the special general meeting shall consider. The board must hold a special general meeting in such circumstances, unless a three-quarters majority vote of the membership on the listing of the issue or issues as provided, determines no such meeting need be held.

8.4 For annual general or special general meetings, no proxy votes shall be allowed.

8.5 The board shall give at least 21 days notice in writing to the last-known address (postal or electronic) of members in advance of any general meeting. Notice may be given as a separate email/notice, or in the CLArion or other newsletter/regular communication, emailed, communicated or posted to members.

## **9. The board of directors**

9.1 The board shall have a membership of at least 3 and up to 12 persons.

9.2 Each board member shall be known as a director of Civil Liberties Australia Inc.

9.3 In addition, board members shall appoint a President and office bearers as specified in 4.1.

9.4 Each board shall hold office for approximately two years.

## **10. Elections for the board**

10.1 Any honorary life, individual or nominated organisational member is entitled to stand for election to the board.

10.2 An election for the board shall be held every two years, in the last three months of the term of the current board.

10.3 There shall be at least three candidates for election (or the existing board shall consider whether clause 25, Winding Up, should be invoked).

10.4 A vote shall be conducted if the number of candidates exceeds the required number of board members.

10.5 A casual vacancy (or vacancies), up to the maximum number, may be filled by appointment of a member (or members) by the President. Such appointees hold office only until the date of the next board election.

10.6 Candidates for election to the board may provide a short statement of up to 300 words outlining their credentials for office, and any such statement shall be circulated before or with the ballot 'papers' by the secretary acting as returning officer for the election. Circulation may be by electronic means.

## **11. Election of office bearers/spokespeople**

11.1 At the first meeting of a new board, the board shall elect a President of the board.

11.2.a A new President may be elected by the board from the existing board membership on the death, resignation or incapacity to fulfil the function of the current President (incapacity shall be decided by the board by majority vote).

11.2.b In the case of the incapacity of a board member to fulfil the function of a board member (which incapacity shall be decided by the board by majority vote), the President may appoint a replacement or replacement(s) in accordance with clause 10.5.

11.3 The board shall elect other officers bearers as outlined under 4. *Composition and structure*

11.4 The board may co-opt persons who are not members of the board to individual tasks or working committees furthering the interests of Civil Liberties Australia Inc. Such persons may not make executive decisions or speak in the name of or on behalf of Civil Liberties Australia Inc unless specifically authorised by the President in writing (including electronically).

11.5 Board members may delegate their duties to other board members with the approval of the President.

11.6 The President may speak to the media or in public at any time on behalf of Civil Liberties Australia Inc.

11.7 Each Vice-President and the Secretary may speak to the media or in public on behalf of Civil Liberties Australia Inc, provided he/she has immediately previously consulted with either the President or one other of the Vice-Presidents or Secretary of the organization on the issue which is the subject of the media interview or public comment.

11.8 No other person is authorised to speak on behalf of Civil Liberties Australia Inc, unless authorized in writing by the President and/or the board.

## **12. Functions of the board**

12.1 The board shall respond promptly to any complaint or information put to it by any person or organization.

12.2 The board and board members shall protect, as necessary, the anonymity of complainants or informants.

12.3 The board may undertake investigations on its own initiative.

12.4 The board may advertise the CLA's existence and objectives, invite submissions, prepare reports and seek support for the work of Civil Liberties Australia Inc.

12.5 The board may arrange for public discussion of civil liberties, rights and responsibilities issues in Australia and/or internationally as appropriate.

12.6 The board and its members, subject to the knowledge/approval of the President or relevant Vice-President, may take part in activities of a similar nature arranged by other individuals, groups and/or organisations.

12.7 The board shall make available an annual report, including a financial statement, to members on its activities before the annual general meeting. The board shall take reasonable steps to ensure that an audit of the association's accounts is completed at least 14 days before the annual general meeting.

12.8 The board may produce publications and the like (including electronic publications) as it believes necessary for the information of members and/or the public.

12.9 The board may represent Civil Liberties Australia Inc on, and cooperate with, any national or international body active in the field of civil liberties and human rights and responsibilities.

## **13. Powers of the board**

13.1 The board may, in pursuing its objectives and functions, acquire, hold and dispose of property and other assets on behalf of Civil Liberties Australia Inc.

13.2 The board may also:

- undertake the sale of pamphlets and other literature, video and/or audio material, including by granting access to or publication through electronic assets;
- buy or acquire equipment, books, stationery or electronic access to the equivalent;
- appoint or employ staff and buy services such as secretarial, research or publishing;
- arrange and conduct meetings, seminars, workshops, talks and the like;
- provide or facilitate scholarships, sponsorships or internships in keeping with the aims of the organisation; and/or
- engage in financial transactions, including the investment of funds, borrowing or lending of property, and insurance.

## **14. Duties of the board**

14.1 The board shall:

14.1.a set dates for board meetings and annual general meetings;

14.1.b distribute necessary notices and information to members;

14.1.c set prices for goods and services, and membership fee(s), including a new member entrance fee if desired;

14.1.d determine banking and investment arrangements and determine the organisation's financial policies;

14.1.e conduct ballots according to the constitution (ballots may be conducted electronically); and

14.1.f arrange for meetings and 'electronic meetings' and undertake other activities in keeping with the spirit of this constitution.

14.2 The board shall meet as often as the President determines. At least three days notice must be given of an upcoming meeting, other than in exceptional circumstances.

14.3 Board members unable to attend a board meeting may, at a reasonable time in advance of the meeting, which time shall be at least 24 hours, convey their views on any agenda matter to the meeting through the Secretary, provided no such view on any one issue shall be longer than the equivalent of one A4 page, normal typescript.

14.3 Board members present at a physical board meeting shall be entitled to vote; board members not present at a physical board meeting shall not be entitled to vote.

14.4 Board meetings may take place, and voting may be decided, by electronic means.

## **15. Duties of the secretary**

15.1 The secretary shall be responsible for the management of all board and general meetings, deal with correspondence, maintain a current set of records, including board decisions, minutes of board and Civil Liberties Australia Inc meetings, copies of the current (and any superseded) constitutions, a copy of the current Act, registers of current and past members, a list of office bearers and their contact details, and copies of financial reports and related documents. Any member may inspect any of these records at any time convenient to the secretary.

15.2 The secretary shall keep/keep safe the common seal of Civil Liberties Australia Inc. Any formal instrument, financial or otherwise, requiring use of the common seal shall also be attested to by the signature of at least 2 board members.

## **16. Duties of the treasurer**

16.1 The treasurer (or the secretary/treasurer) shall maintain appropriate financial records of Civil Liberties Australia Inc, suitable for annual reporting to members and meeting the requirements of this Constitution and associated by-laws, and the Act. Any member may inspect the accounting records at any time convenient to the treasurer (or secretary/treasurer).

16.2 The treasurer shall be responsible for the collection and accounting for fees or amounts due to Civil Liberties Australia Inc, and for the payment of, and accounting for, amounts owed by the organization.

## **17. Duties of the auditor**

17.1 The auditor shall check and verify the financial accounts and procedures of Civil Liberties Australia Inc in keeping with requirements of the Act.

## **18. Board members not to receive payments**

18.1 The President, Vice-Presidents and other members of the board may not receive payment for work done in their capacity with Civil Liberties Australia Inc. However, board members may receive payments and/or reimbursements for moneys expended as determined by the board.

## **19. Subsequent defect**

19.1 Any act or thing done or purporting to have been done by the board (or its appropriately appointed officer acting in keeping with a direction of the board) is valid and has effect even if a defect may later be discovered in the appointment or qualification of any member of the board.

## **20. Ballots**

20.1 Ballots may be conducted by post or electronic means, or by post and electronic means.

20.2 Ballots must be conducted for:

- elections to the board approximately every two years (if there are excess candidates);
  - amending the constitution;
  - when the board determines a ballot is appropriate (especially in accordance with clause 8.3).
- 20.3 For any ballot, the secretary shall act as returning officer and shall be responsible for the proper conduct of the ballot.
- 20.4 For any ballot, nominations of individuals or issues to be determined must be in writing (which includes by electronic means).
- 20.5 The board must give one month's notice to members of the date of the ballot for election of office bearers every two years.
- 20.6 For the election of the board every two years, nominations (and any required supporting statements) must be received by the

secretary two weeks before the date of the ballot.

## **21. Quorum for meetings, chairing and minutes**

- 21.1 A quorum of the board is at least 40% of the number of board members, rounded upward if a fraction is involved.
- 21.2 The President shall preside at board meetings, or nominate a board member to act in his/her absence.
- 21.3 A quorum for annual general and special general meetings shall be 20% of total membership, rounded upward if a fraction is involved. The quorum may be achieved by electronic means, provided a member votes electronically on an issue being considered at the meeting.
- 21.4 The President or a board member nominated by the President shall preside for any annual general or special general meeting.
- 21.5 For any board or general meeting, the chair shall have a casting vote in the event of a tied vote.
- 21.6 The secretary, or a board member nominated by the secretary, shall take minutes for all board, annual general and special general meetings.

## **22. Finances/banking**

- 22.1 The funds of Civil Liberties Australia Inc may be derived, as the board shall determine, from one, a number of, and/or all of, the following:
- 22.1.a membership fee, or fees;
- 22.1.b donations or bequests;
- 22.1.c grants or similar moneys provided in keeping with the organisation's objects by government, semi-government and other authorities, organisations and/or individuals;
- 22.1.d money received from occasional sale of goods or provision of services;
- 22.1.e moneys borrowed on the authority of the board; and/or
- 22.1.f other sources as may be permitted by the Act.
- 22.2 All money received shall be deposited in a timely fashion to a nominated Civil Liberties Australia Inc bank account, kept for the purpose.
- 22.3 All cheques and like financial instruments must be signed by two members of the board formally authorised in writing to do so by the board.
- 22.4 The board shall not accept money, funding or support in kind which a reasonable person would interpret as prejudicing the independence of the organisation or compromising its integrity. Any funds or support in kind received - other than from members - must be reported in the annual report to members.

## **23. Liability of members**

- 23.1 The liability of a member for debts and/or liabilities of Civil Liberties Australia Inc is limited to the amount, if any, of the member's unpaid membership fee.

## **24. Amendments to the constitution**

- 24.1 Amendments to this Constitution may be made only by a special resolution.
- 24.2 A resolution shall be taken to be a special resolution if:
- 24.2.a it is passed by a general meeting of Civil Liberties Australia Inc, being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members; and
- 24.2.b to ensure the maximum democratic involvement of members, it is passed by whichever of the following results in a greater proportion of members expressing an opinion:
- 75% of those present at a physical meeting who, being entitled to vote, do vote; OR
  - 60% of those present at a physical meeting and/or those voting electronically who, being entitled to vote, do vote.
- Where calculation of 75 or 60% results in a fraction, the quota shall be the next highest whole number.
- 24.3 A special resolution is required to (among other things) amalgamate with another incorporated body, change the name of

the organisation, or transfer the incorporation to registration as a company limited by guarantee.

## **25. Winding up**

- 25.1 Civil Liberties Australia Inc may be wound up voluntarily by special resolution in accordance with clauses 24.1-2-3 and 25.2
- 25.2 On being voluntarily wound up, and after the payment of any outstanding debts, any surplus property of Civil Liberties Australia Inc shall vest in another organisation which:
- 25.2.a is nominated in the special resolution for winding up; and
- 25.2.b has objects substantially the same as the objects of Civil Liberties Australia Inc; and
- 25.2.c is not carried on for trading purposes or pecuniary gain.
- 25.3 On the voluntary or otherwise winding up of Civil Liberties Australia Inc, where no organisation has been nominated in accordance with clause 25.2, any surplus property shall vest in the registrar-general of the ACT.

## **26. By-laws**

- 26.1 The board may make by-laws for the good and proper management of the Civil Liberties Australia Inc in addition to the duties and responsibilities imposed by this constitution, provided any by-law does not conflict with the words and/or spirit of the constitution and is not contrary to any provision of the Act.

### By-laws:

#### A. Fees:

- Entrance fee: No entrance fee shall apply for 2004.
- Annual fees: The annual fee shall be \$50 per member for each of calendar 2004 and 2005.
- Second or subsequent member: A fee of \$25 shall apply to a second (and to a subsequent) person living at the same address as a member for calendar 2004 and 2005.

**Resolution AGM 050402:** No annual fee shall be charged for existing members in 2005, unless the Board decides on a special levy in the second half of the calendar year. New members in 2005 shall pay an annual fee of \$25.

**Friends:** Passed by unanimous resolution of Special General Meeting 040126). The Board agrees with the introduction, as an addition to By-law A. Fees, of a category of non-voting membership of "Friend of the CLA (ACT) Inc." for people who wish to support CLA without making a full-time commitment to 'full' membership and the responsibilities involved. The Board agrees that the annual fee for "Friend" membership shall be half (rounded upwards to a full dollar amount if needed) of the Annual fee.

### Honorary Membership:

Special resolution: 040126: This meeting resolves that Laurence O'Sullivan be voted the inaugural Honorary Life Member of CLA (ACT) Inc., based on his decades of outstanding service to the cause of civil liberties and the objects of this organization (and its predecessor) in the ACT and Australia.  
(*Laurie O'Sullivan died in October 2004*)

**Special Resolution: 060425:** This meeting resolves to appoint Mr John Marsden of Campbelltown NSW as Patron of CLA (ACT) Inc.  
(*Mr Marsden died on 17 May 2006*)

**Amended AGM 2020:** Clause 1.1: words "as guide" removed from the end of the clause. Definitions: 'Final date' amended in keeping with changed membership categories and practices.