

ByLaws to the Constitution of the Australian Association of Social Workers Limited

A public company limited
by guarantee

ACN 008 576 010

Effective: 21 February 2025

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“annual fee” means fees levied by the Company and paid by the due date to gain or maintain membership of the Company.

“Association”, “AASW” or “Company” means the Australian Association of Social Workers Limited.

“AGM” means Annual General Meeting of the Company.

“BMC” means the Branch Management Committee.

“Branch administrator” means the CEO (or their delegate) appointed to administer, on a temporary basis, the responsibilities of a Branch Management Committee until the election of a replacement Branch Management Committee in accordance with the Bylaws.

“by lot” means any random method used to determine an outcome.

“certified copy” means a copy of an original document that has been guaranteed in writing by a person legally authorised in that state to certify that the copy is a true copy of the original.

“Code of Ethics” means the written Code of Ethics and ByLaws on Ethics as defined in the Company’s Constitution.

“Corporations Act” means the Corporations Act 2001, as amended

“due date” means 1 July of the membership year.

“early social work qualification” means those accredited and discontinued courses, degrees or diplomas awarded by the higher education providers listed on the Association’s website.

“effective date” means the date on which all previous Bylaws of the Company other than the Ethics Bylaws, are repealed by the Board and these Bylaws are approved by resolution of the Board as new Bylaws of the Company.

“electronic means” means the way by which the Company may communicate with Members, including the way by which the member may be notified that Notices of Meeting are available or the way that the Member may use to access Notices of Meeting, or appoint a proxy or vote on a resolution

“financial member” means a person who has paid their annual membership fee by the due date.

“local time” means the day and the time at the AASW national office based in Melbourne.

“officeholder” in these Bylaws means an elected or appointed officeholder of the Company but does not include a Director or an employee of the Association.

“Practice Group Officeholder” means a Convenor, Secretary, Treasurer or other person appointed by a Practice Group to administer the affairs of the Practice Group

“record date” is the cut-off date, as declared by the Board, in order to determine which Members shall be eligible to vote in the election of Directors and Branch Management Committee members.

Section A: Title and introduction

Bylaws to take effect

1. These Bylaws shall take effect immediately on the effective date.

Section B: Membership

Membership Application Details

1. In submitting an application for membership of the Company a person will:
 - a) submit the application for *full membership* online on the Company website (or with help from staff), together with a certified copy of the applicant's social work qualifications; or
 - b) submit the application for *student membership* online on the Company website (or with help from staff), together with a certified copy of a current student card or enrolment confirmation demonstrating enrolment in an accredited social work program;
 - c) submit a declaration that the applicant is not currently suspended or ineligible for professional licensure, registration or membership in Australia or another country on the grounds of any current and relevant domestic or overseas professional misconduct matters that would be recognized as such by AASW;
 - d) submit a declaration that they will adhere to the Association's *Code of Ethics*;
 - e) provide the result of an Australian Federal Police check, if requested by the Association;
 - f) submit other declarations and/or provide other disclosures that the Association may reasonably require and which, in its absolute discretion, the Association will determine if such declarations or disclosures preclude AASW membership; and
 - g) pay the required membership fee.
2. The membership officer will admit as members applicants who have completed currently approved Australian social work education programs and who meet all the membership eligibility requirements described in Section B1.
3. The membership officer will admit as members applicants who have completed an early social work qualification and who meet all the membership eligibility requirements described in Section B1 and who have completed appropriate professional social work experience.

Application for Membership from Overseas Applicants

4. For those persons who have completed overseas social work education programs, the CEO will appoint an assessment officer to examine their applications to determine whether the education programs meet the current eligibility requirements of the Association.
5. If the assessment of their qualifications is favorable, and the applicant is not currently suspended or ineligible for professional licensure, registration or membership in another country on the grounds of any current and relevant misconduct matter that would be recognised as such by the AASW, the membership officer, will admit as members those applicants provided that, in addition to their qualifications, they submit a declaration that they will adhere to the Association's *Code of Ethics*.
6. Overseas applicants who apply for Membership of the Association shall pay a fee to the Association which will cover:
 - a) An assessment of overseas social work qualifications for migration purposes; and/or
 - b) Assessment of overseas social work qualifications to determine eligibility for Association membership eligibility for employment purposes.

Admission to Membership

7. Within thirty (30) calendar days of receipt of an application the membership officer will notify the applicant in writing that:
 - a) the applicant has been approved for membership of the Association and will request the applicant to forward the first year's membership fees, if online or monthly periodic payment has not already been arranged; or
 - b) the applicant has not been approved for membership stating the reasons for refusal and the right to appeal that decision.
8. On receipt of the payment of the required membership fees, the membership officer will enter the applicant's name, address and the date of entry in the register of members to be kept by the membership officer and from that date the applicant becomes a member of the Association.

Categories

9. Membership of the Association is divided into four categories, and the eligibility and rights for each category of membership are:

Ordinary Members

10. Ordinary members are persons
 - a) who have successfully completed an educational program approved by the Board from time to time as meeting the requirements for achieving a qualification for the practice of social work; or
 - b) who meet the criteria for a positive assessment for migration and purposes and have been admitted or approved for Membership via the Association's Qualifications Assessment program; or
 - c) who have satisfied the Board that, if holding an early social work qualification, that person has completed appropriate professional social work experience.
11. Ordinary members must agree to abide by the Association's *Code of Ethics*.
12. Ordinary members must be fit and proper persons.
13. Ordinary members may use the letters MAASW to signify that she or he is a Member of the AASW (MAASW).

Accredited Members

14. Are members who in each year have completed the required additional continuing professional development and/or other specific assessment requirements as determined by the Board from time to time.

Section B: Membership

15. Accredited members may:

- a) enjoy the same rights as members;
- b) use the letters:

"Acc" after "MAASW"	To signify that she or he has achieved "Accredited" ("Acc") status
"AMHSW" after "MAASW"	To signify that she or he has achieved "Accredited Mental Health Social Worker" ("AMHSW") status
"AFVSW" after "MAASW"	To signify that she or he has achieved "Accredited Family Violence Social Worker" ("AFVSW") status
"ADSW" after "MAASW"	To signify that she or he has achieved "Accredited Disability Social Worker" ("ADSW") status
"ACSW" after "MAASW"	To signify that she or he has achieved "Accredited Clinical Social Worker" ("ACSW") status
"ACPSW" after "MAASW"	To signify that she or he has achieved "Accredited Child Protection Social Worker ("ACPSW") status
"AOPSW" after "MAASW"	To signify that she or he has achieved "Accredited Older Persons Social Worker" ("AOPSW") status
"ASSW" after "MAASW"	To signify that she or he has achieved "Accredited School Social Worker" ("ASSW") status
"AS" after "MAASW"	To signify that she or he has achieved "Accredited Supervisor" ("AS") status
"FAASW" after "MAASW"	To signify that she or he has achieved "Fellowship" ("FAASW") status

- c) register to use the Trademark relevant to their accreditation type, in conjunction with the Trademark User Guidelines and Licensing Agreement.

Life Members

- 16.** Life members are members whom the Board have appointed as a life member of the Association and whom, in its opinion, have rendered outstanding service to the Association.
- 17.** A life member will be accorded membership status but will not be liable to pay any membership fee.
- 18.** If still in the workforce, Life Members are required to meet ongoing education requirements.

Student Members

- 19.** On payment of the required annual fee, the membership officer will admit students enrolled in an approved or provisionally approved social work degree course as student members of the Association.

Organisation Member

- 20.** Organisation members are those organisations that pay the requisite fee to the Association and who employ social workers:
 - (i) with social work qualifications recognised by the Association;
 - (ii) who agree to abide by all declarations required by the Association; and
 - (iii) who agree to abide by the Association's *Code of Ethics*.

Appeals against Membership Refusal

- 21.** Any appeal against membership refusal must be lodged by the appellant to the Association within thirty (30) calendar days of them receiving notification of the refusal.
- 22.** The Association may uphold that appeal and admit to membership.
- 23.** If the Association does not uphold the appeal, they will immediately refer the appeal to the CEO who, within thirty (30) calendar days will reassess the application against the current membership requirements and will advise the applicant in writing either:
 - a)** confirming the refusal to admit to membership giving reasons for the refusal; or
 - b)** upholding the appeal and admit to membership.
- 24.** The CEO in confirming the refusal to admit to membership will also advise the applicant that they may lodge an appeal to the Board which must be in writing, addressed to National President, setting out detailed grounds which may only be based on evidence of incorrect procedure in the assessment process.
- 25.** The Board must meet within three (3) calendar months to consider the appeal.
- 26.** The meeting may be held using any technology at the Board's disposal.
- 27.** The Board will decide whether the correct procedures have been followed to reach the original decision by the CEO.
- 28.** As soon as possible after the meeting and/or no longer than fourteen (14) calendar days the Board must:
 - a)** confirm the CEO's assessment that correct procedures for the assessment were used; or
 - b)** if the Board decides that correct procedures may not have been followed instruct the CEO to conduct a second assessment of the application for membership; and
 - c)** inform the CEO where the Board believes the correct procedures have not been followed; and
 - d)** inform the appellant of the Board's decision.
- 29.** Board only has the final say on whether the process used by the CEO in the determination of eligibility was correct.

Readmission to Membership after Resignation

- 30.** The Board is not obliged to reinstate membership to any member who has resigned from the Association where at any time:
 - a)** the member has been the subject of a complaint arising out of an alleged breach of the *Code of Ethics*; and
 - b)** the complaint is subject to investigation by the Association; and
 - c)** no resolution has been reacheduntil the Board is satisfied that the matter has been resolved and that the former member has either been exonerated or has adequately dealt with the findings of the Association.

Section B: Membership

31. The Board is not obliged to reinstate membership to any member who has resigned from the Association where at any time, the Member has been sanctioned pursuant to a breach of the *Code of Ethics*, until the Board is satisfied that the matter has been resolved and that the former member has addressed the sanction or otherwise adequately dealt with the sanction.

Effect of Cessation of Membership

32. Any person who ceases to be a member under the Constitution shall:

- forfeit all and any rights and privileges of membership as at the date of cessation of membership;
- have no further rights of or claims against the Association or the property or funds of the Association, except rights or claims as a creditor (if any) and any rights or claims arising from actions or omissions during the period of membership;
- continue to be liable to pay to the Company any money which, at the time of the member ceasing to be a member, the member owes to the Company on any account and for any sum not exceeding \$50 for which the member is liable under paragraph Clauses A9 and L24 of the Constitution.

Obligations of Members and Officeholders of the Company

33. AASW members are obliged to comply with the Company's Constitution, ByLaws, *Code of Ethics* and *Statement of Conduct of Members*.

34. In addition, Officeholders are obliged to comply with

- the Association's operational policies and procedures, as approved from time to time; and
- the reasonable requests of the CEO.

Calling of general meeting by Directors when requested by Members

1. The Directors must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting or at least 100 members entitled to vote at the general meeting.
2. The request for a general meeting must:
 - i) be in writing; and
 - ii) state any resolution to be proposed at the meeting; and
 - iii) be signed by the members making the request; and
 - iv) provide the member's name and membership number; and
 - v) be given to the Company Secretary.
3. Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
4. The percentage of votes that Members have is to be worked out as at the midnight before the request is given to the Company.
5. The Board must call the meeting within twenty-one (21) calendar days after the request is given to the Company. The meeting is to be held not later than two (2) calendar months after the request is given to the Company.

Failure of Directors to call a Meeting

6. Members with more than 50% of the votes of all the members who make a request under Section 249D of the Corporations Act may call and arrange to hold a general meeting if the Directors do not do so within 21 days after the request is given to the Company.
7. The meeting must be called in the same way – so far as is possible - in the same way in which general meetings of the Company may be called. The general meeting must be held not later than 3 months after the request is given to the Company.
8. The Company must pay the reasonable expenses the members incurred because the Directors failed to call and arrange to hold the meeting.

Notice of meetings of Members to Members and Directors

9. Written notice of a meeting of the Company must be given to each Member entitled to vote at the meeting and to each Director.
10. The Company may give the notice of meeting to a member:
 - i) personally; or
 - ii) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
 - iii) by electronic means in accordance with Section 253RA of the *Corporations Act*.
11. A notice of meeting is taken to be given:
 - (a) if it is sent by post – 3 days after it is posted;
 - (b) if it is sent by means of an electronic communication in accordance with subsection 253RA(1) of the *Corporations Act* – on the business day after it is sent;

Section C: General Meetings

- (c) if it is sent by giving the member information in accordance with subsection 253RA(2) of the *Corporations Act* – on the business day after the day on which the information is sent to the member.

12. Service by electronic means is not effective if:

- a) the Company's Internet Service Provider reports that delivery has failed; or
- b) the addressee notifies the Company immediately that the notice was not fully received in a legible form.

13. A certificate signed by any manager, Company Secretary or other officer of the Company that the notice of meeting was dispatched in accordance with Clause C10 is conclusive evidence of the matter.

14. The proceedings and resolutions passed at a meeting are not invalid if, accidentally, a person entitled to receive a notice of a meeting does not receive one or is omitted from the list of those who should receive one.

Auditor entitled to notices and other communications

15. The Company must give its auditor:

- a) notice of a general meeting in the same way that a member of the Company is entitled to receive notice; and
- b) any other communications relating to the general meeting that a member of the company is entitled to receive.

Content of Notices of meetings of members

16. (1) A notice of a meeting of a company's members must:

- (a) set out:
 - (i) if there is only one location at which the members who are entitled to physically attend the meeting may do so—the date, time and place for the meeting; and
 - (ii) if there are 2 or more locations at which the members who are entitled to physically attend the meeting may do so—the date and time for the meeting at each location, and the main location for the meeting; and
 - (iii) if virtual meeting technology is to be used in holding the meeting—sufficient information to allow the members to participate in the meeting by means of the technology; and
- (b) state the general nature of the meeting's business; and
- (c) if a special resolution is to be proposed at the meeting—set out an intention to propose the special resolution and state the resolution; and
- (d) if a member is entitled to appoint a proxy—contain a statement setting out the following information:
 - (i) that the member has a right to appoint a proxy;
 - (ii) whether or not the proxy needs to be a member of the Company;

Quorum

17. In determining whether a quorum is present, a person attending as a proxy for one or more members and personally as a member themselves is to be counted separately for each capacity in which the person attends the meeting.

Section C: General Meetings

18. If a quorum is not present within thirty minutes after the time for the meeting set out in the notice:

- where the meeting was called on the request of members, the meeting is dissolved; or
- in any other case, the meeting is adjourned to:
 - a day, time and place as the Board decides; or
 - if the Board does not decide, to the same day in the next week at the same time and place; and
 - if a quorum is not present at the resumed meeting within thirty (30) minutes after the time for the meeting, the meeting shall be dissolved.

Voting at an AGM and at General Meetings

19. In addition to those rules contained in the Constitution:

- on a show of hands, a declaration by the person chairing the meeting is conclusive evidence of the result provided that the declaration reflects the show of hands and the votes of the proxies received;
- neither the person chairing the meeting, nor the minutes need to state the number or proportion of the votes recorded in favour or against unless the person wishes for his or her no vote to be recorded;
- subject to any special rights or restrictions attaching to any members, at any meeting of members:
 - on a show of hands, every member has one vote; and
 - on a poll, every member present (whether personally or within a virtual meeting) or by proxy has one vote.
- a challenge to a right to vote at a General meeting:
 - may only be made at the meeting; and
 - must be determined by the person chairing the meeting, whose decision is final;
 and a vote determined to be allowed following the challenge is valid for all purposes.
- Where a general meeting of members is held by virtual or electronic means, voting on resolutions may only be conducted by a poll.

Polls

20. A poll may be demanded on any resolution except:

- the election of the Chair of a meeting; or
- the adjournment of a meeting.

21. A demand for a poll may be withdrawn.

22. A poll may be demanded on any resolution:

- by the person chairing the meeting; or
- by at least five (5) members present and entitled to vote in person or by proxy; and
- the result of the poll is the resolution of the meeting.

Section C: General Meetings

23. The demand for a poll may be withdrawn and does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
24. A poll demanded on a matter must be taken when and in the manner the person chairing the meeting directs.
25. A poll on the election of a person to chair the meeting or on the question of an adjournment must be taken immediately.

Proxies

26. The Board may appoint an external service provider to provide proxy appointment and voting services to the Company and to Members.
27. The services provided by the external service provider must comply with the requirements of the *Corporations Act* including, but not limited to:
 - a. the capability of the external service provider to validate with the Company that the member has a right to appoint a proxy
 - b. the capability for a member to nominate or appoint a proxy by electronic means
 - c. the capability for a member to specify the way the proxy is to vote on a resolution
 - d. where a general meeting of members is held by virtual means and a poll is called, the capability to count proxy votes (as well as the votes of members in attendance), at the meeting.
28. An appointment may specify the way the proxy is to vote on a resolution. If it does:
 - a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - b) if the proxy is the person chairing the meeting, the proxy must vote on a poll and must vote that way; and
 - c) if the proxy is not the person chairing the meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote that way.
29. If the proxy is also a member, her or his appointment as a proxy does not affect the way that person can cast a vote as a member.
30. For an appointment of a proxy for a meeting of the Company's members to be valid, the Company, and/or the Board appointed external service provider, must receive the following documents at least 48 hours before the meeting:
 - a. the proxy's appointment; and
 - b. if the appointment is signed by the appointer's attorney - the authority under which the appointment was signed or a certified copy of the authority.
31. If a meeting of the Company's members has been adjourned, an appointment and any authority received by the Company at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
32. The Company receives an appointment authority when it is received at any of the following:
 - a. the Company's registered office; or
 - b. at a place or electronic address specified for the purpose in the notice of meeting.

33. Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
 - a. the appointing member dies;
 - b. the member is mentally incapacitated;
 - c. the member revokes the proxy's appointment;
 - d. the member revokes the authority under which the proxy was appointed by a third party; or
 - e. the member resigns from the Company.
34. A proxy appointed to attend and vote for a member has the same rights as the member:
 - a. to speak at the meeting; and
 - b. to vote (but only to the extent allowed by the appointment); and
 - c. join in a demand for a poll.
35. The proxy's authority to speak and vote for the member who appointed the proxy is suspended while the member is present at the meeting.
36. The Company must send the proxy form and a list of persons willing to act as proxies at a meeting:
 - a. to all its members entitled to vote with the notice of the meeting; and
 - b. upon the request by a member who is entitled to vote at the meeting.

Proxy Instrument

37. Where the Board has appointed an external service provider to provide proxy appointment services to the Company and to Members, the external service provider must provide a proxy instrument in electronic format.
38. Where this occurs, the external service provider may develop and provide to Members, an electronic proxy appointment form, provided
 - a. the external service provider conducts sufficient verification checks to validate the member's entitlement to appoint a proxy (such as matching the e-mail address of the Member to the Company's records)
 - b. the electronic proxy form provides the member with the ability to appoint the Chair of the meeting or someone else as their proxy
 - c. the electronic proxy appointment form contains the resolutions to be voted on;
 - d. the electronic proxy appointment form enables the member to vote in favour of, against, or to abstain from, the resolutions to be put at the general meeting of members.

Association to publish Minutes of Meeting(s) of Members

39. The Association will publish on its website copies of minutes of any general meeting of the Company's Members, within fourteen (14) days of the minutes having been confirmed by the Chair of the meeting as being a correct record of the meeting. This requirement does not extend to minutes of meetings of the Board or Board Committees. The Association is not obliged to post a copy of the minutes after the seventh anniversary of the holding of the general meeting.

Board Meetings

- 1.** Board Meetings should be held at least bi-monthly.
- 2.** The Chair of the meeting shall:
 - a) set the agenda for the meeting in consultation with the CEO;
 - b) arrange for minutes to be taken of the meeting;
 - c) request Directors or attendees to identify any conflicts of interest;
 - d) manage the business of the meeting; and
 - e) set the date and time for the next meeting.
- 3.** The CEO or Company Secretary will ensure that Minutes are recorded and shall identify:
 - a) the date and time of the meeting;
 - b) those in attendance;
 - c) those absent without approval;
 - d) the business of the meeting and any decisions, resolutions, and actions; and
 - e) the date and time of the next meeting.

Responsibilities of the Company

1. Elections of Directors and Officeholders will be held concurrently and conducted via electronic means.
2. The Board may appoint an external service provider to assist the Association to discharge its obligations pursuant to these ByLaws and/or pursuant to its obligations under the *Corporations Act*. *Inter alia*: this may include the appointment of an external service provider to provide Returning Officer services, proxy appointment services, electronic polling or voting services and/or ancillary services.

General principles

3. The AASW will:
 - a) support fair and democratic elections and take reasonable steps to ensure that candidates are afforded equitable opportunities to promote their candidacy in AASW media including by the publication of the statements made by candidates under Clause E4b);
 - b) promote elections of officers and Directors to achieve an informed membership;
 - c) establish an Elections Process and Procedures Panel for the purpose of reviewing decisions made by the Returning Officer;
 - d) subject to the provisions of the *Corporations Act*, not provide member details to anyone that is not already freely available.

Responsibilities of Candidates - Directors

4. All candidates will:
 - a) disclose, in a timely manner, to the Returning Officer, any matters which may be perceived to affect their capacity to carry out their responsibilities as a Director, pursuant to the *Corporations Act*;
 - b) provide to the Returning Officer with their nomination
 - i) a *Curriculum Vitae (CV)* which provides an outline of the candidate's career, qualifications, and education (maximum 3 pages);
 - ii) a statement of no more than 750 words outlining the vision and platform for the position/s for which they are nominating and contact details so that members requiring additional information may contact them; and
 - iii) responses (which may be in tabular format) to the skills, attributes, knowledge and qualifications ("key attributes") considered desirable in being appointed as a Director of AASW:
 1. **Professional integrity.** Committed to the professional standards and ethics of the social work profession. Committed, organized, promotes accountability and able to place the needs of the broader organisation/profession over personal values or interests. Shows courage and independence.
 2. **Cultural awareness and humility.** Values diversity, aware of the importance of creating culturally safe relationships and communicating appropriately and inclusively.
 3. **Critical thinking.** Demonstrates critically reflective skills and the ability to analyse complex issues, weighing up options as part of a robust analytical decision-making process.

Section E: Elections of Directors and Officeholders

4. **Communicates constructively.** Is articulate, persuasive, diplomatic, self-aware and reflects on personal impact and effectiveness. Listens and responds constructively to contributions from others.
5. **Focuses strategically.** Takes a broad perspective, can see the big strategic picture, and considers long-term impacts. Demonstrates relevant governance and /or leadership experience.
6. **Collaborates in the best interests of the Association.** Is a team player, flexible, cooperative and creates partnerships.

- c) The CV, Candidate Statement and responses to the key attributes criteria are to be provided to the Returning Officer by electronic means.
- d) The Returning Officer may remove from candidates' statements any matter which in the opinion of the Returning Officer is defamatory, involves a breach of the law or is, in the Returning Officer's opinion, offensive or misleading.
- e) Candidates must supply a copy of any campaign material published electronically or in hard copy to the Returning Officer prior to the time of publication. This includes messages broadcast to two or more email addresses.
- d) The Returning Officer is authorised to approve campaign material and to impose a 72-hour time limit for a candidate to respond to the Returning Officer for evidence or other material to support a claim in the candidate statement. After this period the Returning Officer shall make a determination about material to be published, including the truncation of Candidate Statements that exceed the word limits specified in E4b).

Responsibilities of Candidates - Officeholders

5. All candidates will:
 - a) disclose, in a timely manner, to the Returning Officer, any matters which may be perceived to affect their capacity to carry out the responsibilities of the office;
 - b) provide to the Returning Officer with their nomination, a statement of no more than 50 words, each outlining their qualifications, experience, vision and platform for the position/s for which they are nominating and contact details so that members requiring additional information may contact them. The Returning Officer may remove from candidates' statements any matter which in the opinion of the Returning Officer is defamatory, involves a breach of the law or is, in the Returning Officer's opinion, offensive or misleading.
 - c) Candidates must supply a copy of any campaign material published electronically or in hard copy to the Returning Officer prior to the time of publication. This includes messages broadcast to two or more email addresses.
 - d) The Returning Officer is authorised to approve campaign material and to impose a 72-hour time limit for a candidate to respond to the Returning Officer for evidence or other material to support a claim in the candidate statement. After this period the Returning Officer shall make a determination about material to be published, including the truncation of Candidate Statements that exceed the word limits specified in E5b).

Returning Officer

6. The Returning Officer will:
 - a) notify voting members of the call for nominations for vacant positions (this may be done in conjunction with the Association);
 - b) advise the members of the term of office for each vacancy;
 - c) ensure the preparation of electronic ballot papers which shall contain the names of every candidate for election;
 - d) seek the advice of the Association's external lawyers in determining breaches of the Constitution or ByLaws;
 - e) deal promptly with breaches of the Constitution (Section G) and Bylaws relating to elections and make public his or her findings;
 - f) declare the results of the election and notify the Board and candidates within 24 hours of closure of the poll;
 - g) report to the Board with appropriate recommendations to address concerns or breaches of the election requirements.

Nomination processes

7. Members may self-nominate for each of the positions to be filled.
8. Members who propose nominating for Directorship or Officeholder vacancies shall advise the Returning Officer by electronic means, in accordance with the processes and procedures established by the Returning Officer and advised to Members.
9. As a minimum, the nomination notification to the Returning Officer shall contain the name and e-mail address of the candidate, which must match the e-mail address held on file by the Association.

Nomination processes – Director vacancies

10. The Returning Officer is to obtain confirmation from the nominee that:
 - a) they are eligible to be elected (or re-elected) a Director, pursuant to the Company's Constitution and/or ByLaws;
 - b) they are eligible to be a Company Director under the *Corporations Act* (Sections 201B and 206B);
 - c) they agree to abide by the Company's Constitution, *Corporations Act 2001*, *Charities Act 2013*, ByLaws, Board Charter, Code of Conduct for Directors, Social Media Policy for Directors and Company policies in the exercise of their official duties, to represent the Company faithfully and with due diligence, undertake all the relevant duties of the office, and act in the best interests of the Company at all times;
 - d) they are willing to undertake corporate governance training or other relevant training in accordance with the Company's training policies for Directors; and
 - e) they undertake that election material published in their name will be fair, truthful and not contain any misrepresentations.
11. Nominations for each of the positions to be filled shall reach the Returning Officer by the date and time as advised in the notice to members calling for nominations.
12. Nominations received after the date and time advised in the notice to members will not be accepted.
13. It is the responsibility of candidates and nominators to ensure that they are financial members.

Nomination processes – Officeholder vacancies

- 14.** The Returning Officer is to obtain confirmation from the nominee that:
 - a.** they are eligible to be elected (or re-elected) as an Officeholder, pursuant to the Company's Constitution and/or ByLaws;
 - b.** they agree to abide by the Company's Constitution, ByLaws, Statement of Member Conduct, Social Media Policy for Officeholders and Company policies in the exercise of their duties, to represent the Company faithfully and with due diligence, undertake all the relevant duties of the office, and act in the best interests of the Company at all times.
 - c.** they undertake that election material published in their name will be fair, truthful and not contain any misrepresentations.
- 15.** Nominations for each of the positions to be filled shall reach the Returning Officer by the date and time as advised in the notice to members calling for nominations.
- 16.** Nominations received after the date and time advised in the notice to members will not be accepted.
- 17.** It is the responsibility of candidates to ensure that they are financial members.

Ballots – General Principles

- 18.** The Board shall undertake ballots using electronic means.
- 19.** The Board, in conjunction with the electronic service provider appointed to provide Returning Officer services, may determine such security measures as they consider necessary for the proper conduct of the ballot.
- 20.** If, for whatever reason, a ballot cannot be conducted by electronic means, then the Board may undertake a ballot by postal vote. Where the Board resolves to undertake a ballot by postal vote, the Board must develop and approve regulations governing the conduct of the ballot. The regulations must be approved prior to the holding of the ballot.
- 21.** If a ballot takes place for the election of a Director, including the National President and National Vice President, the first past the post system is used, whereby the candidate who polls the highest number of votes is elected.
- 22.** If a ballot takes place for the election of a Branch Management Committee position, including Branch President and Branch Vice President, the first past the post system is used, whereby the candidate who polls the highest number of votes is elected. In the event of a tied vote for any office, the Returning Officer will decide the result by lot.
- 23.** In the event of a tied result for the positions of National President or National Vice President the result will be determined by re-election.
- 24.** In the event of a tied result for the position of an Ordinary Director or any Branch Management Committee position, including Branch President and Branch Vice President, the result will be determined by lot.
- 25.** The record date for eligibility to vote in Directors and Officeholder elections shall be 48 hours prior to the opening of voting for such elections.
- 26.** All ballots in relation to the election of Directors shall be under the control of the Returning Officer, who shall determine the method of counting votes using a first past the post voting system, who shall deploy processes, systems and security checks to determine the identity of the voter and any other matters arising in connection with the ballot, and his or her decision is final.

27. Ballots conducted should be dispatched to eligible members within a reasonable time to allow for voting and for Members to cast their vote before the close of voting.
28. To be counted, ballots cast by electronic means must be lodged with the external service provider no later than 5:00 pm Australian Eastern Standard Time within fourteen (14) calendar days after voting opens or at a later date as specified on the communication to Members.
29. The non-receipt by a member of the electronic communication advising of the electronic voting processes and procedures shall not invalidate the election.

Electioneering

30. All candidates will have equal access to:
 - a. AASW website to promote their candidacy through the Candidate Statements according to AASW editorial policy;
 - b. AASW sponsored information forums. Organisers will take reasonable steps to ensure equitable access for candidates although there is no obligation on the AASW to hold official forums.
31. The 750-word candidate statement (50-word candidate statement for Officeholders) will be posted on the AASW website for not less than five (5) business days to allow members reasonable opportunity to raise any concerns with the Returning Officer regarding the factual accuracy of the statement. The Returning Officer must inform all candidates of the date and time at which the candidate statements will be published on the website.
32. Members wishing to gain additional information about candidates, or their statements may contact them through the contact details provided in their election statement.
33. The Returning Officer shall have the power to require candidates to publish a retraction or take other appropriate steps, within a specified time period, where in the sole discretion of the Returning Officer the candidate makes a statement that does not comply with Bylaw E10(c).
34. Any concerns about candidate conduct or use of AASW information and materials during the election period will be referred to the Returning Officer who will manage the complaint by developing a recommendation to the CEO that may include:
 - a. Dismissal of the complaint;
 - b. Management of the complaint in accordance with the Returning Officer's authority;
 - c. Deferral of determination of the complaint until the result of the ballot is determined.
35. The Returning Officer has the authority to determine if election material is offensive or misleading and:
 - a. can direct that factual errors be redressed in AASW communications;
 - b. advise members about the misuse of AASW information and resources;
 - c. the redress the candidate is expected to take;
 - d) has the authority to make a statement through AASW media retracting or addressing material that they determine offensive or defamatory and instruct members to ignore it.
36. Candidates may appeal to the Elections Process and Procedures Review Panel if they reasonably believe that the Returning Officer has not followed due process pursuant to the

powers granted to them in these ByLaws or the Association's Constitution.

37. If the Returning Officer or Company Secretary determines that the complaint is malicious or vexatious or intended to interfere with the democratic election process, the complainant may be subject to investigations/sanctions under the *Statement of Member Conduct*.

Use of AASW Resources

38. AASW resources may not be used for electioneering purposes, other than as described in these Bylaws.
39. AASW branded committees, Boards, Branches, and/or other AASW groups may not endorse candidates.

Nominations of Candidates for Designated Aboriginal/Torres Strait Islander Director

40. Nominees for the designated Aboriginal/Torres Strait Islander Board Director position shall provide, at the time of nomination, to the Association three 'working criteria' as confirmation of Aboriginal or Torres Strait Islander heritage¹ (all these things must apply):
 - i) being of Aboriginal or Torres Strait Islander descent;
 - ii) identifying as an Aboriginal or Torres Strait Islander person;
 - iii) being accepted as such by the community in which the nominee lives, or formerly lived.

Terms of Office

38. Terms of office for all Directors are set out in Section D of the Constitution, including the Transitional Arrangements set out in Clause D11A.
39. The term of office of all Branch Management Committee members will be from 1st November in the year of election to 31st October two (2) years later.

Amendments to Bylaws

40. Any changes to the Bylaws occurring from the opening of nominations are to be agreed to by the Board and the Returning Officer, with any of these having the power of veto.

¹ Guideline has been sourced from the Australian Institute of Aboriginal and Torres Strait Islander Studies; a body established by the Commonwealth Government pursuant to an Act of Parliament in 1989.

Committees

1. The Board may establish Committees from time to time. The AASW's Committee structures may include:
 - **Board Committees** - established by the Board as per specific terms of reference. Board Committees are chaired by a member of the Board.
 - **Standing Committees** - ongoing committees appointed to support a function of the Association. Standing Committees are generally chaired by a member of the Board.

Terms of Reference

2. Terms of reference for a Committee shall include:
 - a) its name;
 - b) its purpose;
 - c) the scope of work;
 - d) composition of the group;
 - e) reporting arrangements;
 - f) duration of appointment;
 - g) appointment process;
 - h) review mechanism and process (if applicable);
 - i) financial delegations and limits (if any) which may not be exceeded except with Board approval.

Committee Functioning

3. A Committee must operate in accordance with its terms of reference and any direction of the Board.
4. A Committee must not enter into financial agreements or contracts on behalf of the Company.
5. A Committee may meet to manage the Committee's business and:
 - a) Manage its meetings according to the meeting guidelines in these Bylaws and in keeping with its terms of reference;
 - b) Where a matter is to be decided by a vote:
 - i) each member has one vote;
 - ii) the matter will be decided by a majority of votes;
 - iii) if there are equal votes, the person chairing the meeting has no casting vote and the resolution is lost.
6. The Chair, or in their absence or if there is no appointed Chair, another Committee member or senior staff member, will chair the meeting and shall:
 - a) set the agenda for the meeting;
 - b) arrange for minutes to be taken of the meeting;
 - c) request members to identify any conflicts of interest;
 - d) manage the business of the meeting; and
 - e) set the date and time for the next meeting.
7. Minutes shall identify:
 - a) the date and time of the meeting;
 - b) those in attendance;

Section F: Committees

- c) those absent without approval;
- d) the business of the meeting and any decisions, resolutions, and actions;
- e) the date and time of the next meeting.

8. The Chair or other nominee shall consult regularly with the CEO, relevant senior manager or delegated staff member and shall inform them of the relevant issues, decisions, actions and initiatives undertaken.
9. Each Committee will regularly report to the Board on its activities through the relevant senior manager.

10. If the Board requests it, each Committee will provide advice on the area of its activities as is required.
11. Committees established pursuant to these ByLaws must produce receipts or other documentary evidence to the CFO, or their delegate, in accordance with the Association's expenditure policies and procedures.

Membership

12. The CEO may appoint or remove Members of the National Research Committee or Editorial Board.
13. To be eligible for consideration of appointment to a committee the person must have been an AASW member for twelve (12) months prior to nomination and maintain their AASW membership for the duration of their appointment to the group.
14. Any member who is absent without the agreement of the committee for three meetings in one year will be deemed to have vacated their position. Emergencies can be addressed with agreement of the committee retrospectively.

Section G: Branches

Branches

1. a) The Company's Constitution defines Branches and outlines responsibilities of Branch Management Committees.
- b) The CEO, or their delegate, will manage the operations, staff, property and finances of the branches.
- c) For the time being the Branches of the Association shall be:
 - i) North Queensland Branch, which shall comprise members from the geographical area of the State of Queensland that lies north of latitude 22 south.
 - ii) Queensland Branch, which shall comprise members from the geographical area of the State of Queensland excepting for the geographical area of the North Queensland Branch.
 - iii) New South Wales Branch, which shall comprise members from the State of New South Wales.
 - iv) ACT Branch, which shall comprise members from the Australian Capital Territory.
 - v) Victorian Branch, which shall comprise members from the State of Victoria.
 - vi) Tasmanian Branch, which shall comprise members from the State of Tasmania
 - vii) South Australian Branch, which shall comprise members from the State of South Australia.
 - viii) Western Australian Branch, which shall comprise members from the State of Western Australia.
 - ix) Northern Territory Branch, which shall comprise members from the Northern Territory.

New Branches

2. The Board will determine whether the establishment of a new branch is necessary or desirable, to achieve the aims and objectives outlined in the Strategic Plan.

Procedure for the election of a Branch Management Committee

3. Branch Management Committee elections will be held at the same time as the Board of Directors and by the same Returning Officer who shall follow the same principles and processes as Board of Director elections, except where specified in Clauses G15 and G16 of these Bylaws.

Composition of a Branch Management Committee

4. A Branch Management Committee shall consist of a Branch President, a Branch Vice President and not less than four nor more than ten (10) other members.
5. A Director must not serve on a Branch Management Committee.
6. A maximum of two Student members may be elected or appointed to Branch Management Committees and other groups and forums within the Association within the total number of committee positions.

Section G: Branches

7. Students are not eligible to be elected or appointed as Chair or Deputy Chair, or Convenor or Deputy Convenor, or Branch President or Branch Vice-President, except upon the establishment for special purposes by the Board or Branch of any *ad hoc* committee composed of only student members.
8. Students who are elected or appointed to Branch Management Committees are full committee members not representing their individual institutions.
9. Except for the circumstances outlined in Clause G24, any person who is an employee of the Company shall not be eligible to be elected or appointed to a Branch Management Committee, even if he or she is otherwise qualified.

Obligations of a Branch Management Committee

10. The Branch Management Committee plays a key role in advancing the mission and objectives of the Association. Its members are responsible for upholding the Association's strategic priorities and supporting local initiatives. Specifically, the Branch Management Committee is accountable to:
 - a) implement national strategic initiatives as delegated by the Board to the CEO;
 - b) promote the strategic objectives of the Association;
 - c) advocate social policy in relation to local issues;
 - d) in conjunction with the Association, facilitate continuing professional education;
 - e) promote membership of the Association;
 - f) develop and support State and Territory practice groups;
 - g) promote, coordinate, and facilitate participation in strategic initiatives, practice group activities and *Reconciliation Action Plan* activities;
 - h) facilitate regular and effective communications with members in accordance with processes outlined in the Branch Manual;
 - i) attend scheduled meetings between Branch Presidents and the Chief Executive Officer [and/or their duly appointed delegate(s)] and participate and contribute effectively in those meetings;
 - j) contribute to national strategic planning.
11. In fulfilling the obligations set out in Clause G10, members of the Branch Management Committee are expected to comply with the Association's ByLaws, *Code of Ethics* and *Statement of Member Conduct*.

Terms of office and conditions of tenure

12. The Association will provide Officeholders with a Letter of Appointment outlining their term of office, roles and responsibilities, required disclosures, expected behavioural standards, and the obligation to comply with the Company's policies and procedures.
13. Officeholders must acknowledge, sign and return the Letter of Appointment to the Company before the appointment can take effect.
14. The Chief Executive Officer may remove an Officeholder from membership of a Branch Management Committee, if that person is found to have breached either the provisions of the *Statement of Member Conduct* or *AASW Code of Ethics*.

Casual Vacancies

15. A Branch Management Committee may
 - (a) convene an annual members' meeting for the purpose of filling vacant positions on the Branch Management Committee; or
 - (b) appoint a member who is a resident of the geographical area corresponding to the relevant branch, as defined in Clause G1(c), to fill a casual vacancy occurring amongst the Branch Management Committee during their term of office. Any member of the Branch Management Committee so appointed shall hold office for the remainder of the term of office associated with the vacancy.
16. A Nominee for any officeholder position must complete and sign a nomination form, thereby confirming their agreement to: (a) abide by the Company's Constitution, By-Laws, Statement of Member Conduct, Social Media Policy for Officeholders, and all relevant Company policies; (b) faithfully represent the Company with due diligence; (c) perform all duties associated with the office; and (d) act in the best interests of the Company at all times.

Meetings of a Branch Management Committee

17. Where the number of Members on a Branch Management Committee is an even number, the quorum shall be 50% of the membership, plus one.
18. Where the number Members on a Branch Management Committee is an odd number, the quorum shall be 50% of the membership, rounded up to the nearest whole number.
19. Branch Presidents are responsible for supporting a professionally engaged Branch Management Committee, with regular attendance at meetings and ensuring that quorum meeting requirements are met.
20. A Branch Management Committee may meet as many times as the Committee believes as is reasonable or necessary, in the circumstances. Pursuant to the requirements of the Constitution, at least one meeting should be an Annual Members Meeting.

The members present may elect one of their number to be Chair of the meeting.

21. The Branch Management Committee may hold its meetings using any technology that gives its members, as a whole, a reasonable opportunity to participate.
22. The Chief Executive Officer, and/or their duly appointed delegate(s), has the right to attend and participate in any meeting of a Branch Management Committee, including the Annual Members Meeting. Such attendance shall not require prior invitation or approval and may include providing input or addressing matters relevant to the operations of the Branch.

Appointment of a Branch Administrator

23. The Branch President will advise the CEO, or their delegate, if the Branch Management Committee is unable to meet the quorum requirements set out in Clause G4 within ten (10) working days from it being known.
24. A Branch Management Committee that is unable to meet the quorum requirements set out in Clause G4 will result in the automatic appointment of a Branch Administrator within 21 days from the date the Branch Management Committee is non-quorate. Any such appointment will be on a temporary basis and will remain until:

- a) the election of a replacement Branch Management Committee in accordance with these Bylaws; or
- b) the CEO is satisfied that enough members on the relevant branch register have indicated a commitment to reconstitute a Branch Management Committee and maintain the minimum quorum requirements set out in Clause G4 of these ByLaws.

Duties of Branch Administrator

25. While a Branch is under the control of a Branch Administrator, the Branch Administrator will:

- (a) support the current activities of the Association; and
- (b) facilitate the holding of an election for a Branch Management Committee in accordance with Clause G3.

Finances

26. Branch Management Committees will be advised by CEO or CFO of the annual budget, as approved by the Board, applicable to their Branch Management Committee. Such budgets are to be utilised to support social work activity, as directed by the CEO or their delegate.

27. Branch Management Committees or Practice Groups established pursuant to these ByLaws must produce receipts or other documentary evidence to the CFO, or their delegate, in accordance with the Association's expenditure policies and procedures.

Operating Guidelines for Practice Groups – Branch Management Committees

28. Practice Groups may operate through a Branch.

29. Branch Management Committees have the authority to establish and dissolve Practice Groups.

30. All Practice Groups approved by Branch Management Committees must align with established areas of social work practice and must abide by the *Code of Ethics*.

31. Practice Groups must have at least five (5) AASW members and operate under Terms of Reference developed by the Branch Management Committee. AASW members must represent a majority of members in a Practice Group.

32. Convenors are nominated by the Branch President in consultation with the members of Practice Group and ratified by the Branch Management Committee.

33. Practice Group convenors must be AASW Members.

34. Non-members of the Association may be members of Practice Group but may be subject to payment of fees for attendance at meetings and/or events, as determined by the Chief Executive Officer.

35. An accurate register of participants must be kept by the Convenor on behalf of the Branch Management Committee.

36. Practice Groups may request funding from the Association, via the relevant Branch Management Committee. The Branch Management Committee will advise Practice Groups of their allocated funding model for the relevant financial year, pursuant to the Association's standard budgeting processes.

37. Practice Groups are regulated by the Company Bylaws and must comply with the directions contained therein.

- 38.** Practice Groups are to be reviewed annually by three (3) AASW members external to the Practice Group, one of whom will be a Branch Management Committee member.
- 39.** A Practice Group can be wound up by decision of the Branch Management Committee if it:
 - a) fails to meet the Terms of Reference requirements and functional responsibilities; or
 - b) because of gross mismanagement; or
 - c) brings the Association into disrepute.
- 40.** Where a Branch Management Committee fails to appropriately manage a Practice Group, the CEO or their delegate may initiate a review of the relevant Practice Group and make determinations based on the outcome of that review.

Operating Guidelines for Practice Group Convenors

- 41.** A Practice Group convenor commits to:
 - a. regular and effective communication with the Association and Branch Management Committee, as appropriate;
 - b. regular and effective forums and communication with its participants;
 - c. develop and implement a range of professional networking activities for its participants;
 - d. manage the resources of the Practice Group in accordance with Association guidelines, including financial guidelines where applicable;
 - e. promote the Association and the profession;
 - f. adhere to the Association's policies and procedures regarding the use of the Association's logo and corporate style for written and published materials.
 - g. comply with the obligation to undertake an annual practice group review, pursuant to Clause G33.

Index to Register [Sect. 169(2)]

1. The Company must keep an up-to-date index of members' names which is convenient to use and allow a member's entry to be easily found.

Inspection of the Register (Sect 173)

2. The register must be available for inspection at the place it is kept and at all times when the registered office of the Association is required to be open to the public.

Validation of Member Signatures

3. Electronic signatures and consent

- (a) The Company consents to the use of electronic signatures for any documents or requests required under these ByLaws, provided that the electronic signature complies with Clauses H 3 and 4.

- (b) Electronic signatures may include:

- Scanned images of handwritten signatures
- Signatures generated through commercially available platforms such as *DocuSign*, *Adobe*, or equivalent services; or
- Any other electronic signature method that can be reliably verified.

4. Requirements for electronic signatures

- (a) Each electronic signature must be accompanied by the following:

- the member's given name, surname and membership number
- the date on which the signature was applied;
- a declaration or statement confirming the intent to sign the document or request.

- (b) If a commercially available software platform is used, the platform must provide an audit trail or certification of the signature's validity, such as timestamps, transaction identification or similar forms of validation.

5. Verification of member identity

- (a) The Company may validate an electronic signature by cross-referencing

- the membership details (name, membership number, contact information) in the Company's register of members; and
- the verification data provided by the electronic signature platform, such as authentication methods (e.g. email or SMS verification).

- (b) The Company Secretary may request additional information or confirmation from the member, if reasonable doubt arises about the authenticity of a signature.

6. Retention of records

- (a) All requests signed electronically must be stored securely and maintained as part of the Company's records in compliance with applicable laws.
- (b) Records of audit trails provided by electronic signature platforms must also be retained as evidence of validity.

7. Dispute resolution

If a signature or request's validity is disputed, the matter will be referred to the Company's auditors for a determination, with members being informed of the process and outcome.