THE CONSTITUTION

OF

THE AUSTRALIAN ASSOCIATION

OF

SOCIAL WORKERS LIMITED

A Public Company Limited by Guarantee

ACN 008 576 010

Amended 31 July 2025

TABLE OF CONTENTS

Definitions and interpretation vi

A. INTRODUCTION 1

Name of the Company 1

Preamble 1

Code of Ethics 2

Powers of the Company 2

Income of the Company 3

Liability 3

Subsidiary companies 3

B. MEMBERSHIP 4

Member eligibility 4

Student member eligibility 4

Application for membership 4

Categories of membership 4

Rights of members 4

Appeals against membership refusal 4

Termination and suspension of membership 4

Re-admission to membership 5

Membership fees 5

Rights of student members 5

C. GENERAL MEETINGS 6

Types of Company meetings 6

AGMs 6

General meetings 6

Failure by the Board to call a meeting 7

Content of notices of AGMs and of general meetings 7

When notice is given 7

Procedures at AGMs and general meetings 7

Quorum 7
Chairing general meetings 7
Adjourning a meeting 7
Voting at an AGM and at general meetings 7
Polls 8
Proxies 8
Minutes of general meetings 8
Members' access to minutes 8
D. THE BOARD 9
Composition 9
Eligibility requirements for Directors 9
Terms of office 9
Transitional arrangements 10
Powers and duties of the Board 10
Management by the Board 10
Board to keep minutes 10
Attorneys 10
Board committees 10
Duties of Board members 11
Conflicts of interest 11
Vacation of office of Director 11
Removal and substitution of Directors 12
Alternate Directors 12
E. OFFICERS OF THE COMPANY 13
National President 13
National Vice President 13
Chief Executive Officer 13
Company Secretary 13
F. MEETINGS OF THE BOARD 14
Calling Board meetings 14

Chairing Board meetings 14
Quorum at Board meetings 14
Passing of Directors' resolutions 14
Action without a meeting 14
Meetings held with the use of technology 14
G. ELECTIONS OF DIRECTORS 15
The Returning Officer 15
Nominations 15
Voting 15
Commencement of Directors' terms of office 15
Filling a casual vacancy in the position of Director 15
H. NATIONAL COMMITTEES 16
Authority for the establishment of National Committees 16
I. NOT USED 18
J. BRANCHES 18
Branches 18
Finance 18
Membership of a branch 18
Branch management committees 18
Dissolution of branches, management and coordinating committees 19
K. TRANSACTIONS 20
Investments 20
Loans 20
Related party transactions 20
Insurance 20
Director voting on contract of insurance 20
Indemnity 20
Inspection 20
Compensation 21
L. ADMINISTRATION 22

Financial year 22

Accounts 22

Register of members 22

Register of former members 22

Contracts 22

Cheques and drafts 22

Staff 23

Remuneration 23

Audit 23

Reports to members 23

Parliamentary authority 23

ByLaws authority 23

Company seal 23

Constitution amendments 23

Inspection of the Company books 24

Winding up the Company 24

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Definitions and interpretation

In this Constitution, unless the content implies otherwise:

a) one gender includes the others;

b) the singular includes the plural and the plural includes the singular;

c) where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning;

d) 'writing' includes typing, printing, lithography and any other mode representing or reproducing words or figures in a visible form, including words or figures displayed on an electronic screen;

e) a 'month' refers to a calendar month;

f) a statute, regulation or provision of a statute or regulation (the 'Statutory Provision') includes:

i) the Statutory Provision as amended or re-enacted

ii) a statute, regulation or provision enacted in replacement of the Statutory Provision, and

iii) another regulation or other statutory instrument made or issued under the Statutory Provision;

g) 'including' and similar expressions are not words of limitation; and

h) all currency is Australian dollars.

The table of contents and any headings are to assist with the reading of the Constitution and should not affect interpretation of this Constitution.

Act	the *Corporations Act 2001 (Cth)*
ACNC Act	*Australian Charities and Not-for-profits Commission Act 2012 (Cth)*
AGM	the annual general meeting of the Australian Association of Social Workers
ByLaws	regulations made by the Board for the administration and management of the Australian Association of Social Workers' affairs
Board	the board of Directors of the Australian Association of Social Workers
branch	the branch in which a member is registered in accordance with the Constitution
Branch Management Committee	the group of people who manages each Branch
CEO	the Chief Executive Officer being the person appointed by the Board to perform the executive duties of the Australian Association of Social Workers
Code of Ethics	the Australian Association of Social Workers ByLaws on ethics as in force from time to time
Company	the Australian Association of Social Workers Limited (ACN 008 576 010)
Constitution	this Constitution of the Australian Association of Social Workers
Directors	the Directors for the time being of the Australian Association of Social Workers or such number of them that have the authority to act for the Australian Association of Social Workers

external member	a member who in relation to any review process is not a member of that part of the Company being reviewed.
financial member	a member who has paid all amounts due by that member to the Company.
financial student member	a student member who has paid all amounts due by the student member to the Company.
IFSW	the International Federation of Social Workers
law	any constitutional provision, treaty, decree, convention, statute, act, code, regulation, rule, order, ordinance, proclamation, subordinate legislation, by-law, judgement, rule of common law or equity, rule, ruling or guideline made by a competent entity exercising jurisdiction in the relevant matter or any government body
local time	the day and the time at the Australian Association of Social Workers national office
member	a person who has been accepted by the Australian Association of Social Workers as qualifying for membership in one of the membership categories and where required has paid their annual fees.
national committee	a committee created by the Board on a national level
officer	has the same meaning as in the Act and includes a Director or Secretary
ordinary director	a director who is not the National President or National Vice President.
person	a natural person
practice group	groups established at Branch level that have a focus on a particular practice field or practice method, replacing Branch Special Interest Groups
Secretary	the person appointed to perform the duties of Secretary of the Company
special resolution	has the same meaning as in the Act
stakeholders	any member of the Australian Association of Social Workers who might be actively involved, with a vested interest in or who might be affected by any changes being considered by the Australian Association of Social Workers
terms of reference	a document that provides the objectives for a committee, group or board to undertake a task or a project and may include the title, membership, Convenor, budget, methodology, time and reporting requirements
year	means not a calendar year, but the period between consecutive Annual General Meetings.

AASW CONSTITUTION

A. INTRODUCTION

Name of the Company

1. The name of the Company is the Australian Association of Social Workers Limited.

Preamble

2. The Company is the national professional representative body of social workers in Australia. As such it has a governance charter, Code of Ethics and practice standards that contain principles agreed to by all members. These principles guide all social work practice.

3.

A. The Company is a not-for-profit public company limited by guarantee established under the *Corporations Act* and must pursue charitable objectives and must apply its income in promoting those objectives.

B. The objectives for which the Company is established are:

a) to promote the profession of social work and to enhance public and professional recognition of social work;

b) to build the capacity, skills and standards of members in the carrying on of social work;

c) to encourage, support, assist and facilitate the provision of high quality, evidence-based and evidence-informed social work to persons who experience psychosocial or physical illness or disability; emotional, social or psychological distress; or economic and social disadvantage

d) to encourage, promote and facilitate members to provide evidenced based and informed high-quality social work when working with Aboriginal and Torres Strait Islander peoples and communities; and

e) to advocate for policies and strategies that aim to redress social disadvantage, and which promote the role of social workers in achieving these aims.

C. In furtherance of the objectives, the Company's activities may include, in particular, any of the following:

a) establishing, monitoring and reviewing the accreditation and registration of social workers in Australia;

b) establishing, monitoring and improving the practical and ethical standards of social workers in Australia;

c) implementing the regulatory framework for the education of social workers in Australia;

d) contributing to the development of social work knowledge and research in order to support and assist the professional skills and capability of members;

e) promoting and facilitating members' professional development and life-long learning in the professional field of social work;

f) acting as the coordinating, advising and liaising body for members;

g) recruiting, training and educating members to ensure they possess the requisite skills to provide high quality social work;

h) representing and advocating for the interests of members;

i) incorporating Aboriginal and Torres Strait Islander cultural responsiveness into all policies, strategies and programs;

j) promoting Aboriginal and Torres Strait Islander reconciliation;

k) advocating for Aboriginal and Torres Strait Islander people to enter the field of social work;

l) preparing members to undertake social work in Aboriginal and Torres Strait Islander communities;

m) advocating for changes to social structures and policies in order to promote social inclusion and redress social disadvantage, including promoting the role and contribution of social workers in achieving these changes;

n) affiliating and collaborating with any organisation, either in Australia or overseas, that undertakes similar activities and has similar objectives;

o) securing or sourcing funding however derived solely for the purposes of furthering the Company's objectives;

p) publicising, disseminating or distributing information about the Company's activities;

q) establishing, managing, monitoring and reviewing any projects and programs in furtherance of the Company's objectives;

r) doing all other things incidental or conductive to furthering the Company's objectives.

Code of Ethics

4. The Company must maintain a written code of ethics and ByLaws on ethics. The ByLaws on ethics will set out:

   a) procedures for the promotion and maintenance of the principles outlined in the code of ethics; and

   b) procedures for dealing with matters of ethical and professional standards.

5. The Company will review the code of ethics at least once every 7 years and the review will be presented to the next general meeting after completion of the review.

6. Copies of the code of ethics are to be available to members free of charge.

A

Powers of the Company

7. The Company has the following powers, which may only be used to carry out its objectives as set out in Clause 3B:

   a) the powers of an individual;

   b) all the powers of a public company limited by guarantee under the *Corporations Act*; and

   c) if the Company is a registered charity, all the powers of a charity under the *ACNC Act*.

Income of the Company

8. The income and property of the Company will be applied solely to further any of the objectives of the Company as set out in the Constitution. No income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members of the Company. However, the Constitution does not:

    a) prevent the payment in good faith:

        i) of remuneration to any of the Company's employees or to any other person in return for any services actually provided to the Company; or

        ii) for goods supplied to the Company in the ordinary course of business;

    or

    b) prevent the Company:

        i) repaying money borrowed from any member of the Company; or

        ii) paying interest on money borrowed from any member of the Company; or

        iii) reimbursing out-of-pocket expenses to any Director of the Company; or

        iv) paying reasonable and proper rent for premises demised or let by any member of the Company; or

        (v) paying reasonable remuneration for their ordinary services as Directors provided that the requirements of the Constitution as outlined under Clauses K8, K9 and K10 are adhered to.

Liability

9. The liability of members is limited.

    Every member undertakes to contribute an amount not exceeding $50 to the property of the Company in the event of its being wound up while the person is a member, if required for:

    a) payment of the debts and liabilities of the Company;

    b) payment of the costs, charges and expenses of winding up;

    c) payment for the adjustment of the rights of the contributories among themselves.

A

Subsidiary companies

10. The Company may own and operate subsidiary companies and other legal entities to further any of the objectives of the Company as set out in the Constitution.

B. MEMBERSHIP

Member eligibility

1. A person who is not, on 1 January 2016, a member of the Company is eligible to apply to become a member if:
    a) that person has completed a social work course at an Australian tertiary institution which
        (i) at the time of completion was a course accredited by the Company, or
        (ii) would have been accepted as sufficient to be admitted to membership at that time; or
    b) the person satisfies the Company that the course which the person has completed outside Australia required completion of units of a standard which would have satisfied the requirements for accreditation of that course at an Australian tertiary institution.

Student Member Eligibility

2. A person who is enrolled as a student in an accredited course is eligible to apply to become a student member of the Company for so long as that person is enrolled in the accredited course.

Application for membership

3. To apply for membership, a person submits an application to the membership officer; the details of the membership application are contained in the ByLaws.

Categories of membership

4. The Board may by resolution establish in the By Laws categories and levels of membership and student membership and determine the additional eligibility requirements and obligations for each such category and level.

5. A member may not transfer to any other person the rights and privileges of membership attached to her or his category of membership.

Rights of members

6. a) All financial members are entitled to attend general meetings, address general meetings, vote on matters before the Members and be nominated and appointed a Director, subject to this Constitution.
    b) The Company may prescribe separate post-nominal letters for members and student members in the manner and subject to the conditions set out in the By Laws.

Appeals against membership refusal

7. Any applicant refused membership may appeal. The procedure for appeals is set out in the By Laws.

Termination and suspension of membership

8. A person ceases to be a member of the Company if the person:
    a) Resigns in writing;
    b) Dies;
    c) After receiving a notice from the Company requiring the member to pay any overdue membership subscription or other amount due to the Company, fails to pay the required amount within the time stipulated;
    d) Is expelled in accordance with clause B9.

9. The member can be suspended or expelled in accord with the procedures contained in the AASW ethics ByLaws.

10. If, following admission to membership, it is found that a member is ineligible, that person's membership will cease immediately.

Re-admission to membership

11. The Board will reinstate to membership a person who has shown cause that they should be reinstated in a manner as described in the ByLaws.

Membership fees

12. Each member of the Company required to pay a fee, pays an annual membership fee (the 'membership fee') for a 12-month period commencing 1 July each year (the 'financial year').

13. The Board determines the membership fee and may permit members to pay in a lump sum or by instalments.

14. The Board may permit new members to pay the membership fee on a pro rata basis, relative to the time of their joining the Company in the financial year.

15. The Board determines the proportion of the membership fee payable to Branches on a per capita basis.

16. The Board advises the Branches of the capitation fee within 30 days of determining it.

Rights of student members

17. A financial student member is entitled to all the privileges of membership except the right to be elected as

    a) a director of the Company; or

    b) a Branch President or Branch Vice President.

B

C. GENERAL MEETINGS

Types of Company meetings

1. General meetings include the Annual General Meeting ("AGM").

AGMs

2. The Company holds an AGM at least once in every calendar year. If possible, the AGM takes place within 90 days, but in any event no later than 5 months, of the end of the Company's financial year.

3. The Board can cancel any AGM that it convenes by giving not less than 48 hours' notice to those members entitled to notice of the meeting.

4. The business of an AGM can include any of the following, even if not referred to in the notice of meeting:
   a) consideration of the annual financial report, Directors' report and auditor's report;
   b) confirmation or election of Directors; and
   c) appointment of the auditor.

General meetings

5. General meetings may be called by any three Directors.

6. General meetings of the Company must be held in accordance with the Act, which includes, but is not limited to, their being held:
   a) for a proper purpose; and
   b) at a reasonable time and place.

7. To the extent permitted under the Act and any other applicable law, a general meeting may be convened using virtual technology only, or at two or more venues, provided that the form of technology used provides all members entitled to attend the meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.

8. The provisions of this Constitution relating to general meetings apply, so far as they can and with any necessary changes to ensure compliance with the Act and any other applicable law, to general meetings held using that technology.

9. Where a general meeting is held using virtual technology or at two or more venues using any form of technology:
   i. a member participating in the meeting is taken to be present in person at the meeting;
   ii. any documents required or permitted to be tabled at the meeting will be taken to have been tabled at the meeting if the document is given, or made available, to the persons entitled to attend the meeting (whether physically or using technology) before or during the meeting; and
   iii. the meeting is taken to be held at the physical venue set out in the notice of meeting, or at the registered office of the Company if the meeting is held using virtual technology only.

10. The Board must call and arrange to hold a general meeting in a manner as described in the ByLaws on the request of:
    a) members with at least 5% of the votes that may be cast at a general meeting; or
    b) at least 100 members entitled to vote at the general meeting.

Failure by the Board to call a meeting

11. If within 21 days of the request given to the Company, the Board does not call a general meeting, members with more than 50% of the total voting rights of all the members who requested the meeting, may call and arrange to hold a general meeting in a manner as described in the ByLaws.

Content of notices of AGMs and of general meetings

12. Notice of a Company general meeting must be given to all members entitled to vote and must contain all the information and be sent in a manner as described in the ByLaws.

When notice is given

13. A notice of meeting sent by post, facsimile or electronic mail is taken to be given when it meets the conditions as outlined in the ByLaws.

Procedures at AGMs and general meetings

Quorum

14. The quorum for a general meeting of the Company is 50 members present in person or by proxy.

15. The Company's meeting may not proceed unless the manner for determining the quorum as contained in the ByLaws has been followed.

Chairing general meetings

16. The National President, or in the National President's absence the National Vice President, must chair every general meeting of the Company.

17. If neither the National President nor the National Vice President is present within 15 minutes of the time for the commencement of the meeting, or if neither of them is willing to chair the meeting, the members present must elect a Member to chair the meeting.

C

Adjourning a meeting

18. With the consent of, or if directed by, a meeting at which a quorum is present, the person chairing the meeting may adjourn the meeting but no business other than any unfinished business from the adjourned meeting is to be dealt with at the resumed meeting.

19. Unless a meeting is adjourned for 30 days or more, it is not necessary to give any notice of an adjournment or of the meeting's business.

20. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as if it were an original meeting.

Voting at an AGM and at general meetings

21. At a general meeting on any resolution or special resolution, each member holds one vote; and

    a) the person chairing the meeting has a vote as a member of the Company, but does not have a casting vote;

    b) a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded;

    c) in the case of an equal number of votes, whether on a show of hands or on a poll, the resolution is lost; and

    d) other rules as outlined in the ByLaws.

Polls

22. A poll may be demanded on any resolution in the manner as described in the ByLaws.

Proxies

23. A member of the Company who is entitled to attend and cast a vote at a general meeting of the Company may appoint a person as the member's proxy to attend and vote for the member at a general meeting.

24. An appointment of a proxy is valid if it is signed by the member of the Company making the appointment and contains the following information:

    a) the member's name, address and membership number;

    b) the Company's name;

    c) the proxy's name or the name of the office held by the proxy; and

    d) the meeting or meetings at which the proxy may be used.

25. The instrument and the rules appointing a proxy are contained in the ByLaws.

Minutes of general meetings

26. a) The Board must keep minutes in which it records within 1 month of meetings, the proceedings and resolutions of the Company's members.

    b) The minutes will be signed within a reasonable time by the person chairing the meeting at which the proceedings were held or by the person chairing the next succeeding meeting.

Members' access to minutes

27. a) The Company must ensure that the minutes for the meetings of its members are open for inspection by members free of charge.

    b) A member of the Company may ask the Company in writing for a copy of any minutes of a meeting of the Company's members or an extract of the minutes as outlined in the ByLaws.

C

D. THE BOARD

Composition

1. There must be not less than seven nor more than nine Directors of the Board, of whom one will be the National President, and one will be the National Vice President.

2. One Director's position will be reserved for:

    a) an Aboriginal person who has satisfied the eligibility criteria as outlined in the ByLaws; and

    b) a Torres Strait Islander person who has satisfied the eligibility criteria as outlined in the ByLaws.

3. All Directors will be elected by the membership as a whole in accordance with the ByLaws.

4. A Director must be a financial member of the Company.

Eligibility requirements for Directors

5. The eligibility requirements for membership of the Board shall be:

    a) a member or life member of the Company; and

    b) not be an employee of the Company; and

    c) in respect of the person(s) referred to in Clause D2 only, the person must self-declare their eligibility in accordance with the applicable procedures set out in the ByLaws.

Terms of office

6. The National President is elected by the members for a three-year term and will commence office from the conclusion of the AGM at which their election is declared and subject to Clause D24, terminate at the conclusion of the third following AGM. At the end of that term the National President is:

    a) subject to Clause D9 eligible for re-election for one further consecutive term, but

    b) not eligible for election as National Vice President or an ordinary director for the next consecutive term.

    c) subject to Clause D9 eligible to stand for any Board position after a period of at least 12 months following completion of their term.

7. The National Vice President is elected by the members for a three-year term and will commence office from the conclusion of the AGM at which their election is declared and subject to Clause D24, terminate at the conclusion of the third following AGM. At the end of that term the National Vice President is, subject to Clause D.9 eligible for one further consecutive term as National Vice President.

8. Each ordinary director is elected by the members for a three-year term and will commence office from the conclusion of the AGM at which their election is declared and terminate at the conclusion of the third following AGM. A retiring Director who is eligible may stand for re-election

9. Subject to Clause D11, no director can be a Member of the Board in any capacity for more than three consecutive terms.

10. A member who has been a Director for three consecutive terms is not eligible to be elected or appointed to the position of Director until at least one full term has passed since they last held office as a Director of the Company.

11. If a Member is appointed to fill a casual vacancy as a Director and is endorsed as a Director at the next AGM for the remainder of the term of the Director they replaced in accordance with Clause G9,

the period from their initial appointment to the closing of the AGM at which their term replacing a predecessor expires will not be counted in determining term limits in accordance with Clause D9.

Transitional arrangements

11A. The following special provisions shall apply to facilitate the transition from the constitutional arrangements in place prior to adoption of the current changes:

a) Notwithstanding Clauses D1, D6 & D7, the National President and two National Vice Presidents in office at the adoption of these amendments to the Constitution in 2019 shall serve out their terms applicable at the time of their election provided they remain Directors of the company. Only after the existing terms are served shall the requirements of Clauses D6 & D7 be applied.

b) For Directors in office at the time of the amendment to Clause D9 the maximum term they may serve shall remain 12 years;

c) All Directors in place at the time of adoption of these changes in 2019 shall continue in office in accordance with their previous schedule of terms.

When no Director remains subject to this Clause 11A it will be deleted and replaced by the words 'Deleted (date)'.

11B. Any Director referred to in Clause D2 and in office at the adoption of these amendments to the Constitution in 2025 may serve out their term applicable at the time of their election. An election shall be held at the scheduled election of Directors following adoption of these amendments to fill the second vacant position occurring by the operation of Clause D2.

Powers and duties of the Board

Management by the Board

12. The business of the Company is to be managed by or under the direction of the Board.

13. The Board may exercise all the powers of the Company except any powers that the Act or this Constitution requires the Company to exercise in meetings.

Board to keep minutes

14. The Board will keep minutes in which it records within 1 month:
    a) all appointments of officers;
    b) the names of members of the Board who attend meetings of the Board and general meetings;
    c) proceedings and resolutions of Board and general meetings;
    d) proceedings and resolutions of all meetings of Committees of the Board;
    e) resolutions passed by Directors without a meeting; and
    f) all delegations of the Board's powers.

15. The minutes of Board meetings will be signed within a reasonable time by the person chairing the meeting at which the proceedings were held or by the person chairing the next succeeding meeting.

16. The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

Attorneys

17. The Board may sign a power of attorney, appointing any person or persons to act for the Company in the same way that it may act.

18. A power of attorney:

    a) may contain provisions for the protection and convenience of persons dealing with the attorney as the Board sees fit; and

    b) may authorise the attorney to delegate all or any of the powers vested in them.

19. The Board will be advised in writing at its next meeting of any actions taken under the power of attorney

Board Committees

20. The Board may establish and delegate any of its powers to Committees of the Board consisting of such Directors and other persons as the Board thinks fit and may from time to time revoke such delegations. All such Committees must be chaired by a Director and operate in accordance with the ByLaws. The Board must ensure that Committees address the areas of Finance, Risk, Ethics and Regulation.

Duties of Board members

21. The Directors must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise. In particular the Directors must:

    a) be proactive in pursuing the Company's objectives;

    b) ensure that the Company can pay its debts on time;

    c) ensure that the Company keeps proper financial records;

    d) act in the Company's best interests;

    e) use any information obtained through the position of Director properly and in the best interests of the Company;

    f) be fully up-to-date on what the Company is doing;

    g) take reasonable steps to assess how any proposed action will affect the Company's business performance;

    h) seek outside professional advice if necessary, in order to make informed decisions.

Conflicts of interest

22. A Director who has a material personal interest in a matter that is being considered by the Directors:

    a) must not vote on the matter;

    b) must not be present while the matter is being considered at a meeting; and

    c) must not be counted in a quorum for a meeting

    except in the circumstances set out in the Act.

23. A Director must not be taken to be interested or to have been at any time interested in a contract or proposed contract merely because:

    a) where the contract or proposed contract relates to a loan to the Company, the Director has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or

    b) where the contract or proposed contract has been or will be made with or for the benefit of, or on behalf of a body corporate that is related to the Company and the Director is a Director of that body corporate.

Vacation of office of Director

24. The office of a Director of the Company is vacated if the person holding the office:

    a) is disqualified from the management of corporations under part 2D.6 of the Act;

b) cannot manage the affairs of the Company because of mental incapacity and is a person to whose estate or property a personal representative or trustee has been appointed as an administrator;

c) resigns her or his office in writing to the Board;

d) ceases to be a financial member of the Company;

e) is absent without permission of the Board from three consecutive Board meetings;

f) becomes an employee of the Company.

Removal and substitution of Directors

25. The Company may by resolution at a general meeting, but not otherwise, remove any director from office in accordance with section 203D of the Act.

Alternate Directors

26. A Director is not entitled to appoint an Alternate Director.

D

E. OFFICERS OF THE COMPANY

1. The National President:

a) presides over meetings of the Board and general meetings of the Company;

b) is available to consult with the CEO and delegated staff on Company matters between Board meetings;

c) represents the Board and the Company between its meetings;

d) reports all important interim actions to the Board;

e) in consultation with the Board, nominates convenors of all national committees who are ratified by the Board;

f) is an ex-officio member of all Company Boards, committees and other Company forums (excluding the ethics panel) but must not be appointed as a convenor of a national committee while holding the office of the National President;

g) assumes portfolio responsibilities for national committees as outlined in the ByLaws and determined by the Board;

h) shall regularly communicate with members about the Company, its operations and issues affecting the profession;

i) shall carry out any other duties as outlined by the ByLaws; and

j) must not hold any other office in the Company.

2. National Vice President

a) will fulfil the duties of the National President if the National President is absent, disabled or deceased;

b) must report all important interim actions to the Board;

c) must not serve on a branch management committee;

d) must not be a convenor of a national committee; and

e) shall carry out any other duties as outlined in the ByLaws.

3. Chief Executive Officer

The CEO is appointed by the Board and will:

a) report to and keep the Board informed about all aspects of the Company and its operations;

b) manage the staff and operations of the Company;

c) undertake duties at the direction of the Board;

d) consult with and advise the National President about those matters affecting the operations of the Company;

e) may attend meetings of the Board but is not entitled to vote; and

f) receive such remuneration and other benefits as are agreed by the Board.

A director of the Company cannot be appointed Chief Executive Officer.

4. Company Secretary

5. a) In accordance with the requirements of the Act, the Board must appoint a Company Secretary and ensure that the person appointed is aware of the responsibilities of the office as a statutory officer of the Company.

b) The Board determines the terms and conditions under which the Company Secretary holds office.

F. MEETINGS OF THE BOARD

Calling Board meetings

1. A Board meeting may be called by any three Directors giving reasonable notice individually to every other Director.

Chairing Board meetings

2. If at a Board meeting, neither the National President nor the National Vice President is present within the time set down to commence the meeting, or if neither is willing to chair the meeting, the members of the Board present must elect one of themselves to chair the meeting.

Quorum at Board meetings

3. a) Five Directors in office and entitled to vote on any motion that may be moved at the meeting in relation to that matter shall constitute a quorum and a quorum must be present at all times during the meeting.

   b) If a vacancy occurs in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is less than the minimum number set out in the Constitution, they may act only for the purpose of filling vacancies or of convening a general meeting of the Company.

Passing of Directors' resolutions

4. a) A resolution of the Directors must be passed by a majority of the votes cast by Directors who are entitled to vote and who vote on the resolution.

   b) The person chairing the meeting has a vote as a member of the Board but does not have a casting vote.

Action without a meeting

5. a) The Directors of the Company may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

   b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

   c) The resolution is passed when the last Director entitled to sign signs the document containing the statement.

   d) An electronic transmission of a copy of the document that appears to be signed by a Director is taken to have been signed by that Director and is a copy for the purposes of signing a power of attorney.

Meetings held with the use of technology

6. a) A Board meeting may be called or held using any technology consented to by all the Directors. The consent must be given annually and may stand for one year. A Director may only withdraw such consent within a reasonable period before the meeting.

   b) Each Director attending a meeting using technology must have access to the technology by which the meeting is taking place.

   c) Each Director participating in the meeting must be able to communicate concurrently with all other Directors.

G. ELECTIONS OF DIRECTORS

The Returning Officer

1. The Board will appoint a returning officer to conduct elections prior to each AGM for all vacant Director positions and Director positions that will become vacant at the conclusion of the AGM.
2. The returning officer will carry out the elections following the timing, procedures and Director annual rotation requirements contained in the ByLaws.
3. In accordance with the By Laws, the Returning Officer has the power to impose penalties and issue statements but may not disqualify a candidate who is eligible to stand.

Nominations

4. Subject to Clauses D9 & D10, to be eligible for nomination as a Director, a person must:
    a) be a financial member or life member of the Company;
    b) not be an employee of the Company or subject to any of the other factors that would cause them to vacate the role of Director in Clause D24 if elected;
    c) submit a brief account of their interest and suitability for election to the vacant position; and
    d) give a signed consent in writing to act as a Director, if elected.
5. Persons wishing to nominate shall provide the information as contained in the ByLaws.

Voting

6. Each financial member shall be entitled to cast one vote for each vacancy.
7. Voting may be carried out by postal or electronic means where the Board authorises, providing the procedures in the ByLaws are adhered to.

Commencement of Directors' terms of office

8. The term of office of an elected Director will commence from the conclusion of the AGM at which their election is declared.

Filling a casual vacancy in the position of Director

9. The Board may at any time appoint a member to fill a casual vacancy on the Board providing:
    a) the member to be appointed satisfies the eligibility criteria for membership of the Board;
    b) the term of the appointment is to the end of the first Annual General Meeting following the appointment, at which, if the predecessor's term would not then have expired, an election shall be held to fill the position for the remainder of the predecessor's term, or if the term would have expired, a normal vacancy election would proceed. The Member appointed to fill the casual vacancy, if otherwise eligible, shall be entitled to nominate to be elected to fill the position.

H. NATIONAL COMMITTEES

Authority for the establishment of National Committees

1. The Board may establish National Committees to address matters in support of the Objectives set out in Clause A3 and determine through the ByLaws the purposes, structure, terms, conditions, reporting obligations and all other matters related to the operation and administration of such Committees.

I. NOT USED

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J. BRANCHES

Branches

1. There may be Branches of the Company.
    a) The branches of the Company shall be the Australian Capital Territory Branch, the New South Wales Branch, the Northern Territory Branch, the North Queensland Branch, the Queensland Branch, the South Australian Branch, the Tasmanian Branch, the Victorian Branch and the Western Australian Branch or such other names as the Branches may be known as from time to time.
    b) The Board may create new branches.
    c) The criteria for the establishment of a new branch are explicit in the ByLaws.
    d) The branch will carry out an annual review of its operations and management committee functioning.

Finance

2. The branch has the power on behalf of the Company to raise or earn money and disburse the money so raised plus monies from membership fees or other funds and resources provided at the discretion of the Board of Directors.

Membership of a branch

3. The members of a branch will comprise those members of the Company residing in or carrying on business within the area encompassed by the branch as defined in the ByLaws.

4. If a member would prefer to be a member of another branch, she or he may become one by notifying the Company in writing of the branch they are leaving and the branch they are joining.

5. A member's name can appear in the register of only one branch at any one time.

6. The Board will determine the identity of the branch to which a member belongs if the member resides or carries on business in a state, territory or place where no branch is established.

Branch management committees

7. Branches will establish branch management committees that will consist of a Branch President, a Branch Vice President and not less than four nor more than 10 other members, each with individual responsibilities; and
    a) with terms of office of 2 years and shall not be eligible for re-election to the same office for more than three consecutive terms unless the branch management committee, by a two-thirds majority vote, determines that the person shall be eligible for re-election for the same office for a fourth consecutive term;
    b) with the authority within their jurisdiction to undertake activities on behalf of the Company, that are in keeping with the democratic values and principles embraced by the Company policies and strategic objectives and will:
        i) fulfil their obligations as delegated in the ByLaws;
        ii) implement national strategic initiatives where branches are required to cooperate with the Board and other branches' national committees on such initiatives;
        iii) develop and promote strategic objectives and advocate social policy in relation to local issues;
        iv) organise, coordinate and facilitate continuing professional education in consultation with the requirements of the Company;
        v) recruit members and promote the objectives of the AASW;

vi) develop and support practice groups;

vii) promote, coordinate, and facilitate participation in national initiatives;

viii) convene an annual members meeting which may include the filling of vacant positions on the branch management committee;

ix) facilitate regular and effective communications with members and between members and the Board;

x) plan, implement, coordinate and review branch operations and member services; and

xi) contribute to national strategic planning.

8. Branch Management Committee elections will be held at the same time as the Board of Directors and conducted by the same returning officer appointed by the Board in accordance with the By laws.

Dissolution of branches, management and coordinating committees

9. The branch members may, by resolution at a general meeting of the branch, remove any member of the management committee before the end of that member's term of office.

10. After consultation with all parties concerned, the Company will have the power to disband a branch management committee that is considered to not be able to function in a manner that would allow it to meet the objectives as outlined in clause J7b) of this Constitution.

11. The Board may dissolve a branch and retain for the Company any assets held by that body where the branch in question has, by the decision of at least two-thirds majority of the Board members, ceased to function in carrying out its responsibilities to meet the objectives as outlined in clause J7b of this Constitution.

12. The Board may appoint a branch administrator when required, subject to the rules contained in the by-laws.

K. TRANSACTIONS

Investments

1. The Board shall adhere to the following principles in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing its invested assets. The Board shall avoid speculation, looking instead to the prudent disposition of the funds, considering the probable income, as well as the probable safety of the Company's capital in line with the Company's risk management policy.

Loans

2. The Company shall not make any loan of money or property to or guarantee the obligation of any director or officer.

Related party transactions

3. Each officer of the Company (including each Director) must comply with the duties prescribed by the Act and at general law.

Insurance

4. The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or a related body corporate of the Company against any liability incurred by the person as an officer of the Company or a related body corporate except a liability (other than one for legal costs) arising out of:

   a) conduct involving a wilful breach of duty in relation to the Company; or

   b) a contravention of section 182 or section 183 of the Act and in the case of a Director, any premium paid under this paragraph is not remuneration.

Director voting on contract of insurance

5. Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

Indemnity

6. a) To the extent permitted by the Act, the Company may indemnify:

   (i) every person who is or has been an officer of the Company; and

   (ii) where the Board considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company;

   against any liability incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be).

   b) The circumstances in which the Company must not indemnify an officer, or an officer of a related body corporate, are set out in section 199A of the Act.

Inspection

7. Every Director has the absolute right at any reasonable time to inspect and copy all books, records and documents, and to inspect the physical properties of the Company.

Compensation

8. The members at the AGM may approve a total annual figure for the remuneration of the Directors on a recommendation of a resolution of the Board. If so, and in no other case, the Directors may, by resolution of the Board, be entitled to be paid out of the funds of the Company, as remuneration for their ordinary services as Directors.

9. Subject to obligations under Section 202B of the Act, Board may at its discretion, advise the membership at the AGM the fees to be paid to each individual Director.

10. The Directors may be paid reasonable travel, accommodation and other expenses incurred as a result of their attendance at meetings of Directors or general meetings of the Company and otherwise in the execution of their duties as Directors.

K

L. ADMINISTRATION

Financial year

1. The financial year of the Company is from 1 July to 30 June each year.

Accounts

2. a) The Company must keep written financial records that:
   i) correctly record and explain its transactions and financial position and performance; and
   ii) would enable true and fair financial statements to be prepared and audited in accordance with the Act.
   b) Unless the Board otherwise decides, the Company will keep its financial records at the registered office and always have them available for inspection by the Board.

Register of members

3. The Company must set up and maintain a register of members at the Company's registered office or the Company's principal place of business.

4. The register of members must contain the following information about each member:
   a) the member's name and residential or work address;
   b) the date on which the entry of the member's name in the register is made.

5. Other contact information of members shall be kept elsewhere than in the Company register.

6. Each member must notify the Company in writing of any change of their name, address, facsimile number or email address within 1 month of the change.

7. The register of members may be inspected in accordance with the Act.

Register of former members

8. A register of members must also show:
   a) the name and details of each person who ceased being a member of the company within the last 7 years; and
   b) the date on which the person ceased being a member.

9. The company may keep these entries separately from the rest of the register.

Contracts

10. The scope of authority of any officer or agent of the Company shall not include the execution of any contract or instrument in the name of or on behalf of the Company or the power or authority to bind the Company by any contract or agreement or to pledge its credit or to render it liable for any purpose or in any amount unless such authority is specifically authorised by the Board.

Cheques and drafts

11. Any transaction in relation to any bank account of the Company or any trust or other fund associated with the Company must be in accordance with a procedure set out in a resolution of the Board.

Staff

12. Whilst the Board has the responsibility for the employment, salary and conditions of the Company staff this responsibility may be delegated to the CEO or other Company officers to implement on behalf of the Company.

13. The staff of the Company shall work under the supervision of the CEO and shall consist of such positions as the Board may authorise from time to time.

Remuneration

14. Remuneration for the CEO and other staff members shall be authorised by the Board from time to time, in a manner prescribed in the ByLaws.

Audit

15. The Company will appoint, remunerate and regulate the duties of its auditor in accordance with the Act. An audit of the Company books shall be obtained on an annual basis in accordance with the Act.

Reports to members

16. a) In accordance with the Act, the Company will prepare annual financial and other reports for presentation at the AGM.

    b) Unless a member elects to not receive reports, the Company must report to members for a financial year by either sending members copies, as required by the Act, of:

        (i) the financial report for the year;

        (ii) the Directors' report for the year; and

        (iii) the auditor's report on the financial report,

    or the Company must send members such other reports for the year that comply with the Act.

Parliamentary authority

17. The parliamentary procedure by which meetings of the Directors and members shall be conducted are contained in the ByLaws.

ByLaws authority

18. a) The Board may make, alter and rescind By Laws not inconsistent with this Constitution.

    b) The Board cannot make, alter or rescind a By Law relating to elections between the call for nominations and the declaration of the election, unless the Returning Officer has requested it and it is in the terms proposed by the Returning Officer.

Company seal

19. The Company may have a common seal.

20. If the Company has a common seal, the Board may provide for its safe keeping and use.

21. Where a document has been executed by fixing the Seal to the document, it may only be done on the prior authority of the Board and the Board shall be advised in writing at its next meeting.

Constitution amendments

22. a) The adoption of any amendment to this Constitution shall require approval by at least three-quarters of the votes cast by the members present in person or by proxy entitled to vote on the resolution.

b) If the Board determines that the proposed Constitutional amendment(s) shall be submitted to the membership at the next AGM or at a general meeting called for that purpose, the Board shall notify all voting members of the proposed amendments in the notice of meeting.

c) If the notice is sent by post, it is deemed to be given 3 days after it is posted.

d) If a member does not receive a notice of a meeting, by accident, this does not invalidate the meeting or the resolutions passed at the meeting.

Inspection of the Company books

23. The Directors of the Company, or the Company by a resolution passed at a general meeting, may authorise a member to inspect the books of the Company.

Winding up the Company

24. On the winding up of the Company, each member of the Company undertakes to contribute to the Company's assets an amount not exceeding the sum of $50. The member's obligations extend as follows:

a) for payment of the debts and liabilities of the Company contracted while that person was a member;

b) for payment of the debts and liabilities of the Company contracted for a period of 1 year after that person was a member;

c) for the costs, charges and expenses of winding up the Company; and

d) for the adjustment of the rights of the contributories among themselves.

24A. If the Company is wound up, any surplus assets must not be distributed to a member or a former member, unless that member or former member receives that distribution in their capacity as a member of an organisation described in Clause 25, Part L of the Company's Constitution.

25. Subject to the *Corporations Act* and any other applicable legislation and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more organisations:

a) which has similar objects and purposes as the Company, as set out in clauses 3A, 3B and 3C of the Company's Constitution;

b) which is charitable within the meaning of the *ACNC Act*; and

c) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.

26. The members of the Company in a general meeting will decide which company or institution will receive the money or property at or before dissolution. If the members fail to make a decision, the Supreme Court of the Australian Capital Territory or any other court of competent jurisdiction may decide which company or institution will receive the assets.