



Institute of Public  
Administration Australia  
**Queensland**

# Constitution

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## 1. INTRODUCTION

The name of the Association is the Institute of Public Administration Australia-Queensland Division Inc.

*The Institute is a professional non-political association of people from all levels of government, the private sector, educational institutions and the community with a common interest in promoting excellence in public administration, in supporting public sector reform and in the achievement of positive outcomes for clients.*

## 2. AIMS AND OBJECTS

The Institute is established with the Aims and Objects of:

- a. advancing the study and practice of public administration in Queensland and elsewhere;
- b. promoting ethical standards and integrity in the practice of public administration;
- c. promoting representativeness and the recognition of diversity in the public sector workforce;
- d. facilitating the exchange of experience relevant to public administration between public authorities, academic and professional institutions and the public sector;
- e. promoting best practice in public administration in management for diversity;
- f. implementing public administration best practice in its own activities through planning processes involving the broader membership;
- g. being recognised and respected as a professional body which advocates for public sector administration as a value adding activity and as a profession;
- h. delivering and facilitating training and development activities of high quality and relevance to all categories of members and other client groups;
- i. promoting research activities;
- j. publishing a high quality journal, newsletter and other works devoted to public administration;
- k. preparing reports and submissions on various aspects of public administration for presentation to Parliamentary Committees, public service departments and other relevant bodies;
- l. bestowing awards for the achievement of excellence in public administration and in recognition of individual contributions to the study and practice of public administration.

### 3. DEFINITIONS

Unless the words used in this Constitution are otherwise defined in the context, the following definitions shall apply:-

- a. "The Institute" shall mean the Institute of Public Administration Australia – Queensland Division Inc.
- b. "National Council" shall mean the National Council of the Institute of Public Administration Australia.
- c. "Council" shall mean the Council of the Institute of Public Administration Australia – Queensland Division Inc, and shall be the Management Committee as prescribed in the *Associations Incorporation Act 1981*, and includes all members detailed in 8(a) of this constitution.
- d. "Month" means calendar month.
- e. "In Writing" means written or printed or partly written and partly printed.
- f. "Financial member" shall be a member who is not more than two months in arrears in the payment of the annual subscription.
- g. "Financial year" means the period commencing on the first day of July and ending on the thirtieth day of June in each year or such other yearly period as the Council may from time to time determine.
- h. The word "member" shall include all grades of membership.
- i. "Incorporation" shall mean incorporation of the Institute pursuant to the provisions of the *Associations Incorporation Act 1981*.
- j. "The Act" shall mean the *Associations Incorporation Act 1981*.
- k. "Chief Executive Officer" shall mean the senior staff member employed by the Institute.
- l. "Present", for the purposes of Clause 8, shall be taken to mean in-person, by teleconference or by videoconference.

### 4. POWERS

In addition to the powers conferred elsewhere in the Constitution or the Act, the Institute shall have the following powers;

- a. to make rules regulating its own procedure;
- b. to appoint the office-bearers of the Institute as provided in the Constitution;
- c. to assign such duties and delegate such powers to the Council, as it may deem appropriate;

- d. to appoint such committees as it may deem fit from amongst the members of the Council or from the general membership or from both and prescribe the duties and powers of any committee;
- e. to establish and maintain a business office and employ such staff as are considered necessary to undertake the business of the Institute;
- f. to consider and approve the accounts of the Institute;
- g. to fix any honoraria or recommend to National Council any honoraria to be granted to office-bearers of the Institute and to fix the salaries, tenure and other terms and conditions of employment of any staff of the Institute;
- h. to enlist the services of any members to assist in the execution of any of its duties;
- i. to arrange for the preparation of an Annual Report of the Institute;
- j. to solicit, acquire and receive monies or property from public, private or other sources given or bequeathed to it, subject to such conditions as may be imposed by the donors, and to devote such monies or property to the aims and objects of the Institute;
- k. to prepare and publish educational and training material and general information concerning public administration;
- l. to apply the funds of the Institute in promoting its objects and, in particular, to purchase, take on lease or in exchange, hire, or otherwise acquire any real or personal property, to construct, maintain and alter any building or works, and to invest moneys in such a manner as the Institute, without restriction of any laws limiting the investment of moneys by trustees, may from time to time determine;
- m. to do all such things as are incidental or conducive to the attainment of the aims and objects of the Institute and the exercise of the powers of the Institute;
- n. in the construction of the powers described in subrule (4), the expressions shall be given their widest possible meaning consistent with their sense and intention, and these powers shall not be regarded as being in any way limited or restricted because of the manner in which they are expressed.
- o. to subscribe to become a member of and co-operate with any association, club or organisation, whether incorporated or not, whose objectives are altogether or in part similar to those of the Institute. The Institute shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Institute under or by virtue of clause 2(c);
- p. to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Institute or persons frequenting the Institute's premises for the promotion of the objects of the Institute;
- q. to enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the power of the Institute. The Institute may obtain from any such government or Authority any rights, privileges and concessions which the Institute thinks it is desirable to obtain and to

carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- r. to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or in the furtherance of its objects;
- s. in furtherance of its objects the Institute may lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- t. to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- u. to print and publish any newspapers, periodicals, books or leaflets that the Institute may think desirable for the promotion of its objects;
- v. in furtherance of the objects of the Institute to amalgamate with any one or more incorporated organisations having objects similar to those of the Institute and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as that imposed upon this Institute and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78(1)(a) or section 23 of the *Income Tax Assessment Act 1936*;
- w. in furtherance of the objects of the Institute to transfer all or any part of the property, assets, liabilities and engagements of the Institute to any one or more of the incorporated associations with which the Institute is authorised to amalgamate;
- x. to make donations for charitable or community purposes and repay out of pocket expenses to members;

## **5. RECORD OF COUNCIL MEETINGS AND DELEGATIONS**

- a. (1) The Secretary shall cause full and accurate minutes of all question, matters, resolutions and other proceedings of every Council meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes;

(2) The minutes of every Council meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Council meeting verifying their accuracy;

(3) Similarly, the minutes of every general meeting shall be signed by the Chairperson of the meeting or the Chairperson of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

- b. The Secretary shall cause full and accurate records to be kept of all delegations of power issued by the Institute under 4(c) of this Constitution.

## **6. MEMBERSHIP**

### **Classes of Membership**

- a. The Institute shall have two categories of membership: Individual and Corporate. The Council shall have the power to determine the structure and eligibility for each category. Council shall publish such determinations in the Institute's newsletter as and when required.

### **Individual Member**

- b. Individual members shall be any person who is or has been engaged or interested in the practice of public administration.

### **National Fellow Member**

- c. The Council may recommend to the National Council appointment of any member as a National Fellow Member based on outstanding contribution made to the achievement of the objects of the institute.

### **Corporate Member**

- d. The Council may admit as a Corporate Member any Government Department, Statutory Authority, Local Government or other corporation or body involved in or interested in public administration. A Corporate Member is able to exercise its voting rights through a nominate delegate, with appropriate authorization in writing.

### **Number of Members**

- e. Membership numbers are unlimited in respect of all of the abovementioned categories.

## **Membership Subscriptions**

- f. Admission to membership shall be subject to decision of the Council. Payment of the annual subscription shall be determined by the Council for the several classes of membership prior to the commencement of the financial year.

## **Admission to Membership**

- g. Admission to any of the abovementioned classes of membership shall be determined by Council on the basis of current or former involvement with, study of, or contribution to public administration; provided that admission to the class of Honorary Life Member shall be on the basis of long and significant contribution to the study or practice of public administration.
- h. The Council may admit to membership, by way of transfer, and member of any other Australian Division and may authorise a pro rata subscription payable for the remainder of the year.

## **Voting Rights of Members**

- i. Only financial members shall be entitled to vote or hold office in the Institute. An individual member who has been granted 'Life Membership' by the Council in accordance with Clause 6a, or who has been appointed a National Fellow of the Institute in accordance with Clause 6c, shall be deemed to be a financial member.

## **Refusal of Membership**

- j. The Council may refuse to grant membership to any person or organisation making application without giving any reason for such refusal.

## **Termination of Membership**

- k. Membership of the Institute may be terminated by:-
  - (i). the transfer of the member to another division of the Institute;
  - (ii). the communication of a resignation by the member to the Secretary either orally or in writing;
  - (iii). decision of the Council for non-payment of subscription; or
  - (iv). decision of the Council on the grounds that the member has broken or refused or neglected to comply with any of the rules of the Institute, or has committed any act calculated to bring discredit upon the Institute provided that the resolution of the Council so terminating such membership shall be passed by the Council present at a meeting of which fourteen days notice has been given and that the person whose membership of the Institute is in question has received fourteen days notice of the meeting in writing which

has stated that grounds on which it is proposed to terminate his/her membership and has invited him/her to give an explanation of his/her conduct either in writing or in person at such meeting.

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- (i). A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his/her intention to appeal against the decision of the Council.
- (ii). Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by the Secretary of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the Council or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- (iii). Where a person whose application is rejected, does not appeal against the decision of the Council within the time prescribed by these rules, or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

### **Register of Members**

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- (i). The Council shall require a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Institute and the dates of their admission.
- (ii). Deaths, resignations, terminations and reinstatements of membership and any further particulars as the Council or the members at any general meeting require from time to time shall also be entered into the Register.

### **Access to Membership Register**

- (iii). The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

## **7. POWERS OF THE COUNCIL**

The Council, subject to the Act, and this Constitution, and to any resolution passed by the Institute in general meeting:-

- a. shall control and manage the affairs of the Institute;
- b. may exercise all such functions as may be exercised by the Institute other than those functions that are required by this Constitution to be exercised by the Institute in general meeting;
- c. has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Institute.

## **8. MANAGEMENT OF THE AFFAIRS OF THE INSTITUTE**

- a. The affairs of the Institute shall be managed by a Council consisting of:
  - (i). President;
  - (ii). Two vice Presidents;
  - (iii). Immediate Past President;
  - (iv). Secretary
  - (v). Assistant Secretary;
  - (vi). Treasurer; and
  - (vii). Not more than 13 other individual members.

### **Election of Office Bearers and Members of Council**

- b. All office bearers and members of Council shall be financial Individual members of the Institute and shall be elected at a postal ballot for a term of two years. An election may be held at the annual General Meeting for any position where the number of nominations for the postal ballot is less than the number of vacancies, or where there is a tied vote after a postal ballot. In the event of a tied vote at the Annual General Meeting, the Immediate Past President shall have a casting as well as a deliberative vote.

### **Casual Vacancies**

- c. The Council shall have the power to fill casual vacancies which may arise, and the person selected for such a casual vacancy is to hold the office for the balance of the two year term.

### **Delegation of Power of the Council**

- d. The Council may delegate any of its powers, functions and directions to such committees of members of the Institute or to designated office bearers or institute staff as it may think fit and may revoke or amend any such delegation.

## **Power to make By-Laws**

- e. The Council may make By-laws which are not inconsistent with the Constitution. Meetings of the Council may be convened by the President, the Secretary or the Assistant Secretary upon the request in writing of any five of its other members. At least seven days notice in writing of a meeting of the Council shall be given to each member of the Council, provided that where it is necessary to convene a meeting at short notice to consider urgent business, as such notice as practicable of the meeting shall be given in writing or orally to each member.

## **Meetings of Council**

- f. At all meetings of the Council the President, if present, shall take the chair. If he/she is absent one of the Vice Presidents shall take the chair. If they are both absent the members present shall elect a member of the Council to take the chair.
- g. At all meetings of the Council, a quorum shall be a simple majority of such Council members. All questions shall be decided by the majority of the votes of members present, but in the event of an equal number of votes for and against the Chairperson shall have a casting as well as a deliberative vote.
- h. The Council shall have the right to declare vacant the place of any member absent from three consecutive meetings of Council without prior notice and without the leave of Council.
- i. The Council may act and all decisions made by it shall be valid notwithstanding any vacancy in its membership.
- j. A member of the Council shall disclose any interest it, and not vote in respect of any contract or proposed contract with the Institute in which he/she is interested, or any matter arising thereof, and if he/she does so vote his/her vote shall not be counted.
- k. The Council shall provide for the safe custody of books, documents instruments of title and securities of the Institute.
- l. Meetings of the Council shall be held at least once every two months. The President, a Vice-President, the Treasurer or the Secretary may call such a meeting. The Secretary shall call such a meeting when requested to do so by 3 members of Council.

## **National Councillors**

- m. Individual members who have been elected to the National Council of the Institute shall be ex officio members of Council and may perform or assist in the undertaking of any duties or functions relating to the management of the Institute as Council may request.

## 9. POSTAL BALLOT

- a. Prior to each postal ballot, Council shall appoint a Returning Officer to be responsible for the conduct of the ballot. The Returning Officer may be any person, but in the case of an election ballot, must not be a person contesting a position at the election. Council may also appoint any other person to assist the Returning Officer, but in the case of an election ballot such person must not be contesting a position at the election.
- b. Nominations for vacant positions shall be in writing and signed by the member and a proposer who shall also be a financial member and shall be lodged with the Secretary by the due date, being at least one month after the notice to members calling for nominations.
- c. For each position where the number of nominations exceeds the number of vacancies, the ballot paper is to list candidates in alphabetical order, and the ballot paper is to be sent to all financial members, together with a reply paid envelope.
- d. The address on the reply paid envelope for the ballot papers is to be a specially designed post office box which is not to be opened in the absence of the Returning Officer and not before the date referred to in (e) below. The Returning Officer shall be responsible for the security of the ballot papers.
- e. The closing date for the return of the ballot papers shall be at least one month after they are issued and at least one week before the Annual General Meeting.
- f. Members may vote for any number of candidates up to the number of vacancies by placing a number or a mark in the relevant box adjacent the candidate's name. Each candidate who receives a number or a mark receives one vote. If numbers are used and they exceed the number of vacancies, the votes up to the number of vacancies will be counted. If marks are used, and the number of marks exceeds the number of vacancies then the vote will be invalid.
- g. The counting of votes is to take place at the time and place specified in the notice of members, and any financial member is entitled to attend the counting of votes.
- h. The candidate(s) receiving the largest number of votes will be elected to the relevant position, but in the event of a tied vote a ballot involving the candidates with the tied result will be held at the Annual General Meeting.

## 10. ANNUAL GENERAL MEETING

- a. The Annual General Meeting of the Institute shall be held in each year not later than 30 September at such time and place as the Council shall decide. At least 14 clear days notice of such meeting shall be given to each member of the Institute.
- b. The business of the Annual General Meeting shall be:-
  - to announce the office bearers and members of Council elected by postal ballot;

- to elect office bearers and members of Council to any vacant position;
- to receive and consider the report of the Council;
- to receive and consider the accounts of the Institute for the past financial year, together with the Auditor's Report;
- to elect the auditor for the ensuring year; and
- to transact any other business of which seven days written notice shall have been given to the Secretary.

## 11. GENERAL MEETING

- a. General Meetings may be held as considered necessary by Council. A General Meeting shall be held where five percent of financial members have requested the Secretary in writing to hold a meeting to consider a specific issue or issues. In the latter case, arrangements shall be made by the President or the Secretary to hold the meeting within one calendar month from the date of request. All members shall be given 14 days notice of general meeting.
- b. Notice of a general meeting is deemed to have been given if posted to the last address of the member as advised to the Secretary.
- c. At general meetings the President, or in his/her absence one of the Vice Presidents, or in the absence of both of them any member of council elected by the meeting shall take the chair.
- d. A quorum for a general meeting shall be no less than 1 and a half times plus one the membership composition of the Council as specified in Section 8.
- e. Voting will take place by show of hands unless a ballot is demanded by not less than 10 members present. In the event of an equal number of votes for and against, the Chairperson shall have a casting vote as well as a deliberative vote.

## 12. FINANCE

### Financial Year

- a. The financial year of the Institute shall be from 1 July to 30 June.

### Subscriptions

- b. Every member of the Institute shall pay the subscription to the Treasurer within one calendar month after notice by the Treasurer to the member. Notice will be deemed to have been given one week after forwarding of a subscription notice to the last address of the member as advised to the Secretary.
- c. Any member whose annual subscription remains unpaid two months after the issue of a subscription notice in any year shall not be a financial member of the Institute,

and such a person shall not have the right to receive notices or publications, hold office or vote in any ballot or proceeding of the Institute.

### **Banking of Receipts**

- d. All monies of the Institute shall be received by the Treasurer who shall apply all such monies into a bank account in the name of the Institute with a bank approved by the Council. Disbursements from that account, or investment of any funds of the Institute, may be made under the authority of the Council. Cheques shall be signed by any two of the President, Secretary, Chief Executive Officer and Treasurer or any of these persons and other member of the Council selected from a panel of members appointed by the Council for the purpose.

### **Keeping of Records**

- e. The Treasurer shall keep full and proper accounts of the receipts and disbursements of the monies of the Institute, and shall make such accounts and relevant vouches available at all reasonable times to the Council and to the Auditor.

### **Audit of Accounts**

- f. An annual account showing the financial transactions of the Institute and the certificate of the Auditor thereon shall be presented by the Treasurer to the Annual General Meeting of the Institute.

### **Indemnification for Council Members**

- g. Members of Council and members authorized by Council to act on behalf of the Institute are indemnified by the Institute against personal liability for actions taken for or on behalf of the Institute in accordance with the proper discharge of their duties.

### **Winding-up of the Institute**

- h. If upon winding-up or dissolution of the Institute there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Institute but shall be given or transferred to some other Association having objects similar to those of this Institute and which shall prohibit the distribution of its or their income and property amongst its or their members, and which is a fund, authority or institution approved by the Commission of Taxation as a fund, authority or institution referred to in paragraph 78(1)(a) or section 23 of the Income Tax Assessment Act 1936.

## **13. COMMON SEAL**

The Council shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Council and every instrument to which

the seal is affixed shall be signed by a member of the council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the council for the purpose.

#### **14. AMENDMENT OF CONSTITUTION**

- a. This constitution may be amended by the vote of a three-quarters majority of the members present and voting at a general meeting of the Institute called for the purpose of considering the amendment, and of which 14 clear days has been given to each member of the Institute, and at which a quorum is present.
- b. Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Director-General, Department of Consumer Affairs, Brisbane.

#### **15. PATRON**

An annual general meeting may request the Council to invite any person to be Patron of the Institute for such period as the person thinks fit, and upon such acceptance shall be deemed to be Patron of the Institute accordingly.