

SMALL AGENCIES HR FORUM 2008 CONSTITUTION

1. NAME

1. The name of the organisation is the ACT Small Agencies HR Forum.

2. INTERPRETATION

- 2.1 In this Constitution, unless the contrary intention appears:

- (a) *agency* means a public sector entity which is a member of the Forum;
- (b) *Committee* means the management committee for the Forum established under clause 7;
- (c) *Constitution* means the Constitution of the ACT Small Agencies HR Forum;
- (d) *Co-ordinator* means the Co-ordinator of the Forum engaged or appointed in accordance with clause 8;
- (e) *financial year* means the year ending on 30 June;
- (f) *Forum* means the ACT Small Agencies HR Forum;
- (g) *HR* means Human Resources;
- (h) *Memorandum of Understanding* means the memorandum of understanding which continues the Forum in existence and to which this Constitution forms an attachment;
- (i) *public sector entity* means:
 - (i) a department of state of the Commonwealth or of a State or Territory or an organisational unit within such a department;
 - (ii) a department of the parliament of the Commonwealth or of a State or Territory;
 - (iii) an office, authority or body (whether or not incorporated) created for a public purpose under the executive power or a law of the Commonwealth or of a State or Territory; or
 - (iv) a company in which the Commonwealth or State or a Territory has a controlling interest.

3. AIMS & PURPOSES OF THE FORUM

- 3.1 The main aims of the Forum are to facilitate:

- (a) discussion of strategic HR issues that relate to the Public Sector and, in particular, to small agencies; and
- (b) the networking and exchange of information on HR activities between agencies on an operational level.

3.2 More specifically, the Forum will endeavour to:

- (a) address specific priority HR needs and issues by sharing training activities and development programs and, where possible, using the combined “buying power” of the Forum to arrange for a specific course to be conducted;
- (b) share information and expertise; and
- (c) provide opportunities for mobility of staff.

4. MEMBERSHIP OF THE FORUM

Membership generally

4.1 Membership of the Forum is restricted to public sector entities.

4.2 Subject to clause 6 [*cessation of membership*], the members of the Forum shall be:

- (a) the agencies that are parties to the Memorandum of Understanding; and
- (b) such other public sector entities as may be admitted to membership in accordance with this clause.

Renewal of membership

4.3 An agency may renew its membership of the Forum each financial year by lodgement of the renewal form approved by the Committee and payment of the annual subscription.

New members

4.4 A public sector entity may nominate for membership of the Forum by completing an application in a form approved by the Committee. The Committee shall determine whether to approve or reject the application and shall provide written notice to that effect. If approved, the Committee shall advise the annual subscription payable which may be a *pro rata* amount for a part financial year. An agency’s membership is taken to commence upon receipt of the required subscription.

Annual subscriptions

4.5 Agencies will pay an annual subscription for each financial year based on a rate approved for the relevant financial year by the annual general meeting (such rate to have regard to the number of staff in the various agencies, i.e. employees, officers and contractors). In the absence of such a determination, the annual subscription shall be based on the rate applying for the immediately preceding financial year. The Committee may decide to waive all or part of a subscription for any agency that provides facilities to the Forum such as accommodation for the Co-ordinator.

4.6 Annual subscriptions shall be due on the date determined by the Committee.

4.7 The Committee will review the rates of subscription each year and make recommendations for any changes to the annual general meeting.

5. NATURE OF RELATIONSHIP BETWEEN MEMBERS

5.1 To the extent that separate agencies are or form part of different legal entities, then the respective rights and obligations under this Constitution shall be rights and obligations in law.

5.2 To the extent that separate agencies are or form part of the same legal entity then the respective rights and obligations under this Constitution shall be regarded as a matter of administration for that legal entity.

6. CESSATION OF MEMBERSHIP

6.1 An agency may cease to be a member of the Forum by a notice of resignation addressed to the Committee. Resignation shall take effect upon the notice being received by the Committee.

6.2 If payment of an annual subscription is overdue by one month, the Committee may determine that an agency is to cease to be a member of the Forum. Such determination shall take effect on the date notified in writing by the Committee to the agency, unless the agency has paid the subscription by that date.

6.3 An agency shall not be entitled to a refund of an annual subscription, or part thereof, on resignation from the Forum.

6.4 Notwithstanding resignation in accordance with clause 6.1 or cessation of membership in accordance with clause 6.2, a former member shall be responsible for payment of outstanding subscriptions or for other obligations under this Constitution arising before the date of resignation or cessation of membership.

7. THE MANAGEMENT COMMITTEE

7.1 There shall be a management committee for the Forum (hereinafter referred to as the "Committee").

Membership

7.2 The Committee will consist of at least five members, including the following:

- (a) Chair; and
- (b) Treasurer.

Functions and powers

7.3 The primary function of the Committee is to provide direction, support and guidance to achieve the aims of the Forum as set out in clause 3 of this Constitution. In addition the Committee's functions are to:

- (a) direct the activities of the Co-ordinator;
- (b) approve expenditure;
- (c) approve other initiatives of the Forum;
- (d) enter into arrangements with an agency for the provision of office accommodation and other facilities; and
- (e) undertake such other functions as are provided for by this Constitution.

7.4 The Committee has the power to do whatever is necessary or convenient for giving effect to the performance of its functions.

7.5 The Committee may co-opt any person to assist with the performance of any of its functions but such a person may not vote.

Appointment of Committee members

- 7.6 All members of the Committee shall be appointed by the annual general meeting of the Forum. The majority of members of the Committee must be from agencies with less than 500 staff.
- 7.7 Prior to the annual general meeting in each year, the Co-ordinator will call for nominations from agencies for membership of the Committee. Only one nomination may be made by each agency. The Co-ordinator will advise agencies of the nominations when giving notice of the annual general meeting of the Forum, although other nominations may be made at the annual general meeting.
- 7.8 The annual general meeting of the Forum shall decide upon the nominees to be appointed as members of the Committee and, subject to this Constitution, such members hold office until the conclusion of the next annual general meeting.
- 7.9 The positions of Chair and Treasurer will be decided by the appointed members of the Committee.
- 7.10 Subject to clause 7.11, the Committee may fill any vacancies that arise in the membership of the Committee pending the next annual general meeting.
- 7.11 Pending the next annual general meeting, a general meeting may fill any vacancy arising from the removal of a committee member under clause 13.22. If a general meeting does not fill such a vacancy then the Committee may do so under clause 7.10.

Meetings and voting

- 7.12 The Committee shall meet at least three times in each calendar year at such places and times as the Chair may determine. Meetings may be conducted with the assistance of teleconference or video link facilities.
- 7.13 Additional meetings shall be held at the request of any member of the Committee.
- 7.14 Oral or written notice of a Committee meeting shall be given to each member by the Co-ordinator or by the Chair at least 48 hours before the time for the meeting unless the members of the Committee unanimously agree to a shorter period.
- 7.15 Notice of a Committee meeting shall specify the general nature of business to be considered at the meeting and no other business shall be considered at the meeting unless those present unanimously agree to regard a matter as urgent business.
- 7.16 The Chair will preside at Committee meetings or, in his or her absence, such other person as is appointed by the members present shall preside.
- 7.17 Any three members of the Committee entitled to vote will constitute a quorum for the transaction of business.
- 7.18 The Co-ordinator may attend and take part in the meeting of the Committee but shall not be entitled to vote on any question and shall not form part of a quorum.
- 7.19 All questions before the Committee shall be determined by a majority of those members present and entitled to vote. In the event of a tied vote, the presiding member shall have a second or casting vote.
- 7.20 Where a member of the Committee is unable to attend a Committee meeting, a nominated person in the same agency as that member may attend. The nominated person may also vote at the meeting.

Note: Clauses 7.10 and 7.11 provide for the filling of the vacancy by either the general meeting or by the Committee.

8. FORUM CO-ORDINATOR

- 8.1 There is to be a Co-ordinator for the Forum who shall be appointed by the Committee from time to time.
- 8.2 At least two members of the Committee must be involved in any selection process for the Co-ordinator before the proposed appointment is adopted by the Committee.
- 8.3 The Co-ordinator shall have the duties referred to in this Constitution, and such other duties (not inconsistent with this Constitution) as the Committee may determine.
- 8.4 The duties of the Co-ordinator and the terms and conditions of appointment shall be recorded in an agreement signed by the Co-ordinator and a member of the Committee (on behalf of the Forum). The Co-ordinator shall be eligible for re-appointment upon the expiry of any term of appointment.
- 8.5 The Co-ordinator will report regularly to the Committee and attend and contribute to Committee meetings (although he or she may not vote).
- 8.6 The Co-ordinator shall assist the Treasurer of the Forum as provided for under clause 10.
- 8.7 The Co-ordinator will prepare the draft annual report of the Forum for consideration by the Committee.

9. FUNDS OTHER THAN ANNUAL SUBSCRIPTIONS

- 9.1 The Committee may determine fees to be charged to agencies for attendance at Forum functions or in relation to the receipt of the Forum's publications.
- 9.2 The Committee may determine from time to time any amounts to be charged to non-members in relation to attendance at Forum functions or in relation to the receipt of the Forum's publications.

10. FINANCE AND ACCOUNTING

- 10.1 The Treasurer of the Forum shall be responsible for:
 - (a) the collection and receipt of all moneys due to the Forum;
 - (b) the maintenance of the bank accounts of the Forum;
 - (c) the keeping of correct accounts and books showing the financial affairs of the Forum;
 - (d) the production of quarterly financial reports to the Committee which shall include a forecast for the remainder of the current financial year;
 - (e) the conduct of an annual audit of the accounts of the Forum by a qualified person who is not an agency or a person in an agency; and
 - (d) the production of financial statements for inclusion in the annual report.
- 10.2 The Treasurer will ensure that the Forum's finances are managed, as nearly as practicable having regard to the nature of the Forum, in accordance with proper public sector finance practices.
- 10.3 The Co-ordinator shall assist the Treasurer, including in relation to:
 - (a) the collection and receipt of funds on behalf of the Forum;
 - (b) the day to day management of the Forum's finances;

- (c) the payment of accounts;
- (d) the conduct of the Forum's bank accounts;
- (e) the preparation of quarterly and annual financial reports and statements; and
- (f) the conduct of audits of the Forum's accounts.

11. FUNDS & PROPERTY MANAGEMENT

- 11.1 Subject to any resolution of the Forum passed in a general meeting, the funds of the association shall be used solely for the aims and purposes of the Forum in such a manner as the Committee determines and no portion shall be distributed directly or indirectly to the members of the Forum except as provided in clause 11.2.
- 11.2 Nothing in the preceding clause prevents the payment in good faith to an agency for the following:
- (a) payment in return for goods and services rendered to the Forum in the ordinary course of business; and
 - (b) rental for premises leased or hired by the Forum.
- 11.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee as the Committee may authorise from time to time.
- 11.4 In the event of the Forum being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which, itself, is exempt from income tax.

12. REPORTS TO MEMBERS

Annual report

- 12.1 No later than 30 September in each year, the Committee shall provide to each agency a report on the operations and financial circumstances of the Forum for the preceding financial year.

Other reports

- 12.2 The Committee may provide such other reports to members as it determines to be appropriate.

13. GENERAL MEETINGS

Annual general meeting

- 13.1 The Forum shall hold an annual general meeting of agencies in the first quarter of each financial year.
- 13.2 The annual general meeting shall be held at such time and place as the Committee determines.
- 13.3 In addition to any other business which may be transacted at an annual general meeting, the business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting (if any);

- (b) to consider financial and other reports for the Forum for the current financial year and forecasts for the following financial year;
- (c) to approve the proposed rate of annual subscriptions for the following financial year;
- (d) to discuss plans for the Forum for the next financial year; and
- (e) to appoint members of the Committee.

Special general meeting

- 13.4 The Committee may, whenever it thinks fit, convene a general meeting of agencies.
- 13.5 The Committee shall, on the requisition of at least ten (10) agencies, convene a general meeting of agencies.
- 13.6 A requisition of agencies for a general meeting must be lodged with the Co-ordinator and shall state the purpose or purposes of the meeting and shall be signed on behalf of the agencies making the requisition.
- 13.7 If the Committee fails to convene a general meeting within one month of a requisition, then the agency or agencies who has made the requisition may convene a general meeting within three months of the requisition. Such a general meeting shall be convened as nearly as practicable in the manner provided for by this Constitution.

Notice of General Meetings

- 13.8 At least 14 days prior to the holding of a general meeting, the Co-ordinator shall provide to each agency notice of the date, time and place of the meeting and the nature of business proposed to be conducted.
- 13.9 Other than the matters referred to in clause 13.3 in relation to an annual general meeting, no business other than that specified in the notice convening a general meeting may be transacted at that meeting.
- 13.10 Any agency desiring to bring business before a general meeting may do so by notifying the Co-ordinator who shall include that business in the next notice calling a general meeting after the receipt of notice from the agency.

Conduct of general meetings

- 13.11 No business shall be transacted at a general meeting unless there is a quorum of members at the time the meeting is considering that business.
- 13.12 The presence of three members who are eligible to vote shall constitute a quorum for a general meeting.
- 13.13 If within 30 minutes of the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if requested by agencies, shall be dissolved and in any other case shall be adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated in writing to agencies given before the day to which the meeting is adjourned) at the same place.
- 13.14 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.
- 13.15 The Chair of the Committee shall preside at a general meeting or, in his or her absence, the agencies present may appoint a president.

13.16 The person presiding at a general meeting may adjourn the meeting, with the consent of the majority of members, to an agreed time and place but only to deal with unfinished business. If the period for which the general meeting is adjourned is greater than 14 days then the Co-ordinator shall give written notice to each agency of the time and place of the adjourned meeting.

Voting

13.17 All questions at a general meeting of the Forum may be determined in a show of hands unless any agency requests that a poll be taken.

13.18 Subject to *[the following rule]* on any question arising each agency has one vote only.

13.19 Except for questions requiring a special resolution, all questions at a general meeting of the Forum shall be determined by a majority of those agencies present and voting. In the case of an equality of votes, the president of the meeting is entitled to exercise a second or casting vote.

13.20 No special resolution shall be taken to have been carried unless at least 75 per cent of those agencies voting at the meeting have voted in favour of the motion. Proxy votes will be accepted by the Co-ordinator until 5:00pm on the last working day before the meeting. A form of proxy vote may be determined by the Committee from time to time.

Note: Rule 16 also deals with alteration of the Constitution.

Effect of resolutions of a general meeting

13.21 Resolutions of a general meeting of the Forum are binding on all agencies, the Committee and the Co-ordinator and will be taken to overturn or supersede any inconsistent determination of the Committee or the Co-ordinator.

Removal of committee members

13.22 A general meeting of the Forum may, by resolution, remove any member of the Committee before the expiration of the member's term of office.

14. INDEMNITY FROM FORUM FOR ACTS DONE ON ITS BEHALF

14.1 The Forum shall indemnify any member of the Committee or the Co-ordinator against any liability arising in connection with the performance of their duties or functions, in good faith, on behalf of the Forum.

14.2 Unless there is agreement to the contrary, the Forum shall indemnify an agency or a person in an agency for any liability arising in connection with the performance of any task, in good faith, at the request of the Forum.

Contribution by members of the Forum

14.3 In the absence of sufficient resources of the Forum (including sufficient insurance cover), agencies shall contribute to the liability of a person incurred on behalf of the Forum in rateable proportions, as determined by the Committee, based upon the relative numbers of staff in the various agencies at the time of the last annual subscription, adjusted to take account of any new or ceased members or any significant organisational change among agencies. The Committee shall also be responsible for determining whether there are sufficient resources of the Forum to meet any particular liability and, in doing so, shall have regard to the resources required to conduct the ongoing activities of the Forum.

14.4 For the avoidance of doubt, the obligation for contribution by agencies who are part of a single legal entity shall be cumulative so that the legal obligation of contribution for that entity (vis a vis other legal entities) shall consist of the aggregate obligation of its agencies.

15. INSURANCE

15.1 The Committee may determine the nature and amount of insurance to be obtained to cover the activities of the Forum.

Note: In the absence of any insurance arrangements, agencies shall bear their own risk in relation to any liability for the activities of the Forum.

16. ALTERATION OF CONSTITUTION

16.1 This Constitution may only be altered by special resolution of the Forum in general meeting.

16.2 The Committee may determine proposals of alterations to this Constitution to be put to a general meeting of the Forum.

16.3 An agency may, in writing addressed to the Co-ordinator, propose an alteration to this Constitution and, unless withdrawn, such a proposal is to be put at the next general meeting.