

Society for Technical Communication

(Australian Chapter)

Constitution

Version 2, 19 April 2003

## Revision History

Version	Date	Changes
1	12 April 2003	(none - first issue)
2	19 April 2004	1. Section 4.2; changed to allow for notice of vacation by email. 2. Section 4.3 (new): process for interim replacement of non-executive committee members. 3. Added Revision History table.

## Contents

1. Name .....	1
2. Objectives.....	1
3. Membership .....	1
3.1 Rights and Privileges of Members .....	2
3.2 Obligations of Members.....	2
3.3 Register of Members .....	2
3.4 Fees and Dues .....	2
3.5 Members' Liabilities .....	3
4. Chapter Offices .....	3
4.1 Office Bearers .....	3
4.2 Vacation Of An Office .....	3
4.3 Interim Replacement of An Office.....	4
4.4 Responsibilities Of Office Bearers .....	4
4.5 Public Officer .....	5
5. Chapter Management .....	5
5.1 Sub-committees.....	6
5.2 Funds and Property .....	6
5.3 Common Seal .....	6
5.4 Custody of Books, etc. ....	6
5.5 Inspection of Books, etc.....	6
5.6 Affiliations .....	6
5.7 Insurance Cover .....	7
5.8 Dissolution .....	7

6.	Meetings.....	7
6.1	Committee Meetings.....	7
6.2	Sub-committee Meetings.....	8
6.3	Annual General Meeting.....	8
6.4	Special General Meetings.....	8
6.5	General Meetings.....	8
7.	Constitution and Alteration.....	9
7.1	Interpretation And Definitions.....	9
7.2	By-Laws.....	9
7.3	Matters Not Covered in this Constitution.....	10
7.4	Alteration.....	10

## 1. Name

The name of the incorporated association will be Society of Technical Communicators (Australia Chapter) Incorporated, hereafter called 'the Chapter'.

## 2. Objectives

The purposes for which the Chapter was formed are:

1. to provide a forum where Australian technical communicators can discuss their work;
2. to adopt strategies that support active participation by members, irrespective of their location throughout Australia
3. to promote industry and public awareness about technical communications and technical communicators within Australia;
4. to provide services for Australian technical communicators in the form of meetings, publications, seminars and conferences;
5. to assist in establishing and maintaining high standards of technical communication;
6. to engage in research, education, and publishing activities designed to advance the theory and practice of technical communication;
7. to guide and inform students and to aid educational institutions in the establishment of curricula for training in technical communication;
8. to operate within the rules and guidelines established by the Society of Technical Communicators (Inc).
9. to establish and maintain liaison with other organisations in all matters affecting technical communicators as a group;
10. to do everything necessary and proper in connection with or incidental to the above purposes.

## 3. Membership

11. Membership rules are applied by the Society. Any applicant who is accepted for membership by the Society becomes a member of the Chapter when:
  - (a) their address falls within the geographical boundaries for the Chapter (currently all of Australia and its Antarctic territories)
  - (b) they choose to become affiliated with the Chapter
12. In the event of a member not acting in accordance with these rules, or otherwise failing to promote the interests of the profession and the Society, the Committee will have the discretion to:
  - (c) formally advise the member that his/her behaviour is not acceptable;
  - (d) recommend to the STC that the member cease to be affiliated with the Chapter.
13. A decision by the Committee to discipline a member will be subject to the following:

- (a) the Secretary will notify the member in writing within seven days of the decision.
  - (b) The member will be given the opportunity to present an explanation to the Committee within one month or by arrangement within three months.
  - (c) In the event of the decision being confirmed by the Committee, the member will, within two months, have the right of appeal to a General Meeting of the Chapter.
  - (d) The decision of that General Meeting will be binding. If a recommendation is made to expel a member, that recommendation will be made known to the Society.
14. Affiliation will cease if revoked by the Society, Society membership lapses, affiliation is withdrawn by the member, or upon death of the member.
15. A right, privilege or obligation which a person has by reason of being affiliated is not capable of being transferred or transmitted to another person and terminates on cessation of the person's membership.

### **3.1 Rights and Privileges of Members**

16. Individual members may:
- (a) attend any meeting, conference, seminar, or other event sponsored by the Chapter;
  - (b) contribute ideas and suggestions which might further the Chapter's purposes;
  - (c) be eligible for election or cooption to the Chapter or any sub-committee;
  - (d) vote on each matter submitted to the membership by mail or at a meeting;
  - (e) receive an electronic copy of the Chapter newsletter, at no cost additional to normal Society membership

### **3.2 Obligations of Members**

17. When requesting affiliation with the Chapter, each prospective member agrees that he or she will:
- (a) abide by its governing documents;
  - (b) work toward achievement of its purposes;
  - (c) act in accordance with its precepts.
18. Members who fail to do so may be subject to disciplinary action (refer to 13 on page 1).

### **3.3 Register of Members**

19. The Committee will defer creation and keeping of the membership register to the Society for Technical Communication. A copy of the Chapter register will be extracted from the Society's register.

### **3.4 Fees and Dues**

20. The Chapter will not impose any fees or dues for the right to become affiliated. Members will be subject to the normal Society fees and dues.

### **3.5 Members' Liabilities**

21. An affiliate of the Chapter is not liable to contribute towards the payment of the debts and liabilities of the Chapter or the expenses of winding up of the Chapter. A member is liable for the amount, if any, of unpaid membership fees, and the payment of any other debts and obligations to the STC for goods or services rendered to that member.

## **4. Chapter Offices**

22. The Offices of the Chapter will be President, Vice President, Secretary and Treasurer. Other committee roles may be created by Office Bearers.
23. A member will only hold one of the above Offices at any time.
24. The Chapter Committee will consist of the above Office Bearers.
25. A member will not hold the office of President for longer than two consecutive years unless nobody else stands for the position.
26. A Vice President will be sought if the President holds the office for a second consecutive year.

### **4.1 Office Bearers**

27. A nominee for any Office of the Chapter will be a member of the Chapter.
28. The Office Bearers will be elected at each Annual General Meeting and will commence holding office until the next Annual General Meeting or until the office becomes vacant. Following the presentation of the annual reports at the Annual General Meeting, a Returning Officer will be appointed by the President and all Offices then declared vacant. The Returning Officer will conduct the elections.
29. A nomination for office may be in writing or may be presented by a member at the election.
30. The following voting conditions will apply:
  - (a) in the event of only one nomination for an office, the Returning Officer will declare the nominee elected;
  - (b) in the event of more than one nomination for an office, a simple majority vote will resolve the ballot;
  - (c) the requirement for a secret ballot will be decided by the meeting;
  - (d) in the event of an equal vote, the Returning Officer will decide upon the method of resolution;
  - (e) proxy voting will not be allowed.

### **4.2 Vacation Of An Office**

31. An Office will be declared vacant under the following conditions:
  - (a) the position is not filled at the Annual General Meeting;

- (b) the Office Bearer submits a written resignation from the position (email is considered satisfactory for this purpose, provided that the sending address is known to the Committee);
  - (c) the Office Bearer ceases to be a member of the Chapter;
  - (d) in the assessment of the Committee, the Office Bearer is not able to fulfil the duties of the position;
  - (e) the Office Bearer is absent from three consecutive Committee meetings without approval of the committee.
32. Nominations will be called to fill the position for a vacant Office of the Chapter at the next general meeting.
33. In the event of the position not being filled at the general meeting, the Committee will appoint a member to the Office.

#### **4.3 Interim Replacement of An Office**

34. In the event that a non-executive office becomes vacant prior to the normal term, the President may nominate a replacement. The nomination is to be approved by majority of the executive committee.
35. In the event that an executive office becomes vacant prior to the normal term, a special election must be held among the Chapter's membership.

#### **4.4 Responsibilities Of Office Bearers**

36. The President will direct the general functioning of the Chapter and will preside at all meetings of the Chapter, except when President duties have been delegated to Vice-President.
37. The Vice-President will perform presidential duties in the absence of the President or otherwise as arranged with the President.
38. The Secretary will maintain:
- (a) a record of minutes of all meetings of the Chapter
  - (b) records of correspondence, Chapter policies, statutory documentation, special reports and other relevant papers
  - (c) a membership register in circumstances where there is no dedicated Membership Officer
  - (d) an attendance register of members and visitors at each General Meeting.
39. The Treasurer will ensure that:
- (a) records of full financial transactions and accounts are kept
  - (b) Chapter regulations regarding finance are applied
  - (c) a financial and property statement is presented at each Annual General Meeting.
40. The Newsletter Editor will ensure that Chapter newsletters are compiled, produced and made available for issue.

#### **4.5 Public Officer**

41. The Public Officer will be appointed by the Chapter Committee.
42. The Public Officer will ensure that the relevant requirements of the Act are applied.
43. The Public Officer will be:
  - (a) over eighteen years of age;
  - (b) a resident of New South Wales;
  - (c) of sound mental health;
  - (d) financially solvent.
44. The appointment will be made within one month after each Annual General Meeting.
45. The position of Public Officer will become vacant under the following conditions:
  - (a) the appointee submits a written resignation from the position;
  - (b) the conditions for appointment are breached;
  - (c) in the assessment of the Committee, the appointee is not able to fulfil the duties of the position.
46. Should the position of Public Officer become vacant, the Committee will, within fourteen days, appoint a new Public Officer and notify the Department of the change.

#### **5. Chapter Management**

47. The Chapter will be managed by the Committee.
48. The powers and duties of the Committee will be:
  - (a) to supervise the general functioning of the Chapter;
  - (b) to transact all business of the Chapter;
  - (c) to appoint a Public Officer;
  - (d) to administer the relevant terms and conditions of the Act;
  - (e) to appoint a Returning Officer for each Annual General Meeting;
  - (f) to establish funds and acquire equipment for the purposes of realising the objectives of the Chapter;
  - (g) to supervise the financial affairs of the Chapter;
  - (h) to effect and maintain an insurance policy as required under the Act;
  - (i) to safeguard the interests of the Chapter;
  - (j) to establish Sub-Committees;
  - (k) to preside over disputes arising within the Chapter;
  - (l) to attend to such business as decided at a General Meeting.
49. All documents, books, financial records and reports of the Chapter will be available for inspection by a member at any reasonable time.

## **5.1 Sub-committees**

50. There is currently no likely need for sub-committees. If such a need arises it will be discussed by the Committee and this Constitution amended as required, subject to the formal process of amendment.

## **5.2 Funds and Property**

51. The funds will be used in pursuance of the purposes of the Chapter in such manner as the Committee determines.
52. The funds of the Chapter will be derived from membership allocation from the Society, donations, grants and other such means approved by the Committee. All equipment purchased by or donated to the Chapter will become the property of the Chapter. The disposal of Chapter property or assets will be in accordance with the requirements of the Act.
53. The Chapter will open a bank account in its name. All funds received by the Chapter will be deposited into the account. All purchases, donations, sponsorships or other expenditures will be approved by the Committee.
54. Cheques and withdrawals will be signed by any two members of the Committee or authorised employees of the Chapter. The Committee may place surplus funds in savings accounts within any limits set by law.
- The financial year will end on 30 June.
55. Upon winding up of the Chapter, or cancellation of its incorporation, the Chapter will vest its surplus property pursuant to section 53(2) of the Associations Incorporation Act, 1984. The incorporated association so nominated will be one which fulfils the requirements specified in section 53(2) (a)-(c) of the Act.

## **5.3 Common Seal**

56. The Society does not require a common seal.

## **5.4 Custody of Books, etc.**

57. Except as otherwise provided by these rules, the public officer will have custody or control of all records, books and other documents relating to the Chapter.

## **5.5 Inspection of Books, etc.**

58. The Society's records, books and other documents will be open to inspection, free of charge, at any reasonable hour by:
- (a) a member of the Chapter;
  - (b) an executive of the STC.

## **5.6 Affiliations**

59. The Chapter will consider appropriate affiliation with relevant educational, industry and professional bodies within Australia.

60. Affiliation or disaffiliation with other organisations will be decided at a Special General Meeting.

## **5.7 Insurance Cover**

61. The Chapter will not provide Public Liability insurance cover for members.
62. The Chapter will not provide Personal Injury insurance cover for members.

## **5.8 Dissolution**

63. Dissolution of the Chapter will be decided at a Special General Meeting.

# **6. Meetings**

## **6.1 Committee Meetings**

64. The Committee will meet as often as necessary but not less frequently than once per quarter.
65. Meetings will be conducted using appropriate facilities, if necessary including remote conferencing facilities.  

The Chapter imposes no obligation for Committee members to be physically present in the same location for a meeting, with the exception of the Annual General Meeting (refer to 6.3 on page 8).
66. Notice of dates of Committee Meetings will be emailed to participants and posted on the Chapter web site.
67. A quorum for a Committee Meeting will be fifty percent of Committee members or five Committee members, whichever is the greater.
68. A Chairman will be nominated before the meeting and advised in the agenda. The Chairman will be chosen on a rotating basis from among the Committee members.
69. The requirement for a secret ballot will be decided by the meeting and will be conducted as follows:
  - (a) the proposal will be resolved by a simple majority vote;
  - (b) in the event of an equal result, the Chairman will have a second vote;
  - (c) proxy voting will not be allowed.
70. Proceedings of Committee meetings will be available to any Chapter member.
71. Committee Meetings will be open to Chapter members subject to a decision by the Chairman to restrict attendance to all or part of the meeting.
72. A special Committee meeting will be convened by the President on the request of not less than four Committee members. The meeting will be held within ten days of the receipt of the request.
73. In the event of the total number of Committee members becoming less than a quorum, the Committee will act only to recruit Office bearers.

## **6.2 Sub-committee Meetings**

74. A policy will be provided if a need for sub-committees arises.

## **6.3 Annual General Meeting**

75. The Annual General Meeting (AGM) will be held at least once in each calendar year, at a date and time to be determined by the Committee. The notice calling the Annual General Meeting will be sent to members not later than ten days before the date of the Annual General Meeting.
76. In addition to any other business which may be transacted, the business of an Annual General Meeting will be:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any special General Meetings held since that meeting
  - (b) to receive from the Committee reports upon the activities of the Chapter during the last preceding financial year
  - (c) to receive and consider the financial statements as required by law.
  - (d) Election of the next Committee will be conducted within one month prior to the AGM using a combination of mail and electronic voting facilities, but will not come into effect until after the AGM
77. If funds are available to cover the cost of travelling and Committee members are willing to travel, the Chapter will prefer to conduct the Annual General Meeting with a quorum in one physical location.
78. Five financial members will comprise a quorum at an Annual General Meeting. In the event of a lack of a quorum, the Annual General Meeting will be transferred to the date of the next General Meeting at which all members present will constitute a quorum.
79. In the event of the President being absent, unwilling or unable to preside, a Chairman will be elected from the members present.
80. Voting conditions, except for the election of Chapter Office Bearers, will be the same as for a General Meeting (refer to 6.5 on page 8.)

## **6.4 Special General Meetings**

81. The President will convene a Special General Meeting on the request of the Committee or by notice in writing by not less than ten percent of the members.
82. The meeting will be held within two months of receipt of the request.
83. Notification of the meeting, including details of the agenda, will be delivered or mailed to each member not less than three weeks prior to the meeting.
84. Requirements for conduct of a Special general Meeting will as specified for an Annual General Meeting.

## **6.5 General Meetings**

85. A General meetings will be held quarterly, or more often if directed by the Committee.

86. Notice of dates of General Meetings will be posted in the Chapter web site.
87. Requirements for conduct of a General Meeting will as specified for an Annual General Meeting, except that a quorum will be three current members.
88. The following conditions apply to the proposing and voting on a motion:
  - (a) the requirement for a secret ballot will be decided by the meeting;
  - (b) the proposal will be resolved by a simple majority vote;
  - (c) in the event of an equal result, the Chairman will have a second vote;
  - (d) proxy voting will not be allowed.
89. Any motion will be placed "on notice" upon any of the following conditions:
  - (a) on the request of the proposer and seconder;
  - (b) on the decision of the Chairman;
  - (c) on a resolution of the meeting.
90. A "notice of motion" will be issued at the General Meeting prior to the meeting when the matter is to be presented. The motion will be in writing and will contain the signatures of the proposer and seconder.

## **7. Constitution and Alteration**

### **7.1 Interpretation And Definitions**

91. Doubts arising as to the application or meaning of a rule of the Chapter Constitution will be resolved by the Committee.
92. The following definitions will apply:
  - (a) "Society" means the Society of Technical Communicators, Incorporated;
  - (b) "Chapter" means the Australia Chapter;
  - (c) "Committee" means the committee of the Chapter;
  - (d) "member " means a financially active member of the Society;
  - (e) "affiliate" means a current member of the STC who has affiliated with the Chapter;
  - (f) "special general meeting" means a general meeting other than an annual general meeting;
  - (g) "the Act " means the Associations Incorporation Act, 1984 (NSW) and amendments;
  - (h) "the Regulation" means the Associations Incorporation Regulation 1994 (NSW).

### **7.2 By-Laws**

93. By-Laws of the Chapter will be consistent with the Chapter Constitution and will be binding on all affiliates.

94. All matters regarding By-Laws will be introduced as a motion "on notice" at a General Meeting.
95. By-Laws of the Chapter will be collated and made available for issue.

### **7.3 Matters Not Covered in this Constitution**

96. Any matters not covered in these rules but covered in the Model rules provided by Business and Consumer Affairs are deemed to be included in the rules, as provided by sub-section 3 of section 19 of the Associations Incorporation Act, 1984.

### **7.4 Alteration**

97. The statement of purposes and the rules of the STC may be altered, rescinded or added to only by a special resolution of the Chapter.