

# ECONOMIC SOCIETY OF AUSTRALIA INCORPORATED

## CONSTITUTION (as adopted 20 July 2017)

### Contents

Part 1 – Preliminary .....	2
1. Preamble .....	2
2. Name .....	2
3. Objectives .....	2
4. Definitions in this Constitution .....	2
5. Interpretation.....	3
Part 2 – Membership .....	4
6. Branches.....	4
7. Admission of New Branches.....	4
8. Removal of a Branch and a Branch’s Right of Appeal .....	4
9. Financial members of Branches.....	5
10. Resolution of Disputes.....	5
11. Disciplining of Branches .....	5
12. Right of Appeal of the Disciplined Branch .....	6
Part 3 – The Committee .....	6
13. Central Council .....	6
14. The Delegates .....	8
15. The Executive .....	8
16. Role of Editors .....	10
17. Postal and Online Ballots .....	10
18. Proxy Votes not Permitted.....	10
19. Committees.....	10
20. Vacation of Office .....	11
21. Casual Vacancies.....	11
Part 4 – General Meetings.....	11
22. Annual General Meeting.....	11
23. Special General Meetings .....	12
24. Special Resolutions .....	12
25. Voting Rights .....	12
26. Presiding Officer .....	12
27. Majority Needed to Pass a General Motion .....	12
28. Majority Needed to Pass a Special Resolution .....	12
29. Quorum.....	13
Part 5 – Miscellaneous .....	13
30. Financial .....	13
31. Insurance .....	14
32. Branches Liabilities to the Society.....	14
33. Auditor .....	14
34. Execution of Documents (including Deeds) .....	15
35. Disclosure of interest .....	15
36. By-Laws .....	16
37. Amendment of this Constitution .....	16

## Part 1 – Preliminary

### 1. Preamble

- (1) Economic Society of Australia Incorporated is the federal co-ordinating body of the Economic Societies in each state and territory as are or shall become the Branches in accordance with this Constitution. The main administrative committee of the Society is Central Council.

### 2. Name

- (1) The name of this body shall be Economic Society of Australia Incorporated (hereinafter called the “Society”).

### 3. Objectives

- (1) The Society has the following objectives:
  - (a) to encourage the teaching, study and application of economics in Australia.
  - (b) to encourage research and public debate of economic questions;
  - (c) to publish journals and other matters of interest that advance the objectives of the Society;
  - (d) to encourage the employment of economists and promote the standing of the profession in the Australian community, and
  - (e) to arrange meetings as and when appropriate, including for a Branch to conduct the annual Conference of Economists.

### 4. Definitions in this Constitution

- (1) Advisor means an individual holding a non-voting position on the Central Council.
- (2) Branch means a state or territory based economics society admitted to membership of the Economic Society of Australia Incorporated.
- (3) Central Council means the governing committee of the Society.
- (4) Councillor means an individual holding a voting position on the Central Council.
- (5) Delegate means a councillor appointed by a Branch to represent the Branch on Central Council.
- (6) Director-General means the Director-General of the NSW Department of Services, Technology and Administration.
- (7) Financial member means a person who is a financial member of a Branch.
- (8) NSW means the state of New South Wales.

- (9) public officer means the Society’s public officer as described under the Act.
- (10) secretary means:
- (a) the person holding office under this constitution as secretary of the Society,  
or
  - (b) if no such person holds that office - the public officer of the Society.
- (11) Society means Economic Society of Australia Incorporated.
- (12) special general meeting means a general meeting of the Society other than an annual general meeting.
- (13) State or territory means a state or territory of the Commonwealth of Australia.
- (14) the Act means the NSW Associations Incorporation Act 2009, as amended.
- (15) the Regulation means the NSW Associations Incorporation Regulation 2010, as amended.
- (16) Written notice means any form of written communication including electronic forms of communication.
- (17) attendance in person at a Central Council or General meeting means being present in any form which permits the person to actively participate in the meeting. In addition to being physically present at the location of the meeting this includes, participation via any form of audio and/or video communication agreed to by the Society.
- (18) Women in Economics Committee. A permanent committee of Central Council established in 2016 to lead the work of the Women in Economics Network to support the career development of female economists in all Branches of the Society.

## 5. Interpretation

- (1) This Constitution is drawn up to comply with the mandatory requirements of the matters in Schedule 1 of the Act. Where there is a conflict between this constitution and the Act, the Act takes precedence. Similarly where this constitution is silent on a mandatory matter, the provisions of the Act will apply:
- (2) In this Constitution unless the context otherwise requires:
- (a) the singular includes the plural and *vice versa*; and
  - (b) each gender includes the two genders.
- (3) In this Constitution the word “member” may have several interpretations. Where it is otherwise unclear
- (a) “membership” will refer to a Branch being a member of the Society,
  - (b) “financial member” will refer to a person being a member of a Branch.

- (c) “member” without the “financial” descriptor will refer to a person holding a position on one or more of Central Council, the executive of Central Council, a committee of Central Council, and the management committee of a Branch.

## Part 2 – Membership

### 6. Branches

- (1) The following shall be the Branches of the Society (such entities hereinafter, the “Branches”):

- Economic Society of Australia (Canberra Branch) Inc.
- Economic Society of Australia (New South Wales Branch) Inc.
- Economic Society of Australia (Queensland) Inc.
- Economic Society of Australia (Victorian Branch) Inc.
- Economic Society of Australia (Western Australian Branch) Inc.
- Economic Society of Australia (South Australian Branch) Inc.
- Economic Society of Australia (Tasmanian Branch) Inc.

### 7. Admission of New Branches

- (1) Central Council may, by special resolution, admit other Branches, formed for like purposes, to the Society provided that there shall be no more than one Branch in any state or territory.

### 8. Removal of a Branch and a Branch’s Right of Appeal

- (1) A Branch shall cease to be a member of the Society only by passage of a special resolution by Central Council removing the Branch from the Society on the grounds that:
  - (a) the Branch has failed to meet its financial obligations to the Society for a period of 12 months; or
  - (b) the Branch’s right to appoint a Councillor has lapsed for three successive years in accordance with clause 13(10); or
  - (c) the Branch has, in the opinion of the Central Council, failed to support the objectives of the Society.
- (2) The Branch concerned may petition (if so authorised by its own management committee) the Central Council prior to the Council’s consideration of such a resolution to present reasons why its membership should not be cancelled.
- (3) A Branch whose membership has been cancelled pursuant to clause 6 may (if so authorised by its own management committee) appeal against a decision of Central Council under clause 6 at the next meeting of the Council by lodging with the Secretary a notice to that effect, no later than three weeks prior to such meeting.

## 9. Financial members of Branches

- (1) The number of financial members of a Branch shall be determined with reference to that Branch's governing rules, and may include individuals who are explicitly exempt from payment of subscription yet enjoy similar benefits to individuals required to pay subscription (e.g. honorary members).
- (2) All financial members of a Branch are automatically financial members of the Society.
- (3) Financial members do not have voting rights in the Society except in the case where they hold a position on Central Council or a Committee of Central Council.

## 10. Resolution of Disputes.

- (1) The Central Council shall have the power to hear and determine disputes between Branches, in their capacity as Branches, and between Branches and the Society when called upon to do so by the parties to the dispute.
- (2) Central Council shall not have the power to hear and determine disputes which are internal to one Branch; such disputes are to be handled in accordance with the constitution of that Branch.

## 11. Disciplining of Branches

- (1) A complaint may be made to Central Council by any financial member of any Branch that a Branch of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the Branch concerned, and
  - (b) must give the Branch at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the Branch in connection with the complaint.
- (4) The committee may, by resolution, expel the Branch from the Society or suspend the Branch from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is

satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the committee expels or suspends a Branch, the secretary must, within 7 days after the action is taken, cause written notice to be given to the Branch of the action taken, of the reasons given by the committee for having taken that action and of the Branch's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the Branch is entitled to appeal against the resolution concerned, or
  - (b) if within that period the Branch exercises the right of appeal, unless and until the Society confirms the resolution under clause 12, whichever is the later.

## 12. Right of Appeal of the Disciplined Branch

- (1) A Branch may appeal to the Society in general meeting against a resolution of the Council under clause 11, within 7 days after notice of the resolution is served on the Branch, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Branch intends to rely for the purposes of the appeal.
- (3) *On receipt of a notice from a Branch under subclause (1), the secretary must notify the Council of receipt of the notice and is to convene a general meeting of the Society to be held within 28 days after the date on which the secretary received the notice.*
- (4) At a general meeting of the Society convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Council and the Branch must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the representatives present and eligible to vote are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - (d) The appeal is to be determined by a simple majority of votes cast at the meeting.

## Part 3 – The Committee

### 13. Central Council

- (1) There shall be a Central Council of the Society. Those entitled to attend and vote at Central Council shall be hereinafter called “Councillors”, and shall comprise the President, Secretary and Treasurer for the time being of the Society, one delegate from each Branch appointed by the Branch (such delegate being a

financial member of that Branch), the Editor of The *Economic Record*, the Editor of *Economic Papers*, one Editor of each other journal published by the Society, and the Chair of the Women in Economics Committee.

- (2) On the advice of the President, Central Council may appoint up to two (2) Advisors as non-voting members of Central Council to support the President and the Council in furthering the objectives of the Society. These appointments are not to exceed the term of the President.
- (3) The public officer of the Society shall establish and maintain a register of the Councillors, specifying the name and residential address of each Councillor, together with the date on which each Councillor joined the Central Council and the date on which a Councillor ceased to be a Councillor.
- (4) Central Council should be responsible for the general control and management of the administration of the Affairs, property and funds of the Society.
- (5) The functions of the Central Council shall be to carry out the objectives of the Society including:
  - (a) co-ordination of the activities of Branches, as appropriate;
  - (b) preparation and issue of publications of the Society;
  - (c) promotion of regular conferences and, where appropriate, of initiatives for research;
  - (d) liaison (including affiliation if desirable) with other bodies;
  - (e) management of the Society's finances; and
  - (f) consideration of such other matters as may from time to time arise or be referred to it by a Branch.
- (6) The Central Council shall meet at least twice in every financial year of the Society to exercise its functions. At least one of these meetings shall be held in the first half of such financial year to coincide with the Society's Annual General Meeting.
- (7) The President of the Society shall preside as chairperson at each meeting of the Central Council. If there is no President, or if at any meeting the President is unwilling or unable to preside, or is not present within ten minutes after the time appointed for holding the meeting, the Councillors present must elect one of their number to preside as chairperson at the meeting.
- (8) Unless otherwise provided in this Constitution, motions put to the vote at meetings of Central Council to be carried require a simple majority of the votes of those present (including by telephone or videoconference) and entitled to vote. The President, or in the absence of the President the Chairperson of the meeting, shall have a second or casting vote.
- (9) A quorum (whether present in person, by telephone or by videoconference) for a meeting of Central Council is half the eligible number of votes and must include a minimum of three Councillors representing the Branches.

- (10) Branches will manage their own affairs consistent with this Constitution and shall lodge copies of their governing rules with Central Council.
- (11) Where the number of financial members of a Branch falls below 20 individuals that Branch's right to appoint a Councillor will lapse and that Branch shall no longer be entitled to be represented by a delegate, except where otherwise authorised by Central Council.
- (12) Central Council is an important vehicle for Branches to achieve jointly the objectives of the Society as set out in clause 3. To this end, Branches shall report to Central Council any changes in their governing rules and, at a Council meeting in the first half of each financial year, shall report on their affairs (including membership) and activities.
- (13) Meetings of the Central Council shall be called by the Secretary on direction of either the President or of any two Branches. One month's written notice of meeting is required. Notices of meeting shall specify the place, day and time of meeting and shall state the general nature of the business to be conducted at the meeting.
- (14) The Central Council shall make all editorial appointments to the society's journals. All such appointments are to be for specified terms. An editorial appointment shall not exceed five years, but may be subject to reappointment.
- (15) The Secretary and the Treasurer shall present reports to Central Council at a meeting in the first half of each financial year and more frequently if required by the Executive.

#### 14. The Delegates

- (1) Each Branch shall have one delegate on Central Council.
- (2) The delegate shall hold a position on the management committee of the Branch and must be a financial member of that Branch.
- (3) The Branch will advise the Secretary of the delegate's identity and the term of their appointment.
- (4) When a delegate is unable to attend a Council meeting, a temporary delegate may attend so that the Branch is represented at the meeting.

#### 15. The Executive

- (1) There shall be a President, Secretary and Treasurer of the Society. Together they shall constitute the Executive of the Society (hereinafter the "Executive") for the purposes of:
  - (a) facilitating implementation of decisions of Central Council between Council's meetings to fulfil the Society's objectives; and
  - (b) managing the affairs of the Society, including the employment of an Administrator, subject to any restriction imposed by Central Council.



- (2) The President shall chair meetings of Central Council and the Executive, visit Branches (if possible), and deliver a Presidential Address to a Conference of Economists during his or her term of office. The Secretary, who shall also be the Public Officer, shall attend to the business of Central Council, arrange its meetings and carry out its decisions as necessary. The Treasurer shall manage the Society's finances, including the finances of the Society's journals, on behalf of Central Council. Advisors may attend meetings of the Executive but are not able to vote.
- (3) The President, Secretary and Treasurer shall each hold office for terms of three years, commencing on the date on which they were elected. Each is eligible for re-election at the end of their term.
- (4) Nominations for the positions of President, Secretary and Treasurer shall be requested from Branches by the Secretary at least three months before the end of the term of office of each of them, or otherwise as necessary. Any financial member of any Branch is eligible for nomination and such candidate must be nominated and seconded by financial members.
- (5) Nominations must be received no later than two months before the proposed date of the election. The Secretary shall inform Branches and Councillors of the nominations received at least one month before the proposed date of the election.
- (6) Should more than one nomination be received for President, Secretary or Treasurer an election for each such position shall be held by secret ballot on an election date set by Council.
- (7) In the case of Secretary and Treasurer, the voters shall be the Central Councillors. The Secretary shall arrange the necessary ballot to be sent to Councillors. Voting for the election of Secretary and Treasurer shall be in accordance with the provisions set out in clause 13(7).
- (8) In the case of President, the voters shall be all financial members. The Secretary shall arrange the necessary ballot to be sent to financial members. Each Branch shall provide to the Secretary a list of its financial members no later than two months prior to the proposed election date. In the event of more than five nominations for the position of President a nominating committee will select at their discretion the five most suitable candidates. This nominating committee is to comprise three Councillors selected by Central Council. Voting for President is to be by preferential voting with financial members required to nominate their order of preference for the entire list of candidates.
- (9) The Secretary shall advise Councillors of the result of the election as soon as the result is finalised and provide a written report on the election process at the next Council meeting.

## 16. Role of Editors

- (1) The Editors of the *Economic Record* and *Economic Papers*, assisted by Associate Editors, will be responsible for the editorial policy and administration of the Society's journals.
- (2) The Editors will report in writing half yearly to Central Council on the activities of the *Economic Record* and *Economic Papers* respectively.
- (3) In the event of special events that should be brought to the attention of Central Council between the half yearly reports, the editors will report to Central Council through the Secretary.

## 17. Postal and Online Ballots

- (1) The Society may hold a postal ballot or an online ballot to determine any issue or proposal (other than an appeal under clause 12), including the election of office-bearers of the Society.
- (2) For any issue or proposal other than the election for an office bearer, Council shall determine whether the vote shall take place at a Council meeting unless Council has determined that the vote is to be by a secret ballot to be conducted by post or online.
- (3) At the time the election for an office bearer is called, Council shall determine whether the secret ballot is to be conducted by post or online.
- (4) A postal ballot is to be conducted in accordance with Schedule 3 to the *Regulation*.

## 18. Proxy Votes not Permitted

- (1) Proxy voting must not be undertaken at or in respect of a general meeting or a Central Council meeting.
- (2) Where a branch delegate is unable to attend a Central Council meeting an alternate from the Branch's management committee may attend with full voting rights.
- (3) Where a journal editor is unable to attend a Central Council meeting an alternate from among that journal's associate editors may attend with full voting rights.

## 19. Committees

- (1) Central Council shall appoint such committees as it deems necessary from time to time to report to it on special matters of enquiry and/or to carry out on its behalf specified activities connected directly with the pursuit of the Society's objectives.
- (2) Central Council shall also invite offers from Branches to be responsible for specific activities from time to time as it deems desirable for the implementation of the objectives of the Society and, in particular, for the holding of the annual Conference of Economists.
- (3) Central Council shall, as it sees fit, require committees and/ or Branches conducting activities on behalf of the Council to include in fees levied for attendance an amount per head of attendance for transmission to Central Council for use in its administrative expenses or otherwise as it decides.

## 20. Vacation of Office

- (1) A position of Councillor, of Advisor or of appointee to Committee of the Society becomes vacant if the appointee:
  - (a) dies;
  - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors;
  - (c) becomes a mentally incapacitated person;
  - (d) resigns his office by writing under his hand addressed to the Central Council;
  - (e) fails, without leave granted by Central Council, to attend two consecutive meetings of Central Council;
  - (f) ceases to be a financial member of a Branch; or
  - (g) is removed from the position of delegate by the Branch which elected him.
  
- (2) Any vacancy in the Central Council or in a Committee of the Society occurring due to the circumstances provided in subclause (1) shall be filled in accordance with the provisions of this Constitution.

## 21. Casual Vacancies

- (1) In the event of a casual vacancy occurring in the Executive, the Council will appoint another member of the executive to fill the vacancy until such time as an election can be held.
- (2) In the event of a casual vacancy occurring in the role of Advisor, Council may fill that vacancy in accordance with clause 13 (2).
- (3) In the event of a casual vacancy occurring in the role of editor of a journal, the Executive will appoint an associate editor to fill the vacancy until such time as Council can appoint a new editor in accordance with clause 13(14).
- (4) In the event of a casual vacancy occurring in the role of Branch delegate, the Branch will appoint a replacement delegate in accordance with clause 14.

## Part 4 – General Meetings

### 22. Annual General Meeting

- (1) An Annual General Meeting of the Society shall be held as soon as practicable in each financial year but in any case not later than 31 December of each year.
- (2) The Secretary shall send written notice of the Annual General Meeting to Branches at least one month before the meeting.
- (3) Audited accounts and the Treasurer's financial statement complying with Part 5 of the Associations Incorporations Act 2009 NSW (the "Act") shall be presented to the meeting.

## 23. Special General Meetings

- (1) General Meetings of the Society may be held at any time at the initiative of the Executive or on the written request of two Branches.
- (2) The Secretary shall send written notice of every meeting to Branches at least one month before the meeting.
- (3) Notices of meeting shall specify the place, day and time of meeting and shall state the general nature of the business to be conducted at the meeting.

## 24. Special Resolutions

- (1) Where the nature of the business proposed to be dealt with at the General Meeting requires a special resolution of the Society, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Branch specifying the intention to propose the resolution as a special resolution.

## 25. Voting Rights

- (1) Each Branch of the Society may send one of its financial members as its representative to vote at each General Meeting of the Society. Other Councillors and the Advisors may attend and speak (but not vote) at General Meetings.

## 26. Presiding Officer

- (1) Subject to the agreement of Branches present, the President shall chair General Meetings, otherwise the Branches present shall elect one of their number to chair each General Meeting of the Society. The President shall not be entitled to vote in accordance with clause 25.

## 27. Majority Needed to Pass a Motion

- (1) Unless otherwise provided in the Constitution, motions put to the vote at General Meetings of the Society require a simple majority of those in attendance, and eligible to vote, to be carried. At each General Meeting of the Society, each representative of Branches shall have one vote only. All votes shall be given personally. In the event of an equal number of votes for and against a resolution,
  - (a) the chair shall not have a second or casting vote, and
  - (b) the resolution shall be defeated.

## 28. Majority Needed to Pass a Special Resolution

- (1) Where a special resolution is required at a General Meeting of the Society, such resolution to be effective must be passed at a duly convened meeting by a majority of at least three-quarters of votes cast by Branches who, being entitled to do so, vote at such meeting provided that where three quarters of the eligible votes is not an integer, the required number of votes is to be rounded up to the next integer.

## 29. Quorum

- (1) A quorum for the Annual General Meeting and for any other General Meeting is five Branches.

## Part 5 – Miscellaneous

### 30. Financial

- (1) The funds of the Society shall be derived from membership fees, journal subscription fees, donations and such other sources as determined by the Central Council. The membership and journal fees shall be fixed from time to time by Central Council.
- (2) Branches shall pay the Society fees payable in respect of the Society's journals quarterly.
- (3) Any change in journal fees payable shall be first approved by Central Council and then notified to Branches at least twelve weeks before the change is to become operative.
- (4) The income and property of the Society, however derived, shall be applied solely towards the promotion of the objectives of the Society and no portion thereof shall be paid or transferred, directly or indirectly, by dividend bonus or otherwise, to any Branch or to any individual associated with the Society or a Branch, except as provided for in subclause (11) below.
- (5) The Society is empowered to:
  - (a) remunerate employees for services rendered to the Society or for goods supplied in the ordinary course of business; and
  - (b) pay a reasonable and proper sum by way of rent for premises let to the Society.
  - (c) True accounts shall be kept: of all sums of money received and expended by the Society and the matter in respect of which the receipt of expenditure takes place; and of the property, credits and liabilities of the Society and, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Society for the time being, those accounts shall be open for inspection by Branches during normal business hours.
- (6) The Treasurer shall faithfully keep in his or her custody all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Society in such form and manner as Central Council may direct. These accounts, books and records shall be kept at the Society's office or at any such other place as Central Council may decide, and

shall be open to inspection, free of charge, by Branches during normal business hours.

- (7) Central Council shall cause to be opened with such bank or banks as Central Council selects one or more banking accounts in the name of the Society into which all money received by the Treasurer of the Society shall be paid by him or her as soon as possible after receipt.
- (8) No outgoings shall be drawn on the Society's bank account except for the payment of expenditure to implement Central Council or Executive decisions directed to the achievement of the Society's objectives.
- (9) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments must be signed by any 2 of the Councillors authorised for that purpose by the Central Council. Payments made by electronic funds transfers must be authorised by use of Personal Identification Numbers or similar security measures by any 2 Councillors authorised for that purpose by Council.
- (10) The financial year of the Society runs from 1 July in each year to 30 June next following.
- (11) If the Society is wound up any surplus assets will not be distributed amongst the then Branches but will be distributed to another tax-exempt organisation with like objectives.

### 31. Insurance

- (1) The Society may effect and maintain insurance.

### 32. Branches' Liabilities to the Society

- (1) The liability of a Branch of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the Branch in respect of membership of the Society as required by clause 30.

### 33. Auditor

- (1) At the first meeting of Central Council of each financial year the Central Council shall appoint a person who is not a financial member of the Society nor the public officer of the Society as the Auditor of the Society.
- (2) A person so appointed shall hold office until the first meeting of Central Council in the financial year immediately subsequent to the financial year in which he or she is appointed, and is then eligible for re-appointment.
- (3) If a vacancy occurs in the office of Auditor during the course of a financial year of the Society, Central Council may appoint another Auditor (who is not a financial member of a Branch or the public officer of the Society) to hold office for the remainder of that year.

- (4) Once at least in each financial year of the Society the accounts of the Society shall be examined by the Auditor.
- (5) The Auditor shall certify as to the correctness of the accounts of the Society and shall report thereon to the Annual General meeting of Central Council each financial year. Branches should circulate the Treasurer's and Auditor's report, together with the Secretary's report, to their financial members.
- (6) In his report, and in certifying the accounts, the Auditor shall state:
  - (a) whether he has obtained the information required by him;
  - (b) whether, in his opinion, the accounts are properly drawn up so as to give a true and correct view of the financial position of the Society according to the information at his disposal and the explanations given to him and as shown by the books of the Society;
  - (c) whether the rules relating to the administration of the funds of the Society have been observed.
- (7) The Auditor:
  - (a) has a right of access to the accounts, books, records, vouchers and documents of the Society; and
  - (b) may require from the officers and employees of the Society such information and explanations as may be necessary for the performance of his duties as Auditor.

### 34. Execution of Documents (including Deeds)

- (1) Documents (including deeds) shall only be executed except by authority of the Executive and shall be signed by any two members of the Executive or by any one member of the Executive and a Councillor authorised for this purpose by Central Council.

### 35. Disclosure of interest

- (1) A Councillor who is interested in any contract, or arrangement made or proposed to be made with the Society shall disclose his interest at the first meeting of the Central Council at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the Central Council after the acquisition of his interest.
- (2) If a Councillor becomes interested in a contract or arrangement after it is made or entered into, he shall disclose his interest at the first meeting of the Central Council after he becomes so interested.
- (3) No Councillor shall vote at Central Council in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

### 36. By-Laws

- (1) Decisions taken by Central Council which have a continuing effect may be embodied in the by-laws of the Society and any change in those decisions shall require a change in the by-laws.
- (2) By-laws may be changed by Central Council by resolution carried in accordance with Central Council's voting procedures.

### 37. Amendment of this Constitution

- (1) The Constitution, including the statement of objectives of the Society, may be added to or amended at any general meeting of the Society, provided that notice of such addition or amendment is given to Branches and Councillors at least two months before the date of the meeting.
- (2) Amendments to the Constitution, including the statement of objectives of the Society, require a special resolution conforming with clause 24.