

CONSTITUTION:
AUSTRALASIAN TAX TEACHERS
ASSOCIATION

Dated 20 January 1994
and as amended up to
and including the
Association's 2015
Annual General Meeting.

CONSTITUTION AUSTRALASIAN TAX TEACHERS
ASSOCIATION

1. NAME OF THE ASSOCIATION

The name of the association shall be AUSTRALASIAN TAX TEACHERS ASSOCIATION

2. OBJECTS AND PURPOSES OF THE ASSOCIATION

The objects of the Association shall be:

- (1) To advance scholarship in Taxation Law and related disciplines by:
 - (a) Furthering the development of education in these disciplines in the universities and colleges in Australia and New Zealand;
 - (b) Encouraging research;
 - (c) Holding conferences and publishing a journal as a means for disseminating ideas and information and for promoting their discussion;
 - (d) Promoting closer relations between full-time teachers in the relevant disciplines and others who may be interested in their scholarly advancement.
- (2) In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include:
 - (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
 - (b) the accepting of any gift, whether subject to a special trust or not, for anyone or more of the objects or purposes of the Association;
 - (c) the taking of such steps from time to time as the executive committee (hereafter 'committee') or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
 - (d) the recording, printing and publishing of such material as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
 - (e) the borrowing and raising of money in such manner and on such terms as

the committee may think fit or as may be approved or directed by resolution passed at a general meeting;

- (f) the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine or as may be approved or directed by resolution passed at a general meeting;
- (g) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

3. MEMBERSHIP OF THE ASSOCIATION

- (1) (a) Ordinary membership shall be available to those persons who have a substantial interest in the advancement and scholarship of taxation and related disciplines.
- (b) Membership shall be obtained and retained on a tri-annual basis by being recorded as an attendee of the Association's annual tax conference in at least one of the prior three years.
- (c) The executive has the discretion to set a tri-annual membership subscription for individuals who are not members by virtue of clause (1)(b).

NOTE: Passed AGM January 2007

- (2) (a) Life membership shall be available to those persons who, in the opinion of the committee from time to time, have rendered meritorious service in advancing the objects of the Association.
- (b) Life membership shall be conferred on such persons on the recommendation of the committee at the annual general meeting of the Association.
- (c) Persons admitted to life membership shall not be required to pay the subscription for ordinary membership.
- (3) (a) Honorary membership shall be available for distinguished visitors to Australia or New Zealand, being persons whose services to the advancement of scholarship in accounting and related disciplines in the opinion of the committee merit this award of membership.
- (b) Honorary membership shall be conferred by the committee for periods not exceeding one year at a time.

4. ASSOCIATION'S OFFICE

The office of the Association shall be at such place as the committee may from time to time determine.

5. INCOME AND PROPERTY OF ASSOCIATION

That the Income and Property Rule be amended to read as follows:

- (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association as set out in the constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to or amongst the members of the Association. Provided that nothing within this rule shall prevent the payment in monies advanced by him or her or of remuneration to any officers or executive member of the Association, or to any member of the Association, or other person in return for any services actually rendered to the Association. Provided further that nothing herein contained shall be construed so as to prevent the repayment to any member of out of pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Association.
- (2) The Association shall not appoint a person who is a member of the committee to any office of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances.

6. KEEPING OF ACCOUNTS

The Association shall require that the Treasurer:

- (1) keep such accounting records as correctly recorded and explain the transactions of the Association (including any transactions as trustee) and the financial position of the Association; and
- (2) keep its accounting records in such a manner as will enable:
 - (i) the preparation from time to time of true and fair accounts of the Association; and
 - (ii) the accounts of the Association to be conveniently and properly audited in accordance with these rules.
- (3) keep the accounting records at such place or places as the committee may decide
- (4) make its accounting records available for inspection by members of the Association at all reasonable times.

7. BANKING AND FINANCE

- (1) The Treasurer of the Association shall, on behalf of the Association, receive and account for all moneys paid to the Association.
- (2) The committee shall cause to be opened with such bank as the committee selects a banking account in the name of the Association into which the Treasurer shall deposit all moneys received by the Association.
- (3) The committee may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- (4) Except with the authority of the committee, no payment of a sum exceeding two dollars shall be made from the funds of the Association.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two officers of the Association from time to time.

8. AUDITOR

- (1) At each annual general meeting of the Association, the members present may appoint a person as the auditor of the Association.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which he is appointed, and is eligible for re-appointment.
- (3) If at an annual general meeting there is no nomination for appointment of an auditor, or if a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the committee may appoint an auditor for the then current financial year of the Association and the person so appointed shall hold office until the next succeeding annual general meeting.

9. ANNUAL FINANCIAL STATEMENTS

- (1) The financial year of the Association shall be each year ended 31 July or such other period (not in any case being longer than a calendar year) as the committee may decide.
- (2) The officers of the Association shall cause to be made out in relation to the Association statements of revenue and expenditure for the last financial year and of financial position as at the end of the last financial year which give a

true and fair view respectively of the revenue and expenditure of the Association for that financial year and of its financial position as at the end of that financial year.

- (3) When an auditor is appointed under rule (8) the officers of the Association shall cause to be attached to the statements provided for in sub-rule 9(2) an auditor's report relating to those statements.
- (4) The officers of the Association shall cause to be attached to any statements provided for in sub-rule (2) of this rule and required to be laid before the annual general meeting of the Association a statement made in accordance with a resolution of the committee and signed by not less than two officers stating whether in the opinion of the committee:
 - (a) the statement of revenue and expenditure is drawn up so as give a true and fair view of the revenue and expenditure of the Association for the financial year;
 - (b) the statement of financial position is drawn up so as to give a true and fair view of the state of affairs of the Association as at the end of the financial year; and
 - (c) there are reasonable grounds to believe that the Association will be able to pay its debts as and when they fall due.

10. AUDIT OF ACCOUNTS

- (1) Where an auditor is appointed under rule (8) they shall report to members on the financial statements required to be laid before the annual general meeting and on the Association's accounting records and other records relating to those accounts.
- (2) The auditor shall in his report state:
 - (a) whether in his opinion the statements of revenue and expenditure and of financial position are properly drawn up so as to give a true and fair view respectively of the revenue and expenditure of the Association for the financial year and of financial position as at the end of the financial year to which the statements relate;
 - (b) whether in his opinion the accounting records and other records to be kept by the Association have been properly kept;
 - (c) any defect or irregularity in the financial statements and any matter not set out in the financial statements without regard to which a true and fair view of the matters dealt with by the financial statements would not be obtained; and

- (d) if he is not satisfied as to any matter referred to in paragraphs (a) and (b) of this sub-rule, his reasons for not being satisfied.
- (3) The auditor has a right of access at all reasonable times to the accounts and other records of the Association and is entitled to require from any officer or servant of the Association such information and explanations as he requires for the purposes of the audit.
- (4) The auditor or his agent authorised by him in writing for the purpose is entitled to attend any general meeting of the Association and to receive notices of any general meeting that a member is entitled to receive and to be heard at any general meeting that he attends on any part of the business of the meeting that concerns the auditor in his capacity as auditor, and is entitled to be heard notwithstanding that he retires at that meeting or a resolution to remove him from office is passed at that meeting.

11. ANNUALGENERALMEETING

- (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held at the annual tax conference of the Association following the close of the relevant financial year of the Association and if that is not possible, at such later day as the committee may determine.
- (3) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting;
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to receive the annual financial statements from the committee and any auditor's report thereon;
 - (d) to elect the officers of the Association;
 - (e) to consider the appointment of an auditor;
 - (f) to deal with such other general business as may be required to further the objects and purpose of the Association.
- (4) The annual general meeting may transact special business of which notice is given in accordance with these rules.

12. SPECIAL BUSINESS AT ANNUAL GENERAL MEETINGS

- (1) The committee may propose items of special business for consideration at annual general meetings.
- (2) The committee shall, on the requisition not less than twenty members or one half

of the members of the Association from time to time whichever number shall be the lesser, give notice to members of items of special business to be considered at the next annual general meeting.

- (3) Items of special business shall state the objects of the items.

13. NOTICE OF ANNUAL GENERAL MEETINGS

The Secretary shall give not less than 21 days' notice to members of the Association specifying the time, date and place of the meeting and the nature of the business to be transacted thereat.

14. QUORUM, CHAIRMAN AND BUSINESS AT ANNUAL GENERAL MEETING

- (1) Twenty members or one half of the members of the Association whichever number shall be the lesser from time to time being personally present and entitled to vote at such meetings shall constitute a quorum for the transaction of the business of the annual general meeting.

- (2) (a) The chairman of the annual general meeting shall be:

the President as defined in rule 16(1)(a)

- (b) In the event that the President is not present to chair the annual general meeting as specified in the foregoing sub-rule, any member elected by those present at the meeting may be its chairman.

- (3) Upon any question arising at an annual general meeting of the Association:

- (a) a member has one vote which must be exercised in person;

- (b) in the case of an equality of voting on a question the chairman of the meeting shall have the casting vote.

15. AFFAIRS OF ASSOCIATION TO BE MANAGED BY AN EXECUTIVE COMMITTEE

- (1) The affairs of the Association shall be managed by a committee constituted as provided in rule 16(2) and termed the executive committee.

- (2) The committee:

- (a) shall control and manage the business and affairs of the Association;

- (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by annual general meetings of members of the Association, and may appoint members of the Association by co-option to sub-committees of the committee.

- (3) The quorum and procedures of any sub-committee appointed by the committee or constituted or established under the rules of the Association shall be the same as for the committee.

16. OFFICERS AND EXECUTIVE COMMITTEE OF THE ASSOCIATION

- (1) The officers of the Association shall be:
 - a President;
 - a Secretary;
 - a Treasurer; and
 - three other members as vice presidents.
- (2) The officers of the Association shall constitute the committee of the Association.
- (3) After the annual general meeting, the committee shall determine which officers of the Association shall be President-Elect for the year to commence as from the next Annual General Meeting and which officers shall be Secretary and Treasurer respectively until the next Annual General Meeting.
- (4) In the event of a casual vacancy occurring for any office of the Association, the committee shall as soon as convenient appoint:
 - (a) an officer of the Association to that vacated office, whereupon the position from which that officer is appointed shall be deemed vacant; or
 - (b) a member to that vacated office, and such additional member or members as may be required to fill all vacancies in the offices of the Association.
- (5) Any officer appointed to fill a vacancy under the foregoing sub-rule shall hold that office only until the succeeding annual general meeting of the Association.

17. ELECTION OR APPOINTMENT OF OFFICERS OF THE ASSOCIATION

- (1) Other than the office of Editor of the Association's journal, all officers shall be elected by the members at the Association's annual general meeting.
- (2) Nominations of candidates for election as officers of the Association shall be:
 - (a) called by the Secretary at the annual general meeting;
 - (b) in writing, signed by a member of the Association and by the candidate as giving consent to the nomination.

- (3) If the number of nominations made under clause 17(2) exceeds the number of vacancies to be filled a vote of members present shall be held.

NOTE: 17(4) and 17(5) deleted by AGM resolution 2015.

- (6) The Chairman of the annual general meeting shall declare to the meeting the names of the persons elected to be officers of the Association.
- (7) Persons elected to be officers of the Association shall hold office for a period of two years, except that an officer of the Association appointed to be a President Elect in the second year of office shall hold office for three years from election.
- (8) At its first meeting after the annual general meeting in each year the committee shall:
 - (a) appoint elected members of the Committee to the offices of the Association, except that the President will be the one who was appointed President Elect in the prior year;
 - (b) appoint a member to be Editor of the Association's journal.
- (9) Upon the coming into effect of these rules the members of the committee shall agree amongst themselves who shall cease to hold office at the following annual general meeting and who shall cease to hold office at the next following meeting, such that as nearly as may be possible one half shall cease to hold office at each of those two following meetings.

18. VACATION OF OFFICE

For the purposes of these rules, an office of the Association becomes vacant if the officer:

- (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 or makes any assignment of his estate for their benefit;
- (c) becomes of unsound mind;
- (d) resigns office by writing under his hand addressed to the committee.

19. MEETINGS OF THE EXECUTIVE COMMITTEE

- (1) The committee shall meet from time to time at such place and at such times as the committee may determine, but not less than once in each calendar year.

- (2) One-half of the members of the committee from time to time shall constitute a quorum for the transaction of the business of a meeting of the committee.
- (3) Any officer elected by the members of the committee present at a meeting may be chairman of the meeting.

20. WINDING-UP/DISSOLUTION

If upon winding-up or dissolution of the Association 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 Association but shall be given or transferred to some other Association having objects similar to those of this Association 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 Commissioner of Taxation as a fund, authority or institution referred to in Section 23 the Income Tax Assessment Act, 1936 (as amended).

21. ALTERATIONS TO RULES

The rules of the Association may be amended only by resolution as special business at an annual general meeting of which due notice has been given in accordance with rule 13.