

**Constitution
of
ISANA: International Education Association Inc.**

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Constitution of ISANA: International Education Association Inc.

1. NAME

The name of the Association is ISANA: International Education Association Incorporated.

2. INTERPRETATION

(1) In this Constitution, the following expressions shall have the following meanings unless the context otherwise requires:

"the Act":	the <i>Associations Incorporation Act 1991</i> (ACT).
"Association":	ISANA: International Education Association Incorporated.
"Branch":	a branch of Members from a State or Territory formed under Rule 20.
"business day":	a day which is not a Saturday, a Sunday or a public holiday declared or prescribed under section 3 of the <i>Holidays Act 1958</i> (ACT).
"ISANA Council":	the committee of management of the Association as provided for under Rule 13.
"Financial Year":	the year ending on 30 September.
"General Meeting":	a general meeting of members convened in accordance with Rule 12.
"Member":	a member of the Association.
"Secretariat":	the secretariat of the Association as provided for in Rule 14.
"Officers":	the officers of the Association as set out in Rule 14.
"President":	the president of the Association as provided for in Rule 14.
"Public Officer":	the public officer of the Association as provided for in Rule 18.
"Treasurer":	the treasurer of the Association as provided for in Rule 14.
"Vice-President":	the vice-president of the Association as provided for in Rule 14.
"Vice-President (Planning & provided Development)	the vice-president (planning & development) of the Association as for in Rule 14.
"Vice-President (Professional Development)	the vice-president (professional development) of the Association as provided for in Rule 14.

(2) In this Constitution, unless the context otherwise indicates:

(a) a reference to:

- (i) the singular includes the plural and the plural includes the singular;
- (ii) one gender includes the other genders;
- (iii) a person includes a natural person, a partnership and a body corporate;
- (iv) a Rule, sub-rule, clause, sub-clause; paragraph, sub-paragraph, annexure or schedule is to a Rule, sub-rule, clause, sub-clause; paragraph, sub-paragraph, annexure or schedule of this Constitution; and

(b) headings are for convenience only and do not affect the interpretation of this Constitution; and

(c) where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.

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3. OBJECTS

The objects of the Association are to assist those professionally employed in the provision of services to international students in Australia by:

- (a) providing a means for the exchange of information and networking;
- (b) facilitating the professional development of Members;
- (c) building links with associated organisations both locally and overseas, and
- (d) representing and promoting the interests of international education professionals in Australia and New Zealand
- (e) representing and promoting the interests and rights of international students in Australia and New Zealand, through consultation liaison with governments and other agencies.

4. APPLICATION FOR MEMBERSHIP

- (1) A person who is not a Member at the time of the incorporation of the Association, or who was a Member at that time but has ceased to be a Member, shall not be admitted to membership unless that person:
 - (a) applies for membership in accordance with sub-rule 4(3); and
 - (b) is approved for membership by the ISANA Council.
- (2) An application of a person for membership of the Association shall be:
 - (a) made in writing in the form approved by the ISANA Council from time to time;
 - (b) lodged with the Secretariat; and
 - (c) accompanied by the current annual subscription fee and joining fee.
- (3) The Secretariat shall, upon receiving a person's application for membership in accordance with sub-rule 4(2), notify the ISANA Council at its next meeting. At that meeting, the ISANA Council shall consider the application and in its discretion shall determine whether or not to admit the applicant to membership of the Association. If the ISANA Council determines to approve the application, the Secretariat shall, as soon as is practicable after the moneys tendered by the applicant under paragraph 4(2)(c) are cleared to the Association's bank account, enter the applicant's name in the register of Members and upon the name being so entered the applicant shall become a Member.
- (4) Without limiting its discretion under sub-rule 4(3), the ISANA Council shall not admit a person to membership of Association unless it is of the opinion that the applicant is and, if admitted to membership of the Association, will be committed to provision of a high quality and professional service to international students in Australia.
- (5) Upon an applicant being approved for membership of the Association under sub-rule 4(4), the Secretariat shall forward the moneys tendered by the applicant under paragraph 4(3)(c) to the Treasurer. Together, the Secretariat and Treasurer shall facilitate the issue a receipt for those moneys, as well as any introductory materials, to the Member within one calendar month of the date of the ISANA Council's determination under sub-rule 4(4).
- (6) A right, privilege, or obligation of a person by reason of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership.

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5. MEMBERSHIP FEES

- (1) The annual subscription fee and joining fee shall be determined from time to time by the ISANA Council.
- (2) The ISANA Council may determine categories of membership and the annual subscription fee payable by particular categories of membership.

6. REGISTER OF MEMBERS

- (1) The Secretariat shall keep and maintain a register of Members in which shall be entered:
 - (a) the full name and contact details of each Member;
 - (b) the date upon which each Members name was entered; and
 - (c) the category of membership of each Member.
- (2) The register of Members shall be available for inspection and copying by Members upon request at the address in the Australian Capital Territory nominated by the ISANA Council from time to time.

7. LIABILITY OF MEMBERS

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount of annual subscription fee, if any, unpaid by the Member at the time of the winding up.

8. CESSATION OF MEMBERSHIP

- (1) A person ceases to be a Member if the person:
 - (a) dies or, in the case of a body corporate or a partnership, is wound up;
 - (b) resigns from membership of the Association;
 - (c) is expelled from the Association; or
 - (d) fails to renew membership of the Association.
- (2) A Member who has paid all money due and payable by the Member to the Association may resign from the Association by first giving one month's notice in writing to the Secretariat of his or her intention to resign and upon the expiration of that period of notice, the Member ceases to be a Member.
- (3) The Secretariat shall make in the register of Members an entry recording the date on which a Member ceased to be a Member which, in the case of a person ceasing to be a member by virtue of:
 - (a) paragraphs 8(1)(a), (c) or (d), shall be the date upon which the Member died, was wound up, was expelled or failed to renew membership (as the case may be); or
 - (b) paragraph 8(1)(b), shall be the date upon which the resignation took effect.

9. DISCIPLINE OF MEMBERS

- (1) Subject to this Constitution, the ISANA Council may by resolution:
 - (a) expel a Member from the Association; or
 - (b) suspend a Member from membership of the Association for a specified period - if the ISANA Council is of the opinion that the Member:
 - (c) has refused or neglected to comply with this Constitution;
 - (d) has refused to neglect to comply with the regulations applying to the Branch of which the Member is a member; or

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- (e) is guilty of conduct unbecoming a Member or which is prejudicial to the interests of the Association.
- (2) A resolution of the ISANA Council under sub-rule 9(1):
 - (a) does not take effect unless the ISANA Council, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under sub-rule 9(3) confirms the resolution in accordance with this Rule; and
 - (b) where the Member exercises a right of appeal to the Association under this Rule, does not take effect unless the Association confirms the resolution in accordance with this Rule.
 - (3) If the ISANA Council passes a resolution under sub-rule 9(1), the Secretariat shall, as soon as is practicable, serve on the Member a notice in writing:
 - (a) setting out the resolution of the ISANA Council and the grounds on which it is based;
 - (b) stating that the Member may address the ISANA Council at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place (if not by tele-conference) and time of that meeting;
 - (d) informing the Member that he or she may do one or more of the following:
 - (i) participate in that meeting;
 - (ii) give to the ISANA Council before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) not later than 24 hours before the date of the meeting lodge with the Secretariat a notice to the effect that he or she wishes to appeal to the Association in a general meeting against the Resolution.
 - (4) At a meeting held under sub-rule 9(2), the ISANA Council shall:
 - (a) give to the Member an opportunity to be heard
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) by resolution determine whether to confirm or to revoke its resolution under sub-rule 9(1).
 - (5) If the Member lodges a notice in accordance with sub-paragraph 9(3)(d)(iii), the meeting of the ISANA Council under sub-rule 9(3) shall be vacated and the Secretariat receives a notice under sub-clause 9(3), he or she shall notify the ISANA Council and the ISANA Council shall defer the decision until it is practical to convene a general meeting of the Association as soon as is practicable.
 - (6) At a general meeting of the Association convened under sub-rule 9(5):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the ISANA Council shall place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member shall be given an opportunity to be heard; and
 - (d) the Members present shall vote by secret ballot on the question whether the resolution of the ISANA Council under sub-rule 9(1) should be confirmed or revoked.
 - (7) If at the general meeting under sub-rule 9(5):
 - (a) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is of the ISANA Council under sub-rule 9(1) confirmed; and
 - (b) in any other case, the resolution of the ISANA Council under sub-rule 9(1) is revoked.

10. ANNUAL GENERAL MEETING

- (1) The Association shall in each calendar year convene an annual general meeting of its Members at its annual conference.
- (2) The annual general meeting shall be held on such day as the ISANA Council determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.

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- (4) The ISANA Council shall present to the annual general meeting the documents required by the Act to be presented, namely
 - (a) the audited statement of the Association's accounts; and
 - (b) the auditor's report on those accounts.
- (5) In addition to the matters which must be considered under the Act, the annual general meeting may transact such other business of which notice is given in accordance with this Constitution.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

11. SPECIAL GENERAL MEETINGS

- (1) All general meetings other than the annual general meeting shall be called special general meetings.
- (2) The ISANA Council may, whenever it considers fit, convene a special general meeting of the Association and, where, but for this Rule, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (3) The ISANA Council shall, on the requisition in writing of Members representing not less than one-tenth of the total number of Members, convene a special general meeting of the Association.
- (4) A requisition under sub-rule 11(3) shall state the objects of the meeting, be signed by the Members making the requisition, be served on the Secretariat and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (5) If the ISANA Council does not cause a special general meeting to be held within the month after the date on which a requisition is made in accordance with sub-rules 11(3) and (4), the Members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (6) A special general meeting convened by Members under sub-rule 11(5) shall be convened in a manner as close as possible to the manner in which special general meetings are convened by the ISANA Council and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

12. NOTICE OF MEETING

- (1) The Secretariat shall, at least 28 days before the date fixed for holding a general meeting of the Association, cause to be sent to each Member at the address appearing in the register of Members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretariat, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

13. PROCEEDINGS AT MEETINGS

- (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that referred to in this Constitution as being the ordinary business of the annual general meeting shall be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (3) One tenth of Members present in person or by proxy (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting shall be dissolved and shall stand adjourned to a time and place deemed appropriate by the person presiding over the meeting at the time of the adjournment. At the subsequent meeting, if a quorum is not present within half an hour after the time appointed for the commencement of the meeting, twenty (20) Members present in person or by proxy shall constitute a quorum.
- (5) The President, or in the President's absence, the Vice-President, shall preside over each general meeting of the Association. Alternatively the President or Vice-President can nominate a person other than themselves to preside over the meeting subject to at least two-thirds of Members present agreeing to the nomination.
- (6) If the President and the Vice-President are absent from a general meeting, the Members present shall elect one of their number to preside over the meeting.
- (7) The person presiding over a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (8) Where a meeting is adjourned for three days or more, notice of the adjourned meeting shall be given stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (9) Subject to sub-rule 13(8), no notice of an adjournment or of the business to be transacted at an adjourned meeting need be given.
- (10) A question arising at a general meeting of the Association shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding over the meeting that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (11) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (12) All votes shall be given personally or by proxy.
- (13) In the case of an equality of voting on a question, the person presiding over the meeting is entitled to exercise a second or casting vote.

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- (14) If at a meeting a poll on any question is demanded by not less than three Members, it shall be taken at that meeting in such manner as the person presiding over the meeting may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (15) A poll that is demanded on the election of the person to preside over the meeting or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the person presiding over the meeting may direct.
- (16) A Member is not entitled to vote at any general meeting unless all moneys due and payable by the Member to the Association have been paid.
- (17) Each Member is entitled to appoint another Member as a proxy by notice given to the Secretariat no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (18) The notice appointing the proxy shall be in the form set out in Appendix 1.

14. ISANA COUNCIL

- (1) The ISANA Council:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to this Constitution, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by a general meeting of the Association; and
 - (c) subject to this Constitution, the Regulations and the Act, has power to perform all such acts and things as appear to the ISANA Council to be essential for the proper management of the business and affairs of the Association.
- (2) The Officers of the Association shall be:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Vice-President (Planning & Development)
 - (d) the Vice-President (Professional Development)
 - (e) the Secretariat;
 - (f) the Treasurer; and
 - (g) the Communications Manager.
- (3) The ISANA Council shall consist of:
 - (a) the Officers;
 - (b) one representative from and appointed by each Branch.
- (4) The Officers shall be elected at every second annual general meeting of the Association.
- (5) A candidate must be nominated by a Member of the Association and the nomination seconded by another Member of the Association.
 - (a) The nomination, the seconding and the consent of the candidate must be evidenced by letter, fax or email.
 - (b) Nominations close at the scheduled time of commencement on the same day in the week prior to the annual general meeting.
- (6) If only one nomination for a particular office is received by the Secretariat in accordance with sub-rule 14(5), the nominee shall be declared elected to that office at the annual general meeting at which the election is to be held.

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- (7) If there are no nominations received for a particular office in accordance with sub-rule 14(5), nominations for that office shall be received at the annual general meeting at which the election is to be held.
- (8) If more than one nomination for a particular office is received in accordance with sub-rule 14(5), a secret ballot shall be held at the annual general meeting in a manner determined by the person presiding over the meeting.
- (9) A Member may nominate for more than one office but may be elected to only one office. Elections for the offices referred to in sub-rule 14(1) shall be held in the order they appear in that sub-rule.
- (10) Prior to and in the same year as every second annual general meeting of the Association, each Branch shall elect its branch representative to the ISANA Council and shall advise its branch representative to the Association at that annual general meeting whereupon that person shall be declared appointed as a representative member by the person presiding over the meeting.
- (11) Subject to sub-rules 14(12),(13) and (14), each branch representative and Officer shall hold office from the conclusion of the meeting at which he or she is appointed or elected until the next second annual general meeting of the Association but is eligible for re-appointment or re-election at that subsequent meeting.
- (12) The office of an Officer or a branch representative becomes vacant if he or she:
 - (a) ceases to be a Member;
 - (b) is disqualified from being a member of the ISANA Council by virtue of the Act;
 - (c) is, subject to this Constitution, removed by resolution of the Association;
 - (d) resigns from office by notice in writing given to the Secretariat; or
 - (e) is no longer able to continue holding his or her office due to mental or physical incapacity.
- (13) In the event of a casual vacancy in any office referred to in sub-rule 14(1) the ISANA Council may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the next annual general meeting at which an election for that office is to take place.
- (14) In the event of a vacancy in the office of a branch representative, the Branch to which that vacancy relates may nominate another member of that Branch to fill the office and advise such nomination to the Secretariat whereupon the person so nominated shall, subject to this Constitution, hold office as the branch representative of that Branch until the next annual general meeting at which branch representatives of the ISANA Council are appointed in accordance with sub-rule 14(10).

15. PROCEEDINGS OF ISANA COUNCIL

- (1) The ISANA Council shall meet in person or by teleconference at least four times in each year at such times as the ISANA Council may determine.
- (2) Special meetings of the ISANA Council may be convened by the President or by any four of the members of the ISANA Council.
- (3) Written notice of each ISANA Council meeting shall be served on each member of the ISANA Council at least two business days before the date of the meeting specifying the general nature of the business to be transacted.
- (4) One-half of the members of the ISANA Council constitute a quorum for the transaction of the business of a meeting of the ISANA Council.

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- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the ISANA Council:
 - (a) the President, or in the President's absence, the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, one of the remaining members of the ISANA Council, as may be chosen by the members present, shall preside.
- (7) Questions arising at a meeting of the ISANA Council or of any sub-committee appointed by the ISANA Council, shall be determined by a poll taken in such manner as the person presiding over the meeting may determine.
- (8) Each member present at a meeting of the ISANA Council or of any sub-committee appointed by the ISANA Council (including the person presiding over the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Subject to sub-rule 15(4) the ISANA Council may act notwithstanding any vacancy on the ISANA Council.

16. SECRETARIAT

The Secretariat shall keep minutes of the resolutions and proceedings of each general meeting and each ISANA Council meeting in books provided for that purpose together with a record of the names of persons present at ISANA Council meetings.

17. TREASURER

The Treasurer shall:

- (a) collect and receive all money due to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (c) ensure that the audit of the Association's accounts and books are carried out annually by the 31st October.

18. PUBLIC OFFICER

The ISANA Council, by resolution, shall, in accordance with the Act, appoint a person residing in the ACT to hold the position of Public Officer and, in the event of a vacancy, shall appoint another person to that office.

19. REMOVAL OF A MEMBER FROM THE ISANA COUNCIL

- (1) In a general meeting, the Association may, by resolution, remove any officer before the expiration of that officer's term of office.
- (2) Where the Officer in respect of whom a resolution is proposed under sub-rule 19(1) makes representations in writing to the Secretariat (not exceeding a reasonable length) and requests in writing that such representations be notified to the Members, the Secretariat may send a copy of the

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representations to each Member or, if they are not so sent, the Member may require that they be read out at the meeting.

20. BRANCHES

- (1) Members resident in any State or Territory of Australia may, with the consent of the ISANA Council, establish a Branch in that State or Territory.
- (2) No State or Territory may have more than one Branch at any time.
- (3) Each Member whose address in the register of Members is within the State or Territory of a particular Branch shall be deemed to be a member of that Branch.
- (4) No Member may be a member of more than one Branch at the same time.
- (5) The ISANA Council may provide a Branch with such funds and/or property out of the funds and assets of the Association for the purpose of the operations of the Branch as the ISANA Council considers necessary or desirable in the circumstances.
- (6) The audited accounts of the Branches shall be sent to the Treasurer by 31st October for record keeping and auditing purposes.
- (7) The regulations for a Branch shall include those set out at Appendix 2 to these Rules and/or those otherwise prescribed by the ISANA Council from time to time together with those established by the Branch from time to time provided that a regulation established by a Branch shall be of no effect unless it:
 - (a) complies with and does not conflict with the objects of the Association as set out in Rule 2, any other provision of these Rules and the regulations set out at Appendix 2 to these Rules and/or those otherwise prescribed by the ISANA Council from time to time; and
 - (b) is approved in writing by the ISANA Council.
- (8) A Branch must strictly comply with every resolution of the ISANA Council whether made in respect of it alone, it and some other Branches or all Branches.
- (9) No Branch may exercise or purport to exercise any of the powers of the Association.
- (10) The ISANA Council may, by resolution, dissolve or suspend the operation of a Branch on such terms as it considers fit if, in the opinion of the ISANA Council, such Branch or any member thereof:
 - (a) is in breach of any of these Rules;
 - (b) acts in a manner contrary to the objects or interests of the Association; or
 - (c) otherwise acts in an unlawful manner.

21. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and one member of the ISANA Council.

22. SEAL

- (1) The Common Seal of the Association shall be kept in the custody of the Secretariat.

- (2) The Common Seal shall not be affixed to any instrument except by the authority of the ISANA Council and the affixing of the Common Seal shall be attested by the signatures either of two members of the ISANA Council or of one member of the ISANA Council and of the Public Officer.

23. AMENDMENTS TO THE CONSTITUTION

This Constitution shall not be altered except in accordance with the Act.

24. NOTICES

- (1) A notice or any other document may be served by or on behalf of the Association upon any Member or member of the ISANA Council:
 - (a) personally;
 - (b) by pre-paid at the address last advised in writing by the Member to the Secretariat;
 - (c) by facsimile transmission to the number last advised in writing by the Member to the Secretariat;
 - or
 - (d) by e-mail transmission to the address last advised in writing by the Member to the Secretariat.
- (2) Where a notice or any other document is served under sub-rule 24(1), it shall be deemed to be received by the Member or member of the ISANA Council:
 - (a) where it is served personally, at the time it is served;
 - (b) where it is served by pre-paid post, 3 business days after it is posted; and
 - (c) where it is served by facsimile or e-mail transmission, at the time of successful transmission according to the Association's records or the record of the person serving it on behalf of the Association.

25. WINDING UP

- (1) At the first general meeting of the Association, the Association shall pass a special resolution nominating:
 - (a) another association for the purpose of paragraph 92(1)(a) of the Act; or
 - (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- (2) An association nominated under paragraph (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act

26. CUSTODY OF RECORDS

- (1) Except as otherwise provided in this Constitution, the Secretariat shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, documents and securities of the Association shall be available for inspection and copying by any Member upon request.

27. FUNDS

The funds of the Association shall be derived from joining fees, annual subscription fees, donations and such other sources as the ISANA Council determines.

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APPENDIX 1 : FORM OF PROXY

I,

_____ *full name*

of

_____ *(address)*

being a Member of the International Student Advisers' Network of Australia Incorporated

hereby appoint _____

_____ *(full name of proxy)*

of

_____ *(address)*

being a Member of the International Student Advisers' Network of Australia Incorporated, as my proxy to vote for

me on my behalf at the general meeting of the Association to be held on the _____
(numbered day)

of _____ (month), _____ (year) and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against *(delete as appropriate)* the resolution *insert details*

(Signature of member appointing proxy)

Date: _____

NOTE: A proxy vote may not be given to a person who is not a Member of the Association.

APPENDIX 2 : REGULATIONS FOR BRANCHES OF THE ASSOCIATION

1. INTERPRETATION

(1) In these Regulations, the following expressions shall have the following meanings unless the context otherwise requires:

"Association":	the International Student Advisers' Network of Australia Incorporated.
"Branch":	the [State or Territory] branch of the Association.
"Branch Committee":	the committee of management of the Branch.
"Branch General Meeting":	a general meeting of Branch members convened in accordance with regulation 5.
"Branch Member":	a member of the Branch.
"Branch Officers":	the officers of the Branch as set out in regulation 8.
"Branch President":	the president of the Branch as provided for in regulation 8.
"Branch Secretary":	the person holding the office of secretary of the Branch under regulation 8.
"Branch Treasurer":	the treasurer of the Branch as provided for in regulation 8.
"Branch Vice-President":	the vice-president of the Branch as provided for in regulation 8.
"business day":	a day which is not a Saturday, a Sunday or a public holiday declared or prescribed under section 3 of the <i>Holidays Act 1958 (ACT)</i> .
"Constitution":	the constitution of the Association.
"Member":	a member of the Association.
"ISANA Council":	the ISANA Council of the Association.

(2) In these regulations, unless the context other wise indicates:

(a) a reference to:

- (i) the singular includes the plural and the plural includes the singular;
- (ii) one gender includes the other genders;
- (iii) a person includes a natural person, a partnership and a body corporate;
- (iv) a regulation, sub-regulation, paragraph, sub-paragraph or annexure or schedule is to a regulation, sub-regulation, paragraph, sub-paragraph or annexure of these regulations; and

(b) headings are for convenience only and do not affect the interpretation of these regulations; and
(c) where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.

2. BRANCH MEMBERS

The members of the Branch are those Members who reside in the [State or Territory].

3. REGISTER OF BRANCH MEMBERS

The Branch Secretary shall keep and maintain a register of Branch Members in which shall be entered the full name, address and date of entry of the name of each Branch Member and category of membership of the Association.

4. BRANCH ANNUAL GENERAL MEETING

- (1) The Branch shall in each calendar year convene an annual general meeting of Branch Members.
- (2) The Branch annual general meeting shall be held on such day as the Branch Committee determines provided that such meeting is held no less than 14 days prior to the annual general meeting of the Association in that year.

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- (3) The Branch annual general meeting shall be specified as such in the notice convening it.
- (4) The Branch Committee shall present to the annual general meeting such documents as may be required by the ISANA Council to be presented and considered at an annual general meeting.
- (5) The Branch annual general meeting shall be in addition to any other Branch general meetings that may be held in the same year.

5. SPECIAL BRANCH GENERAL MEETINGS

- (1) All Branch general meetings other than the Branch annual general meeting shall be called Branch special general meetings.
- (2) The Branch Committee may, whenever it considers fit, convene a Branch special general meeting.
- (3) The Branch Committee shall, on the requisition in writing of Branch Members representing not less than one-tenth of the total number of Branch Members, convene a Branch special general meeting.
- (4) The requisition for a Branch special general meeting shall state the objects of the meeting and shall be signed by the Branch Members making the requisition and be sent to the address of the Branch Secretary and may consist of several documents in a like form, each signed by one or more of the Branch Members making the requisition.
- (5) If the Branch Committee does not cause a Branch special general meeting to be held within the month after the date on which the requisition is sent to the address of the Branch Secretary, the Branch Members making the requisition, or any of them, may convene a Branch special general meeting to be held not later than three months after that date.
- (6) A Branch special general meeting requisitioned by Branch Members under sub-regulations 5(3) and (4) shall be convened in the same manner as near as possible as that in which special general meetings are convened by the Branch Committee.

6. NOTICE OF MEETING

- (1) The Branch Secretary shall, at least 14 days before the date fixed for holding a Branch general meeting, cause to be sent to each Branch Member at the address appearing in the register of Branch Members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A Branch Member desiring to bring any business before a meeting may give notice of that business in writing to the Branch Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

7. PROCEEDINGS AT MEETINGS

- (1) All business that is transacted at a Branch special general meeting and all business that is transacted at the annual general meeting with the exception of that referred to in this Constitution as being the ordinary business of the annual general meeting shall be special business.

- (2) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (3) One tenth of Branch Members present in person or by proxy (being entitled under these Regulations to vote at a Branch general meeting) constitute a quorum for the transaction of the business of a Branch general meeting.
- (4) If within half an hour after the appointed time for the commencement of a Branch general meeting, a quorum is not present, the meeting shall be dissolved and shall stand adjourned to a time and place deemed appropriate by the person presiding over the meeting at the time of the adjournment. At the subsequent meeting, if a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Branch Members present in person or by proxy (being not less than one fifth of the total membership of the Branch) shall constitute a quorum.
- (5) The Branch President, or in the Branch President's absence, the Branch Vice-President, shall preside at each Branch general meeting. Alternatively the Branch President or Branch Vice-President can nominate a person other than themselves to preside over the meeting subject to at least two-thirds of Branch Members present agreeing to the nomination.
- (6) If the Branch President and the Branch Vice-President are absent from a Branch general meeting, the Branch Members present shall elect one of their number to preside over the meeting.
- (7) The person presiding over a Branch general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (8) Where a meeting is adjourned for three days or more, notice of the adjourned meeting shall be given stating the place, date and time of the meeting and the nature of the business to be transacted at the adjourned meeting.
- (9) Except as provided in sub-regulation 7(8), no notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (10) A question arising at a Branch general meeting shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding over the meeting that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Branch is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (11) Upon any question arising at a Branch general meeting, a Branch Member has one vote only.
- (12) All votes shall be given personally or by proxy.
- (13) In the case of an equality of voting on a question, the person presiding over the meeting is entitled to exercise a second or casting vote.
- (14) If at a meeting a poll on any question is demanded by not less than three Branch Members, it shall be taken at that meeting in such manner as the person presiding over the meeting may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (15) A poll that is demanded on the election of the person to preside over the meeting or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the person presiding over the meeting may direct.

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- (16) A Branch Member is not entitled to vote at any Branch general meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the annual subscription fee payable in respect of the current financial year.
- (17) Each Branch Member is entitled to appoint another Branch Member as a proxy by notice given to the Branch Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (18) The notice appointing the proxy shall be in the form set out in Appendix 1.

8. BRANCH COMMITTEE

- (1) The Branch Committee shall control and manage the business and affairs of the Branch.
- (2) The Officers of the Branch shall be:
 - (a) the Branch President;
 - (b) the Branch Vice-President;
 - (c) the Branch Secretary; and
 - (d) the Branch Treasurer.
- (2) The Branch Officers shall be elected at every second Branch annual general meeting.
- (3) Nominations of candidates for election as Branch Officers shall be:
 - (a) in writing, signed by 2 Branch Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) received by the Branch Secretary not less than 7 days before the date fixed for the Branch annual general meeting at which the election is to be held.
- (4) If only one nomination for a particular office is received by the Branch Secretary in accordance with sub-regulation 8(3), the nominee shall be declared elected to that office at the Branch annual general meeting at which the election is to be held.
- (5) If there are no nominations received for a particular office in accordance with regulation 8(3), nominations for that office shall be received at the Branch annual general meeting at which the election is to be held.
- (6) If more than one nomination for a particular Branch Office is received in accordance with regulation 8(3), a secret ballot shall be held at the annual general meeting in a manner determined by the person presiding over the meeting.
- (7) A Branch Member may nominate for more than one Branch Office but may be elected to only one office. Elections for the Branch Offices referred to in regulation 8(2) shall be held in the order they appear in that sub-regulation.
- (8) The office of an Branch Officer becomes vacant if he or she:
 - (a) ceases to be a Branch Member;
 - (b) is, subject to the Constitution, removed by resolution of the Association;
 - (c) is, subject to these Regulations, removed by resolution of the Branch Members in a Branch General Meeting
 - (d) resigns from office by notice in writing given to the Branch Secretary; or
 - (e) is no longer able to continue holding his or her office due to mental or physical incapacity.

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- (9) In the event of a casual vacancy in any Branch office referred to in regulation 8(2) the Branch Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the next Branch annual general meeting at which an election for that Branch Office is to take place.

9. PROCEEDINGS OF BRANCH COMMITTEE

- (1) The Branch Committee shall meet in person or by tele-conference at least four times in each year at such times as the Branch Committee may determine.
- (2) Special meetings of the Branch Committee may be convened by the Branch President or by any two of the members of the Branch Committee.
- (3) Notice shall be given to members of the Branch Committee of any Branch special meeting specifying the general nature of the business to be transacted.
- (4) One-half of the members of the Branch Committee constitute a quorum for the transaction of the business of a meeting of the Branch Committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Branch Committee:
(a) the Branch President, or in the Branch President's absence, the Branch Vice-President shall preside; or
(b) if the Branch President and the Branch Vice-President are absent, the remaining members of the Branch Committee, shall choose one of their number to preside over the meeting.
- (7) Questions arising at a meeting of the Branch Committee or of any sub-committee appointed by the Branch Committee, shall be determined by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Branch Committee or of any sub-committee appointed by the Branch Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each Branch Committee meeting shall be served on each member of the Branch Committee at least two business days before the date of the meeting.
- (10) Subject to sub-regulation 9(4), the Branch Committee may act notwithstanding any vacancy on the Branch Committee.

10. ELECTION OF REPRESENTATIVE TO ISANA COUNCIL

Prior to and in the same year as every second annual general meeting of the Association, the Branch shall elect its representative to the ISANA Council and shall advise its representative to the Association at that annual general meeting.

11. BRANCH SECRETARY

The Branch Secretary shall keep minutes of the resolutions and proceedings of each general meeting and each Branch Committee meeting in books provided for that purpose together with a record of the names of persons present at Branch Committee meetings.

12. BRANCH TREASURER

The Branch Treasurer shall:

- (a) collect and receive all money due to the Branch and make all payments authorised by the Branch; and
- (b) keep correct accounts and books showing the financial affairs of the Branch with full details of all receipts and expenditure connected with the activities of the Branch.

13. REMOVAL OF A MEMBER OF THE BRANCH COMMITTEE

- (1) The Branch Members in Branch general meeting may by resolution remove any member of the Branch Committee before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the Branch Committee member to in respect of whom a resolution is proposed under sub-regulation 13(1) makes representations in writing to the Branch Secretary (not exceeding a reasonable length) and requests in writing that they be notified to the Branch Members, the Branch Secretary may send a copy of the representations to each Branch Member or, if they are not so sent, the Branch Member may require that they be read out at the meeting.

14. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Branch Treasurer and one member of the Branch Committee.

15. AMENDMENTS TO REGULATIONS

- (1) These regulations shall not be altered except in accordance with this regulation.
- (2) Subject to sub-regulation 15(3), these regulations may be amended by a resolution carried by a two-thirds majority of Branch Members voting at a properly constituted Branch general meeting.
- (3) An amendment to these regulations shall be of no effect until it is approved in writing by the ISANA Council.

16. NOTICES

- (1) A notice or any other document may be served by or on behalf of the Branch upon any Branch Member or member of the Branch Committee:
 - (a) personally;
 - (b) by pre-paid at the address last advised in writing by the Branch Member to the Secretariat;
 - (c) by facsimile transmission to the number last advised in writing by the Branch Member to the Branch Secretary; or
 - (d) by e-mail transmission to the address last advised in writing by the Branch Member to the Secretariat.
- (2) Where a notice or any other document is served under sub-regulation 16(1), it shall be deemed to be by the Branch Member:
 - (a) where it is served personally, at the time it is served;

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- (b) where it is served by pre-paid post, 3 business days after it is posted; and
- (c) where it is served by facsimile or e-mail transmission, at the time of successful transmission according to the Branch's records or the record of the person serving it on behalf of the Branch.

17. CUSTODY OF RECORDS

- (1) Except as otherwise provided in these Regulations, the Branch Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Branch.
- (2) All accounts, books, documents and securities of the Branch shall be available for inspection and copying by any Branch Member upon request.

18. FUNDS

The funds of the Branch shall be derived from moneys provided to it by the Association under sub-rule 20(5) of the Constitution and, subject to the consent of the ISANA Council in each instance, such other sources as the Branch Committee determines.

APPENDIX 1 : FORM OF PROXY

I,

_____ *full name*

of

_____ *(address)*

being a Member of the International Student Advisers' Network of Australia Incorporated

hereby appoint _____

(full name of proxy)

of

_____ *(address)*

being a Member of the International Student Advisers' Network of Australia Incorporated, as my proxy to vote for

me on my behalf at the general meeting of the Association to be held on the _____
(numbered day)

of _____ (month), _____ (year) and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against *(delete as appropriate)* the resolution *insert details*

(Signature of member appointing proxy)

Date: _____

NOTE: A proxy vote may not be given to a person who is not a Member of the Association.