



# Constitution of the Australian Press Council Inc.

## 1. Establishment

The Australian Press Council Inc is an incorporated association of organisations and persons established on 22 July 1976, for the purposes set out in section 3 to be achieved by the methods and in accordance with the principles set out in this Constitution.

## 2. Definitions

In this Constitution, unless the context otherwise indicates or requires:

- “the Act” means the Associations Incorporation Act 1984 (NSW) and any regulations under that Act, and any Act or regulations which supersede, repeal or replace that Act or regulations;
- “the association” means the Australian Press Council Inc;
- “the Chair” means the Chair of the Council and includes the Vice-Chair when acting as the Chair;
- “constituent body” means
  - an association of publishers;
  - a corporate or individual publisher;
  - an organisation representing journalists;
  - any other organisation;which has been admitted as a constituent body under this Constitution;
- “constituent member” means a member appointed pursuant to section 7(3);
- “the Council” means the Australian Press Council, which is the committee having general responsibility for managing the affairs of the association;
- “Council meeting” means a meeting of the Council in its capacity as the committee responsible under the Act for managing the affairs of the association;
- “designated resolution” means a resolution passed in accordance with the requirements of section 27;
- “Executive Secretary” includes acting Executive Secretary;
- “General Meeting” means a meeting under section 5 and is to be distinguished from a “Council meeting”;
- “journalist member” means a member appointed pursuant to Section 7(6);
- “member” means a member of the Council, and includes the Chair and an alternate member when substituting for a non-alternate member;
- “print media” includes publication in print or on the internet;
- “public member” means a member appointed pursuant to Section 7(5);
- “special resolution” means a special resolution passed in accordance with the Act;
- “State” means a State or Territory of the Commonwealth of Australia.

### **3. Objects and powers of the association**

- (1) The objects of the association are to promote freedom of speech through responsible and independent print media, and adherence to high journalistic and editorial standards, by
  - (a) considering and dealing with complaints and concerns about material in newspapers, magazines, journals and other print media;
  - (b) encouraging and supporting initiatives by the print media to address the causes for readers' complaints and concerns;
  - (c) keeping under review, and where appropriate, challenging political, legislative, commercial or other developments which may adversely affect the dissemination of information of public interest, and may consequently threaten the public's right to know;
  - (d) making representations to governments, public inquiries and other forums as appropriate on matters concerning freedom of speech and access to information;
  - (e) undertaking research and consultation on developments in public policy affecting freedom of speech, and promoting public awareness of such issues;
  - (f) promoting an understanding of the objects and activities of the association especially among editors, journalists and journalism schools, through forums and consultations; and encouraging feedback for Council's consideration.
- (2) The association is a non-profit organisation. Its incomings and assets shall be applied solely to carrying out the purposes mentioned in this Constitution and at no time shall there be any distribution, whether in money, property or otherwise from its income or assets to its members as such or to any relative, trustee or representative of or for a member, provided that this sub-clause shall not prevent the payment to a member of bona fide remuneration and expenses, or expenses only, as are approved by Council in respect of specific services rendered to the association . In the event of dissolution of the Council from any cause, its net assets after payment of its just debts shall be distributed to such charitable or educational purposes as Council specifies, or in default of such specification as is authorised by the Attorney-General of the State of New South Wales.

### **4. Membership of the association**

- (1) The members of the association are
  - (a) organisations admitted as constituent bodies by designated resolution under section 27;
  - (b) persons appointed as Council members under sections 7(2), (5) and (6).
- (2) Members of the association shall cease to be members of it upon written notification by them to the Executive Secretary or upon cessation of their status as a constituent body or Council member in accordance with this Constitution.
- (3) Unless determined otherwise by the Council, there shall be no fee for admission or continuance as a member of the association. Constituent bodies, however, will be liable to financial obligations as determined under section 16.
- (4) The liability of a member of the association 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, if any, unpaid by the member in respect of any membership fee determined under (3) above and of any financial obligations determined under section 16.

## **5. General Meetings of the association, including the Annual General Meeting**

- (1) An Annual General Meeting shall be held within six months of the end of each financial year. Other General Meetings shall be convened on the requisition in writing of not less than ten members of the association or at the direction of the Chair.
- (2) All members of the association are entitled to vote at a General Meeting and all alternate members of the Council are entitled to attend.
- (3) The Chair shall chair all General Meetings. In his or her absence, the meeting shall be chaired by the Vice-Chair, if present, or by a person elected for that purpose from among those present..
- (4) In addition to any other business that may be transacted, the business of an AGM shall include:
  - (a) confirmation of the Minutes of the last preceding AGM and of any General Meeting held since that meeting;
  - (b) reception and consideration of a report on Council activities during the last preceding financial year;
  - (c) reception and consideration of financial statements required by the Act.
- (5) Unless all members of the association agree to accept shorter notice, the Executive Secretary shall give to each member at least 14 days prior notice of the date, place and time of the General Meeting and of the nature of business to be conducted at that meeting.
- (6) No resolution may be voted upon at a General Meeting unless a quorum of ten members is present. If a quorum is not present within one hour of the scheduled commencement time, the meeting shall stand adjourned until the next subsequent scheduled date for a meeting of the Council. If, at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least five) shall constitute a quorum.
- (7) No special or designated resolution may be passed at a General Meeting unless at least three constituent members and three public members (or at least such other numbers of such members as may be specified in a designated resolution) vote in favour of it.
- (8) Where not explicitly specified in this Constitution or required by the Act, the procedures for a General Meeting shall be the same as for a Council meeting. In particular, sections 13(1)-(3) and 14(3)-(5) shall apply to General Meetings in the same way as to Council meetings.

## **6. The powers of the Council**

The Council is the committee responsible under the Act for managing the affairs of the association. It is empowered to do such things and to take such action for the furtherance and attainment of the objects in section 3 as it may decide.

## **7. Appointment of Council members**

- (1) The Council consists of the following members:
  - (a) an independent Chair appointed pursuant to section 7(2);
  - (b) constituent members appointed pursuant to section 7(3);
  - (c) public members appointed pursuant to section 7(5); and
  - (d) journalist members appointed pursuant to section 7(6).
- (2) The Chair shall be appointed by the Council from persons who have not had previous connections involving ownership of, or employment by, the media.

- (3) The admission of constituent bodies, the total number of constituent members and the number of such members (if any) which a constituent body may nominate, shall be determined by designated resolutions. The Council shall appoint as a constituent member each person who is nominated in accordance with this section in writing to the Executive Secretary.
- (4) Unless decided otherwise by the Council, constituent members shall be appointed for such terms not exceeding three years as are specified by the Council at the time of their appointment and they may be re-appointed for two further terms of up to three years each. They shall cease to be a member at an earlier date if the nominating body so requires in writing to the Executive Secretary or ceases to be a constituent body.
- (5) The Council shall appoint, on the nomination of the Chair, after public advertisement of vacancies, a panel of public members comprising persons who have not had previous connections involving ownership of, or employment by, the media. In appointing members the Council shall ensure that, as far as possible, the panel provides a fair representation of the several States of Australia.
- (6) The Council shall appoint a panel of journalist members (including former editors) on the nomination of the Chair, after public advertisement of vacancies, from among persons who have appropriate qualifications and experience.
- (7) The numbers of public and journalist members who may be appointed pursuant to sub-sections (5) and (6) shall be determined by designated resolutions. Such resolutions may also specify numbers of appointees in particular sub-categories of these members.
- (8) The Executive Secretary shall establish and maintain a register of members in compliance with the Act.

## **8. The Independent Chair**

The Chair is appointed by Council for such period, and on such terms, as may be agreed upon between the Chair and the Council. Unless otherwise determined by the Council, the Chair shall be appointed for a term of three years and may be re-appointed once for a further term of three years.

## **9. The Vice Chair**

- (1) The Council shall elect annually, or more frequently as it decides, from its public members a Vice Chair who shall hold office until ceasing to be a member or earlier replacement by fresh Council election.
- (2) When the office of Chair is vacant or the Chair is unable to act by reason of absence or illness, the Vice Chair shall perform the functions of the Chair on such terms as may be agreed by the Council.

## **10. Casual vacancies in Council membership**

- (1) A member shall cease to be a member upon
  - (a) resignation by notice in writing to the Executive Secretary;
  - (b) absence from three consecutive meetings of the Council without leave of absence of the Council;
  - (c) becoming bankrupt or making any arrangement or composition with creditors generally;
  - (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(e) in the case of the Chair, public members or journalist members, ceasing to have the qualifications on which their appointment was based.

- (2) A vacancy arising by reason of the death of a member or one of the events described in sub-section (1) is referred to in this Constitution as a casual vacancy.
- (3) As soon as practicable after a casual vacancy has occurred the Council shall appoint to the vacancy a person satisfying the requirements of section 7 of this Constitution.

#### **11. Duration of Council membership**

- (1) Unless otherwise determined by the Council, all members other than the Chair shall be appointed for a term of three years.
- (2) A public member or journalist member may be re-appointed twice.
- (3) The constituent body or Chair, which or who nominated a retiring member shall nominate a person for membership in accordance with section 7, and the Council shall appoint such person a member as from a date no earlier than the date on which the retiring member ceases membership.

#### **12. Alternate members of Council**

- (1) A constituent member may appoint one or more persons as alternate member or members, and may terminate such appointment at discretion. The appointment and termination of appointment of such alternate members shall take effect when notified in writing to the Executive Secretary.
- (2) When a member is absent from a meeting of the Council or a sub-committee of the Council, an alternate member appointed in respect of the absent member may attend and vote at the meeting and exercise all the powers and functions of such member in relation to such meeting.
- (3) An alternate member shall be entitled to notices of meetings of the Council and to the papers relevant to the business of Council made available to members.
- (4) An alternate member present at a meeting in place of a member shall be counted for the purpose of a quorum.
- (5) An alternate member ceases to be an alternate member upon resigning in writing to the Executive Secretary; termination under sub-section (1); becoming bankrupt; making an arrangement or composition with creditors generally; becoming of unsound mind; or becoming a person whose person or estate is liable to be dealt with under the law relating to mental health.
- (6) In the case of an alternate appointed in accordance with sub-section (1) ceasing to be a member, the member nominated to represent a constituent body may nominate a suitable appointee to replace that alternate for the remainder of the previous appointee's term.

#### **13. Council meetings**

- (1) Council meetings shall be held at such times as the Council may decide or the Chair directs. The Council may adjourn and otherwise regulate its meetings as it thinks fit.
- (2) Meetings may be held at two or more venues using any technology approved by the Council that gives each member who is entitled to vote a reasonable opportunity to participate.
- (3) The Chair when present, and the Vice-Chair in the Chair's absence, shall chair all meetings of the Council; in the absence of both, the Council shall elect a person from among those present to chair the meeting. If a motion of no-confidence in the Chair is put before the Council, the chairmanship will temporarily pass to the Vice Chair.

- (4) The quorum at a Council meeting shall be 7 members of which 3 must be constituent members and 3 must be public members.
- (5) At least seven days written notice must be given of each Council meeting unless all members entitled to vote at the proposed meeting agree to accept shorter notice.

#### **14. Voting at Council meetings**

- (1) The numbers of constituent, public and journalist members who are eligible to vote at any one Council meeting shall be determined by designated resolutions. In determining those numbers, regard shall be had to the principle that the number of public members shall as far as possible equal the number of constituent members.
- (2) Criteria and procedures for determining which members are entitled to vote at particular Council meetings, and the circumstances in which other members may attend but not vote, may be specified in designated resolutions. Where not specified in this way, they may be specified by ordinary resolution at a Council meeting.
- (3) Subject to the provisions of this Constitution, questions arising at any meeting of the Council shall be decided by a majority of votes cast. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote. Proxy votes are permissible if written notice is provided to the Executive Secretary at least 48 hours before the commencement of the meeting.
- (4) A question arising at a meeting is to be determined by a show of hands or by voices unless, before or on declaration by the chair of the result, a poll of votes by secret ballot is required by the chair or at least three members who are entitled to vote at the meeting.
- (5) Where a meeting is held in two or more venues, voting shall be by email or mail unless all members agree that it can be by other appropriate technology or by the voices.

#### **15. Sub-committees and working groups**

- (1) The Council may appoint sub-committees and working groups to carry out or advise on any of the objects in section 3, with membership and functions it determines.
- (2) The Chair and Vice-Chair shall be *ex-officio* members of all committees. Other members of sub-committees and working groups may include people who are not Council members.
- (3) A sub-committee shall have such executive authority as may be delegated to it from time to time by resolution of the Council.
- (4) The sub-committees and working groups established by the Council shall include
  - (a) one or more Complaints Sub-Committees, with public and ex officio members constituting a majority at each meeting and other members including at least one journalist member and one constituent member;
  - (b) a Constituent Funding Sub-Committee, comprising the Chair, Vice-Chair and one nominee of each constituent body, with power to determine the amount of funding to be contributed to the Council by each constituent body in accordance with section 16;
  - (c) one or more sub-committees or working groups to consider policy issues falling within the objects in section 3;
  - (d) such other sub-committees or working groups as the Council shall decide.
  - (e) The composition required by s15 (4) (a) can be waived by the Chair if a member who has been rostered to attend the meeting fails to do so and it is not practicable to arrange a substitute member.

## **16. Funding**

- (1) Funding is to be provided by the constituent bodies at a level which is determined by the Constituent Funding Sub-Committee, after considering a recommendation from the Council, to be sufficient for the association's ongoing expenses for the conduct of its responsibilities. Funding may also be provided by constituent bodies or other sources for projects or other specific purposes.
- (2) If a constituent body fails to comply with a funding obligation determined in accordance with this Constitution, its status as a constituent body shall cease immediately.
- (3) Additional funding for specific projects or other purposes may also be obtained from constituent bodies or other sources.

## **17. Finance**

- (1) Unless decided otherwise by the Council, the financial year of the association shall be from 1 July to 30 June.
- (2) All cheques issued in the name of the association shall be signed by any two of the persons specially authorised by the Council, provided that the Chair, the Vice Chair and the Executive Secretary shall be among the signatories.

## **18. Audit**

A statement of assets and liabilities and of receipts and expenditure shall be prepared annually by the association and shall be audited by a qualified Auditor appointed by the association. A copy of the audited statement shall be provided to each member of the association.

## **19. Travelling and subsistence expenses**

Reasonable travelling and subsistence expenses as determined by the Council from time to time shall be paid to Council members and staff attending meetings of the Council (including its sub-committees and working groups) or of the association and in such other circumstances as the Council may determine.

## **20. Notices**

Notices of meetings may be given by post, email or such other method as the Council approves. Notice given by post shall be deemed to have been received 48 hours after posting. Accidental omission to notify persons entitled to receive notice of meeting or non-receipt by any of them of such notice shall not invalidate the proceedings of the meeting to which the notice relates.

## **21. Public Officer and records**

- (1) Unless otherwise determined by the Council, the Executive Secretary shall be the Public Officer under the Act.
- (2) The Executive Secretary shall have custody and control of all records, books and other documents relating to the association. The records, books and other documents of the association must be open to inspection, free of charge, by any member of the Council at its Registered Office during business hours.

## **22. Indemnity**

A Council member shall be indemnified by the association against a loss or liability suffered or incurred by the member in the course of, and by reason of, discharging such duties as a member.

### **23. Staff**

The Council shall appoint from time to time an Executive Secretary on such terms and conditions as are agreed to by the Council and the appointee. The Executive Secretary shall be Chief Executive Officer of the association and the Council and oversee their operations on a day-to-day basis. The terms and conditions for the employment of the staff shall be determined by agreement between each staff member and the Executive Secretary, in consultation with the Chair.

### **24. Validation of proceedings**

- (1) All acts done by a person as a member of, and at any meeting of, the association or Council (including its sub-committees) shall be as valid as if every such member had been duly appointed and was qualified to be a member, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or that they or any of them were disqualified.
- (2) The association and the Council may act notwithstanding a vacancy in their membership.

### **25. Dissolution**

The association may be wound up by a special resolution in accordance with the Act if it appears to the members that the association's voluntary nature and independence are threatened or that other circumstances have arisen which render the continued functioning of the association inappropriate.

### **26. Alteration of Constitution**

Alterations of this Constitution, including the objects in section 3, shall be made by a special resolution in accordance with the Act.

### **27. Designated resolutions**

- (1) A General Meeting may make resolutions under this section ("designated resolutions") on matters designated for that purpose in the Constitution.
- (2) A designated resolution shall be passed by a majority comprising at least three-quarters of the votes cast.
- (3) All members of the association shall be given at least 14 days notice of the nature of the proposed resolution.
- (4) A resolution made under this section shall only be changed by a subsequent resolution under this section.

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