



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 2009* (NSW) and any regulations under that Act, and any Act or regulations which supersede, repeal or replace that Act or regulations;
- “ADC” means the Australian Disputes Centre;
- “the association” means the Australian Press Council Inc;
- “Business Day” means a day on which banks are open for business in Sydney;
- “CB core funding” means the funding provided by constituent bodies pursuant to section 20(1);
- “the Chair” means the Chair of the Council and includes a Vice-Chair when acting as the Chair;
- “constituent body” means:
 - an association of publishers;
 - a corporate or individual publisher;
 - an organisation representing journalists; and
 - any other organisation

which has been admitted as a constituent body under this Constitution;

- “constituent member” means a Council member appointed pursuant to section 11(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;
- “Department Secretary” means the “Secretary” as that term is defined in the Act and includes any person acting on behalf of or under delegation from that person as set out in the Act;
- “designated resolution” means a resolution passed in accordance with the requirements of section 31;
- “Disciplinary Committee” means the committee established to conduct disciplinary proceedings in accordance with section 7;
- “Dispute” means a dispute referred to in section 5(1);
- “Executive Director” includes acting Executive Director;
- “General Meeting” means a meeting under section 8 and is to be distinguished from a “Council meeting”;
- “Guidelines” means the Guidelines for Commercial Mediation issued by the ADC from time to time;
- “journalist member” means a Council member appointed pursuant to section 11(6);

- "member" means a member of the association;
- "print and digital media" includes publication in print or electronic form but does not include publication by radio or television broadcast;
- "public member" means a Council member appointed pursuant to section 11(5);
- "publisher" means any publisher which is a constituent body or is a member of an association of publishers which is a constituent body;
- "special resolution" means a special resolution passed in accordance with the Act and section 8(9);
- "State" means a State or Territory of the Commonwealth of Australia; and
- "Vice-Chairs" means the Vice-Chairs of the Council appointed in accordance with section 13.

3. Objects and powers of the association

- (1) The objects of the association are to promote freedom of speech through responsible and independent print and digital 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 and digital media;
 - (b) encouraging and supporting initiatives by the print and digital 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 income 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 section 3(2) shall not prevent the payment to a member of
 - (a) bona fide remuneration and expenses; or
 - (b) expenses only; or
 - (c) reimbursement under section 20(5);
 as are approved by Council in respect of specific services rendered to the association.

4. Membership of the association

- (1) The members of the association are:
 - (a) organisations admitted as constituent bodies by designated resolution under section 31;
 - (b) persons appointed as Council members under sections 11(2), 11(5) and 11(6).
- (2) (a) Members shall cease to be members upon:
 - (i) written notification by them to the Executive Director (in accordance with section 4(2)(b) if they are constituent bodies); or
 - (ii) expulsion as a member under sections 6 or 7;
 - (iii) their being dissolved or otherwise ceasing to exist;

- (iv) having appointed to them:
 - (A) a receiver;
 - (B) a receiver and manager;
 - (C) a liquidator;
 - (D) an administrator;
 - (E) an administrator of a deed of company arrangement; or
 - (v) cessation of their status as a constituent body or Council member in accordance with this Constitution.
- (b) If a member which is a constituent body wishes to resign its membership of the association, it must provide the Executive Director with at least four years' prior written notice of its resignation. The resigning constituent body will be required to continue meeting its financial obligations as set out in section 20 for three years following service of its notice of resignation. For the fourth year, the resigning constituent body will not be:
- (i) required to meet its financial obligations as set out in section 20; and
 - (ii) entitled to attend and vote at any General Meetings or to be represented on the Council or its sub-committees.
- (c) If a member which is a constituent body ceases to be a member under section 4(2)(a)(ii), it shall continue to be liable for:
- (i) any monies due by the member to the association; and
 - (ii) any sum for which the member is liable as a member under section 4(4);
- which are due and payable as at the date of cessation of membership.
- (d) (i) If a member which is a constituent body ceases to be a member under sections 4(2)(a)(iii), 4(2)(a)(iv) or 4(2)(a)(v) (**Ceasing Member**), it shall continue to be liable for:
- (A) any monies due by the Ceasing Member to the association;
 - (B) any sum for which the Ceasing Member is liable as a member under section 4(4); and
 - (C) its financial obligations as set out in section 20 for three years following its cessation of membership.
- (ii) The Ceasing Member shall pay the amounts referred to in:
- (A) sections 4(2)(d)(i)(A) and 4(2)(d)(i)(B) immediately; and
 - (B) section 4(2)(d)(i)(C) at the time it would have otherwise been payable under section 20(2) as if the Ceasing Member had continued to be a member.
- (iii) The Ceasing Member acknowledges that notwithstanding the fact that it will no longer be a member after its membership has ceased, it is required to pay the amount referred to in section 4(2)(d)(i)(C) because the Constituent Funding Sub-Committee has calculated the CB core funding amount for the next three financial years, and if the Ceasing Member does not pay its contribution to the CB Core Funding, the remaining constituent bodies will have to pay the shortfall.
- (iv) The Ceasing Member acknowledges that its obligations as contained in this section 4(2)(d) will:
- (A) survive the cessation of its membership with the association; and
 - (B) become a debt due and payable to the association.
- (3) Unless determined otherwise by the Council, there shall be no fee for admission or continuance as a member. Constituent bodies, however, will be liable to financial obligations as determined under section 20 or owing under sections 4(2)(b) or 4(2)(c) or 4(2)(d).
- (4) 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, if any, unpaid by the member in respect of any membership fee

determined under section 4(3) above and of any financial obligations determined under section 20.

- (5) Each constituent body is required to:
 - (a) comply with the obligations under this Constitution;
 - (b) commit the publications it controls to the Council's binding Standards (being the Statements of Principles and Specific Standards) as they apply;
 - (c) promulgate those Standards to the staff of those publications;
 - (d) ensure that those publications deal with complaints in accordance with the Council's procedures (including the provision of statistical information);
 - (e) comply with the requirements relating to the publication of Council adjudications, as specified in any designated resolution; and
 - (f) comply with any other requirements specified in designated resolutions.
- (6) Each constituent body which is an association of publishers shall require its publisher members to comply with the obligations in section 4(5) above.

5. Resolution of Internal Disputes

- (1) In the event of a Dispute between:
 - (a) a member and another member arising from obligations imposed or rights conferred on either as a result of membership of the association; or
 - (b) a member or members and the association;the parties are:
 - (c) to use their best endeavours to resolve the Dispute expeditiously, acting in good faith and in a reasonable manner; and
 - (d) not to commence any legal proceedings against another party until the procedure described in section 5(2) has been complied with.
- (2) If a Dispute arises in the manner set out in section 5(1), the following dispute resolution procedure is to be followed:
 - (a) Any party to the Dispute must give the other party a notice of the Dispute by hand, post or email, identifying and providing details of the Dispute.
 - (b) Within ten (10) Business Days of service of a notice of Dispute, a representative of each party must meet and, in good faith, attempt to resolve the Dispute.
 - (c) If the Dispute is not resolved within ten (10) Business Days of the last date for the meeting of representatives under section 5(2)(b), the parties shall notify the Council that the dispute has not been resolved and the Dispute is to be referred to mediation administered by the ADC.
 - (d) The mediation will be conducted in accordance with the Guidelines which are operating at the time the matter is referred to the ADC. The terms of the Guidelines, which set out the procedures to be adopted, the process of selection of mediator and the costs involved, will apply.
 - (e) No party may begin legal proceedings in connection with a Dispute between the parties unless a mediation under section 5(2)(d) has taken place.
 - (f) The limitation in section 5(2)(e) above does not apply:
 - (i) if a party wants to apply for equitable relief or urgent interlocutory relief;
 - (ii) to a party who attempts in good faith to comply with section 5(2)(d), but cannot do so because another party(s) does not comply with that section; or
 - (iii) if the mediation cannot take place within a reasonable time for reasons beyond the control of the party who wishes to commence proceedings.
 - (g) The parties agree that no proceedings will be commenced by them prior to the fulfilment of the process set out above other than in circumstances stipulated by section 5(2)(f).

6. Disciplining members

- (1) If the Council is of the opinion that a member has:
 - (a) persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) persistently or wilfully acted in a manner prejudicial to the interests of the association;the Council may by resolution propose to:
 - (c) expel the member from the association; or
 - (d) suspend the member from membership of the association for a specified period; and subject to complying with the procedures in this section 6, may do so.
- (2) If the Council resolves that it proposes to expel or suspend a member under section 6(1), the Executive Director must serve the member with a notice in writing:
 - (a) setting out the proposed resolution of the Council for expulsion or suspension of the member and the grounds upon which it is based;
 - (b) stating that the member may address the Council at a Council meeting to be held not earlier than 14 days and not later than three months after the service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Council at or prior to the date of the meeting, written representations relating to the resolution.
- (3) A meeting at which the proposed resolution for expulsion or suspension is to be considered is to be held not earlier than 14 days and not later than three months after the service on the member of a notice pursuant to section 6(2).
- (4) A resolution of the Council to expel or suspend a member is of no effect unless passed by at least 75% of the Council members present at the Council meeting referred to in sections 6(2) and 6(3).
- (5) At a meeting of the Council pursuant to sections 6(2) and 6(3), the Council must:
 - (a) give the member an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Council by the member at or prior to the Council meeting.
- (6) The member must be notified within seven (7) days of the meeting whether or not the Council passed the resolution to expel or suspend, and if the Council resolved to expel or suspend, the member must also be notified of the right to appeal under section 7.
- (7) A resolution for expulsion or suspension passed by the Council under this section takes effect:
 - (a) on the expiration of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; and
 - (b) if, within that period, the member exercises the right of appeal, and the Disciplinary Committee confirms the resolution pursuant to section 7(4)(b).

7. Right of appeal of disciplined member

- (1) The Council will establish a committee for the purpose of hearing an appeal pursuant to this section 7 ("Disciplinary Committee"). The Disciplinary Committee will comprise an independent panel of three experts, all chosen by the Council. The experts will be chosen based upon the nature of the alleged misconduct by the member. The Disciplinary Committee may seek advice from any relevant source.
- (2) A member may appeal to the Disciplinary Committee against a resolution of the Council made under section 6(4). Written notice of such an appeal must be lodged with the

Executive Director within seven (7) days of service of the notice on the member under section 6(6).

- (3) Within 35 days after the receipt of a notice of appeal from the member pursuant to section 7(2), the Disciplinary Committee must convene a meeting.
- (4) At the Disciplinary Committee meeting convened under section 7(3):
 - (a) the member must be given the opportunity to state their case orally or in writing, or both using any technology (reasonably available to the Council) that gives the member a reasonable opportunity to do so; and
 - (b) the Disciplinary Committee must vote by ballot on the question of whether the resolution will be confirmed.
- (5) The Disciplinary Committee's decision, pursuant to section 7(4)(b) is final. The member is not entitled to appeal the Disciplinary Committee's decision.
- (6) The member the subject of these disciplinary procedures is entitled to:
 - (a) subject to section 7(6)(b), bring a support person to any meeting with the Disciplinary Committee or the Council, which meetings are being held pursuant to sections 6 or 7; and
 - (b) if the support person is legally qualified, the member must notify the Disciplinary Committee or the Council (as the case may be) at least five (5) Business Days before the meeting that the support person attending the meeting will be legally qualified.
- (7) Natural justice will be applied during every disciplinary process under sections 6 or 7, requiring the Council and the Disciplinary Committee to act fairly, in good faith and without bias or conflict of interest when making its decision.
- (8) Each member which is subject to any disciplinary proceedings under section 6 or 7:
 - (a) agrees to abide by the decisions of the Council and the Disciplinary Committee (if applicable); and
 - (b) acknowledges that the member will not be entitled to bring any action or suit against the association, members of the Council or members of the Disciplinary Committee as a consequence of, or arising out of, any decision or action of the Council or the Disciplinary Committee.
- (9) Each member acknowledges that no matters or things done or omitted by the Council or the Disciplinary Committee (including the exercise of their powers as contained in sections 6 or 7) subject the Disciplinary Committee or the Council or the association to any liability. Each member hereby releases the association, members of the Council and members of the Disciplinary Committee from any such liability.

8. 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 subject to any extension or permission granted by the Department Secretary under section 37(2)(b) of the Act. Other General Meetings shall be convened on the requisition in writing of not less than ten members or at the direction of the Chair.
- (2)
 - (a) Subject to sections 8(2)(b) and 20(2), all members are entitled to vote at a General Meeting and all alternate members of the Council are entitled to attend.
 - (b) Each member shall have one vote except that constituent bodies paying less than 0.5% of CB core funding will have equal fractions of one vote (or, if there are more than ten, equal fractions of two votes).
- (3) The Chair shall chair all General Meetings. In his or her absence, the meeting shall be chaired by a Vice-Chair who has been nominated by the Chair for that purpose or, in the absence of such nomination, as agreed between the Vice-Chairs. In the absence of such agreement, it shall be chaired by whichever Vice-Chair in attendance has been a Council member for the longer period.
- (4) In addition to any other business that may be transacted, the business of an annual General Meeting shall include

- (a) confirmation of the minutes of the last preceding annual General Meeting 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) The Executive Director shall give to each member at least fourteen (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 unless all members agree to accept shorter notice or it includes notice of a special resolution.
 - (6) No resolution may be voted upon at a General Meeting unless a quorum of ten members is in attendance in person or by proxy. If a quorum is not in attendance 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 in attendance within half an hour after the time appointed for the commencement of the meeting, the members in attendance (being at least five) shall constitute a quorum.
 - (7) The chair of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (8) Proxy votes are permissible if written notice is provided to the Executive Director at least forty-eight (48) hours before the commencement of the meeting. Each non-Council member is entitled to appoint another member as proxy and each Council member is entitled to appoint another member in the same category as them (ie constituent member, public member or journalist member). The notice appointing the proxy is to be in the form determined by the Council from time to time.
 - (9) No special or designated resolution may be passed at a General Meeting unless at least
 - (a) three representatives of constituent bodies; and
 - (b) three public members (or at least such other numbers of such persons as may be specified in a designated resolution)
 vote in favour of it.
 - (10) 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 17(1)–(2) and 18(2)–(3) shall apply to General Meetings in the same way as to Council meetings.

9. Resolutions without General Meetings

- (1) Members may pass an ordinary resolution without a General Meeting being held if members holding a majority of the votes in accordance with section 8(2) sign a document containing a statement that they are in favour of the resolution set out in that document. For this purpose, signatures can be contained in more than one document.
- (2) Members may pass a special resolution or designated resolution without a General Meeting being held if members holding a majority of at least 75% of the votes in accordance with section 8(2), including:
 - (a) three representatives of constituent bodies; and
 - (b) three public members (or at least such other numbers of such persons as may be specified in a designated resolution),
 sign a document containing a statement that they are in favour of the resolution set out in that document. For this purpose, signatures can be contained in more than one document.
- (3) An electronic transmission which is received by the association and which purports to have been signed by a member shall for the purposes of this section 9 be taken to be in writing and signed by that member at the time of the receipt of the electronic transmission by the association.

10. 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.

11. Appointment of Council members

- (1) The Council consists of the following:
 - (a) an independent Chair appointed pursuant to section 11(2);
 - (b) constituent members appointed pursuant to section 11(3);
 - (c) public members appointed pursuant to section 11(5); and
 - (d) journalist members appointed pursuant to section 11(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 total number of constituent members and the number of persons a constituent body may nominate as constituent members 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 Director.
- (4) Unless decided otherwise by the Council, constituent members shall be appointed for 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 Council member at an earlier date if the nominating body so requires in writing to the Executive Director or ceases to be a constituent body or section 4(2)(b)(ii) or section 20(2)(b) applies.
- (5) The Council shall appoint, on the nomination of the Chair, after public advertisement of vacancies, persons to the Council as public members:
 - (a) who have not had previous connections involving ownership of, or employment by, the media; or
 - (b) whom if they have had previous connections involving ownership of, or employment by, the media, the Council considers have not had recent and significant connections of this kind.

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 persons to the Council as 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 sections 11(5) and 11(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 Director shall establish and maintain a register of Council members in compliance with the Act.

12. The Independent Chair

The Chair is appointed by the 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.

13. The Vice-Chairs

- (1) The Council shall appoint two Vice-Chairs from its public members for a specified period of up to two years. Any initial appointment may be renewed for one or two further periods of up to two years each.

- (2) When the office of Chair is vacant or the Chair is unable to act by reason of absence or illness, one or both of the Vice-Chairs shall perform the functions of the Chair on such terms as may be agreed by the Council.

14. Cessation of Council membership

- (1) A Council member shall cease to be a Council member upon
 - (a) resignation by notice in writing to the Executive Director;
 - (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) except in the case of a constituent member, no longer being a member;
 - (f) in the case of a constituent member, being removed by the constituent body which nominated that constituent member;
 - (g) in the case of a constituent member, the constituent body which nominated that constituent member no longer being a constituent body;
 - (h) in the case of the Chair, public members or journalist members, no longer being eligible to be appointed by virtue of sections 11(2), 11(5) and 11(6) respectively.
- (2) A vacancy arising by reason of the death of a Council member or one of the events described in section 14(1) is referred to in this Constitution as a casual vacancy.
- (3) As soon as practicable after a casual vacancy has occurred the Council, and in the case of a constituent member on the nomination of the constituent body which nominated the vacating constituent member, shall appoint to the vacancy a person satisfying the relevant requirements of section 11 of this Constitution for either:
 - (a) the rest of the term of the vacating Council member; or
 - (b) a new full term.
- (4) Members in General Meeting may by resolution of at least 75% of members present at the meeting remove any Council member from the office of Council member before the expiration of the Council member's term of office, and may by resolution appoint another person to hold office until expiration of the term of office of the Council member so removed.
- (5) Notice of intention to move a resolution to remove a Council member must be given by at least five members to:
 - (a) members at least one (1) month before the General Meeting of the association is to be held; and
 - (b) the affected Council member as soon as practicable.
- (6) A Council member whom the association is seeking to remove by resolution is entitled to put their case to members by:
 - (a) giving the association a written statement for circulation to members; and
 - (b) speaking to the motion at the meeting.

15. Duration of Council membership

- (1) Subject to section 15(3) and unless otherwise determined by the Council, all public members and journalist members shall be appointed for a term of three years but shall be eligible for reappointment for further terms of a length determined by Council.
- (2) Retiring members shall be replaced in accordance with section 11, as from a date no earlier than the date on which the retiring member ceases membership of the Council.
- (3) Once a public member or journalist member has served the maximum term of nine years (whether successive or with breaks in between) as a Council member the person is not eligible for reappointment to the Council.

16. 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 Director.
- (2) When a constituent 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 constituent 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 Council members.
- (4) An alternate member present at a meeting in place of a constituent member shall be counted for the purpose of a quorum.
- (5) An alternate member ceases to be an alternate member upon
 - (a) resigning in writing to the Executive Director;
 - (b) termination under sub-section (1);
 - (c) becoming bankrupt;
 - (d) making an arrangement or composition with creditors generally;
 - (e) becoming of unsound mind;
 - (f) becoming a person whose person or estate is liable to be dealt with under the law relating to mental health;
 - (g) the constituent member referred to in section 16(1) no longer being a Council member; or
 - (h) the constituent body which nominated the constituent member referred to in section 16(1) no longer being a member.
- (6) In the case of an alternate member appointed in accordance with section 16(1) ceasing to be a member, the constituent member nominated to represent a constituent body may appoint a suitable appointee person to replace that alternate for the remainder of the previous appointee's term.

17. 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) Council meetings may be held at two or more venues using any technology approved by the Council that gives each Council member who is entitled to vote a reasonable opportunity to participate.
- (3) The Council may pass a resolution without a Council meeting being held if a majority of the total number of Council members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in that document. For this purpose, signatures can be contained in more than one document. An electronic transmission which is received by the association and which states that the Council member is in favour of the resolution shall for the purposes of this section 17(3) be taken to be in writing and signed by that Council member at the time of the receipt of the electronic transmission by the association.
- (4) The Chair when present, and one of the Vice-Chairs in the Chair's absence, shall chair all meetings of the Council; in the absence of the Chair and both Vice-Chairs, the Council shall elect a person from among those Council members 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 one of the Vice-Chairs.
- (5) The quorum at a Council meeting shall be nine members of which at least four must be constituent members and at least four must be public members.

- (6) At least seven (7) days written notice must be given of each Council meeting unless all Council members entitled to vote at the proposed meeting agree to accept shorter notice.

18. Voting at Council meetings

- (1) Subject to the provisions of this Constitution, questions arising at any meeting of the Council shall be decided by a majority of votes cast. Each Council member shall have one vote. 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 Director at least forty-eight (48) hours before the commencement of the meeting. Each Council member is entitled to appoint only another Council member of the same category as them (ie constituent member, public member or journalist member) as proxy.
- (2) 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 Council members who are entitled to vote at the meeting.
- (3) Where a meeting is held in two or more venues, voting shall be by email unless a majority of Council members agree that it can be by other appropriate technology or by the voices.

19. 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-Chairs shall be ex-officio members of all sub-committees and working groups. Other members of sub-committees and working groups may include people who are not Council members.
- (3) A sub-committee or working group 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 the following, with such powers as the Council may delegate to them:
 - (a) a Complaints Sub-Committee (to be known as the Adjudication Panel), each meeting of which shall be chaired by the Chair, a Vice Chair, any public member appointed as an Adjudication "Panel Chair" or an independent, suitably qualified individual appointed by the Council with sufficient skills and experience and a significant connection to the Council, and comprise a majority of Council members and, in addition, shall have an equal number of "public panel members" and "industry panel members", in accordance with the definition of these two terms in a Designated Resolution;
 - (b) a Constituent Funding Sub-Committee, comprising the Chair, the Vice-Chairs and one nominee of each constituent body, with power to determine the amount of funding to be contributed to the association by each constituent body in accordance with section 20;
 - (c) an Administration and Finance Sub-Committee, comprising the Chair and at least: two other public members, two publisher members (to be chosen by Designated Resolution) and either one journalist member or the Council member nominated by the Media Entertainment and Arts Alliance;
 - (d) one or more sub-committees or working groups to consider policy issues falling within the objects in section 3;
 - (e) such other sub-committees or working groups as the Council shall decide.
- (5) The composition required by section 19(4)(a) can be waived by the Chair if a sub-committee member who has been rostered to attend the meeting fails to do so and it is not practicable to arrange a substitute member.
- (6) Each member of a sub-committee shall have one vote except that on the Constituent Funding Sub-Committee, those members who are nominees of constituent bodies contributing less than 0.5% to CB core funding shall have the same voting rights as in section 8(2)(b).
- (7) Where not explicitly specified in this Constitution or required by the Act, the procedures for a sub-committee or working group meeting shall be the same as for a Council meeting. In

particular, sections 17(1)–(3) and 18(1)–(3) shall apply to sub-committee or working group meetings in the same way as to Council meetings.

20. Funding

- (1)
 - (a) CB core funding must be provided by the constituent bodies at a total level, and at a quantum per constituent body, which is determined by resolution of the Constituent Funding Sub-Committee in accordance with this section 20, after considering a recommendation from the Council, to be sufficient for the association's ongoing expenses for the conduct of its responsibilities.
 - (b)
 - (i) The Constituent Funding Sub-Committee is to determine the total CB core funding for each financial year at least three financial years in advance. Once such funding has been determined, the CB core funding amount cannot be subsequently altered without the passing of a designated resolution.
 - (ii) The quantum of the contributions to be made to CB core funding by
 - (A) each of the constituent bodies paying more than 10% of CB core funding will be determined by the Constituent Funding Sub-Committee at least three financial years in advance; and
 - (B) each of the remaining constituent bodies will be determined by the Constituent Funding Sub-Committee at least two financial years in advance.
- (2) Annual contributions to CB core funding by the constituent bodies are payable in six-monthly instalments before the commencement of the period to which the instalment relates. If a constituent body fails to pay its contribution before the end of the period to which the instalment relates that constituent body will not be able to:
 - (a) attend and vote at General Meetings; and
 - (b) be represented on the Council or its sub-committees;until a period of six months has expired from the date of payment by the constituent body of its outstanding contributions. Unpaid contributions constitute a debt due and owing to the association by the defaulting constituent body.
- (3)
 - (a) Subject to section 20(3)(b), additional funding for specific projects or other purposes may also be obtained from constituent bodies or other sources.
 - (b) Three or more Council members may require that any proposal for funding as referred to in section 20(3)(a) be subject to approval by a designated resolution.
- (4) Any shortfalls to CB core funding due to unpaid contributions by constituent bodies will be made up as follows:
 - (a) the first 5% of total CB core funding shall be met by a pro-rata additional payment to be made by all constituent bodies;
 - (b) the next 10% of total CB core funding shall be met by a pro-rata additional payment to be made by only those constituent bodies which are required to contribute at least 10% of the total CB core funding for the relevant financial year; and
 - (c) any remaining shortfall can be sought by the Council from any source it considers to be appropriate.No constituent body will be required under this section 20(4) to make up more than 7.5% of CB core funding to meet the shortfall and these shortfall obligations will not apply to any constituent bodies if a constituent body which was due to pay more than 25% of total core funding has resigned from its membership of the association.
- (5) Any recoveries of shortfall contributions from defaulting constituent members will be used to reimburse those constituent bodies which make up the shortfall under section 20(4).

21. 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, at least one of the Vice-Chairs, and the Executive Director shall be among the authorised persons.
- (3) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (4) Subject to any resolution passed by the association, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Council determines.
- (5) The funds of the association are to be derived from CB core funding and such other sources as the Council determines.

22. 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.

23. 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.

24. 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.

25. Public Officer and records

- (1) Unless otherwise determined by the Council, the Executive Director shall be the Public Officer under the Act.
- (2) The Executive Director shall have custody and control of all records, books and other documents relating to the association.
- (3) The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the records, book and other documents of the association or any of them will be open to the inspection of members.

26. Indemnity

A Council member, an alternate member, an industry panel member (whether a Council member or otherwise), a public panel member (whether a Council member or otherwise) and the Executive Director (including any acting Executive Director) (hereinafter "Indemnified Person") shall be indemnified by the association against a loss or liability suffered or incurred by the Indemnified Person in the course of, and by reason of, discharging their duties to the maximum extent permitted under law. However, no such Indemnified Person shall be indemnified against:

- (1) a liability arising out of conduct attributable to fraud or gross recklessness on the Indemnified Person's behalf;
- (2) any liability, claim or circumstance if to do so would involve the association being in a breach of law
- (3) a liability to the extent that to do so would contravene this Constitution;
- (4) a liability the Indemnified Person owes to the association;
- (5) a liability for costs and expenses incurred if the costs are incurred:

- (a) in defending or resisting proceedings in which the Indemnified Person is found to have a liability for which the Indemnified Person could not be indemnified under this section 26 or which the association is not otherwise permitted by law to indemnify the Indemnified Person;
 - (b) in defending or resisting criminal proceedings in which the Indemnified Person is found guilty; other than proceedings for strict liability offences in which the Indemnified Person is found guilty;
 - (c) in defending or resisting proceedings brought by the NSW Office of Fair Trading or a liquidator for a court order if the grounds for making the order are found by the court to have been established and where the Indemnified Person has not acted bona fide;
 - (d) in defending or resisting proceedings brought by the association; or
 - (e) in connection with proceedings for relief in which the Court denies the relief and where the Indemnified Person has not acted bona fide;
- (6) any liability which the Indemnified Person recovers under any policy of insurance or from any third party, or which any insurer or other third party satisfies directly.

27. Staff

The Council shall appoint from time to time an Executive Director on such terms and conditions as are agreed to by the Council and the appointee. The Executive Director (including any acting Executive Director) shall be Chief Executive Officer of the association and oversee its 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 Director, in consultation with the Chair.

28. 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.

29. Dissolution

- (1) 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.
- (2) If any surplus remains following the winding up of the association, the surplus will not be paid to or distributed amongst members, but will be given or transferred to another institution or corporation which has:
 - (a) objects which are similar to the objects of the association;
 - (b) a constitution which requires its income and property to be applied in promoting its objects; and
 - (c) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the association by section 3(2).
- (3) The identity of the corporation or institution is to be determined by a special resolution of the association and approved by the Department Secretary.

30. 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 and the applicable provisions of section 8.

31. Designated resolutions

- (1) A General Meeting may make resolutions under this section (“designated resolutions”) on matters designated for that purpose in the Constitution.
- (2) Subject to section 8(9), a designated resolution shall be passed by a majority comprising at least three-quarters of the votes cast.
- (3) Terms used in designated resolutions which are defined in this Constitution have the same meaning as in the Constitution.
- (4) All members shall be given at least fourteen (14) days’ notice of the nature of the proposed designated resolution.
- (5) A resolution made under this section shall only be changed by a subsequent resolution under this section.
- (6) Each member will at all times comply with the requirements of all designated resolutions.
- (7) A designated resolution, once passed pursuant to this section, is deemed to be part of the Annexure to this Constitution which notes all current designated resolutions. The Annexure to this Constitution is not part of this Constitution and any changes to the Annexure do not need to be notified to the NSW Office of Fair Trading.

ANNEXURE

DESIGNATED RESOLUTIONS

The following designated resolutions have been passed by the Australian Press Council Inc. under section 31 of the Constitution.

1. Constituent Bodies

In accordance with section 11(3) of the Constitution, the following organisations are confirmed as constituent bodies of the association and the number, if any, of constituent members of the Council whom they may nominate is indicated in parentheses after their names. All constituent bodies that do not have a number after their name are entitled to vote in a collective process to nominate one person as a constituent member of the Council under section 11(3) and 11(4) of the Constitution. The voting will be conducted in accordance with a process specified by the Council.

Adelphi Printing Pty Ltd (the Monthly Chronicle)
Agenda Media Pty Ltd trading as Women's Agenda
Altmedia Pty Ltd
At Large Media
Australian Associated Press (1)
Australian Property Journal
Bauer Media Group (1)
Budsoar Pty Ltd trading as the Koori Mail
Country Press Australia (1)
Dailymail.com Australia Pty Ltd (1)
Echo Publications Pty Ltd
Fairfax Media (1)
Focal Attractions
Highlife Publishing Pty Ltd
HT&E Limited (1)
Independent Australia Pty Ltd
Indigenous Business News
Inside Story Publishing Pty Ltd
Local and Independent News Association
Mandaeen Media Network
Man of Many Pty Ltd
Media Entertainment and Arts Alliance
Nascon Media Pty Ltd
National Indigenous Times Holdings Pty Ltd
News Corp Australia (1)
Nine.com.au (1)
Out Publications Pty Ltd
Private Media
Pro Bono Pty Ltd
Radiowise Productions Pty Ltd
Region Group Pty Ltd
Schwartz Media (in relation to The Saturday Paper owned by Trustee for the Liberty 2701 and The Monthly owned by Trustee for the Monthly Trust)
Solstice Media Limited
The New Daily
The Urban Developer Pty Ltd
Western Sydney Publishing Group Pty Ltd
WorkDay Media

2. Members of the Council

In accordance with sections 11(3) and 11(7) of the Constitution, the numbers of members of the Council at any one time, in addition to the Chair, shall be as follows:

- constituent members: 9–12;
- public members: 9–12;
- journalist members: 4–6.

3. Administration and Finance Sub-Committee

In accordance with section 19(4)(c) of the Constitution, the publisher members on the Administration and Finance Committee will include those representing the two constituent bodies which are contributing the highest proportions of CB core funding.

4. Publication of Adjudications

- (1) Each publisher must ensure that any Council adjudication relating to a publication which it controls is published in that publication.
- (2) The adjudication must be published in full and headed “Press Council Adjudication” or “Press Council Ruling”, together with the Council’s logo. It must not be accompanied by editorial comment, and any subsequent reporting of or comment upon, the adjudication must comply with the Council’s Standards of Practice.
- (3) In the case of daily publications, the adjudication must be published within seven days of the final adjudication being notified to them. In the case of other publications, it must be published no later than the first issue after the seven day period.
- (4) The adjudication must be published with due prominence in a position in the publication which the Executive Director has approved as likely to be seen by those who saw the material on which the complaint was based.
- (5) Where the adjudication relates to online material, a brief summary note providing a link to the full adjudication must be published for at least 24 hours on the home page of the website. The content of the summary note and its position on the home page must be approved by the Executive Director.
- (6) An annotation in terms approved by the Executive Director must also be added to the publisher’s online versions (whether archived or publicly available) of the material to which it relates, together with a link to the full adjudication.
- (7) A publisher or complainant may request the Executive Director to relax the above requirements in relation to a particular adjudication. Both the publisher and the complainant should usually be consulted before any substantial relaxation is approved.
- (8) The request may be granted if the Executive Director considers that the requested relaxation
 - (a) will enhance, or at least not reduce, the likelihood of the adjudication being seen by people who saw the original material; or
 - (b) is necessary to avoid an unreasonable burden on the publisher (especially where the complaint was wholly or partially dismissed by the Council); or
 - (c) is in the interests of the complainant.
- (9) At the request of the publisher or complainant, a decision by the Executive Director under paragraph (8) is subject to review by a three-person Review Committee. The Review Committee will be appointed by the Chair and include at least one publisher member and one public member.

5. Publication of notices about the Council

- (1) Each publisher must publish a notice about the Council in each print publication it controls and on each website it controls.
- (2) The content and format of the notice will be as determined from time to time by the Council. The notice is to be published in a prominent position on the same page as

letters to the editor or the home page of a website, or in such other position as is agreed with the Executive Director of the Council.

6. Provision of contact lists

Each publisher is obliged to provide the Council with

- (a) up-to-date lists of the names of all print and online media publications which it controls;
- (b) the name of the relevant contact persons for dealing with complaints to the Council relating to its respective publications (including a person who acts in that role during the absence of the usual contact person).

7. Composition of Adjudication Panels

The following definitions shall apply in relation to section 19(4) and 26 of the Constitution:

- (a) "industry panel member": any person who is:
 - (i) a journalist member of the Council;
 - (ii) a constituent member of the Council who has been nominated by an association or similar corporate entity, not by a particular publisher; or
 - (iii) appointed as an industry panel member by the Council and is eligible to be appointed as a journalist member of the Council (although a journalist member who has served on the Council for more than nine years remains eligible to be appointed as an industry panel member even if not eligible to be appointed as a journalist member of the Council).
- (b) "public panel member": any person who is:
 - (i) a public member of the Council; or
 - (ii) is appointed as a public panel member by the Council and is eligible to be appointed as a public member of the Council (although a public panel member who has served on the Council for more than nine years remains eligible to be appointed as a public panel member even if not eligible to be appointed as a public member of the Council).

8. Notification of changes and access to publications on digital platforms

Each constituent body is obliged to:

- (a) notify the Council in writing within twenty eight (28) days of any changes in the control or ownership of any publications which it controls or owns; and
 - (b) provide the Council with unrestricted access to all of its publications on any digital platform without fee.
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