

Para No	Current Rule Text	New No.	Proposed Rule Text
	<p><b>General Observations to this document</b></p> <p><b>Design.</b> The document reflects four columns. The first column (Col A) is the rule number for the existing rules; the second column (Col B) is the current Association Rule; the third column (Col C) is the rule number for the proposed rule; and the fourth and last column (Col D) is the proposed Rule. Where there are no changes from the current to the proposed rule, Col B is shaded (grey).</p> <p><b>Structure.</b> Several 'hierarchy' changes are reflected in the proposed document. This change is representative of organising the document to better reflect the Act and the Model Rules. These changes are not mandatory, but represent sound structural change and conformity to current Model Rules.</p> <p><b>References.</b> This is a difficult area that requires careful consideration. The nature of legally binding requirements have been described in other documents referenced throughout the Assoc Rules. This particularly applies when 'standards' or 'procedures' are referenced in these Rules. For example; using VicPol (§ 8.3), CAV (§ 12.2), or DOJ (§ 12.4) references creates links that must be monitored for changes. Additionally, these different organisations may not all agree on the requirements creating further confusion if they are called upon in a dispute or challenge to the Assoc Rules.</p> <p><b>Model Rules.</b> The Model Rules provided by CAV are a guide and do not replicate all rules under the Act and the Regulations. There is a degree of leniency and acceptance.</p> <p><b>Associations Incorporations Reform Act 2012 (<i>the Act</i>).</b> This is an important document (aspect) that is often overlooked, and consequently Rules are made and proposed that 'contradict' <i>the Act</i>. <i>The Act</i> is legally binding and holds precedence should a dispute come before CAV or the courts. § 8.3 The Rules describe behaviour in accordance with <i>the Act</i>. The Act underpins Victorian law. Where any statements are made in these Rules that subvert or bypass that aspect, then those rules may not be legally supported. There is very little in the document about the need to observe rules such as privacy.</p> <p><b>Language.</b> Wherever possible, the language will be modified for consistency. Normally, this is not mandated as the need only occurs when a challenge to the Rules is made. Generally speaking, conflict and extended challenges will be avoided when (language) used throughout is both consistent and specific. A good example is the use of the term 'days' as that doesn't define as business or calendar days anywhere in the document. This occurs on multiple occasions.</p> <p><b>Rule alteration and amendment.</b> The Rules may be amended by a 'Special Resolution' which may be held at an AGM or SGM. There is some contradiction between the Model Rules and the Act that is open to interpretation where a decision by the Registrar on approving the Associations Rules has occurred.</p> <p><b>Numbering convention.</b> There is now a discrepancy in the paragraph nee rule numbers brought about by differences between the current rules and the Model Rules/proposed changes. Some of the exiting rules do not have a paragraph number where one should exist. Additionally, some existing rules have been moved out of sequence so they may reflect the proposed rule, or the section in which the existing rule should now be located. The final numbering in Col C and subrules in Col D is yet to be finalised. For example; the rule 'Purpose' below: current rules do not have a number for the elements described under 'Purpose' whereas under the proposed draft Col C now reflects subrule 2.1, or the 2.1 can be removed and if the Model Rules convention is followed, the subrule will reflect 2(1), 2(2) etc.</p> <p><b>End observations</b></p>		
	<b>Note:</b> Shaded cell = no change from v.3 to Draft Proposed text		<b>PART 1 - PRELIMINARY</b>
1	<b>Name</b>	1	<b>Name</b>
	The name of the incorporated association is ASIS VICTORIA AUSTRALIA CHAPTER (081) A0025094 (in these Rules called "the Association").		The name of the incorporated association is ASIS VICTORIA AUSTRALIA CHAPTER (081) A0025094 (in these Rules called "the Association").
2	<b>Purpose</b>	2	<b>Purpose</b>
	ASIS International is the pre-eminent global organization for security professionals. The ASIS Victoria Australia Chapter is the association which provides the forum for members of ASIS International within this geographical location to:	2.1	(1) ASIS International is the pre-eminent global organization for security professionals. The ASIS Victoria Australia Chapter is the association which provides the forum for members of ASIS International within this geographical location to:

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	The ASIS Victoria Australia Chapter is the association which provides the forum for members of ASIS International within this geographical location to:	2.2	(2) The ASIS Victoria Australia Chapter is the association which provides the forum for members of ASIS International within this geographical location to:
	a) Network with like-minded security professionals;		a) Network with like-minded security professionals;
	b) Understand security industry subtleties;		b) Understand security industry subtleties;
	c) Provide personal development opportunities;		c) Provide personal development opportunities;
	d) Deliver security educational events and seminars;		d) Deliver security educational events and seminars;
	e) Assist with the attainment of the ASIS International Security Accreditations;		e) Assist with the attainment of the ASIS International Security Accreditations;
	f) Provide input into the local Security Industry legislation and operations;		f) Provide input into the local Security Industry legislation and operations;
	g) Identify with a global security body; and		g) Identify with a global security body; and
	h) Contribute to the security industry by providing security articles and news items of topical interest.		h) Contribute to the security industry by providing security articles and news items of topical interest.
<b>3</b>	<b>Financial Year</b>	<b>3</b>	<b>Financial Year</b>
	The financial year of the Association is each period of 12 months ending on 31 October.	3.1	(1) The financial year of the Association is each period of 12 months ending on 31 October.
		<b>4</b>	<b>References</b>
		4.1	(1) A number of documents underpin the nature of these Rules, namely:
			a) The Associations Incorporations Reform Act 2012
			b) The Associations Incorporations Reform Regulations 2012
			c) Consumer Affairs Victoria (CAV) 'Model Rules'
			d) The Associations Dispute Handling Guidelines
			e) Dispute Settlement Centre
<b>4</b>	<b>Definitions</b>	<b>5</b>	<b>Definitions</b>
4.1	In these Rules, unless the contrary intention appears—	5.1	(1) In these Rules, unless the contrary intention appears—
			a) <b>Absolute majority</b> - of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);
			b) <b>Chairperson</b> , of a general meeting or committee meeting, means the person chairing the meeting as required under rule 43;
	Committee means the committee of management of the Association, being the office bearers and ordinary committee members of the Association;		c) <b>Committee</b> - means the committee of management of the Association, being the office bearers and ordinary committee members of the Association;
			d) <b>committee meeting</b> - means a meeting of the Committee held in accordance with these Rules;
			e) <b>Consumer Affairs Victoria (CAV)</b> - the Victorian Government department responsible for administering <i>the Act</i> .

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			f) <b>disciplinary appeal meeting</b> - means a meeting of the members of the Association convened under rule 20(3);
			g) <b>disciplinary meeting</b> - means a meeting of the Committee convened for the purposes of rule 19;
			h) <b>disciplinary subcommittee</b> - means the subcommittee appointed under rule 17;
	Financial Year means the 12-month period specified in rule 3;		i) <b>Financial Year</b> - means the 12-month period specified in rule 3;
	General Meeting means a general meeting of members convened in accordance with rule 16;		j) <b>General Meeting</b> - means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting (AGM), a special general meeting (SGM) and a disciplinary appeal meeting (DAM);
	Member means a member of the ASIS International Victoria Australia Chapter and this Association (Specific classifications of members are detailed in ASIS International Policy 2000 - Membership);		k) <b>Member</b> - means a member of the ASIS International Victoria Australia Chapter and this Association. Additionally, is also inclusive of those members of ASIS International as described in the Member specific classifications of members are detailed in ASIS International Policy 2000 - Membership);
	Ordinary member of the committee means a member of the committee who is not an officer of the Association under rule 27;		l) <b>Public Officer</b> - This appointment is held by the Secretary. Under <b>the Act</b> , this position is directly responsible to CAV as the delegate.
			m) <b>Regulations</b> - mean regulations under the Act;
	Regulations mean regulations under the Act;		n) <b>Relevant documents</b> - have the same meaning as in the Act;
	Relevant documents have the same meaning as in the Act;		o) <b>Special resolution</b> - means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person, by proxy or by electronic voting, to vote in favour of the resolution;
	Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person, by proxy or by electronic voting, to vote in favour of the resolution;		p) <b>The Act</b> - means the Associations Incorporation Reform Act 2012 and any regulations made under that Act.
	The Act means the Associations Incorporation Reform Act 2012 and any regulations made under that Act.		q) <b>The Registrar</b> - means the Registrar of Incorporated Associations.
4.2	In these Rules, a reference to the Secretary of an Association is a reference —		
	a) If a person holds office under these Rules as Secretary of the association — to that person; and		
	b) In any other case, to the public officer of the Association.		
			<b>PART 2 - POWERS OF ASSOCIATION</b>
<b>5</b>	<b>Powers of Association</b>	<b>6</b>	<b>Powers of Association</b>
	Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes. The Association may—	6.1	(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes. The Association may:
		6.2	(2) Without limiting sub-rule (1), the Association may:
	a) Acquire, hold and dispose of real or personal property;		a) Acquire, hold and dispose of real or personal property;

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	b) Open and operate accounts with financial institutions; c) Invest its money in any security in which trust monies may lawfully be invested;		b) Open and operate accounts with financial institutions; c) Invest its money in any security in which trust monies may lawfully be invested;
	d) Raise and borrow money on any terms and in any manner as it thinks fit;		d) Raise and borrow money on any terms and in any manner as it thinks fit;
	e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;		e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
	f) Appoint agents to transact business on its behalf; and g) Enter into any other contract it considers necessary or desirable.		f) Appoint agents to transact business on its behalf; and g) Enter into any other contract it considers necessary or desirable.
	The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.		The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.
<b>6</b>	<b>Not for Profit Organisation</b>	<b>7</b>	<b>Not for Profit Organisation</b>
6.1	The Association must not distribute any surplus, income or assets directly or indirectly to its members.	7.1	(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
6.2	Sub-rule 6.1 does not prevent the Association from paying a member—	7.2	(2) Sub-rule (1) does not prevent the Association from paying a member:
	a) Reimbursement for expenses properly incurred by the member; or		a) Reimbursement for expenses properly incurred by the member; or
	b) For goods or services provided by the member if this is done in good faith on terms no more favourable than if the member was not a member.		b) For goods and services provided by the member;
			c) If this is done in good faith on terms no more favourable than if the member was not a member.
6.3	The Association must not secure pecuniary profit for its members.		
<b>7</b>	<b>Alteration of the Rules</b>		
	These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.		
			<b>PART 3 - MEMBERS, DISCIPLINARY PROCEDURES &amp; GRIEVANCES</b>
			<b>Division 1 - Membership</b>
<b>8</b>	<b>Membership and Association Fees</b>		
		8	<b>Minimum number of members.</b>
		8.1	(1) The Association must have at least 5 members.
		9	<b>Eligibility for membership</b>
8.1	Membership in ASIS is open to all individuals with a professional interest in the security field, who are of high moral character, who have demonstrated a high degree of integrity, and who agree to follow and adhere to the purposes, Bylaws and Code of Ethics of ASIS International.	9.1	(1) Membership in ASIS is open to all individuals with a professional interest in the security field, who are of high moral character, who have demonstrated a high degree of integrity, and who agree to follow and adhere to the purposes, Bylaws and Code of Ethics of ASIS International <a href="#">including the rules of the Association.</a>

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		10	<b>Application for membership</b>
	A person whose application has been approved for membership as provided by the ASIS International membership process becomes a member of the Association on payment of the ASIS International annual fee.	10.1	(1) A person whose application has been approved for membership as provided by the ASIS membership process becomes a member of the Association on payment of the ASIS annual fee, <b>and any other fees deemed at the time by ASIS or the Association.</b>
8.2	On becoming a member, the applicant is entitled to exercise the rights of membership when his or her name is entered in the register of members as advised by the ASIS International Board.	10.2	(2) On becoming a member, the applicant is entitled to exercise the rights of membership when <b>their name</b> is entered in the register of members as advised by the ASIS International Board.
		11	<b>General Rights of Members</b>
8.6		11.1	(1) A member of the Association who is entitled to vote has the right to:
			a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
			b) to submit items of business for consideration at a general meeting;
			c) to attend and be heard at general meetings;
			d) to vote at a general meeting;
			e) to have access to the minutes of general meetings and other documents of the Association as provided under <b>rule 75</b> ; and
			f) to inspect the register of members.
		11.2	(2) A member is entitle to vote if:
			a) the member's membership rights are not suspended for any reason.
		11.3	(3) Other membership categories include:
			a) Student member;
			b) Retired member; and
			c) Life member.
		12	<b>Rights are not transferable</b>
8.6	a) Is not capable of being transferred or transmitted to another person; and	12.1	(1) The rights of a member are not transferable, and end when membership ceases.
8.6	A right, privilege, or obligation of a person by reason of membership of the Association—	13	<b>Ceasing membership</b>
8.6	b) Terminates upon the cessation of membership whether by death or resignation or otherwise.		(1) The membership of a person ceases on resignation, expulsion, or death.
			(2) If a person ceases to be a member of the Association the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
8.7	Membership is ceased when advice is received from ASIS International that a person's membership has been revoked or that the person no longer appears on the ASIS International membership advice.		(3) Membership is ceased when advice is received from ASIS International that a person's membership has been revoked or that the person no longer appears on the ASIS International membership advice.

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8.8	The Chapter may choose to charge a voluntary levy to ensure that the Chapter has sufficient funds to operate. A voluntary levy will be imposed when the funds in the Chapter bank account fall below \$6,000 and will continue until the Committee is satisfied that the financial position of the Chapter is sound.		
8.5	Any membership contributions will be refunded to a person whose membership has been rescinded.		
8.9	The Schedule of Fees is detailed in Appendix 3.		
<b>10</b>	<b>Ceasing Membership</b>	<b>14</b>	<b>Resigning as a member</b>
10.1	A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign or by not renewing membership for the next year.	14.1	(1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one (1) month's notice in writing to the Secretary of their intention to resign.
10.2	After the expiry of the period referred to in sub-rule (10.1)—	14.2	(2) A member is taken to have resigned if:
10.2	a) The member ceases to be a member; and		a) After the expiry period described in Rule (1) has elapsed; or
			b) If the members subscription is more than three months in arrears.
10.2	b) The Secretary must record in the register of members the date on which the member ceased to be a member.		
<b>9</b>	<b>Register of Members</b>	<b>15</b>	<b>Register of Members</b>
9.1	The Secretary must keep and maintain a register of members containing—	15.1	(1) The Secretary must keep and maintain a register of members that includes:
			a) for each current member:
9.1	a) The name and address of each member; and		(i) the member's name;
			(ii) the address for notice last given by the member;
9.1	b) The date on which each member's name was entered in the register.		(iii) the date of becoming a member;
			(iv) the category of the member (student, retired, or life), a note to that effect;
			(v) any other information determined by the Committee; and
			b) for each former member, the date of ceasing to be a member.
9.2	The register is available for inspection free of charge by any member upon request by accessing the member's section on the ASIS Australia Victoria Chapter Inc website.		(2) Any member may, at a reasonable time and free of charge, inspect the register of members.
9.3	A member may make a copy of entries in the register.		
			<b>Division 2 - Disciplinary action</b>
<b>11</b>	<b>Discipline, Suspension and Expulsion of Members</b>	<b>16</b>	<b>Grounds for taking disciplinary action</b>
11.1	Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—	16.1	(1) The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:
	a) Suspend that member from membership of the Association for a specified period; or		a) has failed to comply with these Rules;

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	b) Expel that member from the Association in accordance with the process detailed in Sub-rule 11.3.		b) refuses to support the purposes of the Association; or
			c) has engaged in conduct prejudicial to the Association.
8.3	The committee may make written representation to the Regional Vice President that a new member approved by the ASIS International Board should have membership rescinded if it assesses the new member is not suitable due to failing to meet the ASIS International membership criteria or is not a considered as a "fit and proper person" for Association membership as defined by the VicPol licencing provisions. The committee must, as soon as practicable, notify the applicant in writing that their membership has been assessed as unsuitable and that the matter has been referred to the Regional Vice President. The Committee will be bound by the decision of the Regional Vice President.	16.2	(2) The committee may make written representation to the Regional Vice President that a new member approved by the ASIS International Board should have membership rescinded if it assesses the new member is not suitable due to failing to meet the ASIS International membership criteria or is not a considered as a "fit and proper person" for Association membership as defined by the VicPol licencing provisions. The committee must, as soon as practicable, notify the applicant in writing that their membership has been assessed as unsuitable and that the matter has been referred to the Regional Vice President.
		17	<b>Disciplinary subcommittee</b>
		17.1	(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
		17.2	(2) The members of the disciplinary subcommittee:
			a) may be Committee members, members of the Association or anyone else; but
			b) must not be biased against, or in favour of, the member concerned.
		18	<b>Notice to member</b>
11.4	For the purposes of giving notice in accordance with sub-rule (11.3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—	18.1	(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
11.4	a) Setting out the resolution of the committee and the grounds on which it is based; and		a) stating that the Association proposes to take disciplinary action against the member; and
11.4	b) Stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and		b) stating the grounds for the proposed disciplinary action; and
11.4	c) Stating the date, place and time of that meeting; and		c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the <b>disciplinary meeting</b> ); and
11.4	d) Informing the member that he or she may do one or both of the following —		d) advising the member that they may do one or both of the following:
11.4	(i) Attend that meeting;		(i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting
11.4	(ii) Give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and		(ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

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11.4	e) Informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.		e) setting out the member's appeal rights under <a href="#">rule 20</a> .
11.3	A meeting of the committee to confirm or revoke a resolution passed under sub-rule (11.1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (11.4).	18.2	(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
		<b>19</b>	<b>Decision of subcommittee</b>
11.5	At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (11.1), the committee must—	19.1	(1) At the disciplinary meeting, the disciplinary subcommittee must:
11.5	a) Give the member, or his or her representative, an opportunity to be heard; and		a) give the member an opportunity to be heard; and
11.5	b) Give due consideration to any written statement submitted by the member; and		b) consider any written statement submitted by the member.
		19.2	(2) After complying with subrule (1), the disciplinary subcommittee may:
			a) take no further action against the member; or
			b) subject to subrule (3):
			(i) reprimand the member; or
			(ii) suspend the membership rights of the member for a specified period; or
			(iii) expel the member from the Association.
		19.3	(3) The disciplinary subcommittee may not fine the member.
		19.4	(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
		<b>20</b>	<b>Appeal rights</b>
11.6	If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.	20.1	(1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 19 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
		20.2	(2) The notice must be in writing and given:
			a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
			b) to the Secretary not later than 48 hours after the vote.
11.7	If the Secretary receives a notice under sub-rule (11.6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.	20.3	(3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.



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		20.4	(4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
			a) specify the date, time and place of the meeting; and
			b) state:
			(i) the name of the person against whom the disciplinary action has been taken; and
			(ii) the grounds for taking that action; and
11.5	c) Determine by resolution whether to confirm or to revoke the resolution.		(iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.
		21	<b>Conduct of disciplinary appeal meeting</b>
11.8	At a general meeting of the Association convened under sub-rule (11.7)—	21.1	(1) At a disciplinary appeal meeting:
11.8	a) No business other than the question of the appeal may be conducted; and		a) no business other than the question of the appeal may be conducted; and
11.8	b) The committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and		b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
11.8	c) The member, or his or her representative, must be given an opportunity to be heard; and		c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
11.8	d) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked. Member's votes shall be submitted on paper annotated with either YES or NO to the resolution. A member of the committee, but not the Secretary, along with a member from the floor shall jointly count the votes and inform the Secretary of the decision.	21.2	(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
		21.3	(3) A member may not vote by proxy at the meeting.
11.9	A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.	21.4	(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.
			<b>Division 3 - Grievance procedure</b>
12	<b>Disputes and Mediation</b>	22	<b>Application</b>
12.1	The grievance procedure set out in this rule applies to disputes under these Rules between—	22.1	(1) The grievance procedure set out in this Division applies to disputes under these Rules between:
12.1	a) A member and another member; or		a) a member and another member;
			b) a member and the Committee; and
12.1	b) A member and the Association.		c) a member and the Association.
		22.2	(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
		23	<b>Parties must attempt to resolve the dispute</b>

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12.2	The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties. The Associations Dispute Handling Guidelines should be referred for managing disputes.	23.1	(1) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
		24	<b>Appointment of mediator</b>
12.3	If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.	24.1	(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23, the parties must within 10 days:
			a) notify the Committee of the dispute;
			b) agree to or request the appointment of a mediator; and
			c) attempt in good faith to settle the dispute by mediation.
12.4	The mediator must be—	24.2	(2) The mediator must be:
	a) A person chosen by agreement between the parties; or		a) a person chosen by agreement between the parties; or
	b) In the absence of agreement—		b) in the absence of agreement:
	(i) In the case of a dispute between a member and another member, a person appointed by the committee of the Association; or		(i) if the dispute is between a member and another member—a person appointed by the Committee; or
	(ii) In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).		(ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
12.5	A member of the Association can be a mediator.	24.3	(3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who:
			a) has a personal interest in the dispute; or
			b) is biased in favour of or against any party.
		25	<b>Mediation process</b>
12.8	The mediator, in conducting the mediation, must—	25.1	(1) The mediator to the dispute, in conducting the mediation, must:
	a) Give the parties to the mediation process every opportunity to be heard; and		a) give each party every opportunity to be heard; and
	b) Allow due consideration by all parties of any written statement submitted by any party; and		b) allow due consideration by all parties of any written statement submitted by any party; and
	c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.		c) ensure that natural justice is accorded to the parties throughout the mediation process.
12.9	The mediator must not determine the dispute.	25.2	(2) The mediator must not determine the dispute.
		26	<b>Failure to resolve dispute by mediation</b>
12.10	If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.	26.1	(1) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with <b>the Act</b> or otherwise at law.
11.2	A resolution of the committee under sub-rule (11.1) does not take effect unless—		

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	a) At a meeting held in accordance with sub-rule (11.3), the committee confirms the resolution; and		
11.6	b) If the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.		
12.7	The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.		
			<b>PART 4 - GENERAL MEETINGS OF THE ASSOCIATION</b>
<b>13</b>	<b>Annual General Meetings</b>	27	<b>Annual general meetings</b>
		27.1	(1) The Committee must convene an annual general meeting (AGM) of the Association to be held within 5 months after the end of each financial year.
13.1	The committee may determine the date, time and place of the annual general meeting of the Association.	27.2	(2) The Committee may determine the date, time and place of the annual general meeting
13.3	The ordinary business of the annual general meeting shall be—	27.3	(3) The ordinary business of the annual general meeting is as follows:
	a) To confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and		a) to confirm the minutes of the previous annual general (AGM) meeting and of any special general meeting (SGM) held since then;
	b) To receive from the committee reports upon the transactions of the Association during the last preceding financial year; and		b) to receive and consider:
	c) To elect officers of the Association and the ordinary members of the committee; and		(i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
	d) To receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.		(ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of <i>the Act</i> ;
			c) to elect the members of the Committee;
			d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
13.4	The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.	27.4	(4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
13.2	The notice convening the annual general meeting must specify that the meeting is an annual general meeting.		
<b>14</b>	<b>Special General Meetings</b>	28	<b>Special general meetings</b>
14.2	All general meetings other than the annual general meeting are special general meetings.	28.1	(1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting
14.3	The committee may, whenever it thinks fit, convene a special general meeting of the Association.	28.2	(2) The Committee may convene a special general meeting whenever it thinks fit.

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		28.3	(3) General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 30 and the majority of members at the meeting agree
		29	<b>Special general meeting held at request of members</b>
14.5	The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.	29.1	(1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
14.6	The request for a special general meeting must—	29.2	(2) A request for a special general meeting must:
	a) State the objects of the meeting;		a) be in writing; and
	b) Be signed by the members requesting the meeting; and		b) state the business to be considered at the meeting and any resolutions to be proposed; and
	c) Be sent to the address of the Secretary.		c) include the names and signatures of the members requesting the meeting; and
			d) be given to the Secretary.
14.7	If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.	29.3	(3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
		29.4	(4) A special general meeting convened by members under subrule (3):
			a) must be held within 3 months after the date on which the original request was made; and
			b) may only consider the business stated in that request.
14.8	If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.	29.5	(5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).
<b>15</b>	<b>Special Business</b>		
	All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.		
14.1	In addition to the annual general meeting, any other general meetings may be held in the same year.		
14.4	If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.		
<b>16</b>	<b>Notice of General Meetings</b>	<b>30</b>	<b>Notice of general meetings</b>
16.1	The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.	30.1	(1) The Secretary (or, in the case of a special general meeting convened under rule 29(3), the members convening the meeting) must give to each member of the Association

Para No	Current Rule Text	New No.	Proposed Rule Text
			a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or b) at least 14 days' notice of a general meeting in any other case.
16.2	Notice may be sent—	30.2	(2) The notice must:
16.2	a) By electronic transmission to members who have provided the Association with a current email address, or		a) specify the date, time and place of the meeting; and
13.2	The notice convening the annual general meeting must specify that the meeting is an annual general meeting.		b) must specify that the meeting is an annual general meeting.
16.2	b) By pre-paid post in the absence of a current email address.		c) indicate the general nature of each item of business to be considered at the meeting; and
	The Notice is also to be displayed on the Chapter Website.		d) if a special resolution is to be proposed:
16.3	No business other than that set out in the notice convening the meeting may be conducted at the meeting.		(i) state in full the proposed resolution; and
16.4	A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.		(ii) state the intention to propose the resolution as a special resolution; and
			e) comply with rule 31(5).
		30.3	(3) The notice may be sent:
			a) By electronic transmission to members who have provided the Association with a current email address, or
			b) By pre-paid post in the absence of a current email address.
			c) The Notice is also to be displayed on the Association Website.
			d) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
			e) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.
		30.4	(4) This rule does not apply to a disciplinary appeal meeting.
<b>23</b>	<b>Proxies</b>	<b>31</b>	<b>Proxies</b>
23.1	Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.	31.1	(1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting. Notice must be given to the Secretary no later than 24 hours before the time of the meeting in respect which the proxy is appointed.
23.2	The notice appointing the proxy must be—	31.2	(2) The appointment of a proxy must be in writing and signed by the member making the appointment using the approved Association Proxy Form.

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		31.3	(3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as they sees fit.
23.2	a) For a meeting of the Association convened under rule 11(11.7), in the form set out in Appendix 1; or	31.4	(4) Whilst the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
23.2	b) In any other case, in the form set out in Appendix 2.		
		31.5	(5) Notice of a general meeting given to a member under rule 30 must:
			a) state that the member may appoint another member as a proxy for the meeting; and
			b) include a copy of any form that the Committee has approved for the appointment of a proxy.
		31.6	(6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
		31.7	(7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
<b>24</b>	<b>Electronic Voting</b>	<b>32</b>	<b>Use of technology</b>
		32.1	(1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
		32.2	(2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person
24.1	From time to time an issue may arise which requires input and a vote from the members but where the calling of a Special General Meeting is not considered necessary by the Committee.		
24.1	This may include—		
24.1	a) Revision to these Rules of The Association; or		
24.1	b) Other minor Chapter administrative matters.		
24.2	In these instances, the Secretary must provide notification to all members by email and on the Chapter website of the issue requiring their input and closing date of the vote.		
24.3	Members shall be given a minimum of 21 days in which to seek clarification, if necessary, and provide a vote.		
24.4	For a vote to be carried there must be 75% in favour.		

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24.5	No response by a member will be considered a vote in favour and this must be highlighted in the notification to members.		
24.6	This does not apply to Annual General Meetings or when Special General Meetings are called.		
<b>17</b>	<b>Quorum at General Meetings</b>	<b>33</b>	<b>Quorum at General Meetings</b>
17.1	No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.	33.1	(1) No business may be conducted at a general meeting unless a quorum of members is present.
17.2	Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.	33.2	(2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 32) of 10% of the members entitled to vote.
17.3	If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—	33.3	(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
	a) In the case of a meeting convened upon the request of members—the meeting must be dissolved; and		a) in the case of a meeting convened by, or at the request of, members under rule 28 (SGM), the meeting must be dissolved;
17.3	b) In any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.		b) in any other case:
			(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
			(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
		33.4	(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present
<b>19</b>	<b>Adjournment of Meetings</b>	<b>34</b>	<b>Adjournment of general meeting</b>
19.1	The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.	34.1	(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
		34.2	(2) Without limiting subrule (1), a meeting may be adjourned:
			(a) if there is insufficient time to deal with the business at hand; or
19.3	If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 16.		(b) to give the members more time to consider an item of business.
19.2	No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.	34.3	(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

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19.4	Except as provided in sub-rule (19.3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.	34.4	(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 30.
<b>20</b>	<b>Voting at General Meetings</b>	<b>35</b>	<b>Voting at a general meeting</b>
		35.1	(1) On any question arising at a general meeting:
20.1	Upon any question arising at a general meeting of the Association, a member has one vote only.		a) subject to subrule (3), each member who is entitled to vote has one vote; and
20.2	All votes must be given personally or by proxy.		b) members may vote personally or by proxy; and
20.3	In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.		c) except in the case of a special resolution, the question must be decided on a majority of votes.
		35.2	(2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
		35.3	(3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
		35.4	(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 21.
20.4	Non-members are not entitled to vote at a general meeting.	35.5	(5) Non-members are not entitled to vote at a general meeting.
		<b>36</b>	<b>Special resolutions</b>
		36.1	(1) A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
		36.2	(2) In addition to certain matters specified in the Act, a special resolution is required to:
			a) remove a committee member from office ;
			b) alter these Rules, including changing the name or any of the purposes of the Association.
<b>22</b>	<b>Manner of Determining Whether Resolution Carried</b>	<b>37</b>	<b>Determining whether resolution carried</b>
22.1	If a question arising at a general meeting of the Association is determined on a show of hands—	37.1	(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
	a) A declaration by the Chairperson that a resolution has been—		
	(i) Carried; or		a) carried; or
	(ii) Carried unanimously; or		b) carried unanimously; or
	(iii) Carried by a particular majority; or		c) carried by a particular majority; or
	(iv) Lost.		d) lost:
	b) 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.		(i) and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
<b>21</b>	<b>Poll at General Meetings</b>		
21.1	If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.	37.2	(2) If a poll (where votes are cast in writing) is demanded by three (3) or more members on any question:
			a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and



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			b) the Chairperson must declare the result of the resolution on the basis of the poll.
21.2	A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.	37.3	(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
		37.4	(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.
<b>36</b>	<b>Minutes of Meetings</b>	<b>38</b>	<b>Minutes of general meeting</b>
36.1	The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.	38.1	(1) The Committee must ensure that minutes are taken and kept of each general meeting.
		38.2	(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
		38.3	(3) In addition, the minutes of each general meeting must include:
			a) the names of the members attending the meeting; and
			b) proxy forms given to the Chairperson of the meeting under rule 31(6); and
			c) the financial statements submitted to the members in accordance with rule 30(3)(b)(ii); and
			d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
			e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
			<b>PART 5 - COMMITTEE</b>
<b>25</b>	<b>Committee of Management</b>		<b>Division 1 - Powers of Committee</b>
25.2	The committee—	39	<b>Role and powers</b>
25.1	The affairs of the Association shall be managed by the committee of management.	39.1	(1) The business of the Association must be managed by or under the direction of a Committee.
25.2	a) Shall control and manage the business and affairs of the Association; and		
25.2	b) May, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and	39.2	(2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
25.2	c) Subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.		
		39.3	(3) The Committee may:

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			a) appoint and remove staff; b) establish subcommittees consisting of members with terms of reference it considers appropriate.
		40	<b>Delegation</b>
		40.1	(1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than a) this power of delegation; or b) a duty imposed on the Committee by the Act or any other law.
		40.2	(2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
		40.3	(3) The Committee may, in writing, revoke a delegation wholly or in part.
			<b>Division 2—Composition of Committee and duties of members</b>
26	<b>Office Holders</b>	41	<b>Composition of Committee</b>
25.3	Subject to section 23 of the Act, the committee shall consist of—	41.1	(1) The Committee consists of:
25.3	a) The officers of the Association; and		a) An executive comprising:
26.1	The officers of the Association shall be—		(i) a President (Chair or Chairperson)
	a) A President (Chapter Chairperson);		(ii) a Vice-President (Deputy Chair or Deputy Chairperson)
	b) A Vice-President (Deputy Chapter Chairperson);		(iii) a Secretary; and
	c) A Treasurer; and		(iv) a Treasurer.
	d) A Secretary.		b) Two or more Ordinary members elected under rule 52.
25.3	b) Two or more ordinary members — each of whom shall be elected at the annual general meeting of the Association in each year.		
		42	<b>General Duties</b>
		42.1	(1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and <i>the Act</i> .
		42.2	(2) The Committee is collectively responsible for ensuring that the Association complies with <i>the Act</i> and that individual members of the Committee comply with these Rules.
		42.3	(3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
		42.4	(4) Committee members must exercise their powers and discharge their duties: a) in good faith in the best interests of the Association; and b) information acquired by virtue of holding their position:
		42.5	(5) Committee members and former committee members must not make improper use of: a) their position; or b) information acquired by virtue of holding their position: (i) so as to gain an advantage for themselves or any other person or to cause detriment to the Association

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		42.6	(6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.
<b>18</b>	<b>Presiding at General Meetings</b>	<b>43</b>	<b>President (Chair) and Vice-President (Deputy-Chair)</b>
18.1	The Chapter Chairperson, or in the Chapter Chairperson's absence, the Vice-Chapter Chairperson, shall preside as Chairperson at each general meeting of the Association.	43.1	(1) Subject to subrule (2), the Chair or, in the Chair's absence, the Deputy-Chair is the Chair for any general meetings and for any committee meetings.
18.2	If the Chapter Chairperson and the Vice-Chapter Chairperson are absent from a general meeting, or are unable to preside, another office bearer shall preside as Chairperson of the general meeting.	43.2	(2) If the Chair and the Deputy-Chair are both absent, or are unable to preside, the Chair of the meeting must be:
			a) in the case of a general meeting—a member elected by the other members present; or
			b) in the case of a committee meeting—a committee member elected by the other committee members present.
		<b>44</b>	<b>Duties of the Chair</b>
		44.1	(1) Duties of the Chair include:
			a) Preside over all general and special meetings;
			b) Guide and direct the major functions of the Association's operations;
			c) Represent the Association in public gatherings and events; and
			d) Appoint Association committee chairs.
		<b>45</b>	<b>Duties of the Deputy-Chair</b>
		45.1	(1) Duties of the Deputy-Chair include:
			a) Preside over all Association meetings, functions and events when the chapter chair is not in attendance;
			b) Provide guidance to the Committee in support of the Chair's directions on governance and strategy;
			c) Provide oversight to sub-committee operations; and
			d) Assist the chair with appointment of Association committee chairs.
		<b>46</b>	<b>Duties of the Secretary</b>
		46.1	(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
26.2	The Public Officer to be one of the Secretary of the Association.	46.2	(2) The Secretary is the Public Officer of the Association, who must reside in Australia.
		46.3	(3) The Secretary must:
	(b) Maintain all official chapter records, including minutes, newsletters, and other official correspondence.		a) maintain all official electronic and physical chapter records, including Minutes, newsletters, and other official correspondence.
			b) maintain the register of members in accordance with rule 15;
			c) ensure all necessary correspondence representing the Association is handled in a timely manner;
			d) submit minutes of the Association meetings to the newsletter or website on occurrence;

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			e) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70 (3), all books, documents and securities of the Association in accordance with rules 72 and 75;
			f) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
			g) the Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.
		47	<b>Duties of the Treasurer</b>
37.1	The Treasurer of the Association must—	47.1	(1) The Treasurer must:
37.1	a) Collect and receive all moneys due to the Association and make all payments authorised by the Association;		a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
37.1	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; and		b) ensure that all moneys received are paid into the account of the Association within five (5) business days after receipt;
			c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds;
			d) ensure that any expenditure approval are authorised by at least two (2) committee members;
			e) ensure that the financial records of the Association are kept in accordance with the Act; and
37.1			f) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
		47.2	(2) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.
			<b>Division 3—Election of Committee members and tenure of office</b>
		48	<b>Who is eligible to be a Committee member</b>
		48.1	(1) A member is eligible to be elected or appointed as a committee member if the member:
			a) is 18 years or over;
			b) resides in Australia; and
			c) is entitled to vote at a general meeting.
		49	<b>Positions to be declared vacant</b>
		49.1	(1) This rule applies to:
			a) the first annual general meeting of the Association after its incorporation; or
			b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
		49.2	(2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 50 to 53.
		50	<b>Nominations</b>

Para No	Current Rule Text	New No.	Proposed Rule Text
28.1	Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be:	50.1	(1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be:
	a) Made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); or		a) Made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); or
	b) By use for the Electronic Nomination Form; and		b) By use for the Electronic Nomination Form; and
	c) Delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.		c) Delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the annual general meeting.
28.2	A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.	50.2	(2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
		50.3	(3) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
		50.4	(4) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
		51	<b>Election of Executive or Office Holder appointments</b>
		51.1	(1) At the annual general meeting, separate elections must be held for each of the following positions that comprise the executive:
			a) Chair;
			b) Deputy-Chair;
			c) Secretary; and
			d) Treasurer.
26.3	The provisions of rule 28, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (26.1).	51.2	(2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
		51.3	(3) If more than one member is nominated, a ballot must be held in accordance with rule 53.
		51.4	(4) On their election, the new Chair may take over as Chairperson of the meeting.
<b>28</b>	<b>Election of Officers and Ordinary Committee Members</b>		
<b>27</b>	<b>Ordinary Members of the Committee</b>	52	<b>Election of ordinary members</b>
27.1	Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.	52.1	(1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
		52.2	(2) A single election may be held to fill all of those positions.
	If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.	52.3	(3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
28.4	If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.		
28.5	If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.	52.4	(4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 53.
		53	<b>Ballot</b>
28.6	The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.	53.1	(1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
		53.2	(2) The returning officer must not be a member nominated for the position.

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		53.3	(3) Before the ballot is taken, each candidate may make a short speech in support of their election.
		53.4	(4) The election must be by secret ballot, held in person, or by other means, including electronic.
		<b>54</b>	<b>Ballot process</b>
		54.1	(1) The ballot process must ensure:
			a) one vote can be counted for each nominee;
			b) where more than one position is on the ballot, the vote for each candidate can be separated and counted accordingly.
		54.2	(2) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
		54.3	(3) If the returning officer is unable to declare the result of an election under subrule (2) because 2 or more candidates received the same number of votes, the returning officer must:
			a) conduct a further election for the position in accordance with subrules 53(4) to 54(1) to decide which of those candidates is to be elected; or
			b) with the agreement of those candidates, decide by lot ( <a href="#">coin toss etc.</a> ) which of them is to be elected.
		<b>55</b>	<b>Term of office</b>
26.4	Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.	55.1	(1) Subject to subrule (3) and rule <a href="#">56</a> , a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
		55.2	(2) A committee member may be re-elected.
<b>35</b>	<b>Removal of Committee Member</b>		
		55.3	(3) A general meeting of the Association may:
35.1	The Association in general meeting may, by resolution, remove any member of the committee		a) by special resolution remove a committee member from office; and
			b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
35.2	A member who is the subject of a proposed resolution referred to in sub-rule (35.1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.	55.4	(4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
35.3	The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.	55.5	(5) The Secretary or the Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.
<b>29</b>	<b>Vacancies</b>	<b>56</b>	<b>Vacation of Office</b>
29.1	c) Resigns from office by notice in writing given to the Secretary.	56.1	A committee member may resign from the Committee by written notice addressed to the Committee.
29.1	The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member:	56.2	A person ceases to be a committee member if they:
29.1	a) Ceases to be a member of the Association; or		a) cease to be a member of the Association; or
			b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule <a href="#">67</a> ; or

Para No	Current Rule Text	New No.	Proposed Rule Text
29.1	b) Becomes an insolvent under administration within the meaning of the Corporations Act; or		c) Becomes an insolvent under administration within the meaning of the Corporations Act; or
			d) otherwise ceases to be a committee member by operation of section 78 of the Act.
		57	<b>Filling casual vacancies</b>
27.2	In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.	57.1	(1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that:
			a) has become vacant under rule 56; or
			b) was not filled by election at the last annual general meeting.
		57.2	(2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
		57.3	(3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
		57.4	(4) The Committee may continue to act despite any vacancy in its membership.
26.5	In the event of a casual vacancy in any office referred to in sub-rule (26.1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.		
			<b>Division 4—Meetings of Committee</b>
<b>30</b>	<b>Meetings of the Committee</b>	58	<b>Meetings of Committee</b>
30.1	The committee must meet at least 6 times in each year at such place and such times as the committee may determine.	58.1	(1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
		58.2	(2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
30.2	Special meetings of the committee may be convened by the President or by any 4 members of the committee.	58.3	(3) Special committee meetings may be convened by the Chair or by any 4 members of the Committee.
<b>31</b>	<b>Notice of Committee Meetings</b>	59	<b>Notice of meetings</b>
31.1	Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.	59.1	(1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting
		59.2	(2) Notice may be given of more than one committee meeting at the same time.
		59.3	(3) The notice must state the date, time and place of the meeting.
31.2	Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.	59.4	(4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
		59.5	(5) The only business that may be conducted at the meeting is the business for which the meeting is convened.
		60	<b>Urgent meetings</b>
		60.1	(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

Para No	Current Rule Text	New No.	Proposed Rule Text
		60.2	(2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
		60.3	(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
		<b>61</b>	<b>Procedure and order of business</b>
		61.1	(1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
		61.2	(2) The order of business may be determined by the members present at the meeting.
		<b>62</b>	<b>Use of technology</b>
		62.1	(1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
		62.2	(2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
		62.3	(3) Where the Committee has approved the use of technology to support the conduct and outcome of the committee process the rules as set out herein should be reflected in those actions and decisions reflecting a legitimate committee process held in accordance with the Act.
<b>32</b>	<b>Quorum for Committee Meetings</b>	<b>63</b>	<b>Quorum</b>
32.1	Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.	63.1	(1) No business may be conducted at a Committee meeting unless a quorum is present.
32.2	No business may be conducted unless a quorum is present.	63.2	(2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
32.3	If within half an hour of the time appointed for the meeting a quorum is not present—	63.3	(3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
	a) The case of a special meeting — the meeting lapses;		a) in the case of a special meeting—the meeting lapses;
	b) In any other case — the meeting shall stand adjourned to the same place and the same time and day in the following week.		b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.
32.4	The committee may act notwithstanding any vacancy on the committee.		
<b>33</b>	<b>Presiding at Committee Meetings</b>		
33.1	At meetings of the committee—		
	a) The Chapter Chairperson or, in the Chapter Chairperson's absence, the Deputy Chapter Chairperson presides; or		
	b) If the Chapter Chairperson and the Deputy Chapter Chairperson are absent, or are unable to preside, the members present must choose one of their numbers to preside.		
<b>34</b>	<b>Voting at Committee Meetings</b>	<b>64</b>	<b>Voting</b>



Para No	Current Rule Text	New No.	Proposed Rule Text
34.1	Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.	64.1	(1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
34.2	Each member present at a meeting of the committee, or at a meeting of any subcommittee appointed by the 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.	64.2	(2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion
34.3	From time to time an issue may arise which requires a Committee vote outside a scheduled Committee meeting. In these instances, the Chairman will provide notification to Committee members by email of the issue requiring their input and vote. A majority vote will be required carry the issue, which must be formally tabled and recorded in the minutes of the next scheduled Committee meeting.	64.3	(3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
		64.4	(4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
		64.5	(5) Voting by proxy is not permitted.
		65	<b>Conflict of interest</b>
		65.1	(1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
		65.2	(2) The member:
			a) must not be present while the matter is being considered at the meeting; and
			b) must not vote on the matter.
		65.3	(3) This rule does not apply to a material personal interest:
			a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
			b) that the member has in common with all, or a substantial proportion of, the members of the Association.
<b>36</b>	<b>Minutes of Meetings</b>	<b>66</b>	<b>Minutes of meeting</b>
36.1	The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.	66.1	(1) The Committee must ensure that minutes are taken and kept of each committee meeting.
		66.2	(2) The minutes must record the following:
			a) the names of the members in attendance at the meeting;
			b) the business considered at the meeting;
			c) any resolution on which a vote is taken and the result of the vote;
			d) any material personal interest disclosed under rule 65.
		67	<b>Leave of absence</b>
		67.1	(1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
		67.2	(2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

Para No	Current Rule Text	New No.	Proposed Rule Text
			<b>PART 6—FINANCIAL MATTERS</b>
37	<b>Funds and Expenditure</b>	68	<b>Source of funds</b>
37.3	The funds of the Association shall be derived from annual levies, annual subscriptions, donations and such other sources as the committee determines.	68.1	(1) The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.
		69	<b>Management of funds</b>
		69.1	(1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
		69.2	(2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
		69.3	(3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
		69.4	(4) For electronic transactions where approved credit cards are used, the following applies:
			a) credit cards may be only issued to Executive Committee members;
			b) credit cards may only be used for activities associated with the official operation of the Association;
			c) all use of credit card transactions are to meet pre-approval in accordance with rule 69(5);
			d) all transactions are to be reconciled and recorded by the Treasurer for submission and confirmation of approval at each Committee meeting; and
			e) all credit cards issued remain the property of the Association.
		69.5	(5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) committee members. Where credit cards or electronic approvals are use to transact the following must be met:
			a) Two (2) Committee members must approve the expenditure beforehand to facilitate the use of a credit card or electronic transaction; and
			b) the transaction must meet reflect the amount and type approved by the Committee; and
			c) all transactions of this nature must be reconciled by the close of the month.
		69.6	(6) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
		69.7	(7) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
37.4	Approved expenses incurred by Committee members will be reimbursed on production of the receipt. Travel and accommodation costs incurred by Committee members on official Chapter may be reimbursed up to the value set in Appendix 4. Under the following conditions—	69.8	(8) Expenses incurred by Committee members in the course of their duties are to comply with the following guidelines:
			a) The Committee has approved the expenditure, and its reimbursement; and
			b) Expenditure has been incurred and receipts provided.

Para No	Current Rule Text	New No.	Proposed Rule Text
		69.9	(9) Improper use of credit facilities by a Committee member will constitute a violation of the conduct rules as stipulated at rule 16.
		70	<b>Financial records</b>
		70.1	(1) The Association must keep financial records that:
37.1	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; and		a) correctly record and explain its transactions, financial position and performance; and
			b) enable financial statements to be prepared as required by <i>the Act</i> .
		70.2	(2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
		70.3	(3) The Treasurer must keep in their custody, or under their control:
			a) the financial records for the current financial year; and
			b) any other financial records as authorised by the Committee.
		71	<b>Financial statements</b>
		71.1	(1) For each financial year, the Committee must ensure that the requirements under <i>the Act</i> relating to the financial statements of the Association are met.
		71.2	(2) Without limiting subrule (1), those requirements include:
37.1	c) For an annual audit of the Association's financial transactions.		a) the preparation of the financial statements;
			b) if required, the review or auditing of the financial statements;
			c) the certification of the financial statements by the Committee;
			d) the submission of the financial statements to the annual general meeting of the Association; and
			e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
			<b>PART 7—GENERAL MATTERS</b>
38	<b>Seal</b>	72	<b>Common seal</b>
		72.1	(1) The Association may have a common seal.
		72.2	(2) If the Association has a common seal:
			a) the name of the Association must appear in legible characters on the common seal;
38.2	The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of one member of the committee and of the public officer of the Association.		b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members; and
38.1	If applicable, the common seal of the Association must be kept in the custody of the Secretary.		c) the common seal must be kept in the custody of the Secretary.
		73	<b>Registered address</b>
		73.1	(1) The registered address of the Association is:
			a) the address determined from time to time by resolution of the Committee; or
			b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

Para No	Current Rule Text	New No.	Proposed Rule Text
<b>39</b>	<b>Notice to Members</b>	<b>74</b>	<b>Notice requirements</b>
39.1	Except for the requirement in rule 16, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—	74.1	(1) Any notice required to be given to a member or a committee member under these Rules may be given:
	a) Delivering the notice to the member personally; or		a) by handing the notice to the member personally; or
	b) Electronic transmission, where a member has provided a current email address; or		b) by sending it by post to the member at the address recorded for the member on the register of members; or
	c) Electronic post on the ASIS Victoria Chapter Website; or		c) by email or facsimile transmission.
	d) Where a member has advised the Association that they have neither a current email address or internet access, by pre-paid post.		
		74.2	(2) Subrule (1) does not apply to notice given under rule 60.
		74.3	(3) Any notice required to be given to the Association or the Committee may be given:
			a) by handing the notice to a member of the Committee; or
			b) by sending the notice by post to the registered address; or
			c) by leaving the notice at the registered address; or
			d) if the Committee determines that it is appropriate in the circumstances:
			(i) by email to the email address of the Association or the Secretary; or
			(ii) by facsimile transmission to the facsimile number of the Association.
<b>41</b>	<b>Custody and Inspection of Books and Records</b>	<b>75</b>	<b>Custody and inspection of books and records</b>
41.1	Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.	75.1	(1) Members may on request inspect free of charge:
			a) the register of members;
			b) the minutes of general meetings;
41.2	All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.		c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
41.3	A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.	75.2	(2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
		75.3	(3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
		75.4	(4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
		75.5	(5) For purposes of this rule:
			a) <i>relevant documents</i> means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
			(i) its membership records;
			(ii) its financial statements;
			(iii) its financial records;
			(iv) records and documents relating to transactions, dealings, business or property of the Association.



