

ASIS Victoria Chapter

Association Rules

(Draft / Proposed)

PART 1 - PRELIMINARY

1. Name

- (1) The name of the incorporated association is ASIS VICTORIA AUSTRALIA CHAPTER (081) A0025094 (in these Rules called "the Association").

2. Purpose

- (1) ASIS International is the pre-eminent global organisation 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) 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;
 - (b) Understand security industry subtleties;
 - (c) Provide personal development opportunities;
 - (d) Deliver security educational events and seminars;
 - (e) Assist with the attainment of the ASIS International Security Accreditations;
 - (f) Provide input into the local Security Industry legislation and operations;
 - (g) Identify with a global security body;
 - (h) Support other States that do not yet have sufficient registrations to support their own committee or ate-based organisation such as SA, Tas, and the NT; and
 - (i) Contribute to the security industry by providing security articles and news items of topical interest.

3. Financial Year

- (1) The financial year of the Association is each period of 12 months ending on 31 October.

4. References

- (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

5. Definitions

- (1) In these Rules, unless the contrary intention appears:
 - (a) **Absolute majority** - 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) **Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 43;
 - (c) **Committee** - means the committee of management of the Association, being the office bearers and ordinary committee members of the Association;
 - (d) **committee meeting** - means a meeting of the Committee held in accordance with these Rules;

- (e) **Consumer Affairs Victoria** (CAV) - the Victorian Government department responsible for administering the Act;
- (f) **disciplinary appeal meeting** - means a meeting of the members of the Association convened under rule 20(3);
- (g) **disciplinary meeting** - means a meeting of the Committee convened for the purposes of rule 19;
- (h) **disciplinary subcommittee** - means the subcommittee appointed under rule 17;
- (i) **Financial Year** - means the 12-month period specified in rule 3;
- (j) **General Meeting** - 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);
- (k) **Member** - 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;
- (l) **Public Officer** - This appointment is held by the Secretary. Under the Act, this position is directly responsible to CAV as the delegate.
- (m) **Regulations** - mean regulations under the Act;
- (n) **Relevant documents** - have the same meaning as in the Act;
- (o) **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) **The Act** - means the Associations Incorporation Reform Act 2012 and any regulations made under that Act; and
- (q) **The Registrar** - means the Registrar of Incorporated Associations.

PART 2 - POWERS OF ASSOCIATION

6. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes. The Association may:
- (2) Without limiting sub-rule (1), the Association may:
 - (a) Acquire, hold and dispose of real or personal property;
 - (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;
 - (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.
 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

7. Not for Profit Organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member:
 - (a) Reimbursement for expenses properly incurred by the member; or
 - (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.
- (3) The Association must not secure pecuniary profit for its members.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES & GRIEVANCES

Division 1 - Membership

8. Minimum number of members.

- (1) The Association must have at least 5 members.

9. Eligibility for membership

- (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 including the rules of the Association.

10. Application for membership

- (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.
- (2) On becoming a member, the applicant is entitled to exercise the rights of membership when their name is entered in the register of members as advised by the ASIS International Board.

11. General Rights of Members

- (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 rule 75; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if:
 - (a) the member's membership rights are not suspended for any reason.
- (3) Other membership categories include:
 - (a) Student member;
 - (b) Retired member; and
 - (c) Life member.

12. Rights are not transferable

- (1) The rights of a member are not transferable, and end when membership ceases.

13. Ceasing membership

- (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.
- (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.

14. Resigning as a member

- (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) months' notice in writing to the Secretary of their intention to resign.

- (2) A member is taken to have resigned if:
 - (a) After the expiry period described in Rule (1) has elapsed; or
 - (b) If the members subscription is more than three months in arrears.

15. Register of Members

- (1) The Secretary must keep and maintain a register of members that includes:
 - (a) for each current member:
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (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.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2 - Disciplinary action

16. Grounds for taking disciplinary action

- (1) The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:
 - (a) has failed to comply with these Rules;
 - (b) refuses to support the purposes of the Association; or
 - (c) has engaged in conduct prejudicial to the Association.

17. Disciplinary subcommittee

- (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.
- (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. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (d) advising the member that they may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 20.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

19. Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must:

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.
- (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.
- (3) The disciplinary subcommittee may not fine the member.
- (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.

20. Appeal rights

- (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 they wish to appeal against the suspension or expulsion.
- (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.
- (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.
- (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
 - (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. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting:
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (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.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 - Grievance procedure

22. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (a) a member and another member;
 - (b) a member and the Committee; and
 - (c) a member and the Association.
- (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. Parties must attempt to resolve the dispute

- (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. Appointment of mediator

- (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.
- (2) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (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).
- (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. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:
 - (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
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

26. Failure to resolve dispute by mediation

- (1) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with *the Act* or otherwise at law.

PART 4 - GENERAL MEETINGS OF THE ASSOCIATION

27. Annual general meetings

- (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.
- (2) The Committee may determine the date, time and place of the annual general meeting

- (3) The ordinary business of the annual general meeting is as follows:
 - (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 and consider:
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
 - (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
28. **Special general meetings**
- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting
 - (2) The Committee may convene a special general meeting whenever it thinks fit.
 - (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. **Special general meeting held at request of members**
- (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 5% of the total number of members.
 - (2) A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
 - (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.
 - (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.
 - (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).
30. **Notice of general meetings**
- (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.
 - (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.
 - (2) The notice must:
 - (a) specify the date, time and place of the meeting;
 - (b) specify that the meeting is an annual general meeting;
 - (c) indicate the general nature of each item of business to be considered at the meeting; and

- (d) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
- (e) comply with rule 31(5).
- (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.
- (4) This rule does not apply to a disciplinary appeal meeting.

31. Proxies

- (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. Ideally, 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 but must be presented to the Chair before the meeting is formally called to order.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment ideally using the approved Association Proxy Form.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (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.
- (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.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (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.

32. Use of technology

- (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.
- (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.

33. Quorum at General Meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.

- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 32) is five members entitled to vote.
- (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 by, or at the request of, members under rule 28 (SGM), the meeting must be dissolved;
 - (i) If a meeting convened by, or at the request of, members is dissolved under subrule (3), the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32; and
 - (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.
- (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

34. **Adjournment of general meeting**

- (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.
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (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.
- (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.

35. **Voting at a general meeting**

- (1) On any question arising at a general meeting:
 - (a) subject to subrule (3), each member who is entitled to vote has one vote;
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (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.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 21.
- (5) Non-members are not entitled to vote at a general meeting.

36. **Special resolutions**

- (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.

- (2) In addition to certain matters specified in the Act, a special resolution is required to:
 - (a) remove a committee member from office; or
 - (b) alter these Rules, including changing the name or any of the purposes of the Association.

37. Determining whether resolution carried

- (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) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost:
 - (i) an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (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
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

38. Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (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.
- (3) In addition, the minutes of each general meeting must include:
 - (a) the names of the members attending the meeting;
 - (b) proxy forms given to the Chairperson of the meeting under rule 31(6);
 - (c) the financial statements submitted to the members in accordance with rule 30(3)(b)(ii);
 - (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.

PART 5 - COMMITTEE

Division 1 - Powers of Committee

39. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (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.
- (3) The Committee may:
 - (a) appoint and remove staff; and

- (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

40. Delegation

- (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.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

41. Composition of Committee

- (1) The Committee consists of:
 - (a) An executive comprising:
 - (i) a President (Chair or Chairperson);
 - (ii) a Vice-President (Deputy Chair or Deputy Chairperson);
 - (iii) a Secretary; and
 - (iv) a Treasurer.
 - (b) Two or more Ordinary members elected under rule 52.

42. General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with *the Act* and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (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.
- (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.

43. President (Chair) and Vice-President (Deputy-Chair)

- (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.
- (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.

44. Duties of the Chair

- (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.

45. Duties of the Deputy-Chair

- (1) Duties of the Deputy-Chair include:
 - (a) Preside over all Association meetings, functions and events when the 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.

46. Duties of the Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary is the Public Officer of the Association, who must reside in Australia.
- (3) The Secretary must:
 - (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;
 - (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. Duties of the Treasurer

- (1) The Treasurer must:
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) ensure that all moneys received are paid into the accounts 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
 - (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.
- (2) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3—Election of Committee members and tenure of office

48. **Who is eligible to be a Committee member**
- (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. **Positions to be declared vacant**
- (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.
 - (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. **Nominations**
- (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
 - (b) By use for the Electronic Nomination Form; and
 - (c) Delivered to the Secretary of the Association not less than two (2) days before the date fixed for the holding of the annual general meeting.
 - (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
 - (3) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
 - (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. **Election of Executive or Office Holder appointments**
- (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.
 - (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
 - (3) If more than one member is nominated, a ballot must be held in accordance with rule 53.
 - (4) On their election, the new Chair may take over as Chairperson of the meeting.
52. **Election of ordinary members**
- (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.
 - (2) A single election may be held to fill all of those positions.
 - (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.

- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 53.

53. Ballot

- (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.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot, held in person, or by other means, including electronic.

54. Ballot process

- (1) The ballot process must ensure:
 - (a) one vote can be counted for each nominee; and
 - (b) where more than one position is on the ballot, the vote for each candidate can be separated and counted accordingly.
- (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.
- (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 (coin toss etc.) which of them is to be elected.

55. Term of office

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may:
 - (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.
- (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.
- (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.

56. Vacation of Office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if they:
 - (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 67; 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. Filling casual vacancies

- (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.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58. Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (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.
- (3) Special committee meetings may be convened by the Chair or by any 4 members of the Committee.

59. Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60. Urgent meetings

- (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.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61. Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

62. Use of technology

- (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.

- (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.
- (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 representing a legitimate committee process held in accordance with the Act.

63. Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of any four (4) committee members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (a) in the case of a special meeting—the meeting lapses; or
 - (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.

64. Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (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.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is permitted in accordance with Rule 31.
- (6) Where approved, the use of technology can facilitate the voting process provided the technology meets audit and compliance standards aligned with these rules.

65. Conflict of interest

- (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.
- (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.
- (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.

66. Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (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; and

(d) any material personal interest disclosed under rule 65.

67. Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (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.

PART 6—FINANCIAL MATTERS

68. Source of funds

- (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. Management of funds

- (1) The Association must hold accounts with a recognised financial institution in which all Association revenue and expenditure is processed and recorded.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee must approve expenditure on behalf of the Association.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) committee members.
- (4) Expense approval process. The process is as follows:
 - (a) In Committee Meetings. This reflects budgeted costs and expected expenses arising from the Associations operations. These are approved at Committee Meetings and recorded in the Minutes.
 - (b) Ad Hoc expenses. These expenses are one-off and arise due to unforeseen circumstances. Approval of these expenses is to occur in accordance with subrule (3) excepting when the amount is within the limit approved at subrule (6)(a). Ad Hoc expenses can be actioned by:
 - (i) the Treasurer through the Cash Float as per subrule (6); or
 - (ii) by the use of an Association debit card as per subrule (7).
- (5) Use of technology. The Committee may use technology to facilitate the request and approval for funds, and to support the Committee voting process. This method is acceptable to achieve the requirements at subrule (3), and to support the audit requirements at Rule 70.
- (6) The Association Cash Float. The Committee may authorise the Treasurer to expend funds on behalf of the Association as follows:
 - (a) A specified limit of the total cash amount available in the float is to be set by the Committee, at the first meeting of the year and is to be reviewed every six months,
 - (b) The dual signature requirements stipulated in subrule (3) does not apply,
 - (c) Any expenditure is to be recorded in the financial documents as maintained by the Treasurer, and
 - (d) The Cash Float report is tabled at the end of the month, which are also reported to each Committee meeting.
- (7) For electronic transactions where approved debit cards are used, the following applies:
 - (a) debit cards may be only issued to Executive Committee members;
 - (b) debit cards may only be used for activities associated with the official operation of the Association;
 - (c) all use of debit card transactions is to meet pre-approval in accordance with subrule (3);

- (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 debit cards issued remain the property of the Association and the financial institution providing the debit card.
- (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.
- (9) Improper use of debit facilities by a Committee member will constitute a violation of the conduct rules as stipulated at rule 16.

70. Financial records

- (1) The Association must keep financial records that:
- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by *the Act*.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (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. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under *the Act* relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
- (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.

PART 7—GENERAL MATTERS

72. Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
- (a) the name of the Association must appear in legible characters on the common seal;
 - (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
 - (c) the common seal must be kept in the custody of the Secretary.

73. Registered address

- (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.

74. Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given:
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or electronic transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (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) by email or electronic transmission to the email address of the Association or the Secretary.

75. Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (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.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (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.
- (5) For purposes of this rule:
 - (a) *relevant documents* 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; and
 - (iv) records and documents relating to transactions, dealings, business or property of the Association.

76. Indemnity of office holders

- (1) 76.1 The Association is to obtain insurance that indemnifies each of the office holders against any liability incurred in good faith by the office holder in the course of performing their duties as a Committee member.

77. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

78. Alteration of Rules

- (1) These Rules may only be altered by special resolution of a general meeting of the Association.