

CONSUMER AFFAIRS VICTORIA

Associations Incorporation Reform Act 2012

Associations Incorporation Reform Regulations 2012, Part 3

RULES OF THE AUSTRALIAN AND NEW ZEALAND SOCIETY OF OCCUPATIONAL MEDICINE an INCORPORATED ASSOCIATION

Endorsed by the membership August 2014

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Rules for The Australian and New Zealand Society of Occupational Medicine (ANZSOM)

ANZSOM is an Incorporated Association (Victoria) and an Australian Registrable Body (ASIC)

Note

The persons who from time to time are members of the Society are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Society and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is the "The Australian and New Zealand Society of Occupational Medicine", hereinafter referred to as the Society.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

In addition, as an Australian Registrable Body, the association is required to include its Australian Registrable Body Number (ARBN) on all its business documents (reference Regulatory Guide 13, ASIC).

2 Purposes

The objective of the Society is to promote occupational and environmental health and safety and to advance the knowledge, practice and standing of registered medical practitioners, registered nurses and others who practice or who have an interest in these fields.

3 Financial year

The financial year of the Society is each period of 12 months ending on 30 June.

4 Definitions

In these Rules—

absolute majority, of the General Council, means a majority of the General Council members currently holding office and entitled to vote at the time (as distinct from a majority of General Council members present at a General Council meeting);

associate member means a member referred to in rule 14(1);

Branch Council, means the ***Branch Council having management of local educational/networking activities***

Chairperson, of a general meeting or meeting, means the person chairing the meeting as required under rule 46;

General Council means the General Council having management of the business of the Society;

General Council meeting means a meeting of the General Council held in accordance with these Rules;

General Council member means a member of the General Council elected or appointed under Division 3 of Part 5a;

Branch Council meeting means a meeting of a Branch Council held in accordance with these Rules;

Branch Council member means a member of a Branch Council elected or appointed under Part 5b.

disciplinary appeal meeting means a meeting of the members of the Society convened under rule 23(3);

disciplinary meeting means a meeting of the General Council convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Society convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Society;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF THE SOCIETY

5 Powers of Society

- (1) Subject to the Act, the Society has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Society 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;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Society may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Society must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Society from paying a member—
 - (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.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Society must have at least 5 members.

8 Who is eligible to be a member

- (1) 'Ordinary membership' shall be open to persons engaged in or interested in occupational medicine and possessed of qualifications entitling them to be registered as a medical practitioner or nurse in any State of Australia, in New Zealand or in the Territories of either of the countries or, if registered and practising elsewhere, of such other qualifications as the General Council may from time to time deem equivalent.
- (2) 'Associate membership' shall be open to other persons engaged in or interested in occupational health / medicine.
- (3) 'Fellowship' of the Society may be awarded by General Council to members who have made an outstanding contribution to occupational medicine / nursing.
- (4) 'Honorary Member' may be awarded by General Council to non-members who have made an outstanding contribution to occupational medicine / nursing.
- (5) 'Retired Member' may be made available to those who are no longer working and have paid subscriptions for more than 25 years, or are over 70 years of age and have had at least 10 years membership.
- (6) ANZSOM may create new categories or sub-categories of membership, and may decide the rights attached to those new categories or sub-categories. Those rights must be consistent with this constitution.

9 Application for membership

- (1) To apply to become a member of the Society, a person must submit a written application stating that the person—
 - (a) wishes to become a member of the Society; and
 - (b) supports the purposes of the Society; and
 - (c) agrees to comply with these Rules.
 - (d) is proposed and seconded by financial members of the Society

- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Society under rule 12(3).

10 Consideration of application

Applications are evaluated and approved by the relevant Branch Council and signed off by the Federal Executive.

11 New membership

- (1) If an application for membership is approved by the Executive—
 - (a) the resolution to accept the membership must be recorded in the minutes of the Executive meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person whose nomination has been thus approved and confirmed shall be so informed by the Secretary General and sent a copy of the Rules. He/she shall not be entitled to vote at any General Meeting of the Society or of a Branch nor be an officer or member of the General Council nor of a Branch Council until his/her first subscription has been paid.

12 Annual subscription and fee on joining Society

- (1) At each annual general meeting, the Society must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Society may determine that a lower annual subscription is payable by associate members.
- (3) The Society may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Society.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

- (1) A member of the Society who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and

- (e) to have access to the minutes of general meetings and other documents of the Society as provided under rule 75; and
- (f) to inspect the register of members.

(2) A member is entitled to vote if—

- (a) the member is a member other than an associate member; and
- (b) more than 10 business days have passed since he or she became a member of the Society; and
- (c) the member's membership rights are not suspended for any reason.

14 Associate members

- (1) Associate members of the Society include any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the General Council or by resolution at a general meeting.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 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 Society, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the Society.

Note

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the General Council.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18 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) if the member is an associate member, a note to that effect;

- (v) any other information determined by the General Council; 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.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

- (1) The Society 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; or
 - (b) refuses to support the purposes of the Society; or
 - (c) has engaged in conduct prejudicial to the Society; or
 - (d) has been guilty of conduct unbecoming a member.

20 Disciplinary subcommittee

- (1) If the General Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the General Council 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 General Council members, members of the Society or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21 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 Society 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 he or she may do one or both of the following—
 - (i) the member, or his or her representative may 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 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 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 Society.
- (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.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Society under rule 22 may give notice to the effect that he or she wishes 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 General Council 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 Society 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.

24 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 General Council 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

25 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 General Council;
 - (c) a member and the Society.
- (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.

26 Parties must attempt to resolve the dispute

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.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the General Council of the dispute; and
 - (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 General Council; or
 - (ii) if the dispute is between a member and the General Council or the Society—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the General Council may be a member or former member of the Society 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.

28 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.

29 Failure to resolve dispute by mediation

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 SOCIETY

30 Annual general meetings

- (1) The General Council must convene an annual general meeting of the Society to be held within 5 months after the end of each financial year.
- (2) The General Council 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 meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the General Council on the activities of the Society during the preceding financial year; and
 - (ii) the financial statements of the Society for the preceding financial year submitted by the General Council in accordance with Part 7 of the Act;
 - (c) to elect the members of the General Council;
 - (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.
- (5) Branch Councils are required to hold an annual general meeting a minimum of 28 days before the federal annual general meeting. The ordinary business for such a meeting would be as for section 30 above except for 30d).

31 Special general meetings

- (1) Any general meeting of the Society, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The General Council may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

- (1) The General Council 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.
- (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 General Council 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 Society must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Society—
 - (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; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) 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
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (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 he or she sees fit.
- (4) If the General Council 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 33 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 General Council 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 Society no later than 24 hours before the commencement of the meeting.

35 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.

36 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 35) of 10% of the 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 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, 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.

- (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.

37 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.

Example

The members may wish to have more time to examine the financial statements submitted by the General Council at an annual general meeting.

- (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 33.

38 Voting at 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; and
 - (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 24.

39 Special resolutions

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.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a General Council member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Society.

40 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) lostand 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 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.

41 Minutes of general meeting

- (1) The General Council 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 annual 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 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two General Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Society; 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 5A—GENERAL COUNCIL

Division 1—Powers of General Council

42 Role and powers

- (1) The business of the Society must be managed by or under the direction of a General Council.

- (2) The General Council may exercise all the powers of the Society except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Society.
- (3) The General Council may—
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43 Delegation

- (1) The General Council may delegate to a member of the General Council, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the General Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the General Council considers appropriate.
- (3) The General Council may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of and duties of members

44 Composition of General Council

The General Council consists of—

- (a) a President; and
- (b) an immediate past President
- (c) a President elect
- (d) a Secretary; and
- (e) a Treasurer; and
- (f) other members (if any) elected under rule 53.
- (g) Representatives of each Branch Council

45 General Duties

- (1) As soon as practicable after being elected or appointed to the General Council, each General Council member must become familiar with these Rules and the Act.
- (2) The General Council is collectively responsible for ensuring that the Society complies with the Act and that individual members of the General Council comply with these Rules.
- (3) General Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) General Council members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Society; and
 - (b) for a proper purpose.
- (5) General Council members and former General Council members must not make improper use of—
 - (a) their position; or

(b) information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Society.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a General Council member must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) The office bearers shall have specific responsibilities as defined in the Governance Statement which will be reviewed by the General Council from time to time.

46 President

- (1) The President or, in the President's absence, a nominated individual is the Chairperson for any general meetings and for any General Council meetings.

47 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) supervise the maintenance of the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Society and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Society in accordance with rules 72 and 75; and
 - (c) 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
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must—
 - (a) supervise receipt of all moneys paid to or received by the Society and supervise the issue of receipts for those moneys in the name of the Society; and
 - (b) approve all payments
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Society are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Society and their certification by the General Council prior to their submission to the annual general meeting of the Society.

- (3) The Treasurer must ensure that at least one other General Council member has access to the accounts and financial records of the Society.

Division 3—Election of General Council members and tenure of office

49 Who is eligible to be a General Council member

- (1) A member is eligible to be elected or appointed as a General Council member if the member—
 - (a) is 18 years or over; and
 - (b) is entitled to vote at a general meeting.

50 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Society after its incorporation; or
 - (b) any subsequent annual general meeting of the Society, after the annual report and financial statements of the Society have been received.
- (2) The Chairperson of the meeting must declare all positions on the General Council vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Society may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) 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.

52 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Secretary;
 - (c) 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 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

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 his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) 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.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) 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 (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

54 Term of office

- (1) A General Council member holds office until the positions of the General Council are declared vacant as defined by the Governance Statement.
- (2) A General Council member may be re-elected.
- (3) A general meeting of the Society may—
 - (a) by special resolution remove a General Council member from office; and
 - (b) elect an eligible member of the Society 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 President of the Society (not

exceeding a reasonable length) and may request that the representations be provided to the members of the Society.

- (5) The Secretary or the President may give a copy of the representations to each member of the Society 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.

55 Vacation of office

- (1) A General Council member may resign from the General Council by written notice addressed to the General Council.
- (2) A person ceases to be a General Council member if he or she—
 - (a) ceases to be a member of the Society; or
 - (b) fails to attend 3 consecutive General Council meetings (other than special or urgent General Council meetings) without leave of absence under rule 66; or
 - (c) otherwise ceases to be a General Council member by operation of section 78 of the Act.

Note

A General Council member may not hold the office of secretary if they do not reside in Australia.

56 Filling casual vacancies

- (1) The General Council may appoint an eligible member of the Society to fill a position on the General Council that—
 - (a) has become vacant under rule 55; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the General Council must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any General Council member appointed by the General Council under subrule (1) or (2).
- (4) The General Council may continue to act despite any vacancy in its membership.

Division 4—Meetings of General Council

57 Meetings of General Council

- (1) The General Council must meet at least 4 times in each year at the dates, times and places determined by the General Council.
- (2) The date, time and place of the first General Council meeting must be determined by the members of the General Council as soon as practicable after the annual general meeting of the Society at which the members of the General Council were elected.
- (3) Special General Council meetings may be convened by the President or by any 4 members of the General Council.

58 Notice of meetings

- (1) Notice of each General Council meeting must be given to each General Council member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one General Council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.

- (4) If a special General Council 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.

59 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each General Council member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the General Council.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60 Procedure and order of business

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

61 Use of technology

- (1) A General Council member who is not physically present at a General Council meeting may participate in the meeting by the use of technology that allows that General Council member and the General Council members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a General Council member participating in a General Council 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 Quorum

- (1) No business may be conducted at a General Council meeting unless a quorum is present.
- (2) The quorum for a General Council meeting is the presence (in person or as allowed under rule 61) of a majority of the General Council members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a General Council meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (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 58.

63 Voting

- (1) On any question arising at a General Council meeting, each General Council member present at the meeting has one vote.
- (2) A motion is carried if a majority of General Council 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 General Council.

- (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 not permitted.

64 Conflict of interest

- (1) A General Council member who has a material personal interest in a matter being considered at a General Council meeting must disclose the nature and extent of that interest to the General Council.
- (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.

Note

Under section 81(3) of the Act, if there are insufficient General Council members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with 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 Society is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Society.

65 Minutes of meeting

- (1) The General Council must ensure that minutes are taken and kept of each General Council 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;
 - (d) any material personal interest disclosed under rule 64.

66 Leave of absence

- (1) The General Council may grant a General Council member leave of absence from General Council meetings for a period not exceeding 3 months.
- (2) The General Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the General Council member to seek the leave in advance.

PART 5B—BRANCH COUNCILS

67 Formation of a Branch

A proposal to form a Branch in any region shall require the support of 5 or more members living in that region and shall be made by them in writing to the General Council which, being satisfied of their bona fide, shall approve the formation of the Branch and shall define the Region of that Branch.

68 The Branch Council

The affairs of a Branch shall be governed by the Branch Council.

- (1) A Branch Council shall consist of an Executive comprising a Chairman who shall be its presiding officer, a Branch Secretary, a Branch Treasurer. There should be at least 3 other members (the Officers of the Branch Council). The same member may be both Branch Secretary and Branch Treasurer but he/she will still possess only one vote. 1 member of the Council shall be the delegate of the Council to the General Council.
- (2) The Executive of a Branch Council shall exercise the power and conduct the business of the Branch Council between the meetings of the same.

69 Election of Branch Council

- (1) Election of a Branch Council shall take place at the Annual General Meeting of the Branch.
- (2) Other requirements for elections and terms of office are as per the rules for General Council.

70 Responsibilities of Branch Council

Responsibilities for the Branch Council are as for those of the General Council but in relation to the Branch.

71 Meetings of the Branch Council

A Branch Council shall meet at least twice in each calendar year and its Secretary shall send a copy of the minutes of each of its meetings to the Secretary General. Meetings of a Branch Council shall be convened by the Branch Secretary on the instruction of the Chairman or at the request in writing of any two of its members. Operations of the Branch Council meetings are otherwise as for General Council meetings (refer rules 57 to 66).

PART 6—FINANCIAL MATTERS

72 Source of funds

The funds of the Society may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the General Council.

73 Management of funds

- (1) The Society must open an account with a financial institution from which all expenditure of the Society is made and into which all of the Society's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Society, the General Council may approve expenditure on behalf of the Society.
- (3) The General Council may authorise the Treasurer to expend funds on behalf of the Society (including by electronic funds transfer) up to a specified limit without requiring approval from the General Council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be approved by 2 General Council members.
- (5) All funds of the Society must be deposited into the financial account(s) of the Society no later than 5 working days after receipt.

- (6) With the approval of the General Council, 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.
- (7) Branch Councils may operate separate bank accounts for the purposes of conducting local activities and should comply with the requirements above.
- (8) In addition to the above, specific financial procedures may be developed to detail processes which are agreed by General Council and reviewed from time to time.

74 Financial records

- (1) The Society including Branch Councils 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 Society must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the General Council.

75 Financial statements

- (1) For each financial year, the General Council must ensure that the requirements under the Act relating to the financial statements of the Society 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 General Council;
 - (d) the submission of the financial statements to the annual general meeting of the Society;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

76 Common seal

- (1) The Society may have a common seal.
- (2) If the Society has a common seal—
 - (a) the name of the Society 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 General Council and the sealing must be witnessed by the signatures of two General Council members;
 - (c) the common seal must be kept in the custody of the Secretary.

77 Registered address

The registered address of the Society is—

- (a) the address determined from time to time by resolution of the General Council; or
- (b) if the General Council has not determined an address to be the registered address— the postal address of the Secretary.

78 Notice requirements

- (1) Any notice required to be given to a member or a General Council 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 facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to the Society or the General Council may be given—
 - (a) by handing the notice to a member of the General Council; 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 General Council determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Society or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Society.

79 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 Society, including minutes of General Council meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The General Council may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- (3) The General Council 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 Society referred to in this rule and the Society may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Society.

80 Winding up and cancellation

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

81 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Society.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Society is taken to have adopted its own rules, not the model rules.

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