

ASSOCIATION RULES

Incorporated under the Associations Incorporation Reform Act 2012 (Vic) (the Act).

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Table of Contents

A. THE ASSOCIATION	4
A. 1) <i>Name</i>	4
A. 2) <i>Preamble to Statement of Purposes</i>	4
A. 3) <i>Statement of Purposes</i>	4
A. 4) <i>Political Independence</i>	4
A. 5) <i>Powers</i>	4
B. DEFINITIONS	5
C. MEMBERSHIP	6
C. 1) <i>Membership qualifications, fees and procedures</i>	6
C. 2) <i>Members' rights and liabilities</i>	7
C. 3) <i>General</i>	8
D. PROCEDURE IN MEETINGS	9
E. BRANCHES	10
E. 1) <i>Role of Branches</i>	10
E. 2) <i>Branch Committee</i>	10
E. 3) <i>Branch General Meetings</i>	11
E. 4) <i>Inactive Branch</i>	11
F. NATIONAL COUNCIL	12
F. 1) <i>National Council membership and role</i>	12
F. 2) <i>Annual National Council Meeting</i>	12
F. 3) <i>National Council Procedure</i>	13
F. 4) <i>National Policy</i>	14
F. 5) <i>Regulations</i>	14

G. NATIONAL EXECUTIVE	14
<i>G. 1) National Executive membership</i>	14
<i>G. 2) Committees</i>	16
<i>G. 3) By Laws</i>	16
<i>G 4) National Executive Meetings</i>	16
H. NATIONAL GENERAL MEETINGS	17
<i>H. 1) Annual General Meeting</i>	17
<i>H. 2) National General Meetings</i>	17
I. GRIEVANCE DISPUTES AND DISCIPLINING OF MEMBERS	18
<i>I. 1) Grievance disputes</i>	18
<i>I. 2) Disciplining members</i>	18
J. FUNDS AND FINANCES	19
<i>J. 1) Financial year</i>	19
<i>J. 2) Management of funds</i>	19
<i>J. 3) Financial records</i>	19
<i>J. 4) Common seal</i>	20
K. SERVICE OF DOCUMENTS	20
L. INDEMNITY	20
M. ALTERATION OF RULES	21
N. WINDING UP	21

A. THE ASSOCIATION

A. 1) Name

The Association shall be called the Medical Association for Prevention of War, Australia Incorporated.

A. 2) Preamble to Statement of Purposes

Doctors and other health professionals know that war is an entirely preventable cause of human ill health, suffering and death. Our professional standing, expertise and knowledge give us the power and the responsibility to advocate strongly for non-violent solutions to human conflict.

A. 3) Statement of Purposes

The central objective of the Association is to prevent the death and suffering, and relieve the suffering, which arise from war and preparations for war, including civil conflict. To this end, the Association will engage in research, communication, education and advocacy, and in particular will:

- (a) educate medical and other health practitioners, young Australians, governments and the general public about the consequences to health of war and its preparation, especially warfare involving weapons of mass destruction;
- (b) work for the elimination of all weapons of mass destruction including nuclear weapons; this includes work on all aspects of the nuclear fuel chain.
- (c) urge that the excessive financial, technical and human resources spent on armaments be directed to uses which promote the health and welfare of humanity;
- (d) examine the psychological and social mechanisms by which people come to accept war as a necessity;
- (e) promote non-violent means of conflict resolution at all levels; including through diplomatic means, and the development and observance of international law and treaties, recognising the role of the United Nations;
- (f) work globally through IPPNW and its affiliates;
- (g) promote, co-operate with and form partnerships or links with organisations, incorporated or not incorporated, within Australia which might further the purposes of the Association; and
- (h) act as Trustee of Trusts and funds established or received for achieving or attaining any of the purposes of the Association.

A. 4) Political Independence

- (a) The Association shall be independent of any political party.

A. 5) Powers

- (a) The Association has power to do all things that help it to achieve the above Purposes.

- (b) The Association may only exercise its powers and use the income and assets of the Association (including any surplus) for the purposes of the Association.
- (c) Solely for furthering the purposes, the Association, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001* (Cth).

B. DEFINITIONS

In these Rules—

Annual National Council Meeting (or ANCM) means the annual meeting of the National Council referred to in Section F, rule 2;

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

associate member means a member referred to in Section C, rule 1(b);

the Association means the Medical Association for Prevention of War, Australia (Incorporated);

Branch means a Branch of the Association as described in Section E, rule 1;

Branch Committee means the committee referred to in Section E, rule 2;

chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under Section D rule(d);

Elected Officer means a member of the National Executive elected under Section G, rule 1;

Executive meeting means a meeting of the National Executive held in accordance with these Rules;

Executive member means a member of the National Executive elected under Section G, rule 1 ();

Financial year means the 12-month period specified in Section J, rule 1;

General Meeting means a general meeting of the members of the Association (or of a Branch of the Association) that has been formally convened in accordance with Section E rule 3 or Section H and includes a National Annual General Meeting, a National Special General Meeting and a Branch General Meeting.

In person means physically present at a meeting with one or more others;

in writing, **“written”**, **“write to”** et cetera refers to written text delivered by email, post or in person;

IPPNW means the International Physicians for the Prevention of Nuclear War. The Association is an international affiliate to IPPNW.

member means a member of the Association;

member entitled to vote means a member who under Section C, rule 1 (a) is entitled to vote at a general meeting;

National Executive (or Executive) means the body defined in Section G, rule 1,

National Office means the central office of the Association;

National Student Representative means a medical student and/or student undertaking higher education in a public health field that would qualify them to full membership of the Association once they have graduated.

not for profit organisation means an organisation which does not operate for a profit, personal gain or other benefit of particular people and which meets the relevant criteria set out under Section C, rule 1(a)(ii) (membership), however does not include a political party;

office holder has the meaning as defined in Section 82 of the Act, and includes members of National Council and the Executive Officer or senior manager of the Association;

the Registrar means the Registrar of Incorporated Associations;

Secretary refers to the position of Secretary as required by the Act who shall be responsible for (amongst other things) lodging annual statements and undertaking all transactions and notifications of change with Consumer Affairs Victoria (or other appropriate regulatory body as required).;

Special resolution is as defined in Section 64 of the Act; and

technology means any technology used in a meeting that allows members to clearly and simultaneously communicate with each other participating member.

C. MEMBERSHIP

C. 1) Membership qualifications, fees and procedures

- (a) Membership of the Association as a member entitled to vote is open to:
- i. all health care professionals, medical scientists and students of the health care professions who support the purposes of the Association. A health care professional means a member of a health care profession recognised by the National Council.
 - ii. A not-for-profit organisation which supports the purposes of the Association and whose membership comprises or substantially consists of health care professionals, medical scientists or students of the health care professions is eligible to join the Association as a member. Such organisational members shall nominate one representative who may vote on their behalf, and may stand for office.
- (b) Associate membership of the Association is open to:
- i. any person who is not a health care professional, medical scientist or student of the health care professions, who supports the purposes of the Association.
 - ii. any not for profit organisation which supports the purposes of the Association but which is not covered by Section C. rule 1 (a(ii)). Such organisational members shall nominate one representative for liaison with the Association.
- (c) An associate member must not vote or stand for office, but may have other rights as determined by the Executive or National Council.

- (d) The National Council may, by resolution, appoint a member to be an Honorary Life Member from time to time.
- (e) Annual subscription fees for members shall be set by the National Council at its Annual National Council Meeting. There shall be no joining fee.
- (f) A person can join the Association by applying in such form as the Executive determines from time to time, and paying the current annual subscription.
 - i. The Executive can approve or reject an application to join the Association. If the Executive rejects an application, it is not required to give reasons for that decision, but must write to the person to advise them their application has been rejected.
 - ii. Membership shall commence upon the acceptance of the application by the Association and upon payment of the annual subscription.
 - iii. The responsible office holder as authorised by the National Council must as soon as practicable enter the person's name, postal and/or email address, class of membership and date they became a member on the members register
 - iv. The Association must inform the person when their membership has started.
- (g) A member may resign from membership by sending a written notice of resignation to the Association.
- (h) A person shall cease to be a member if that member's subscription is one year in arrears after notice of the arrears have been given to the member at the member's postal or email address as shown in the Association's records. Members must pay the annual subscription fee within one month of the due date. If a member does not pay in time membership rights are suspended and a member cannot exercise their members' rights including the right to vote at meetings. Executive may waive the year's fee in individual cases of financial hardship, or may waive the payment of arrears where members have paid the current subscription.
- (i) A person shall also cease to be a member on:
 - i. resignation;
 - ii. death;
 - iii. the termination of their membership according to these Rules; or
 - iv. that member no longer meeting the requirements for membership according to these Rules.

C. 2) *Members' rights and liabilities*

- (a) Members have rights and liabilities as set out in the Act and in these rules.
- (b) Each member's liability is limited to the annual subscription fees.
- (c) Each member acknowledges and agrees that:
 - i. these Rules constitute a contract between each member and the Association and they

are bound by these Rules;

- ii. they shall comply with and observe these Rules and any determination, resolution or policy which may be made or passed by the Executive or the National Council or any duly authorised committee;
- iii. by submitting to these Rules they are subject to the jurisdiction of the Association;
- iv. these Rules are made in pursuit of a common purpose, namely the mutual and collective benefit of the Association and the members;
- v. these Rules are necessary and reasonable for promoting the purposes; and
- vi. they are entitled to all benefits, advantages, privileges and services of Association membership.

(d) A member who or which ceases to be a member shall forfeit all right in and claim upon the Association or the Executive for damages or otherwise, or claim upon its property.

(e) Members' access to documents is as follows:

- i. A member may, subject to this rule 2 (c), inspect the Rules of the Association, general meeting minutes, relevant documents (as defined in the Act, including financial records, contracts and asset records of the Association), and the members register at a reasonable time.
- ii. A member can write to the National Council Secretary asking for copies of these documents (with the exception of the members register). The Secretary will make the documentation available for review at the National Office.
- iii. Subject to the Act and any other applicable law, the National Council Secretary may refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
- iv. Members can write to the National Council Secretary to ask that the Association restrict access to their details on the members register if they have special circumstances. The National Council Secretary will decide if there are special circumstances, and will write to the member outlining their decision.
- v. Members cannot inspect or get copies of National Council or Executive meeting minutes, or parts of the minutes, unless the Executive specifically allows it.

C. 3) General

- (a) The Association must keep and maintain a register of all members in which shall be entered such information as is required under the Act from time to time.
- (b) No member whose membership ceases has any claim against the Association or the Executive for damages or otherwise arising from cessation or termination of

membership.

- (c) A right, privilege or obligation of a member by reason of their membership of the Association is not capable of being transferred or transmitted to another member. No member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) Members must treat all staff, contractors and representatives of the Association and all other members with respect and courtesy at all times.
- (e) Members must not act in a manner unbecoming of a member or prejudicial to the purposes and/or interests of the Association.

D. PROCEDURE IN MEETINGS

- (a) In addition to the particular rules set out in other sections, and unless otherwise stated, the following procedures apply to all meetings described in these Rules, including Branch General Meetings, Branch Committee Meetings, National General Meetings, meetings of National Council and meetings of the Executive:
- (b) There is no voting by proxy.
- (c) Subject to the requirements of the Act (if any) and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.
- (d) If the chairperson of a meeting as determined by these Rules is not present, the meeting shall elect its own chairperson who must be a member entitled to vote.
- (e) In National General Meetings, only members of the Association as set out in Section C rule 1 (a) may vote. Associate members may not vote.
- (f) The chairperson of a meeting shall, where practicable, attempt to reach consensus on a matter before voting takes place.
- (g) Every member permitted to vote shall have one vote, except that in the event of a tie in the voting the chairperson shall also have a casting vote.
- (h) In National Council meetings:
 - vi. where one person holds two positions, such as Branch Coordinator and Vice-President, that person will have only one vote;
 - vii. where there are two Co-Presidents rather than one President, each Co-President will have one vote.
- (i) In Branch meetings where there are two Co-Coordinators rather than one Branch Coordinator, each Co-Coordinator will have one full vote.
- (j) Votes may be held by a show of hands or written ballot, or another method determined by the chairperson that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member entitled to vote may request a vote be held again by written ballot of those present.
- (k) A declaration by the chairperson that the resolution has been carried or lost, stating if so

desired the numbers of votes for and against it, shall be conclusive.

- (l) Members where permitted by these Rules may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.

E. BRANCHES

E. 1) Role of Branches

- (a) Subject to rule 1(c), the members of the Association in each State or Territory shall constitute a Branch of the Association in that State or Territory. These Branches shall be known as the Australian Capital Territory, New South Wales, Northern Territory, Queensland, South Australian, Tasmanian, Western Australian and Victorian Branches of the Association, with the exception of Tasmania and South Australia, where the Branch also refers to 'Medact' in its name but must indicate in its documents and literature that it is a Branch of the Association.
- (b) Subject to rule 1(c) Members shall be allocated to a Branch on the basis of their home state or territory as notified.
- (c) A Member may notify the Association if they wish to be allocated to a different branch other than the branch which would otherwise be allocated to it under rule 1(b).
- (d) Subject to Rule E4(c), a Branch may hold its own accounts in its name provided the Association is granted access to view the accounts at all times. All funds received by the Branch from its respective activities shall, subject to these Rules, be distributed or expended in the absolute discretion of the relevant Branch.
- (e) Functions of Branches shall include:
 - i. Organising and supporting events that contribute to the Association's purposes;
 - ii. Fund-raising;
 - iii. Working in partnership with local organisations on activities that support the purposes of the Association;
 - iv. Identification of and advocacy around relevant local issues;
 - v. Recruitment of members; and
 - vi. Public education and information.

E. 2) Branch Committee

- (a) Branch affairs shall be administered by a Branch Committee elected at the Annual General Meeting of the Branch. This Committee shall include at least a Branch Coordinator, Secretary and Treasurer. One person may hold two of these positions, provided the Branch Committee has at least three members. The Coordinator role may be shared by no more than two Co-ordinators. If the Coordinator role is shared, the Branch must nominate which of the Co-ordinators represents the Branch on the National Council. Additional members may be opted at the discretion of the Committee.
- (b) Branch Committee responsibilities include:

- i. Organising the Branch Annual General Meeting, any other General Meetings, and other meetings of members;
 - ii. Providing an annual Branch financial and activity report to National Council
 - iii. Communicating with Branch members on Branch and National activities
 - iv. Advising the National Council Secretary if the Branch Coordinator changes.
- (c) The Executive will facilitate the work of Branch Committees by providing them with access to and/or current copies of current Branch membership data.
- (d) In the event of a casual vacancy occurring in the office of a member of the Branch Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Branch Annual General Meeting next following the date of his/her appointment.
- (e) Any three (3) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Branch Committee.

E. 3) Branch General Meetings

- (a) The Branch Committee shall call General Meetings of their Branch as it deems necessary, and in any case not less often than once a year, for a Branch Annual General Meeting. General Meetings must also be called by the Branch Committee on the written application of 20 members or 20 per cent of the membership, whichever is the lesser. Members shall receive written notice of at least two weeks of any General Meeting.
- (b) A quorum for a General Meeting of a Branch shall be 4 members or 10 per cent of the Branch membership, whichever is the less.
- (c) The chair shall be taken at Branch General or Committee meetings by the Branch Coordinator or Secretary.
- (d) The Branch Coordinator shall decide whether members may attend Branch General or Committee meetings through the use of technology.

E 4) Inactive Branch

- (a) If the Executive becomes aware that a Branch Committee is unable to fulfill the requirements as set out in Section E rule 2) (b), the Executive may make reasonable attempts to contact the Coordinator and, if considered appropriate, the other Branch Committee members to assist the relevant Branch overcome any difficulties and fulfill its obligations under rule E 2 (b).
- (b) If, after a period of three months, the difficulties of the Branch referred to in Section E rule 4 (a) above cannot be overcome, or if no consistent contact can be made with the Coordinator or the Branch Committee members, the matter will be brought to the attention of the National Council to decide, in its absolute discretion, how to proceed which may involve (without limitation), declaring the Branch inactive and branch positions vacant.
- (c) If a Branch is declared inactive in accordance with Section E rule 4) (b) above, the National Council is permitted to do all things necessary to effect the ending of the Branch, including (without limitation) transferring any assets held by the Branch to the National Council.

F. NATIONAL COUNCIL

F. 1) National Council membership and role

- (a) Subject to rule F1)(b), The National Council of the Association shall consist of:
- i. up to eight Branch Coordinators
 - ii. the Elected Officers as set out in section G, rule 1 (a)
 - iii. up to two student or early career health professionals whom shall be appointed by the National Council in its complete discretion;
 - iv. Australian International Councillor for IPPNW;
 - v. up to two ordinary members; if there are two Co-Vice-Presidents, there will be only up to one ordinary member.
- (b) The National Council shall be the governing body of the Association, and shall be the “Management Committee” of the Association for purposes of the Act.
- (c) The Council shall be convened for the purposes of election of the Elected Officers, determination of the policies, planning and reviewing the finances and activities of the Association, coordinating the activities of Branches across the country, setting long-term strategic direction, to liaise with and represent members, and to assist the Association in achieving its objects; as well as any other responsibilities set out in these Rules.
- (d) The National Council can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a National General Meeting or a Branch General Meeting (under these Rules or the Act).
- (e) The National Council can delegate any of its powers and functions to the National Executive, an Elected Officer, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the Executive in writing.
- (f) National Council shall be convened at the discretion of the President, by resolution of the Council or Executive, or on the written application of at least three Branch Coordinators, and in any case will be convened once a year for the Annual National Council Meeting.
- (g) National Council responsibilities include:
- i. ensuring that accurate minutes of National General Meetings, National Council meetings and Executive meetings of the Association are made and kept, and
 - ii. ensuring that all records, securities and relevant documents of the Association are kept properly

F. 2) Annual National Council Meeting

- (a) The business of the Annual National Council Meeting shall include but is not limited to:

- i. The election of Elected Officers on every second year, and on alternate years if required to fill vacancies.
 - ii. Consideration of the financial situation and overall financial strategy of the organisation.
 - iii. The development of national strategy.
- (b) The following matters are to be determined as necessary at an Annual National Council Meeting:
- i. The appointment of up to two student or early career health professionals, after consideration of advice of student or early career members;
 - ii. The setting of annual subscriptions;
 - iii. Policy for the disbursement of funds to branches
 - iv. Any business referred to the Council in accordance with Section H, rule 2(f) (AGM).
- (c) The President may invite members of the Association who are not members of National Council to attend meetings as non-voting observers. The chair of a National Council meeting or of a session of the Annual National Council Meeting, shall determine whether these members will be permitted to speak.
- (d) On any occasion where a Branch cannot be represented on the Council by its Branch Coordinator (or Co-Coordinator), the Branch Committee concerned shall notify the President of its alternate representative beforehand, who shall be a member of the Association entitled to vote, who may attend and vote on behalf of the Branch at this meeting.
- (e) The chairperson of an Annual National Council meeting may determine that the meeting be held at 2 or more venues using any technology that gives the National Council members as a whole a reasonable opportunity to participate and to clearly and simultaneously communicate with each other.
- (f) Where rule 2(e) above applies:
- i. a National Council member participating in such a meeting is taken to be present in person at the meeting;
 - ii. all the provisions in these Rules relating to National Council meetings apply, so far as they can and with necessary changes, to meetings using the technology; and
 - iii. the National Council meeting is taken to be held at the place determined by the chair of the meeting, provided that at least one National Council member was at that place for the duration of the meeting.
- (g) The National Council Secretary must give 21 days' notice of the Annual National Council Meeting to National Council members.

F. 3) National Council Procedure

- (a) National Council meetings shall be chaired by the President. If the President is unable to attend then a Vice-President shall chair the meeting. For the Annual National Council

Meeting the President may delegate chairing of particular sessions to Vice-Presidents or other National Council members.

- (b) Council members may attend either in person or through the use of technology consistent with the process for Annual National Council Meeting as set out in Section F, rule 2(e) and (f).
- (c) A meeting of National Council may resolve to defer a particular matter for decision by email circulation. A draft resolution should be circulated with at least 72 hours to respond.
- (d) The resolution circulated by email shall be deemed passed if the assent of two thirds of members voting is received by the specified deadline with at least eight members voting. The resolution should be minuted at the next meeting of National Council.
- (e) The National Council Secretary must give fourteen days' notice of a National Council meeting to National Council Members unless the meeting is an urgent meeting; with the exception of the Annual National Council Meeting as in Section F, rule 2(g).
- (f) The quorum for a meeting of National Council shall be four, except for the Annual National Council Meeting where the quorum shall be eight.

F. 4) National Policy

- (a) National Council shall decide national policy.

F. 5) Regulations

- (a) The Annual National Council Meeting may by resolution passed by an absolute majority make regulations to give effect to these Rules.
- (b) Members must at all times comply with the regulations as if they formed part of these Rules.

G. NATIONAL EXECUTIVE

G. 1) National Executive membership

- (a) The National Executive (the Executive) of the Association shall consist of the following Elected Officers:
 - i. President or two Co-Presidents
 - ii. Vice President or two Co-Vice-Presidents
 - iii. National Council Secretary
 - iv. Treasurer
 - v. Secretary, who must meet the requirements of the Act, including being over 18 years of age
- (b) No member shall hold more than one position simultaneously, with the exception of Secretary.

- (c) The Secretary must be appointed by the National Council under the Act. In addition to the manner in which the office of secretary becomes vacant under the Act the National Council may suspend or remove the Secretary from that office. The Secretary holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the National Council. Subject to these Rules and the Act the Secretary is not entitled to remuneration.
- (d) Subject to Rule G(1)(c) above, Elected Officers shall be elected by vote of the Annual National Council Meeting. An Elected Officer shall become a member of National Council upon election, if he/she is not already a Council member.
- (e) The Executive shall be responsible to National Council for administration and implementation of Association policy at the national level.
- (f) At the first Executive meeting after each Annual National Council Meeting where an election for Executive has taken place, the Executive will decide the responsibilities of each Office where not defined in these Rules or the Act.
- (g) All Elected Officers of the Association shall hold office for two years but shall be eligible for re-election at the second AGM following their election.
- (h) Persons wishing to stand for election to the Executive must be nominated either in writing or by email to the National Council Secretary, at least one day before the Annual National Council Meeting; or in person, by the candidate or another member at the Annual National Council Meeting. The nomination must be seconded at the meeting by a National Council member.
- (i) If for any position the number of members nominated is equal to the number of positions, the President may declare the position filled without conducting a vote.
- (j) A National Council member stops being on National Council and/or the Executive if they:
 - i. Resign their position, by writing to the National Council Secretary, or in the case of a Branch Coordinator, to the Branch Committee.
 - ii. Cease to be a member of the Association.
 - iii. Are removed by Special Resolution of the National Council.
 - iv. Become insolvent (as the term is used in the *Corporations Act 2001 (Cth)*).
 - v. Dies.
 - vi. Become a represented person (under the Guardianship and Administration Act 1986).
- (k) If the Secretary stops being the Secretary, the National Council must appoint a new Secretary within 14 days to hold office until the next Annual National Council Meeting.
- (l) If an Elected Officer (other than the Secretary) stops being on the National Council before the end of their term, the National Council can temporarily appoint a member of the Association to fill that vacancy until the next Annual National Council Meeting where an election should take place.

- (m) If a Branch Coordinator stops being a Branch Coordinator, the Branch Committee can temporarily appoint a member of the Association to fill that vacancy until the next Branch Annual General Meeting where an election should take place

G. 2) Committees

- (a) The Executive may by written instrument delegate any of their powers to committees consisting of such persons they think fit (including Executive Members, individuals and consultants), and may vary or revoke any delegation.
- (b) A committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Executive. A committee is responsible to and reports to the Executive. Powers delegated to and exercised by a Committee are taken to have been exercised by the Executive.
- (c) Committee meetings are governed by the provisions of these Rules dealing with meetings of the Executive, as far as they are capable of application.

G. 3) By Laws

- (a) The Executive may from time to time make by-laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs and may amend, repeal and replace those by-laws.
- (b) Interpretation of the by-laws is solely the responsibility of the Executive.
- (c) A by-law:
 - i. is subject to these Rules;
 - ii. must be consistent with these Rules; and
 - iii. when in force, is binding on all members and has the same effect as a provision in these Rules.

G 4) National Executive Meetings

- (a) The National Council Secretary must give seven (7) days' notice of an Executive meeting to Executive Members unless the meeting is an urgent meeting.
- (b) The Executive can decide how often it meets.
- (c) Executive members may attend meetings through technology.
- (d) The President may propose a resolution to be passed by email circulation by the Executive. In the case of a matter already discussed by the Executive, or a routine matter not requiring discussion, the draft resolution should be circulated with at least 72 hours to respond. In the case of an urgent matter the draft resolution should be circulated with at least 48 hours to respond and shall be deemed passed if there is no dissent, and the assent of the majority of Executive members is received by the specified deadline. The resolution should be minuted at the next meeting of Executive.
- (e) The Chair of Executive meetings is the President, or if the President cannot attend, a Vice-President as agreed by the Executive members present.

- (f) Any three (3) members of the National Executive constitute a quorum for the transaction of the business of a meeting of the National Executive.

H. NATIONAL GENERAL MEETINGS

National General Meetings shall be limited to the Annual General Meeting; and Special General Meetings as set out in Section H, rule 2(a).

H. 1) Annual General Meeting

- (a) The Association must hold an AGM within five months of the end of the Association's financial year.
- (b) The ordinary business of the AGM is to confirm the minutes of the previous AGM, and receive reports and statements on the previous financial year. The notice of AGM must include any special business or motions to be considered.
- (c) The AGM should, to the extent possible, be held to coincide with the National Council Annual Meeting.
- (d) Section H, rules 2(b) to 2(f) below apply to the AGM as well as to other National General Meetings.

H. 2) National General Meetings

- (a) The National Council, or a group of at least 10% of all members entitled to vote may call a Special General Meeting.
- (b) A quorum of at least 10% of the members or 10 members entitled to vote, whichever is less, must be present at a general meeting (including AGM) (either in person or through the use of technology if it is practicable) for the meeting to be held.
- (c) Notice of the time and place of a National General Meetings must be provided to members in accordance with the Act at least 21 days before the meeting in writing together with:
 - i. all information required to be included in accordance with the Act;
 - ii. in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - iii. where applicable, any notice of motion received from any member entitled to vote or Executive member; and
 - iv. where applicable, a list of all nominations received for positions to be elected at the relevant National General Meeting.
- (d) No business other than that stated in the notice of meeting may be transacted at a National General Meeting.
- (e) The Chair of a National General Meeting will be the President, or if the President is not in attendance, a Vice President. If a National General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of

entitlement):

- i. an Executive Member (or other person) chosen by a majority of the Executive present;
 - ii. the only Executive Member present; or
 - iii. a member entitled to vote who is chosen by a majority of the members entitled to vote.
- (f) If there are not enough members at the meeting (see rule H.2(b) above) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business:
- i. in the case of the AGM the Chair shall refer all business not considered or resolved, for determination by the Annual Meeting of National Council.
 - ii. in the case of any other National General Meeting, the Chair may adjourn the meeting. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

I. GRIEVANCE DISPUTES AND DISCIPLINING OF MEMBERS

I. 1) Grievance disputes

- (a) If there is a dispute between a member and another member, a member and the Association, or a member and the National Council or Executive, the parties involved must first attempt to resolve the dispute between themselves for at least 28 days from the date the dispute is known to all parties involved.
- (b) If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
 - i. the party with a grievance must write to the Association and any other people affected, and explain what the grievance is about
 - ii. the Executive must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Executive must give the people involved reasonable notice of the time and place of the hearing
 - iii. at the hearing, each party must have an opportunity to be heard, and agrees to do their best to resolve the dispute, and
 - iv. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

I. 2) Disciplining members

- (a) The Executive can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
- (b) The Executive must write to the member to tell them why disciplinary action is

proposed to be taken.

- (c) The Executive must arrange a disciplinary procedure that meets these requirements:
 - i. the outcome must be determined by a unbiased decision-maker
 - ii. the member must have opportunity to be heard, and
 - iii. the disciplinary procedure must be completed as soon as reasonably practicable.
- (d) The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

J. FUNDS AND FINANCES

J.1) Financial year

- (a) The financial year of the Association is from 1 July to 30 June of each year.

J.2) Management of funds

- (a) The Association must not distribute funds, income or assets to members except as reasonable compensation for services rendered or goods provided in the ordinary and usual course of business to the Association or expenses incurred on behalf of the Association, or the salary of a member who is an employee of the Association.
- (b) The Association may derive or generate funds from annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the National Executive, National Council or a Branch Committee that are consistent with furthering the Association's Purposes.
- (c) Membership subscription rates shall be set by the National Council and collected by the National Office.
- (d) The Executive is responsible for approving members or staff to sign cheques or authorise transfers or payments. Cheques, EFT transfers or cash payments made from the Association's National funds must be authorised by at least two persons who are current or past members of the Executive (in addition to any employee approved to authorise transfers).

Cheques, EFT transfers or cash payments made from the Association's Branch funds must be authorised by two members of the Branch Committee including the Branch Treasurer if practicable, as decided by the Branch Committee.

J.3) Financial records

- (a) All transactions of the Association, at the National level, shall be fully documented during the course of the financial year, collated by the Treasurer and forwarded to a Chartered Accountant within three months of the year's end for the preparation of financial statements.
- (b) These financial statements shall be presented to National Council.
- (c) Auditing of the Association's accounts is not required unless recommended by a majority

of the National Council or required by law.

- (d) Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

J. 4) Common seal

The Association does not have a common seal.

K. SERVICE OF DOCUMENTS

- (a) The Association may give a document (which includes a notice) to a member:

- i. personally;
- ii. by sending it by post to the address for the member in the register or an alternative address nominated by the member; or
- iii. by sending it to an electronic address nominated by the member.

- (b) A member may give a document to the Association:

- i. by delivering it to the Association's registered office;
- ii. by sending it by post to the Association's registered office; or
- iii. by sending it to an electronic address nominated by the Association.

- (c) A document sent by post:

- i. if sent to an address in Australia, may be sent by ordinary post; and
- ii. if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,
- iii. is taken to have been received on the following business day after the date of its posting:
 1. if sent to an address in Australia, on the third business day; and
 2. if sent to an address outside Australia, on the seventh business day.

- (d) If a document is sent by any form of electronic transmission, delivery of the document is taken to:

- i. be effected by properly addressing and transmitting the electronic transmission; and
- ii. have been delivered on the business day following its transmission.

L. INDEMNITY

- (a) Every person who is or has been an office holder is entitled to be indemnified out of the property of the Association against:

- i. every liability incurred by the person in that capacity (except a liability for legal costs); and

- ii. all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
 - A. the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
 - B. an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.
- (b) The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been an office holder against liability incurred by the person in that capacity, including a liability for legal costs, unless:
 - i. the Association is forbidden by statute to pay or agree to pay the premium; or
 - ii. the contract would, if the Association paid the premium, be made void by statute.
- (c) The Association may enter into a deed with any indemnified office holder or a deed poll to give effect to the rights conferred by rule (a) above on the terms the office holders think fit (as long as they are consistent with rule (a) above).

M. ALTERATION OF RULES

These Rules may be changed, added to, or replaced by Special Resolution of the Association's members at a general meeting. The resolution must have been recommended to members by a resolution of a National Council meeting where two-thirds of National Council members present have voted in favour.

N. WINDING UP

- (a) The members may vote by Special Resolution at a National General Meeting to wind up the Association.
- (b) If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Association, and (subject to the Act and any Court order) must be distributed to another organisation or organisations, so long as that other organisation or organisations are not carried on for the profit or gain of its members.
- (c) The other association or body must:
 - i. have objectives similar to those of the Association; and
 - ii. by its Constitution, prohibit the distribution to its members of its assets to at least the same extent as this Constitution imposes on the Association.