
RULES OF THE AUSTRALIAN KINESIOLOGY ASSOCIATION INC

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Contents

1.	NAME	3
2.	INTERPRETATION	3
2.1	Definitions	3
2.2	General Interpretation Provisions	4
3.	OBJECTS	5
4.	POWERS OF THE ASSOCIATION	6
5.	MEMBERSHIP	6
5.1	Types	6
5.2	Qualification and Rights	6
5.3	Membership	6
5.4.	Application for membership	7
5.5	Subscriptions	7
5.6	Cessation of membership	8
5.7	Resignation	8
5.8	Disciplining of members	8
5.9	Right of appeal of disciplined Member	9
5.10	Termination of Membership	10
5.11	Register of members	10
5.12	Membership entitlements not transferable	10
5.13	Members' Liability	11
5.14	Disputes	11
5.15	Membership Renewal	11
5.16	Member Obligations	12
5.17	Continuation of Membership on adoption of Rules	12
6.	THE COMMITTEE	12
6.1	Powers and duties	12
6.2.	Composition and membership of Committee	13
6.3	Election of Committee members	14
6.4	Public officer and Officers	15
6.5	Casual vacancies	15
6.6	Removal of Committee Members	16
6.7	Committee meetings and quorum	17
6.8	Disclosure of interest	18
6.9	Delegation by Committee to sub-Committee	18
6.10	Voting and decisions	20
6.11	The seal	20
7.	GENERAL MEETINGS	20
7.1	Annual general meetings	20
7.2	Special General Meetings	21
7.3	Notice	22
7.4	Quorum for General Meetings	22
7.5	Presiding Member	23
7.6	Adjournment	23
7.7	Making of decisions	23
7.8	Special resolutions	24
7.9	Voting	24
7.10	Proxy votes	24
7.11	Technology	25
8.	MINUTES	25
9.	FINANCIAL MATTERS	25
9.1	Financial year	25
9.2	Accounts to be kept	25
9.3	Appointment of auditor	26
9.4	Prohibition against securing profits for Members	26
9.5	Winding up	26
9.6	Application of surplus assets	26
9.7	Inspection of Records	26
10.	THESE RULES AND TRANSITION	26

11. SERVICE OF NOTICES..... 27
12. INDEMNITY AND INSURANCE..... 28

1. NAME

- (a) The name of the incorporated association is "Australian Kinesiology Association Inc".
- (b) The Association is incorporated under the Act.

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the context requires otherwise, the following terms have the meanings indicated:

Act means the Associations Incorporation Act 1985, SA.

Associate Member means any person, including a Body Corporate, that the Committee considers is suitable to become a Member and who does not qualify for any other category of membership provided by these Rules

Association means the association described in Rule 1(a).

Business Day means a day on which banks are open for business in Victoria or any other place where, at the relevant time, the Association conducts its business, other than a Saturday, Sunday or public holiday in Victoria or, at the relevant time, that place.

Body Corporate has the same meaning as in the Act.

Chairperson means the President, but if the President is unavailable to attend a meeting of the Committee or General Meeting, the Chairperson is the person appointed under these Rules to the position of chairperson to preside at a particular Committee meeting or at a particular General Meeting.

Committee means the committee of management of the Association.

Committee Member means a member of the Committee.

Fellow Member means a person who has been a Member for at least 15 continuous years and has been recognised by the Committee as having made a significant consistent contribution to the Association during that period.

General Meeting means a general meeting of Members convened in accordance with these Rules.

Instructor Member means a person who is registered as an instructor with the Association and is qualified to deliver courses in kinesiology approved by the Association.

Marketing sub-Committee means a sub-Committee appointed under Rule 6.9(h)(i).

Member means a member of the Association.

Month means a calendar month.

Officer has the same meaning as defined in the Act.

Practitioner/Instructor Member means a person who is registered as a kinesiology practitioner with the Association and also registered as an instructor with the Association and, as an instructor, is qualified to deliver courses in kinesiology.

Practitioner Member means a person who is registered as a kinesiology practitioner with the Association.

President means the president of the Association.

Public Officer means the public officer of the Association.

Representative means an officer or member of an Associate Member that is a Body Corporate.

RTO means a training provider that is registered in Australia to deliver nationally accredited vocational education training services.

Rules means:

- (a) these rules;
- (b) any alteration to them under Rule 10;
- (c) the rights, powers, privileges and obligations attaching from time to time to each category of membership of the Association;
- (d) any by-laws, regulations or other instruments passed by the Association in General Meeting or by the Committee; and
- (e) any resolution passed by the Association in General Meeting or by the Committee.

Secretary means the secretary of the Association.

Special Resolution means a special resolution as defined in the Act.

Student Member means a person who is studying kinesiology, but is not yet registered with the Association as a kinesiology practitioner.

Treasurer means the treasurer of the Association.

Workshop means a flexible learning environment based training pathway that is approved by the Association and which is for the purpose of training students to become a registered kinesiology practitioner or instructor, or providing training to the general public for their health and wellbeing.

2.2 General Interpretation Provisions

In these Rules, unless the context clearly indicates otherwise:

- (a) the singular includes the plural, and the other way around;
- (b) one gender includes the others;
- (c) a word or phrase derived from a defined word or phrase has a corresponding meaning;

- (d) reference to a statute includes regulations and other instruments under it from time to time and consolidations, amendments, re-enactments or replacements of it from time to time;
- (e) reference to any person includes his or her executors, administrators or permitted assigns, or being a company, includes its successors and permitted assigns;
- (f) reference to a person includes a company and any other entity recognised by law;
- (g) reference to a thing includes the whole and each part;
- (h) any act or thing that is required to be performed under these Rules on a day that is not a Business Day may be performed on the next Business Day;
- (i) headings are for guidance and do not affect the interpretation of these Rules;
- (j) reference to "majority" means a simple majority unless expressly stated otherwise; and
- (k) "include", "includes" or "including" are descriptive and not exhaustive.

3. OBJECTS

The objects of the Association are:

- (a) to promote and support the profession of kinesiology;
- (b) to establish, implement and maintain standards for kinesiology practice and recognised training through both RTO and Workshop models;
- (c) to operate on an inclusive, transparent and equitable basis for the good of all Members;
- (d) to act as a central information and resource body of kinesiology for all Members and the public;
- (e) to act as an advisory body to national training authorities, industry councils and boards;
- (f) to establish and maintain relevant national databases of kinesiology practitioners;
- (g) to provide opportunities for ongoing professional development for Members and a supportive network for kinesiology practitioners;
- (h) to promote research and development which support kinesiology;
- (i) to provide rules of conduct for practice that regulate Members and guide the profession of kinesiology practitioners;
- (j) to seek to ensure that a registration and disciplinary mechanism is established and maintained within the profession of kinesiology practitioners;
- (k) to establish and apply mechanisms to ensure the quality of and delivery of kinesiology training in Australia is maintained at a minimum of national standards;

- (l) to co-operate, become members of, or affiliate with any incorporated or unincorporated legal entity or authority which, in any way, assists to promote the objects of the Association; and
- (m) to do all other such things as are necessary and conducive to or reasonably incidental to the carrying out of these objects.

4. POWERS OF THE ASSOCIATION

The Association has all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

5.1 Types

The Association has the following categories of Members:

- (a) Practitioner Member;
- (b) Instructor Member;
- (c) Practitioner/Instructor Member;
- (d) Fellow Member;
- (e) Student Member;
- (f) Associate Member; and
- (g) such other category or categories of membership as determined by the Association from time to time

5.2 Qualification and Rights

Subject to Rule 7.9:

- (a) A Practitioner Member may attend and vote at a General Meeting.
- (b) An Instructor Member may attend and vote at a General Meeting.
- (c) A Practitioner/Instructor Member may attend and vote at a General Meeting.
- (d) A Fellow Member may attend and vote at a General Meeting.
- (e) A Student Member may attend but not vote at a General Meeting.
- (f) An Associate Member may (and if it is a Body Corporate, by its Representative) attend but not vote at a General Meeting.
- (g) The Association may from time to time alter, remove or add any category of membership.
- (h) The Committee may from time to time determine what rights, powers, privileges and obligations attach to each category of membership.

5.3 Membership

A person is eligible to be a Member if the person:

- (a) (i) is a natural person and applies to be a Member; or
- (ii) is a Body Corporate and applies to be an Associate Member;
- (b) has applied for membership of the Association as provided by these Rules; and
- (c) has been approved for membership by the Committee.

5.4. Application for membership

- (a) An application by a person for membership of the Association:
 - (i) must be made by the applicant in writing on the form approved from time to time by the Committee;
 - (ii) must clearly indicate the category of membership under which the applicant applies to be a Member; and
 - (iii) must be given to the Secretary.
- (b) (i) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee. The Committee must promptly determine whether to approve or to reject the application.
- (ii) Membership is a privilege, not a right. If the Committee rejects an application the Committee is not required to give any reason, and the applicant is not entitled to appeal to the Association or to any court or tribunal.
- (c) As soon as practicable after the Committee makes that determination, the Secretary must:
 - (i) notify the applicant, in writing, that the Committee approved or rejected the application (whichever is applicable); and
 - (ii) if the Committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these Rules by a Member as admission fee and annual subscription.
- (d) If the applicant pays to the Association the amounts referred to in Rule 5.5 within the period referred to in that provision, the Secretary must enter the applicant's name in the register of Members. On the name being so entered, the applicant becomes a Member.

5.5 Subscriptions

- (a) A Member, on admission to membership, must pay to the Association such admission fee as is determined by the Committee from time to time.
- (b) In addition to any amount payable by the Member under subparagraph (a), a Member must pay to the Association such annual membership fee as is determined by the Committee. The fee must be paid by such date as is determined by the Committee.

- (c) The Committee may determine different fees for different categories of membership, and may change the fees from time to time.

5.6 Cessation of membership

A person ceases to be a Member if the person:

- (a) dies;
- (b) resigns membership under Rule 5.7;
- (c) is expelled from the Association under Rule 5.8;
- (d) has his, her or its membership terminated under Rule 5.10;
- (e) in the case of an Associate Member that is a Body Corporate, is wound up; or
- (f) does not renew his, her or its membership of the Association or an application for renewal is rejected by the Committee.

5.7 Resignation

- (a) A Member may resign from membership of the Association by first giving to the Secretary or Public Officer written notice of at least 1 month (or such other period as the Committee may determine) of the Member's intention to resign.
- (b) On the expiration of the period of notice, the Member ceases to be a Member. In that case the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.
- (c) Any resigning Member remains liable for any outstanding subscriptions. Such outstanding subscriptions may be recovered by the Association from the Member as a debt due to the Association.
- (d) A resigning Member is not entitled to a refund of any subscription fees paid to the Association.

5.8 Disciplining of members

- (a) Any person (including a Committee Member) may complain to the Committee that a Member or its Representative has failed (whether intentionally or not) to comply with a provision or provisions of these Rules.
- (b) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature. In that case the Committee is not required to give the Member notice or details of the complaint.
- (c) If the Committee decides to deal with the complaint, the Committee must:
 - (i) cause written notice of the complaint to be given to the Member concerned;
 - (ii) give the Member at least 14 days from the time the notice is served within which to make written submissions to the Committee in connection with the complaint;

- (iii) take into consideration any submissions made by the Member in connection with the complaint; and
 - (iv) distribute to the complainant and any other person who is directly affected by the complaint a copy of the complaint and any written response and documentation received from the Member or other relevant person, but may withhold or edit such distribution if the Committee considers it appropriate to do so.
- (d) The Committee may, by resolution:
- (i) expel the Member from the Association; or
 - (ii) suspend the Member from membership of the Association
- if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (e) If the Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, give written notice to the Member of:
- (i) the action taken;
 - (ii) the reasons given by the Committee for having taken that action; and
 - (iii) the Member's right of appeal under Rule 5.9.
- (f) The expulsion or suspension does not take effect:
- (i) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
 - (ii) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 5.9
- whichever is the later.
- (g) If the Member does not appeal to the Association in accordance with Rule 5.9, the Member's membership is immediately terminated or suspended, as the case may be, on expiry of the period within which the Member is entitled to appeal.
- (h) If the Committee suspends a Member, during the period of the suspension the Member is not entitled to attend and vote at a General Meeting or at a Committee Meeting.

5.9 Right of appeal of disciplined Member

- (a) A Member may appeal to the Association against a resolution of the Committee under Rule 5.8. The Member must do so within 14 days after notice of the resolution is served on the Member and by lodging with the Secretary a written notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

- (c) On receipt of a notice from a Member under subparagraph (a), the Secretary must notify the Committee. The Committee must convene a General Meeting to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a General Meeting convened under subparagraph (c):
 - (i) no business other than the question of the appeal is to be transacted;
 - (ii) the Committee and the Member must be given the opportunity to state their respective cases orally (which in the case of an Associate Member that is a Body Corporate, may be stated by its Representative) or in writing, or both; and
 - (iii) the Members present are to vote on the question of whether the resolution should be confirmed or revoked.
- (e) The appeal is to be determined by a majority of votes cast by Members at that General Meeting.
- (f) If the resolution is confirmed, the Member's membership is immediately terminated.

5.10 Termination of Membership

- (a) If the subscription fees of a Member remain unpaid (whether wholly or partly) for a period of one Month after they become due then at any time after that period the Secretary may send a reminder to the Member that payment must be paid within the next 14 days.
- (b) If the subscription fees of the Member remain unpaid at the end of that 14 days, that person's membership automatically terminates. In that case:
 - (i) the Secretary will inform the Member of the termination by notice, whether or not payment is received before the notice is given; and
 - (ii) the Committee may, at its absolute discretion, reinstate the Member on payment of all arrears and any administrative fee determined by the Committee.

5.11 Register of members

- (a) The Secretary must establish and maintain a register of Members. The register must contain:
 - (i) the name and address of each Member;
 - (ii) the date on which each Member was admitted to the Association; and
 - (iii) if applicable, the date of and reason(s) for termination of membership.
- (b) Any Member may inspect the register free of charge during business hours on such conditions as the Committee may determine, including conditions that restrict access only to information that does not infringe the privacy of a member.

5.12 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

5.13 Members' Liability

The liability of a Member to contribute towards:

- (a) the payment of the debts and liabilities of the Association; or
- (b) the costs, charges and expenses of the winding up of the Association

is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 5.5.

5.14 Disputes

- (a) The dispute resolution procedure set out in this Rule applies to disputes between:
 - (i) a Member and another Member (in their capacity as Members); and
 - (ii) a Member and the Association.
- (b) In this rule "Member" includes any person who was a former Member not more than six months before the dispute occurred.
- (c) If a dispute referred to in subparagraph (a) arises, the parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (d) If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- (e) The Committee must observe the rules of natural justice if it exercises any power of adjudication in relation to a dispute under this Rule.
- (f) A Member or former Member may apply to a court for an order under s61 of the Act if the Member believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable. In making such application the Member must comply with that statutory provision.

5.15 Membership Renewal

- (a) A Member is not automatically entitled to renew his, her or its membership of the Association.
- (b) An application by a Member for renewal of membership of the Association:
 - (i) must be made by the applicant in writing on the form approved from time to time by the Committee;
 - (ii) must be accompanied by payment of the amount payable under these Rules by a Member as annual subscription and any other amount due and payable by the Member to the Association;

- (iii) must clearly indicate the category of membership under which the applicant applies to be renewed as a Member; and
 - (iv) must be given to the Secretary.
- (c) (i) As soon as practicable after receiving an application for renewal of membership, the Secretary must refer the application to the Committee. The Committee must promptly determine whether to approve or to reject the application.
- (ii) If the Committee rejects an application the Committee is not required to give any reason, and the applicant is not entitled to appeal to the Association or to any court or tribunal.
- (d) As soon as practicable after the Committee makes that determination, the Secretary must:
- (i) notify the applicant, in writing, that the Committee approved or rejected the application (whichever is applicable); and
 - (ii) if the Committee rejected the application, within 28 days after that determination refund the annual subscription amount paid by the applicant.
- (e) If the applicant pays to the Association the amounts referred to in Rule 5.5 within the period referred to in that provision, the Secretary must ensure that the applicant's name is entered in the register of Members as a continuing Member.

5.16 Member Obligations

- (a) A Member must comply with these Rules.
- (b) A Member that has a Representative is responsible to ensure that the Representative does not do anything that would be a breach by the Member of these Rules.
- (c) A Member must use his, her or its best endeavours to promote the interests of the Association.
- (d) A Member must not place his, her or its personal or business interests in conflict with those of the Association or otherwise act in a manner prejudicial to the interests of the Association or the other Members generally.

5.17 Continuation of Membership on adoption of Rules

A person who is a Member of the Association on the date these Rules are adopted will continue to be a Member in accordance with and subject to these Rules. The Committee will, at its absolute discretion, determine the category of membership of each such Member.

6. THE COMMITTEE

6.1 Powers and duties

Subject to the Act, these Rules and to any resolution passed by the Association in General Meeting, the Committee:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such powers and functions as may be exercised by the Association, other than those powers or functions that are required by these Rules to be exercised by a General Meeting;
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association having regard to the objects of the Association, including making by-laws, regulations or other instruments to further the objects of the Association; and
- (d) has authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.

6.2. Composition and membership of Committee

- (a) The Committee is to consist of:
 - (i) the office-bearers of the Association; and
 - (ii) a maximum of 4 ordinary Committee members (and various titles may be used to describe them)

each of whom is to be elected at an annual General Meeting under Rule 6.3.
- (b) The maximum number of Committee Members is to be seven.
- (c) Each Committee Member must be a Member who is a natural person other than:
 - (i) a Student Member;
 - (ii) a Representative; or
 - (iii) an Associate Member.
- (d) The office-bearers of the Association are as follows:
 - (i) the President;
 - (ii) the Treasurer; and
 - (iii) the Secretary.
- (e) A Committee Member may hold up to two offices.
- (f) Each Committee Member is, subject to these Rules, to hold office until the conclusion of the annual General Meeting following the date of the Member's election. Such Committee Member is eligible for re-election (in which case the Committee Member is not required to observe the nomination procedure in Rule 6.3).
- (g) The Committee will appoint a Committee Member to be an office-bearer or an ordinary Committee Member, and determine the procedure for doing so. The appointment will be on such terms as the Committee determines.
- (h) The Committee will determine and delegate to each Committee Member fulfilling the functions of an office-bearer such of the powers and functions exercisable under these

Rules as the Committee thinks fit (provided they are not inconsistent with any duties imposed by the Act or by general law).

- (i) Every Committee Member fulfilling the functions of an office-bearer is at all times and in all respects subject to the control of the Committee.

6.3 Election of Committee members

- (a) Nominations of candidates for election to the Committee:
 - (i) must be made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (ii) must be delivered to the Secretary at least 7 business days before the date fixed for the holding of the annual General Meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be called for at the annual General Meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) Notice of all persons seeking election to the Committee must be given to all Members at least 5 business days before the date fixed for the holding of the annual General Meeting at which the election is to take place. The notice must be accompanied by each person's brief background information, if available.
- (f) If the number of nominations received exceeds the number of vacancies to be filled, the Chairperson may call for a vote either by show of hands or by ballot. The Chairperson may require the nominees to be excluded from the meeting at the time the vote is taken, but if so, each nominee is taken to have voted in favour of himself or herself, and the Chairperson must count that vote when determining the outcome of the voting.
- (g) The vote for the election of Committee Members is to be conducted at the annual General Meeting in such usual and proper manner as the Committee may direct.
- (h) A person nominated as a candidate for election as a Committee Member must be a Member who is entitled to vote at a General Meeting and who is not precluded from being an office-bearer or an ordinary Committee Member under these Rules or under section 30 of the Act and is not a person in respect of whom the Committee is considering expulsion or suspension under Rule 5.8.
- (i) The Committee may, if it considers appropriate to do so, require a nominee to provide a satisfactory national police check before the commencement of the Annual General

Meeting at which the election is to take place. A nominee who fails to provide that check will cease to be eligible to be a candidate for election at that Annual General Meeting as a Committee Member.

- (j) Despite the preceding paragraphs of this Rule 6.3, the persons who are the office-bearers and ordinary Committee Members of the Association on the date these Rules are adopted will continue to hold office until the conclusion of the annual General Meeting next following the date these Rules are adopted. They are eligible for re-election (in which case they are not required to observe the nomination procedure in this Rule 6.3).

6.4 Public officer and Officers

- (a) The Association must appoint a Public Officer as required by the Act. The Public Officer must be resident in the State of South Australia.
- (b) The Secretary must keep minutes of:
 - (i) all appointments of office-bearers and Committee Members;
 - (ii) the names of Committee Members present at a Committee Meeting or a General Meeting; and
 - (iii) all proceedings at Committee Meetings and General Meetings.
- (c) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- (d) The Treasurer must ensure that:
 - (i) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (ii) correct books and accounts are kept showing the complete and accurate financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

6.5 Casual vacancies

- (a) If a casual vacancy occurs in the membership of the Committee, the Committee may appoint a Member to fill the vacancy. If, within 1 month after the vacancy occurs the Committee determines that no Member is willing to fill the vacancy, then despite Rule 6.2(c) the Committee may appoint a natural person who is a non-Member with appropriate skills or experience to fill the vacancy. The Member or non-Member so appointed is to hold office, subject to these Rules, until the conclusion of the annual General Meeting next following the date of the appointment.
- (b) A casual vacancy in the office of a Committee Member automatically occurs if the Member:
 - (i) dies;

- (ii) ceases to be a Member for any reason;
 - (iii) becomes an insolvent under administration within the meaning of the Corporations Act, 2001 (Cwth);
 - (iv) resigns office by notice in writing given to the Secretary;
 - (v) is removed from office under Rule 6.6;
 - (vi) becomes permanently incapacitated by ill health (whether mental or physical);
 - (vii) is absent without the prior consent of the Committee from two consecutive meetings of the Committee;
 - (viii) is absent without the consent of the Committee from four meetings of the Committee in any financial year;
 - (ix) is suspended from membership of the Association for a period during which at least three meetings of the Committee are held;
 - (x) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (xi) is prohibited from being a director of a company under the Corporations Act 2001 (Cwth).
- (c) A Member appointed to fill a casual vacancy is eligible for re-election.
- (d) The Committee will determine whether a Member appointed to fill a casual vacancy is to be an office-bearer or an ordinary Committee Member.

6.6 Removal of Committee Members

- (a) The Association in General Meeting may by resolution:
- (i) remove any Committee Member from that person's office before the expiration of that person's term of office. Such removal does not affect that Member's status as a Member of the Association; and
 - (ii) appoint another Member to be a Committee Member until the expiration of the term of office of the Committee Member so removed. The Committee will determine whether a Member appointed under this provision is to be an office-bearer or an ordinary Committee Member.
- (b) (i) A Committee Member to whom a proposed resolution referred to in subparagraph (a) relates may make representations in writing to the Secretary (not exceeding a reasonable length) and request that the representations be notified to the Members.
- (ii) In that case, the Secretary may send a copy of the representations to each Member or, if the representations are not so sent, that Committee Member can

read out the representations at the General Meeting at which the resolution is considered. If the representations are sent, such distribution is not taken to be an endorsement by the Secretary or the Committee of any matter in the representations.

- (iii) The Committee Member who makes representations must not include in the representations any matter that is defamatory, discriminatory or otherwise offensive, or false or misleading, or in breach of any law.
- (iv) The Committee and the Association are not required to edit the content of any representations and are not liable to any person for loss or expense arising as a consequence of any matter contained in the representations.

6.7 Committee meetings and quorum

- (a) The Committee must meet at least 8 times in each period of 12 Months at such place and time as the Committee may determine.
- (b) One of the meetings referred to in paragraph (a) must be a meeting held before the annual General Meeting and at which the Committee Members are physically present.
- (c) Any Committee Member may convene additional meetings of the Committee at such place and time as the Committee Member may determine, but using all reasonable endeavours to meet at a place and time consistent with the Committee's regular meetings.
- (d) The Secretary (or the person convening a meeting under subparagraph (b)) must give written notice of a Committee meeting to each Committee Member at least 7 days (or such other period as may be agreed on by the Committee Members) before the time appointed for the holding of the meeting.
- (e) Notice of a meeting given under subparagraph (c) must specify the general nature of the business to be transacted at the meeting. No business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- (f) Any four Committee Members constitute a quorum for the transaction of the business of a Committee meeting, provided that at least one of those Committee Members is an office-bearer of the Association.
- (g) No business is to be transacted by the Committee unless a quorum is present. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (h) Subject to paragraph (b), a Committee meeting may be called or held using any technology, previously determined by the Committee, which gives each of the

Committee Members a reasonable opportunity to participate. In that case the Committee Members do not need to be physically present at the meeting.

- (i) Subject to these Rules, the Committee may regulate its meetings as it considers proper.
- (j) At a Committee meeting:
 - (i) the Chairperson or, in the Chairperson's absence, the Secretary is to preside; or
 - (ii) if the Chairperson and the Secretary are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the Members present at the meeting is to preside.
- (k) The Committee may, as it determines, allow any person who is not a Committee Member (whether or not that person is a Member) to attend, observe and participate in a Committee meeting. Such person cannot vote at a Committee meeting.

6.8 Disclosure of interest

- (a) If a Committee Member has a direct or indirect interest in a matter being considered or about to be considered at a Committee meeting, the Member must, as soon as possible after the relevant facts have come to his or her knowledge, disclose the nature of the interest at a Committee meeting.
- (b) The Secretary must record in the minutes any disclosure given by a Committee Member under this Rule.
- (c) After a Committee Member has disclosed the nature of an interest in any matter, the Committee Member must not, unless the Committee otherwise determines:
 - (i) be present during any deliberation of the Committee with respect to the matter; or
 - (ii) take part in any decision of the Committee with respect to the matter.
- (d) For the purposes of the making of a determination by the Committee under subparagraph (c), a Committee Member who has a direct or indirect interest in a matter to which the disclosure relates must not:
 - (i) be present during any deliberation of the Committee for the purpose of making the determination; or
 - (ii) take part in the making by the Committee of the determination.
- (e) A contravention of this Rule does not invalidate any decision of the Committee.
- (f) This Rule applies subject to s31 of the Act.

6.9 Delegation by Committee to sub-Committee

- (a) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members as the Committee considers proper) the exercise of such of the powers or functions of the Committee as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a power or function which is a duty imposed on the Committee by the Act or by any other law.
- (b) A power or function, the exercise of which has been delegated to a sub-Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- (c) A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any power or function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this Rule, the Committee may continue to exercise any power or function delegated.
- (e)
 - (i) Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.
 - (ii) Despite paragraph (i), a sub-Committee must not act, represent or hold itself out as having authority to act as the agent of or in any way bind or commit the Association to any obligation unless expressly authorised by the Committee to do so.
- (f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (g) A sub-Committee may meet and adjourn as it considers proper.
- (h)
 - (i) The Association intends that separate sub-Committees will be appointed in each State and Territory in Australia for the purpose of marketing and promoting the objects of the Association within the relevant State or Territory.
 - (ii) Despite paragraph (h)(i), the Committee may determine, based on demographic, financial or other reasons, that it is not appropriate to appoint a Marketing sub-Committee in a particular State or Territory from time to time or at all.
 - (iii) Each Marketing sub-Committee will carry out its powers or functions in accordance with this Rule 6.9.
 - (iv) The Association will provide and control the application of all funds required by each Marketing sub-Committee. Without limiting that generality:
 - (A) funds will not be paid directly to any Marketing sub-Committee;

- (B) a Marketing sub-Committee may request that the Association pay for goods and services to be provided for the benefit of the Association in the State or Territory of the relevant Marketing sub-Committee. The Committee will consider each request and make or decline payment at its discretion; and
- (C) without limiting paragraph (e)(ii), no Marketing sub-Committee is authorised to incur any expense on behalf of the Association unless expressly authorised by the Committee to do so.

6.10 Voting and decisions

- (a) Questions arising at a Committee Meeting or a meeting of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of Committee Members or members of the sub-Committee present at the meeting.
- (b) Each Member present at a Committee Meeting or a meeting of any sub-Committee appointed by the Committee (including the Chairperson) is entitled to one vote but, in the event of an equality of votes on any question, the Chairperson may exercise a casting vote in addition to his or her deliberative vote.
- (c) Subject to Rule 6.7(e), the Committee may act despite any vacancy on the Committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Committee Member or member of a sub-Committee.
- (e) Voting may be made by technology in accordance with Rule 6.7(g).

6.11 The seal

- (a) The Association must have a common seal containing its name in legible characters.
- (b) The seal must not be used without the express authorisation of the Committee.
- (c) Every use of the seal must be recorded in the minute book of the Association.
- (d) The affixing of the seal must be witnessed by an office-bearer or such other person as the Committee may determine.

7. GENERAL MEETINGS

7.1 Annual general meetings

- (a) The Committee must call an annual General Meeting in accordance with the Act and these Rules.
- (b) The annual General Meeting must be held within five months after the end of the Association's financial year.
- (c) The annual General Meeting is, subject to the Act and to subparagraph (b), to be convened on such date and at such place and time as the Committee considers proper.

- (d) In addition to any other business which may be transacted at an annual General Meeting, the business of an annual General Meeting is to include the following:
 - (i) to confirm the minutes of the last preceding annual General Meeting and of any special General Meeting held since that meeting;
 - (ii) to receive from the Committee reports on the activities of the Association during the last preceding financial year;
 - (iii) to elect office-bearers of the Association and ordinary Committee members; and
 - (iv) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- (e) An annual General Meeting must be specified as such in the notice convening it.

7.2 Special General Meetings

- (a) The Committee may, whenever it considers it is proper to do so, convene a special General Meeting of the Association.
- (b) The Committee must, on the requisition in writing of at least 5 per cent of the total number of Members, convene a special General Meeting of the Association. Those Members who make the requisition must pay the venue costs, but otherwise the Association must bear the reasonable costs of convening such special General Meeting.
- (c) A requisition of members for a special General Meeting:
 - (i) must state the purpose or purposes of the meeting;
 - (ii) must be signed by the Members making the requisition;
 - (iii) must be given to the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (d)
 - (i) If the Committee fails to convene a special General Meeting to be held within 1 month after that date on which a requisition of Members for the meeting is given to the Secretary, any one or more of the Members who made the requisition may convene a special General Meeting to be held not later than 3 Months after that date.
 - (ii) In that case the Secretary must, within 2 Business days after receiving a written demand by any one or more of those Members, supply that Member or Members, free of charge, with service of notice particulars of the Members entitled to receive a notice of the General Meeting.
- (e) A special General Meeting convened by a Member or Members as referred to in subparagraph (d) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.

7.3 Notice

- (a) Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each Member. The notice must specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each Member. The notice must specify, in addition to the matter required under subparagraph (a), the intention to propose the resolution as a Special Resolution.
- (c) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an annual General Meeting, business which may be transacted under Rule 7.1(d).
- (d) A Member desiring to bring any business before a General Meeting may give written notice of that business to the Secretary. In that case the Secretary must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

7.4 Quorum for General Meetings

- (a) No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time the General Meeting is considering that item.
- (b) Five Members present (being Members entitled under these Rules to vote at a General Meeting) in person or by proxy constitute a quorum for the transaction of the business of a General Meeting. In determining whether a quorum is present, natural persons attending as a proxy or a Representative are counted. However, if a Member has appointed more than 1 proxy or Representative, only 1 of them is counted. If a natural person is attending both as a Member and as a proxy or Representative, he or she is counted only once.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the General Meeting:
 - (i) if convened on the requisition of Members, is to be dissolved; and
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the Chairperson or communicated by written notice to

Members given before the day to which the General Meeting is adjourned) at the same place.

- (d) If at the adjourned General Meeting a quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the Members present (being at least three) are taken to constitute a quorum.

7.5 Presiding Member

- (a) The Chairperson or, in the Chairperson's absence, the Secretary, is to preside as chairperson at each General Meeting.
- (b) If the Chairperson and the Secretary are absent or unwilling to act, the Members present must elect one of their number to preside as Chairperson at the General Meeting.

7.6 Adjournment

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the Meeting, adjourn the Meeting from time to time and place to place. No business is to be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place.
- (b) If a General Meeting is adjourned for 14 days or more, the Secretary must give written notice of the adjourned General Meeting to each Member. The notice must state the place, date and time of the General Meeting and the nature of the business to be transacted at the General Meeting.
- (c) Except as provided in subparagraphs (a) and (b), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned General Meeting is not required to be given.

7.7 Making of decisions

- (a) A question arising at a General Meeting is to be determined by either:
 - (i) a show of hands; or
 - (ii) a written ballot, if on the motion of the Chairperson or if 5 or more Members present at the General Meeting decide that the question should be determined by a written ballot.
- (b) If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) If the question is to be determined by a written ballot, the ballot is to be immediately conducted in accordance with the directions of the Chairperson.

- (d) Subject to these Rules, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy, at that General Meeting.

7.8 Special resolutions

A Special Resolution may only be passed by the Association in accordance with the Act.

7.9 Voting

- (a) On any question arising at a General Meeting, a Member has one vote only.
- (b) In the case of an equality of votes on a question at a General Meeting, the Chairperson is entitled to exercise a casting vote in addition to his or her deliberative vote.
- (c) A Member is not entitled to vote at any General Meeting unless all money due and payable by the Member to the Association has been paid.
- (d) For the purpose of determining whether a resolution has been passed, a person who abstains from voting is taken not to have voted at or attended the General Meeting. The person's attendance at the General Meeting will be recorded for all other purposes.

7.10 Proxy votes

- (a) Each Member who is entitled to vote at a General Meeting may appoint another Member (which in the case of an Associate Member that is a Body Corporate, includes its Representative) as proxy.
- (b) The appointment must be made by notice received by the Secretary (in the manner provided in Rule 11) not later than 24 hours before the time of the General Meeting (or any adjournment of it) in respect of which the proxy is appointed. It must be accompanied by a copy of any power of attorney or other authority, if any, under which it is signed.
- (c) The proxy must be a Member (or in the case of an Associate Member that is a Body Corporate, its Representative) that is otherwise entitled to vote at the General Meeting.
- (d) The notice appointing a proxy must be in such form as is determined by the Committee.
- (e) A proxy may be appointed for all General Meetings or for any number of General Meetings or for a particular purpose.
- (f) Unless otherwise provided in the proxy notice, the appointment will be taken to confer authority:
 - (i) to agree to a General Meeting being called by shorter notice than is required by the Act;
 - (ii) to vote on a show of hands in accordance with the directions (if any) given in the proxy form; and
 - (iii) to demand or join in demanding a ballot.

- (g) If a resolution is worded to require a for or against vote, a Member must specify the manner in which a proxy is to vote on that resolution. The proxy form is not valid for that resolution if the Member fails to do so. For all other resolutions, and unless otherwise instructed, the proxy may vote as he or she considers proper, but a proxy may only vote for a maximum of 5 Members on such other resolutions.
- (h) A vote given in accordance with the terms of a proxy form is valid despite:
 - (i) the previous death or unsoundness of mind or winding up of the appointor; or
 - (ii) revocation of the proxy form or of the authority under which the proxy form was executed

unless in any case the Association receives notice of such death, unsoundness of mind, winding up or revocation before the commencement of the General Meeting (or adjourned General Meeting) at which the proxy form is used.

7.11 Technology

- (a) All General Meetings (including annual General Meetings may be called or held using any technology, previously determined by the Committee, which gives each of the Members a reasonable opportunity to participate. In that case the Members do not need to be physically present at the meeting.
- (b) Such General Meetings are to be conducted in the manner determined by the Committee.

8. MINUTES

- (a) Proper minutes of all proceedings of General Meetings and of meetings of the Committee, must be entered by the Secretary in minute books kept for the purpose within one Month after the relevant meeting.
- (b) The minutes kept pursuant to this Rule must be confirmed by the Members or the Committee Members (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this Rule must be signed by the Chairperson of the Meeting at which the proceedings took place, or by the Chairperson of the next succeeding Meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they are, until the contrary is proved, evidence that the meeting was convened and duly held, and that all matters resolved at the meeting were properly resolved.

9. FINANCIAL MATTERS

9.1 Financial year

The financial year of the Association is the period of 12 months commencing on 1 July and ending on 30 June of each year.

9.2 Accounts to be kept

The Association must keep and retain such accounting records as are necessary to completely and accurately record and explain the financial transactions and financial position of the Association in accordance with the Act.

9.3 Appointment of auditor

The Committee may appoint, and remove and replace, an auditor.

9.4 Prohibition against securing profits for Members

The income and capital of the Association must be applied exclusively to the promotion of its objects. No portion can be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association. Such remuneration must be pre-approved by the Committee or at a General Meeting.

9.5 Winding up

The Association may be wound up in the manner provided for in the Act.

9.6 Application of surplus assets

- (a) If after the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets must be distributed to any organisation which has similar objects (or is a charitable organisation) and has rules which prohibit the distribution of its assets and income to its Members.
- (b) Such organisation or organisations must be identified and determined by a resolution of Members at a General Meeting.

9.7 Inspection of Records

The Committee will make the financial records and other documents of the Association (excluding documents containing information of a private nature concerning any Member) open for inspection by Members at such reasonable time and place determined by the Committee.

10. THESE RULES AND TRANSITION

- (a) These Rules may be altered (including an alteration to the Association's name) by Special Resolution of the Members. Reference to "altered" includes rescission or replacement by substitute Rules. The alteration must be registered as required by the Act.
- (b) The registered Rules (including any alteration to them) bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions of them.
- (c) Subject to any provision in the Rules or a resolution to the contrary, an alteration to the Rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Association which does not come into force until registered.

- (d) These Rules replace the constitution of the Association that existed immediately before adoption of these Rules.
- (e) These Rules prevail to the extent that any part of these Rules may be inconsistent with the by-laws made by the Association that existed immediately before adoption of these Rules.
- (f) Any by-laws, regulations or other instruments passed by the Association in General Meeting or by the Committee under these Rules replaces the by-laws of the Association that existed immediately before adoption of these Rules.
- (g) Despite adoption of these Rules, any
 - (i) claim by the Association against a Member;
 - (ii) right or power of the Association in respect of a Member; or
 - (iii) financial or other obligation owed by a Member to the Association
 that existed immediately before adoption of these Rules, continues after adoption of these Rules and is not reduced, restricted or otherwise affected by adoption of these Rules.

11. SERVICE OF NOTICES

- (a) A notice or other communication relating to these Rules must be in writing and may be served on or given to a person (including the Association or a Member):
 - (i) by delivering it to the person personally;
 - (ii) by sending it by pre-paid post to the address of the person; or
 - (iii) by sending it by facsimile transmission, e-mail or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) A notice is taken, unless the contrary is proved, to have been given or served:
 - (i) if given or served personally, on the date on which it is received by the addressee;
 - (ii) if sent by pre-paid post, on the second Business Day after posting; and
 - (iii) if sent by facsimile transmission, e-mail or some other form of electronic transmission:
 - (A) on the date it was sent; or
 - (B) if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date; and
 in either case, provided that (subject to paragraph (c) in the case of notice of General Meetings) the sender's machine did not receive at any time an automated report to the effect that the transmission was not delivered.

- (c)
 - (i) The Association will give notice of General Meetings (including the annual General Meetings) to the electronic address of each Member.
 - (ii) The Association is not required to give any notice of General Meetings to any Member by post or other non-electronic method.
 - (iii) Each Member must ensure that the Secretary has the Member's current electronic address for service of notices, and that the Member is able to receive electronic notices at that address.
 - (iv) If the Association sends an electronic transmission to the Member's last known electronic address and the Member fails to receive it for any reason other than a malfunction by the Associations' transmission technology, the Member is taken to have received the notice on the date and at the time it was sent. A report issued by the machine from which the transmission was sent is conclusive evidence of the date and time it was sent.
 - (v) The Committee may, from time to time, determine what form of electronic address the Association will accept from the Members.
- (d) The Association may send a document to a Member by sending a digital version of it to the electronic address of the Member. The Association is not required to send it by post or other non-electronic method.

12. INDEMNITY AND INSURANCE

- (a) To the extent permitted by the Act and by law, the Association indemnifies every person who is or has been an Officer of the Association against any liability (including reasonable legal costs) incurred by that person as such an officer of the Association.
- (b) The Association may, in respect of each Officer (and any former Officer of the Association) to the extent permitted by the Act and law, purchase and maintain insurance or pay or agree to pay a premium for insurance against any liability incurred by that person as a Officer of the Association. Such liability includes liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever outcome.