



[Proposed draft – Application for registration as
incorporated association]

Rules

Victorian Chamber of Commerce and Industry
Incorporated

draft

Rules

Victorian Chamber of Commerce and Industry Incorporated

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Preliminary

1. Defined terms

1.1 In these Rules unless the contrary intention appears:

AIR Act means the *Associations Incorporation Reform Act 2012 (Vic)* as modified and amended from time to time.

Annual Subscription Fee means an annual fee payable by a Member, or class of Member, as determined by the Board under rule 10.

Application Fee means a fee payable if an application to become a Member is accepted, as determined by the Board under rule 10.

Auditor means the Association's auditor, if any.

Association means Victorian Chamber of Commerce and Industry Incorporated.

Board means the committee of management of the Association.

CEO means a person appointed as the Association's chief executive officer under rule 64.

Commissioner means the Federal Commissioner of Taxation in Australia or authorised delegates.

Corporations Act means the *Corporations Act 2001 (Cth)* as modified or amended from time to time and includes any regulations made under that Act.

Executive Committee has the meaning given to that term in rule 57.1.

Financial Member means a Member who has paid the applicable Annual Subscription Fee for the then current period.

Financial Year means the period of 12 months ending on 30 June.

Former President means any person formerly appointed to the office of President but excludes, for the avoidance of doubt, the current President at that time.

Former Rules means the governing document of Victorian Chamber of Commerce and Industry the entity to which the Association is the successor, being the governing document in force immediately before, and ceasing to apply on and from, the Registration Date.

Former Vice President means any person formerly appointed to the office of Vice President but excludes, for the avoidance of doubt, any current Vice President at that time.

GST means goods and services tax payable pursuant to the *A New Tax System (Goods and Services Tax) Act 1999 (Cth)*.

Investment Committee has the meaning given to that term in rule 56.1.

ITAA 1997 means the *Income Tax Assessment Act 1997 (Cth)*.

Life Member means a person admitted as a Member under rule 9.

Member means a member of the Association under rule 8.

Model Rules has the meaning given to that term in the AIR Act.

Past President means the most immediately antecedent Former President at that time (who, for the avoidance of doubt, is a Board member).

President means the Board member appointed as the President of the Association under rule 52.

Principal Purpose has the meaning given to that term in rule 6.1.

Register means the register of Members of the Association.

Registration Date means the date on which the Association is registered as an incorporated association under the AIR Act, being the time at which these Rules are adopted by the Association as its governing document.

Relevant Document means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following:

- (a) a membership record;
- (b) a financial statement;
- (c) a financial record;
- (d) any other record or document relating to transactions, dealings, business or property of the Association.

Representative means a person appointed as such under rule 15.

Rules means the rules of the Association as amended from time to time.

Seal means the Association's common seal (if any).

Secretary means any person appointed by the Board to perform any of the duties of a secretary of the Association.

Vice President means a Board member appointed as Vice President of the Association under rule 53.

- 1.2 In these Rules, except where the context otherwise requires, an expression has the same meaning as in the AIR Act. Where the expression has more than one meaning in the AIR Act and a provision of the AIR Act deals with the same matter as a provision of these Rules, that expression has the same meaning as in that provision.

2. Interpretation

2.1 In these Rules, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a rule, paragraph, schedule or annexure is to a rule or paragraph of, or schedule or annexure to, these Rules, and a reference to these Rules includes any schedule or annexure;
- (d) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (e) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (f) a reference to a person includes a natural person, partnership, body corporate, trust, association, governmental or local authority or agency or other entity;
- (g) a reference to **A\$, \$A**, dollar or **\$** is to Australian currency; and
- (h) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

2.2 Headings are for ease of reference only and do not affect interpretation.

2.3 A reference in these Rules to a Member being present at a general meeting of the Association, or being present at a meeting of a class of Members, is a reference to:

- (a) a Member present at the physical venue (or a physical venue) for the meeting or present by using the virtual meeting technology used for the meeting; or
- (b) a Member present by proxy, attorney or Representative (whether that proxy, attorney or Representative is present at the physical venue (or a physical venue) for the meeting or present by using the virtual meeting technology used for the meeting).

3. Model Rules

- 3.1 The provisions of these Rules displace each provision of the Model Rules, except to the extent:
- (a) these Rules are silent on the matter; or
 - (b) the provision of the Model Rules is required by the AIR Act.

4. Transitional provisions

- 4.1 These Rules have the effect that (and must be interpreted such that):
- (a) every Board member, Board member's alternate, senior manager and Secretary in office in that capacity as at the Registration Date continues in office in that capacity subject to, and is taken to have been appointed or elected under, these Rules;
 - (b) every Member (including, for the avoidance of doubt, every Life Member) as at the Registration Date continues to be a Member subject to, and is taken to have become a member of the Association under, these Rules;
 - (c) any register maintained by the Association immediately before the Registration Date is taken to be a register maintained under these Rules;
 - (d) any seal adopted by the Association before the Registration Date is taken to be the Seal until another Seal is adopted by the Association under these Rules; and
 - (e) unless a contrary intention appears in these Rules, all persons, things, agreements and circumstances appointed, approved, created or delegated by or under the Former Rules continue to have the same status, operation and effect as if they had occurred under these Rules on and after the Registration Date.

Association's name

5. Association's name

Victorian Chamber of Commerce and Industry Incorporated.

Purposes

6. Purposes

- 6.1 The Association is a not-for-profit, non-political entity established for the purpose of promoting industry, trade and commerce and economic development in Victoria for employers and persons engaged in industry, trade and commerce (**Principal Purpose**).
- 6.2 Without limiting rule 6.1, the Principal Purpose will be furthered by means and activities including:
- (a) the promotion of the development of commerce and industry in Victoria including without limitation:
 - (i) primary industry;
 - (ii) the resources and energy sectors;
 - (iii) the manufacturing and industry sectors;
 - (iv) the financial, professional and other services sectors;
 - (v) health, education and hospitality sectors;
 - (vi) communications and information technology sectors; and

- (vii) charitable, not for profit community and arts sectors;
- (b) promoting, developing and protecting the interests of employers and persons engaged in industry, trade and commerce;
- (c) securing the advantages of unity of action;
- (d) forming and encouraging the formation of associations of employers and persons engaged in industry, trade and commerce, together and within industries or groups of industries or sectors of industries;
- (e) fostering the promotion and development of free enterprise;
- (f) promoting, developing and protecting the interests of employers in matters concerning employment; and
- (g) promoting and developing high standards in education and training for employers and persons engaged in industry, trade and commerce.

Income and property of Association

7. Income and property of Association

- 7.1 The income and property of the Association shall be used and applied solely in promotion of the Principal Purpose.
- 7.2 No income or property will be distributed, paid or transferred directly or indirectly to any Member of the Association other than:
- (a) in carrying out the Principal Purpose; or
 - (b) for goods or services which a Member has provided or expenses they have properly incurred at fair and reasonable rates (or rates more favourable to the Association).

Membership

8. Admission

- 8.1 The number of Members with which the Association proposes to be registered is unlimited.
- 8.2 Those persons who were members at the time of the Association's application for registration as an incorporated association under the AIR Act and are set out in the Association's initial Register on registration as an incorporated association under the AIR Act are the initial members of the Association in the relevant class specified in the Register. Those persons are Members subject to these Rules.
- 8.3 Those persons eligible to be a Member are:
- (a) persons who are Members under rule 8.2 (each of whom satisfied one of the criteria set out in rules 8.3(b)(i) to 8.3(b)(iii) (inclusive) at the relevant time);
 - (b) persons who are:
 - (i) employers in any trade, business, profession, occupation or calling in Victoria;
 - (ii) sole traders with the potential to employ labour; or
 - (iii) such other persons as the Board determines from time to time are engaged in any trade, business, profession, occupation or calling in Victoria,
 in each case, subject to an application for membership and satisfaction by that person of any further eligibility criteria determined by the Board from time to time;

- (c) persons who are Life Members under rule 9 (each of whom satisfied the criterion set out in rule 9.1);
 - (d) the current Board members of the Association who are not Representatives of Financial Members; and
 - (e) former Board members or committee members of the Association under rule 38.
- 8.4 Applications for membership of the Association must be made in writing, signed by the applicant (or authorised representative of the incorporated body or organisation), in a form approved by the Board or a committee established pursuant to rule 55.1, which may be varied from time to time.
- 8.5 By completing and submitting an application for membership, if accepted, the applicant agrees to be bound by these Rules and any other rules, by-laws, policies or standards prescribed by the Board from time to time.
- 8.6 After the receipt of an application for membership, the application will be considered at a meeting of the Board or a committee established pursuant to rule 55.1 within a reasonable time of receipt of such application as may be determined by the Board or the relevant committee from time to time. The Board or such committee will (as the case may be):
- (a) determine the admission or rejection of the applicant; or
 - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 8.7 If an application for membership is accepted, the Association must:
- (a) give written notice of the acceptance to the applicant; and
 - (b) enter the applicant's name in the Register,
- subject to the applicant's payment of any Application Fee and Annual Subscription Fee.
- 8.8 If an application for membership is rejected, the Association must give written notice of the rejection to the applicant and is not required to give any reason for the rejection of the application to become a Member.
- 8.9 The Board may:
- (a) establish different classes of Members; and
 - (b) prescribe the qualifications, rights, privileges of and benefits available to persons to become a particular class of Member.

9. Life Members

- 9.1 Subject to rule 9.4, any person who has served with distinction as a Board member or as a member of a committee established pursuant to rule 55.1 (including prior to the Association's registration as an incorporated association under the AIR Act) may be nominated by a Board member to become a Member on a honorary basis for life.
- 9.2 Nominations for life membership of the Association will be considered at a meeting of the Board or a committee established pursuant to rule 55.1 within a reasonable time of receipt of such nomination, as determined by the Board or the relevant committee from time to time. The Board or the relevant committee will:
- (a) determine the admission or rejection of the nomination for life membership; or
 - (b) decide to call on the nominee to supply any evidence of eligibility that they consider reasonably necessary.
- 9.3 The rights, privileges and benefits available to Life Members will be as determined by the Board under rule 8.9.
- 9.4 Notwithstanding any other provision in these Rules:
- (a) any person who is, or has been, a Life Member is not eligible to serve, or seek election to serve, as a Board member unless otherwise approved by the Board; and

- (b) for the avoidance of doubt, a person nominated for life membership must not hold the office of Board member at the time of that person's nomination for life membership.

10. Membership Fees

- 10.1 The Board may from time to time determine an Annual Subscription Fee or Application Fee payable by each Member, or class of Member.
- 10.2 If the Board resolves that there will be an Annual Subscription Fee or Application Fee, the Board must specifically resolve:
 - (a) the amount of the fee (plus GST);
 - (b) the terms of the fee;
 - (c) the due date(s) for payment of the fee; and
 - (d) any benefits or services to which the relevant member is eligible to receive in consideration for payment of the Annual Subscription Fee or Application Fee.
- 10.3 Any Annual Subscription Fee or Application Fee determined under rule 10.2 will apply until the Board determines otherwise.

11. Rights of Members

- 11.1 Each Member shall have the right:
 - (a) to receive notice of general meetings of the Association and of proposed special resolutions of Members in the manner and time prescribed by these Rules;
 - (b) to submit items of business for consideration at a general meeting of the Association;
 - (c) to be present and to be heard at general meetings of the Association;
 - (d) to have access to the minutes of general meetings of the Association and other documents of the Association as provided under rule 62;
 - (e) to inspect the Register;
 - (f) provided that the Member is a Financial Member:
 - (i) to vote at general meetings of the Association on those matters that the relevant Financial Member is entitled to vote, including on motions;
 - (ii) subject to rule 39.1(a)(i), to nominate for election as a Board member; and
 - (iii) subject to rule 39.1(a)(i), to propose or to second the nomination of a person who is a Financial Member or a Representative of a Financial Member for election as a Board member; and
 - (iv) to propose motions for consideration at a general meeting of the Association.
- 11.2 The rights and obligations of a Member are personal and are not transferable.
- 11.3 A Member has no liability as a Member except as set out in rules 12.2(b) and 73.

12. Ceasing to be a Member

- 12.1 A Member's membership of the Association will cease:
 - (a) if that Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a majority of the Board present and voting at a Board meeting by resolution terminates the membership of that Member for a failure to pay any Annual Subscription Fee or other amount due and payable to the Association by that Member within three months from the date on which such amount became due or payable;
 - (c) in accordance with the disciplinary procedures under rule 13;

- (d) where the Member is an individual, if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence;
- (e) where the Member is not an individual, if:
 - (i) the Member is dissolved or ceases to exist;
 - (ii) is insolvent;
 - (iii) is placed under external administration or makes any composition or arrangement with its creditors;
 - (iv) a liquidator is appointed in connection with the winding-up of the Member; or
 - (v) an order is made by a Court for the winding-up or deregistration of the Member; or
- (f) where, following the passing of a resolution of the Members to wind up the Association, the Association is wound up.

12.2 Any person who ceases to be a Member:

- (a) will not be entitled to any refund (or part refund) of any Annual Subscription Fee; and
- (b) will remain liable for and will pay to the Association all Annual Subscription Fees and other moneys which were due as at the date of ceasing to be a Member.

13. Disciplinary action

- 13.1 Subject to rule 13.3, a majority of the Board present and voting at a Board meeting may by resolution terminate the membership of a Member whose conduct in their opinion renders it undesirable that that Member continue to be a member of the Association.
- 13.2 If the Board intends to consider a resolution under rule 13.1, the Member must be given at least 21 days' written notice of the resolution:
- (a) stating the date, place and time of the Board meeting;
 - (b) setting out the intended resolution and the grounds on which it is based; and
 - (c) informing the member that he or she may attend the Board meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- 13.3 If the Board passes a resolution under rule 13.1, and is not an unbiased decision maker, the decision to expel must be referred by the Board to an unbiased decision maker for determination.
- 13.4 The decision maker must make his or her determination within two months of the referral under rule 13.3 and each of the Board and the Member must be given an opportunity to be heard.
- 13.5 A Member who has received notice under rule 13.2 must not initiate a grievance procedure under rule 16 until the determination under rule 13.4.

14. Powers of attorney

- 14.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Association or the Member's membership in the Association, the Member must deliver the instrument appointing the attorney to the Association for notation.
- 14.2 If the Association asks a Member to file with it a certified copy of the instrument for the Association to retain, the Member will promptly comply with that request.
- 14.3 The Association may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

15. Representatives

- 15.1 Any corporation or organisation which is a Member may by written notice to the Secretary:
- (a) to the extent permitted by law, appoint a natural person to act as its Representative in all matters connected with the Association. Such appointment may be for a specific purpose, such as attendance at a general meeting pursuant to rule 15.6, or as a standing appointment; and
 - (b) remove a Representative by giving written notice to the Association of the revocation or by appointing a new Representative.
- 15.2 A Representative is entitled to:
- (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
 - (b) stand for election as an office bearer or Board member; and
 - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.
- 15.3 A certificate executed under section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 15.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 15.5 The appointment of a Representative may set out terms of appointment applying to the Representative, including restrictions on the Representative's powers.
- 15.6 The Association is entitled to assume without enquiring that the terms of appointment of a Representative are complied with, and accordingly is not liable if those terms are not complied with.
- 15.7 Where a Representative is appointed for the purposes of attending a general meeting, the appointment is not valid unless it is received by the Association at least 48 hours before the time for holding the general meeting or adjourned general meeting at:
- (a) the Association's registered office; or
 - (b) a place or electronic address specified for that purpose in the notice of meeting.

Grievance procedure

16. Grievance procedure

- 16.1 The grievance procedure set out in this rule 16 applies to disputes in relation to the Association or under these Rules between:
- (a) a Member and another Member; and
 - (b) a Member and the Board; and
 - (c) a Member and the Association.
- 16.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under rule 13 until the disciplinary procedure has been completed.
- 16.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 16.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 16.3, the parties must within 10 days:
- (a) notify the Board of the dispute; and

- (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 16.5 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (c) if the dispute is between a Member and another Member, a person appointed by the Board; or
 - (d) if the dispute is between a Member and the Board or the Association, a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.
- 16.6 Subject to rule 16.7, the Board may appoint any person as a mediator.
- 16.7 The Board must not appoint a person as a mediator if the person:
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
- 16.8 The mediator to the dispute, in conducting the mediation, must:
- (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- 16.9 The mediator must not determine the dispute.
- 16.10 Any costs of mediation are to be paid:
- (a) if an agreement as to costs is reached between the parties, in accordance with that agreement; or
 - (b) if there is no such agreement, by the Board.
- 16.11 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the AIR Act or otherwise at law.

General meetings

17. Calling general meeting

- 17.1 The Association must in each calendar year convene an annual general meeting of the Association within five months of the end of the Financial Year.
- 17.2 The Board together, and any Board member may, at any time, call a general meeting of the Association.
- 17.3 A general meeting may otherwise be called as provided in the AIR Act.

18. Place and time of general meeting

- 18.1 The place at which a general meeting of the Association is held is taken to be:
- (a) if the general meeting of the Association is held at only one physical venue (whether or not it is also held using virtual meeting technology), that physical venue;
 - (b) if the general meeting of the Association is held at more than one physical venue (whether or not it is also held using virtual meeting technology), the main physical venue of the meeting as set out in the relevant notice of meeting; or

- (c) if the general meeting of the Association is held using virtual meeting technology only, the registered office of the Association.

18.2 The time at which a general meeting of the Association is held is taken to be the time at the place at which the general meeting of the Association is taken to be held in accordance with rule 18.1(a).

19. How general meeting may be held

A general meeting may be held:

- (a) at one or more physical venues;
- (b) at one or more physical venues and using virtual meeting technology;
- (c) using virtual meeting technology only; or
- (d) in any other manner permitted by the AIR Act.

20. Reasonable opportunity to participate

The Association must give the Members entitled to attend the general meeting of the Association, as a whole, a reasonable opportunity to participate in that general meeting.

21. Notice of general meeting

21.1 Subject to rule 21.3, at least 21 days' written notice (exclusive of the day on which the notice is served or deemed to be served and of the day of the general meeting of the Association for which notice is given) must be given to the Members of any general meeting of the Association.

21.2 A notice calling a general meeting of the Association:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this (including any form of electronic communication allowing contemporaneous communication);
- (b) must state the general nature of the business to be transacted at the meeting; and
- (c) may specify a place and electronic address for the purposes of proxy appointment.

21.3 Subject to the AIR Act, shorter notice of a general meeting may be given if agreed to:

- (a) in the case of an annual general meeting of the Association, by all Members entitled to vote at the meeting; and
- (b) in the case of any other general meeting of the Association, with the prior agreement of 95% of the Members entitled to vote at the general meeting,

and, accordingly, any such general meeting of the Association will be treated as having been duly convened.

21.4 A notice of an annual general meeting of the Association need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Board report and the Auditor's report;
- (b) the election of Board members; or
- (c) the appointment and fixing of the remuneration of the Auditor.

21.5 The Board may postpone or cancel any general meeting of the Association whenever they think fit.

21.6 The Board must give notice of the postponement or cancellation of a general meeting of the Association to all persons referred to in rule 70 entitled to receive notices from the Association.

21.7 The failure or accidental omission to send a notice of a general meeting of the Association (including a proxy appointment form) to a Member or the non-receipt of a notice (or form) by a

Member does not invalidate the proceedings at or any resolution passed at such general meeting of the Association.

Proceedings at general meetings

22. Member

In rules 23, 24, 26 and 30, Member includes a Member present in person or by proxy, attorney or Representative.

23. Quorum

23.1 No business may be transacted at a general meeting of the Association unless three Members (**quorum**) are present when the meeting proceeds to business.

23.2 If a quorum is not present within 30 minutes after the time appointed for a general meeting of the Association:

- (a) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Board; and
- (b) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

24. Chairperson

24.1 The President, or, in the President's absence a Vice President, will be the chairperson at every general meeting of the Association.

24.2 The Board members present may elect a chairperson of a general meeting of the Association if:

- (a) neither the President nor a Vice President is present within 15 minutes after the time appointed for holding the general meeting; or
- (b) each of the President and any Vice President is unwilling to act as chairperson of the general meeting.

24.3 If no election is made under rule 24.2, then:

- (a) the Members may elect one of the Board members present as chairperson; or
- (b) if no Board member is present or is willing to take the chair, the Members may elect a Member who is present as chairperson.

24.4 If there is a dispute at a general meeting of the Association about a question of procedure, the chairperson may determine the question.

24.5 The chairperson of each general meeting of the Association has charge of conduct of that meeting, including the procedures to be adopted and the application of those procedures at that meeting.

25. Adjournment

25.1 The chairperson of a general meeting of the Association at which a quorum is present:

- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
- (b) must adjourn the general meeting if the meeting directs him or her to do so by a majority of Members present or by proxy at the general meeting.

25.2 An adjourned general meeting may take place at a different venue to the initial general meeting of the Association.

- 25.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 25.4 Notice of an adjourned general meeting must only be given if a general meeting of the Association has been adjourned for more than 21 days.

26. Decision on questions

- 26.1 Subject to the AIR Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 26.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded.
- 26.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 26.4 The demand for a poll may be withdrawn.
- 26.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

27. Taking a poll

- 27.1 A poll will be taken when and in the manner that the chairperson directs.
- 27.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 27.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 27.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 27.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 27.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

28. Casting vote of chairperson

The chairperson shall have a casting vote in respect of any deadlock in addition to the chairperson's votes as a Member, or a proxy, attorney or Representative of a Member.

29. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

30. Entitlement to vote

- 30.1 Each Member has one vote on matters on which the Member is entitled to vote.
- 30.2 Each Member entitled to vote at a general meeting of the Association may vote in person or by proxy.
- 30.3 Where a Representative votes for a Member at a general meeting of the Association pursuant to rule 15.4, rules 30 to 36 (inclusive) apply equally to that Representative.

31. Objections

- 31.1 An objection to the qualification of the voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered a vote.
- 31.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 31.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

32. Votes by proxy

- 32.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- 32.2 A proxy may, but need not be, a Member.
- 32.3 A proxy or attorney of a Member may demand or join in demanding a poll.
- 32.4 A proxy or attorney of a Member may vote on a poll.
- 32.5 A proxy of a Member may vote or abstain as he or she considers appropriate except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

33. Document appointing proxy

- 33.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and is in a form approved by the Board.
- 33.2 For the purposes of rule 33.1, an appointment received at an electronic address will be taken to be signed by the Member if:
 - (a) a personal identification code allocated by the Association to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Board.
- 33.3 Where a proxy is signed pursuant to a power of attorney, a copy of the registered power of attorney (certified as a true copy of the original) must be attached to the appointment sent to the Association.
- 33.4 A proxy's appointment is valid at an adjourned general meeting of the Association.
- 33.5 A proxy or attorney may be appointed for all general meetings of the Association or for any number of general meetings of the Association or for a particular purpose.
- 33.6 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney of the Member will be taken to confer authority:
 - (a) to vote on:

- (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,
even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
- (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 33.7 If a proxy appointment is signed by a Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Board members or the Secretary.

34. Lodgement of proxy

- 34.1 The written appointment of a proxy or attorney must be received by the Association, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 34.2 The Association receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (i) the Association's registered office; or
 - (ii) a place or electronic address specified for that purpose in the notice of meeting.

35. Validity

A vote cast in accordance with an appointment of proxy, Representative or power of attorney is valid unless before the start of a general meeting (or in the case of an adjourned general meeting, not less than 48 hours before the resumption of the adjourned meeting):

- (a) the Member who appointed the proxy, Representative or power of attorney ceases to be a Member; or
- (b) the Association receives written notification of:
 - (i) the revocation of the proxy or Representative by the Member;
 - (ii) the appointment of a new proxy or Representative; or
 - (iii) the revocation of any power of attorney under which the proxy was appointed.

36. Written resolutions of Members

- 36.1 Members may pass a resolution without a general meeting of the Association being held if all the Members entitled to vote on the resolution, or their Representative, sign a document containing a statement that they are in favour of the resolution set out in the document.
- 36.2 Signatures of the Members, or their Representatives, may be contained in more than one document.
- 36.3 The resolution is taken to be passed (and if it is required to be a special resolution to be effective, passed as a special resolution), as if it had been passed unanimously at a duly convened general meeting, at the time the Secretary has evidence that the last Member has signed it.

Appointment and removal of Board members

37. Number and composition of Board members

- 37.1 In addition to the Past President (if applicable under rule 41.5), there will be no less than five Board members of the Association and no more than ten Board members of the Association, unless the Association in general meeting by resolution determines otherwise (provided that, at all times, there are at least three Board members of the Association).
- 37.2 The initial Board members of the Association are the persons who have consented to act as Board members at the time of the Association's application for registration as an incorporated association under the AIR Act and are set out in the Association's register of officeholders. Those persons hold office subject to these Rules.
- 37.3 The Past President will not be included for the purposes of determining the maximum number of Board members of the Association under rule 37.1 (but will, for the avoidance of doubt, be included to satisfy the minimum requirements of Board members under rule 37.1).

38. Board members to be Members

A person may only be appointed as a Board member if:

- (a) the person has consented to becoming a Member; or
- (b) where the person is a Representative of a Financial Member:
 - (i) the Board or the relevant committee established pursuant to rule 55.1 has received written endorsement from that Financial Member in respect of that person's appointment as a Board member; and
 - (ii) that Financial Member has not given notice to the Association to cease to be a Member under rule 12 and no matter or event has occurred which might lead to the cessation of that Financial Member's membership under that rule.

39. Appointment and removal of Board members

- 39.1 Subject to rules 37 and 43, at a general meeting of the Association, the Association may by resolution passed:
- (a) appoint as a Board member:
 - (i) any person:
 - (A) that has been, or is a Representative of a Member who has been, a Financial Member for at least two consecutive years prior to the date of that person's nomination;
 - (B) who is not and has never been a Life Member, unless otherwise approved by the Board; and
 - (C) for whom the Association has received a nomination and endorsement signed by at least two Financial Members (other than the Financial Member who is, or whose Representative is, nominated to be appointed as a Board member) that have been Financial Members for at least two consecutive years prior to the date of that person's nomination; or
 - (ii) any person that has been nominated by the Board for appointment as a Board member (for the avoidance of doubt, who need not be a Financial Member);
 - (b) remove any Board member before the end of the Board member's period of office; and
 - (c) appoint another person who satisfies the requirements of rule 39.1(a) in the place of the Board member removed under rule 39.1(b).

- 39.2 An appointment of a person as a Board member is not effective unless a signed consent to the appointment as a Board member is provided by that person to the Association and that person has satisfied the requirements of rule 38. The appointment of a person as a Board member will take effect on the later of the date of appointment and the date on which the Association receives the signed consent to that appointment as Board member or Member (as the case may be).
- 39.3 If the conduct or position of any Board member is such that continuance in office appears to the majority of the Board to be prejudicial to the interests of the Association, a majority of Board members at a Board meeting specifically called for that purpose may suspend that Board member, and recommend to the Members that they confirm that suspension.
- 39.4 Within 14 days of the suspension under rule 39.3, the Board must call a general meeting of the Association, at which the Members may either resolve to confirm the suspension and remove the Board member from office under rule 39.1(b) or annul the suspension and reinstate the Board member.

40. Additional and casual Board members

- 40.1 Subject to rules 37 and 43, the Board may resolve to appoint another person as a Board member from time to time.
- 40.2 Unless otherwise determined by the Board, a person appointed as a Board member under rule 40.1 will hold office until the next general meeting of the Association, at which time the appointee must retire from office, unless the person's appointment as a Board member is approved by the Members at such meeting.
- 40.3 For the avoidance of doubt, a Board member appointed under rule 40.1 is not required to consent to becoming a Member of the Association unless and until such time as their appointment as a Board member is approved by the Members at the next general meeting of the Association.

41. Retirement

- 41.1 Subject to rule 41.5, a Board member's term of office is three years after the Board member was appointed (in the case of the initial Board members of the Association, such period is inclusive of any term of office prior to the Association's registration as an incorporated association under the AIR Act).
- 41.2 A retiring Board member is eligible for re-appointment.
- 41.3 Subject to rules 41.4 and 41.5, a person may only serve a maximum of two consecutive terms as a Board member following which the person may not be a Board member for a period of at least 24 months following the expiry of the second consecutive term. A term is considered consecutive unless there is an interval of at least 24 months where the person is not a Board member.
- 41.4 A Board member may serve an additional:
- (a) third consecutive term if that Board member is appointed, and for as long as that Board member is appointed, to the office of President or Vice President pursuant to rules 52 or 53 (as the case may be); and
 - (b) fourth consecutive term if that Board member is appointed, and for as long as that Board member is appointed, to the office of President pursuant to rule 52.
- 41.5 If on ceasing to hold the office of President (except where such cessation occurs under rule 52.4) the Past President is a Board member, that Past President may serve an additional term as Board member for the period commencing on the date on which the Past President ceases to hold the office of President and ending on the earlier of:
- (a) one year; and
 - (b) the date on which the Past President ceases to be the most immediately antecedent Former President,
- except where removed under rule 54.4 or if the Board member's office is vacated under rule 44.1.

42. Filling vacated office

- 42.1 When a Board member retires, a person may be appointed to fill the relevant vacated office under rule 40.1.
- 42.2 Subject to rule 41.3, if the retiring Board member has offered himself or herself for re-appointment, the retiring Board member will be deemed to have been re-elected unless:
- (a) it is resolved by the Board not to fill the vacated office; or
 - (b) the resolution for the re-election of the Board member under rule 40.2 is put and lost.

43. Nomination of Board member

A person other than a retiring Board member is not eligible for appointment as a Board member unless the person has left at the Association's registered office a written consent to the appointment.

44. Vacation of office

- 44.1 The office of a Board member immediately becomes vacant if the Board member:
- (a) is disqualified from managing corporations under Part 2D.6 of the Corporations Act;
 - (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Board incapable of performing his or her duties and the Board resolves that the person should cease to be a Board member;
 - (c) ceases to be a Member or in the case of a person who is a Representative of a Financial Member, the Financial Member ceases to be a Member;
 - (d) resigns by notice in writing to the Association;
 - (e) in the case of the Past President, ceases to be the most immediately antecedent Former President at any given time;
 - (f) is removed by a resolution of the Association;
 - (g) is absent from Board meetings for three consecutive meetings without leave of absence from the Board; or
 - (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest.
- 44.2 A Board member may resign from the office of Board member by giving written notice of resignation to the Association at its registered office.

Powers and duties of Board members

45. Powers and duties of Board members

- 45.1 The business of the Association is managed by the Board who may exercise all powers of the Association that these Rules or the AIR Act do not require to be exercised by the Association in general meeting or by the Members passing a resolution.
- 45.2 Without limiting the generality of rule 45.1 or 55, the Board may exercise all the powers of the Association to:
- (a) register the Association with relevant regulators including but not limited to the Commissioner, Consumer Affairs Victoria, the Fair Work Commission and the Australian Securities and Investments Commission;
 - (b) borrow money;

- (c) mortgage or charge any property or business of the Association;
 - (d) delegate any of their powers, other than those which by law must be dealt with by the Board, to a committee or committees in accordance with rule 55;
 - (e) issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person;
 - (f) execute any contract, document or deed in accordance with the AIR Act; and
 - (g) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.
- 45.3 The Board may delegate any of its powers to any person, including a Board member, a committee or an employee of the Association.
- 45.4 The Board will cause the Association to comply with any obligations under any law, including, without limitation, any governance standards and reporting requirements.

Proceedings of the Board

46. Board meetings

- 46.1 A Board member may at any time, and the Secretary must on the request of a Board member, call a Board meeting.
- 46.2 A Board meeting must be called on at least 48 hours written notice of a meeting to each Board member and each Board member's alternate unless the Board determines otherwise from time to time.
- 46.3 It is not necessary to give notice of a meeting of the Board to an Australian resident whom the Secretary, when giving notice to the other Board members, reasonably believes to be temporarily outside Australia.
- 46.4 Subject to the AIR Act, a Board meeting may be held using any means (including by the Board members communicating with each other by any technological means, including telephones, virtual meeting technology and other electronic means) consented to by all the Board members. The consent may be a standing one.
- 46.5 The Board members need not all be physically present in the same place for a Board meeting to be held.
- 46.6 Subject to rule 49, a Board member who participates in a meeting held in accordance with these Rules is taken to be present and entitled to vote at the meeting.
- 46.7 If, before or during a Board meeting held in accordance with these Rules, any technical difficulty occurs where one or more Board members cease to participate, the chair of the Board meeting may adjourn the meeting until the difficulty is remedied or may, where a quorum of Board members remains present, continue with the meeting.
- 46.8 A Board member can only withdraw their consent under rule 46.4 to the proposed means of holding a Board meeting if the Board member does so at least 48 hours before the meeting.
- 46.9 Rules 46.4 to 46.5 apply to meetings of Board committees as if all committee members were Board members.
- 46.10 Subject to rule 47, a Board member who participates in a Board meeting held in accordance with these Rules is taken to be present and entitled to vote at the meeting.
- 46.11 Subject to these Rules, the Board members may meet together, adjourn and regulate their meetings as they think fit.
- 46.12 A quorum is not less than three Board members.
- 46.13 Where a quorum cannot be established for the consideration of a particular matter at a Board meeting, the chairperson may request that the Members deal with the matter.

46.14 Notice of a Board meeting may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Board members.

47. Decision on questions

47.1 Subject to these Rules, questions arising at a Board meeting are to be decided by a majority of votes of the Board members present and voting and, subject to rule 49, each Board member has one vote.

47.2 The chairperson of a Board meeting has a casting vote in addition to his or her deliberative vote.

Payments to Board members

48. Payments to Board members

48.1 No payment will be made to any Board member of the Association other than payment:

- (a) subject to rule 48.2, of any fair and reasonable remuneration to a Board member as determined by the Board from time to time;
- (b) of out of pocket expenses incurred by the Board member in the performance of any duty as Board member of the Association where the amount payable is fair and reasonable and does not exceed an amount previously approved by the Board;
- (c) for any service rendered to the Association by the Board member in a professional or technical capacity, other than in the capacity as Board member, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be fair and reasonable payment for the service;
- (d) of any fair and reasonable salary or wage due to the Board member as an employee of the Association where the terms of employment have been approved by the Board, or under their delegation; and
- (e) relating to an indemnity in favour of the Board member.

48.2 At each annual general meeting of the Association, the remuneration of the Board (for the avoidance of doubt, as a collective and not in respect of any individual Board member) must be approved by resolution passed at the annual general meeting in respect of the period commencing at the end of such annual general meeting and ending at the opening of the next annual general meeting .

49. Board members' interests

49.1 Each Board member is obliged to inform the other Board members of any potential or actual personal interest that a Board member is aware of in a matter which is to be considered at a Board meeting.

49.2 If the Board has, as a majority, determined that a particular Board member has a personal interest in a matter that is being considered at a Board meeting, that particular Board member must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter.

49.3 The Board may determine from time to time whether a Board member has a personal interest for the purposes of rule 49.2 and, for the avoidance of doubt, a Board member will not be precluded from being present at or voting at a Board meeting unless the Board has made a determination under rule 49.2.

50. Remaining Board members

- 50.1 The Board may act even if there are vacancies on the Board.
- 50.2 If the number of Board members is not sufficient to constitute a quorum at a Board meeting, the Board may act only to:
- (a) appoint an additional Board member; or
 - (b) recommend that the Members appoint a Board member under rule 40.
- 50.3 Within 28 days of the appointment of an additional Board member under rule 50.2(a), the Board must:
- (a) notify the Members of the appointment; and
 - (b) request that the Members, at the next general meeting of the Association, either:
 - (i) confirm the appointment of the Board member; or
 - (ii) remove the Board member and appoint another Board member under rule 39.1(a).

51. Chairperson

- 51.1 Subject to rules 52.5 and 53.5, the Board may elect a Board member as chairperson of Board meetings and may determine the period for which the chairperson will hold office.
- 51.2 If no chairperson is elected or if the chairperson is not present at any Board meeting within ten minutes after the time appointed for the meeting to begin, the Board members present must elect a Board member to be chairperson of the meeting.
- 51.3 The Board may elect a Board member as deputy chairperson to act as chairperson in the chairperson's absence, or if the chairperson is unwilling or unable to act as chair for the whole or any part of that meeting.

52. Office of President

- 52.1 The Board may at any time appoint a Board member to hold the office of President.
- 52.2 The initial President is the person who acts as President at the time of the Association's registration as an incorporated association under the AIR Act. This person holds office subject to these Rules.
- 52.3 The President shall hold office for a term of three years after which time the office of President becomes vacant (in the case of the initial President, such period is inclusive of any term of office prior to the Association's registration as an incorporated association under the AIR Act). A Board member may only serve a maximum of three consecutive terms as President, or such shorter number of terms as President as is equal to their maximum term of office as a Board member under rule 41.
- 52.4 The Board may at any time remove the President, at which point the President will cease to hold the offices of President and Board member.
- 52.5 At every Board meeting, the President shall be entitled to be chairperson of the meeting and shall have a casting vote in respect of any deadlock of the Board meeting.

53. Office of Vice President

- 53.1 The Board may at any time appoint up to two Board members to each hold the office of a Vice President.
- 53.2 The initial Vice President(s) are those persons who act as Vice President at the time of the Association's application for registration as an incorporated association under the AIR Act. These persons hold office subject to these Rules.
- 53.3 A Vice President shall hold office for a term of three years after which time the office of Vice President becomes vacant (in the case of the initial Vice Presidents, such period is inclusive of

any term of office prior to the Association's registration as an incorporated association under the AIR Act). A Board member may only serve a maximum of three consecutive terms as Vice President, or such shorter number of terms as Vice President as is equal to their maximum term of office as a Board member under rule 41.

- 53.4 The Board may at any time remove a Vice President, at which point the Vice President will cease to hold the offices of Vice President and Board member.
- 53.5 At every Board meeting, where the President is not present within 15 minutes of the time appointed for the holding of the meeting or is unable or unwilling to act as chairperson of the meeting, a Vice President shall be entitled to be chairperson of the meeting and shall have a casting vote in respect of any deadlock of that Board meeting.

54. Office of Past President

- 54.1 If on ceasing to hold the office of President (other than where such cession occurs under rule 52.4) the Past President is a Board member, that Past President will have the right under rule 41.5 to be appointed as a Board member for the additional term specified in rule 41.5. If appointed, that Board member will hold the office of Past President.
- 54.2 At the end of a Past President's additional term as specified in rule 41.5, the office of Past President becomes vacant and can only be filled by the next Past President.
- 54.3 The initial Past President is the person who acts as Past President at the time of the Association's registration as an incorporated association under the AIR Act. This person holds the office of Past President subject to these Rules. The term of the initial Past President under rule 41.5 is inclusive of any term of office prior to the Association's registration as an incorporated association under the AIR Act.
- 54.4 The Board may at any time remove the Past President, at which point the Past President will cease to hold the offices of Past President and Board member.
- 54.5 For the avoidance of doubt, the office of Past President may be, or remain, vacant at any given time.

55. Delegation

- 55.1 The Board may delegate any of its powers, other than those which by law must be dealt with by the Board, to a committee or committees comprised of Board members, employees of the Association or any other person, as determined by the Board.
- 55.2 Subject to rule 56 and unless the Board determines otherwise, at least one Board member must be a member of a committee.
- 55.3 The terms of any delegation of power to a committee shall be subject to any conditions determined by the Board from time to time.
- 55.4 The Board may at any time revoke any delegation of power to a committee.
- 55.5 A committee cannot bind the Association, can only make recommendations to the Board and must exercise its powers in accordance with any conditions determined by, or any directions from, the Board.
- 55.6 A committee must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- 55.7 A committee may be authorised from time to time by the Board to sub-delegate all or any of the powers for the time being vested in it.
- 55.8 Meetings of any committee of the Board will be governed by the provisions of these Rules which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board. The provisions apply as if each member of the committee was a Board member.

56. Investment Committee

- 56.1 Pursuant to rule 55.1, the Board may establish a committee which will be responsible for making recommendations to the Board pursuant to rule 55.5 in relation to the administration and management of the Association's financial assets and investment portfolio (**Investment Committee**).
- 56.2 Any Investment Committee established pursuant to rule 56.1 must be comprised of:
- (a) the chairperson of any Board meeting appointed under rule 51 from time to time;
 - (b) two other Board members as determined by the Board; and
 - (c) if the President makes an election under rule 56.3, two persons appointed under that rule.
- 56.3 From time to time and subject to rule 56.4, the President may elect in his or her absolute discretion to appoint any two Former Presidents (including, for the avoidance of doubt, the Past President) to the Investment Committee as committee members.
- 56.4 For the purposes of rule 56.3, if a Former President is unable or unwilling to act as a committee member of the Investment Committee, the President may elect to appoint any Former Vice President to the Investment Committee in lieu of that person.
- 56.5 Notwithstanding rule 56.2, if at any time the number of committee members of the Investment Committee is less than the number required in rule 56.2, the Board may appoint to the Investment Committee any Former President or Former Vice President to fill the casual vacancy. Unless otherwise determined by the Board, that person will be appointed to the Investment Committee until such time as the Board from time to time appoints a replacement person in accordance with rule 56.2.
- 56.6 Any recommendation by the Investment Committee to the Board must be approved by a simple majority vote of the committee members of the Investment Committee at the relevant time.
- 56.7 Except as otherwise provided in this rule 56, the Investment Committee will be governed by the provisions in rule 55, including any conditions determined by the Board pursuant to rule 55.3.

57. Executive Council

- 57.1 Pursuant to rule 55.1, the Board may establish a committee which will be responsible for making recommendations to the Board pursuant to rule 55.5 in relation to policy or other matters affecting the interests of the Members from time to time (**Executive Council**).
- 57.2 The Executive Council will be governed by the provisions in rule 55, including any conditions determined by the Board pursuant to rule 55.3.

58. Written resolutions

- 58.1 The Board may pass a resolution without a Board meeting being held if all the Board members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Board member signs.
- 58.2 For the purposes of rule 58.1, separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.
- 58.3 Any document referred to in this rule 58 may be in the form of electronic transmission.
- 58.4 The minutes of Board meetings must record that a meeting was held in accordance with this rule 58.
- 58.5 This rule 58 applies to meetings of Board committees as if all members of the committee were Board members.

59. Validity of acts of Board members

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Board member or member of a Board committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Board or the Board committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

Records

60. Custody of records

- 60.1 The Board or its delegate for this purpose must keep in its or their custody, or under its or their control, all registers, records, books, documents, securities or other Relevant Document of the Association.

61. Minutes, Registers and records

- 61.1 The Board must ensure accurate minutes are recorded in books kept for the purpose of:
- (a) the names of the Board members present at all Board meetings and meetings of Board committees;
 - (b) all proceedings and resolutions of the Association (including general meetings of the Association), Board meetings and meetings of Board committees;
 - (c) all resolutions passed by the Board in accordance with rule 58;
 - (d) all appointments of officers;
 - (e) all orders made by the Board and Board committees; and
 - (f) all disclosures of interests made under rule 49.
- 61.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body within a reasonable time after the meeting.

62. Inspection of records

- 62.1 Members may on request inspect free of charge any of the following:
- (a) the Register;
 - (b) the minutes of general meetings of the Association;
 - (c) subject to rule 62.2, the financial records, books, securities and any other Relevant Document of the Association, including minutes of Board meetings.
- 62.2 The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 62.3 The Board must on request make available, or provide copies of, these Rules to Members and applicants for membership free of charge.
- 62.4 Subject to rule 62.2, a Member may request a copy of, or make a copy of, any of the other records of the Association referred to in this rule 62 and the Association may charge a reasonable fee for provision of a copy of such a record.

Appointment of attorneys and agents

63. Appointment of attorneys and agents

- 63.1 The Board may from time to time by resolution or power of attorney executed in accordance with the AIR Act appoint any person to be the attorney or agent of the Association:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Board under these Rules);
 - (c) for the period; and
 - (d) subject to the conditions, determined by the Board.
- 63.2 An appointment by the Board of an attorney or agent of the Association may be made in favour of:
- (a) any member of any local board established under these Rules;
 - (b) any company;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Board.
- 63.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board think fit.
- 63.4 The Board may appoint attorneys or agents by electronic transmission, telegraph or cable to act for and on behalf of the Association.
- 63.5 An attorney or agent appointed under this rule 63 may be authorised by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.

Chief executive officer

64. Chief executive officer

- 64.1 The Board may appoint a person as the chief executive officer of the Association (**CEO**), for such term and on such terms (including as to remuneration) as the Board resolves.
- 64.2 Subject to these Rules and the AIR Act, the CEO shall have the power and authority to manage the Association in accordance with any agreement between the respective person and the Association.
- 64.3 The CEO is responsible for:
- (a) the day-to-day management of the Association;
 - (b) the general administration of the Association; and
 - (c) giving the Board and any committee of the Association full information about the activities of the Association.

Secretary

65. Appointment of Secretary

- 65.1 The Board members must appoint a Secretary to hold the office subject to the AIR Act and carry out the duties provided in the AIR Act and any additional duties as decided by the Board members.
- 65.2 Before being appointed, the Secretary must:
- (a) consent to the appointment;
 - (b) be at least 18 years old; and
 - (c) be a resident of Australia.
- 65.3 The Secretary may hold any other position or office in the Association.
- 65.4 In the event the Secretary is not also a Board member, the Secretary is entitled to attend and be heard on any matter at all Board meetings.

66. Vacation of office

- 66.1 The office of a Secretary becomes vacant if the Secretary:
- (a) is removed from office by resolution of the Board;
 - (b) resigns by written notice to the Association; or
 - (c) ceases to be a resident of Australia.
- 66.2 The Board must appoint a new Secretary within 14 days of the office becoming vacant and provide notice as required under the AIR Act.

Seals

67. Common Seal

If the Association has a Seal:

- (a) the Board must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Board or a Board committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Board member and be countersigned by another Board member, the Secretary or another person appointed by the Board to countersign the document; and
- (d) the Board may by resolution agree to destroy the Seal.

68. Duplicate Seal

If the Association has a Seal, the Association may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face; and
- (b) must not be used except with the authority of the Board.

Notices

69. Service of notices

- 69.1 Notice may be given by the Association to any person who is entitled to notice under these Rules:
- (a) by serving it on the person; or
 - (b) by sending it by post or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Association for sending notices to the person.
- 69.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 69.3 A notice sent by electronic notification is taken to be served:
- (a) by properly addressing the electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 69.4 A certificate in writing signed by a Board member, Secretary or other officer of the Association that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 69.5 Subject to the AIR Act, the signature to a written notice given by the Association may be written or printed.
- 69.6 All notices sent by post outside Australia must be sent by prepaid airmail post.

70. Persons entitled to notice

- 70.1 Notice of every general meeting must be given to:
- (a) every Member;
 - (b) every Board member; and
 - (c) any Auditor.
- 70.2 No other person is entitled to receive notice of a general meeting.

Financial matters

71. Source of funds

- 71.1 The funds of the Association may be derived from Application Fees, Annual Subscription Fees, donations, fundraising activities, grants, and interests in for-profit entities and any other sources approved by the Board.

72. Management of funds

- 72.1 The funds of the Association must be managed as determined by the Board (and the Board may delegate this power as permitted under these rules, including under rule 55 or 64.2).
- 72.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:
- (a) as determined by the Board; or

- (b) failing a determination of the Board under rule 72.2(a), by any two Board members.

Winding up

73. Winding up

73.1 The Association must be wound up if:

- (a) the Members resolve that the Association should be wound up; or
- (b) the Association is required to be wound up at law.

73.2 If the Association is wound up, each Member undertakes to contribute to the property of the Association for the payment of debts and liabilities of the Association and payment of costs, charges and expenses of winding up such amount as may be required, provided that such amount must not exceed \$2.20.

73.3 If upon the dissolution or winding up of the Association there remains, after satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to the Members but shall be given or transferred to some other fund, authority or institution:

- (a) having objects similar to the objects of the Association; and
- (b) which prohibits the distribution of its income and property to a similar extent to that imposed on the Association by these Rules,

as determined by the Members and in default by application to the Supreme Court of Victoria.

Indemnity

74. Indemnity

74.1 To the extent permitted by law and subject to the AIR Act, the Association indemnifies every person who is or has been an officer of the Association against:

- (a) any liability (other than for legal costs) incurred by that person as an officer of the Association (including liabilities incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment); or
- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Association (including legal costs incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment).

74.2 The amount of any indemnity payable under rule 74.1 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Association with a GST tax invoice for the GST Amount.

74.3 For the purposes of this rule 74, **officer** means:

- (a) a Board member;
- (b) a Secretary; or
- (c) any other officer.

Alteration of Rules

75. Alteration of Rules

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