

RULES OF THE MEDICAL SCIENTISTS ASSOCIATION OF VICTORIA

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PART 1—PRELIMINARY

1 Name

The name of the association is the “Medical Scientists Association of Victoria”.

2 Purposes

The purposes of the Association are:

- (a) to uphold the rights and to improve, protect and foster the interests of members;
- (b) to formulate and carry into operation schemes for the industrial, social, intellectual and general advancement of members;
- (c) to preserve to members the right of submission to arbitration of claims in relation to salaries and conditions of employment;
- (d) to represent the interests of members and/or persons eligible to be members before courts, tribunals and wage fixing authorities,
- (e) to assist by affiliation or by co-operation or otherwise, kindred organisations in upholding and advancing the rights, privilege and general welfare of members;
- (d) to maintain a publication to promote the objects of the Association;
- (e) to maintain registration as an organisation under the Trade Union Act 1958;
- (f) to take such action as may be considered necessary and proper to carry out the objects of the Association;
- (g) to afford opportunity to discuss matters affecting the welfare, rights and interests of members;
- (h) to elect officers and to employ employees for the furtherance of the objects of the Association and to remunerate such officers and employees by salaries, wages, honoraria and other such emoluments, including contributions to and financing of superannuation schemes or retirement funds for the benefit of such officers and employees and to enter into such agreements as may be necessary for the carrying out of this purpose;
- (i) to take steps under any laws to advance or protect the rights of members in connection with their employment collectively or individually;
- (j) to prevent and/or settle disputes between members or between a member and his/her employer or between the Association and any employer, person or body of persons by conciliation and/or other lawful means.
- (k) to establish funds for the general conduct of the Association.
- (l) to amalgamate or affiliate with any other Association or body having objects similar to those of this Association and calculated to benefit generally members of the Association.
- (m) to act in conjunction with and to appoint representatives to any professional Association or Association of employees

(n) to do all such other lawful things as may be incidental to or conducive to the attainment of the above objects.

(o) to do all other acts provided for in these rules.

3 Financial year

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

4 Definitions

In these Rules—

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

Association means the Medical Scientists Association of Victoria

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

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

Committee of Management means the Committee having management of the business of the Association;

Committee of Management meeting means a meeting of the Committee of Management held in accordance with these Rules;

Committee of Management member means a member of the Committee of Management elected or appointed under Division 3 of Part 5;

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

disciplinary meeting means a meeting of the Committee of Management convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

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

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

member means a member of the Association;

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

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

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

(1) The Association has power to do all things incidental or conducive to achieve its purposes.

- (2) Without limiting subrule (1), the Association may:
- (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
- (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member:
- if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member

Any person who supports the purposes of the Association and who is

- (1) employed or usually employed as a Medical Scientist or Medical Technologist in scientific or engineering work in or about or in connection with a hospital and/or nursing home and/or community health service and/or diagnostic service and/or medical research institution and/or clinic and/or IVF service and/or other health service, including a trainee medical scientist, and including but not limited to scientists employed in any branch of medical science, dietitians, audiologists, medical physicists, cardiac perfusionists; genetic and IVF counsellors and/or any person who is eligible to be a voting member of the Australian Institute of Medical Science; or
- (2) undertaking an undergraduate degree or post graduate qualification in medical science, however titled, dietetics, audiology, medical physics, cardiac perfusion, IVF counselling, genetic counselling or in any other health science; or

- (3) has been appointed by the Committee of Management to provide industrial services to the Association and/or represent the interests of members of the Association before courts, and/or tribunals and/or wage fixing authorities.

Provided that the Committee of Management may determine special membership categories.

9 Honorary Life Membership

- (1) Life Membership may be awarded to a member by the Association for meritorious service to the Association. Life Membership shall continue in force after the member's retirement. A Life Member shall not be required to pay an annual subscription under Rule 12 of these Rules and shall, subject to sub-rule (b). of this Rule, be deemed to be financial for all purposes of these Rules.
- (2) A Life Member may resign membership of the Association in accordance with the provisions of Rule 19.
- (3) Life Membership may be awarded to a member by decision of the Committee of Management of the Association. The processes to be adopted by the Committee of Management in reaching this decision shall be those determined by the Committee of Management from time to time.

10 Dual Membership With The Health Services Union

- (1) For the purposes of this Rule the following definition shall apply:

“HSU” means the Health Services Union an organisation of employees registered pursuant to the Fair Work Act 2009.

“Branch” means the Health Services Union Victoria Number 4 Branch

- (2) The Association has entered into an agreement with the HSU Victoria Number 4 Branch whereby any member of the Association who makes application to join the Branch is deemed to be a financial member of the HSU as long as they remain a financial member of the Association. No additional membership fees will be payable to the HSU or the Branch by the member.
- (3) During the currency of the said agreement between the Association and the Branch, the Association will make payments to the Branch of capitation fees and levies payable by the Branch to the National Office of the HSU in relation to members of the Branch who are members of the Association.

11 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to the Secretary stating that the person:
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application must be signed by the applicant;

12 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Secretary shall refer the application for membership to the Committee of Management. The Committee of Management must decide by resolution whether to accept or reject the application.
- (2) If the Committee of Management rejects the application, it must notify the applicant in writing of its decision as soon as practicable after the decision is made, and return any money accompanying the application to the applicant.
- (3) No reason need be given for the rejection of an application.
- (4) An applicant for re-admission to membership shall not be enrolled as a member until he/she has paid any subscriptions or any other monies due at the time of ceasing to be a member unless the Committee of Management releases him/her in whole or part from such obligation.

13 New membership

- (1) If an application for membership is approved by the Committee of Management:
 - (a) the resolution to accept the membership must be recorded in the minutes of the Committee of Management meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and is entitled to exercise his or her rights of membership from the date, whichever is the earlier, on which—
 - (a) the Committee of Management approves the person's membership; or
 - (b) the person pays the membership fee.

14 Annual subscription and fee on joining

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

15 General rights of members

- (1) A member of the Association who is entitled to vote has the right—

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
- (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

16 Associate members

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

17 Rights not transferable

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

18 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

19 Resigning as a member

- (1) A member may resign by notice in writing given to the Association if
 - (i) he/she ceases to be eligible to be a member under Rule 8 of these Rules or
 - (ii) on giving three months' notice and the payment of all dues to the date of his/her resignation.
- (2) Notice in writing shall be addressed to the Secretary and delivered to that Office.
- (3) Any person who ceases to be a member shall remain liable to the Association for all monies owing by him/her to the Association at the time of ceasing to be a member unless the Committee of Management releases him/her in whole or in part such obligation.
- (4) A person who has resigned his/her membership in accordance with this rule shall be ineligible to continue to hold office in the Association to which he/she has been elected
- (5) A member is taken to have resigned if:
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—

- (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
- (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

Note

Rule 73(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Committee of Management.

20 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Committee of Management; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

21 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) knowingly and wilfully has failed or is failing to comply with a resolution of the Committee of Management or a general meeting; or
- (d) has engaged in conduct prejudicial to the Association.

22 Disciplinary subcommittee

- (1) If the Committee of Management is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee of Management must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee:
 - (a) may be Committee of Management members, members of the Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

23 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 25.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to sub rule (3):
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

25 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 24 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee of Management as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state:
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

26 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee of Management must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

27 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (a) a member and another member;
 - (b) a member and the Committee of Management;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

28 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

29 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between them within the time required by rule 28, the parties must within 10 days:
 - (a) notify the Committee of Management of the dispute; and
 - (b) agree to or request the appointment of a mediator; and

- (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member—a person appointed by the Committee of Management; or
 - (ii) if the dispute is between a member and the Committee of Management or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee of Management may be a member or former member of the Association but in any case must not be a person who:
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

30 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

31 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

32 Annual general meetings

- (1) The Committee of Management must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee of Management may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Committee of Management on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee of Management
 - (c) to elect the members of the Committee of Management;

- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

33 Special general meetings

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

Note

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

34 Special general meeting held at request of members

- (1) The Committee of Management must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee of Management does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub rule (3):
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

35 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 34(3), the members convening the meeting) must give to each member of the Association:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and

- (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
- (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 25(4) sets out the requirements for notice of a disciplinary appeal meeting.

36 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee of Management has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 35 must:
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee of Management has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

37 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

38 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 36) of 20 or more members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- (a) in the case of a meeting convened by, or at the request of, members under rule 34—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 34.

- (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

39 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

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

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 35.

40 Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 26.

41 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition a special resolution is required:

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

42 Determining whether resolution carried

- (1) Subject to sub rule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

43 Minutes of general meeting

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

- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

- (3) In addition, the minutes of each annual general meeting must include:

- (a) the names of the members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting under rule 36(6); and
- (c) the financial statements submitted to the members in accordance with rule 32(3)(b)(ii); and
- (d) the certificate signed by two Committee of Management members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements.

PART 5—COMMITTEE OF MANAGEMENT

Division 1—Powers of Committee of Management

44 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee of Management.
- (2) The Committee of Management may exercise all the powers of the Association except those powers that these Rules require to be exercised by general meetings of the members of the Association.
- (3) The Committee of Management may:
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

45 Delegation

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

Division 2—Composition of Committee of Management and duties of members

46 Composition of Committee of Management

The Committee of Management consists of:

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) an Assistant Secretary; and
- (e) a Treasurer; and
- (d) at least 6 ordinary members elected under rule 53.

47 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee of Management member must become familiar with these Rules.
- (2) The Committee of Management is collectively responsible for ensuring that the Association complies with the Rules and that individual members of the Committee of Management comply with these Rules.

- (3) Committee of Management members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee of Management members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Committee of Management members and former committee members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position
 so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a Committee of Management member must perform any other duties imposed from time to time by resolution at a general meeting.

48 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Committee of Management meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a Committee of Management meeting—a committee member elected by the other committee members present.

49 Secretary

The Secretary shall be the chief executive officer of the Association and subject to these Rules shall have charge of the general conduct, administration and business of the Association. The Secretary shall be the public officer to sue and be sued on behalf of the Association and must be an ex officio member of all subcommittees of the Association.

The Secretary is authorised to take out, make or sign any document and to take any step required by the Trade Union Act 1958 as amended, or by the Regulations under that Act, or by any other legislation or the Regulations pertaining there to be taken out, made, signed or taken by the Association and is responsible for ensuring that the requirements of those Acts and those Regulations are complied with by the Association.

The Secretary must:

- (a) maintain the register of members in accordance with rule 20; and
- (b) keep custody of all books, documents and securities of the Association except for the financial records referred to in rule 70(3); and
- (c) subject to these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- (d) convene in accordance with these Rules general meetings of the Association and meetings of the Committee of Management; and

- (e) send out notices of all meetings of the Association; and
- (f) keep a record of all correspondence on behalf of the Association; and
- (g) carry out the directions of a general meeting of members or of the Committee of Management; and
- (h) appoint a person as an employee of the Association after consultation with the Committee of Management to a position previously determined by the Committee of Management and fix the remuneration and conditions of service of such an employee subject to the approval of the Committee of Management; and
- (i) perform any other duty or function imposed on the Secretary by these Rules.

50 Assistant Secretary

- (a) The Assistant Secretary shall assist the Secretary and shall carry out the directions and instructions of the Secretary; and
- (b) In the absence of the Secretary or when that office is vacant the Assistant Secretary shall assume all the powers and functions of the Secretary.
- (c) In the absence of both the Secretary and Assistant Secretary, the Committee of Management may appoint one of its members to assume the powers of the Secretary for the period of the absence.

51 Treasurer

- (1) The Treasurer must:
 - (a) ensure all moneys paid to or received by the Association are receipted in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) ensure any payments authorised by the Committee of Management or by a general meeting of the Association from the Association's funds are made; and
 - (d) ensure any payments from the Associations funds are authorised by at least 2 Committee of Management members.
- (2) The Treasurer must:
 - (a) ensure that the financial records of the Association are kept as the Committee of Management directs;
 - (b) arrange for the books and accounts of the Association to be audited at the end of the financial year:
 - (c) coordinate the preparation of the financial statements of the Association and their certification by the Committee of Management prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Committee of Management member has access to the accounts and financial records of the Association.

Division 3—Election of Committee of Management members and tenure of office

52 Who is eligible to be a Committee of Management member

A member is eligible to be elected or appointed as a Committee of Management member if the member is entitled to vote at a general meeting.

53 Positions to be declared vacant

- (1) This rule applies to the annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare vacant all positions on the Committee of Management where the term of the incumbent has expired and hold elections for those positions in accordance with rules 54 to 57.

54 Nominations

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

Any nomination must be seconded by another member.

- (4) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

55 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions where the term of office has expired:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary
 - (d) Assistant Secretary
 - (e) Treasurer
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

56 Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee of Management (if any) it wishes to hold office for the next two years, provided that the number of ordinary members must number at least six.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary Committee of Management member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

57 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.

- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to:
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

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

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position:
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must:
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

58 Term of office

- (1) Subject to rules 59 and rule 60, a Committee of Management members holds office for four years until the positions of the Committee of Management members are declared vacant at the annual general meeting four years' after their election.
- (2) A Committee of Management member may be re-elected.
- (3) A general meeting of the Association may:
 - (a) by special resolution remove a Committee of Management member from office for reasons of serious and wilful misconduct or serious neglect of duties; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub rule (3)(a) may make representations in writing to the Secretary or President of the Association (not

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

- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

59 Vacation of office

- (1) A Committee of Management member may resign from the Committee of Management by written notice addressed to the Secretary.
- (2) A person ceases to be a Committee of Management member if he or she ceases to be a member of the Association.

60 Filling casual vacancies

- (1) The Committee of Management may appoint an eligible member of the Association to fill a position on the Committee of Management that:
 - (a) has become vacant under rule 59; or
 - (b) was not filled by election at the last annual general meeting
- (2) If the position of Secretary becomes vacant, the Committee of Management must appoint a member to the position within 14 days after the vacancy arises.
- (3) Any person appointed under subrule (1) or subrule (2) shall hold office until the next Annual General Meeting at which an election for that position is due.

The Committee of Management may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee of Management

61 Meetings of Committee of Management

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

62 Notice of meetings

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

63 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 provided that as much notice as practicable is given to each Committee of Management member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee of Management.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

64 Procedure and order of business

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

65 Use of technology

- (1) A Committee of Management member who is not physically present at a Committee of Management meeting may participate in the meeting by the use of technology that allows that Committee of Management member and the Committee of Management members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Committee of Management member participating in a Committee of Management meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

66 Quorum

- (1) No business may be conducted at a Committee of Management meeting unless a quorum is present.
- (2) The quorum for a Committee of Management meeting is the presence (in person or as allowed under rule 65) of a majority of the Committee of Management members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee of Management meeting:
 - (a) in the case of a special meeting — the meeting lapses;
 - (b) in any other case — the meeting must be adjourned to a date no later than 28 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 62.

67 Voting

- (1) On any question arising at a Committee of Management meeting, each Committee of Management member present at the meeting has one vote.
- (2) A motion is carried if a majority of Committee of Management members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee of Management.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

- (6) The Secretary may, and shall when so requested by any member of Committee of Management, submit proposed resolution to each member of Committee of Management in writing by Email or letter. Members of the Committee of Management shall vote for or against the resolution in writing within 14 days of the date of the letter or Email.

The resolution shall be determined in accordance with the majority of the votes cast.

The decision shall have the same effect as a decision made by a resolution of Committee of Management at a duly constituted meeting.

68 Conflict of interest

- (1) A Committee of Management member who has a material personal interest in a matter being considered at a Committee of Management meeting must disclose the nature and extent of that interest to the Committee of Management.
- (2) The member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest:
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

69 Minutes of meeting

- (1) The Committee of Management must ensure that minutes are taken and kept of each Committee of Management meeting.
- (2) The minutes must record the following:
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

70 Leave of absence

- (1) The Committee of Management may grant a committee member leave of absence from committee meetings for a period not exceeding six (6) months.
- (2) The Committee of Management must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

71 Source of funds

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

72 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee of Management may approve expenditure on behalf of the Association.
- (3) The Committee of Management may authorise the Secretary or Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee of Management for each item on which the funds are expended. All electronic transfers shall be authorised by the Treasurer and one other Committee of Management member.
- (4) All cheques and other negotiable instruments must be signed by 2 Committee of Management members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

73 Financial records

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee of Management.

74 Financial statements

For each financial year, the Committee of Management must ensure:

- (a) the preparation of the financial statements;
- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Committee of Management;
- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

75 Registered address

The registered address of the Association is the address determined from time to time by resolution of the Committee of Management

76 Notice requirements

- (1) Any notice required to be given to a member or a Committee of Management member under these Rules may be given:
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or

- (c) by email or facsimile transmission at the address recorded for the member on the register of members
- (2) Subrule (1) does not apply to notice given under rule 62.
- (3) Any notice required to be given to the Association or the Committee of Management may be given:
 - (a) by handing the notice to a member of the Committee of Management; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee of Management determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

77 Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee of Management meetings.

Note

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

- (2) The Committee of Management may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee of Management must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule:

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

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

78 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.

- (2) In the event of the winding up of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) The surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

79 Withdrawal or Cancellation of Certificate of Registration

The Association may seek to have the Certificate of Registration of the Association issued under the provisions of the Trade Union Act 1958 withdrawn or cancelled voluntarily by special resolution.

80 Alteration of Rules

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

