

RULES

AUSTRALIAN SIGN & GRAPHICS ASSOCIATION INC



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1. PRELIMINARY

1.1 Name

The name of the incorporated association is the Australian Sign and Graphics Association Incorporated.

1.2 Principal purpose

The principal purpose for which the Association is established is to promote standards of excellence in the development of the industry, and this includes to:

- a) Promote and develop a perpetual focus within the sign and graphic industries upon the efficient and safe production of signage and graphics;
- b) Promote, develop, support and expand manufacturing resources within the sign and graphics industries in Australia.
- c) Work with teaching establishments in ensuring courses are relevant for our ever-changing industries;
- d) Provide a forum for discussion of industry issues and the exchange of information; and,
- e) To operate the Association professionally and in a manner which produces an annual financial surplus to be used to satisfy the Association's other primary objectives.

1.3 Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

1.4 Definitions

In these Rules:

‘Associate Member’ means an entity in the supply chain, industry associations or international companies and associations.

‘Annual Subscription Fee’ means the amount determined by the Executive under rule 3.5(b).

‘Association’ means the association named in rule 1.1.

‘Chairperson’ of a general meeting or National Executive Committee meeting means the person chairing the meeting as required under rule 5.5.

‘Entity’ means a business with an ABN that manufactures or markets in Australia.

‘Education Member’ means an education institution who provides service to the Sign Industry.

‘Executive’ means a member of the National Executive committee appointed under rule 5.10.

‘Financial year’ means the 12-month period specified in rule 1.3.

‘General meeting’ means a meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting.

‘General Member’ means an entity in the Australian Sign Industry with a current ABN and having certificates of currency for all applicable insurances.

‘Group Member (Franchise/Group of Companies)’ means a Group of Companies (same ownership) or a franchise as per the ASGA Franchise/Group of Companies Policy.

‘Joining Fee’ means the amount determined by the Executive under rule 3.5(b).

‘Life Member’ means a member who has received a lifetime achievement award.

‘Master Sign Member’ means an entity that meets the requirements under the Master Signee Policy.

‘Member’ means Master Sign Member, General Member, Life Member, Associate Member, Education Member, Individual Member, Group Member, Student Member.

‘Member entitled to vote’ means a member who under rule 3.6 is entitled to vote at a general meeting.

‘Membership Category’ means one of the classes of membership set out in rule 3.1(b).

‘National Executive Committee meeting’ means a meeting of the National Executive Committee held in accordance with these Rules.

‘National Executive Committee member’ means a member of the National Executive Committee elected or appointed under Division 3 of Part 5.

‘National Executive Committee’ means the National Executive Committee having management of the business of the Association.

‘Office-bearer’ shall mean the President, Vice President and Treasurer elected in accordance with Part 5 of these Rules.

‘Office holder’ shall have the same meaning given to that term in the Act.

‘Ordinary member’ means an executive other than the President, Vice President or Treasurer.

‘Person’ an individual and an organisation (whether incorporated or unincorporated), as context requires.

‘Principal purpose’ means the purpose set out in rule 1.2.

‘Register of Members’ means the register of members maintained by the Secretary in accordance with rule 3.10

‘Representative’ means an individual appointed to represent a member that is a body corporate, trust, partnership or firm.

‘Secretary’ of the Association means a person who holds office under these Rules as secretary of the Association, or in any other case, the public officer of the Association.

‘Special resolution’ has the meaning given to that term in the Act.

‘Student Member’ means is a student undertaking a Certificate III or similar training course in the Sign industry.

‘the Act’ means the Associations Incorporation Act 2009

‘the Registrar’ means the Registrar of Members.

‘the Regulations’ means Associations Incorporation Regulation 2016

1.5 Interpretation

- a) In these Rules, unless expressly provided otherwise, reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments passed under it.

2. POWERS OF ASSOCIATION

2.1 Powers of Association

Subject to the Act, the Association has the capacity and powers of an individual and may do all things incidental or conducive to achieve its principal purpose.

2.2 Not-for-profit organisation

- a) The income and property of the Association must be applied solely towards the principal purpose.
- b) No portion of the income or assets of the Association may be paid or transferred directly or indirectly to individual members by way of profit in their capacity as members.
- c) This rule 2.2 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any committee member to the extent permitted by law and these rules.
- d) Despite sub-rule 2.2(b) payment may be made in good faith to any member of the Association:
 - (i) in return for any services actually rendered to the Association with a tax invoice;
 - (ii) for goods supplied in the ordinary and usual way of business.
 - (iii) by way of interest on money borrowed from any member of the Association at a rate not exceeding the rate for the time being fixed by the Executive Committee and;
 - (iv) for reasonable travel, compliant with the Association's policy with a tax invoice.

3. MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

3.1 Who is eligible to be a member?

- a) The Association must have at least five members.
- b) There are *eight* Membership Categories:

Master Sign Member

A Master Sign Member is an entity that meets the requirements under the Master Signee Policy. The Master Sign Member is an endorsement ensuring members meet or exceed a set of standards. The standards requirements are prescribed by the National Executive Committee and may be changed from time to time. A Master Sign Member has voting rights and can hold a position on the National Executive Committee.

General Member

A General Member is an entity in the Australian Sign Industry with a current ABN and having certificates of currency for all applicable insurances in accordance with the Application process and criteria. Members in this category will transform raw products into finished or semi-finished sign products. Suppliers of raw signage materials and equipment are not included in this category. A General Member has voting rights and can hold a position on the National Executive Committee.

Life Member

A lifetime achievement award is presented to a member recognised for their significant contribution to the ASGA and development to the broader industry, as per the ASGA Life Member Policy. A Life Member has voting rights and can hold a position on the National Executive Committee.

Associate Member

An Associate Member is an entity in the supply chain, industry associations or international companies and associations.

An Associate Member has no voting rights and cannot hold a position on the National Executive Committee.

Education Member

An Education Member is an education institution who provides service to the Sign Industry.

An Education Member has no voting rights and cannot hold a position on the National Executive Committee.

Individual Member

An Individual Member is a person who operates in the Sign Industry.

An Individual Member has voting rights and can hold a position on the National Executive Committee.

Group Member (Franchise/Group of Companies)

Group Membership is open to a group of companies that have a central point of management. This may be a franchise group or a group of companies that has a single owner. Group members may negotiate a lower membership rate in return for access to the full services that a General Member is entitled to, or for reduced services.

The National Executive may decide the terms of contract by unanimous agreement. The membership amount must never be lower than 70% of the Full General Members rate.

Group members must have a central point of contact who is authorised to represent the entire group and will be designated the Group Member Head Company. Once an agreement is reached, all members in the group will be counted as individual Group Members.

An individual Group Member company has voting rights and may hold a position on the National Executive Committee. However, the members from any one Group Member Head Company cannot hold more than 20% of the National Executive Committee positions at any one time. The members of all of the Group Member Head Companies in total cannot hold more than 49% of the National Executive Committee positions at any one time.

Student Member

A Student Member is a student undertaking a Certificate III or similar training course in the Sign industry.

A Student Member has no voting rights and cannot hold a position on the National Executive Committee.

- c) The National Executive Committee may vary the eligibility criteria in rule 3.1(b) for all or any of the Membership Categories as it sees fit by unanimous resolution.

3.2 Application for membership

- a) To apply to become a member of the Association, an entity must complete the ASGA official application form and lodge with the Secretary.
- b) The application:
 - i) must be signed by the applicant, and
 - ii) may be accompanied by the Joining Fee (if any, as determined by the National Executive Committee from time to time).

3.3 Consideration of application

- a) Applications for membership may be accepted or rejected by the National Executive Committee.
- b) The Secretary must notify the applicant in writing of the decision of the National Executive Committee as soon as practicable after the decision is made.
- c) If the National Committee rejects the application, it must return any money accompanying the application to the applicant.
- d) No reason shall need be given for the rejection of an application. No appeal shall be available to the rejected applicant.

3.4 New membership

- a) If an application for membership is approved by the National Executive Committee:

- i) the resolution to accept the membership must be recorded in the minutes of the next executive committee meeting; and
 - ii) the Secretary must, within 28 days after the receipt of the amounts detailed in rule 3.5, enter the name and address of the new member, and the date of becoming a member, in the Register of Members.
- b) An entity becomes a member of the Association and is entitled to exercise its rights of membership from the date, whichever is the later, on which:
 - i) the National Executive Committee approves the membership; or
 - ii) the entity pays the Joining Fee.

3.5 Annual Subscription Fee and Joining Fee

- a) The Joining Fee is the relevant amount determined by the Executive from time to time (if any).
- b) Each member must pay to the Association an Annual Subscription Fee of an amount as determined by the National Executive from time to time and adjusted annually.
- c) The Executive Committee may, in its sole discretion, determine a different Joining Fee and Annual Subscription Fee:
 - i) for different Membership Categories; and
 - ii) The National Executive Committee 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:
 - iii) the full Annual Subscription Fee; or
 - iv) a pro rata Annual Subscription Fee based on the remaining part of the financial year, compliant with the ASGA policy.
- d) The Association will provide members with an invoice for payment of Annual Subscription Fee in or around June of each year and payment to the Association is due within 60 days of the invoice date.
- e) If a member does not pay their Annual Subscription Fee within 60 days of the invoice date, the National Executive may issue a notice of payment requiring the member to pay the Annual Subscription Fee. If the member does not pay the Annual Subscription Fee within 14 days of receiving the notice of payment, the National Executive Committee may (in its sole discretion) resolve to suspend the member's voting rights.
- f) The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by sub-rules 3.5(a) and 3.5(c)(ii).
- g) The National Executive may, by passing a Special Resolution, impose levies on members for the purpose of defraying any special or general costs of implementing the principal purpose of the Association.

3.6 General rights of members

- a) A member of the Association has the right:
 - i) to vote (where specified);
 - ii) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - iii) to submit items of business for consideration at a general meeting; and
 - iv) to attend and be heard at general meetings; and
 - v) to have access to the minutes of general meetings and other documents of the Association as provided under rule 7.3(a); and
 - vi) to inspect the Register of Members as provided in rule 7.4.
- b) In addition to the rights granted in sub-rule 3.6(a), members may bring additional observers to general meetings. Those observers may be heard at general meetings with the consent of the Chairperson.

3.7 Rights not transferable

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

3.8 Ceasing membership

- a) The membership of an entity ceases on:
 - i) resignation (including deemed resignation pursuant to rule 3.9(b));
 - ii) expulsion;
 - iii) being dissolved or otherwise ceasing to exist;
 - iv) having a liquidator or provisional liquidator appointed to it;
 - v) being insolvent;
 - vi) has failed to comply with these Rules;
 - vii) refuses to support the purposes of the Association; or
 - viii) has engaged in conduct prejudicial to the Association.
- b) If an entity ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date it ceased to be a member in the Register of Members.

3.9 Resigning as a member

- a) A member may resign by notice in writing given to the Association.
- b) A member is taken to have resigned if:
 - i) the Secretary has made a written request to the member to confirm that the member wishes to remain a member; and
 - ii) the member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

3.10 Register of Members

- a) The Secretary must keep and maintain a Register of Members that includes:
 - i) for each current member:
 - ii) the member's name;
 - iii) the address for notice last given by the member;
 - iv) the date of becoming a member;
 - v) the category of membership to which the member belongs;
 - vi) any other information determined by the National Executive Committee;
 - vii) the Representative details of the entity; and
 - viii) for each former representative member, the date of ceasing to be a member.

3.11 Disciplinary action

- a) The National Executive Committee may take disciplinary action against any member if the National Executive Committee believes there are sufficient grounds to do so.
- b) The Association may take disciplinary action against a member in accordance with this Rule if it is determined that the Member —
 - i) has failed to comply with the Association's Rules;
 - ii) refuses to support the purposes of the Association; or
 - iii) has engaged in conduct prejudicial to the Association or is deemed as anti-competitive under Section 45 of the Australian Competition and Consumer Act 2010.

- c) The National Executive Committee has discretion to determine the procedure to be adopted to determine whether there are sufficient grounds for taking disciplinary action, subject to the following:
 - i) The member who is the subject of the disciplinary procedure:
 - a) must be informed of the grounds upon which the disciplinary action against the member is proposed to be taken; and
 - b) be given an opportunity to be heard in relation to the matter – either by appearing in person and/or by providing a written statement according to the member’s preference; and
 - c) the outcome of the disciplinary procedure must be determined by an unbiased decision- maker; and
 - d) to the extent that doing so is compatible with paragraphs 3.11(c)(i)-(II), the disciplinary procedure must be completed as soon as is reasonably practicable.
 - e) Disciplinary action under this rule includes, but is not limited to, suspension of any or all membership rights, or expulsion.

3.12 Grievance procedure

- a) The National Executive Committee shall determine the procedure to be followed to determine any dispute arising between:
 - i) a member and another member;
 - ii) a member and the National Executive Committee;
 - iii) a member and the Association.
- b) The National Executive Committee shall act subject to the following:
 - i) A member may appoint any person to act on behalf of the member in the grievance procedure; and
 - ii) Each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute;
 - iii) The outcome of the dispute must not be determined by a biased decision- maker.

4. GENERAL MEETINGS OF THE ASSOCIATION

4.1 Annual general meetings

- a) The National Executive Committee may determine the date, time and place of the Annual General Meeting, provided that the Annual General Meeting is held before the end of June in the calendar year.
- b) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- c) The ordinary business of the Annual General Meeting is as follows:
 - i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - ii) to receive and consider:
 - a) the annual report of the National Executive Committee on the activities of the Association during the preceding financial year; and
 - b) the financial statements of the Association for the preceding financial Year submitted by the National Executive Committee in accordance with Part 5 of the Act;
 - iii) to elect the members of the Executive Committee in with Part 5 of these Rules.

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

4.2 Special general meetings

- a) Any general meeting of the Association, other than an annual general meeting, is a special general meeting.
- b) The National Executive Committee may convene a special general meeting whenever it thinks fit.

4.3 Special general meeting held at request of members

- a) The National Executive Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule 4.3(b) by at least ten percent of the total number of members.
- b) A request for a special general meeting must:
 - i) be in writing; and
 - ii) state the business to be considered at the meeting and any resolutions to be proposed; and
 - iii) include the names and signatures of the members requesting the meeting and;
 - iv) be given to the Secretary
- c) If the National Executive Committee 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.
- d) A special general meeting convened by members under sub-rule 4.3(c):
 - i) must be held within three months after the date on which the original request was made; and
 - ii) may only consider the business stated in that request.
- e) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule 4.3(c).

4.4 Notice of general meetings

- a) The Executive Officer (or, in the case of a special general meeting convened under rule 4.3(c), (the members convening the meeting) must give to each member of the Association:
 - i) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - ii) at least 14 days' notice of a general meeting in any other case.
- b) The notice must:
 - i) specify the date, time and place of the meeting; and
 - ii) indicate the general nature of each item of business to be considered at the meeting; and
 - iii) if a special resolution is to be proposed:
 - iv) state in full the proposed resolution; and
 - v) state the intention to propose the resolution as a special resolution and;
 - vi) comply with rule 4.5(e).

4.5 Proxies

- a) A member may appoint another member's Representative as its proxy to vote and speak on its behalf at a general meeting.
- b) The appointment of a proxy must be in writing.

- c) The member appointing the proxy may give specific directions as to how the proxy is to vote on the member's behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- d) If the National Executive Committee 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.
- e) Notice of a general meeting given to a member under rule 4.4 must:
 - i) state that the member may appoint another member's Representative as a proxy for the meeting; and
 - ii) include a copy of any form that the National Executive Committee has approved for the appointment of a proxy.
- f) A form appointing a proxy must be given to the Executive Officer 12 hours prior to the commencement of the meeting.
- g) 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.

4.6 Member representative

- a) A member may appoint an individual as its Representative and primary contact.
- b) The appointment may set out restrictions on the Representative's powers.
- c) The appointment may be made by reference to a position held.
- d) A member may appoint more than one Representative but only one Representative (the primary contact):
 - i) may exercise the member's powers and right to vote at any one time;
 - ii) may be counted for the purposes of determining quorum at a general meeting.
- e) A Representative appointed under this clause may exercise, on the member's behalf, any and all of the powers that the body could exercise as a member, unless the appointment specifies otherwise.

4.7 Use of technology

- a) 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.
- b) For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule 4.7(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- c) An Officer may not leave an Electronic Meeting by disconnecting his or her telephone, audio-visual, electronic or other technological device unless Officer has previously notified the chairperson of the Committee Meeting.
- d) An Officer is conclusively presumed to have been present and to have formed part of a quorum at all times during an Electronic Meeting unless that Officer has previously obtained the express consent of the chairperson to leave the Electronic Meeting.
- e) A minute of the proceedings of an Electronic Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the President.

4.8 Quorum at general meetings

- a) No business may be conducted at a general meeting unless a quorum of members is present. The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 4.6 & rule 4.7, of 5% of the members entitled to vote.
- b) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- i) in the case of a meeting convened by, or at the request of, members under rule 4.3 - the meeting must be dissolved;
- ii) in any other case:
 - (a) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (b) 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.
- c) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule 4.8(b)(ii), 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.

4.9 Adjournment of general meeting

- a) 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.
- b) Without limiting sub-rule 4.9(a), a meeting may be adjourned:
 - i) if there is insufficient time to deal with the business at hand; or
 - ii) to give the members more time to consider an item of business.
- c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- d) 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 must be given in accordance with rule 4.4.

4.10 Voting at general meeting

- a) On any question arising at a general meeting:
 - i) subject to sub-rule 4.10(c), each member who is entitled to vote has one vote; and
 - ii) members may vote in person, by proxy or electronically; and
 - iii) except in the case of a special resolution, the question must be decided on by a majority of votes.
- b) A motion is carried if a majority of eligible members present at the meeting vote in favour of the motion.
- c) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- d) 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.

4.11 Determining whether resolution carried

- a) Subject to sub-rule 4.11(b), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - i) carried;
 - ii) carried unanimously;
 - iii) carried by a particular majority; or
 - iv) lost; and
 - v) an entry to that effect in the minutes of the meeting is proof of that fact.
- b) If a poll (where votes are cast in writing) is demanded by one or more members on any question:

- i) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - ii) the Chairperson must declare the result of the resolution on the basis of the poll.
- c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
 - d) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

4.12 Minutes of general meeting

- a) The National Executive Committee must ensure that minutes are taken and kept of each general meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must include:
 - i) the names of the Representatives attending the meeting; and
 - ii) communications of votes or proxy appointments given to the Secretary; and
 - iii) the financial statements submitted to the members in accordance with rule 4.1(c)(ii) (b); and
 - iv) the certificate signed by two Executive Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - v) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

5. NATIONAL EXECUTIVE COMMITTEE

Division 1 - Powers of National Executive Committee

5.1 Role and powers

- a) The business of the Association must be managed by or under the direction of a National Executive Committee.
- b) The National Executive Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.

5.2 Delegation

- a) The National Executive Committee may delegate any of its powers and functions.
- b) The National Executive Committee may revoke a delegation wholly or in part.
- c) The National Executive Committee may establish sub-committees consisting of such persons with such terms of reference it considers appropriate.

Division 2 - Composition of National Executive Committee and duties of members

5.3 Composition of National Executive Committee

- a) The number of Executives will be no less than five (5) and have no more than two (2) representatives from any one State/Territory:
- b) The President must be a financial member with voting rights. Each executive will have one vote; if votes are equal the President has the deciding vote. Office holder positions comprise:
 - i) a President; and
 - ii) a Vice-President; and

- iii) a Treasurer; and
- iv) Secretary; and
- v) Ordinary members.

- c) The National Executive Committee members shall be elected under Rule 5.10.

5.4 General Duties

The Act imposes duties on office holders, which office holders should be aware of and comply with.

5.5 President and Vice-President

- a) The President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any meetings.
- b) If the President and the Vice-President are both absent, and are unable to preside, the Chairperson of the meeting must be:
 - i) in the case of a general meeting - a member elected by the other members present; or
 - ii) in the case of a National Executive Committee meeting - an Executive Committee member elected by the other Executive Committee members present.

5.6 Secretary

- a) The position of Secretary must not remain vacant for any period exceeding 14 days.
- b) The Secretary must:
 - i) maintain the Register of Members in accordance with rule 3.10; and
 - ii) make appropriate arrangements for the custody of the common seal (if any) of the Association and all other books, documents and securities of the Association; and
 - iii) perform any other duty or function imposed by these Rules.

Division 3 - Election of National Executive Committee members and tenure of office

5.7 Who is eligible to be a National Executive Committee member?

A member is eligible to be elected or appointed as a committee member if the member:

- a) is 18 years or over; and
- b) is entitled to vote at a general meeting.
- c) is a financial member

5.8 Positions to be declared vacant

- a) This rule applies to any annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- b) The Chairperson or Executive Officer of the meeting must declare all positions on the National Executive Committee are vacant pursuant to these Rules (if any) and hold elections for those positions in accordance with these Rules where necessary.

5.9 Nominations

- a) Prior to the election of each position at the AGM, the Chairperson of the meeting must call for nominations to fill that position.
- b) An eligible person may:
 - i) nominate himself or herself; or
 - ii) with the person's consent, be nominated by another member.

- c) A person 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.

5.10 Election of officers and ordinary members of the National Executive Committee

- a) Nominations of candidates for election as Officers or as Ordinary Members of the National Executive Committee shall be -
 - i) made in writing, proposed and signed by a Member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - ii) delivered to the Secretary not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
- b) A candidate may only be nominated for one office or as an Ordinary Member of the Executive Committee, prior to the Annual General Meeting.
- c) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- e) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

5.11 Ballot

A ballot may be held in such manner as determined by the National Executive Committee.

5.12 Term of office

- a) Subject to sub-rule 5.3 and rule 5.14, a National Executive Committee member holds office for a period of twelve months.
- b) An Executive Committee member may be re-elected.

5.13 Removal of a National Executive Committee Member

- a) The Association in a meeting may, by resolution, remove any National Executive Committee Member before the expiration of the Executive Committee Member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned National Executive Committee Member.
- b) An Executive Committee Member who is the subject of a proposed resolution may make representations in writing to the Secretary or President (not exceeding a reasonable length) and may request that the representations be provided to the National Executive Committee Members.
- c) The Secretary or the President may give a copy of the representations to each National Executive Committee Member or, if they are not so given, the National Executive Committee Member may require that they be read out at the meeting.

5.14 Vacation of office

- a) A National Executive Committee member may resign from the National Executive Committee by written notice addressed to the National Executive Committee.
- b) A person ceases to be an Executive Committee member if he or she:
 - i) resigns; or
 - ii) is removed from office by special resolution; or
 - iii) ceases to meet the eligibility requirements in sub-rule 5.7; or
 - iv) fails to attend three consecutive National Executive Committee meetings (other than urgent Executive Committee meetings) without leave of absence under rule 5.24 or

- v) is convicted of an indictable offence; or
- vi) otherwise ceases to be a National Executive Committee member by operation of The Associations Incorporations Act 2009 No7.

5.15 Filling casual vacancies

- a) The Executive Committee may appoint an eligible member of the Association to fill a position on the National Executive Committee that:
 - i) has become vacant under rule 5.14; or
 - ii) was not filled by election at the last annual general meeting.
- b) A person appointed by the National Executive Committee under this rule shall hold office, subject to these Rules, until the conclusion of the next annual general meeting following the date of the appointment.
- c) A National Executive Committee member appointed under the previous paragraph shall not be taken into account in determining the number of National Executive Committee members who are to retire at the annual general meeting.
- d) The National Executive Committee may continue to act despite any vacancy in its membership.

Division 4 - Meetings of National Executive Committee

5.16 Meetings of Executive Committee

- a) The National Executive Committee must meet at least ten times in each year at the dates, times and places determined by the National Executive Committee.
- b) Notice of each Executive Committee meeting must be given to each National Executive Committee member at least 48 hours before the date of the meeting, in such manner as the National Executive Committee considers appropriate.
- c) The National Executive Committee may regulate its meetings as it sees fit.

5.17 Use of technology

Attendance at the Committee Meeting Via Technology

- a) For the purpose of this Constitution, the contemporaneous linking together by technological means of a number of Officers being not less than the quorum will be deemed to constitute a Committee Meeting and all the provisions of this Constitution as to Committee Meetings will apply to any such Electronic Meeting held by technology so long as the following conditions are met:
 - i) all the Officers for the time being entitled to receive notice of a Committee Meeting are entitled to notice of an Electronic Meeting;
 - ii) notice of the Electronic Meeting may be given by any technological means determined and agreed to by the Committee including but not limited to telephone, email or by any other electronic means or manner permitted by the Committee;
 - iii) each of the Officers taking part in the Electronic Meeting will be able to hear and be heard by each of the other Officers taking part at the commencement of the Electronic Meeting and each Officer so taking part is deemed for the purposes of this Constitution to be present at the Committee Meeting;
 - iv) at the commencement of the Committee Meeting each Officer will announce his or her presence to all the other Officers taking part in the Committee Meeting; and
 - v) consent for Officers to participate via Electronic Meeting may be a standing consent.
- b) An Officer may not leave an Electronic Meeting by disconnecting his or her telephone, audio-visual, electronic or other technological device unless that Officer has previously notified the chairperson of the Committee Meeting.

- c) An Officer is conclusively presumed to have been present and to have formed part of a quorum at all times during an Electronic Meeting unless that Officer has previously obtained the express consent of the chairperson to leave the Electronic Meeting.
- d) A minute of the proceedings of an Electronic Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the President.

5.18 Quorum

- a) No business may be conducted at an Executive Committee meeting unless a quorum is present.
- b) The quorum for an Executive Committee meeting is the presence (in person or as allowed under rule 5.17) of four of the Executive Committee members holding office.

5.19 Voting

- a) On any question arising at a National Executive Committee meeting, each National Executive Committee member present at the meeting has one vote.
- b) A motion is carried if a majority of Executive Committee members present at the meeting vote in favour of the motion.
- c) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

5.20 Minutes of meeting

- a) The National Executive Committee must ensure that minutes are taken and kept of each National Executive Committee meeting.
- b) The minutes must record the following:
 - i) the names of the members in attendance at the meeting;
 - ii) the business considered at the meeting;
 - iii) any resolution on which a vote is taken and the result of the vote; and
 - iv) register of interests - any material personal interests disclosed in accordance with the Act.

5.21 Validity

Any act or thing done or suffered, or purporting to have been done or suffered, by the National Executive Committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the National Executive Committee

5.22 Leave of absence

The National Executive Committee may grant a National Executive Committee member leave of absence from National Executive Committee meetings for a period not exceeding three months.

5.23 Passing resolutions without meetings

- a) The National Executive Committee may pass a resolution without a meeting if a majority of National Executive Committee members consent to the resolution in writing. Such a resolution is valid and effectual as if it had been passed at a National Executive Committee meeting that was properly convened and held.
- b) For the purpose of this rule, approval in writing may be transmitted by post, email, facsimile or any other means of electronic transmission.

5.24 Conflict of interest

- a) A National Executive Committee member who has a material personal interest, including a pecuniary or financial interest, in a matter being considered at a National Executive Committee

meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of the Association:

- i) to the National Executive Committee - as soon as the National Executive Committee member becomes aware of the interest; and
 - ii) to the Members at the next general meeting
- b) The National Executive Committee member:
- i) must not be present while the matter is being considered at the National Executive Committee meeting; and
 - ii) must not vote on the matter.
- c) This rule does not apply to a material personal interest—
- i) that exists only because the National Executive Committee member belongs to a class of persons for whose benefit the Association is established; or
 - ii) that the National Executive Committee member has in common with all, or a substantial proportion of, the Members.

6. FINANCIAL MATTERS

6.1 Source of funds

The funds of the Association may be derived from Joining Fees, Annual Subscription Fees, donations, fundraising activities, grants, interest and any other sources approved by the National Executive Committee.

6.2 Management of funds

- a) The National Executive Committee may approve expenditure on behalf of the Association.
- b) The National Executive Committee may authorise the expenditure of funds on behalf of the Association without requiring approval from the National Executive Committee for each item on which the funds are expended.
- c) All payments must be signed by two National Executive Committee members or otherwise authorised in accordance with any means determined by the National Executive Committee.

6.3 Financial records

- a) The Association must keep financial records that:
 - i) correctly record and explain its transactions, financial position and performance; and
 - ii) enable financial statements to be prepared as required by the Act.
- b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

6.4 Financial statements

- a) For each financial year, the National Executive Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- b) Without limiting sub-rule 6.4(a), those requirements include:
 - i) the preparation of the financial statements;
 - ii) if required, the review or auditing of the financial statements;
 - iii) the certification of the financial statements by the National Executive Committee;

- iv) the submission of the financial statements to the annual general meeting of the Association;
- v) the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

6.5 Removal of Auditor

An auditor may only be removed from office by ordinary resolution of the members and when:

- a) the members are given written notice of the proposal to remove the auditor at least two months before the general meeting at which the resolution will be proposed; and
- b) the notice states the proposed resolution in full.

7. GENERAL MATTERS

7.1 Common seal

The Association does not have a common seal.

7.2 Registered address

The registered address of the Association may be determined from time to time by resolution of the National Executive Committee.

7.3 Notice requirements

- a) Any notice required to be given to a member or National Executive Committee member under these Rules may be given in person, by post or any electronic means to an address recorded in the register, or by any other means consented to by the member or National Executive Committee member as the case may be.
- b) Any notice required to be given to the Association may be given:
 - i) by handing the notice to a member of the Executive Committee; or
 - ii) by sending the notice by post to the registered address; or
 - iii) by email to the email address of the Association or the Executive Officer.

7.4 Custody and inspection of books and records

- a) Members may not have access to the financial records, books, securities and any other document of the Association, including minutes of Executive Committee meetings, unless otherwise permitted by these Rules, law, or the National Executive Committee.
- b) Members may on request inspect:
 - i) the Register of Members;
 - ii) the minutes of general meetings; and
 - iii) these Rules subject to sub-rules 7.4(c), 7.4(d), and 7.4(e).
- c) The Executive Officer may refuse to allow a member to inspect the Register of Members if permitted by the Act.
- d) Members must not:
 - i) use information obtained about another person from the Register of Members to contact or send materials to the other person; or
 - ii) disclose information obtained about a person from the Register of Members knowing that the information is likely to be used to contact or send materials to the other person; unless the purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules or by law.
- e) If the Association provides access to these Rules on the Association's website, the National Executive Committee shall be deemed to have allowed a member to inspect and copy these

Rules, unless the member informs the Association that he or she is unable to access the Rules on the website.

- f) A member must be given a copy of these Rules and minutes of general meetings within one month of the Association receiving a request by the member and the member paying any fee prescribed by the National Executive Committee.

7.5 Anti-competitive Behavior

All members of the Association agree that:

- a) each member and its representative **will not** engage, directly or indirectly, in anti- competitive conduct as described in Part IV of the Competition and Consumer Act 2010 (Cth); and
- b) the principal purpose of the Association does not include anti-competitive behavior.

7.6 Winding up and cancellation

The Association may be wound up in accordance with the Act.

7.7 Alteration of Rules

These Rules must not be altered except in accordance with the Act.
