

# ASSOCIATIONS INCORPORATION ACT 1981

## RULES OF AUSTRALASIAN ASSOCIATION FOR INSTITUTIONAL RESEARCH

(As amended up to September 2004)

### PART 1

#### NAME AND INTERPRETATION

##### NAME

The name of the incorporated association is AUSTRALASIAN ASSOCIATION FOR INSTITUTIONAL RESEARCH INCORPORATED ("AAIR").

##### 2. INTERPRETATION

###### 2.1 Definitions

In these Rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 1981 of the State of Victoria

'Committee" means the Executive Committee of the AAIR.

"Editor" means the Editor of the AAIR appointed by the Committee from time to time.

"Full Financial Member" means a member of the AAIR who, pursuant to these Rules, is eligible to vote at general meetings of the AAIR and to hold any office under the AAIR and whose membership subscriptions have been paid in full.

"Public Officer" means the Public Officer of the AAIR appointed by the Committee from time to time.

“Regulations” means the Regulations made under the Act.

“Secretary” means the Honorary Secretary of the AAIR.

“Special Resolution” means a resolution of the members of AAIR that is passed by a majority of not less than three-fourths of such members as being entitled under these Rules to do so, vote in person or by proxy at a general meeting of which not less than 30 days notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

“Treasurer” means the Honorary Treasurer of the AAIR.

## **2.2 Secretary**

In these Rules, a reference to the Secretary is a reference:

- (a) where a person holds office under these Rules as Secretary of the AAIR - to that person; and
- (b) in any other case to the Public Officer of the AAIR.

## **2.3 Interpretation**

Words or expressions contained in these Rules shall be interpreted in accordance with the Act and the Interpretation of Legislation Act 1984 of the State of Victoria.

## **PART 2**

### **PURPOSES AND POWERS**

#### **3. STATEMENT OF PURPOSES**

The purposes for which the AAIR is established are:

- (a) to raise the level of professional competence in both qualitative and quantitative analysis within the fields of tertiary education planning, policy analysis and institutional research within the Australasian region;
  - (i) to enhance inter-institutional and international co-operation in the promotion, conduct and dissemination of comparative institutional research;
- (b) to facilitate the professional development of members by:
  - (i) organising an annual conference (the AAIR Forum);
  - (ii) developing and fostering co-operative links with the Association for Institutional Research of the United States of America, the European Association for Institutional Research and similar organisations elsewhere in the world;
  - (iii) encouraging regional meetings of members;
  - (iv) publishing an Australasian journal of institutional research and other professional publications;
  - (v) circulating a regular newsletter to inform members of current developments.

#### **4. POWERS**

Solely for furthering the purposes set out above and not otherwise, the AAIR has power:

- (a) To promote, assist in promoting, and secure the holding of meetings, conventions, conferences, seminars, workshops, forums and competitions.

- (b) To publish and disseminate information for the promotion of any of the objects of the AAIR by means of print, audio, audio visual, electronic or other media.
- (c) To purchase, lease, hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for any of the purposes of the AAIR.
- (d) To take or make any gifts or donations of property, or money, whether subject to any special trusts or not, for any one or more of the purposes of the AAIR and to act as trustee in respect of any money or property.
- (e) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the AAIR in the shape of donations, annual subscriptions or otherwise.
- (f) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the real or personal property of the AAIR.
- (g) To invest and deal with the money of the AAIR not immediately required in such manner as may from time to time be thought fit.
- (h) To establish and support, and/or to aid in the establishment and support of any organisation which:
  - (i) is formed for purposes similar to all or some of the purposes of the AAIR; and
  - (ii) has a constitution prohibiting the distribution of its income and property among its members to an extent similar to the prohibition contained in these Rules.
- (i) To obtain from any Government or Authority any rights, privileges and concessions which the AAIR may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (j) To appoint, employ, remove or suspend such staff and other persons as may be necessary or convenient for the purposes of the AAIR.
- (k) To do all such other lawful things as are incidental or conducive to the attainment of the purposes of and the exercise of the powers of the AAIR PROVIDED THAT any such purposes and powers are not construed so that they are contrary to any provision of the Act.

## **PART 3**

### **MEMBERSHIP**

#### **5. MEMBERSHIP**

##### **5.1 Classes of Membership**

The AAIR shall have the following classes of members:

- (a) Individual member;
- (b) [deleted];
- (c) Life member;
- (d) Honorary member;
- (e) Honorary life member;
- (f) Such further classes as the Committee may from time to time establish by By-Law first approved by a majority of members in general meeting or through a postal ballot.

##### **5.2 Existing Members**

A member in any class of membership as at the date of incorporation of the AAIR under the Act shall, subject to the provisions of these Rules, continue to be a member in that class.

##### **5.3 Eligibility for Membership**

Subject to these Rules:

- (a) [deleted];
- (b) any person of good character shall be eligible to be an Individual member who:
  - (i) is working in the tertiary education sector with an interest in institutional research, planning and analysis; and
  - (ii) holds a degree, diploma, associate diploma or other equivalent professional qualification; and

- (iii) has a minimum of two years appropriate professional experience in tertiary education institutional research, planning and analysis.

PROVIDED THAT persons who do not fulfil the above requirements but who are interested in institutional research may, subject to these Rules, be admitted as Individual members at the discretion of the Committee.

- (c) Subject to Clause 5.5(b), any person shall be eligible for Life membership who has rendered long, outstanding, meritorious and exceptional service as a Member to the AAIR in achieving its aims or for any other commendable reason.
- (d) Any person shall be eligible for Honorary membership who is a prominent citizen from within Australia or from overseas visiting the AAIR for some special occasion.
- (e) Any person shall be eligible for Honorary Life membership who has done meritorious work for or made a commendable gift, in money or goods, to the AAIR.

#### **5.4 Application for Membership**

Application for Individual membership and Corporate membership shall be made in writing to the Committee in such form and containing such particulars as the Committee may determine.

#### **5.5 Election of Members**

- (a) All applications for membership must be dealt with in the general business of the next duly convened Committee meeting. The Committee shall decide on the admission or exclusion of such applicants, or otherwise, for membership. The decision of the Committee shall be final and, where an applicant is not admitted to membership, any subscriptions received by the Committee in support of the application shall be refunded in full.
- (b) Life membership may be conferred only on the recommendation of the Committee and is subject to majority approval of members present at an annual general meeting. There shall be no more than ten Life members at any one time.
- (c) Honorary membership may be conferred by the Committee at its discretion, or by the President and Secretary acting jointly.

- (d) Honorary Life membership may be conferred by the Committee at its discretion.
- (e) Upon the approval of an application for Individual membership, or upon the conferment of any other class of membership, the person affected shall become a member of the AAIR in the relevant class of membership and will be bound by these Rules. The Membership Secretary shall forthwith advise the applicant or person affected of the election to the particular class of membership.

## **5.6 Incidents of Certain Memberships**

### **(a) Individual Members**

Individual members shall:

- (i) have the right to vote at any general meeting of the AAIR;
- (ii) have the right to hold any office in AAIR; and
- (iii) have all other rights and privileges conferred upon them by these Rules, the Act or the by-laws.

### **(b) [deleted]**

### **(c) Life Members**

A Life Member shall:

- (i) be exempt from membership fees and levies;
- (ii) have all rights and privileges conferred upon Individual Members by Clause 5.6(a).

### **(d) Honorary Members**

Honorary members and Honorary Life members shall:

- (i) be exempt from membership fees and levies;
- (ii) not be entitled to hold office or have voting rights;

- (iii) be entitled to the social privileges of the AAIR as determined by or on the invitation of the Committee or President and Secretary in conjunction, from time to time;
- (iv) not bring into the AAIR or entertain therein any non-member without the permission of the President or a member of the Committee.

The Secretary shall keep appropriate records of the names and addresses of all Honorary members and Honorary Life members in the Register of Members. Such records shall specify the occasion or period in respect of which such Honorary membership is granted.

### **5.7 Transfer and Cessation of Membership Rights**

A right, privilege or obligation of a member by reason of membership is personal to the member and:

- (a) cannot be transferred to another person or organisation; and
- (b) terminates upon cessation of membership from any cause.

### **5.8 Register of Members**

The Membership Secretary shall keep and maintain a register of members in which shall be entered the class of membership, full name, address and other relevant details regarding each member.

### **5.9 Patrons**

Patrons may be appointed by the members in the general meeting. Persons so appointed shall thereupon be deemed to be Honorary members of the AAIR for the twelve months next ensuing, or such other period as the members in general meeting may decide.

## **6. ANNUAL SUBSCRIPTIONS**

## **6.1 Annual Subscriptions**

- (a) The entrance fees, subscription fees or payments payable by the members of the AAIR shall be such as the Committee may from time to time prescribe.
- (b) Subscriptions shall be paid annually and shall fall due when the Committee in its discretion from time to time determines.

## **6.2 Arrears of Subscriptions**

- (a) If the subscription of any member is not paid within the period of sixty days from the date upon which it falls due for payment the Secretary or Treasurer may give to the member in default written notice requiring payment within seven days.
- (b) If the subscription shall not have been paid within the time limited by such notice the Committee may debar the defaulting member from all privileges of membership and remove the member's name from the Register of Members.

## **6.3 Power to Re-instate**

The Committee shall have power in its absolute discretion to re-instate the member so removed from the Register of Members if the member shall pay the arrears within a period of three months after such removal.

## **6.4 Effect of Payment**

If and when any member or intending member pays any fee or subscription to the AAIR then such member or intending member shall be deemed to have agreed to be bound by these Rules. Such payment shall be conclusive proof of that fact.

## **6.5 Effect of Arrears**

No member whose subscription is in arrears shall be entitled to vote, hold office, nominate office bearers or intending members, sign a requisition for a meeting or propose a motion.

## **7. ADDRESSES OF MEMBERS**

Members shall from time to time communicate their addresses to the Membership Secretary of the AAIR and advise of any change of address which may occur.

## **8. RESIGNATIONS**

A member may at any time by giving notice in writing to the Membership Secretary resign from membership of the AAIR and upon notification by the Committee to the member that such resignation has been accepted shall cease to be a member. An appropriate entry of the member's resignation shall be made in the Register of Members.

## **9. DISCIPLINE OF MEMBERS**

### **9.1 Penalties**

If any member conducts him/herself in a manner unbecoming to the character of a member, or in a way which is prejudicial or detrimental to the interest of the AAIR, or knowingly introduces an expelled or otherwise undesirable person into the AAIR meetings, or wilfully infringes any of the Rules or by-Laws of the AAIR or neglects or refuses to attend before the Committee when called upon to do so, then he/she may be reprimanded, suspended, fined (in accordance with the by-Laws) or expelled by the Committee.

### **9.2 Notice of Charge**

- (a) No member shall be suspended, reprimanded, fined or expelled unless such member has by notice in writing by a registered letter posted to the member's last known address been notified of the charge against the member at least 14 clear days before the meeting of the Committee at which such charge is to be heard. The member charged shall be entitled to attend the hearing for the purpose of answering the charge.
- (b) Voting on any penalty by the members of the Committee shall be by secret ballot if required by three members at the meeting and

a simple majority shall carry the motion except in the case of expulsion which shall require an unanimous vote.

- (c) Any decision of the Committee at such a hearing or any adjournment thereof shall be final and the Committee members shall not be required to give any reason for their decision.

### **9.3 Failure to Attend**

If the member fails to attend at the time and place mentioned without reasonable excuse the charge or complaint shall be heard and dealt with and the members of the Committee shall decide on the evidence before it in the member's absence.

## **10. CESSATION OF MEMBERSHIP**

Membership shall cease upon the death, resignation, retirement, removal for non-payment of arrears or expulsion of a member. Every member ceasing to be a member of the AAIR shall ipso facto forfeit all rights to the benefits or privileges which such member may have had by reason of membership.

## **PART 4**

### **GENERAL MEETINGS**

#### **11. ANNUAL GENERAL MEETING**

##### **11 .1 Each Calendar Year**

- (a) An Annual General Meeting of members shall be held in each calendar year during the period of the AAIR annual forum at such time and place as the Committee may direct.
- (b) The Annual General Meeting shall be specified as such in the notice convening it.

##### **11 .2 Ordinary Business**

The ordinary business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
- (b) to receive from the Committee reports on the transactions of the AAIR during the last preceding financial year;
- (c) to elect the officers of the AAIR and the ordinary members of the Committee in the biannual election coinciding with the meeting;
- (d) to receive and consider the statement submitted by the AAIR in accordance with Section 30(3) of the Act.

##### **11 .3 Special Business**

The Annual General Meeting may transact special business of which notice is given in accordance with these Rules or the Act.

##### **11 .4 General Business**

The Annual General Meeting may transact such other business as may be allowed by the Chair in the Chair's absolute and final discretion.

## **12. SPECIAL GENERAL MEETINGS**

All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

## **13. CONVENING EXTRAORDINARY GENERAL MEETINGS**

### **13.1 Committee**

The Committee may whenever it thinks fit convene an Extraordinary General Meeting.

### **13.2 Requisition of Members**

The Committee shall on requisition of not less than fifteen per cent of the current members of AAIR having at the date of the delivery of the form of requisition to the Secretary of the AAIR a right to vote at general meetings of the AAIR forthwith proceed to convene an extraordinary general meeting of the AAIR. In the case of such requisition the following provisions shall have effect:

- (a) The form of requisition must state the objects of the meeting and the matters to be dealt with. It must be signed by the requisitionists and delivered to the Secretary. It shall consist of one document signed by all the requisitionists. Such a special meeting shall only deal with the subjects and matters set out on the requisition form or subjects and matters directly connected with those subjects and matters.
- (b) If the Committee does not cause an Extraordinary General Meeting to be held within one (1) month from the date of delivery of the requisition, the requisitionists or any of them may themselves convene the meeting. However, any meeting so convened shall not be held after the expiration of three calendar months from the date of delivery of such form of requisition to the Secretary.
- (c) Any meeting convened under this clause by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Committee.
- (d) Any reasonable expense incurred by the requisitionists in convening any such meeting may at the discretion of the

meeting, to be decided by a simple majority, be repaid to the requisitionists by the AAIR.

## **14. NOTICE OF GENERAL MEETINGS**

### **14.1 Notice to Members**

In the case of all general meetings, 30 days notice exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given, specifying the place, day and hour of the meeting and the subjects and matters of business of the meeting shall be given to all members in writing.

### **14.2 Accidental Omission**

The accidental omission to give notice to a member of a general meeting or the non-receipt of the notice of the meeting by any member shall not invalidate the proceedings at such meeting.

### **14.3 Other Business**

A member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting.

## **15. PROCEEDINGS AT MEETINGS**

### **15.1 No Business without a Quorum**

No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

## **15.2 Quorum**

The quorum for a general meeting is fifteen (15) members present in person, who are entitled to vote.

## **15.3 Lack of Quorum**

- (a) If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to such other day, time and place as the Committee may appoint by seven clear days notice to the members, given in the same manner as usual notice of general meetings is given.
- (b) Such adjourned meeting shall be held no later than 21 days from the date of the abortive meeting. If at such adjourned meeting a quorum is not present members who are present (being not less than 4) shall be a quorum and may validly transact the business for which the meeting was called.

## **15.4 Chair at General Meetings**

The President shall be entitled to take the chair at every general meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, then the Vice-President automatically chairs the meeting. If the Vice-President is absent or unwilling to act, then a member of the Committee or Individual Member of the AAIR, as the meeting shall determine, shall act as Chair.

## **16. ADJOURNED GENERAL MEETINGS**

### **16.1 Chair may Adjourn General Meetings**

The Chair of a general meeting at which a quorum is present may, with the consent of the meeting and, in the case of a deadlock on any question or motion without the consent of the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned general meeting other than the business

left unfinished at the general meeting at which the adjournment took place.

## **16.2 Notice of Adjourned General Meeting**

Subject to Clause 15.3(a), if a general meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned general meeting must be given by the Secretary as in the case of the original general meeting.

## **17. DETERMINATION OF QUESTIONS**

### **17.1 Show of Hands**

Subject to these Rules, every question or motion submitted to a general meeting shall be decided by a show of hands.

### **17.2 Chair's Ruling**

At any general meeting a declaration by the Chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority shall be accepted unless five members present call for a recount in which case the members present shall divide and be recounted by two members from each side of the division appointed by the Chair to act as scrutineers.

## **18. VOTING**

### **18.1 One Vote Per Member**

Upon any question arising at a general meeting, a member who is entitled to vote has one vote only.

## **18.2 Vote Personally**

All votes shall be given personally or by proxy.

## **18.3 Casting Vote**

- (a) In the case of an equality of votes, the Chair is entitled to exercise a casting vote as well as a deliberative vote. The Chair may decline to exercise the casting vote.
- (b) In the event that the Chair does not exercise a casting vote, the question or motion shall be opened for further discussion for 15 minutes after which time it shall be voted on by secret ballot or show of hands as directed by the Chair. In such ballot or show of hands the Chair may exercise a casting vote as well as a deliberative vote.

## **18.4 Entitlement to Vote**

- (a) Honorary members and Honorary Life members are not entitled to vote at any general meeting.
- (b) A member is not entitled to vote at any general meeting unless all moneys due and payable by such member to the AAIR have been paid.

## **19. PROXIES**

### **19.1 Right to Appoint Proxy**

Each member is entitled to appoint another member as a proxy by notice in writing given to the Secretary before the meeting.

### **19.2 Another Member**

A proxy must be another member entitled to be present and vote at the general meeting.

## **10. MINUTES OF GENERAL MEETING**

Minutes of all resolutions and proceedings at general meetings shall be made and kept by the Secretary. Any such Minute shall be signed by the Chair of the meeting to which it relates or by the Chair of the next succeeding meeting and if purporting to be so signed shall be receivable as prima fade evidence of the facts therein stated.

## **PART 5**

### **THE EXECUTIVE COMMITTEE**

#### **21. THE EXECUTIVE COMMITTEE**

##### **21 .1 Management of AAIR**

The business and affairs of the AAIR shall be managed by the Executive Committee constituted as provided in Rule 23.

##### **21 .2 Powers and Responsibilities**

The Committee:

- (a) shall control and manage the business and affairs of the AAIR;
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the AAIR other than those powers and functions that are required by these Rules to be exercised by general meetings;
- (c) may appoint such sub-committees as are deemed expedient and may delegate any of its duties to such sub-committees;
- (d) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the AAIR;
- (e) may as necessary enter into agreements with research or educational organisations to assist in achieving the purposes of the AAIR; and
- (f) may appoint staff for the AAIR as may be determined by the Committee for a period of time and on such other terms and conditions as may be determined by the Committee and periodically review the appointment.

#### **22. OFFICERS OF THE AAIR**

##### **22.1 Officers**

The Officers shall be:

- (a) a President;
- (b) a Vice-President;
- (c) the Immediate Past-President (if not elected to another office);
- (d) an Honorary Treasurer;
- (e) an Honorary Secretary.

## **22.2 Acting President**

In the event of the absence or inability to act of both the President and the Vice-President the remaining members of the Committee may from amongst themselves elect an Acting President.

## **22.3 Election of Officers**

The provisions of Rule 24 so far as they are applicable and with the necessary modifications apply to the election of Officers.

## **22.4 Term of Office**

Each Officer of the AAIR shall hold office until the conclusion of the second annual general meeting following such Officer's election.

## **22.5 Casual Vacancy**

If the office of any Officer (other than that of the Immediate Past-President) becomes vacant or is not filled at any election or postal ballot then the Committee may appoint a person to hold that office during such time as it would have been held by a person if elected to the office or by the person whose office has become vacant.

## **22.6 Re-election**

Retiring Officers are eligible for re-election.

## **23. EXECUTIVE COMMITTEE**

### **23.1 First Members**

The first members of the Committee shall be the persons who were the members of the Committee of the AAIR immediately before the AAIR was incorporated under the Act.

### **23.2 Composition of Committee**

- (a) Subject to Clause 23.1, the Committee shall consist of:
  - (i) the Officers of the AAIR;
  - (ii) four members of AAIR who are eligible to hold office in the AAIR pursuant to these Rules all of whom shall be elected at an annual general meeting of the AAIR or, if the Committee so determines, by a postal ballot coinciding with an annual general meeting;
  - (iii) if they are a member of AAIR, the Editor or Editors appointed pursuant to Clause 29;
  - (iv) the person appointed by the Committee to be the convener of the next Annual Forum of AAIR or, if that Forum is to be held jointly with other Associations, the person appointed by the Committee to be the AAIR representative on the organising committee.
- (b) The President may in his or her discretion appoint as members of the Committee up to two additional members of the AAIR who are eligible to hold office in the AAIR pursuant to these Rules. The appointment may be made for such period and on such terms and conditions as the President thinks fits.

### **23.3 Term of Office**

- (a) Each ordinary member of the Committee shall, subject to these Rules, hold office until the conclusion of the second annual general meeting following such member's election.
- (b) The term of office of an ordinary member of the Committee appointed pursuant to Clause 23.2(b) shall expire contemporaneously with the term of office of the elected ordinary members of the Committee as provided for in Clause 23.3(a).

#### **23.4 Re-election**

Retiring members of the Committee are eligible for re-election.

#### **23.5 Casual Vacancy**

If the office of any ordinary member of the Committee becomes vacant or is not filled at any election or postal ballot then the Committee may appoint a person to that office for the period of time that it would have been held by a person if elected to the office or by the person whose office has become vacant.

### **24. ELECTIONS**

#### **24.1 Eligibility of Candidates**

- (a) No person shall be eligible for election as an Officer of the AAIR or as an ordinary member of the Committee unless such person has been a financial member for a period of at least eleven months.
- (b) The provisions of Clause 24.1(a) apply to the appointment of an ordinary member of the Committee pursuant to Clause 23.2(b).
- (c) No member shall hold more than one office at the same time save that the Immediate Past President may again be elected as President in which event the Committee shall be deemed validly constituted.

#### **24.2 Manner of Elections**

The Committee must determine whether elections are to be conducted at an annual general meeting or by means of a postal ballot.

### **24.3 Nominations**

Nominations of candidates for election as Officers or as ordinary members of the Committee:

- (a) must be made in writing, signed by two Full Financial Members accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- (b) must state the office for which the nominee is nominated and may state more than one office; and
- (c) must be delivered to the Secretary at least seven clear days before the annual general meeting or, in the case of a postal ballot, by the closing date for nominations advised to members by the Secretary in the call for nominations.

### **24.4 Invalid Nominations**

Unless the proposer, seconder and candidate are Full Financial Members at the time the Secretary receives the nomination, the nomination shall be invalid.

### **24.5 Retiring Officers**

- (a) A retiring Officer or ordinary Committee member must advise the Secretary by the closing date for nominations as to whether he or she wishes to stand for re-election to the same office. If such advice is given, the person in question shall be deemed to have been renominated.
- (b) Retiring Officers or Committee members wishing to stand for an office other than that which they are vacating must be nominated for such office in accordance with Clause 24.3.

### **24.6 Insufficient Nominations**

- (a) A postal ballot must not be held if there are no nominations for any one particular office or insufficient nominations for ordinary members of the Committee.
- (b) In such event the election must be held at the annual general meeting and, for this purpose, Full Financial Members may propose and second nominations from the floor of the meeting with the consent of the person nominated.

#### **24.7 No Ballot Required**

If the valid nominations received do not exceed the number required to fill the respective offices then the person or persons nominated shall be declared elected.

#### **24.8 Secret Ballots**

If the valid nominations received exceed the number required to fill the respective offices, a separate secret ballot must be held for each vacant position. Ballot papers shall be prepared listing the candidates in alphabetical order. Voting will be by simple majority.

#### **24.9 Scrutineers**

The ballot shall be counted by two or more scrutineers appointed by the Chair of the general meeting.

A candidate for any position shall not be a scrutineer. In the event of an equality of votes in favour of two or more candidates the Chair of the general meeting shall draw lots between the candidates having equality of votes.

#### **24.10 Vacation of Office**

The office of any Officer or ordinary Committee member shall ipso facto be vacated:

- (a) if the office holder becomes bankrupt or enters into a scheme of arrangement or composition with the officer holder's creditors or is convicted of a felony;

- (b) if the office holder becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (c) if the office holder is absent from meetings of the Committee for a continuous period of three calendar months without leave of absence from the Committee and the Committee resolves that the holder's office be vacated;
- (d) if by a signed notice in writing to the Committee of the AAIR the office holder resigns from office;
- (e) if the office holder becomes prohibited from being a member of the Committee by reason of any order made under the Act;
- (f) if the office holder ceases to be a Full Financial Member of the AAIR (except in the case of Life members);
- (g) if the office holder dies;
- (h) if the office holder is removed from office;
- (i) [deleted].

#### **24.11 Removal of Committee or Members Thereof**

Subject to the provisions of these Rules, the members in an extraordinary general meeting called for that purpose may by Special Resolution remove from office any Officers of the AAIR or any ordinary member of the Committee or the whole of the Committee and may by ordinary resolution appoint another person or persons in place of the person or persons so removed. Any person so appointed shall hold office during such time only as the person he/she has replaced would have held the office if he/she had not been so removed.

### **25. PROCEDURE OF THE COMMITTEE**

#### **25.1 Frequency of Meetings**

The Committee shall meet at such place and at such intervals as it deems necessary or advisable but shall endeavour (without being obliged to do so) to meet once in each alternate calendar month.

## **25.2 Special Meetings**

Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee.

## **25.3 Notice of Meetings**

- (a) Notice shall be given to members of the Committee of ordinary meetings and of any special meeting. In the latter case, the notice must specify the general nature of the business to be transacted and no other business shall be transacted at such meeting without the consent of the Chair.

## **25.4 Quorum**

- (a) Any four members of the Committee (which must include at least one of President/Vice-President/Immediate Past-President) constitute a quorum for the transaction of the business of a meeting of the Committee.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to an appropriate date, time and place agreed to by a majority of the committee members.

## **25.5 Chair**

At meetings of the Committee:

- (a) the President or in his/her absence the Vice-President shall preside; or
- (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

## **25.6 Determination of Questions**

Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or “ayes” or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

## **25.7 Voting**

Each member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **25.8 Vacancy**

Subject to Rule 25.4, the Committee may act notwithstanding any vacancy on the Committee.

## **25.9 Conduct of Meetings using Communications Media**

Meetings of the Committee may be convened and held by way of telephone, video conferencing link-up or other medium for electronic communication available for such purpose from time to time as long as:

- (a) the number of persons participating and physically present would represent a quorum for the purposes of these Rules;
- (b) due notice of the meeting and of intention to use a medium of electronic communication has been given to all persons entitled to notice of the meeting;
- (c) each of the participants acknowledge:
  - (i) such participant’s presence to the chair;
  - (ii) that the meeting is being convened as a duly constituted meeting;
  - (iii) that the participant can hear the other participants;

- (d) the chair is satisfied with the identification of each of the participants at the commencement of the meeting and the presence of a quorum; and
- (e) voting of the participants on all issues is able to be clearly ascertained by the chair.

No person participating in any meeting conducted pursuant to this Clause shall disconnect communication during the course of any meeting without the consent of the Chair and in default of such consent or proven failure of the connection all participants at the commencement of the meeting shall be deemed to have been present and to have formed part of the quorum during the whole of that meeting. The Chair shall sign minutes of the proceedings conducted as aforesaid and such minutes shall be prima facie evidence of the matters discussed and resolutions passed thereat.

#### **25.10 Circulatory resolutions**

- (a) If a majority of the members of the Committee have signed a document containing a statement that they are in favour of a resolution of the Committee an ordinary resolution in those terms shall be deemed to have been passed at a meeting of the Committee held on the day on which the document was signed and at the time at which the document was last signed by a Committee member or, if the Committee members signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Committee member (as the case may be).
- (b) The provisions of Clause 25.10(a) shall apply mutatis mutandis to a special resolution if at least three-quarters of the Committee members have signed a document containing a statement that they are in favour of such special resolution.
- (c) For the purposes of Rules 25.10(a) and (b), two or more separate documents containing statements in identical terms, each of which is signed by one or more Committee members shall together be deemed to constitute one document containing a statement in those terms signed by Committee members on the respective days on which they signed the separate documents.

## **25.11 Delegation**

- (a) The Committee may delegate any of its powers to sub-committees consisting of such member or members of its body and/or such members of the AAIR as it may from time to time think fit and may from time to time revoke such delegation.
- (b) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Committee.
- (c) The President shall be an ex-officio member of all such subcommittees.
- (d) The meetings and proceedings of any sub-committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto.
- (e) If the Committee so requires, any sub-committee shall report its business in writing to the Committee.

## **25.12 Editorial Board**

The Editorial Board is a sub-committee of the Committee. It is the duty of the members of the Editorial Board to ensure that:

- (a) editorial procedures and standards for public documents of the Association are drawn up and maintained; and
- (b) a journal, newsletter or other publications be issued to members as shall be determined from time to time by the Committee.

## **25.13 Public Officer**

- (a) The first Public Officer of the AAIR shall be the person who is the Treasurer of the AAIR at the time of its incorporation under the Act.
- (b) Where the office of the Public Officer of the AAIR at any time becomes vacant, the Committee must within 14 days appoint a person resident in the State of Victoria to fill the vacancy.

## **25.14 Membership Secretary**

The Committee shall appoint one of its members to hold the position of Membership Secretary.

## **PART 6**

### **FINANCIAL MATTERS**

## **26. FINANCIAL MATTERS**

### **26.1 Funds**

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, conference fees, subsidies and such other sources as the Committee determines.

### **26.2 Accounts and Audit**

- (a) The Committee in conjunction with the Treasurer shall ensure that proper accounts are maintained to reflect the true financial position of the AAIR.
- (b) The books of account of the AAIR shall be open to the inspection of members at the office of the Treasurer.
- (c) The accounts shall be audited annually by a Certified Practising Accountant or a member of the Institute of Chartered Accountants in Australia appointed by the Committee from time to time.

### **26.3 Bank Account and Cheques**

- (a) All moneys received by the AAIR from whatever source must be paid forthwith into an account in the name of the AAIR with such bank as the Committee may from time to time direct.
- (b) All drafts, bills of exchange, promissory notes and other negotiable instruments, other than cheques, shall be signed by

two members of the Committee, of which one must be the Treasurer.

- (c) All cheques shall be signed by the Treasurer and by either one other member of the Committee or a financial member of the Association appointed for this purpose by the Committee.

#### **26.4 Annual Report**

The Committee shall at each annual general meeting lay before the members a statement containing the particulars specified in Section 30(3) of the Act, together with the Auditor's Report on the accounts of the AAIR for the previous financial year.

#### **26.5 Financial Year**

The financial year of the AAIR shall run from 1 July in a year to 30 June in the next following year.

## **PART 7**

### **GENERAL**

#### **27. SEAL**

The Common Seal of the AAIR shall be kept in the custody of a member of the Committee nominated by the Committee. The Common Seal shall not be affixed to any instrument except by the authority of the Committee. The affixing of the Common Seal shall be attested by the signatures of two members of the Committee.

#### **28. NOTICES**

- (a) A notice may be served by the Committee upon any member either personally or by sending it by post or by facsimile or by e-mail to the Member at the address shown in the Register of Members.
- (b) Where a document is properly addressed pre-paid to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

#### **29. EDITOR**

The Committee may from time to time appoint a person or persons (whether a member or not) to act as Editor(s) of AAIR publications. Any such appointment may be made for such period and on such terms and conditions as the Committee thinks fit, and shall specify the duties and responsibilities.

#### **30. HONORARIA**

The Committee may grant honoraria to all or any of the following: the President, the Vice-President, the Secretary, the Treasurer, the Editor, and such other persons as it thinks fit. The amount of such honoraria may be prescribed by the Committee from time to time in the By-Laws.

### **31. CUSTODY OF RECORDS**

Except as otherwise provided in these Rules, all books, documents and securities of the AAIR shall be kept in the custody and control of the Secretary. The office(s) of the AAIR shall be located at such place as shall be determined by the Committee from time to time.

### **32. CODE OF ETHICS AND PROFESSIONAL CONDUCT**

- (a) The Committee may from time to time adopt a Code of Ethics and Professional Conduct which upon ratification by the AAIR in general meeting (or by referendum) shall be binding upon all Members.
- (b) Upon ratification of a Code of Ethics and Professional Conduct or the ratification of any amendment or variation of such Code, a copy of the Code, amendment or variation as the case may be shall be provided to each member.

### **33. ALTERATION OF STATEMENT OF PURPOSES AND RULES**

Subject to the Act, these Rules and the Statement of Purposes may be altered only in the following manner:

- (a) Any member may submit, in writing, a proposed amendment to the Rules or Statement of Purposes to the Committee.
- (b)
  - (i) Every proposed amendment received by the Committee not less than thirty (30) days before the next general meeting, must be referred to the next general meeting for consideration.
  - (ii) Every proposed amendment received by the Committee less than thirty (30) days before the next general meeting may, if the Committee decides, be referred to the next General Meeting but, if not so referred, must be referred to the second next following General Meeting.
- (c) Not less than thirty (30) days' notice must be given to Members, in accordance with the Rules, specifying the intention to propose

the resolution altering the Rules or Statement of Purposes as a special resolution.

- (d) The proposed amendment is ineffective unless it is passed by special resolution. A declaration by the chair that the special resolution has been carried is conclusive evidence of the fact unless a poll is demanded.
- (e) The Public Officer shall, within one month after the passing of the special resolution altering the Statement of Purposes or the Rules lodge with the Registrar of Incorporated Associations notice in writing of the special resolution setting out particulars of the alteration together with a declaration signed by at least two (2) members of the Committee to the effect that the special resolution was passed in accordance with the Act.
- (f) The alteration to the Rules or Statement of Purposes takes effect on the date when the Public Officer lodges the notice under Rule 33(e).

#### **34. BY-LAWS**

- (a) The Committee may from time to time make, alter and repeal bylaws, not inconsistent with the Act or these Rules, for the proper conduct and management of the AAIR and in particular, but without limitation, for:
  - (i) the management and control of the business activities, conferences, premises and publications of the AAIR;
  - (ii) the conduct of and the privileges enjoyed by members; and
  - (iii) any other matter not required to be dealt with pursuant to these Rules by the members in general meeting.
- (b) Any by-laws made under these Rules shall come into force and have full authority of a by-law of the AAIR upon the expiration of fourteen clear days after being posted to members for notification.
- (c) Any by-law may be set aside by a majority vote of the members in general meeting.

#### **35. WINDING UP OR CANCELLATION**

### **35.1 Distribution of Income and Property**

- (a) The income and property of the AAIR shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out in these Rules and in the Statement of Purposes.
- (b) Subject to Rule 35.1(c) no income or property of the AAIR is to be distributed, paid or transferred directly or indirectly as a dividend, bonus or profit to any member.
- (c) Nothing in these Rules prevents the payment in good faith to members, officers, members of the Committee or servants of the AAIR in respect of:
  - (i) monies advanced by them to the AAIR;
  - (ii) monies owing to them by the AAIR;
  - (iii) remuneration in return for services rendered or goods supplied to the AAIR.

### **35.2 Disposition of Surplus Assets**

If the AAIR is wound up or its registration cancelled in accordance with the Act, any property remaining after payment of all debts and liabilities, must not be paid to or distributed amongst the members. The remaining property must be given or transferred to a fund, authority or institution having purposes similar to the purposes of the AAIR and which prohibits the distribution of its income and property to its members. The fund, authority or institution:

- (a) is to be determined in accordance with a special resolution of the members or, in the absence of a special resolution, by the Registrar or by a Judge of the Supreme Court as may have or acquire jurisdiction in the matter; and
- (b) must be approved by the Commissioner of Taxation as a fund, authority or institution under section 78 of the Income Tax Assessment Act 1936.

## **36. TRADING**

The AAIR is authorised to trade in accordance with Section 51(4) of the Act.

