



RULES OF ASSOCIATION

THE AUSTRALIAN DATA AND INSIGHTS ASSOCIATION (ADIA)
INCORPORATED

www.dataandinsights.com.au

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is ‘Australian Data and Insights Association (ADIA) Incorporated’.

2 Purposes

The purposes of the Association are to:

- (a) Represent and enhance the data, insights and research industry (‘Industry’);
- (b) Advise, support, represent and advocate on behalf of members;
- (c) Enhance capabilities of, and opportunities for, members and their staff through:
 - i education, professional development and training; and
 - ii the development of industry partnerships;
- (d) Encourage confidence and minimise risk in client decision making; and
- (e) Ensure industry standards are relevant, appropriately promoted and recognised.

3 Financial year

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

4 Definitions

In these rules:—

absolute majority of the Board means a majority of the Board currently holding office and entitled to vote at the time;

Associate Member means a member referred to in rule 11(1);

Board means the body having management of the business of the Association constituted in accordance with rule 41;

Board meeting means a meeting of the Board held in accordance with these rules;

Board member means an Office Holder as defined in section 82 of the Act who is elected or appointed to the Board under Division 3 of Part 5 of these rules;

Advisory Committee means the general committee constituted in accordance with rule 41;

Chair, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 43(2);

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 20(3);

disciplinary meeting means a meeting of the Board convened for the purposes of rule 19;

disciplinary subcommittee means the subcommittee appointed under rule 17;

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

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

industry means the data, insights and research industry in Australia;

member means a member of the Association (and includes, where applicable, a natural person authorised to represent that member in any position/office within the Association, or meeting convened under these rules).

member entitled to vote means a member who under rule 10(2) is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than 75% of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012 (Vic)** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

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

6 Not-for-profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member:
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member

if this is done in good faith on terms no more favourable than if the member were not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Who is eligible to be a member?

- (1) Membership of the Association shall be open to any organisation, including sole traders, or a distinct part or division of an organisation ('Organisation) that to the satisfaction of the Board meets and continues at all times to meet all the following requirements:
 - (a) if accepted as a member of the Association, it will abide by any code(s) of professional/ethical conduct and quality assurance standards as are directed/adopted by the Association from time to time and any industrial agreements ratified by the Association;
 - (b) in its application for membership, it states that, if accepted as a member of the Association, it will abide by these rules and by decisions made thereunder;
 - (c) the Board is satisfied that its activities, financial procedures and reputation (including any business operations other than data, insights and research and those of any related bodies corporate and/or associated entities that the public are likely to reasonably identify with the Organisation) are compatible with the integrity and reputation of the industry.
- (2) The Association reserves the right to refuse to renew the membership of any member that, in the view of the Board, does not, at the time of requirement for payment of the annual subscription, fulfil each of the requirements in subrule (1) above, or has, during the previous 12-month membership, failed to fulfil each of the requirements in subrule (1) above.

8 Application for membership

- (1) An Organisation that is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these rules.
- (2) An Organisation that is not a member of the Association at the time of the incorporation of the Association (or that was such a member at that time but has ceased to be a member) shall not be admitted to membership unless:
 - (a) it is nominated as provided in subrule (3); and
 - (b) its admission as a member is approved by the Board.
- (3) A nomination of an Organisation for membership of the Association:
 - (a) shall be made in writing in the form identified by the Board from time to time; and
 - (b) shall be lodged with the Secretary (or their delegate).
- (4) As soon as is practicable after the receipt of a nomination, the Secretary (or their delegate) shall refer the nomination to the Board.

- (5) Upon a nomination being referred to the Board, it shall determine whether to approve or reject the nomination.
- (6) Upon a nomination being approved or rejected by the Board, the Secretary (or their delegate) shall, with as little delay as possible, notify the nominee in writing of the outcome and, if the nomination was approved, request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
- (7) The Secretary (or their delegate) shall, upon payment of the amounts referred to in subrule (6) within the period referred to in that subrule, enter the nominee's name in the register of members kept by them and, upon the name being so entered, the nominee becomes a member of the Association.
- (8) A right, privilege or obligation of an Organisation by reason of its membership of the Association:
 - (a) is not capable of being transferred or transmitted to another company, except with the Board's approval; and
 - (b) terminates upon the cessation of membership whether by liquidation or resignation or otherwise.

9 Entrance fee and annual subscription

- (1) An entrance fee is an amount determined by the Board from time to time, provided that such fee shall not exceed twice the minimum annual subscription.
- (2) The annual subscription is the amount determined by the Board and, unless otherwise authorised by the Board, is payable by August 31 in each year, provided that in relation to a member joining the Association during the course of the year the Board may determine that a lesser subscription may be paid by that member for that year.
- (3) The Board may determine an additional amount to be paid by way of:
 - (a) an additional subscription to be paid by a member that has not paid its annual subscription by 31 August, provided that such additional subscription shall not exceed half the annual subscription for that member; and
 - (b) special levies to be paid by the date notified to members and to be used for the special purposes included in the notice. Such special levies may apply to all or to a specified section of members.

10 General rights of members

- (1) A member of the Association who is entitled to vote has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these rules;
 - (b) to submit items of business for consideration at a general meeting;
 - (c) to attend and be heard at general meetings;
 - (d) to vote at a general meeting;
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 73; and

- (f) to inspect the register of members.
- (2) A member is entitled to vote if:
 - (a) the member is a member other than an associate member;
 - (b) more than 10 business days have passed since the Organisation became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

11 Associate members

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

12 Rights not transferable

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

13 Ceasing membership

- (1) Membership ceases on resignation, expulsion or winding up of the business/cessation of trading.
- (2) If a party ceases to be a member of the Association, then the Secretary (or their delegate) must, as soon as practicable, enter the date on which the party ceased to be a member in the register of members.

14 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if:
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable:
 - (i) the Secretary (or their delegate) has made a written request to the member to confirm that it wishes to remain a member; and
 - (ii) the member has not, within three months after receiving that request, confirmed in writing that it wishes to remain a member.

15 Register of members

- (1) The Secretary (or their delegate) must keep and maintain a register of members that includes:
 - (a) for each current member:
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Board; and

- (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2—Disciplinary action

16 Grounds for taking disciplinary action

- (1) The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:
 - (a) has failed to comply with these rules; or
 - (b) refuses to support the purposes of the Association; or
 - (c) has engaged in conduct prejudicial to the Association.
- (2) Subject to these rules, the Board may identify the disciplinary process and procedures, including indicative or required time frames, to be followed by the parties.

17 Disciplinary subcommittee

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

18 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary (or their delegate) must give written notice to the member:
 - (a) stating that the Association proposes to take disciplinary action against the member;
 - (b) stating the grounds for the proposed disciplinary action;
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (***the disciplinary meeting***);
 - (d) advising the member that they may do one or both of the following:
 - (i) have a representative attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 20.

- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

19 Decision of subcommittee

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

20 Appeal rights

- (1) An Organisation whose membership rights have been suspended or that has been expelled from the Association under rule 19 may give notice to the effect that it wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary (or their delegate) not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
 - (a) specify the date, time and place of the meeting; and
 - (b) state:
 - (i) the name of the member against whom the disciplinary action has been taken;
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting, the members present must vote on whether the decision to suspend or expel the member should be upheld or revoked.

21 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting:
 - (a) no business other than the question of the appeal may be conducted;
 - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the member whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the member should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than 75% of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

22 Application

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

23 Parties must attempt to resolve the dispute

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

24 Settlement of dispute

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23, the parties must within 10 days:
 - (a) notify the Board of the dispute;
 - (b) agree, or request the Board (or its delegate), to assist in settling the dispute, including by private arbitration with the parties' consent; and
 - (c) attempt in good faith to settle the dispute.
- (2) Any member of the Board who:
 - (a) has a commercial or personal interest in the dispute; or
 - (b) may be reasonably regarded as biased in favour of or against any partymust recuse themselves from involvement in settling the dispute.

25 Settlement process

- (1) The Board, in attempting to settle the dispute (including by private arbitration), must:
 - (a) give each party every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the settlement process.

26 Failure to resolve dispute by the Association

The above settlement process does not prevent the parties from seeking to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

27 Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within five months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act; and
 - (c) to elect the members of the Board.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these rules.

28 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 30 may be conducted at the meeting.

29 Special general meeting held at request of members

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

30 Notice of general meetings

- (1) The Secretary (or their delegate, or, in the case of a special general meeting convened under rule 29(3), the members convening the meeting) must give to each member of the Association:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 31(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

31 Proxies

- (1) A member may appoint another member as its proxy to vote and speak on their behalf at a general meeting (other than at a disciplinary appeal meeting).

- (2) The appointment of a proxy must be in writing and signed (including electronically) by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf; otherwise, the proxy may vote on behalf of the member in any matter as they see fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the party appointed as the member's proxy and that has been signed (including electronically) by the member.
- (5) Notice of a general meeting given to a member under rule 30 must:
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy (including an electronic copy, or a link to an electronic copy) of any form that the Board has approved for the appointment of a proxy.
- (6) A copy of the form appointing a proxy must be provided to the Chair of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

32 Use of technology

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

33 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 32) of five members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting, then:
 - (a) in the case of a meeting convened by, or at the request of, members under rule 29, the meeting must be dissolved;
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.

34 Adjournment of general meeting

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (4) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (5) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 30.

35 Voting at a general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to subrule (3), each member who is entitled to vote has one vote;
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 21.

36 Special resolutions

A special resolution is passed if not less than 75% of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

37 Determining whether resolution carried

- (1) Subject to subrule (2), the Chair of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority; or
 - (d) lost

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

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - (a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
 - (b) the Chair must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

38 Minutes of general meeting

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include:
 - (a) the names of the members attending the meeting;
 - (b) proxy forms given to the Chair of the meeting under rule 31(6);
 - (c) the financial statements submitted to the members in accordance with rule 27(4)(b)(ii);
 - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—MANAGEMENT

Division 1—The Board

39 Role and powers

- (1) The business of the Association must be managed by, or under the direction of, the Board.
- (2) The Board 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.
- (3) The Board may:
 - (a) appoint and remove staff; and

- (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

40 Delegation

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

Division 2—Board & Advisory Committee composition and Duties

41 Composition of the Board and Advisory Committee

The Board consists of:

- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) two to six ordinary members elected under rule 50.

The Advisory Committee shall be constituted by the Board and any number of ordinary members co-opted in accordance with rule 55(1) and, subject to these rules, shall have such functions and will convene at such times as determined by the Board from time to time.

42 General duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board and Advisory Committee comply with these rules.
- (3) Board and Advisory Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) The Board must exercise its powers and discharge its duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

- (6) In addition to any duties imposed by these rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

43 President and Vice-President

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

44 Secretary

- (1) The Secretary (or their delegate) must perform any duty or function required under the Act to be performed by the Secretary under these rules and the Act.
- (2) The Secretary (or their delegate) must:
- (a) maintain the register of members in accordance with rule 15;
 - (b) maintain all relevant books, documents and securities of the Association in accordance with rules 70 and 73;
 - (c) subject to the Act and these rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these rules.
- (3) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

45 Treasurer

- (1) The Treasurer (or the Chief Executive Officer, as provided for under these rules) must:
- (a) receive all monies paid to or received by the Association and issue receipts for those monies in the name of the Association;
 - (b) ensure that all monies received are paid into the account of the Association within five working days after receipt;
 - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least two Board members.
- (2) The Treasurer (or the Chief Executive Officer, as provided for under these rules) must:
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and

- (b) co-ordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

Division 3—Election of the Board and tenure of office

46 Who is eligible to be a Board member?

A person is eligible to be elected or appointed as a Board member if they are an owner, director, manager or employee of a member and are duly authorised by a member to represent that member.

47 Positions to be declared vacant

- (1) This rule applies to:
 - (a) the first annual general meeting of the Association after its incorporation; or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chair of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 48 to 51.

48 Nominations

- (1) Prior to the election of each position, the Chair of the meeting must call for nominations to fill that position and:
 - (a) an eligible member of the Association may nominate a person; or
 - (b) with their consent, have their representative nominated by another member.
- (2) 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.

49 Election of President, etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary; and
 - (d) Treasurer.
- (2) If only one person is nominated for a position, the Chair of the meeting must declare the person elected to the position.
- (3) If more than one person is nominated, then a ballot must be held in accordance with rule 51.
- (4) On their election, the new President may take over as Chair of the meeting.

50 Ordinary members

- (1) The Board must by resolution decide the number of ordinary members of the Board it wishes to hold office for the next term.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of persons nominated for the position of ordinary Board member is less than or equal to the number to be elected, the Chair of the meeting must declare each of those persons to be elected to the position.
- (4) If the number of persons nominated exceeds the number to be elected, a ballot must be held in accordance with rule 51.

51 Ballot

- (1) If a ballot is required for the election for a position, the Chair of the meeting must appoint a representative of a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a person nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must provide a ballot paper (this may be in electronic format) to:
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.
- (6) If the ballot is for a single position, the voter must identify on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position:
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not vote for more candidates than the number to be elected.
- (8) Ballots that do not comply with (7)(b) are not to be counted.
- (9) Each ballot on which a valid candidate has been voted for counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because two or more candidates received the same number of votes, the returning officer must:
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

52 Term of office

- (1) The term of office is 12 months, or until the next general meeting, whichever is later.
- (2) A Board member may be re-elected.
- (3) Subject to subrule (4) and rule 53, the President and Vice-President may hold office for a maximum of five consecutive terms.
- (4) A general meeting of the Association may:
 - (a) by special resolution remove a Board member from office; and
 - (b) elect an eligible person to fill the vacant position in accordance with this Division.
- (5) A member whose representative is the subject of a proposed special resolution under subrule (4)(a) may make representations in writing (not exceeding a reasonable length) to the Secretary or President of the Association and may request that the representations be provided to the members of the Association.
- (6) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

53 Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if:
 - (a) the member they represent ceases to be a member of the Association; or
 - (b) they fail to attend three consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 5; or
 - (c) they otherwise cease to be a Board member by operation of section 78 of the Act.

54 Filling casual vacancies on the Board

- (1) The Board may appoint an eligible member's representative to fill a position on the Board that:
 - (a) has become vacant under rule 53; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member's representative to the position within 14 days after the vacancy arises.
- (3) Rule 52 applies to any Board member appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

55 Co-opting ordinary members to the Advisory Committee

- (1) The Board may at its discretion from time to time co-opt persons to be members of the Advisory Committee.

Division 4—Meetings of the Board

56 Meetings of the Board

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

57 Notice of meetings

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

58 Urgent meetings

- (1) In cases of urgency, a Board meeting can be held without notice being given in accordance with rule 57 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

59 Procedure and order of business

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

60 Use of technology

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

61 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.

- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 60) of any four Board members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting, the meeting must be adjourned to a date no later than 14 days after the adjournment, and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 57.

62 Voting

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

63 Conflict of interest

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

64 Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following:
 - (a) the names of the persons in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under rule 63.

65 Leave of absence

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

66 Chief Executive Officer

- (1) The Board may appoint a person as Chief Executive Officer of the Association who shall also be the office holder of the Association for the purpose of section 82 of the Act.
- (2) The Chief Executive Officer shall make appropriate arrangements for the recording of minutes of the proceedings and resolutions of the general meetings, Board meetings and subcommittee meetings.
- (3) Subject to the direction of the Board, the Chief Executive Officer is responsible for:
 - (a) the day-to-day management of the Association;
 - (b) supervision of all staff;
 - (c) follow-up of relevant issues arising from these meetings;
 - (d) dealing with the correspondence of the Association and for the custody of documents and securities of the Association; and
 - (e) other matters as the Board or President deem to be their responsibility.
- (4) The Chief Executive Officer (including as a delegate of the Treasurer):
 - (a) must not exceed their delegated authority;
 - (b) is responsible for the collection and receipt of all monies due to the Association;
 - (c) shall hold all funds of the Association on trust for the Association and ensure that all funds are paid into a bank, building society or trust account in the name of the Association;
 - (d) must ensure that no payment or expenditure is made without the authority of the Board (including delegated authority);
 - (e) must ensure that all expenditure is in accordance with protocol developed by the Board;
 - (f) must ensure that proper accounts are kept for the Association and that the books of the Association are audited each year in accordance with the Act and any requirement imposed by government policy or law and submitted to the annual general meeting as required by the Act;
 - (g) must make available for inspection by members during business hours the accounts and books showing the financial affairs of the Association and any documents of the Association to which a member is legally entitled (but excluding information of a personal nature regarding staff);
 - (h) must ensure all returns and reports are prepared and lodged in accordance with the Act;
 - (i) must ensure that the Association complies with any requirement of any government grant or funding authority; and
 - (j) must ensure that the Association complies with all relevant laws.

PART 6—FINANCIAL MATTERS

67 Source of funds

The funds of the Association may be derived from membership fees, sponsorships, fund-raising activities (such as events), grants, interest and any other sources approved by the Board.

68 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association and may delegate authority to the Chief Executive Officer to make payments on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques must be signed by two Board members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than five working days after receipt.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is recorded accurately at the time of the transaction.

69 Financial records

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

70 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;

- (d) the submission of the financial statements to the annual general meeting of the Association; and
- (e) the lodgement with the Registrar of the relevant authority of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

71 Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, then the postal address of the Secretary, or the offices of the Association.

72 Notice requirements

- (1) Any notice required to be given to a member or a Board member under these rules may be given:
 - (a) by handing the notice to the member personally;
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email.
- (2) Subrule (1) does not apply to notice given under rule 58.
- (3) Any notice required to be given to the Association or the Board may be given:
 - (a) by handing the notice to a member of the Board;
 - (b) by sending the notice by post to the registered address;
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

73 Custody and inspection of books and records

- (1) Members may, on request, inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant documents of the Association, including minutes of Board meetings.
- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

- (3) The Board must, on request, make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule:

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

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

74 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

75 Alteration of rules

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