



## **DEFENCE AND INDUSTRY COURSES ASSOCIATION INCORPORATED (DAICA)**

### **CONSTITUTION AND RULES**

1. The name of the association is DEFENCE AND INDUSTRY COURSES ASSOCIATION INCORPORATED (hereinafter called "the Association").
2. The Association is established for the purposes set out in the Statement of Purpose of Association.

#### **STATEMENT OF PURPOSE**

3. The objectives of the Association are as follows:
  - a. To promote a continuing interest by members and the public in defence, industry, and business matters with particular emphasis on the promotion of Australian industrial and business resources for defence applications, the promotion of linkages between industry, business and The Department of Defence and the encouragement of defence related science, research and technology.
  - b. To foster friendship, understanding and mutual cooperation between members.
  - c. To maintain an avenue for contact between all Industrial Mobilisation Course (IMC) and Defence and Industry Study Course (DISC) graduates, particularly between graduates of different courses.
  - d. To provide a facility for the presentation and publication of ideas and opinions of defence and industry interest.
  - e. To offer advice to the Department of Defence on future programs and activities related to industry participation in defence programs.

#### **POWERS OF THE ASSOCIATION**

4. Solely for the purpose of carrying out the aforesaid objects and not otherwise the Association shall have the following powers:
  - a. To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith, provided that no member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.
  - b. To subscribe to, become a member of, and co-operate with, or amalgamate with, any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association.
  - c. To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association's premises.
  - d. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association, provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- e. To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- f. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association.
- g. To establish and support or aid in the establishment and support of associations, institutions funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the defendants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- h. To construct, improve, maintain, develop, work, manage, carry out, alter, or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise, or otherwise assist and take part in, the construction, improvement, maintenance, development, working, management, carrying out, alteration, or control thereof.
- i. To invest and deal with money of the Association not immediately required in such manner as the National Council thinks fit.
- j. To borrow or raise or secure the payment of money in such manner as the Association may think fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property (both present and future), and to purchase, redeem, or pay off such securities.
- k. To make, draw, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable, or transferable, instruments.
- l. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with, all, or any part, of the property and rights of the Association.
- m. To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- n. To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph d of this clause 4.
- o. 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 Association in the shape of donations, annual subscriptions or otherwise.
- p. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- q. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, or associations with which the Association is authorised to amalgamate.
- r. To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies, or associations with which the Association is authorised to amalgamate.
- s. To make donations for patriotic or charitable purposes.
- t. To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any way in which the Commonwealth of Australia is engaged, provided that the Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the Association would make it a trade union within the meaning of the Trades Union Act 1958.

5. For the avoidance of doubt, the assets and income of the Association shall be applied exclusively to the promotion of the objectives and no portion shall be paid or distributed to the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

## **RULES OF ASSOCIATION**

### **INTERPRETATION**

6. In these Rules:
- a. "The Association" means the Defence and Industry Courses Association Incorporated.
  - b. "The National Council" means the elected members, ex-officio members, and co-opted members elected or appointed to conduct the business of the Association.
  - c. "Secretary" means any person elected or appointed to perform the duties of a secretary of the Association and includes an Honorary Secretary.
  - d. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
  - e. "The Law" means Australian legislation in particular "the Associations Incorporation Act 1981, Victoria"
7. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Law.

### **MEMBERSHIP**

8. The Association shall comprise three classes of members:
- a. Members,
  - b. Honorary Members, and
  - c. Honorary Life Members.
9. Subject to the terms of these Rules, all Members, Honorary Members, and Honorary Life Members, shall be entitled to attend and vote at all Annual and Special General Meetings and attend all other functions of the Association.

### **ELIGIBILITY FOR MEMBERSHIP**

10. Subject to the terms of these Rules, the following may become Members of the Association:
11. As Members.
- a. All graduates of an Industrial Mobilisation Course (IMC), Defence Industry Study Course (DISC), or such other courses with similar aims which may be approved by the National Council from time to time. This includes members of Directing Staff of such courses who have been deemed by the Department of Defence to be graduates by virtue of their involvement in one or more such courses.
  - b. Other persons nominated and seconded by Members of the Association who are accepted as suitable by the National Council. Such persons would normally:
    - i. Have or have had a close association with the IMC or DISC or such other courses with similar aims which may be approved by the National Council from time to time; or
    - ii. Be persons involved in a professional capacity with organizations or bodies of interest to the IMC, DISC, or the Association; or
    - iii. Be persons who have attended all, or a substantial part of, an IMC or DISC but who did not graduate, or

- iv. Be other appropriate persons as decided by the National Council.
12. As Honorary Members. Persons deemed appropriate by the National Council. Honorary Membership status will be retained for a period of twelve months but may be extended annually at the discretion of the National Council for periods not in excess of twelve months.
  13. As Honorary Life Members. Persons who have rendered distinguished service to the IMC, DISC, the Association, or to the Australian defence and industry community as a whole, and who are voted Honorary Life Members by a General Meeting of the Association on the recommendation of the National Council.
  14. Nomination for Membership.
    - a. All graduates (including qualifying Directing Staff) of an IMC, DISC or other similar course considered appropriate by the National Council shall be entitled to become Members of the Association. Individual nomination and approval by the National Council is not required for such graduates.
    - b. Other candidates for membership shall be proposed by a Member of the Association, and be seconded by another, who both personally know the applicant. Such nomination shall be in writing and be signed by the proposer and seconder and shall be in such form and shall contain such information as the National Council shall desire. The nomination shall be lodged with the Secretary.
    - c. The National Council may appoint Honorary Members and will make recommendations for Honorary Life Membership to a General Meeting of the Association.
    - d. Members of the Association may propose candidates for appointment as Honorary Members or Honorary Life Members to the National Council.
  15. Membership Register. The Secretary shall ensure a register of members is maintained which records the name and contact details of each member.

#### **NATIONAL COUNCIL**

16. The primary instrument to facilitate the aims of the Association is the National Council. It is the role of the National Council to carry out the business of the Association.
17. The National Council shall consist of elected office-bearers, who shall be members of the Association, ex-officio members and co-opted members appointed by the National Council.
18. The elected office-bearers shall be:
  - a. a President,
  - b. two (2) Vice Presidents (One with special responsibility for graduates of the IMC, and one with special responsibility for graduates of the DISC, subject to suitable candidates being available),
  - c. a Secretary or Honorary Secretary,
  - d. a Treasurer, and
  - e. up to six (6) other Members of the Association, all of whom shall be elected as herein provided.
19. Ex-officio members. These are persons appointed by the National Council as a consequence of their particular present or previous role or appointment. They may include:
  - a. the immediate Past President,
  - b. a representative from each state or territory in which at least 20 financial members reside, and
  - c. other representatives appointed by the national Council.
20. Co-opted members. These are persons appointed by resolution of the National Council for specific duties and for specific periods.

21. Providing that the ex-officio and co-opted members of the National Council are either financial members or Honorary Members of the Association, they shall enjoy the same voting rights as the elected members of the National Council.
22. At each Annual General Meeting of the Association, the office-bearers and members of the National Council shall be elected from among the members of the Association and shall hold office until the following Annual General Meeting when they shall retire but be eligible for re-election.
23. The election of office-bearers of the National Council shall take place in the following manner:
  - a. Any two Members of the Association shall be at liberty to nominate any other member to serve as an office-bearer of the National Council.
  - b. The nomination, which shall be in writing, shall be signed by the Member, the proposer and the seconder. The nomination shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place.
  - c. A list of the candidate's names, and positions nominated for, shall be communicated to all members at least seven days prior to the date of the Annual General Meeting.
  - d. Balloting lists shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order. Each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
  - e. In case there shall not be a sufficient number of candidates nominated to fill all vacancies, the Council may re-canvass the remaining vacancy or vacancies.
24. The National Council shall have power at any time, and from time to time, to appoint any member of the Association as a member of the National Council, either to fill a casual vacancy or as an addition to the existing office-bearers, but so that the total number of office-bearers and other committee members shall not at any time exceed the number fixed in accordance with Clause 18. Any office-bearer or other committee member so appointed shall hold office only until the next following Annual General Meeting.
25. The National Council may from time to time by resolution passed at a general meeting increase or reduce the number of office-bearers or ex-officio members which comprise the National Council.
26. The National Council may, by ordinary resolution of which special notice pursuant to Section 227 of the Law has been given, remove any office-bearer or other National Council member before the expiration of their period of office, and may, by an ordinary resolution, appoint another person in their stead; the person so appointed shall hold office only until the next following Annual General Meeting.
27. The office of a member of National Council shall become vacant if that member:
  - a. becomes insolvent under administration or makes any arrangement with creditors generally;
  - b. becomes prohibited from being a committee member of an association by reason of any order made under the Law;
  - c. ceases to be a committee member by operation of Section 228 of the Law;
  - d. 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;
  - e. resigns the office by notice in writing to the Association;
  - f. for more than six months is absent without permission of the National Council from meetings of the National Council held during the period;
  - g. holds any office of profit under the Association;
  - h. ceases to be a member of the Association; or
  - i. is directly or indirectly interested, within the meaning of Section 231 of the Law, in any contract or proposed contract with the Association, provided always that nothing in this sub-Article shall affect the operation of the Rules of the Association.

### **POWERS AND DUTIES OF THE NATIONAL COUNCIL**

28. The business of the Association shall be managed by the National Council which may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Law or these Rules, required to be exercised by the Association in general meeting, subject, nevertheless, to any of these Rules, the provisions of the Law, and such directions, not being inconsistent with the aforesaid Rules or provisions, as may be prescribed by the Association in general meeting; provided that any rule, regulation or by-law of the Association issued or made by the National Council may be disallowed by the Association in general meeting; and provided further that no resolution passed by the Association in general meeting shall invalidate any prior act of the National Council, which would have been valid if that resolution had not been passed.
29. The National Council may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.
30. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of National Council or in such other manner as the National Council from time to time determines.
31. The National Council shall cause minutes to be made of:
  - a. all appointments of officers and servants,
  - b. the names of the members present at all meetings of the Association, and
  - c. all proceedings at all meetings of the Association.
32. Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

### **STATES AND TERRITORIES**

33. Members in each State or Territory are entitled, if they so wish, to form a sub-committee of the Association and appoint such office bearers as they think appropriate to contribute to the objectives of the Association on a regional basis.
34. Members in each State or Territory in which more than 20 financial members reside are entitled to nominate a representative to become an ex-officio member of the National Council to represent the interests of the members of the State or Territory to the National Council in person or through a proxy.

### **PROCEEDINGS OF THE NATIONAL COUNCIL**

35. The National Council may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings as it thinks fit.
36. The quorum necessary for the transaction of the business of the National Council shall be a majority of the total number of elected office bearers as provided in Clause 18 or such greater number as may be fixed by the National Council.
37. The President shall preside as chairman at every meeting of the National Council, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, or if being present, he is unwilling to preside, a Vice-President shall be chairman or if a Vice-President is not present at the meeting then the elected office bearers may choose one of their number to be chairman of the meeting.

38. Subject to these Rules questions arising at any meeting of the National Council shall be decided by a majority of votes of the eligible members present. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
39. The National Council may delegate any of its powers and or functions (not being duties imposed on the National Council of the Association by the Law or the general law) to one or more working or advisory sub-committees consisting of such member or members of the Association as the National Council thinks fit.
40. Any sub-committee so formed shall conform to any regulations or instructions that may be given by the National Council and subject thereto shall have power to co-opt any member or members of the Association.
41. Every working or advisory sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
42. All acts done by any meeting of the National Council, or by any office bearer, co-opted member, or ex-officio member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such National Council member, or that the committee members or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a National Council member.
43. A Secretary may be elected by the membership and any member so appointed shall forthwith become an office-bearer of the Association. Any member so appointed shall be subject to the provisions of Clause 5 of the Rules. Alternatively, the National Council may appoint a secretary for such term, and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it.
44. Membership Sub-Committee. The National Council may delegate the following tasks to a Membership Sub-committee:
  - a. The task of examining nominations for membership of the Association. The Committee shall submit its recommendation on each nomination to the National Council for its consideration and election. The decision of the National Council in this regard shall be final.
  - b. The task of maintaining the Association mailing list.
  - c. Other tasks as may be determined from time to time by the National Council.

#### **CESSATION OF MEMBERSHIP**

45. If the subscription of a member remains unpaid for a period of two calendar months after it becomes due then the member shall cease to be entitled to the privileges of membership. Membership rights shall be reinstated upon receipt of the annual subscription.
46. A member may at any time, by giving notice in writing to the Secretary, resign their membership of the Association but may be liable for any annual subscription or arrears due and unpaid at the date of their resignation.
47. A member whose subscription remains unpaid for a period of more than one year, without prior arrangement or due cause, shall be deemed to have resigned and shall be removed from the list of Members.
48. If any member shall wilfully refuse or neglect to comply with the provisions of the Rules of Association of the Association or shall be guilty of any conduct which in the evicition of the National Council is unbecoming of a member or prejudicial to the interests of the Association the National Council shall have power by resolution to censure, suspend, or expel the member from the Association.
49. Provided that at least one week before the meeting of the National Council at which such a resolution is passed the Member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall, at such meeting and before the passing of such resolution, have had

an opportunity of giving, orally or in writing, any explanation he may think fit and, provided further, that any such Member may, by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the National Council, elect to have the question dealt with by the Association in general meeting.

50. In the event a general meeting of the Association shall be called for the purpose and if, at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot), the Member concerned shall be punished accordingly and, in the case of a resolution for his expulsion, the Member shall be expelled.

### **PATRON**

51. An appropriate senior Australian Defence Force (ADF) officer or other suitable person shall be invited by the National Council to be the Patron of the Association. On acceptance of the role, the Patron is to be appointed an Honorary Member of DAICA.
52. The role of the Patron is to provide guidance and support for DAICA where, in the opinion of the Patron of the time, such measures are considered appropriate or necessary.
53. The Association's responsibilities to its Patron are:
- a. To brief the Patron on significant Association activities and other matters considered appropriate by the National Council. This will normally be done through the President.
  - b. To invite The Patron to significant activities of the Association. The Patron will be invited to make an Inaugural Address at the first annual dinner after accepting the position of Patron.

### **GENERAL MEETINGS**

54. An Annual General Meeting of the Association shall be held in accordance with the provisions of the Law.
55. The National Council shall on a requisition in writing signed by at least ten (10) financial members convene a Special General Meeting to deal with such business as is set out in the requisition. At least seven (7) days' notice shall be given to members in writing, via the postal service, email, or such other communication method as agreed by the National Council, of a Special General Meeting specifying the business covered by the requisition which is to be considered at the meeting. The non-receipt by any member of such will not invalidate the proceedings of the meeting. Ten (10) Members present in person shall constitute a quorum. Clause 59 shall also apply to Special General Meetings.
56. Subject to the provision of the Law relating to special resolutions and agreements for shorter notice, fourteen days notice, **or if a special resolution has been proposed 21 days notice shall be given to members**, at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.
57. For the purpose of Clause 56 all business shall be special that is transacted at a general meeting and also all that is transacted at an Annual General Meetings with the exception of the consideration of the accounts, balance sheets, and the reports of the National Council members and Auditors, the election of office-bearers and the appointment of the Auditors, if necessary.
58. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided ten (10) Members present in person shall be a quorum. For the purpose of this Article "Member" includes a person attending as a proxy.
59. If within half an hour 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 the same day in the next week at the same time and place or to such other day and at such other time and place as the National Council may determine. If at the adjourned meeting a quorum is not present

within half an hour from the time appointed for the meeting, the Members present (being not less than three) shall be a quorum.

60. The President shall preside as chairman at every general meeting of the Association, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice-President is not present or is unwilling to act, then the Members present shall elect one of their number to be chairman of the meeting.
61. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
62. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - a. by the chairman, or
  - b. by at least three Members present in person or by proxy.
63. Unless a poll is so demanded a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
64. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
65. In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
66. A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
67. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.
68. No Member shall be entitled to vote at any general meeting if their annual subscription is more than two months in arrears at the date of the meeting.
69. The notice of the meeting will encourage members to appoint a person to attend and vote on their behalf by completing and returning an instrument to appoint a proxy.
70. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed, the proxy may vote as he thinks fit.
71. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be returned to the Secretary of the

Association or to such other person or place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll. In default the instrument of proxy shall not be treated as valid.

72. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
73. The National Council shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors' report (if any) thereon as required by the Law, provided, however, that the National Council shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to a date not more than five months before the date of the meeting.

#### **FUNDS**

74. The funds of the Association shall be derived from annual subscriptions, life membership fees, donations, attendance fees, sale of memorabilia, and such other sources as the National Council may determine from time to time.

#### **FEES**

75. Honorary Members and Honorary Life Members are not required to pay an annual subscription or life membership fee.
76. The annual subscription or option of life membership fee payable by members of the Association shall be such as the Association in general meeting shall from time to time determine based on the recommendations of the National Council.
77. On receipt of the initial annual subscription or Life Membership Fee, graduates qualifying for membership under Clause 11 shall become Members of the Association.
78. Upon approval of their Application and receipt of the annual subscription or Life Membership fee, non graduates shall become Members of the Association.
79. Honorary Members and Honorary Life Members shall become Honorary Members of the Association when notified in writing of their appointment by the President.
80. Honorary membership shall be reviewed and, if appropriate, renewed annually.
81. All annual subscriptions shall become due and payable in advance on the 1st day of July in every year.

#### **NOTICES**

82. Any notice required by law or by or under these Rules to be given to any member shall be given by sending it to him or her by post or suitable electronic means at his or her registered address, or to the address, if any, supplied by him or her for the giving of notices. Where a notice is sent by post, or by electronic means to the facsimile number or email address nominated by the member, service of the notice shall be deemed to be effected by properly addressing and sending or posting an email or letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its sending or posting, and in any other case at the time at which the email, facsimile, or letter would be delivered in the ordinary course of post.

83. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- a. every member except those members for whom the Association has no registered address or other address or an address for the giving of notices to them, and
  - b. the Auditor or Auditors for the time being of the Association.
84. No other person shall be entitled to receive notices of general meetings.

#### **WINDING-UP**

85. If upon the winding-up of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid nor distributed among the members of the Association, but shall be given or transferred to some other institution or association having objects similar to the objects of the Association and whose Rules of Association or constitution shall prohibit the distribution of its income or their income and property among its or their members.

#### **INDEMNITY**

86. Every member of National Council, Auditor, appointed Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court pursuant to the Law in respect of any negligence, default, breach of duty or breach of trust.

#### **CUSTODY OF RECORDS**

87. Except as otherwise provided in these Rules, the National Council shall ensure that all books, documents and securities of the Association are kept in the custody, or under the control, of appropriate nominated office bearers.
88. All accounts, books, documents, and securities of the Association shall be available for inspection by any members of the Association upon request subject to Federal and State privacy laws. The National Council shall decide at what times and places, and under what conditions or regulations, the accounting and other records of the Association shall be open to the inspection of Members.

#### **AUDIT**

89. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Law.
90. At the discretion of the National Council a decision may be made not to have the Association accounts audited. Such a decision must be agreed by the majority of National Council voting members and be ratified at the next AGM of the Association.

#### **SEAL**

91. The Common Seal of the Association shall be kept by the Secretary.
92. The Common Seal shall not be affixed to any instrument except by the authority of the National Council and the affixing of the Common Seal shall be attested by the signatures of two members of the National Council.

#### **ALTERATION OF RULES AND STATEMENT OF PURPOSE**

93. These Rules and the Statement of Purpose of the Association shall not be altered except in accordance with the Act and with the approval of Members at a General Meeting.

### DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

94. Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution--
- a. fine that member an amount not exceeding \$500; or
  - b. suspend that member from membership of the Association for a specified period; or
  - c. expel that member from the Association.
95. A resolution of the committee under sub-rule (1) does not take effect unless--
- a. meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
96. (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
- a. setting out the resolution of the committee and the grounds on which it is based; and
  - b. stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - c. stating the date, place and time of that meeting; and
  - d. informing the member that he or she may do one or both of the following-
    - i. attend that meeting;
    - ii. give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - e. informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
97. At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must-
- a. give the member, or his or her representative, an opportunity to be heard; and
  - b. give due consideration to any written statement submitted by the member; and
  - c. determine by resolution whether to confirm or to revoke the resolution.
98. If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
99. If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
100. At a general meeting of the Association convened under sub-rule (7)--
- a. no business other than the question of the appeal may be conducted; and

- b. the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - c. the member, or his or her representative, must be given an opportunity to be heard; and
  - d. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
101. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

### **DISPUTES AND MEDIATION**

102. The grievance procedure set out in this rule applies to disputes under these Rules between-
- a. a member and another member; or
  - b. a member and the Association.
103. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
104. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
105. The mediator must be-
- a. a person chosen by agreement between the parties; or
  - b. in the absence of agreement-
    - i. in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
106. A member of the Association can be a mediator.
107. The mediator cannot be a member who is a party to the dispute.
108. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
109. The mediator, in conducting the mediation, must--
- a. give the parties to the mediation process every opportunity to be heard; and
  - b. allow due consideration by all parties of any written statement submitted by any party; and
  - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
110. The mediator must not determine the dispute.
111. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.