



**CONSUMER AFFAIRS VICTORIA**

**Associations Incorporation Reform Act 2012**

**Rules for**

**Professionals in Cardiac Sciences**

**Australia Inc. (PiCSA, Reg. No. A0034016H)**

Updated December 2024

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## PART 1—PRELIMINARY

### 1. Name

The name of the incorporated association is "Professionals in Cardiac Sciences Australia Inc."

#### *Note*

*Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.*

### 2. Purpose

- (1) The association will pursue the charitable purpose of advancing health by:
  - a. Promoting the National Code of Conduct for HealthCare Workers amongst its members to:
    - i. adhere to the highest standards of professional and ethical behaviour.
    - ii. provide safe, evidence based best practice to patients under their care.
    - iii. be accountable for their actions as health care practitioners.
  - b. Establishing and fostering high standards for clinical practice and healthcare provision within the profession.
  - c. Providing professional development and education to Cardiac Physiologists and trainee Cardiac Physiologists on best practice for improving the care of patients with cardiovascular disease.
  - d. Increasing public and professional awareness of the need for Cardiac Physiology as an integral part of the health system.
  - e. Communicating with other relevant professions, regulatory and government bodies to uphold high standards of patient care.
  - f. Enabling the profession to function to the best of its capacity through ensuring their qualifications and skills are recognised.
  - g. Advancing the scientific study of Cardiac Physiology and its clinical applications through research-related bursaries, prizes and education.
- (2) The Association will maintain a Gift Fund named the PiCSA Scholarship Fund:

- a. Which will be used only for the principal purpose of the fund;
  - b. All gifts and deductible contributions of money or property for that purpose are made to it;
  - c. Any money received because of such gifts or deductible contributions is credited to it; and
  - d. It does not receive any other money or property.
- (3) Subject to subrule (2), the Association will operate the PiCSA Scholarship Fund (“the Fund”) solely for providing money for eligible scholarships, bursaries or prizes and will be operated pursuant to the following terms:
- a. Gifts to the Fund will be kept separate from any other funds of the Association. A separate bank account and clear accounting procedures will be maintained;
  - b. Tax deductible receipts will be issued in the name of the Fund;
  - c. The public will be invited to contribute to the Fund;
  - d. The Fund will operate on a non-profit basis. Moneys will not be distributed to members of the managing committee or trustees of the fund except as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services;
  - e. The Fund will be managed by members of a Committee, a majority of whom have a degree of responsibility to the general community;
  - f. The Fund will comply with Section 30.37 of the Income Tax Assessment Act 1997 (Cth); and
  - g. The ATO will be notified of any changes to the Public Fund Rules and any other founding documents.
- (4) The association may do all things that help it to achieve the purposes in subrule (1), in accordance with these rules.
- (5) The association and its Board may only do things and use the income and assets of the association (including those held on trust for the association or its purposes) for the purposes.
- (6) The association must operate consistently with legal requirements for registered charities.

### 3. Financial year

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

### 4. Definitions

In these Rules—

**Absolute majority**, of the Board, means a majority of the Directors currently holding office and entitled to vote at the time (as distinct from a majority of Directors present at a Board meeting);

**ACNC Act** means Australian Charities and Not-for-profits Commission Act 2012 (Cth) as amended from time to time;

**ACNC** means the Australian Charities and Not-for-profits Commission;

**Affiliate member** means a member referred to in rule 8 (2) b. ii.;

**Board** means the Board having management of the business of the Association;

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

**Chairperson**, of a general meeting or Board meeting, means the person chairing the meeting;

**Director** means a member of the Board elected or appointed under Division 3 of Part 5;

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

**Disciplinary meeting** means a meeting of the Board convened for the purposes of rule 22;

**Disciplinary subcommittee** means the subcommittee appointed under rule 19;

**Financial year** means the 12 month period specified in rule 3;

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

**Member** entitled to vote means a member who under rule 8 (2) a. is entitled to vote at a general meeting;

**Member** means a member of the Association;

**Profession** means persons practising, or studying to practise, in the field of Cardiac Physiology.

**Registered charities** means charities registered with the ACNC.

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

**The Act** means the Associations Incorporation Reform Act 2012 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;
  - g. enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6. Not for profit organisation

- (1) All of the assets and income of the Association shall be applied in the furtherance of the Purposes of the Association (set out in Rule 2) and no portion shall be distributed directly or indirectly to any member.
- (2) Subrule (1) does not prevent the Association from paying a member—

- a. reimbursement for expenses properly incurred by the member; or
- b. for goods or services provided by the member—

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

#### Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

### Division 1—Membership

#### 7. Minimum number of members

The Association must have at least 5 members.

#### 8. Who is eligible to be a member

- (1) Any person who supports the purposes of the Association is eligible for membership.
- (2) The members of the Association are divided into two classes:
  - a. **Voting Members:** This class is further divided into three categories:
    - i. **Professional Members:** Cardiac Physiologists who have a relevant bachelor's degree (AQF Level 7) or higher qualification recognised by the Association and have been working in the profession for a minimum of two years. Professional members are encouraged to register with the ASAR and/or ACCP.
    - ii. **Early Career Members:** Cardiac Physiologists who have a relevant bachelor's degree (AQF Level 7) and entered the workforce but have less than two years of post-graduate experience in the field. Early Career members are encouraged to register with the ASAR and/or ACCP.
    - iii. **Life Members:** Professional members to whom life membership has been awarded by the Board in recognition of conspicuous contributions and eminence



in the field of Cardiac Physiology. Life members are not required to pay annual membership fees.

*Note for Industry Representatives:*

Industry representatives who work with patients or access non-anonymised data in support of clinical care qualify as either **Professional members** or **Early Career members** within the voting class.

Other industry representatives qualify as **Affiliate members** under the non-voting class (see below).

*Note re Conflict of Interest:*

In cases of potential or perceived conflict of interest, the PiCSA Board reserves the authority to mandate that certain members abstain from voting on specific matters to uphold the integrity of decisions.

- b. **Non-Voting Members:** This class is further divided into two categories:
- i. **Student Members:** Individuals currently undertaking a relevant undergraduate bachelor's degree (AQF Level 7) at a recognised education provider within Australia, with the intention of becoming Cardiac Physiologists. Student members are not required to pay annual membership fees.
  - ii. **Affiliate Members:** Individuals with an interest in Cardiac Physiology who do not meet the qualifications for other membership categories, including:
    - Those who lack a recognised AQF Level 7 qualification and have not been awarded professional membership under earlier versions of the rules.
    - Industry representatives involved in non-clinical roles such as product representation, education, research, engineering, or corporate leadership, without direct patient interaction or access to non-anonymised data.
    - Non-Australian citizens residing outside Australia.

The Association may grant affiliate membership to members of the Society of Cardiopulmonary Technology (NZ) Ltd (SCT). SCT members are not required to pay annual membership fees under a reciprocal membership agreement with PiCSA.

## 9. Application for membership

- (1) To apply to become a member of the Association, a person must complete the membership application online on the PiCSA website at [www.picsa.org.au](http://www.picsa.org.au) stating that the person—
  - a. wishes to become a member of the Association; and
  - b. supports the purposes of the Association; and
  - c. agrees to comply with these Rules.
- (2) The application—
  - a. must complete all mandatory fields of the application
  - b. must provide all relevant requested documentation; and
  - c. may be accompanied by the joining fee set out in **Appendix 2**.

### *Note*

*The joining fee is the fee (if any) determined by the Association under rule 12(3).*

## 10. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

## 11. New membership

- (1) If an application for membership is approved by the Board—
  - a. the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
  - b. the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - a. the Board approves the person's membership; or
  - b. the person pays the joining fee as set out in **Appendix 2**.

## 12. Annual subscription and fee on joining

- (1) At each annual general meeting, the Association will set the annual subscription amount (if any) and may offer a discount for auto-renewal.
- (2) Payment of the annual subscription is required upon joining, with subsequent payments due on the anniversary of the member's joining date.
- (3) The Association may offer a reduced annual subscription rate for Early Career members.
- (4) Members who have not paid their subscription by the due date will have their membership rights, including voting rights, suspended until payment is made.

## 13. General rights of members

- (1) A member of the Association who is entitled to vote has the right—
  - a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - b. to submit items of business for consideration at a general meeting; and
  - c. to attend and be heard at general meetings; and
  - d. to vote at a general meeting; and
  - e. to have access to the minutes of general meetings and other documents of the Association as provided under rule 73; and
  - f. to inspect the register of members.
- (2) A member is entitled to vote if—
  - a. their membership category is within the Voting Members class under rule 8; and
  - b. more than 10 business days have passed since he or she became a member of the Association; and

- c. the member's membership rights are not suspended for any reason, including any mandated abstention from voting due to a potential or perceived conflict of interest as determined by the PiCSA Board.

## 14. Rights not transferable

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

## 15. Ceasing membership

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

## 16. Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

### *Note*

*Rule 72(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Board.*

- (2) A member is taken to have resigned if—
  - a. the member's annual subscription has not been paid; or
  - b. where no annual subscription is payable—
    - i. the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - ii. the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## 17. Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
  - a. for each current member—
    - i. the member's name;
    - ii. the address for notice last given by the member;
    - iii. the date of becoming a member;

- iv. their membership category;
  - v. any other information determined by the Board; and
- (2) For each former member, the date of ceasing to be a member.
- a. Any member may, at a reasonable time and free of charge, inspect the register of members.

#### Note

*Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.*

## Division 2—Disciplinary action

### 18. 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.

### 19. Disciplinary subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board 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 Directors, members of the Association or anyone else; but
  - b. must not be biased against, or in favour of, the member concerned.

### 20. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- a. stating that the Association proposes to take disciplinary action against the member;  
and
  - b. stating the grounds for the proposed disciplinary action; and
  - c. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - d. advising the member that he or she may do one or both of the following—
    - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
    - iii. setting out the member's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 21. 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; or
    - ii. suspend the membership rights of the member for a specified period; or
    - iii. expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## 22. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - a. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - b. to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the 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 person against whom the disciplinary action has been taken; and
    - ii. the grounds for taking that action; and
    - iii. That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## 23. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
  - a. no business other than the question of the appeal may be conducted; and
  - b. the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## Division 3—Grievance procedure

### 24. 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;
  - 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.

### 25. 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.

### 26. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—
  - a. notify the Board of the dispute; and
  - b. agree to or request the appointment of a mediator; and
  - c. attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - a. a person chosen by agreement between the parties; or



- b. in the absence of agreement—
  - i. if the dispute is between a member and another member—a person appointed by the Board; or
  - ii. if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case, must not be a person who—
  - a. has a personal interest in the dispute; or
  - b. is biased in favour of or against any party.

## 27. Mediation process

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

## 28. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

# PART 4—GENERAL MEETINGS OF THE ASSOCIATION

## 29. Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 5 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;
  - c. to elect the members of the Board;
  - d. to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### 30. 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 32 may be conducted at the meeting.

#### *Note*

*General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 32 and the majority of members at the meeting agree.*

### 31. 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 voting members.
- (2) A request for a special general meeting must—
  - a. be in writing; and

- b. state the business to be considered at the meeting and any resolutions to be proposed; and include the names and signatures of the members requesting the meeting; and be given to the Secretary.
- (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 3 months after the date on which the original request was made; and
  - b. may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

## 32. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(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 33(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

*Note*

*Rule 22(4) sets out the requirements for notice of a disciplinary appeal meeting.*

### 33. Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing using the form set out in **Appendix 1** and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 32 must—
  - a. state that the member may appoint another member as a proxy for the meeting; and
  - b. include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### 34. Use of technology

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

### 35. 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 34) of at least 10 voting members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - a. in the case of a meeting convened by, or at the request of, members under rule 31—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 3) may proceed with the business of the meeting as if a quorum were present.

*Note*

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

## 36. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - a. if there is insufficient time to deal with the business at hand; or
  - b. to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

### 37. Voting at general meeting

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

### 38. Special resolutions

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

#### *Note*

*In addition to certain matters specified in the Act, a special resolution is required—*

- (1) *to remove a Director from office;*
- (2) *to alter these Rules, including changing the name or any of the purposes of the Association.*

### 39. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
- a. carried; or
  - b. carried unanimously; or
  - c. carried by a particular majority; or

- d. lost—
  - e. and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
- a. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - b. the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### 40. 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; and
  - b. proxy forms given to the Chairperson of the meeting under rule 33(6); and
  - c. the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
  - d. the certificate signed by two Directors 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—BOARD

### Division 1—Powers of Board

#### 41. Role and powers

- (1) The business of the Association must be managed by or under the direction of a 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;
  - b. establish subcommittees and working groups consisting of members with terms of reference it considers appropriate.

#### 42. Delegation

- (1) The Board may delegate to a member of the Board, 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) The Board may, in writing, revoke a delegation wholly or in part.
- (4) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

### Division 2—Composition of Board and duties of members

#### 43. Composition of Board

- (1) The Board shall consist of not less than four (4) and not more than eight (8) Directors comprising:
  - a. up to 6 Elected Directors; and



- b. up to 2 Directors (Appointed Directors) appointed by the Elected Directors at their discretion, on the basis that they are persons whose background, skills and/or experience may be thought prudent or necessary to enhance the ability of the Board to better discharge its role and the legal duties and responsibilities of the Directors.
- (2) All the Directors shall have been admitted to a class of voting membership in rule 8(2)(a).
  - (3) The Board consists of—
    - a. a Chair; and
    - b. a Deputy Chair; and
    - c. a Secretary; and
    - d. a Treasurer; and
    - e. ordinary members.

#### 44. General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Director 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 comply with these Rules.
- (3) The Board must meet the requirements for responsible entities (Directors) of registered charities and comply with the duties described in governance standard 5 of the regulations made under the ACNC Act, which are:
  - a. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the association;
  - b. to act in good faith (fairly and honestly) in the best interests of the association and to further the charitable purpose(s) of the association set out in rule 2;
  - c. not to misuse their position as a Director;
  - d. not to misuse information they gain in their role as a Director;
  - e. to disclose any perceived or actual material conflicts of interest;
  - f. to ensure that the financial affairs of the association are managed responsibly; and
  - g. not to allow the association to operate while it is insolvent.

- (4) For clarity, subrule (3) is intended to require compliance with the ACNC governance standards as amended or modified from time to time.

*Note*

*See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.*

- (5) In addition to any duties imposed by these Rules, a Director must perform any other duties imposed from time to time by resolution at a general meeting.

## 45. Election of Chair, Deputy Chair

- (1) The Board shall elect from amongst its own numbers, the Chair and Deputy Chair positions of the Association as follows:
- a. all Elected Directors then on the Board will be considered eligible for election as Chair unless a Director or Directors expressly withdraw from being considered;
  - b. the Appointed Directors then on the Board shall not be eligible for election as Chair or Deputy Chair unless the members at the immediately prior annual general meeting have agreed by resolution that one or more Appointed Directors should be eligible for the position of Chair or, as the case may be, Deputy Chair;
  - c. the election of the Chair will be conducted by secret ballot, unless only one Director remains eligible for appointment, in which case that Director will be deemed to be Chair;
  - d. in the case of more than one Director remaining eligible for the position of Chair, the Director who obtains a simple majority of votes from the Board shall be elected to the position of Chair;
  - e. if the outcome of the secret ballot in subrule (1)(c) is a tie, a further secret ballot shall be conducted between the tied Directors and the Director who obtains a simple majority of votes shall be elected to the position of Chair, and if the outcome of the further secret ballot is also a tie, the result will be determined by drawing lots;
  - f. on his or her election, the new Chair may take over as Chairperson of the meeting;
- (2) The provisions of subrules (1) (a) – (e) so far as they are applicable and with the necessary modifications apply to and in relation to the election of a Deputy Chair, save that the Director elected as Chair shall not be eligible for election as Deputy Chair.

- (3) In the event of a casual vacancy in the position of Chair and Deputy Chair, the Board may elect one of its Directors to the vacant position and the Director appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## 46. Secretary

- (1) The Secretary is appointed by the Board.
- (2) If there is more than one nomination for Secretary, the Board must hold a ballot to elect the Secretary.
- (3) The Secretary must—
- maintain the register of members in accordance with rule 17; and
  - keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 68(3), all books, documents and securities of the Association in accordance with rules 70 and 73; and
  - 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
  - perform any other duty or function imposed on the Secretary by these Rules.
- (4) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (5) The Secretary is the Public Officer for the Association for the purposes of the ACNC Act.

## 47. Treasurer

- (1) The Treasurer is appointed by the Board.
- (2) If there is more than one nomination for Treasurer, the Board must hold a ballot to elect the Treasurer.
- (3) The Treasurer must—
- receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

- 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 2 Directors.
- (4) The Treasurer must—
- a. ensure that the financial records of the Association are kept in accordance with the Act; and
  - b. coordinate 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.
- (5) The Treasurer must ensure that at least one other Director has access to the accounts and financial records of the Association.

## Division 3—Election of Directors and tenure of office

### 48. Who is eligible to be a Director

- (1) A member is eligible to be elected or appointed as a Director if the member—
- a. is 18 years or over; and
  - b. is not ineligible to be a responsible person under the ACNC Act; and
  - c. is entitled to vote at a general meeting.

### 49. 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.
  - c. The Chairperson of the meeting must declare positions on the Board vacant and hold elections for those positions in accordance with rules 50 to 53.

### 50. Nominations

- (1) Prior to the election of Elected Directors, the Chairperson of the meeting must call for nominations.

- (2) An eligible member of the Association may—
  - a. nominate himself or herself; or
  - b. with the member's consent, be nominated by another member.
- (3) Nominations of candidates for election as one of the 6 Elected Directors of the Association must be –
  - a. made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - b. delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting; and
  - c. accompanied by information required under subrule (4).
- (4) The Board may:
  - a. determine application requirements for nominations made under this Rule; and
  - b. exclude a nomination from the ballot that does not satisfy any requirement provided under subrule (4)(a).
- (5) Where a nomination is excluded under subrule (4), the person who has made the nomination shall be informed by the Chairperson or Secretary prior to the annual general meeting.
- (6) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

## 51. Election of Directors

- (1) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (2) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (3) The ballot for the election of Elected Directors of the Board must be conducted at the annual general meeting in accordance with rule 52.
- (4) Subject to these Rules, each Elected Director shall hold office until the annual general meeting at which that Director must retire from office under subrule (5) but is, subject to these Rules, the Act and the Regulations, eligible for re-election.

- (5) There shall be a rotational system of 3 year terms of office for the Board, so that at each annual general meeting approximately one third of the elected Board and who have served approximately 3 years since they were elected, must retire from office but, provided that they are not disqualified by law from being reappointed, shall be eligible for re-election.
- (6) A maximum limit of 3 consecutive terms may be served.

#### **Transitional provisions**

- (7) For the purposes of the transition to this rotational system of elections:
  - a. at the next annual general meeting occurring after adoption of these Rules, the whole of the Board shall retire but shall be eligible for re-election provided that the maximum number of Elected Directors is not exceeded;
  - b. at the annual general meeting subsequent to the annual general meeting referred to in subrule (7) (a), approximately one third of the Board who have served the longest shall retire, but shall be eligible for re-election provided they are not disqualified from being reappointed;
  - c. at the annual general meeting subsequent to the annual general meeting referred to in subrule (7) (b), the other half of the Board who did not stand down for election at the previous annual general meeting shall stand down, but shall be eligible for re-election provided they are not disqualified from being reappointed
  - d. Any Board member serving at the time of these Rules' adoption who has exceeded nine consecutive years on the Board may serve one additional year from the adoption date to facilitate transition planning, after which they must retire from the board for a minimum of one year before becoming eligible for re-election.
- (8) In the event of a casual vacancy occurring in the office of an Elected Director of the Board, the Board may appoint a member of the Association to fill the vacancy and the member appointed shall hold office until the annual general meeting at which the person who vacated the office of Director early would have been required to retire pursuant to these Rules, if they had not vacated office early.
- (9) If insufficient nominations are received to fill the required number of Elected Directors on the Board, these unfilled positions shall be casual vacancies and may be filled by the Board in accordance with subrule (7).

## 52. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
  - a. each member present in person; and
  - b. each proxy appointed by a member.

### *Example*

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

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

- b. with the agreement of those candidates, decide by lot which of them is to be elected.

### *Examples*

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

## 53. Term of Office for Directors

- (1) Directors shall serve for a term for a period of 3 years but shall be eligible for reappointment.
- (2) Directors shall not be eligible for appointment if they have served as a Director for 9 consecutive years.
- (3) A general meeting of the Association may—
  - a. by special resolution remove a Director from office; and
  - b. elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the Chair 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.

## 54. Vacation of office

- (1) A Director may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Director if he or she—
  - a. ceases to be a member of the Association; or
  - b. fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 65; or
  - c. become ineligible to be a responsible entity (Director) under the ACNC Act; or
  - d. otherwise ceases to be a Director by operation of section 78 of the Act.

### *Note*



*A Director may not hold the office of secretary if they do not reside in Australia.*

## 55. Filling casual vacancies

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that—
  - a. has become vacant under rule 54; 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 to the position within 14 days after the vacancy arises.
- (3) Rule 53 applies to any Director appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

## Division 4—Meetings of Board

### 56. Meetings of Board

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The 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 Chair or by any 4 members of the Board.

### 57. Notice of meetings

- (1) Notice of each Board meeting must be given to each Director no later than 7 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 meeting can be held without notice being given in accordance with rule 57 provided that as much notice as practicable is given to each Director 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 a 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 Director who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Director participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 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 50% or more of the Directors holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
  - a. in the case of a special meeting—the meeting lapses;
  - b. in any other case—the meeting must be adjourned to a date no later than 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 Director present at the meeting has one vote.
- (2) A motion is carried if a majority of Directors present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## 63. Conflict of interest

- (1) A Director 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 member—
  - a. must not be present while the matter is being considered at the meeting; and
  - b. must not vote on the matter.

### *Note*

*Under section 81(3) of the Act, if there are insufficient Directors to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.*

- (3) This rule does not apply to a material personal interest—
  - a. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - b. that the member has in common with all, or a substantial proportion of, the members of the Association.

## 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 members in attendance at the meeting;
- b. the business considered at the meeting;
- c. any resolution on which a vote is taken and the result of the vote;
- d. any material personal interest disclosed under rule 63.

## 65. Leave of absence

- (1) The Board may grant a Director leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

## PART 6—FINANCIAL MATTERS

### 66. Source of funds

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

### 67. 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.
- (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, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Directors.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 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 accurately recorded at the time of the transaction.

## 68. Financial records

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

## 69. 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;
  - e. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

# PART 7—GENERAL MATTERS

## 70. Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - a. the name of the Association must appear in legible characters on the common seal;

- b. a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Directors;
- c. the common seal must be kept in the custody of the Secretary.

## 71. Registered address

- (1) 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—the postal address of the Secretary.

## 72. Notice requirements

- (1) Any notice required to be given to a member or a Director under these Rules may be given—
  - a. by handing the notice to the member personally; or
  - b. by sending it by post to the member at the address recorded for the member on the register of members; or
  - c. by email transmission.
- (2) 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; or
  - b. by sending the notice by post to the registered address; or
  - c. by leaving the notice at the registered address; or
  - d. if the Board determines that it is appropriate in the circumstances—
    - i. by email to the email address of the Association or the Secretary.

## 73. Custody an inspection of books and records

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

*Note*

*See note following rule 17 for details of access to the register of members.*

- (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;
  - 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) If the Scholarship Fund established under Rule 2(2) is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation, fund, authority or institution with similar objects to which income tax deductible gifts can be made:

- a. gifts of money or property for the principal purpose of the Scholarship Fund;
  - b. contributions made in relation to an eligible fundraising event held for the principal purpose of the Scholarship Fund;
  - c. money received by the Scholarship Fund because of such gifts and contributions.
- (5) The body to which the surplus assets are to be given must be decided by special resolution.

## 75. Alteration of Rules

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

### *Note*

*An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.*

## 76. Application of the Associations Incorporation Reform Act 2012

- (1) While the Association is a Registered Charity, the ACNC Act and the Associations Incorporation Reform Act 2012 (Vic) (to the extent that it applies) override any clauses in these Rules which are inconsistent with those Acts.
- (2) If the Association is not a Registered Charity (even if it remains a charity), the Associations Incorporation Reform Act 2012 (Vic) overrides any rule in these Rules which is inconsistent with that Act.
- (3) Where any rule in these Rules is invalid or unenforceable or conflicts with any provision of the Associations Incorporation Reform Act 2012 (Vic) and/or the ACNC Act as applicable under subrules (1) or (2), it will be read and interpreted as being subject to the provision(s) and will be ineffective, but only to the extent of any invalidity, unenforceability or conflict.
- (4) A word or expression that is defined in the Associations Incorporation Reform Act 2012 (Vic) or used in that Act and covering the same subject, has the same meaning as in this Constitution.



## APPENDIX 1 - Form of Appointment of Proxy

I, \_\_\_\_\_ (NAME)

of \_\_\_\_\_ (ADDRESS)

being a member of Professionals in Cardiac Sciences Australia Inc,

appoint \_\_\_\_\_ (NAME)

of \_\_\_\_\_ (ADDRESS)

being a member of Professionals in Cardiac Sciences Australia Inc,

as my proxy vote for me on my behalf at the \_\_\_\_\_ meeting  
of Professionals in Cardiac Sciences Australia to be held on \_\_\_\_\_ (date of meeting) and at any  
adjournment of that meeting.

Choose one (1) of the following options below:

I authorise my proxy to vote on my behalf at their discretion; OR

I authorise my proxy to vote in relation to the following resolutions or matters as follows (set  
out specific instructions to your proxy concerning how to vote in relation to resolutions or  
matters).

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**PiCSA Members Email Address:** \_\_\_\_\_

**Signature of PiCSA Member:** \_\_\_\_\_ **Dated:** \_\_\_\_\_

## APPENDIX 2 - Schedule of Annual Subscription Fees

Fee	Amount
Professional Member	\$110.00
Early Career Member	\$ 90.00
Life Member	Free
Student Member	Free
Affiliate Member <i>(Free for SCT members)</i>	\$110.00