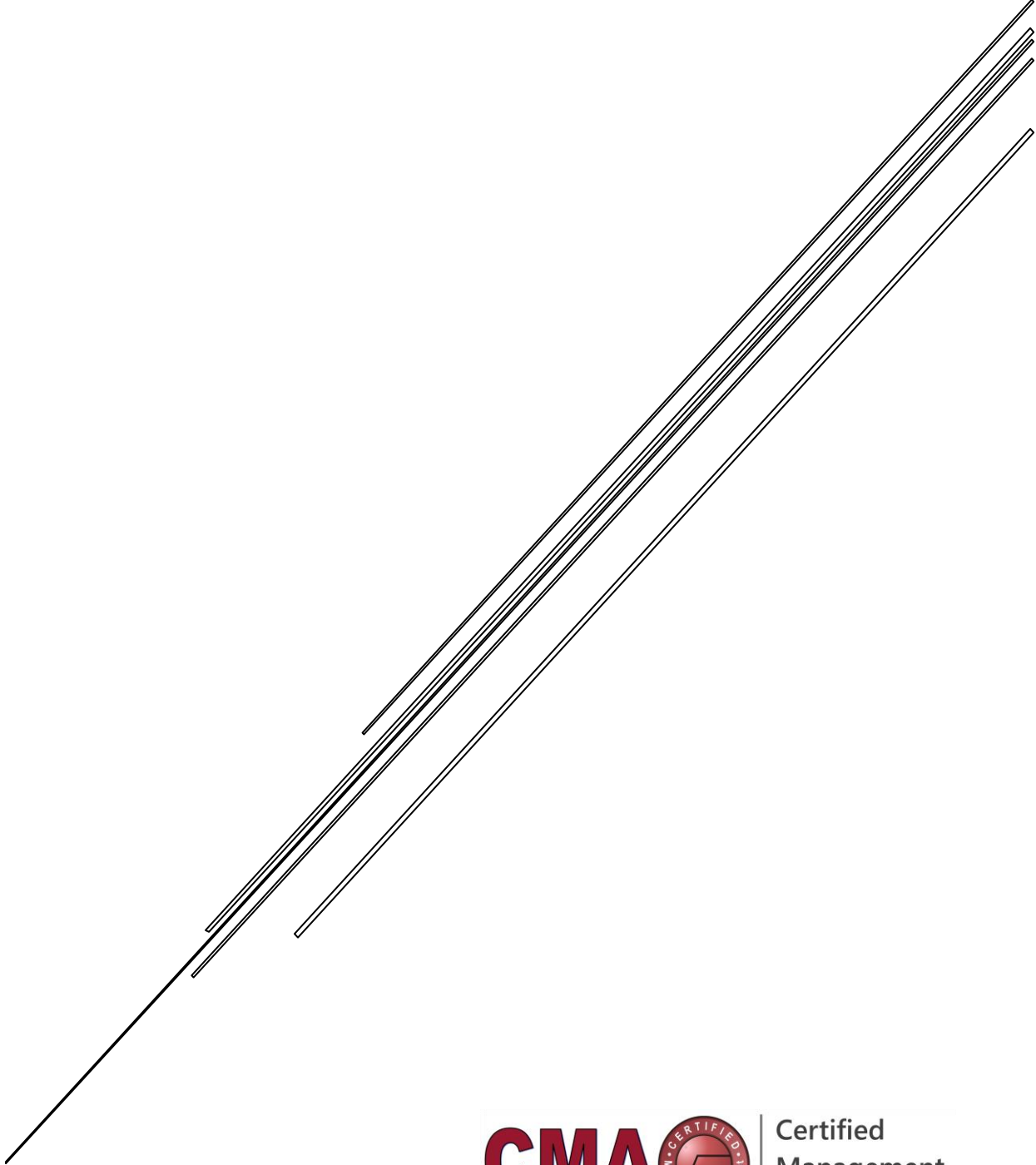


ICMA CONSTITUTION

Revised 11/1/2018



Certified
Management
Accountants

RULES OF THE INSTITUTE OF CERTIFIED MANAGEMENT ACCOUNTANTS

First Adopted (11 /10/ 1996)

Revised (4/03/2004)

Revised (4/11/2007)

Revised (27/11/2013)

Revised (5/10/2017)

Revised (11/1/2018)

PART 1 INTERPRETATION

1. NAME OF THE ASSOCIATION

The name of the association is *Institute of Certified Management Accountants Inc.*
(The "Association")

2. PURPOSE OF THE ASSOCIATION

The purpose of the association is to provide a professional organisation for management accountants, and to educate, encourage, disseminate and promote the management accounting and business analysis specialisations in Australia and overseas.

3. INTERPRETATION

3.1. In these rules, unless the contrary intention appears

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

"**Council**" means the committee defined in clause 13;

"**Financial Year**" means a year ended on 30 June or any other 12-month period determined by the Council;

"**general meeting**" means annual general meetings and special general meetings;

"**Management Accounting**" and "**Management Accountancy**" means the application of professional knowledge and skill in the preparation and presentation of accounting information in such a way as to assist management in the formulation of policies and in the planning and control of the operations of the undertaking.

"**Management Accountant**" means a professionally qualified person who applies the knowledge and skills of management accounting.

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

"**Membership Committee**" means the sub-committee of the Council defined in clause 5;

"**Officer**" means an officer of the Association as defined in clause 15;

"Regulations" means the regulations under the Act.

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

- a) where a person holds office under these Rules as secretary of the Association - to that person; and
- b) in any other case, to the public officer of the Association.

3.3. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984, the Act and the regulations as in force from time to time.

PART 2 MEMBERSHIP

4. MEMBERSHIP OF THE ASSOCIATION

4.1. Grades of membership

There are twelve grades of membership in the Association:

- (a) *Life Member* - membership category by award of the Institute for persons of high esteem who have maintained their membership and have contributed to the development and growth of the Institute - entitled to use the designatory letters FCMA without payment of annual membership fees.
- (b) *Honorary Fellow* - membership category by award of the Institute for persons of high esteem who have contributed to the development of management accountancy and/or the community - entitled to use the designatory letters FCMA without payment of annual membership fees.
- (c) *Fellow Certified Management Accountant* - membership category for persons who have supported the Institute as a qualified member for a minimum period of 15 years or have contributed to the development of management accountancy and/or the community - entitled to use the designatory letters FCMA.
- (d) *Certified Management Accountant* - membership category entitled to use the designatory letters CMA;
- (e) *Associate Management Accountant* - membership category entitled to use the designatory letters AMA;
- (f) *Graduate Management Accountant* - membership category entitled to use the designatory letters GMA;
- (g) *Registered Business Accountant* - membership category entitled to use the designatory letters RBA;
- (h) *Registered Cost Accountant* - membership category entitled to use the designatory letters RCA;

- (i) *Certified Accounting Technician* - membership category entitled to use the designatory letters CAT;
- (j) *Management Accounting Affiliate* - membership category entitled to use the designatory letters MAA;
- (k) *Management Accountant* – membership category for non-financial members but not entitled to use any designatory letters;
- (l) *Student Member* - membership category but not entitled to use any designatory letters; and

4.2. Qualifications

Only natural persons who satisfy the Association's relevant examination requirements (or equivalent) and possess the relevant practical experience are eligible to become Members.

4.3. Experience

- (a) For Certified Management Accountant (CMA) membership - five years approved experience in a senior and responsible Management Accounting position is required.
- (b) For Associate Management Accountant (AMA) membership - three years approved experience is required.
- (c) For Graduate Management Accountant (GMA) membership - no experience is required.
- (d) For Registered Business Accountant (RBA) membership - no experience is required.
- (e) For Registered Cost Accountant (RCA) membership - no experience is required.
- (f) For Certified Accounting Technician (CAT) membership - no experience is required.
- (g) For Management Accounting Affiliate (MAA) membership - no experience is required.
- (h) Applicants for student membership must only prove that they have reached an appropriate standard of general education. The minimum education standard for CMA, AMA and GMA is a degree from a university or equivalent educational institution in accountancy or a related discipline. The minimum education standard for entering the CAT, RCA and RBA programs is a high school leaving certificate or equivalent from a recognised educational institution.
- (i) For the purpose of clauses 3.3(b) and 3.3(c), a demonstration of experience will be required in three main areas:
 - (1) financial and cost accounting skills;
 - (2) application of the principles of cost and management accountancy to real management problems and business analysis; and
 - (3) direct involvement in resource management, decision-making, strategic financial planning and risk management.

- (j) The experience referred to in clause 3.3(j) must be verified by the applicant's sponsor and will be evaluated by the Membership Committee.

4.4. Application for membership

- (a) Any properly qualified natural person may apply by using the form contained in Appendix 1 to become a member of one of the grades of membership of the Association.
- (b) An application for membership must be lodged with the Chief Executive Officer.
- (c) The Chief Executive Officer must refer all applications for membership to the Membership Committee as soon as practicable.
- (d) The Membership Committee must consider each application for membership and make a recommendation in that regard to the Council as soon as practicable.
- (e) The Council must determine as soon as practicable whether to accept or reject the application.
- (f) The Council has the right to waive any membership requirement of an individual or a class of individuals by a unanimous vote.
- (g) A person becomes a Member once:
 - (1) that person's application has been approved by the Council;
 - (2) the application and joining fees and the annual subscription has been paid by that person; and
 - (3) the person's details are entered in the register of members.
- (g) The Chief Executive Officer must notify the applicant in writing as soon as practicable of the outcome of the applicant's application for membership.

4.5. Continuation of membership

A person's membership of the Association automatically terminates upon that person:

- (a) dying;
- (b) becoming insolvent;
- (c) suffering from mental incapacity;
- (d) resigning or termination pursuant to clause 7; or
- (e) not paying the annual subscription or any other fees payable with three months of the due date.

4.6. Membership not transferable

A right, privilege, or obligation of a person by reason of that person's membership of the Association is not capable of being transferred or transmitted to another person.

4.7. Founding Members

Persons who were members of the Association prior to its incorporation automatically become Members upon its incorporation.

5. MEMBERSHIP COMMITTEE

5.1. At the end of each annual general meeting, the Council must appoint a member of the Council to be the chairperson of the Membership Committee.

5.2. The chairperson of the Membership Committee must within 1 week of that person's appointment, appoint two other Members (one of whom must be an Officer) to the Membership Committee. These appointments are at the sole discretion of the chairperson of the Membership Committee.

5.3. The Membership Committee is responsible for processing all applications received for membership of the Association and submitting them to the Council for its final approval together with appropriate recommendations.

6. FEES

6.1. The Council must determine the annual subscription for each grade of membership and any other fees.

6.2. Each Member must pay the annual subscription and any other fees within three months of the due date.

7. REGISTER OF MEMBERS

7.1. The Secretary must maintain a register of members in which must be entered the full name, address, date of commencement and cessation of membership and grade of membership of each Member.

7.2. The register is available for inspection by Members free of charge upon provision of reasonable notice to the Secretary.

8. RESIGNATION AND EXPULSION OF A MEMBER

8.1. A Member who has paid all fees due to the Association may resign from the Association by giving at least one month's notice in writing to the Secretary of that Member's intention to resign. Upon the expiration of that period of notice, that person ceases to be a Member

8.2. Upon the expiration of the period of notice given under clause 7.1 the Secretary must make in the register of members an entry recording the date on which the Member by whom the notice was given ceased to be a Member.

8.3. Subject to these Rules, the Council may by resolution terminate the membership of a Member and expel that Member from the Association after giving the Member an opportunity to be heard by the Council. Such action may be taken by the Council if:

(a) the particular Member has refused or neglected to comply with the Rules; or

(b) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.

8.4. The Chairperson or other duly appointed presiding officer may suspend a Member from a general meeting of the Association if, after due warning has been given, the Member persists in disrupting the orderly proceedings of that meeting.

PART 3 MEETINGS

9. ANNUAL GENERAL MEETING

9.1. The Association must hold an annual general meeting each calendar year.

9.2. The Council must determine the date on which the annual general meeting is to be held.

9.3. The notice convening the annual general meeting must be given not less than 21 days before the date fixed for the holding of the annual general meeting and must identify the meeting as the annual general meeting.

9.4. The ordinary business of the annual general meeting is:

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

(b) to receive from the Council reports upon the transactions of the Association during the last preceding financial year;

(c) to receive from the Council the annual financial statements and the auditor's report on them;

(d) to elect the officers other than Chief Executive Officer and Editor;

(e) to appoint the auditor if deemed necessary pursuant to clause 22;

(f) to receive and consider the statement submitted by the Association in accordance with Section 30 of the Act; and

(g) to deal with such other general business as may be required to further the objects and purposes of the Association.

- 9.5. The annual general meeting is in addition to any other general meetings that may be held in the same year.
- 9.6. The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- 9.7. The Council may propose items of special business for consideration at annual general meetings.
- 9.8. The Council must, on the requisition in writing of not less than fifty Members or one half of the Members from time to time whichever number is the lesser, give notice to Members of items of special business to be considered at the next annual general meeting.
- 9.9. Items of special business must state the objects of the items and must be signed by the requisitionists and deposited at the office of the Association. They may consist of several documents in like form, each signed by one or more of the requisitionists.

10. SPECIAL GENERAL MEETING

- 10.1. All general meetings other than the annual general meeting are special general meetings.
- 10.2. The Council may, whenever it thinks fit, convene a special general meeting of the Association.
- 10.3. Where, but for this clause, more than 15 months would elapse between annual general meetings, the Council must convene a special general meeting before the expiration of that period.
- 10.4. The Council must, on the requisition in writing of Members representing not less than 5% of the total number of Members, convene a special general meeting of the Association.
- 10.5. The requisition for a special general meeting must:
 - (a) state the objects of the meeting;
 - (b) be signed by the Members making the requisition; and
 - (c) be sent to the address of the Secretary,and it may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 10.6. If the Council does not cause a special general meeting to be held within one month after the date on which the requisition is properly sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 10.7. A special general meeting convened by Members in accordance with these Rules must be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council. All reasonable expenses incurred in convening the meeting must be refunded by the Association to the persons incurring those expenses.

11. NOTICE OF GENERAL MEETING

- 11.1.** The Secretary must, at least 14 days before or, if a special resolution has been proposed, at least 21 days before, the date fixed for holding a general meeting of the Association, cause to be sent to each Member at that Member's address appearing in the register of members, and to the auditor (if any), a notice by post, facsimile, telephone or other method of written, audio or audio-visual communication stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting
- 11.2.** In calculating the time period for the provision of notices under clause 10.1, the day on which the notice is served or deemed to be served is excluded and the day appointed for meeting is included.
- 11.3.** No business other than that set out in the notice convening the meeting may be transacted at the meeting.
- 11.4.** The non-receipt of the notice of a general meeting, or a failure to give notice of a general meeting to, any person entitled to receive notice of a general meeting under this clause does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
- (a) the non-receipt or failure occurred by accident or error; or
 - (b) before or after the meeting, the person:
 - (1) has waived or waives notice of that meeting by notice in writing to the Association; or
 - (2) has notified or notifies the Association of the person's agreement to that act, matter, thing or resolution by notice in writing to the Association.
- 11.5.** A person's attendance at a general meeting:
- (a) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (b) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

12. QUORUM, CHAIRPERSON AND BUSINESS AT GENERAL MEETINGS

- 12.1.** Except for the election of a chairperson or the adjournment of the meeting, no item of business shall be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the general meeting is considering that item.
- 12.2.** Fifty members or one half of the Members whichever number is the lesser from time to time being present in person or by proxy and entitled to vote at such meetings constitute a quorum for the transaction of the business of a general meeting.
- 12.3.** If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any

other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present will be a quorum provided they are not less than 3 in number.

12.4. The chairperson of the general meeting will be the President of the Association.

(a) In the event that the President is not present to chair the general meeting, the Chair of Council may be its chairperson.

(b) In the event that both the President and Chair of Council are not present to chair the general meeting, any member elected by majority vote of those present at the general meeting may be its chairperson.

12.5. The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the general meeting from time to time and place to place, but no business can be transacted at an adjourned meeting other than the business left unfinished at the general meeting at which the adjournment took place.

(a) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting must be given as in the case of the general meeting.

(b) Except as provided in sub-clause 11.5(b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

12.6. All or any of the Members may participate in a general meeting of the Association by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairperson of the meeting then is.

12.7. Except in the case of any resolution which as a matter of law requires a special majority, questions arising at a general meeting are to be decided by a majority of votes cast by the Members present at the meeting and any such decision is for all purposes a decision of the Members.

12.8. Upon any question arising at a general meeting of the Association

(a) Member has one vote only.

(b) All votes shall be given personally or by proxy.

12.9. A Member is not entitled to vote at any general meeting unless all moneys due and payable to the Association have been paid as required by these Rules.

12.10. A resolution put to the vote must be determined on a show of hands or on the voices as appropriate. Unless before or on the declaration of such a vote a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands or on the voices (as the case may be), been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the minute book of

the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

12.11. An objection to the qualification of a person to vote at a general meeting:

- (a) must be raised before or at the meeting at which the vote objected to is given or tendered; and must be referred to the chairperson of the meeting, whose decision is final
- (b) A vote not disallowed by the chairperson of a meeting under clause 12.11(a) is valid for all purposes.

12.12. In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.

12.13. If at a meeting a poll on any question is demanded by not less than 3 Members:

- (a) It must be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at any such time before the close of the meeting as the chairperson may direct.

12.14. Each Member shall be entitled to appoint another Member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy must be in the form set out in Appendix 2.

12.15. For a proxy to be valid for purposes of voting at a general meeting, it must:

- (a) be signed by the member granting it;
- (b) name the Member authorised to use it and specify the meeting at which it may be exercised; and
- (c) be registered with the Secretary at least 24 hours before the time notified for the meeting.

12.16. A proxy may be appointed for all general meetings, or for the any number of general meetings, or for a particular general meeting.

12.17. Unless otherwise provided in the proxy instrument, an instrument appointing a proxy will be taken to confer authority:

- (a) to agree to a meeting being convened by shorter notice than is required by the Rules;
- (b) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given;
- (c) to speak to any proposed resolution on which the proxy may vote;
- (d) to demand or join in demanding a poll on any resolution on which the proxy may vote;

(e) even though the instrument may refer to specific resolutions and may direct the proxy how to vote on those resolutions:

- (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
- (2) to vote on any procedural motion, including any motion to elect a chairperson, to vacate the chair or to adjourn the meeting; and
- (3) to act generally at the meeting; and

(f) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.

12.18. An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on a proposed resolution except as directed in the instrument.

12.19. All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specifically referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

12.20. Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.

PART 4 COUNCIL

13. AFFAIRS OF ASSOCIATION TO BE MANAGED BY AN COUNCIL

13.1. The affairs of the Association must be managed by the Council.

13.2. The Council comprises the Officers and up to two ordinary members elected under clause 12.6.

13.3. The Council may by its own resolution change the constitution, structure and size of the Council.

13.4. The Council:

- (a) controls and manages the business and affairs of the Association.
- (b) may, subject to the rules, the Act and the Regulations, do all such acts and things and exercise all such powers and functions as may be exercised by the Association, and appear to the Council to be essential for the proper management of the business and affairs of the Association other than those acts, things, powers and functions that are required by these Rules and the Act to be exercised by annual general meetings of Members;

- (c) may appoint Members to any sub-committees of the Council and may, in its discretion, from time to time, delegate any task or decision-making process to such a sub-committee or to the Chief Executive Officer;
- (d) must determine the annual subscription and other fees (if any);
- (e) must appoint a Chief Executive Officer and the Editor;
- (f) must supervise the activities of the Officers and the Membership Committee; and
- (g) must determine the appropriate remuneration (if any) for each Officer and persons providing services to the Association.

13.5. The Association in general meeting may by a resolution:

- (a) Remove any member of the Council before the expiration of the member's term of office and appoint another Member in that member's place to hold office until the expiration of the term of that member of the Council.
- (b) Where the member to whom a proposed resolution referred to in clause (a) above makes representations in writing to the Secretary or President (not exceeding a reasonable length) and request that they be notified to the Members, the Secretary or the President may send a copy of the representation to each Member or, if they are not so sent, the member may require that they be read out at the meeting.

13.6. The annual general meeting must by resolution:

- (a) decide the number of ordinary members of the Council (if any) it wishes to hold office for the next year.
- (b) A single election may be held to fill all of those positions.
- (c) If the number of members nominated for the position of Council member is less than or equal to the number to be filled, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (d) If the number of members nominated exceeds the number to be filled, a ballot will be conducted in such usual and proper manner as the Council may direct.

14. MEETINGS OF THE COUNCIL

- 14.1.** The Council shall meet from time to time at such place and at such times as the Council may determine, but not less than once in each calendar year.
- 14.2.** Special meetings of the Council may be convened by the Chair of Council or by any three members of the Council.
- 14.3.** Written notice of each Council meeting specifying the time and place of the meeting and the general nature of the business to be transacted must be given to each member of the Council by delivering it to the member at least 2 business days before the date of the meeting by post, facsimile, telephone, or

other method of written, audio or audio-visual communication. No other business shall be transacted at such a meeting.

14.4. The non-receipt of a notice of meeting of the Council by, or a failure to give notice of a meeting of the Council to, a member of the Council does not invalidate any act, matter or thing done or a resolution passed at the meeting if:

(a) the non-receipt or failure occurred by accident or error;

(b) before or after the meeting, the member of the Council:

- (1) has waived or waives notice of the meeting by notifying the Association to that effect in person or by post, facsimile, telephone or other method of written, audio or audio-visual communication; or
- (2) has notified or notifies the Association of his or her agreement to that act, matter, thing or resolution personally or by post, facsimile, telephone or other method of written, audio or audio-visual communication; or
- (3) the member of the Council attended the meeting.

14.5. The non-receipt of a notice of a meeting of the Council by, or a failure to give notice of a meeting of the Council to, a member of the Council on leave of absence approved by the Council does not invalidate any act, matter or thing done or resolution passed at the meeting if:

(a) the non-receipt or failure occurred by accident or error;

(b) before or after the meeting, the nominee appointed by the member of the Council:

- (1) has waived or waives notice of the meeting by post, facsimile, telephone or other method of written, audio or audio-visual communication; or
- (2) has notified or notifies the Association of his or her agreement to that act, matter, thing or resolution personally or by post, facsimile, telephone or other method of written, audio or audio-visual communication; or
- (3) the nominee, or member of the Council who appointed the nominee, attended the meeting.

14.6. Attendance by a person at a meeting of the Council waives any objection of that person and:

(a) if the person is a member of the Council, any nominee appointed by that member of the Council; or

(b) if the person is a nominee, any member of the Council who appointed that person as nominee.

14.7. At meetings of the Council:

(a) The Chair of Council presides; or

- (b) if the Chair of Council is absent, one of the remaining members of the Council may be chosen by the members present to preside over the meeting.
- 14.8.** Questions arising at a meeting of the Council or of any sub-committee appointed by the Council are determined by a majority of votes cast by the members present and any such decision is for all purposes a determination of the Council.
- 14.9.** A resolution is decided by a show of hands or on the voices as appropriate or, if demanded by a member of the Council, by a poll taken in such manner as the person presiding at the meeting may determine.
- 14.10.** Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 14.11.** All votes must be given personally or by nominee.
- 14.12.** The President, Chair of Council and any other one member of the Council present in person constitute a quorum for the transaction of the business of a meeting of the Council.
- 14.13.** No business shall be transacted at a meeting of the Council unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting is adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 14.14.** Subject to any requirements as to quorum, the Council may act notwithstanding any vacancy on the Council.
- 14.15.** All or any of the members of the Council or any sub-committee appointed by the Council may participate in a meeting of the Council or that sub-committee by means of a conference telephone or any communication equipment which allows all persons participating in a meeting to hear each other. A person so participating will be deemed to be present in person at the meeting and is entitled to vote or be counted in a quorum accordingly. Such a meeting is deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairperson of the meeting then is.
- 14.16.** Any member of the Council who has a financial interest in any contract or arrangement made or proposed to be made with the Association must:
- (a) Disclose their interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration if their interest then exists, or in any other case at the first meeting of the Council after the acquisition of their interest.
 - (b) If they become interested in a contract or arrangement after it is made or entered into, they shall disclose their interest at the first meeting of the Council after they become so interested.
 - (c) No member of the Council shall remain present at any meeting of the Council during any consideration or discussion of, or the taking of any vote on any question with respect to any contract or arrangement in which they are interested.

- 14.17.** If all of the members of the Council who are entitled to vote on a resolution assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed and those members would have constituted a quorum at a meeting of the Council:
- (a) Then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Council.
 - (b) A member of the Council may signify assent to a document by signing the document or by notifying the Association of the member's assent in person or by post, facsimile, telephone or other method of written, audio or audio-visual communication.
- 14.18.** A member of the Council may appoint a Member to be that person's nominee on the Council for a period not exceeding 2 months.
- (a) In the absence of the appointer, a nominee may exercise any powers that the appointer may exercise and the exercise of any such power by the nominee is to be taken to be the exercise of the power by the appointer.
 - (b) The appointment of a nominee may be terminated at any time by the appointer even though the period of appointment has not expired.
 - (c) An appointment, or the termination of an appointment, of a nominee must be in writing signed by the member of the Council and does not take effect unless and until the Association has received notice in writing of the appointment or termination.
- 14.19.** The quorum and procedures of any sub-committee appointed by the Council or constituted or established under the Rules are the same as for the Council.

PART 5 OFFICERS

15. OFFICERS

15.1. The officers of the Association are:

- (a) President;
- (b) Chair of Council;
- (c) Vice-President(s);
- (d) Chief Executive Officer;
- (e) Secretary;
- (f) Treasurer; and
- (g) Editor.

15.2. Subject at all times to clause 15.8, the Officers hold office until the annual general meeting next after their election. All Officers are eligible for re-election.

15.3. Only Members may be Officers.

15.4. In the event of a casual vacancy occurring in any office of the Association, the Council must as soon as convenient appoint:

- (a) an Officer to that vacated office, whereupon the position from which that Officer is appointed is deemed vacant; or
- (b) a Member to that vacated office, and such additional Member or Members as may be required to fill all vacancies in the offices of the Association.

15.5. Any Officer appointed to fill a vacancy under the foregoing clause holds that office only until the next annual general meeting of the Association.

16. ELECTION OR APPOINTMENT OF OFFICERS

16.1. Other than the offices of Chief Executive Officer and Editor, all other Officers are elected by the Members at the relevant annual general meeting.

16.2. Within 30 days of each annual general meeting, the Council must determine which Members will be;

- (a) Chief Executive Officer; and
- (b) Editor,

until the next Annual General Meeting.

16.3. Nominations of candidates for election as Officers (other than Chair of Council, Chief Executive Officer and Editor) must be:

- (a) delivered to the Chief Executive Officer not less than 14 days before the date fixed for the holding of the annual general meeting;
- (b) in writing, signed by a sponsoring Member and by the candidate as giving consent to the nomination; and
- (c) for one office only.

16.4. Nominations of candidates for election as Chair of Council must be made by the Council and delivered to the Chief Executive Officer not less than 30 days before the date fixed for the holding of the annual general meeting.

16.5. If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated are deemed to be elected and further nominations will be received at the annual general meeting.

16.6. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.

16.7. If the number of nominations exceeds the number of vacancies to be filled, a ballot of members will be held at the annual general meeting.

16.8. The ballot for the election of Officers will be conducted at the annual general meeting in such usual and proper manner as the Council may direct.

16.9. The members of the Council must agree amongst themselves who will cease to hold office at the following annual general meeting and who will cease to hold office at the next following meeting, such that as nearly as may be possible one half will cease to hold office at each of those two following meetings.

17. VACATION OF OFFICE

17.1. For the purposes of these Rules, an office of the Association becomes vacant if the Officer;

(a) resigns his or her office by writing under his or her hand addressed to the Council; or

(b) ceases to be a Member.

18. PRESIDENT/CHAIR OF COUNCIL/VICE-PRESIDENT

18.1. The President:

(a) is responsible for conducting and co-ordinating the activities of the Association according to the statement of purposes of the Association and these Rules;

(b) may use the designation Global President in all appropriate occasions.

18.2. The Chair of Council:

(a) is responsible for presiding Council meetings and representing the Association in all appropriate occasions;

(b) may use the designation Global Chairman in all appropriate occasions.

18.3. A Vice-President:

(a) is responsible for representing the Association in all appropriate occasions;

(b) may use the designation Global Vice President in all appropriate occasions.

19. CHIEF EXECUTIVE OFFICER/SECRETARY/TREASURER

19.1. The Chief Executive Officer:

(a) may use the designation Global Chief Executive Officer in all appropriate occasions.

19.2. The persons appointed Chief Executive Officer/Secretary/Treasurer must between them:

(a) keep minutes of the resolutions and proceedings of each general meeting and each Council meeting in books provided for that purpose together with a record of the names of persons at Council and other meetings;

(b) issue notices of meeting;

- (c) engage in correspondence on behalf of the Association;
- (d) assist the Council to apply to the Commonwealth Government, other appropriate government agencies and appropriate entities for funding of the Association's activities;
- (e) collect and receive all moneys due to the Association and make all payments authorised by the Association;
- (f) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
- (g) engage in all other matters of an administrative nature relating to the Association and which, under these Rules, are not the responsibility of any Member;
- (h) present at the annual general meeting a statement containing the particulars required under section 30(3); and
- (i) if requested to do so by a majority of the Council, present an annual budget at the annual general meeting in respect of the following year.

20. PUBLIC OFFICER

20.1. The public officer of the Association is the Chief Executive Officer.

20.2. In addition to any duties prescribed by the Act, Regulations or these Rules, the Public Officer has the duties prescribed in sections 13, 16, 22, 28, 30, 35 and 47 of the Act.

PART 6 GENERAL

21. INCOME AND PROPERTY OF THE ASSOCIATION

21.1. The income and property of the Association, however derived, must be applied solely towards the promotion of the objects and purposes of the Association.

22. KEEPING OF ACCOUNTS

22.1. The Treasurer must:

- (a) keep accounting records that correctly record and explain the transactions of the Association (including any transactions as trustee) and the financial position of the Association;
- (b) keep accounting records in such a manner as will enable:
 - (1) preparation from time to time of true and fair accounts of the Association; and
 - (2) accounts of the Association to be conveniently and properly audited in accordance with these Rules.
- (c) keep the accounting records at a place or places as the Council may decide;

(d) make accounting records available for inspection by Members at all reasonable times upon reasonable notice; and

(e) collect and receive all monies due to the Association and make all payments authorised by the Association.

23. BANKING AND FINANCE

23.1. The Treasurer will, on behalf of the Association, receive and account for all moneys paid to the Association.

23.2. The Council will open with a bank selected by the Council a banking account in the name of the Association into which the Treasurer must deposit all moneys received by the Association.

23.3. The Council may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.

23.4. Except with the authority of the Council, no payment of a sum exceeding two dollars may be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account. The Council may establish a cash advance to meet minor or urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Council may impose.

24. AUDITOR

24.1. At each annual general meeting of the Association, the Members must appoint a person as the auditor of the Association.

24.2. The person so appointed holds office until the following annual general meeting and is eligible for re-appointment.

24.3. The auditor must be a member of Chartered Accountants Australia and New Zealand, CPA Australia or any body described in section 1280 of the Corporations Act 2001 or any amendment or re-enactment thereof and must be registered as a company auditor under section 1280 of the Corporations Act 2001.

24.4. The remuneration of the auditor will be determined from time to time by the Council.

24.5. The audit programme must be drawn up by the auditor and in the preparation of the programme the auditor must have regard to modern practice and the auditing standards issued from time to time by the recognised Australian Accounting bodies and the advisory notes for auditors issued by the Council from time to time.

24.6. If at an annual general meeting there is no nomination for appointment of an auditor, or if a casual vacancy occurs in the office of auditor during the course of a Financial Year of the Association, the Council must appoint an auditor for the then current Financial Year of the Association and the person so appointed holds office until the next annual general meeting.

25. AUDIT OF ACCOUNTS

- 25.1.** The auditor appointed under clause 23 must report to Members on the financial statements required to be laid before the annual general meeting and on the Association's accounting records and other records relating to those accounts.
- 25.2.** The auditor must state:
- (a) whether the statements of revenue and expenditure and of financial position are properly drawn up so as to give a true and fair view respectively of the revenue and expenditure of the Association for the financial year and of the financial position as at the end of the Financial Year to which the statements relate;
 - (b) whether the accounting records and other records to be kept by the Association have been properly kept;
 - (c) any defect or irregularity in the financial statements and any matter not set out in the financial statements without regard to which a true and fair view of the matters dealt with by the financial statements would not be obtained; and
 - (d) if they are not satisfied as to any matter referred to in paragraphs (a), (b) or (c) of this clause, the reasons for not being satisfied.
- 25.3.** The auditor has a right of access at all reasonable times to the accounts and other records of the Association and is entitled to require from any officer, employee, agent or servant of the Association such information and explanations required for the purposes of the audit.
- 25.4.** The auditor, or agent of the auditor authorised in writing for the purpose, is entitled to attend any general meeting of the Association and to receive notices of any general meeting that a Member is entitled to receive and to be heard at any general meeting attended by the auditor on any part of the business of the meeting that concerns the auditor and is entitled to be heard notwithstanding any move towards retirement at that meeting or any resolution of removal from office to be passed at that meeting.

26. ANNUAL FINANCIAL STATEMENTS

- 26.1.** The Officers must cause to be made out in relation to the Association, statements of revenue and expenditure for the last Financial Year and of the financial position as at the end of the last Financial Year which give a true and fair view respectively of the revenue and expenditure of the Association for that Financial Year and of its financial position as at the end of that Financial Year.
- 26.2.** The Officers must cause to be attached to the statements provided for in clause 25.1 of the auditor's report relating to those statements.
- 26.3.** The Officers must cause to be attached to any statements referred to in clause 25.1, a statement made in accordance with a resolution of the Council and signed by not less than two Officers stating whether in the opinion of the Council:
- (a) the statement of revenue and expenditure is drawn up so as to give a true and fair view of the revenue and expenditure of the Association for the Financial Year;

- (b) the statement of financial position is drawn up so as to give a true and fair view of the state of affairs of the Association as at the end of the Financial Year; and
- (c) there are reasonable grounds to believe that the Association will be able to pay its debts as and when they fall due.

27. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and one other member of the Council.

28. SEAL

- 28.1.** The common seal of the Association must be kept in the custody of the Secretary.
- 28.2.** The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures either of two members of the Council or one member of the Council and the Public Officer of the Association.

29. ALTERATIONS TO RULES

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

30. NOTICES

- (a) A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post, facsimile, telephone, or other method of written, audio or audio-visual communication to the member at his address shown in the register of members.\
- (b) Where a document is properly addressed, and if posted it is properly posted, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post, or facsimile transmission or by courier as the case may be.

31. WINDING UP OR CANCELLATION

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

32. CUSTODY OF RECORDS

- (a) Except as otherwise provided in these Rules, the Chief Executive Officer must keep in the Chief Executive Officer 's custody or under the Chief Executive Officer 's control all books, documents and securities of the Association.
- (b) All financial statements, minutes of meetings and securities of the Association are available for inspection by any Member upon reasonable notice.

33. FUNDS

33.1. The funds of the Association are derived from entrance fees, annual subscriptions, funding, donations and other sources as the Council determines.

33.2. The Council determines how the funds of the Association are to be used.

34. ASSOCIATION'S OFFICE

The office of the Association is Unit 5, 20 Duerdin Street, Clayton North, Vic. 3168 AUSTRALIA, or any other place as the Council may from time to time determine.

35. PROHIBITION AND ENFORCEABILITY

35.1. Any provision of, or the application of any provision of, these Rules which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.

35.2. Any provision of, or the application of any provision of, these Rules which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.