

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012



RULES
of
AUSOM Incorporated
Registration No A0005646X

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PART 1 – PRELIMINARY

1 Name

The name of the incorporated association is 'AUSOM Incorporated', hereinafter referred to as 'AUSOM'.

2 Purposes

The purposes of AUSOM are:

- (a) to provide a forum or venue for users of Apple products to meet and help each other;
- (b) to share information and resources;
- (c) to promote personal computing.

3 Financial year

The financial year of AUSOM is each period of 12 months ending on 31 December.

4 Definitions

In these Rules –

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

AUSOM News is the official organ of AUSOM and is published in electronic and print forms on a regular basis.

Chairperson means the person chairing the meeting as required under Rule 46;

Committee means the Committee having management of the business of AUSOM;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of AUSOM convened under Rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of Rule 22;

disciplinary subcommittee means the subcommittee appointed under Rule 20;

financial year means the 12 month period specified in Rule 3;

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

monthly meeting means any meeting of members to further AUSOM's purposes. No business is transacted at a monthly meeting.

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 AUSOM

5 Powers of AUSOM

- (1) Subject to the Act, AUSOM has power to do all things incidental or conducive to achieving its purposes.
- (2) Without limiting subrule (1), AUSOM 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) AUSOM may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) AUSOM must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule (1) does not prevent AUSOM 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.

PART 3 – MEMBERS AND PROCEDURES

Division 1 – Membership

7 Minimum number of members

AUSOM must have at least nine (9) members.

8 Eligibility

Any person who supports the purposes of AUSOM is eligible for membership.

9 Application for membership

- (1) To become a member, a person must submit an application to AUSOM on the prescribed form or a copy thereof, stating that they –
- (a) wish to become a member of AUSOM, that they
 - (b) support the purposes of AUSOM, and
 - (c) agree to comply with these Rules.
- (2) The application must be accompanied by the annual fee.
- (3) An incomplete application may adversely affect the new member's access to membership rights and privileges which rely on the missing information.

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee 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 Committee –

- (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting, and
 - (b) the Secretary must, as soon as practicable, ensure that the name and address of the new member, and the date of becoming a member, is entered in the register of members.
- (2) A person becomes a member of AUSOM and, subject to Rule 13(2), is entitled to exercise their rights of membership from the date the Committee approves their membership.

12 Annual Fees

- (1) At each Annual General Meeting Committee shall propose a schedule of fees (if any) for the following year to be ratified by member approval and any changes will take effect from the members' renewal date.
- (2) Should an emergency arise Committee may propose a fee increase to be ratified as soon as practicable by member approval at an Special General Meeting.
- (3) The Committee may determine that different annual fees are payable by different classes of member.
- (4) The schedule of fees will be published in *AUSOM News*.
- (5) The rights of a member (including the right to vote) who has not paid the annual fee by the due date are suspended until the fee is paid.

13 Rights of members

- (1) A member 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 AUSOM as provided under Rule 76, and
 - (f) to inspect the register of members, and
 - (g) to be informed by email of the availability of *AUSOM News* for downloading.
- (2) A member is entitled to vote unless –
 - (a) less than 10 business days have passed since they became a member of AUSOM, or
 - (b) their membership rights have been suspended for any reason.

14 Concessional, additional family and life members

- (1) A concessional member is a member who possesses a current Pensioner Concession Card, DVA Gold Card, Low Income Health Care Card or Student Concession Card.
- (2) An additional family member is a member who permanently resides with a current member or concessional member; their entitlement to this class of membership ends when this condition no longer applies.
- (3) A life member is a member who, because of their significant contribution to AUSOM over several years, has been approved by resolution at a general meeting to be a member for life and exempted from paying annual fees.

15 Rights not transferable

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

16 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.

- (2) If a person ceases to be a member of AUSOM, the Secretary must ensure that, as soon as practicable, the date the person ceased to be a member is entered in the register of members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the Secretary of AUSOM.
- (2) A member is taken to have resigned if the member's annual fee is more than three months in arrears.

18 Register of members

- (1) The Secretary must ensure that a register of members is kept and maintained that includes –
 - (a) for each current member –
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is a concessional, additional family or life member, a note to that effect;
 - (v) any other information determined by the Committee, and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2 – Disciplinary action

19 Grounds for taking disciplinary action

AUSOM 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 AUSOM, or
- (c) has engaged in conduct prejudicial to AUSOM.

20 Disciplinary subcommittee

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

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member –
 - (a) stating that AUSOM 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 they 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

- (e) setting out the member's appeal rights under Rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 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 AUSOM.
- (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.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from AUSOM under Rule 22 may give notice to the effect that they wish 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 Committee 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 AUSOM 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.

24 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 Committee 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

25 Application

- (1) The grievance procedure set out in this Division applies to disputes between –
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and AUSOM.
- (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.

26 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.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within 10 days –
 - (a) notify the Committee 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 Committee, or
 - (ii) if the dispute is between a member and the Committee or AUSOM – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of AUSOM but in any case must not be a person who has a personal interest in the dispute, or is biased in favour of or against any party.

28 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.

29 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 – MEETINGS

30 Monthly meetings

- (1) Meetings to further the purposes of AUSOM will be held as and where determined by the Committee.
- (2) Entry to these meetings will be: –
 - (a) free for members,
 - (b) at a price determined by the Committee for visitors.
- (3) Attendees must sign in and wear a membership or visitors badge prominently at all times.

31 Annual general meetings

- (1) The Committee must convene an annual general meeting of AUSOM to be held within five months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) 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 Committee on the activities of AUSOM during the preceding financial year, and
 - (ii) the financial statements of AUSOM for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

32 Special general meetings

- (1) Any general meeting of AUSOM, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 34 may be conducted at the meeting.

33 Special general meeting held at request of members

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

- (5) AUSOM must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

34 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 33(3), the members convening the meeting) must give to each member of AUSOM –
 - (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 35(5).

35 Proxies

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) If the Committee has approved a form for the appointment of a proxy, it shall include the postal and email address and name and position of the Chairperson (President or Returning Officer) to whom the form may be sent, however 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 34 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 Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Returning Officer or Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or email to the Returning Officer will only be effective if it is received before 12 noon on the day before the meeting.

36 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.

37 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 36) of 10% of the members entitled to vote.

- (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 33 – the meeting must be dissolved;
 - (b) in any other case –
 - (i) the meeting must be adjourned to a date not more than 35 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 less than 5% of membership) may proceed with the business of the meeting as if a quorum were present.

38 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 34.

39 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 24.

40 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.

41 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson may, on the basis of a show of hands, declare that a resolution has been carried, carried unanimously, carried by a particular majority, or lost, and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll 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.

42 Minutes

- (1) The Committee must ensure that minutes of each general meeting are taken and kept.
- (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 members attending the meeting, including members participating remotely in accordance with Rule 36(1), and
 - (b) the names of members that have given proxy forms to the Chairperson of the meeting under Rule 35(6), and
 - (c) the financial statements submitted to the members in accordance with Rule 31(3)(b)(ii), and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of AUSOM.

PART 5 – COMMITTEE

Division 1 – Powers of Committee

43 Role and powers

- (1) The business of AUSOM must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of AUSOM except those powers that these Rules or the Act require to be exercised by general meetings of the members of AUSOM.
- (3) The Committee may –
 - (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

44 Delegation

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

Division 2 – Composition and duties of Committee

45 Composition of Committee

The Committee consists of a President, a Vice-President, a Secretary, a Treasurer and four ordinary members elected under Rule 54.

46 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that AUSOM complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties –
 - (a) in good faith in the best interests of AUSOM, and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of –
 - (a) their position, or
 - (b) information acquired by virtue of holding their position –
so as to gain an advantage for themselves or any other person or to cause detriment to AUSOM.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

47 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be –
 - (a) in the case of a general meeting – a member elected by the other members present, or
 - (b) in the case of a committee meeting – a committee member elected by the other committee members present.

48 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must –
 - (a) maintain the register of members in accordance with Rule 18, and
 - (b) keep custody of meeting minutes, register of members, correspondence and other important documents, excluding financial records.-
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents, and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give notice of their appointment to the Registrar within 14 days of same.

49 Treasurer

- (1) The Treasurer must –
 - (a) receive all moneys paid to or received by AUSOM and issue receipts for those moneys in the name of AUSOM, and
 - (b) ensure that all moneys received are paid into the account of AUSOM within five working days of receipt, and
 - (c) make any payments authorised by the Committee or by a general meeting of AUSOM from AUSOM's funds, and
 - (d) ensure cheques or digital transfers are signed by two committee members.
- (2) The Treasurer must –

- (a) ensure that the financial records of AUSOM are kept in accordance with the Act, and
 - (b) present to meetings of Committee an accurate account of funds available and a 90 day liabilities prediction, and
 - (c) coordinate the preparation of the financial statements of AUSOM and their certification by the Committee prior to their submission to the annual general meeting of AUSOM.
- (3) The Treasurer must ensure that at least one other committee member has access to AUSOM's accounts and financial records.

Division 3 – Election of Committee

50 Eligibility for Committee membership

A member is eligible to be elected or appointed as a committee member if they are –

- (a) 18 years or over, reside in Australia and
- (b) entitled to vote at a general meeting.

51 Positions to be declared vacant

- (1) This Rule applies to the annual general meetings of AUSOM, after the annual report and financial statements of AUSOM have been dealt with.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and the Returning Officer appointed by the Committee shall chair elections for those positions in accordance with Rules 52 to 55.

52 Nominations

- (1) Prior to the election of each position, the Returning Officer must call for nominations to fill that position.
- (2) An eligible member of AUSOM may –
 - (a) nominate themselves, or
 - (b) with the member's consent, be nominated by another member.
- (3) All nominations must be seconded by another member.
- (4) 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.

53 Election of Officers

- (1) At the annual general meeting, separate elections must be held for the positions of President, Vice-President, Secretary and Treasurer.
- (2) If only one member is nominated for the position, the Returning Officer must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with Rule 55.
- (4) At the conclusion of the election, the new President may take over as Chairperson.

54 Election of ordinary members

- (1) A single election may be held to fill all of those positions.
- (2) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Returning Officer must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 55.

55 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 speech of not more than 5 minutes duration in support of their 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.
- (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 elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the Returning Officer is unable to declare the result of an election under subrule (10) because two or more candidates received the same number of votes, then they must –
 - (a) with the agreement of those candidates, decide by lot which of them is to be elected, or,
 - (b) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected.

56 Term of office

- (1) Subject to subrule (3) and Rule 57, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of AUSOM may –
 - (a) by special resolution remove a committee member from office, and
 - (b) elect an eligible member of AUSOM to fill the vacant position.
- (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 President of AUSOM (not exceeding 300 words) and may request that the representations be provided to the members.
- (5) The Secretary or the President may give a copy of the representations to each member of AUSOM 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.

57 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if they –
 - (a) cease to be a member of AUSOM, or

- (b) fail to attend three consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under Rule 67, or
- (c) resign, reside outside Australia or file for bankruptcy.

58 Filling casual vacancies

- (1) The Committee may appoint an eligible member of AUSOM to fill a position on the Committee that –
 - (a) has become vacant, or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 56 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Committee

59 Meetings of Committee

- (1) The Committee must meet at least four times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of AUSOM at which they were elected.
- (3) Committee meetings may be convened by the President or by any four members of the Committee, including at least two Officers.

60 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) 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.

61 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 60 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

62 Procedure and order of business

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

63 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee 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.

64 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under Rule 63) of a majority of the committee members (including at least two Officers).
- (3) If a quorum is not present within 30 minutes of the notified commencement time of a committee meeting, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 60.

65 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members 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 Committee.
- (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.

66 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (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.
- (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 AUSOM is established, or
 - (b) that the member has in common with all, or a substantial proportion of, the members of AUSOM.

67 Minutes of meeting

- (1) The Committee must ensure that minutes of each committee meeting are taken and kept.
- (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 motion on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under Rule 66(1).

68 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding three months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.
- (3) A member on leave of absence is not counted in the calculation of a quorum.

PART 6 – FINANCIAL MATTERS

69 Source of funds

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

70 Management of funds

- (1) AUSOM must maintain its accounts with a reputable financial institution from which all expenditure is made and into which all revenues are deposited.
- (2) Subject to any restrictions imposed by a special general meeting of AUSOM, the Committee may approve expenditure on behalf of AUSOM.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of AUSOM (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee 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 two committee members.
- (5) All funds of AUSOM must be deposited into the appropriate financial account of AUSOM no later than five working days after receipt.
- (6) With the approval of the Committee, 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.

71 Financial records

- (1) AUSOM 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) AUSOM must retain the financial records for seven years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control –
 - (a) the financial records for the current financial year, and
 - (b) any other financial records as authorised by the Committee.

72 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of AUSOM 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 Committee;
 - (d) the submission of the financial statements to the annual general meeting of AUSOM;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

73 Subscription Services

- (1) AUSOM may provide optional services which further the purposes of AUSOM at additional cost to members.
- (2) Such services will be provided upon payment of a subscription.
- (3) At each Annual General Meeting Committee shall propose the price of subscriptions (if any) for the following year, to be ratified by member approval, and any changes will take effect from the members' renewal date.
- (4) Should an emergency arise Committee may propose a subscription increase to be ratified as soon as practicable by member approval at an Special General Meeting.
- (5) The price of subscriptions will be published in *AUSOM News*.

PART 7 – GENERAL MATTERS

74 Registered address

The registered address of AUSOM is –

- (a) the address determined from time to time by resolution of the Committee, or
- (b) if the Committee has not determined an address to be the registered address – the postal address of the Secretary.

75 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given –
 - (a) by handing the notice to the member personally, or
 - (b) by posting it to the member at their address as recorded in the register of members, or
 - (c) by email, or
 - (d) by publication in *AUSOM News*.
- (2) Subrule (1) does not apply to notice required for an urgent committee meeting.
- (3) Any notice required to be given to AUSOM or the Committee may be given –
 - (a) by handing the notice to a member of the Committee, 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 Committee determines that it is appropriate in the circumstances, by email to AUSOM or the Secretary.

76 Custody and inspection of books and records

- (1) Members may on request inspect free of charge –
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of AUSOM, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of AUSOM that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of AUSOM.
- (3) These Rules shall be accessible to members via the AUSOM website.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of AUSOM referred to in this Rule and AUSOM 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 AUSOM and includes the following –
- (a) membership records;
 - (b) financial statements;
 - (c) financial records;
 - (d) records and documents relating to transactions, dealings, business or property of AUSOM.

77 Winding up and cancellation

- (1) AUSOM may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of AUSOM, the surplus assets of AUSOM must not be distributed to any members or former members of AUSOM.
- (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 AUSOM and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

78 Alteration of Rules

These rules may only be altered by special resolution of an annual or special general meeting of AUSOM.