

ASSOCIATIONS INCORPORATION ACT 1981

AUSTRALIAN CARDIOVASCULAR HEALTH AND REHABILITATION ASSOCIATION INCORPORATED

STATEMENT OF PURPOSES

1. The name of the proposed incorporated association is Australian Cardiovascular Health and Rehabilitation Association Incorporated (“the Association”).
 2. The purposes for which the proposed incorporated association is established are:
 - A. To operate as a non-profit organisation promoting cardiac rehabilitation and the prevention of cardiac disease in Australia.
 - B. To provide a means for co-operation between health professionals with an interest and expertise in cardiac rehabilitation and the prevention of cardiac disease.
 - C. To provide a forum for the exchange of information relating to cardiac rehabilitation and the prevention of cardiac disease.
 - D. To promote and encourage education in and development of efficient techniques and procedures relating to cardiac rehabilitation and the prevention of cardiac disease.
 - E. To assist in the establishment and support in each State or Territory of Australia of organisations (whether incorporated or not) having aims and objects similar to those of the Association (“State Groups”).
 - F. To act as a co-ordinating body for State Groups and to promote and encourage the dissemination of information between them.
 - G. To liaise with and co-operate with any organisations with interests in whole or in part similar to those of the Association.
 - H. To promote and encourage an interdisciplinary approach to cardiac rehabilitation and prevention of cardiac disease.
 - I. To initiate, carry out and promote research and projects of whatever kind undertaken in the interests and practice of cardiac rehabilitation or the prevention of cardiovascular disease.
 - J. To initiate and promote reform of the laws of the Commonwealth, the States or the Territories where these have relevance to the prevention of cardiac disease.
- PROVIDED THAT none of such purposes shall be construed so that they are contrary to any provisions of the Associations Incorporation Act 1981.
3. Solely for furthering the purposes above set forth the Association shall have both within and outside the State of Victoria the legal capacity of a natural person.

ASSOCIATIONS INCORPORATION ACT 1981

RULES OF AUSTRALIAN CARDIOVASCULAR HEALTH AND REHABILITATION ASSOCIATION INCORPORATED

NAME

1. The name of the incorporated association is AUSTRALIAN CARDIOVASCULAR HEALTH AND REHABILITATION ASSOCIATION INCORPORATED (in these rules called “the Association”).

INTERPRETATION

2.
 - 2.1. In these rules, unless the contrary intention appears:-
 - “**Committee**” means the Committee of Management of the Association.
 - “**Financial year**” means the year ending on 30 June.
 - “**General Meeting**” means a general meeting of members convened in accordance with rule 11.
 - “**Member**” means a member of the Association.
 - “**Ordinary member of the Committee**” means a member of the Committee who is not an officer of the Association under Rule 21.
 - “**The Act**” means the Associations Incorporation Act 1981.
 - “**The Regulations**” means regulations under the Act.
 - “**State Groups**” means and includes:
 - Victorian Association of Cardiac Rehabilitation Incorporated;
 - Queensland Cardiovascular Health and Rehabilitation Association Incorporated;
 - The Cardiovascular Health and Rehabilitation Association of New South Wales and the Australian Capital Territory Incorporated;
 - The Western Australian Cardiovascular Health and Rehabilitation Association;
 - The South Australian Cardiovascular Health and Rehabilitation Association;
 - The Tasmanian Cardiovascular Health and Rehabilitation Association;

- Any body with aims and objects similar to those mentioned above, which may hereafter be established in the Northern Territory.

- 2.2. In these Rules, a reference to the Secretary of the Association is a reference:-

- 2.2.a. where a person holds office under these Rules as secretary of the Association – to that person; and
- 2.2.b. in any other case, to the Public Officer of the Association.

- 2.3. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the interpretation of Legislation Act 1984 and the Act as in force from time to time.

APPLICATION FOR MEMBERSHIP

3.
 - 3.1. A natural person who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association in payment of the entrance fee (if any) and annual subscription payable under these Rules.
 - 3.2. A person who is not a member of the Association shall not be admitted to membership unless:-
 - 3.2.a. he or she is nominated as provided in sub-clause (3); and
 - 3.2.b. his or her admission as a member is approved by the committee.
 - 3.3. A nomination of a person for membership of the Association:-
 - 3.3.a. shall be made in writing in the form set out in Appendix 1; and
 - 3.3.b. shall be lodged with payment of the application fee and annual subscription with the ACRA Executive Management Committee.
 - 3.3.c. The application requires;

- 3.3.c.i. proof of professional qualifications
 - 3.3.c.ii. Documentation of employment or professional interest in the area of cardiovascular health, rehabilitation or prevention
 - 3.3.c.iii. Evidence of consent of an ACRA member, who has appropriate knowledge of the ACRA eligibility criteria, and is willing to act as a referee for the applicant.
- 3.4. As soon as is practicable after the receipt of a nomination the ACRA Executive Management Committee shall determine whether to approve or reject the nomination.
- 3.5. Upon a nomination being held by the ACRA Executive Management Committee, the Committee shall, with as little delay as possible, notify the nominee in writing that he or she is approved for membership of the Association and full membership privileges will be activated.
- 3.6. The ACRA Management Committee shall, enter the nominee's name in the register of members.
- 3.7. If the ACRA Executive Management Committee rejects the nomination the annual subscription fee will be refunded to the applicant.
- 3.8. A right, privilege, or obligation of a person by reason of membership of the Association:-
- 3.8.a. is not capable of being transferred or transmitted to another person;
 - 3.8.b. terminates upon the cessation of membership whether by death or resignation or otherwise.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 4.**
- 4.1. The entrance fee shall be such amount as the ACRA Executive Committee from time to time in its sole discretion determines.
 - 4.2. The annual subscription shall be reviewed and determined each year by the ACRA Executive Management Committee, and increased no more than 5% annually and is announced at the Annual General Meeting each year.

The annual subscription is payable with the annual fee increase no later than 30th of June following the Annual General Meeting.

REGISTER OF MEMBERS

- 5.** The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

RESIGNATION AND EXPULSION OF A MEMBER

- 6.**
- 6.1. A member of the Association who has paid all monies due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of intention to resign and upon the expiration of that period of notice the member shall cease to be a member.
 - 6.2. Upon the expiration of a notice given under sub-clause (1), the secretary shall 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.

7.

- 7.1. Subject to these rules, the Committee may by resolution:-
 - 7.1.a. expel a member from the Association;
 - 7.1.b. suspend a member from membership of the Association for a specified period; or
 - 7.1.c. fine a member in accordance with the Regulations, if the Committee is of the opinion that the member:-
 - 7.1.c.i. has refused or neglected to comply with these rules; or
 - 7.1.c.ii. has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- 7.2. A resolution of the Committee under sub-clause (1) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause.
- 7.3. Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member and their State Group a notice in writing:-
 - 7.3.a. setting out the resolution of the Committee and the grounds on which it is based;
 - 7.3.b. stating that the member and a State Group representative may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
 - 7.3.c. stating the date, place and time of that meeting;
 - 7.3.d. informing the member and State Group that they may do one or more of the following:-
 - 7.3.d.i. attend that meeting; or
 - 7.3.d.ii. give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution, and giving reasons therefore.
- 7.4. At a meeting of the Committee held in accordance with sub-clause (2), the Committee:-
 - 7.4.a. shall give to the member an opportunity to be heard;

- 7.4.b. shall give due consideration to any written statement submitted by the member; and
- 7.4.c. shall by resolution determine whether to confirm or revoke the resolution.

DISPUTES AND MEDIATION

8.
 - 8.1. The grievance procedure set out in this rule applies to disputes under these Rules between-
 - 8.1.a. a member and another member; or
 - 8.1.b. a member and the Association.
 - 8.2. The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
 - 8.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days, hold a meeting in the presence of a mediator.
 - 8.4. the mediator must be-
 - 8.4.a. a person chosen by agreement between the parties; or
 - 8.4.b. in the absence of agreement-
 - 8.4.b.i. in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - 8.4.b.ii. in the case of a dispute between a member and the association, a person who is a mediator appointed or employed by the dispute Settlement centre of Victoria (Department of Justice).
 - 8.5. A member of the association can be a mediator
 - 8.6. The mediator cannot be a member who is party to the dispute
 - 8.7. The parties to the dispute must in good faith, attempt to settle the dispute by mediation.

- 8.8. the Mediator, in conducting the mediation, must-
 - 8.8.a. give the parties to the mediation process every opportunity to be heard; and
 - 8.8.b. allow due consideration by all parties of any written statement submitted by any party; and
 - 8.8.c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
- 8.9. The mediator must not determine the dispute
- 8.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

ANNUAL GENERAL MEETING

9.
 - 9.1. The Association shall in each calendar year convene an annual general meeting of its members.
 - 9.2. The annual general meeting shall be held on such day and at such place as the Committee determines.
 - 9.3. The annual general meeting shall be specified as such in the notice convening it.
 - 9.4. The ordinary business of the annual general meeting shall be:-
 - 9.4.a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - 9.4.b. to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;

- 9.4.c. to elect officers of the Association and the ordinary members of the Committee; and

- 9.4.d. to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.

- 9.5. The annual general meeting may transact special business of which notice is given in accordance with these Rules.

- 9.6. The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

10. All general meetings other than the annual general meeting shall be called special general meetings.

- 11.

- 11.1. The Committee may whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would elapse between annual general meeting, shall convene a special general meeting before the expiration of that period.

- 11.2. The Committee shall, on the requisition in writing of not less than 10 members, convene a special general meeting of the Association.

- 11.3. The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

- 11.4. If the Committee does not cause a special general meeting to be held within one month after the date in which the requisition is sent to 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.
- 11.5. A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

- 12.**
 - 12.1. The secretary of the Association shall, at least 14 days, 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 of the Association at his or her address appearing in the register of members, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - 12.2. No business other than that set out in the notice convening the meeting shall transacted at the meeting.
 - 12.3. A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

13.

- 13.1. 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.
 - 13.2. 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 meeting is considering that item.
 - 13.3. 20 members personally present (being members entitled under these Rules to vote at a general meeting) and representing 3 separate State Groups constitute a quorum for the transaction of the business of a general meeting.
 - 13.4. 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 be reconvened at a time and place specified by the Chairman 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 (being not less than 7) shall be a quorum.
- 14.**
 - 14.1. The President or in his absence the Vice President, shall preside as Chairman at each general meeting of the Association.
 - 14.2. If the President and the Vice President are absent from a general meeting, the members present shall elect one of their number to preside as Chairmen at the meeting.
 - 15.**
 - 15.1. The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and place to place, but not business shall be

transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 15.2. Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 15.3. Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried or carried unanimously or carried by a particular majority or lost, and an entry made to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of votes recorded in favour, of, or against, that resolution.
17.
 - 17.1. Upon any question arising at a general meeting of the Association, a member has one vote only.
 - 17.2. All votes shall be given personally or by proxy.
 - 17.3. In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
18.
 - 18.1. If at a meeting a poll on any question is demanded by not less than 3 members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be the resolution of the meeting on that question.
 - 18.2. A poll that is demanded on the election of a Chairman 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 such time before the close of the meeting as the Chairman may direct.

19. A member is not entitled to vote at any general meeting unless all moneys due and payable by him or her to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
20.
 - 20.1. Each member shall be entitled to appoint another member as his or her 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.
 - 20.2. The notice appointing the proxy shall be in the form set out in Appendix 2.

COMMITTEE OF MANAGEMENT

21.
 - 21.1. The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 22.
 - 21.2. The Committee:-
 - 21.2.a. shall control and manage the business and affairs of the Association;
 - 21.2.b. may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - 21.2.c. subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
22.
 - 22.1. The officers of the Association shall be:-

- 22.1.a. a President;
 - 22.1.b. a Vice President;
 - 22.1.c. a Treasurer; and
 - 22.1.d. a Secretary.
- 22.2. The President shall:-
- 22.2.a. preside at all annual and special general meetings of the Association and at all meetings of the Committee;
 - 22.2.b. from time to time with the approval of the Committee, appoint other sub-committees as may be necessary to conduct the activities of the Association, and be an ex-officio member of any such committees;
 - 22.2.c. preside over election procedures during his/her term of office;
 - 22.2.d. not hold an Office bearing position on a State Group Committee during his/her term of office;
 - 22.2.e. serve a two year term;
 - 22.2.f. be ineligible for re-election to the Committee immediately following his/her term in office; and
 - 22.2.g. be invited to serve one year in an ex-officio capacity.
- 22.3. The President Elect shall (alternate years):-
- 22.3.a. in the absence of the President, assume the duties of the President protempore;
 - 22.3.b. oversee the organisation of the annual general meeting and such other duties as assigned by the President or the Committee;
 - 22.3.c. assume the duties and authority of the President, in the event that the President is unable or unwilling to fulfil his/her term in office, for the unexpired term;
 - 22.3.d. not hold an Office bearing position on a State Group Committee during his/her term in office;
 - 22.3.e. hold office for a one year term and advance to the position of President for the term immediately following her/her term in office.
- 22.4. The Vice President shall:-
- 21.3.a. in the absence of the President, assume the duties of the President protempore;
 - 21.3.b. oversee the organisation of the annual general meeting and such other duties as assigned by the President or the Committee;
 - 21.3.c. assume the duties and authority of the President, in the event that the President is unable or unwilling to fulfil his/her term in office, for the unexpired term;
 - 21.3.d. not hold an Office bearing position on a State Group Committee during his/her term in office;
 - 21.3.e. hold office for a one year term.
- 22.5. The Secretary shall:-
- 22.5.a. keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting together with a record of the names of persons present at such meetings;
 - 22.5.b. give notice of all meetings to the Committee;
 - 22.5.c. have such other powers and perform such other duties as may be prescribed by the Committee or the President;
 - 22.5.d. serve a one year term.
- 22.6. The treasurer shall:-
- 22.6.a. collect and receive all monies due to the Association and make all payments authorised by the Association;
 - 22.6.b. 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, such as accounts and books shall be available for inspection by members;
 - 22.6.c. arrange for an audit of the books of the Association at the close of each financial year and make the report of the auditor available to the membership;
 - 22.6.d. present a statement summarising receipts and disbursements of the Association to the Committee and to the membership at the annual general meeting and upon request;
 - 22.6.e. be responsible for membership renewal procedures;

- 22.6.f. have such powers and perform such other duties as may be prescribed by the Committee or the President; and
 - 22.6.g. serve a one year term.
- 22.7. Each officer of the Association shall hold office up to and including the conclusion of the annual general meeting next after the date of his or her election and with the exception of the President is eligible for re-election
 - 22.8. In the event of a casual vacancy in the office of Treasurer or Secretary, a replacement officer shall be appointed amongst the Committee. Any person so appointed shall continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
 - 22.9. In the event of a casual vacancy in the office of President the vacancy shall be filled by the Vice President as in sub-clause (3), for the remainder of the term of office.
 - 22.10. In the event of a casual vacancy in the office of Vice President or President Elect, a replacement officer will be appointed from the Committee. Any person so appointed will continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment HOWEVER they would not advance to the office of President. Elections following a vacancy in the office of Vice-President would call for nominations for both President and Vice President.
- 23.**
- 23.1. Subject to Section 23 of the Act the Committee shall consist of:-
 - 23.1.a. one person appointed to the Committee by each State Group from amongst its members;
 - 23.1.b. one person elected by the membership to the office of President Elect; and
 - 23.1.c. one person advancing from President Elect to President as in Rule 21 (3) or in the event of a casual vacancy in the

office of Vice President the President shall be elected by the membership.
all of whom shall be members of the Association.

- 23.2. Each member of the Committee shall, subject to these Rules, hold office up to and including the conclusion of the annual general meeting next after the date of taking up office and is eligible to be re-appointed
- 23.3. In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, a replacement Committee member shall be appointed from amongst its members by the same State Group of which the ordinary Committee member whose office has become vacant was a member. Any person so appointed shall hold office, subject to these Rules, up to and including the conclusion of the annual general meeting next following the date of the appointment and shall be eligible for re-appointment.
- 23.4. The Committee may in its discretion by ordinary resolution co-opt persons to membership of the Committee. A coopted ordinary member of the Committee shall hold office in accordance with the terms of such resolution. In all other respects a co-opted Committee member shall enjoy the same privileges and be bound to the same duties as other ordinary members of the Committee

ELECTION OF OFFICERS AND VACANCY

- 24.** The Election of Vice President and subject to the Rule 21 (9) the President shall take place in the following manner:-
- 24.1. Any two members of the Association may nominate any other member to serve as an officer.
 - 24.2. All members must be notified of the call for nominations at least 30 days prior to the schedules closing date, which will be determined by the Committee each year.
 - 24.3. The nomination shall be in writing, signed by the nominee and his/her proposer and seconder, and shall be lodged with the

secretary prior to the closing date as determined by the Committee.

- 24.4. If only one nomination is received for a particular office, the person nominated shall be deemed to have been elected.
 - 24.5. If more than one nomination is received for a particular office a ballot shall be conducted in such usual and proper manner as the Committee may direct.
 - 24.6. Should at the commencement of the annual general meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
 - 24.7. A nomination of a candidate for election under this Rule shall lapse if that candidate is elected to another office at the same election.
 - 24.8. The newly elected Committee shall be ratified at the annual general meeting.
 - 24.9. The officers of Treasurer and Secretary shall be elected by and from the members of the Committee as soon as practicable after the Association's annual general meeting in each year.
- 25.** For the purpose of these Rules the office of an officer of the Association becomes vacant if the officer:
- 25.1.a. ceases to be a member of the Association;
 - 25.1.b. becomes an insolvent under administration within the meaning of the Corporations law;
 - 25.1.c. resigns his or her office by notice in writing given to the secretary; or
 - 25.1.d. is absent from two consecutive meetings of the Committee without the consent of the Committee.

PROCEEDINGS OF COMMITTEE

- 26.**
- 26.1. The Committee shall meet at least two times in each year at such place and such times as the Committee may determine.

- 26.2. Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
- 26.3. Notice shall be given to the members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 26.4. Five members of the Committee, and the President or Vice President constitute a quorum for the transaction of the business of a meeting of the Committee.
- 26.5. No business shall be transacted 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 shall stand 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.
- 26.6. At meetings of the Committee the President on his/her absence the Vice President shall preside.
- 26.7. Questions arising at any meeting of the committee or of any sub-committee appointed by the Committee shall be determined in a show of hands, or if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- 26.8. Each person present at a meeting of the Committee or of any sub-committee appointed by the Committee (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.
- 26.9. Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting or by sending it by pre-

paid post at the member's usual or last known place of abode at least two business days before the date of the meeting.

26.10. Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

CONDUCT OF MEETINGS USING COMMUNICATIONS MEDIA

27. Meetings of the Committee may be duly convened and held by way of telephone, video conferencing link-up or other medium for electronic communication available for such purpose from time to time as long as:-

- 27.1.a. the number and category of persons participating and physically present would constitute a quorum for the purposes of these Rules;
- 27.1.b. due notice of the meeting and of the intention to use a medium of electronic communication has been given to all persons entitled to notice of the meeting;
- 27.1.c. each of the participants acknowledge:
 - 27.1.c.i. such participant's presence to the person presiding;
 - 27.1.c.ii. that the meeting is being convened as a duly constituted meeting;
 - 27.1.c.iii. that the participant can hear the other participants;
- 27.1.d. the person presiding is satisfied with the identification of each of the participants at the commencement of the meeting and the presence of a quorum; and
- 27.1.e. voting of the participants on all issues is able to be clearly ascertained by the person presiding.
- 27.1.f. all such meetings shall be audio taped.

27.2. No person participating in any meeting conducted pursuant to this Rule 26 shall disconnect communication during the course of any meeting without the consent of the person presiding and in default of such consent or proven failure of the connection of all participants at the commencement of the meeting shall be

deemed to have been present and to have formed part of the quorum during the whole of that meeting.

27.3. The person presiding shall sign minutes of the proceedings conducted as aforesaid and such minutes shall be prima facie evidence of the matters discussed and resolutions passed thereat.

CIRCULATORY RESOLUTIONS

28.

- 28.1. If a majority of the members of a Committee from time to time in office have signed a document containing a statement that they are in favour of a resolution of the members of the Committee, an ordinary resolution in those terms shall be deemed to have been passed at a meeting of the Committee held on the day on which the document was signed and at the time at which the document was last signed by a Committee member or, if the Committee members signed the document on different days, on the day which, and at the time which, the document was last signed by a Committee member.
- 28.2. The provisions of Rule 27 (1) shall apply with due alternation of details to a special resolution if at least three quarters of the Committee members from time to time in office have signed a document containing a statement that they are in favour of such a special resolution.
- 28.3. For the purposes of Rules 27 (1) and 27 (2), two or more separate documents containing statements in identical terms, each of which is signed by one or more Committee members shall together be deemed to constitute one document containing a statement in those terms signed by Committee members on the respective days on which they signed the separate documents.
- 28.4. A reference in Rules 27 (1) and 27 (2) to a majority of Committee members or three-quarters of the Committee members shall not

include a reference to a Committee member who, at a meeting of the Committee, would not be entitled to vote on the resolution.

REMOVAL OF A MEMBER OF COMMITTEE

- 29.**
- 29.1. The Association in general meeting may by resolution remove any member of the Committee before the expiration of his or her term of office and appoint another member to hold office until the expiration of the term of office of the first-mentioned member.
- 29.2. Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or President of the Association (not exceeding a reasonable length) and requests that they be the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

- 30.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

SEAL

- 31.**
- 31.1. The common seal of the Association shall be kept in the custody of the secretary.
- 31.2. The common seal shall not be affixed to any instrument except by the authority of the Committee and affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT PURPOSES

- 32.** These Rules and statement of purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

- 33.**
- 33.1. A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the Register of Members.
- 33.2. Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is provided, 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.

WINDING UP OR CANCELLATION

- 33.**

33.1. In the event of the winding up or the cancellation of the incorporation of the Association, the net assets of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up shall be transferred to another organisation with similar aims which has the same exemptions from tax and deductibility.

33.2. None of the money or property accumulated by the Gift Fund will be distributed to any organisation owned or operated by a member of the association or any individual member of the association. Remaining funds or property within the FUND are to be transferred to another registered deductible gift recipient fund.

CUSTODY OF RECORDS

34. Except as otherwise provided in these Rules, the secretary shall keep in his or her custody or control all books, documents and securities of the Association.

FUNDS

35. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and other such sources as the Committee determines.

GIFT FUND

36.1. The ACRA shall establish a gift fund ("FUND") for the specific purpose of funding the Purposes of the Association.

36.2. The Fund shall be known by a name determined by the Committee of Management of the Association.

36.3. Members of the general public and philanthropic and other organisations shall be invited to make donations of money to the fund.

36.4. Money from interest on donations is to be deposited into the Fund.

36.5. The Fund must not receive any other money, including corporate sponsorship money and donations to it are to be kept separate from other funds of the ACRA.

36.6. A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon.

36.7. Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.

36.8. The Fund will be operated on a non-profit basis. None of the money accumulated by the fund will be distributed to Members apart from proper remuneration to administrative services.

36.9. If the Fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the Fund remaining after the payment of liabilities attributable to it, shall be transferred in the manner specified in Rule 33 provided the recipient is a fund, authority or institution to which income tax deductible gifts can be made.