



**ASSOCIATION OF TOURIST & HERITAGE RAIL AUSTRALIA**

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ABN 19 755 744 868

**ATHRA**

**CONSTITUTION**

**AMENDED**

**MARCH 2010**

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**Issue 5.0**

**Approved by SA Consumer Affairs 7 April 2010**

**B.Busch**  
**Secretary**

## AMENDMENTS REGISTER

| Page No. | Reference | Date Approved | Amendment Detail   | Authorised by     |
|----------|-----------|---------------|--|-------------------|
|          | 3.1.13    | 14 Sept 07    | Change to definition of T&H Rail Organisation  | AGM               |
|          | 5.7.1.4   | 14 Sept 07    | Provision for membership when no peak body   | AGM               |
|          | 5.7.2.1   | 14 Sept 07    | Change to definition of Associate Member   | AGM               |
|          | 5.7.4     | 14 Sept 07    | Add word "natural"   | AGM               |
|          | 5.7.5     | 14 Sept 07    | Insertion of new clause Corporate Members  | AGM               |
|          | 12.2      | 14 Sept 07    | Change to interpretation of General meeting  | AGM               |
|          | 13.1.4    | 14 Sept 07    | Provision for the use of e' mail to notify meetings  | AGM               |
|          | 17        | 14 Sept 07    | New clause 17.1 to allow for independent returning officer and subsequent renumbering of clauses and other amendments associated with this. Change to closing date for nominations and postal voting | AGM               |
|          | 23        | 14 Sept 07    | Provision for Returning Officer in lieu of Secretary   | AGM               |
|          | 17.7      | 5 September   | Provision for Casual Vacancy   | AGM               |
|          | 14.9      | 12 March 10   | Bord representation increase from one to twom representatives per member group   | Spec Geen Meeting |
|          | 14.23     | 12 March 10   | New Rule to provide consistency with Section 15  | Spec Geen Meeting |
|          | 15.5      | 12 March 10   | Amended to allowm 2 natural persons to9 vote on behalf of a member   | Spec Geen Meeting |
|          | 15.7      | 12 March 10   | New Rule to provide for proxies  | Spec Geen Meeting |
|          | 16.9      | 12 March 10   | Amended to provide clarity as to who may attend meetings of the Board  | Spec Geen Meeting |
|          | 5.7.1.4   | 12 March 10   | Correction of typos  | Spec Geen Meeting |
|          | 5.7.5.1   | 12 March 10   | Correction of typos  | Spec Geen Meeting |
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# ***ASSOCIATION OF TOURIST AND HERITAGE RAIL AUSTRALIA INC.***

## **RULES** (Revised March 2010)

### **1. Name**

- 1.1 The name of the incorporated association is the “**Association of Tourist and Heritage Rail Australia Inc.**” (in these Rules called “the Association”).

### **2. Not For Profit**

- 2.1 The assets and income of the Association shall be applied solely in furtherance of the Statement of Purposes and no portion shall be distributed directly or indirectly to any member organization or associate thereof or to any other person or organization.
- 2.2 Nothing in the above will prevent the Association from providing insurance for its officers and directors or from reimbursing any member or person who has expended funds on behalf of the Association, where such expenditure has been authorised.

### **3. Interpretations**

- 3.1 In these Rules, unless the contrary intention appears:
  - 3.1.1 “Annual General Meeting” means the annual general meeting of Members held in accordance with Rule 10.
  - 3.1.2 “Board” means the Board of Management of the Association as constituted by these Rules.
  - 3.1.3 “Board Member” means a member of the Board.
  - 3.1.4 “Chairman” means the person from time to time elected by the Members to fulfil the duties of that office in accordance with Rule 15.4.1 and also a person from time to time elected to preside at General Meetings.
  - 3.1.5 “Committee” means the Committee of Management of the Association as constituted by these Rules.
  - 3.1.6 “Committee Member” means a member of the Committee of Management.
  - 3.1.7 “Financial Year” means the year ending 31 March.
  - 3.1.8 “General Meeting” means a meeting of Members convened in accordance with Rules 11 and 12.
  - 3.1.9 “Member” means a member of the Association and where applicable in these Rules, the Member’s authorized delegate.
  - 3.1.10 “Person” means a natural person, body corporate, organization or association.
  - 3.1.11 “Rail” means an operating railway, tramway or street tramway, with a gauge greater than fifteen (15) inches, or a rail-related museum that conducts a tourist/heritage public business on its own right-of-way or by agreement/contract/arrangement/lease on infrastructure owned/operated by a separate operator, or as a static museum.
  - 3.1.12 “The Act” means the Associations Incorporation Act 1985 (S. Aus.) and any regulations made pursuant to that Act.
  - 3.1.13 “Tourist/Heritage Rail Organization” means any organisation that owns or operates a rail business as defined by Rule 3.1.11

- 3.2 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Associations Incorporation Act (1985) (S. Aus.) and the Act as in force from time to time.
- 3.3 A word expressed in the singular includes the plural and vice versa.
- 3.4 A word expressed in one gender includes the other genders, as is appropriate in the context.
- 3.5 Any headings or index in these Rules are inserted for guidance only and do not govern the meaning or construction of these Rules or of any provision contained in these Rules.
- 3.6 References to any statutes, regulations, ordinances and by-laws include amendments, re-enactments or consolidations of any of them.
- 3.7 If any provision in these Rules is or is declared by any court or tribunal to be void or unenforceable in whole or in part, these Rules shall remain binding on the Members, except for that provision.
- 3.8 Subject to the Act and these Rules, in the event of any doubt or dispute as to the meaning or interpretation of these Rules, the Board shall determine any such meaning or interpretation, which determination shall be final and binding on all Members.

#### **4 Statement of Purposes and Powers**

The purposes for which the incorporated association is established are:

- 4.1 To represent all Tourist/Heritage Rail Organizations in Australia.
- 4.2 To protect and advance the character, status and interests of the Members and Constituents.
- 4.3 To represent Members collectively or individually concerning legislative measures, proposals, accreditation requirements, safety standards, Government regulations or enactments which may affect the interests of the Association and/or its Members.
- 4.4 To engage in programmes of promotion of tourist and heritage rail by the Members to the public and other organizations, to liaise with Governments, regulatory bodies and associated organizations for the maintenance and development of the industry and to draw to the attention of Governments and other organizations the role played by Members in conserving, re-creating and presenting aspects of Australian rail heritage.
- 4.5 To monitor and assist to improve the service provided to the public by means of the exchange of information, expertise, equipment and statistics between Members.
- 4.6 To promote and encourage co-operation between Members and with other organizations having purposes similar to those of the Association.
- 4.7 To provide such advisory or collaborative services as may assist Members in the development, promotion and operation of their rail services.
- 4.8 To assist the Association and all Members in obtaining affordable public liability insurance and other insurances and to seek assistance from Government and industry to achieve that.

- 4.9 To seek representation on the requisite standards organizations within Australia in order to promote the views of the Members.
- 4.10 To do such other lawful acts, deeds and things as are incidental or conducive to the attainment of any or all of the purposes.
- 4.11 The Association shall have all the powers conferred by Section 25 of the Act.

## **5. Membership**

- 5.1 A person who accepts the purposes of the Association and who is approved for membership of the Association as provided in these Rules is eligible to be a Member on payment of the fees and subscriptions payable under these Rules.
- 5.2 The persons who are described on the register of members of the Association of Tourist and Heritage Rail Australia Inc. ABN 19 755 744 868 as of the date of incorporation of this Association shall be deemed to be Members upon incorporation.
- 5.3 A person (other than a Member at the time of the incorporation of the Association) may be admitted to membership of the Association provided that:
  - 5.3.1 the person makes application as provided in Rule 5.4 and
  - 5.3.2 the person's admission as a Member is approved by the Board.
- 5.4 An application of a person for membership of the Association:
  - 5.4.1 shall be made in writing in such form as approved by the Board from time to time and
  - 5.4.2 shall be lodged with the Secretary.
- 5.5 A soon as is practicable after the receipt of an application, the Secretary shall arrange to refer the application to the Board.
- 5.6 Upon an application being referred to the Board, the Board shall determine whether to approve or to reject the application.
- 5.7 The membership of the Association shall be divided into the following classes of membership:
  - 5.7.1 Full Members.
    - 5.7.1.1 These are the peak associations in each State/Territory which represent the Tourist/Heritage Rail Organizations in that respective State/Territory pursuant to Rule 5.7.1.2.
    - 5.7.1.2 Full Membership of the Association shall be open to the association in each State/Territory which represents the Tourist/Heritage Rail Organizations in that respective State/Territory. Each State/Territory shall be represented by only one State/Territory Association, which shall be comprised of Tourist/Heritage Rail Organizations that are inherently and/or historically resident of the respective State/Territory.
    - 5.7.1.3 A Full Member that ceases to represent the Tourist/Heritage Rail Organizations in its State/Territory shall resign from the Association.
    - 5.7.1.4 In the absence of a peak organisation in a State/Territory to represent the Tourist/Heritage Rail Organisations in that respective

State/Territory and where a Branch has been established under Rule 33.1 to represent the interests of the interests of the Tourist/Heritage Rail Organisations in that particular State/Territory, that Branch shall have the rights of a Full Member if so determined by the Board.

5.7.2 Associate Members.

5.7.2.1 These are:

- a organisations or natural persons that own or operate a rail business as defined in Rule 3.1.11; or
- b not-for profit organisations or natural persons that have an interest in tourist and heritage rail,  
  
and in either case have no intentions of qualifying or are able to qualify as a Full Member pursuant to Rules 5.7.1.1. and 5.7.1.2. Associate Members are not entitled to vote.

5.7.3 Affiliate Members.

5.7.3.1 These are persons that have an interest in the Statement of Purposes of the Association, but are unable to qualify as a Full Member because of commitments/involvements with other organizations, Government, regulatory and legislative bodies and other associations that prevent active involvement with the Association. Affiliate Members are not entitled to vote.

5.7.4 Honorary Members.

5.7.4.1 These are natural persons that have an interest in tourist and heritage rail and are able to contribute to the Statement of Purposes of the Association and *ipso facto* may be admitted as an Honorary Member as determined from time to time by the Board. Honorary Members are not entitled to vote.

5.7.5 Corporate Members

5.7.5.1 These are organisations that have an interest in tourist and heritage rail but have no intention of qualifying or are able to qualify as either a Full Member pursuant to Rules 5.7.1.1 and 5.7.1.2 or an associate member pursuant to Rule 5.7.5.1. Corporate Members are not entitled to vote..

5.7.5.2 The Board may from time to time determine separate categories of Corporate Membership that attract differing fees and benefits

5.8 The Board may determine, amend or vary the rights and obligations attaching to any of the separate classes of membership of the Association, and may from time to time determine the fees and subscriptions applicable to such classes, and may approve the membership of any person to any such class.

5.9 Upon an application being approved by the Board, the Secretary shall, with as little delay as possible, arrange to notify the applicant in writing of the approval and request payment within twenty-eight (28) days of the applicable fees, subscriptions and levies.

- 5.10 The Secretary shall, upon payment of the amounts referred to in Rule 5.8, arrange to enter the applicant's name in the Register of Members and, upon the name being so entered, the applicant shall become a Member.
- 5.11 The membership of any Member whose subscription has fallen into arrears for a period of not less than three (3) months may be terminated by the Board subject to a final written notice being served on the Member concerned, provided that an arrangement between the Member and the Board to continue membership has not been entered into.
- 5.12 A right, privilege or obligation of a person by reason of membership of the Association:
- 5.12.1 is not capable of being transferred or transmitted to another person;
- 5.12.2 terminates upon the cessation of membership of the Association whether by death or resignation or otherwise or, in the case of a body corporate, organization or association, upon deregistration or insolvency.

## **6. Entrance Fee, Subscriptions and Levies**

- 6.1 The fees and subscriptions for Members shall be determined by the Board from time to time and any annual subscription shall be payable and due no later than the beginning of the Association's Financial Year.
- 6.2 The total amount of subscription shall be sufficient only to the extent that it allows the Association to cover its working and general expenses.
- 6.3 The Board may from time to time impose a levy on its Members for specific purposes/re-imbursments/insurance premiums/meeting costs or other necessary expenses, but only with concurrence of all eligible Members voting at a Board Meeting.
- 6.4 The Board may from time to time determine the manner in which subscriptions, levies and other charges due to the Association shall be collected.

## **7. Register of Members**

- 7.1 The Secretary shall arrange to 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 applicable class of membership of the Association and the Register shall be available for inspection by Members at the address of the Secretary.

## **8. Resignation of Member**

- 8.1 A Member who has paid all moneys due and payable may resign from the Association by first giving one (1) month's notice in writing to the Secretary of the Member's intention to resign and upon the expiration of that period of notice the Member shall cease to be a Member. No Member retiring from the Association or ceasing for any cause to be a Member shall be entitled to, or have any claim upon, any portion of the property of the Association.
- 8.2 Upon the expiration of a notice given under Rule 8.1, the Secretary shall arrange to make in the Register of Members an entry recording the date on which that Member ceased to be a Member.

## **9. Expulsion of Member**

- 9.1 Subject to the Act and these Rules, the Board may by resolution:

- 9.1.1 expel a Member from the Association;
- 9.1.2 suspend a Member from membership of the Association for a specified period.
- 9.2 A resolution of the Board under Rule 9.1 does not take effect unless the Board, at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service on the Member of a notice under Rule 9.3, confirms that resolution in accordance with this clause.
- 9.3 Where the Board passes a resolution under Rule 9.1, the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:
  - 9.3.1 setting out the resolution of the Board and the grounds on which it is based;
  - 9.3.2 stating that the Member may address the Board at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after service of the notice;
  - 9.3.3 stating the date, place and time of that meeting;
  - 9.3.4 informing the Member that he may do one or more of the following:
    - (i) attend that meeting;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) make an oral statement at the meeting.
- 9.4 At a meeting of the Board held in accordance with Rule 9.2, the Board:
  - 9.4.1 shall give to the Member an opportunity to be heard;
  - 9.4.2 shall give due consideration to any oral or written statement made or submitted by the Member; and
  - 9.4.3 shall by resolution determine whether to confirm or to revoke the earlier resolution.

## **10. Annual General Meeting**

- 10.1 Subject to any extension of time granted pursuant to the Act, the Association shall hold its first Annual General Meeting within the period of eighteen (18) months after its incorporation under the Act and within seven (7) months after the expiration of the first financial year of the Association and thereafter shall at least once in each following calendar year and within the period of seven (7) months after the expiration of each financial year of the Association, convene an Annual General Meeting of its Members.
- 10.2 The Annual General Meeting shall be held on such day as the Board determines. The location of the Annual General Meeting shall rotate amongst the Members of the Association or as directed by the Board.
- 10.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 10.4 The ordinary business of the Annual General Meeting shall be:
  - 10.4.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

- 10.4.2 to receive from the Board reports upon the transactions of the Association during the preceding financial year, including the audited accounts of the Association for the preceding financial year; and
- 10.4.3 to receive and consider the statement to members in accordance with the Act.
- 10.4.4 to elect the Officers of the Association pursuant to Rule 15.4.
- 10.4.5 to appoint one or more suitable persons to audit the Association's accounts.
- 10.4.6 to appoint the Public Officer.
- 10.5 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 10.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- 10.7 A copy of the financial statements to be laid before the Annual General Meeting shall be forwarded to each voting Member of the Association not less than twenty one (21) days before that Meeting.

## **11. Special General Meeting**

- 11.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 11.2 The Board shall, on the requisition in writing of not less than two (2) Full Members entitled to vote at General Meetings, as soon as practicable, 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 the business proposed and shall be signed by the Members making the requisition and be sent to 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 Board does not cause a Special General Meeting to be held within sixty (60) days after the date on 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 no later than ninety (90) days 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 Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## **12. General Meeting**

- 12.1 A General Meeting of the Association may be held on such occasions as the Board deems necessary and shall be held at such places as the Board may determine.
- 12.2 A General Meeting of the Association may alternatively be named a Meeting or Conference

### **13. Notice of Meeting**

- 13.1 The Secretary shall cause to be given to each Member fourteen (14) days' written notice of all General Meetings of the Association specifying the place, date and time of the meeting by:
- 13.1.1 delivering it to him personally;
  - 13.1.2 sending it by prepaid post to his address appearing in the Register of Members;
  - 13.1.3 sending it by facsimile/electronic transmission to a number nominated by the Member.
  - 13.1.4 Sending it by e-mail to an address nominated by the member.
- 13.2 No business other than that set out in the notice convening the meeting, or in the case of an Annual General Meeting, the ordinary business, shall be transacted at the meeting.
- 13.3 A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary who shall arrange to include that business in the notice calling the next General Meeting after the receipt of the notice.

### **14. Proceedings at Meetings**

- 14.1 No item of business shall be transacted at a General Meeting unless a quorum of Members under these Rules is present during the time when the meeting is considering that item.
- 14.2 At least 50% plus one of the Board Members personally present constitute a quorum for a General Meeting.
- 14.3 If within thirty (30) minutes of the time appointed for a General Meeting or Annual 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 by virtue of this Rule to such time and place as the Board may determine, provided that fourteen (14) days notice of the reconvened meeting is given to Members. If at such reconvened meeting a quorum is not present within thirty (30) minutes of the time appointed for such a meeting, the Members then present (being not fewer than 50% plus one of the Board Members) shall form a quorum or otherwise shall be dissolved.
- 14.4 The Chairman, or in the Chairman's absence, the Deputy Chairman, shall preside at each General Meeting of the Association.
- 14.5 If the Chairman and the Deputy Chairman are absent from a General Meeting or are unwilling to act as the presiding officer, the Members present shall elect one of their number to act as Chairman.
- 14.6 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 no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 14.7 Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.

- 14.8 Except as provided in Rules 14.6 and 14.7, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 14.9 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 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.
- 14.10 Subject to Rule 14.14 upon any question arising at a general meeting of the Association, a Member entitled under these Rules to vote shall have one (1) vote.
- 14.11 Only Board Members shall be entitled to speak as of right and only Full Board Members appointed pursuant to Rules 14.19 and 15.5 shall be entitled to vote on matters of the Association at all meetings of the Association.
- 14.12 Individual Tourist/Heritage Rail Organizations, Associate, Affiliate and Honorary Members may attend all meetings of the Association and, by leave of the Chairman of the meeting, speak at such meetings.
- 14.13 All votes shall be given in the case of a Member being a body corporate, organization or association, by proxy or by a representative appointed under Rule 14.19.
- 14.14 In the case of an equality of voting on a question:
- 14.14.1 the matter shall be adjourned until the next general and notice of that matter and the fact there was an equality of voting on it shall be stated in the Notice of Meeting.
- 14.14.2 the Chairman is not entitled to exercise a second or casting vote.
- 14.15 No vote or votes cast by a Member shall be valid and counted unless the Member has paid all outstanding annual subscriptions (or any relevant instalment).
- 14.16 If, at a meeting, a poll on any question is demanded by not less than one (1) Member (being entitled to vote), 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 a resolution of the meeting on that question.
- 14.17 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.
- 14.18 A Member otherwise entitled to vote at any general meeting shall not do so unless:
- 14.18.1 all moneys due and payable by the Member to the Association have been paid at least seven (7) days prior to the date of the general meeting; and
- 14.18.2 the Member has been a Member for at least twenty-one (21) days prior to the date of the general meeting.
- 14.19 A Member being an organization or association entitled to vote may, by written notice given to the Secretary at least twenty-four (24) hours prior to the commencement of any General Meeting, appoint any two natural persons as its representatives to attend and vote at such a General Meeting on its behalf. Such

written notice shall, subject to Rule 14.23, continue in force for all General Meetings until

- 14.20 Each Member shall be entitled to appoint any person as his proxy by notice given to the Secretary no later than forty-eight (48) hours before the time of the meeting in respect of which the proxy is appointed.
- 14.21 The notice appointing the proxy shall be in such form as the Board may approve from time to time.
- 14.22 Any meeting may meet in any convenient manner, including electronic conferencing, as the Board may think fit.
- 14.23 The appointment of a person as a representative under Rule 14.19 will automatically be revoked if the said person becomes a bankrupt or mentally unsound or dies

## **15. Board of Management**

- 15.1 The Board of Management is the supreme governing body of the Association which is constituted as provided in Rule 15.2.
- 15.2 The Board of Management shall consist of:
  - 15.2.1 the Chairman, Deputy Chairman, Secretary and Treasurer; and
  - 15.2.2 Full Members of the Association
- 15.3 The Board of Management shall have the following functions as may be agreed and conferred upon it from time to time by Board members:
  - 15.3.1 determine strategic and policy affairs of the Association;
  - 15.3.2 approve future activities of the Association;
  - 15.3.3 review the past year activities of the association; and
  - 15.3.4 approve the annual budget of the Association.
- 15.4 The office-bearers of the Association shall be elected subject to Rule 17 by the Members of the Association at the Annual General Meeting for a term that concludes at the end of the next Annual General Meeting pursuant to Rule 20.1 as follows:
  - 15.4.1 the Chairman;
  - 15.4.2 the Deputy Chairman;
  - 15.4.3 the Secretary; and
  - 15.4.4 the Treasurer
- 15.5 A Board Member being an organization, body corporate or association must, by written notice to the Secretary given prior to any meeting of the Board of Management, appoint any two natural persons as its representatives to attend and vote on its behalf at meetings of the Board of Management. Such written notice shall, subject to Rule 15.6, remain valid until revoked by written notice given by the said Board Member to the Secretary.
- 15.6 The appointment of a person as a representative under Rule 15.5 will automatically be revoked if the said person becomes a bankrupt or mentally unsound or dies.

- 15.7 At any time a Board Member is represented by only one natural person, that one person will be entitled to two votes on behalf of the Board Member unless a proxy is appointed in accordance with Rule 15.8.
- 15.8 Each Member shall be entitled to appoint any person as his proxy by notice given to the Secretary no later than forty-eight (48) hours before the time of the meeting in respect of which the proxy is appointed.

## **16. Proceedings of the Board of Management**

- 16.1 The Board shall meet at least twice each calendar year at such places and such times as the Board may determine.
- 16.2 Meetings of the Board may be convened by the Chairman or any two Board members.
- 16.3 A quorum for the business of a meeting of the Board shall consist of at least 50% plus one of the Board Members (personally present or participating by telephonic or electronic media, as the case may be).
- 16.4 No business shall be transacted at a Board Meeting unless a quorum is present and if, within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.
- 16.5 At meetings of the Board of Management
- 16.5.1 the Chairman, or in his absence the Deputy Chairman, shall preside;
- 16.5.2 if the Chairman and the Deputy Chairman are absent or unwilling to act as the presiding officer, one of the remaining Board members as may be chosen by the Board of Management members present shall preside.
- 16.6 Questions arising at a Board of Management meeting shall be determined on a show of hands or, if demanded by a Board of Management member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- 16.7 Each Board of Management member appointed pursuant to Rules 14.19 and 15.5 that is present at a meeting of the Board of Management (including the person presiding at the meeting, if so eligible) is entitled to one (1) vote and, in the event of an equality of votes on any question, the Chairman shall not exercise a second or casting vote and the matter shall be adjourned in accordance with Rule 14.14.1.
- 16.8 Only Board Members shall be entitled to speak as of right and only Board Members appointed pursuant to Rules 14.19 and 15.5 shall be entitled to vote on matters of the Association at all meetings of the Association.
- 16.9 By leave of the Chairman of the meeting, invited guest(s) may attend and speak at Board of Management meetings
- 16.10 Written notice of each meeting of the Board of Management shall be served on each Board Member by:
- 16.10.1 delivering it to him personally;
- 16.10.2 sending it by prepaid post addressed to him at his usual or last known place of abode at least fourteen (14) days before the date of the meeting; or

- 16.10.3 sending it by facsimile transmission to a number nominated by the Board Member at least seven (7) business days before the meeting.
- 16.11 Subject to Rule 16.3, the Board of Management may act notwithstanding any vacancy on the Board.
- 16.12 All acts done by any meeting of the Board of Management or any Committee or Sub Committee or Working Group appointed by the Board of Management or by any person acting as an officer or Board of Management member are, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of a person to be an officer or a Board of Management member or a member of any Committee or Sub Committee or Working Group appointed by the Board of Management, or to act in that capacity, or that a person so elected or appointed was disqualified, as valid as if the person had been duly elected or appointed and was qualified to act in that capacity.
- 16.13 The Board of Management shall meet for the transaction of business in person or by electronic or telephonic media (where all persons participating have been identified by the Chairman of the meeting and each person is able to be heard and communicate with each other person and no person may absent himself during the meeting without the prior acknowledgment of the Chairman) at such times and places as it may from time to time by resolution determine, or failing such determination as the Chairman may direct.
- 16.14 A resolution in writing signed by all the Board of Management members for the time being entitled to receive notice of a meeting of the Board of Management, shall be as valid and effectual as if it has been passed at a meeting of the Board of Management duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more Board of Management members.
- 16.15 In the event of a casual vacancy in any office as an office-bearer referred to in Rule 15.4 the Board of Management may appoint one of the Board Members to the vacant office and the Board Member so appointed may continue in office up to and including the conclusion of the first Annual General Meeting next following the date of his appointment.

## **17. Election of Office Bearers**

- 17.1 Nominations of candidates for election as Office Bearers:
- 17.1.1 at each ATHRA AGM a Returning Officer from the member group in which the State in which the next AGM is to be held shall be appointed
- 17.1.2 the Returning officer shall call for nominations for positions due for election a minimum of eight weeks prior to the date set for the AGM with a closing date for nominations being two weeks prior to the next AGM
- 17.1.3 shall be made in writing, signed by two (2) Members whose class of membership entitles them to vote and accompanied by the written consent of the candidate (which may be endorsed on the nomination form) provided that no nomination shall be valid unless the candidate has paid all outstanding annual subscriptions (or any relevant instalment);
- 17.1.4 where a candidate is an organization, body corporate or association the nomination shall be accompanied by the written consent of the natural

person who shall be the initial representative of the candidate if the candidate is elected (which consent may be endorsed on the nomination form); and

- 17.1.5 shall be delivered to the Returning Officer in accordance with sub clause 171..2 above In the event that an election of Officer Bearers is to take place the Returning Officer shall advise by e-mail to the known address of each delegate entitled to vote at an election is to take place by secret ballot at the AGM. A delegate entitled to vote and who is unable to attend the the AGN may forward to the Returning Officer, by not later than 24 hours prior to the Annual General Meeting a Ballot Paper showing the person they wish to be elected. Members entitled to vote at an Annual General Meeting may appoint a scrutineer from amongst themselves to assist the Returning Officer. The scrutineer shall not be a person standing for ballot.
- 17.2 If insufficient nominations are received to fill all vacancies for Office Bearers, the candidates validly nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 17.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons validly nominated shall be deemed to be elected.
- 17.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 17.5 The ballot for the election of Office Bearers shall be conducted either at the Annual General Meeting in such usual and proper manner as the Board of Management may direct or alternatively by Postal Ballot in accordance with these Rules where the result of the Postal Ballot shall be announced and become effective at the conclusion of the next Annual General Meeting.
- 17.6 Office Bearers shall be eligible for re-election provided that the Chairman and the Deputy Chairman may hold such offices for a continuous period not exceeding five (5) years respectively unless an extension of not more than one (1) year is recommended by the Board of Management.
- 17.7 Should a casual vacancy occur on the Office Bearers the vacancy may be filled by the calling of nominations by the Returning Officer calling for nominations for the casual vacancy from amongst the Board of Management within three months of the vacancy occurring, save that should any call for nominations result in an election of a person to the vacant position for a period of less than 5 months the position not be called and for the vacancy to filled by a decision of the Executive. Any casual vacancy filled in accordance of the above to only hold office until the next scheduled election of that position at an Annual General Meeting. The Rules relating to the calling of nominations and any subsequent elation to be in accordance with this Clause. The filling of the casual vacancy in this manner to be ratified at the next meeting of ATHRA

## **18. Committee of Management**

- 18.1 Except as provided in Rule 15 the Board of Management may delegate any of its functions and powers to a Committee of Management constituted pursuant to Rule 18.2.

- 18.2 The Committee of Management shall consist of The Chairman, Deputy Chairman, Secretary and Treasurer. Nothing in these clauses shall prevent a Committee Member and a Board Member being one and the same person.
- 18.3 The Committee of Management shall have the following functions as may be agreed and conferred upon it from time to time by the Board of Management:
- 18.3.1 shall control and manage the day to day affairs of the Association;
- 18.3.2 may, subject to these Rules 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 the Board of Management and General Meetings of the Members;
- 18.3.3 subject to these Rules and the Act, has power to perform all such acts and things as appear to the Committee to be desirable or essential for the proper management of the business and affairs of the Association including the arrangement of all compulsory insurances;
- 18.3.4 shall investigate, report and make recommendations to the Board on any matter it thinks fit;
- 18.3.5 shall supervise and direct the execution of decisions of the Board;
- 18.3.6 shall not amend or over-ride a decision of the Board except in exceptional circumstances, when a majority vote of three (3) of the Committee Members shall cause a review of the respective decision by the Board.

**19. Proceedings of the Committee of Management**

- 19.1 The Committee may meet at such places and such times as the Committee may determine.
- 19.2 Meetings of the Committee may be convened by the Chairman or any two of Committee members.
- 19.3 A quorum for the business of a meeting of the Committee shall consist of at least three (3) of the Committee Members (personally present or participating by telephonic or electronic media, as the case may be).
- 19.4 No business shall be transacted at a Committee Meeting unless a quorum is present and if, within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.
- 19.5 At meetings of the Committee of Management, the Chairman, or in his absence the Deputy Chairman, shall preside.
- 19.6 Questions arising at a Committee of Management meeting shall be determined on a show of hands or, if demanded by a Committee of Management member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- 19.7 Each Committee of Management member present at a meeting of the Committee of Management (including the person presiding at the meeting) is entitled to one (1) vote and, in the event of an equality of votes on any question, the Chairman shall not exercise a second or casting vote and the matter shall be adjourned in accordance with Rule 14.14.1, provided that the vote is not contradictory to a decision of the Board pursuant to Rule 18.3.6.

- 19.8 Written notice of each meeting of the Committee of Management shall be served on each Committee of Management member by:
- 19.8.1 delivering it to him personally;
  - 19.8.2 sending it by prepaid post addressed to him at his usual or last known place of abode at least fourteen (14) days before the date of the meeting; or
  - 19.8.3 sending it by e-mail to an address nominated by the Board of Management member at least seven (7) business days before the meeting..
- 19.9 Subject to Rule 19.3, the Committee of Management may act notwithstanding any vacancy on the Committee of Management.
- 19.10 The Committee of Management shall meet for the transaction of business in person or by electronic or telephonic media (where all persons participating have been identified by the Chairman of the meeting and each person is able to be heard and communicate with each other person and no person may absent himself during the meeting without the prior acknowledgment of the Chairman) at such times and places as it may from time to time by resolution determine, or failing such determination as the Chairman may direct.
- 19.11 A resolution in writing signed by all the Committee of Management members for the time being entitled to receive notice of a meeting of the Committee of Management, shall be as valid and effectual as if it has been passed at a meeting of the Committee of Management duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more Committee of Management members.

## **20. Offices**

- 20.1 The term of office of each Committee of Management Member shall be two (2) years. At start-up, the Chairman and Secretary shall sit for one (1) year and then continue for two (2) years thereafter to retain continuity.
- 20.2 The Chairman shall preside at all meetings of the Association, represent the Association as required and may attend meetings of all Sub-Committees or Working Groups.
- 20.3 The Deputy Chairman shall assist the Chairman, act in that capacity during any absence of the Chairman and represent the Association as directed by the Chairman.
- 20.4 The Secretary shall:
- 20.4.1 attend Committee Meetings, Board Meetings, Annual General Meetings and other meetings as directed, call and give notice of meetings as required and ensure that minutes are taken which accurately record the proceedings at all such meetings and present those minutes to Members,
  - 20.4.2 handle and conduct all of the correspondence of the Association,
  - 20.4.3 keep and maintain up to date a register of Members containing their contact details and type of Membership and other information determined by the Board.
- 20.5 The Treasurer shall:
- 20.5.1 ensure that true accounts are kept in respect of:

- 20.5.1.1 all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place,
- 20.5.1.2 the property, assets and liabilities of the Association,
- 20.5.2 shall keep correct general records, accounting books and records of receipt and expenditure connected with the operations and business of the Association in such form and manner as the Board may direct,
- 20.5.3 cause to be opened with such financial institution as the Board may from time to time determine banking accounts in the name of the Association in to which all monies received by or on behalf of the Association shall be paid as soon as possible after receipt thereof,
- 20.5.4 not draw any cheques on the Association's bank account except for the payment of expenditure that has been authorized by the Board, or has been authorized up to a pre-determined amount by the Board for whatever expenditure that may be necessary prior to the next Board Meeting and which shall be ratified at the next consecutive Board Meeting.
- 20.5.5 cause to be signed by any two (2) of the Chairman, Deputy Chairman, Secretary and Treasurer and any other persons so authorized by the Board all cheques and other negotiable instruments,
- 20.5.6 prepare a statement of the receipts and expenditure, and a balance sheet at the end of each financial year,
- 20.5.7 cause the accounts of the Association to be examined by one or more suitable persons appointed at each Annual General Meeting in respect of the reports to be presented to the subsequent Annual General Meeting.
- 20.6 At each Annual General Meeting, there shall be appointed a Public Officer who shall be a resident of the State/Territory of incorporation of the Association.
- 20.7 The Board may from time to time appoint such persons to such other offices with such duties as it may determine and may terminate any such appointment.

## **21. Sub-Committees or Working Groups**

- 21.1 The Board may appoint Sub-Committees or Working Groups as it deems necessary.
- 21.2 A Sub-Committee or Working Group shall be chaired by a person nominated by the Board and shall include such other persons as may be appointed by the Board with the consent of their respective State/Territory Associations.
- 21.3 The Chairman, Deputy Chairman, Secretary and Treasurer shall be, *ex officio*, members of all Sub-Committees or Working Groups.
- 21.4 Each Sub-Committee or Working Group shall keep a record of its proceedings and shall furnish a copy thereof to the Secretary.
- 21.5 A Sub-Committee or Working Group shall operate in accordance with any directions and/or conditions imposed and directions given by the Board.

## **22. Vacation of Office**

- 22.1 For the purposes of the Rules, the office (as a Board of Management or Committee of Management Member) of a Board of Management or Committee of Management

Member becomes vacant if the Board of Management or Committee of Management Member:

22.1.1 dies or ceases to be a Member ;

22.1.2 becomes bankrupt or insolvent;

22.1.3 resigns his office by notice in writing given to the Secretary;

22.1.4 where the Board of Management or Committee of Management member is an organization or association and where the said Board of Management or Committee of Management Member fails to appoint a representative under Rule 15.5 within one (1) month after receiving written notice from the Secretary requesting that such an appointment be made; or

22.1.5 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health.

22.1.6 fails to pay the annual subscription within thirty (30) days of notice from the Association that the annual subscription (or any relevant instalment) is overdue.

### **23. Postal Ballot**

23.1 In respect of any business which may be validly considered at a Special General Meeting pursuant to these Rules, the Board may (in lieu of the Special General Meeting) conduct a postal ballot of Members (in these Rules referred to as a "Postal Ballot") in accordance with the provision of this Rule.

23.2 At least thirty (30) days prior to the closing of a Postal Ballot, the Secretary shall arrange to send to all Members entitled to vote at a General Meeting, ballot papers giving particulars of the business in relation to which the Postal Ballot is conducted, an explanation of the method of voting and a voting form (all in the form and with such content as the Board may approve) and shall give all such Members notice of the closing date of the Postal Ballot.

23.3 The Returning Officer shall receive all voting forms received from such Members in respect of a Postal Ballot and shall promptly advise the Board of the result of the Postal Ballot. Any voting form received at the office after 5.00 pm on the closing date of a Postal Ballot shall be deemed to be invalid and not be counted.

23.4 In all other respects, subject to the Rules, the Board shall determine any other procedures or matters in relation to the conduct of any Postal Ballot and shall have the power to make Regulations for that purpose.

23.5 In the event of any dispute by any Member in relation to the validity or conduct of any Postal Ballot, such Member shall within thirty (30) days of the closing date of such Postal Ballot, give notice in writing to the Board stating the grounds of the Member's complaint. The Board may either itself investigate the complaint or may appoint a committee for the purpose. After hearing the complaint the Board shall determine the matter and its decision on that matter shall be final.

### **24. Funds**

24.1 The funds of the Association shall be derived from fees, subscriptions, levies, donations, grants and such other sources as the Board determines.

## **25. Financial Reports**

25.1 The Association shall at the end of each financial year prepare financial reports in accordance with the Act.

## **26. Cheques**

26.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments for payment shall be signed by at least two (2) out of four (4) persons accredited to do so by the Board.

## **27. Income and Property Distribution**

27.1 The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and in the Statement of Purposes of the Association, and no proportion of it shall be distributed, paid or transferred directly or indirectly by way of dividends, bonus or otherwise by way of profit to or amongst the Members provided that nothing contained in these Rules shall prevent the payment in good faith of interest to any Members in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration to any officers or servants of the Association or to any Member or other person in return for any services actually rendered to the Association, provided further that nothing contained in these Rules shall be construed so as to prevent the payment or repayment to any Member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association, or the provision of services by a Member to which that person would be entitled to payment in accordance with the purposes if that person were not a Member.

## **28. Winding Up or Cancellation**

28.1 In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act, subject to the proviso that, if upon winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members, but shall be given or transferred to some institution or institutions having objects similar or in part similar to the objects of the Association and is not carried on for the purposes of profit or gain to its individual members, such institution or institutions to be determined by the Members at or before the time of dissolution.

28.2 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 4.

28.3 The Association may be wound up in the manner provided for in the Act.

## **29. Common Seal**

29.1 The Common Seal of the Association shall be kept in the custody of the Secretary.

29.2 The Common Seal shall not be affixed to any instrument except by authority of the Board and the affixing of the Common Seal shall be attested by the signature of either of two (2) Board of Management or Committee of Management members.

### **30. Custody of Records**

- 30.1 Except as otherwise provided in the Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association, which shall be available for inspection at all reasonable times by Members.
- 30.2 Upon the request of a Member and the payment of the fee prescribed by the Board, the Secretary will arrange to provide a Member with copies of:
  - 30.2.1 the current statement of the Statement of Purposes of the Association;
  - 30.2.2 the Rules of the Association;
  - 30.2.3 the deeds of any trust of the Association.

### **31. Alteration of Rules and Statement of Purposes**

- 31.1 These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

### **32. Notices**

- 32.1 A notice or document may be served by or on behalf of the Association upon any Member either personally or by sending it by pre-paid post to the Member at the Member's address shown in the Register of Members.
- 32.2 A notice or document may be served upon or delivered to the Association or the Secretary either personally on the Secretary or by sending it by pre-paid post to the principal office of the Association, or the address of the Secretary shown in the Register of Members (as the case may be).
- 32.3 Where a notice or document is properly addressed, pre-paid and posted to a person it shall be deemed to have been served on the second business day after the date on which it was posted.
- 32.4 The inadvertent failure to give notice to any person, of any general meeting or meeting of the Board of Management, Committee of Management or any Sub Committee or Working Group appointed by the Board of Management or Committee of Management, shall not invalidate such meeting or any direction or resolution of such meeting or any act or matter done in accordance with or pursuant to any resolution or direction of any such meeting.

### **33. Branches and Groups of Members**

- 33.1 The Board of Management or Committee of Management may make provision for the formation, establishment, conduct and dissolution of Branches and Groups of Members on such terms and subject to such conditions as the Board of Management or Committee of Management may think fit.

### **34. Indemnity**

- 34.1 Subject to the Act (other than in the case of fraud, gross negligence or criminal act or omission), every officer, auditor or Board of Management or Committee of Management shall be indemnified out of the property of the Association against any liability incurred by such person in such capacity in defending any proceedings, whether civil or criminal, in which judgement is given in such person's favour, or in which such person is acquitted, or in connection with any application in relation to any such proceedings in which relief is granted to such person by any relevant Court.

### **35. Regulations**

35.1 The Board of Management or Committee of Management shall have power to make Regulations and to amend, suspend, or rescind the same from time to time as it thinks fit provided that such Regulations shall not be inconsistent with the provisions of the Act or these Rules for the good governance and conduct of the affairs of the Association.

### **36. Grievance Procedure**

36.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:

36.1.1 a Member and another Member; or

36.1.2 a Member and the Association.

36.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.

36.3 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 ten (10) days, hold a meeting in the presence of a mediator.

36.4 The mediator must be:

36.4.1 a person chosen by agreement between the parties; or

36.4.2 in the absence of agreement:

in the case of a dispute between a Member and another Member, a person appointed by the Board;

or

in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by a relevant arbitrating organization.

36.5 A Member can be a mediator.

36.6 The mediator cannot be a Member who is a party to the dispute.

36.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

36.8 The mediator, in conducting the mediation, must:

36.8.1 give the parties to the mediation process every opportunity to be heard; and

36.8.2 allow due consideration by all parties of any written statement submitted by any party; and

36.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

36.9 The mediator must not determine the dispute.

36.10 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.