

**ASSOCIATIONS
INCORPORATION
ACT (1981)**

**RULES OF ASSOCIATION OF THE
AUSTRALIAN INSTITUTE OF
ANIMAL MANAGEMENT INC.**

These rules are based on Model Rules have been prescribed pursuant to the power contained in Section 5 of the Associations Incorporation Act 1981 by the Associations Incorporation Regulations.

RULES FOR AN INCORPORATED ASSOCIATION

1. Name

The name of the incorporated association is: Australian Institute of Animal Management Inc. (in these rules called “the Association”).

2. Definitions

1. In these rules, unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 1981*

“Calender Year” means the year ending on 31 December

“Committee” means the Committee of Management of the Association.

“Executive” means the executive of the Committee.

“Financial year” means the year ending on 30 June.

“General meeting” means a general meeting of members convened in accordance with Rule 12.

“Member” means a member or a corporate 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.

“Person” means a natural person or corporate entity.

“Regulations” means regulations under the Act.

“Relevant documents” has the same meaning as in the Act.

(2) In these Rules, a reference to the secretary of an Association is a reference:

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

3. Alteration of Rules

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

4 Membership

- (1) A natural person or corporate entity who is approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:
 - (a) unless their admission as a member is approved by the Committee.
- (3) An application by a person for membership of the Association:
 - (a) shall be made in writing in the form set out in Appendix 1; and
 - (b) shall be lodged with the Secretary of the Association.
- (4) As soon as is practicable after being referred to the Committee, the Committee shall determine whether to approve or reject the application.
- (5) Upon an application being referred to the Committee, the Committee shall determine whether to approve or to reject the application.
- (6) Upon an application being approved by the Committee, the Secretary shall, with as little delay as possible, notify the applicant in writing that they are approved for membership of the association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the year's annual subscription.
- (7) The secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the applicants name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (10) A right, privilege, or obligation of a person by reason of their membership of the association:

- a) is not capable of being transferred or transmitted to another person; and
- b) terminates upon the cessation of their membership whether by death or resignation or otherwise.

5. Entrance fees and subscription

- (1) The entrance fee is \$10.00
- (2) The annual subscription for ordinary members is \$20.00 and is payable in advance on or before the 31st day of December annually.
- (3) The annual subscription for Corporate membership is \$500 and is payable in advance on or before the 31st day of December annually.

6 Register of Members

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 free of charge by members upon request at the address of the Public Officer.

7. Resignation of members

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one months notice in writing to the secretary of his or her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members and entry recording the date on which the member by whom the notice was given, ceased to be a member.

8. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution -

- (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.

- (2) A resolution of the Committee under sub-rule (1) does not take effect unless –
 - (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days and not later than 28 days after notices has been given to the member in accordance with sub-rule (4).

- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice –
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following :
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must –

- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7) –
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

9. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between –
 - (a) a member and another member, or
 - (b) a member and the Association.
- (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.

- (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.
- (4) The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of 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).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) the mediator must not determine the dispute.
- (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.

10. Annual General Meetings

- (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such date, time and place as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice

convening it.

- (4) The ordinary business of the annual general meeting shall be:
 - a) to confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
 - b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - c) to elect officers of the Association and the ordinary members of the Committee; and
 - d) to receive and consider the statements submitted by the Association in accordance with section 30(3) of the Act..
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

11. Special General Meetings

- (1) All general meetings other than the annual general meeting shall be called special general meetings.
- (2) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (3) The Committee shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (4) The request 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.
- (5) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (6) 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.

12. Convening of General Meetings

- (1) The Secretary of the Association shall, at least 14 days or 21 days if a special resolution has been proposed before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at their postal or Email address appearing in the register of members, a notice by pre-paid post or email stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) Notice may be sent –
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting shall be conducted at the meeting.
- (4) A member desiring to bring any business before a meeting may give notice of that business in writing or by email to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

13. Proceedings at Meeting

- (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 specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (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.
- (3) Five members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (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 stand adjourned to the same day in the next week at the same time and (unless another place and time is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the

quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

14. Presiding at general meetings

- (1) The President, or in their absence, the Deputy President, shall preside as chairperson at each general meeting of the Association.
- (2) If the President and the Deputy President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the Meeting.

15. Adjournment of meetings

- (1) The Chairperson 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.
- (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 general meeting.
- (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. Voting at general meetings

- (1) 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 Chairperson 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.
- (2) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (3) All votes must be given personally or by proxy.
- (4) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

- (5) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that has been demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands –

- (a) a declaration by the Chairperson that a resolution has been –
- (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) 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.

19. Proxies

- (1) Each member is entitled to appoint another member as a 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.
- (2) The notice appointing the proxy must be –
- (a) for a meeting of the Association convened under rule 7(7), in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

20. Committee of Management

- (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 22.
- (2) The Committee –
 - (a) shall control and manage the business and affairs of the Association:
 - (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
 - (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.
 - (d) shall receive no remuneration from the Association for expenses incurred for attendance at Committee meetings or Conferences convened by the committee
 - (e) shall be exempt from having to pay registration fees at the Associations annual national conference
 - (f) shall have power to co-opt people onto the Committee to act in an advisory capacity to the Committee of Management.

21. Office Holders

- (1) The Executive officers of the Association shall be a :
 - a) President;
 - b) Deputy-President;
 - c) Treasurer; and
 - d) Secretary.
- (2) The provisions of Rule 23 as far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (3) Each Executive officer of the Association shall hold office until the annual general meeting 2 years after the date of their election but is eligible for re-election by the committee.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of their appointment.

22. Ordinary members of the committee

- (1) Subject to section 23 of the Act, the Committee shall consist of –
 - (a) The Executive Officers of the Association
 - (b) Minimum of two and up 9 ordinary members on the basis that these members provide representation for each Australian State and Territory and New Zealand where practicable ,each of whom shall be elected by the general membership at the annual general meeting of the Association in each year.
- (2) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of their election but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of their appointment.

23. Election of Committee

- (1) Nominations of candidates for election as executive officers of the association or as ordinary members of the Committee must be –
 - a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form nomination); and
 - b) delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

- (6) A nomination of a candidate for election under this clause is not valid:
 - (a) if that candidate has been nominated for another office for election at the same election.
 - (b) unless the candidate has been a fully paid up member for at least two years.
- (7) A nomination of a candidate for election as executive officer of the Association is not valid unless the candidate has served at least two years as an ordinary Member of the committee.

24. Vacancies

For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member –

- a) ceases to be a member of the Association;
- b) becomes an insolvent under the administration within the meaning of the Companies (Victoria) Code; or
- c) resigns their office by notice in writing given to the secretary.

25. Procedure of Committee

- (1) The Management Committee shall convene at least 2 times in each year, one (1) being meetings in person and one(1) by teleconference at such place and such times as the Management Committee may determine.
- (2) The Executive Committee shall convene at least 1 time in each year at such place and such time as the Management Committee may determine.
- (3) Special meetings of either Committee may be convened by the President or by any four of the members of either Committee.
- (4) Notice shall be given to 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.
- (5) Any four members of the Committee (which must include at least two members of the Management committee) constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business shall be transacted unless a quorum is present and the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week or at another place and time as determined by the chairperson

unless the meeting was a special meeting in which case it lapses.

- (7) At meetings of the Committee –
 - a) the President or in their absence the Deputy-President shall preside; or
 - b) if the President and the Deputy-President are absent, such one of the remaining members of the Management Committee as may be chosen by the members present shall preside.
- (8) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on 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.
- (9) Each member present at the 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.
- (10) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to them at a reasonable time before the meeting or by sending it by pre-paid post or Email addressed to them at their usual or last known place of abode or advised Email address at least two business days before the date of the meeting.
- (11) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

26. Duties of Secretary

The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

27. Duties of Treasurer

- (1) The Treasurer of the Association –
 - a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - b) shall 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.

- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

28. Removal of Committee Member

- (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

29. Funds

- (1) The Treasurer of the Association must –
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (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.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

30. Common Seal

- (1) The common seal of the Association must be kept in the custody of the secretary.

- (2) The common seal must not be affixed to any instrument except by the authority of the Committee and the 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.

31. Alteration of Rules and Statement of Purposes

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

32. Notices

- (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or email to the member at their address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted or Emailed to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

33. Winding Up

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.

34. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in their custody or under their control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

35. Source of Funds

The funds of the Association shall be derived from entrance fees, annual subscriptions, donation, Conference subscription and sponsorships, and such other sources as the Committee determines.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP TO THE
AUSTRALIAN INSTITUTE OF ANIMAL MANAGEMENT INC.**

I,
(Full name of applicant and occupation)

of
(Address including Email Address)

desire to become a member /Corporate member of.....
(Name of Association)

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of Applicant

Date

I, a member of the Association.
(Name)

nominate the applicant, who is personally known to me, for membership of the Association.

.....
Signature of Proposer

Date.....

I, a member of the Association, second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....
Signature of Seconder

Date.....

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I, of
(Name) (Address)

Being a member of The Australian Institute of Animal Management Inc.

Hereby appoint
(Name of Proxy holder)

of
(address of Proxy holder)

Being a member of that Incorporated Association, as my proxy to vote for me on me behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on

..... 20..... and at any adjournment of that meeting.
(date of meeting)

My proxy is authorised to vote in favour of/against (*delete as appropriate*) the resolution (insert details).

Signed.....

Date.....