



RULES

of the

AUSTRALASIAN ASSOCIATION FOR INSTITUTIONAL RESEARCH

(As amended up to [September-January 2021+7](#))

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PART 1: NAME AND INTERPRETATION

1. NAME AND ADDRESS

The name of the incorporated association is AUSTRALASIAN ASSOCIATION FOR INSTITUTIONAL RESEARCH INC. (Trading as "AAIR").

The registered address of the incorporated association is Suite 204, 585 Little Collins Street, Melbourne Vic 3000.

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

"the Act" means the Associations Incorporation Reform Act 2012 of the State of Victoria and includes any regulations made under that Act.

"Committee" means the Executive Committee of AAIR.

"Editor" means the Editor or Editors of AAIR appointed by the Committee from time to time.

"Full financial member" means a member of AAIR who, pursuant to these Rules, is eligible to vote at general meetings of AAIR, to hold any office under AAIR, and whose membership subscriptions have been paid in full.

"Registrar" means the Registrar of Incorporated Associations.

"Regulations" means the Regulations made under the Act.

"Secretary" means the Honorary Secretary of AAIR.

"Special resolution" means a resolution that requires not less than three-quarters of the voting members present at a general meeting, whether in person or by proxy, to vote in favour of the resolution of the members of AAIR that is passed by a majority of not less than three-fourths of such members as being entitled to do so, vote in person or by proxy at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

"Tertiary" means all public and private post-secondary education, which includes inter alia universities, polytechnics, vocational education and training providers and other tertiary education providers.

"Treasurer" means the Honorary Treasurer of AAIR.

2.2 Interpretation

Words or expressions contained in these Rules shall be interpreted in accordance with the Act and the Interpretation of Legislation Act 1984 of the State of Victoria.

Commented [LN1]:

Special Resolution 1:
That the members of AAIR approve the alteration and definition of 'Special resolution'.

Justification for change:
The former contradicts Rule 16.2 Quorum: 'The quorum for a general meeting is 15 members present in person, who are entitled to vote'. If we only need 15 members at an AGM, but we need ¾ of all members to approve a special resolution (which would currently be about 140 people), we will never meet this.

PART 2: PURPOSES AND POWERS

3. STATEMENT OF PURPOSES

The purposes for which of AAIR is established are to:

- (1) ~~empower our community to facilitate evidence-based decision making to support the improvement of tertiary education in Australasia~~
- (1)(2) ~~to advance institutional effectiveness in tertiary education; support and improve the professional practice and effectiveness of institutional researchers and allied roles, to facilitate evidence-based decision making and drive the improvement of tertiary education in Australasia~~
- (2)(3) ~~to raise the level of professional competence and practice in both qualitative and quantitative analysis within the fields of tertiary education policy planning, policy analysis and institutional research evaluation, data analysis and reporting within the Australasian region;~~
- (3)(4) ~~to facilitate and enhance inter-institutional and international information sharing, networking, and cooperation, including regional chapters and other interest groups cooperation in the promotion, conduct and dissemination of comparative institutional research;~~
- (4)(5) ~~to facilitate the professional development of members by:~~
 - (a) ~~organising annual conferences (the AAIR Annual Forum and the AAIR SIG Forum);~~
 - (b) ~~developing and fostering cooperative links with Government bodies and international associations the Association for Institutional Research USA), the European Association for Institutional Research, and similar organisations elsewhere in the world;~~
 - (c) ~~encouraging and organising regional and special interest group meetings of members;~~
 - (d) ~~publishing professional publications, such as AAIR Forum Proceedings;~~
 - (c) ~~providing opportunities for members and associates to meet to enhance their special interests in institutional research, including business intelligence and analytics, government reporting, load management and planning, and surveys and evaluation~~
 - (e)(d) ~~informing members on a diverse range of relevant topics through a regular electronic newsletter circulating a regular newsletter to inform members of current developments.~~

4. POWERS

Solely for furthering the purposes set out above and not otherwise, AAIR has the power to:

- (1) ~~to promote, assist in promoting, and secure the holding of meetings, conventions, conferences, seminars, workshops, forums and competitions;~~
- (2) ~~to publish and disseminate information for the promotion of any of the objects of AAIR by means of print, audio, audio visual, electronic or other media;~~
- (3) ~~to purchase, lease, hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the purposes of AAIR;~~
- (4) ~~to take or make any gifts or donations of property, or money, whether subject to any special trusts or not, for any one or more of the purposes of AAIR, and to act as trustee in respect of any money or property;~~
- (5) ~~to take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of AAIR in the shape of donations, annual subscriptions or otherwise;~~
- (6) ~~to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the real or personal property of AAIR;~~
- (7) ~~to invest and deal with the money of AAIR not immediately required in such manner as may from time to time be thought fit;~~
- (8) ~~to establish and support, and/or to aid in the establishment and support of any organisation which:~~

Commented [LN2]: Special Resolution 2:
That the members of AAIR approve the changes to the statement of purposes to make this more relevant to AAIR and more closely reflect the Association objectives.

Justification for change:
The purposes and objectives of the association have changed over the years, and the former statement of purposes was deemed not reflective of the association currently.

- (a) is formed for purposes similar to all or some of the purposes of AAIR; ~~and~~
- (b) has a constitution prohibiting the distribution of its income and property among its members to an extent similar to the prohibition contained in these Rules.
- (9) ~~to~~ obtain from any Government or Authority any rights, privileges and concessions which AAIR may think it desirable to obtain; ~~and~~ to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (10) ~~to~~ appoint, employ, remove or suspend such staff and other persons as may be necessary or convenient for the purposes of AAIR;
- (11) ~~to~~ do all such other lawful things as are incidental or conducive to the attainment of the purposes of and the exercise of the powers of AAIR, PROVIDED THAT any such purposes and powers are not construed so that they are contrary to any provision of the Act.

PART 3: MEMBERSHIP

5. MEMBERSHIP

5.1 Classes of membership

AAIR shall have the following classes of membership:

- (1) Individual member;
- (2) Life member;
- (3) Honorary member;
- (4) Retired member; ~~and~~
- (5) Such further classes as the Committee may from time to time ~~to~~ establish following approval by bylaw first approved by a majority of members in a general meeting or through a postal or electronic ballot, or online poll.

5.2 Existing members

A member in any class of membership shall, subject to the provisions of these Rules, continue to be a member in that class pending the payment of fees where applicable.

5.3 Eligibility for membership

Subject to these Rules:

- (1) any person of good character shall be eligible to be an Individual member who:
 - (a) is working in the tertiary education sector or a related organisation ~~(unless eligible under the provisions of Rule 5.3(5))~~ with an interest in institutional research, planning and analysis; ~~and/or~~
 - (b) normally holds a degree, diploma, associate diploma, or other equivalent professional qualification; ~~and/or~~
 - (c) normally has a minimum of ~~two (2)~~ years appropriate professional experience in tertiary education institutional research, planning and analysis or equivalent experience.

PROVIDED THAT persons who do not fulfil the above requirements but who are interested in institutional research may, subject to these Rules, be admitted as Individual members at the discretion of the Committee.

- (2) Subject to Rule 5.5(2), any person shall be eligible for Life membership who has rendered long, outstanding, meritorious and exceptional service as a member to AAIR in achieving its aims, or for any other commendable reason.
- (3) Any person shall be eligible for Honorary membership who is a prominent citizen from within Australasia or abroad who is visiting AAIR for some special occasion, subject to Rule 5.5(3).
- (4) Any person shall be eligible to be a Retired member where ~~he or she~~ they have been a member of AAIR for at least 10 years and is retired from the full-time workforce, or otherwise at the discretion of the Committee.

5.4 Application for membership

Persons seeking AAIR membership can join in one of two ways:

- (1) Those attending either the AAIR Annual Forum or the AAIR SIG Forum are eligible to become members as part of the registration process for those for ~~whom~~ if this option is selected (purchase of membership through forum registration is optional); or
- (2) Otherwise:
 - (a) applications for Individual member can be made in writing to the Committee in such form and containing such particulars as the Committee may determine, or
 - (b) any member whose membership has been deemed to have lapsed may renew their membership in accordance with Clause Rule 6: Annual Subscriptions.

5.5 Election of members

- (1) All applications for membership must be dealt with in the general business of the next duly convened committee meeting. The Committee shall decide on the admission or exclusion of such applicants, or otherwise, for membership. The decision of the Committee shall be final and, where an applicant is not admitted to membership, any subscriptions received by ~~the~~ the Committee AAIR in support of the application shall be refunded in full.
- (2) Life membership may be conferred only on the recommendation of the Committee and is subject to majority approval of members present at an ~~Annual Gg~~ Annual Gg ~~Meeting~~ Meeting. There shall be no more than 20 Life members at any one time.
- (3) Honorary membership may be conferred by the Committee at its discretion, or by the President and Secretary acting jointly.
- (4) Retired membership may be approved by the Committee on application provided that the applicant meets the requirements set out in Rule 5.3(4) ~~of these Rules~~.
- (5) Upon the approval of an application for Individual membership, or upon the conferment of any other class of membership, the person affected shall become a member of AAIR in the relevant class of membership and will be bound by these Rules. The Secretary or delegation of the Secretary shall advise the applicant or person affected of the acceptance to the particular class of membership.

5.6 Incidents of certain memberships

- (1) Individual members shall:
 - (a) have the right to vote at any general meeting of AAIR;
 - (b) have the right to hold any office in AAIR subject to the clauses set out under Rule 25.1 Eligibility of candidates ~~in these Rules; and~~
 - (c) have all other rights and privileges conferred upon them by these Rules, the Act or the bylaws.
- (2) Life members shall:
 - (a) be exempt from membership fees and levies;
 - (b) have all rights and privileges conferred upon Individual members as set out in by Rule 5.6(1).
 - ~~(b)(c)~~ be eligible for discounts to AAIR events where such discounts are available to a Life member.
- (3) Honorary members shall:
 - (a) be exempt from membership fees and levies;
 - (b) not be entitled to hold office or have voting rights;
 - (c) be entitled to the social privileges of AAIR as determined by or on the invitation of the Committee, or President and Secretary acting jointly, from time to time;
 - (d) not bring into AAIR or entertain therein any non-member without the permission of a committee member.
- (4) Retired members shall:
 - (a) be exempt from membership fees and levies;
 - (b) not be entitled to hold office or have voting rights;
 - (c) be entitled to the social privileges of AAIR as determined by or on the invitation of the Committee, or President and Secretary acting jointly, from time to time;

(d) be eligible for discounts to AAIR, events where such discounts are available to a Retired member.

~~The Secretary shall keep appropriate records of the names and addresses of all Honorary members and Life members in a Register of Members. Such records shall specify the occasion or period in respect of which such class of membership is granted.~~

Commented [LN3]: This is now in Rule 5.8.

5.7 Transfer and cessation of membership rights

A right, privilege or obligation of a member of AAIR, by reason of membership, is personal to the member and:

- (1) cannot be transferred to another person or organisation; ~~and~~
- (2) terminates upon cessation of membership from any cause.

5.8 Register of Members

The Secretary, or delegation by the Secretary, shall keep and maintain a Register of Members in which shall be entered the class of membership, full name, address and other relevant details regarding each member. Such records shall specify the occasion or period in respect of which such class of membership is granted.

5.9 Patrons

Patrons may be appointed by the members in ~~a~~ the general meeting following recommendation by the Committee. Patrons shall serve for a period to be agreed upon between the Patron and the Committee, which will be reviewed biennially. ~~Persons so appointed shall thereupon be deemed to be Honorary members of AAIR for the twelve months next ensuing, or such other period as the members in a general meeting may decide.~~

6. ANNUAL SUBSCRIPTIONS

6.1 Annual subscriptions

- (1) The entrance fees, subscription fees, or payments payable by the members of AAIR, shall be such as the Committee may from time to time prescribe.
- (2) Subscriptions shall be paid annually and shall fall due when the Committee in its discretion from time to time determines.

6.2 Arrears of subscriptions

- (1) If the subscription of any member is not paid within the period of ~~60~~ 90 days from the date upon which it falls due for payment, the Secretary or Treasurer, or delegation by the Secretary or Treasurer, may give to the member in default written notice requiring payment within ~~seven~~ (7) days.
- (2) If the subscription is not paid within the time limited by such notice, the Committee may debar the defaulting member from all privileges of membership and remove the member's name from the Register of Members.

6.3 Power to reinstate

The Committee shall have power in its absolute discretion to reinstate the member so removed from the Register of Members if the member pays the arrears within a period of ~~three~~ (3) months after such removal.

6.4 Effect of payment

If and when any member or intending member pays any fee or subscription to AAIR, then such member or intending member shall be deemed to have agreed to be bound by these Rules. Such payment shall be conclusive proof of that fact.

6.5 Effect of arrears

No member whose subscription is in arrears shall be entitled to vote, hold office, nominate office bearers or intending members, sign a requisition for a meeting or propose a motion.

7. ADDRESSES OF MEMBERS

Members shall from time to time communicate their addresses to the Secretary of AAIR and advise of any change of address ~~which~~ that may occur.

8. RESIGNATIONS

A member may at any time by giving notice in writing to the Secretary, resign from membership of AAIR, and upon notification by the Committee to the member that such resignation has been accepted, shall cease to be a member. An appropriate entry of the member's resignation shall be made in the Register of Members.

9. DISCIPLINE OF MEMBERS

9.1 Penalties

~~If any member conducts him/herself in a manner unbecoming to the character of a member of AAIR, or in a way which is prejudicial or detrimental to the interest of AAIR, knowingly introduces an expelled or otherwise undesirable person into the AAIR meetings, willfully infringes any of the Rules or bylaws of AAIR, or neglects or refuses to attend before the Committee when called upon to do so, then he/she may be reprimanded, suspended, fined (in accordance with the bylaws) or expelled by the Committee. Such person may raise a grievance as outlined in Rule 10 if they so choose, and only upon the conclusion of the disciplinary proceedings.~~

9.2 Notice of charge

~~(1) No member shall be suspended, reprimanded, fined or expelled unless such member has by notice in writing by a registered letter posted to the member's last known address been notified of the charge against the member at least 14 clear days before the meeting of the Committee at which such charge is to be heard. The member charged shall be entitled to attend the hearing for the purpose of answering the charge.~~

~~(2) Voting on any penalty by the members of the Committee shall be by secret ballot if required by three (3) members at the meeting, and a simple majority shall carry the motion, except in the case of expulsion which shall require a unanimous vote.~~

~~(3) Any decision of the Committee at such a hearing or any adjournment thereof shall be final and the committee members shall not be required to give any reason for their decision.~~

9.3 Failure to attend

~~If the member fails to attend at the time and place mentioned without reasonable excuse, the charge or complaint shall be heard and dealt with and the members of the Committee shall decide on the evidence before it in the member's absence.~~

9. DISCIPLINARY ACTION

19.1 Grounds for taking disciplinary action

~~AAIRThe Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:—~~

- ~~(1) has failed to comply with these Rules; and/or~~
- ~~(2) refuses to support the purposes of AAIRthe Association; and/or~~
- ~~(3) has engaged in conduct prejudicial to AAIRthe Association.~~

209.2 Disciplinary subcommittee

- ~~(1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.~~
- ~~(2) The members of the disciplinary subcommittee:—~~

Commented [LN4]: Special Resolution 3: That the members of AAIR approve the inclusion of Division 9. DISCIPLINARY ACTION as taken from the Model Rules for Incorporated Associations replacing the former Division 9. DISCIPLINE OF MEMBERS.

Justification for change:
AAIR's DISCIPLINE OF MEMBERS was replaced by DISCIPLINARY ACTION, as taken from the Model Rules for Incorporated Associations, as it was deemed more comprehensive and more clearly written than the existing Division.

- (a) may be ~~C~~committee members, members of ~~AAIRthe Association~~, or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

219.3 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:—
 - (a) stating that ~~AAIRthe Association~~ proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising the member that ~~he or she~~they may do one or both of the following:—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting; and/or
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under ~~r~~Rule 9.623.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

229.4 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must:—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with ~~sub~~rRule-9.4(1), the disciplinary subcommittee may either:—
 - (a) take no further action against the member; or
 - (b) subject to ~~sub~~rRule 9.4(3):—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from ~~AAIRthe Association~~.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

9.5 Failure to attend

If the member subject to the disciplinary process fails to attend at the time and place mentioned without reasonable excuse, the charge or complaint shall be heard and dealt with in their absence and the members of the Committee shall decide on the evidence before it.

239.6 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from ~~AAIRthe Association~~ under ~~r~~Rule 9.422 may give notice to the effect that ~~he or she~~they wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given to the:—
 - (a) ~~to the~~disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) ~~to the~~Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under ~~sub~~rRule-Rule 9.6(2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the ~~Association~~AAIR who is entitled to vote as soon as practicable and must:—
 - (a) specify the date, time and place of the meeting; and
 - (b) state:—

- (i) ~~the name of the person against whom the disciplinary action has been taken; and~~
- (ii) ~~the grounds for taking that action; and~~
- (iii) ~~that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.~~

249.7 Conduct of disciplinary appeal meeting

- (1) ~~At a disciplinary appeal meeting:—~~
 - (a) ~~no business other than the question of the appeal may be conducted; and~~
 - (b) ~~the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and~~
 - (c) ~~the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.~~
- (2) ~~After complying with ~~subrule~~ Rule 9.7(1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.~~
- (3) ~~A member may not vote by proxy at the meeting.~~
- (4) ~~The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.~~

10. GRIEVANCE PROCEDURE

10.1 Application

- (1) This grievance procedure applies to disputes under these Rules between either:
 - (a) a member and another member; ~~or~~
 - (b) a member and the Committee; ~~or~~
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

10.2 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

10.3 Appointment of a mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 10.2, the parties must within 10 days:
 - (a) notify the Committee of the dispute; ~~and~~
 - (b) agree to or request the appointment of a mediator; ~~and~~
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be either:
 - (a) a person chosen by agreement between the parties; ~~or~~
 - (b) in the absence of agreement if the dispute is between a member and:
 - (i) ~~if the dispute is between a member and~~ another member—a person appointed by the Committee; ~~or~~
 - (ii) ~~if the dispute is between a member and~~ the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of AAIR ~~the Association~~, but in any case, must not be a person who either:
 - (a) has a personal interest in the dispute; ~~or~~
 - (b) is biased in favour of or against any party.

10.4 Mediation process

- (1) In conducting the mediation, the mediator to the dispute must:
 - (a) give each party every opportunity to be heard; ~~and~~

- (b) allow due consideration by all parties of any written statement submitted by any party;
~~and~~
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

10.5 Failure to resolve ~~the~~ dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. CESSATION OF MEMBERSHIP

Membership shall cease upon the death, resignation, ~~retirement~~, removal for non-payment of arrears, or expulsion of a member. Every member ceasing to be a member of AAIR shall *ipso facto* forfeit all rights to the benefits or privileges that such member may have had by reason of membership.

PART 4:- GENERAL MEETINGS

12. ANNUAL GENERAL MEETING

12.1 Each calendar year

- (1) An annual general meeting of members shall be held in each calendar year during the period of the AAIR Annual Forum ~~or~~ at such time and place as the Committee may direct.
- (2) The annual general meeting shall be specified as such in the notice convening it.

12.2 Ordinary business

The ordinary business of the annual general meeting shall be to:

- (1) ~~to~~ confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
- (2) ~~to~~ receive from the Committee, reports on the transactions of AAIR during the preceding financial year, in accordance with Rule 27.45;
- (3) receive and consider the annual report of the Committee on the activities of AAIR during the preceding financial year
- (2)(4) to confirm or vary the amounts (if any) of the annual subscription and joining fee
- (3) ~~to~~ elect the officers of AAIR and the ordinary members of the Committee in the ~~bi~~annual election coinciding with the meeting in every even numbered year;
- (4)(5) ~~to receive and consider the statement submitted by AAIR in accordance with the Act.~~

12.3 ~~Special~~ Other business

~~The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules. The annual general meeting may transact special any other business of which notice is given in accordance with these Rules or the Act.~~

12.4 General business

~~The annual general meeting may transact such other business as may be allowed by the Chair in the Chair's absolute and final discretion.~~

12.4 Minutes of annual general meeting

The minutes of each annual general meeting must include:

- (1) the names of the members attending the meeting
- (2) proxy forms given to the Secretary prior to the meeting under Rule 20.

The minutes shall be accompanied by an annual report which includes the financial statements.

13. SPECIAL GENERAL MEETINGS

~~All general meetings other than the annual general meeting shall be called Extraordinary General Meetings.~~

- (1) Any general meeting of ~~AAIR the Association~~, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule ~~145~~ may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule ~~154.1~~ and the majority of members at the meeting agree.

13.21 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with ~~subRule 13.1(2)~~ by at least 10% of the total number of members.
- (2) A request for a special general meeting must:—
 - (a) be in writing
 - (b) state the business to be considered at the meeting and any resolutions to be proposed
 - (c) include the names and signatures of the members requesting the meeting
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under ~~subRule 13.1(3):—~~
 - (a) must be held within 3 months after the date on which the original request was made; ~~and~~
 - (b) may only consider the business stated in that request.
- (5) ~~The Association/AAIR~~ must reimburse all reasonable expenses incurred by the members convening a special general meeting under ~~subRule 13.1(3)~~.

14. CONVENING EXTRAORDINARY GENERAL MEETINGS

14.1 Committee

~~The Committee may, whenever it deems appropriate, convene an Extraordinary General Meeting.~~

14.2 Requisition of members

~~The Committee shall on requisition of not less than fifteen per cent of the current members of AAIR, having at the date of the delivery of the form of requisition to the Secretary of AAIR, a right to vote at general meetings of AAIR forthwith proceed to convene an Extraordinary General Meeting of AAIR. In the case of such requisition, the following provisions shall have effect:~~

- (1) ~~The form of requisition must state the objects of the meeting and the matters to be dealt with. It must be signed by the requisitionists and be delivered to the Secretary. It shall consist of one (1) document signed by all the requisitionists. Such a special meeting shall only deal with the subjects and matters set out on the requisition form, or subjects and matters directly connected with those subjects and matters.~~
- (2) ~~If the Committee does not cause an Extraordinary General Meeting to be held within one (1) month from the date of delivery of the requisition, the requisitionists or any of them may themselves convene the meeting. However, any meeting so convened shall not be held after~~

Commented [LN5]: Special Resolution 4: That the members of AAIR approve the inclusion of 13. SPECIAL GENERAL MEETINGS as taken from the Model Rules for Incorporated Associations replacing the former Division 13 of the same name.

Justification for change:
Division 13, including Rule 13.1 were included from the Model Rules for Incorporated Associations. Minor edits have been inserted into the text.

Commented [LN6]: Special Resolution 5: That the members of AAIR approve the removal of former Division 14. CONVENING EXTRAORDINARY GENERAL MEETINGS, as this is now covered in the inclusion of 13. SPECIAL GENERAL MEETINGS.

Justification for change:
There is no reference to extraordinary meetings in the Model Rules for Incorporated Associations. This Division is now covered by Rule 13 which came from the Model Rules, and we believe it more accurately reflects how we operate.

the expiration of three (3) calendar months from the date of delivery of such form of requisition to the Secretary.

- (3) Any meeting convened under this rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Committee.
- (4) Any reasonable expense incurred by the requisitionists in convening any such meeting may at the discretion of the meeting, to be decided by a simple majority, be repaid to the requisitionists by AAIR.

1514. NOTICE OF GENERAL MEETINGS

154.1 Notice to members

- (1) In the case of all general meetings, 21 days' notice exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given, specifying the place, day and hour of the meeting, and the subjects and matters of business of the meeting, shall be given to all members in writing. The Secretary (or, in the case of a special general meeting convened under Rule 13.1(3), the members convening the meeting) must give to each member of AAIR:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting, or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time, and place of the meeting
 - (b) indicate the general nature of each item of business to be considered at the meeting
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution
 - (ii) state the intention to propose the resolution as a special resolution
 - (iii) comply with Rule 20.
- (3) This rule does not apply to a disciplinary appeal meeting.

Rule 9.3 sets out the requirements for notice of a disciplinary appeal meeting.

154.2 Accidental omission

The accidental omission to give notice to a member of a general meeting or the non-receipt of the notice of the meeting by any member shall not invalidate the proceedings at such meetings.

154.3 Other business

A member desiring to bring any business before a general 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.

15. USE OF TECHNOLOGY

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting using technology that allows that member, and the members present at the meeting, to communicate with each other clearly and simultaneously.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under Rule 15(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

16. PROCEEDINGS AT MEETINGS

16.1 No business without a quorum

Commented [LN7]: Special Resolution 6: That the members of AAIR approve the inclusion of Division 14. NOTICE OF GENERAL MEETINGS, as taken from the Model Rules for Incorporated Associations, as a more accurate and detailed representation of how AAIR runs general meetings and meets the legal changes to notice of time.

Justification for change:
Rule 14.1 has been added from the Model Rules for Incorporated Associations. Some of the requirements have changed and this is a more comprehensive inclusion.

Commented [LN8]: Special Resolution 7: That the members of AAIR approve the inclusion of Division 15. USE OF TECHNOLOGY, as taken from the Model Rules for Incorporated Associations.

Justification for change:
Considering COVID-19 and the need to move to alternative modes of meeting, we have included Rule 15 from the Model Rules for Incorporated Associations.

No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these Rules ~~to vote~~ is present during the time when the meeting is considering that item.

16.2 Quorum

The quorum for a general meeting is ~~fifteen (15)~~ members present in person, who are entitled to vote.

16.3 Lack of quorum

- (1) If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to such other day, time and place as the Committee may appoint by ~~seven (7)~~ clear days' notice to the members, given in the same manner as the usual notice of general meetings is given.
- (2) ~~The~~Such an adjourned meeting ~~shall~~must be adjourned to a date held no ~~later~~more than 21 days after the adjournment from the date of the abortive meeting. If at such adjourned meeting a quorum is not present, members who are present (being not less than ~~four (4)~~) shall constitute a quorum and may validly transact the business for which the meeting was called.

16.4 Chair at general meetings

The President shall be entitled to take the chair at every general meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting, or is unwilling or unable to act, then the Vice-President automatically chairs the meeting. If the Vice-President is absent or unwilling or unable to act, then a committee member ~~of the Committee~~ or an Individual member of AAIR, as the meeting shall determine, shall act as Chair.

17. ADJOURNED GENERAL MEETINGS

17.1 Chair may adjourn general meetings

The Chair of a general meeting at which a quorum is present may, with the consent of the meeting and, in the case of a deadlock on any question or motion without the consent of the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned general meeting other than the business left unfinished at the general meeting at which the adjournment took place.

17.2 Notice of adjourned general meeting

If a general meeting is adjourned for ~~fourteen (14)~~ days or more pursuant to Rule 17.1, then notice of the adjourned general meeting must be given by the Secretary in accordance with Rule ~~14~~5.1.

18. DETERMINATION OF QUESTIONS

18.1 Show of hands

Subject to these Rules, every question or motion submitted to a general meeting shall be decided by a show of hands.

18.2 Chair's ruling

At any general meeting, a declaration by the Chair that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, shall be accepted unless ~~five (5)~~ members present call for a recount, in which case the members present shall divide and be recounted by ~~two (2)~~ members from each side of the division and appointed by the Chair to act as scrutineers.

19. VOTING

19.1 One vote per member

Upon any question arising at a general meeting, a member who is entitled to vote has one ~~(+)~~ vote only.

19.2 Vote personally

All votes shall be given personally or by proxy.

19.3 Casting vote

- (1) In the case of an equality of votes, the Chair is entitled to exercise a casting vote as well as a deliberative vote. The Chair may decline to exercise the casting vote.
- (2) ~~In the event that~~ if the Chair does not exercise a casting vote, the question or motion shall be opened for further discussion for 15 minutes, after which time it shall be voted on by secret ballot or show of hands as directed by the Chair. In such ballot or show of hands, the Chair may exercise a casting vote as well as a deliberative vote.

19.4 Entitlement to vote

- (1) Individual members and Life members are entitled to vote at any general meeting.
- (2) An Individual member is not entitled to vote at any general meeting unless all moneys due and payable by such member to AAIR have been paid.
- (3) ~~Patrons, Honorary members,~~ and Retired members are not entitled to vote at any general meeting.

20. PROXIES

20.1 Right to appoint proxy

Each member is entitled to appoint another member as a proxy by notice in writing and -signed by the person making the appointment and given to the Secretary not less than one day before the meeting.

20.2 Another member

A proxy must be another member entitled to be present and vote at the general meeting.

21. MINUTES OF GENERAL MEETINGS

Minutes of all resolutions and proceedings at general meetings shall be made and kept by the Secretary or delegate of the Secretary. Any such minutes shall be signed by the Chair of the meeting to which it relates, or by the Chair of the next succeeding meeting, and if purporting to be so signed shall be receivable as *prima facie* evidence of the facts therein stated.

PART 5: THE EXECUTIVE COMMITTEE

22. THE EXECUTIVE COMMITTEE

22.1 Management of AAIR

The business and affairs of AAIR shall be managed by the Executive Committee constituted as provided in Rule 24.

22.2 Powers and responsibilities

The Committee:

- (1) shall control and manage the business and affairs of AAIR;
- (2) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by AAIR other than those powers and functions that are required by these Rules to be exercised by general meetings;
- (3) may appoint such subcommittees as are deemed expedient, and may delegate any of its duties to such subcommittees;
- (4) 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 AAIR;
- (5) may, as necessary, enter into agreements with research or educational organisations to assist in achieving the purposes of AAIR in accordance with ~~section~~ Rule 4(8)(b) of these Rules;
- (6) may appoint staff for AAIR as may be determined by the Committee for a period of time and on such other terms and conditions as may be determined by the Committee, and periodically review the appointment; ~~and~~
- (7) shall appoint the current President as signatory and one two others, namely the Vice-President, Secretary or Treasurer in the first instance, or an ordinary committee member if necessary.

23. OFFICERS OF AAIR

23.1 Officers

The ~~O~~fficers shall be:

- (1) a President;
- (2) a Vice-President;
- (3) the Immediate Past-President (if not elected to another office);
- (4) an Honorary Treasurer;
- (5) an Honorary Secretary.

23.2 Acting President

In the event of the absence or inability to act of the President, the Vice-President shall become Acting President.

In the event of the absence or inability to act of both the President and the Vice-President, the remaining members of the Committee may from amongst themselves ~~elect~~ appoint an Acting President.

23.3 Election of officers

The provisions of Rule 25, so far as they are applicable and with the necessary modifications, apply to the election of officers.

23.4 Term of office

Each officer of AAIR shall hold office until the conclusion of the second annual general meeting following such officer's election.

23.5 Casual vacancy

If the office of any officer (other than that of the Immediate Past-President) becomes vacant or is not filled at any election ~~or~~ postal or electronic ballot, or online poll, then the Committee may appoint a person to hold that office during such time as it would have been held by a person if elected to the office, or by the person whose office has become vacant.

23.6 Re-election

Retiring officers are eligible for re-election.

24. EXECUTIVE COMMITTEE

~~24.1 First members~~

~~The first members of the Committee shall be the persons who were the members of the Committee of AAIR immediately before AAIR was incorporated under the Act.~~

~~24.2~~ Composition of the Committee

- (1) ~~Subject to Rule 24.1, t~~he Committee shall consist of:
 - (a) the officers of AAIR;
 - (b) a minimum of ~~four~~ (4) ordinary members and maximum of ~~six~~ (6) ordinary members of AAIR who are eligible to hold office in AAIR pursuant to these Rules, all of whom shall be elected at an annual general meeting of AAIR or, if the Committee so determines, by a postal or electronic ballot, or online poll coinciding with an annual general meeting;
 - (c) the Editor or Editors appointed pursuant to Rule 29, if they are a member of AAIR;
 - (d) the person appointed by the Committee to be the convener of the next AAIR Annual Forum and/or the next AAIR SIG Forum, or if any of those forums are to be held jointly with other associations, the person appointed by the Committee to be the AAIR representative on the organising committee.

Commented [LN9]: Special Resolution 8:
That the members of AAIR approve the removal of former Rule 24.1 First Members, as this is now deemed obsolete.

Justification for change:
We believe this is now obsolete.

- (2) The President may ~~in at his or her~~their discretion, appoint as members of the Committee one ~~(1)~~ or up to ~~two (2)~~ additional members of AAIR who are eligible to hold office in AAIR pursuant to these Rules, where less than ~~six (6)~~ members have been elected pursuant to Rule 24.12(1). The appointment may be made for such period and on such terms and conditions as the President thinks fit provided that no more than ~~six (6)~~ ordinary members hold office at any point in time.

24.32 Term of office

- (1) Each officer and ordinary member of AAIR shall hold office until the conclusion of the second annual general meeting following such officers' election, excluding the Immediate Past-President who ~~at their discretion, may will~~ hold office until ~~either~~ the next ~~or the second~~ ~~Annual G~~general Mmeeting after the appointment of the new President.
- (2) The term of office of an ordinary member of the Committee appointed pursuant to Rule 24.21(2) shall expire ~~contemporaneously~~ with the term of office of the elected ordinary members of the Committee as provided for in Rule 24.32(1).

24.43 Re-election

Retiring ~~ordinary committee~~ members ~~of the Committee~~ are eligible for re-election.

24.54 Casual vacancy

If the office of any ordinary member of the Committee becomes vacant or is not filled at any election, ~~or~~ postal or electronic ballot, ~~or online poll~~, then the Committee may appoint a person to that office for the period of time that it would have been held by a person if elected to the office, or by the person whose office has become vacant.

25. ELECTIONS

25.1 Eligibility of candidates

- (1) No person shall be eligible for election as an officer or as an ordinary member of the Committee unless such person has been a financial member for a period of at least eleven months pursuant to Rule 24.21(2).
- (2) No member shall hold more than one ~~(1)~~ office at the same time save that the Immediate Past-President may again be elected as President, in which event the Committee shall be deemed validly constituted.

25.2 Manner of elections

The Committee must determine whether elections are to be conducted at an annual general meeting or by means of a postal or electronic ballot, ~~or online poll~~.

25.3 Nominations

Nominations of candidates for election as officers or as ordinary members of the Committee:

- (1) must be made in writing, signed by ~~two (2)~~ full financial members, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- (2) must state the office for which the nominee is nominated and may state more than one ~~(1)~~ office; ~~and~~
- (3) must be delivered to the Secretary at least ~~seven (7)~~ clear days before the annual general meeting ~~or online poll, or~~ in the case of a postal or electronic ballot, by the closing date for nominations advised to members by the Secretary in the call for nominations.

25.4 Invalid nominations

Unless the proposer, seconder and candidate are full financial ~~individual~~ members, or Life members at the time the Secretary receives the nomination, the nomination shall be invalid.

25.5 Retiring officers

- (1) A retiring officer or ordinary committee member must advise the Secretary by the closing date for nominations as to whether ~~they~~ he or she wishes to stand for re-election to the same office. If such advice is given, the person in question shall be deemed to have been renominated.
- (2) Retiring officers or ordinary committee members wishing to stand for an office other than that which they are vacating must be nominated for such office in accordance with Rule 25.3.

25.6 Insufficient nominations

- (1) A postal or electronic ballot, or online poll, must not be held if there are no nominations for any one ~~(1) particular office~~, or insufficient nominations for ordinary members of the Committee.
- (2) In such event, the election must be held at the annual general meeting and, for this purpose, individual members who are fully financial members, and Life members, may propose and second nominations from the floor of the meeting with the consent of the person nominated.

25.7 No ballot required

If the valid nominations received do not exceed the number required to fill the respective offices, then the person or persons nominated shall be declared elected.

25.8 Secret ballots

If the valid nominations received exceed the number required to fill the respective offices, a separate secret ballot must be held for each vacant position. Ballot papers shall be prepared listing the candidates in alphabetical order. Voting will be by simple majority. In the event of an online election, voting shall be by anonymous polls presented to the membership during the online meeting.

25.9 Scrutineers

The ballot shall be counted by ~~two~~ (2) or more scrutineers appointed by the Chair of the annual general meeting.

A candidate for any position shall not be a scrutineer. In the event of an equality of votes in favour of two or more candidates, the Chair of the annual general meeting shall draw lots between the candidates having equality of votes.

25.10 Vacation of office

The office of any officer or ordinary committee member shall *ipso facto* be vacated if the office holder:

- (1) ~~if the office holder~~ becomes bankrupt or enters into a scheme of arrangement or composition with the officer holder's creditors, or is convicted of a felony;
- (2) ~~if the office holder~~ becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (3) ~~if the office holder~~ is absent from ~~three~~ (3) consecutive meetings of the Committee without leave of absence from the Committee, and the Committee resolves that the holder's office be vacated;
- (4) ~~if the office holder~~ resigns from office either by email or a signed notice in writing to the Committee of AAIR;
- (5) ~~if the office holder~~ becomes prohibited from being a member of the Committee by reason of any order made under the Act;
- (6) ~~if the office holder~~ ceases to be a full financial member of AAIR (except in the case of Life members);
- (7) ~~if the office holder~~ dies;
- (8) ~~if the office holder~~ is removed from office for any other reasonable reason.

25.11 Removal of Committee or members thereof

- ~~(1) Subject to the provisions of these Rules, the members in an extraordinary general meeting called for that purpose may by special resolution remove from office any officers of AAIR or any ordinary member of the Committee or the whole of the Committee, and may by ordinary resolution appoint another person or persons in place of the person or persons so removed.~~

Any person so appointed shall hold office during such time only as the person he/she has replaced would have held the office if he/she had not been so removed. A general meeting of AAIR may:

(a) by special resolution remove a committee member from office

(b) elect an eligible member of AAIR to fill the vacant position in accordance with this Rule.

(2) A member who is the subject of a proposed special resolution under Rule 25.11(1)(a) may make representations in writing to the Secretary or President of AAIR (not exceeding a reasonable length) and may request that the representations be provided to the members of AAIR.

(3) The Secretary or the President may give a copy of the representations to each member of AAIR or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

Commented [LN10]: Special Resolution 9: That the members of AAIR approve the replacement of the current Rule 25.11 Removal of Committee or members thereof with the new Rule 25.11, as taken from the Model Rules for Incorporated Associations.

Justification for change:
This section of the Model Rules was deemed more comprehensive and more clearly stated than what we currently have.

26. PROCEDURE OF THE COMMITTEE

26.1 Frequency of meetings

The Committee shall meet at such place and at such intervals as it deems necessary or advisable, but shall endeavour (without being obliged to do so) to meet once in each alternate calendar month.

26.2 Special meetings

Special meetings of the Committee may be convened by the President or by any ~~four~~(4) of the members of the Committee.

26.3 Notice of meetings

Notice shall be given to members of the Committee of ordinary meetings and of any special meeting. In the latter case, the notice must specify the general nature of the business to be transacted, and no other business shall be transacted at such meeting without the consent of the Chair.

26.4 Quorum

- (1) Any ~~four~~(4) members of the Committee (which must include at least one of President/Vice-President/Immediate Past-President) shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- (2) 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 an appropriate date, time and place agreed to by a majority of the committee members present.

26.5 Chair

At meetings of the Committee:

- (1) the President, or in ~~his/her~~ their absence the Vice-President, shall preside; ~~or~~
- (2) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

26.6 Determination of questions

Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands or "ayes" or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

26.7 Voting

Each committee member present at a meeting of the Committee or of any subcommittee appointed by the Committee (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 person presiding the meeting may exercise a second or casting vote.

26.8 Vacancy

Subject to Rule 26.4, the Committee may act notwithstanding any vacancy on the Committee.

26.9 Conduct of meetings using communications media

Meetings of the Committee may be convened and held by way of teleconferencing, videoconferencing, or other medium for electronic communication available for such purpose from time to time as long as:

- (1) the number of persons participating and ~~physically~~ present would represent a quorum for the purposes of these Rules ~~and in accordance with Rule 26.4;~~
- (2) 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;
- (3) each of the participants acknowledge:
 - (a) such participant's presence to the Chair;
 - (b) that the meeting is being convened as a duly constituted meeting;
 - (c) that each participant can hear the other participants;
- (4) the Chair is satisfied with the identification of each of the participants at the commencement of the meeting and the presence of a quorum; ~~and~~
- (5) voting of the participants on all issues can be clearly ascertained by the Chair.

No person participating in any meeting conducted pursuant to this rule shall disconnect communication during ~~the course of~~ any meeting without the consent of the Chair, and in default of such consent or proven failure of the connection, 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. The Chair shall confirm minutes of the proceedings conducted as aforesaid, and such minutes shall be *prima facie* evidence of the matters discussed and resolutions passed thereat.

26.10 Circulatory resolutions

- ~~(1) If a majority of committee members have signed a document containing a statement that they are in favour of a resolution of the Committee, an ordinary resolution in those terms shall be deemed to have been passed at a committee meeting 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 on which, and at the time at which, the document was last signed by a committee member (as the case may be);~~
- ~~(2) The provisions of Rule 26.10(1) shall apply *mutatis mutandis* to a special resolution if at least three-quarters of the committee members have signed a document containing a statement that they are in favour of such special resolution.~~
- ~~(3) For the purposes of Rules 26.10(1) and (2), two (2) or more separate documents containing statements in identical terms, each of which is signed by one (1) or more committee members, shall together be deemed to constitute one (1) document containing a statement in those terms signed by committee members on the respective days on which they signed the separate documents.~~

26.10¹ Delegation

- (1) The Committee may delegate any of its powers to subcommittees consisting of such member or members ~~of its body and/or such members~~ of AAIR as it may from time to time ~~think deem~~ fit and may from time to time revoke such delegation.
- (2) Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Committee.
- (3) The President shall be an ex-officio member of all such subcommittees.
- (4) The meetings and proceedings of any subcommittee consisting of ~~two (2)~~ or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto.
- (5) If the Committee so requires, any subcommittee shall report its business in writing to the Committee.

Commented [LN11]: Special Resolution 10:
That the members of AAIR approve the removal of Rule 26.10
Circulatory resolutions, as this is not reflective of how the
Committee passes resolutions.

Justification for change:
The committee never passes resolutions by signing documents,
they are always made by a vote. Therefore, removal was
deemed appropriate.

~~(5)(6)~~ The Committee may delegate responsibilities within defined portfolios to committee members from time to time. The committee member so appointed to lead a portfolio shall be deemed the leader of that portfolio and may create a working group or subcommittee to assist in supporting the requirements of that role as deemed necessary.

26.1~~2~~ Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The committee member:
 - (a) must not be present while the matter is being considered at the meeting; ~~and~~
 - (b) must not vote on the matter.

26.1~~2~~3 Minutes of meetings

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following:
 - (a) the names of the committee members and invited guests in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under Rule 26.1~~2~~.

26.1~~3~~4 Editorial Board-

The Editorial Board is a subcommittee of the Committee. It is the duty of the members of the Editorial Board to ensure that:-

- (1) editorial procedures and standards for public documents of AAIR are drawn up and maintained; ~~and~~
- (2) a newsletter, forum proceedings, annual reports, or other publications, be issued to members as shall be determined by the Committee from time to time.

PART 6: -FINANCIAL MATTERS

27. FINANCIAL MATTERS

27.1 Funds

The funds of ~~the AAIR Association~~ shall be derived from annual subscriptions, donations, forum registration fees, subsidies, sponsorship, and such other sources as the Committee determines.

27.2 Accounts and audit

- (1) ~~The Committee, in conjunction with the Treasurer, shall ensure that proper accounts are maintained to reflect the true financial position of AAIR.~~
- (2) ~~The books of account of AAIR shall be open to the inspection of members at the office of the Treasurer upon request.~~
- (3) ~~The accounts shall be audited annually by a Certified Practising Accountant or a member of the Institute of Chartered Accountants in Australia as appointed by the Committee from time to time.~~

27.2 Financial sStatements

- (1) ~~For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association AAIR are met.~~
- (2) ~~Without limiting subrule Rule 27.2-(1), those requirements include:—~~
 - (a) ~~the preparation of the financial statements~~
 - (b) ~~if required, the review or auditing of the financial statements, if required~~
 - (c) ~~the certification of the financial statements by the Committee~~

(d) submission of the financial statements to the annual general meeting of AAIRthe Association

(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements, and fees with the Registrar.

27.3 Bank accounts and cheques

- (1) All moneys received by AAIR from whatever source must be paid forthwith into an account in the name of AAIR with such bank as the Committee may from time to time direct.
- (2) All drafts, bills of exchange, promissory notes and other negotiable instruments, other than cheques, shall be signed by ~~two~~ (2) members of the Committee, of which one must be the Treasurer.
- (3) All cheques or other electronic payments shall be signed or authorised by the Treasurer and by either one other member of the Committee or a financial member of AAIR appointed for this purpose by the Committee.
- (3)(4) The designated bank accounts of AAIR shall have three signatories consisting of the Treasurer and two other officers of the Committee, being either the President, Vice-President and/or Secretary in the first instance, or an ordinary committee member if necessary.

27.4 Annual Report

The Committee shall at each annual general meeting lay before the members a statement containing the particulars as specified in the Act, together with the Auditor's Report on the accounts of AAIR for the previous financial year.

27.45 Financial year

The financial year of AAIR shall run from 1 July in a year to 30 June in the next following year.

Commented [LN12]: Special Resolution 11: That the members of AAIR approve the changes to PART 6: FINANCIAL MATTERS, including all edits, deletions, and additions taken from the Model Rules for Incorporated Associations.

Justification for change:
There are three Tiers of reporting requirements, see [Financial statements and auditing requirements – incorporated associations - Consumer Affairs Victoria](#). AAIR falls under Tier 1 and is therefore not required to provide full audited accounts annually. See [Lodging an annual statement – incorporated associations - Consumer Affairs Victoria](#). 'For Tier 1 associations, no documents required (but you will still need to lodge the annual statement).'
This section has been added from the Model Rules for Incorporated Associations. Minor edits have been made in the text.

Commented [LN13]: This is now covered under Rules 12.2 and 21.

PART 7: GENERAL

28. NOTICES

- (1) A notice may be served by the Committee upon any member either personally or by sending it by post or by email to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed and prepaid 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.

29. EDITOR

The Committee may from time to time appoint a person or persons (whether a member or not) to act as Editor or Editors of AAIR publications. Any such appointment may be made for such period and on such terms and conditions as the Committee deems appropriate, and shall specify the duties and responsibilities.

30. HONORARIA

The Committee may grant honoraria to all or any of the following: The President, the Vice-President, the Secretary, the Treasurer, the Editor, and such other persons as it ~~thinks sees~~ fit. The amount of such honoraria may be prescribed by the Committee from time to time in the bylaws.

31. CUSTODY OF RECORDS

Except as otherwise provided in these Rules, all books, documents, and securities of AAIR shall be kept in the custody and control of the Secretary or a delegate of the Secretary. The office(s) of AAIR shall be located at such place as shall be determined by the Committee from time to time.

32. CODE OF ETHICS AND PROFESSIONAL CONDUCT

- (1) The Committee may from time to time adopt a Code of Ethics and Professional Conduct which, upon ratification by AAIR in a general meeting (or by referendum), shall be binding upon all members.
- (2) Upon ratification of a Code of Ethics and Professional Conduct, or the ratification of any amendment or variation of such Code, a copy of the Code, amendment or variation shall be provided to each member ~~and recorded on the AAIR website~~.

33. ALTERATION OF STATEMENT OF PURPOSES AND RULES

Subject to the Act, these Rules and/or the Statement of Purposes, ~~these Rules and/or the Statement of Purposes~~ may be altered only in the following manner:

- (1) Any member may submit, in writing, a proposed amendment to the Rules ~~and/or~~ Statement of Purposes to the Committee.
- (2) (a) Every proposed amendment received by the Committee not less than ~~twenty-one (21)~~ days before the next general meeting, must be referred to the next general meeting for consideration.
(b) Every proposed amendment received by the Committee less than ~~twenty-one (21)~~ days before the next general meeting may, if the Committee decides, be referred to the next general meeting but, if not so referred, must be referred to the second next following general meeting.

- (3) Not less than ~~twenty-one (21)~~ days' notice must be given to members, in accordance with the Rules, specifying the intention to propose the resolution altering the Rules and/or Statement of Purposes as a special resolution.
- (4) The proposed amendment is ineffective unless it is passed by special resolution. A declaration by the Chair that the special resolution has been carried is conclusive evidence of the fact unless a poll is demanded.
- (5) The Secretary shall, within one ~~(1)~~ month after the passing of the special resolution altering the Rules and/or Statement of Purposes, lodge with the Registrar ~~of Incorporated Associations~~ notice in writing of the special resolution setting out particulars of the alteration together with a declaration signed by at least ~~two (2)~~ members of the Committee to the effect that the special resolution was passed in accordance with the Act.
- (6) The alteration to the Rules and/or Statement of Purposes takes effect on the date when the Secretary lodges the notice under Rule 33(5).

34. BYLAWS

- (1) The Committee may from time to time make, alter and repeal, bylaws consistent with these Rules and the Act ~~and these Rules~~, for the proper conduct and management of AAIR, and in particular, but without limitation, for:
 - (a) the management and control of ~~the~~ business activities, forums and other events, premises and publications of AAIR;
 - (b) the conduct of and the privileges enjoyed by AAIR members;
 - (c) any other matter not required to be dealt with pursuant to these Rules by the members in a general meeting.
- (2) Any bylaws made under these Rules shall come into force and have full authority of a bylaw of AAIR upon the expiration of 14 clear days after being posted to members for notification.
- (3) Any bylaw may be set aside by a majority vote of the members in a general meeting.

35. WINDING UP OR CANCELLATION

35.1 Distribution of income and property

- (1) The income and property of AAIR shall be used and applied solely in promotion of its purposes, and the exercise of its powers as set out in these Rules and in the Statement of Purposes.
- ~~(2)(1) Subject to Rule 35.1(3), no income or property of AAIR is to be distributed, paid or transferred directly or indirectly as a dividend, bonus or profit to any member.~~
- ~~(3)(2)~~ Nothing in these Rules prevents the payment in good faith to members, officers, members of the Committee, ~~or~~ contractors or subcontractors of AAIR in respect of:
 - (a) monies advanced to them by AAIR;
 - (b) monies owing to them by AAIR;
 - (c) remuneration in return for services rendered or goods supplied to AAIR.
 - ~~(d) Subject to Rule 35.1(3), no income or property of AAIR is to be distributed, paid or transferred directly or indirectly as a dividend, bonus or profit to any member.~~

35.2 Disposition of surplus assets

If AAIR is wound up or its registration cancelled in accordance with the Act, any property remaining after payment of all debts and liabilities must not be paid to or distributed amongst the members. The remaining property must be given or transferred to a fund, authority or institution having purposes similar to the purposes of AAIR, and which prohibits the distribution of its income and property to its members. The fund, authority or institution:

- (1) is to be determined in accordance with a special resolution of the members or, in the absence of a special resolution, by the Registrar ~~of Incorporated Associations~~, or by a Judge of the Supreme Court as may have or acquire jurisdiction in the matter
- (2) must be approved by the Commissioner of Taxation as a fund, authority or institution under the Income Tax Assessment Act 1997.

36. TRADING

AAIR is authorised to trade in accordance with the Act.

Commented [LN14]: Special Resolution 12:
Upon the passing of resolutions 1 through 11 above, that the members of AAIR approve all updates in its Rules as described in the tracked changes document circulated to the membership at least 21 days prior to this AGM.

Justification for change:
This special resolution covers all other minor edits and changes throughout the AAIR Rules. We trust that any major changes have been covered by special resolutions 1 through 11.