

# **AMNESTY INTERNATIONAL AUSTRALIA**

**ACN 002 806 233**

**A company Limited by Guarantee**

## **Constitution**

This Constitution was adopted by the company in May 2002. This version incorporates amendments made in July 2005, June 2006, July 2008, November 2009, July 2010 and July 2016.

**(Including the Memorandum of Association  
and Articles of Association)**

**CORPORATIONS ACT 2001**  
**AMNESTY INTERNATIONAL AUSTRALIA**  
**MEMORANDUM OF ASSOCIATION**  
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## **1. Interpretation**

In this memorandum, unless the contrary intention appears:-

“AIA” means the company established by this memorandum and the related articles of association under the name of Amnesty International Australia;

“the Corporations Act” means the Corporations Act 2001;

“International Council” means the International Council of Amnesty International;

“International Board” means the International Board of Amnesty International;

“member’ means a member of AIA;

“National Board” means the board of directors of AIA, constituted in accordance with the articles of association of AIA and the Corporations Act;

“property” means real or personal property of any description, and in particular includes any chose in action, patent, trademark, copyright, registered design and confidential information and any other intellectual property;

“branch” means each body of members grouped in accordance with rule 2.8(a) of AIA’s articles of association;

## **2. Name**

The name of the Company is “Amnesty International Australia”.

### **3. Objects and Methods**

#### **3. Objects and Methods**

- 3.1 AIA is part of the global movement of Amnesty International. The worldwide movement of Amnesty International - including AIA - is a non-denominational, non-partisan movement, independent of all governments, political parties and religious institutions.
- 3.2. AIA is a democratic organisation comprising members and supporters who work to achieve the objects set out below.
- 3.3. AIA's objects are:
- (a) To promote, defend and protect the human rights of all people as set out in the Universal Declaration of Human Rights (UDHR), and subsequent United Nations conventions and declarations based on the UDHR, as well as in regional codes of human rights which incorporate the rights contained in the UDHR, the provisions to which governments have voluntarily acceded.
  - (b) To encourage, and raise awareness, that every human being possesses rights based on their humanity and that respect for human rights improves people's lives.
  - (c) To end grave abuses of the human rights of individuals, for example prisoners of conscience, and groups of people experiencing: injustice; poverty; discrimination; torture; cruel, inhuman and degrading treatment or punishment; executions; and the indiscriminate killing of civilians.
  - (d) To help those fleeing persecution and conflict and to defend people from violence from state and non-state actors.
- 3.4 To achieve the objects in clause 3.3 above, AIA may:
- (a) Conduct investigations and publish well-founded, evidence-based research on human rights issues;
  - (b) Prepare, publish (in a variety of media) and promote reports and material on human rights issues;
  - (c) Monitor and publicise violations and abuses of human rights;
  - (d) Provide education on human rights;
  - (e) Support, directly or indirectly, individuals and their families whose human rights have been breached;
  - (f) Protect, directly or indirectly, those who are at risk of human rights violations;
  - (g) Work in partnership with other organisations and individuals;
  - (h) Promote public support for, and advocacy of human rights;
  - (i) Inform public opinion to encourage individuals, non-state actors, and governmental and other entities to protect, promote and defend human rights;
  - (j) Hold to account individuals, governments and non-state actors for violations of human rights;(k) Provide expertise and technical advice to government and others on human rights issues;

- (l) Promote a culture of respect for all human rights;
  - (m) Promote economic, social and cultural rights as a means of alleviating poverty, which is a grave violation of human rights;
  - (n) Seek to eliminate infringements of human rights; and
  - (o) Support the work of Amnesty International through financial contributions and other means consistent with being part of the global movement of Amnesty International.
- 3.5 AIA has the legal capacity and powers of a body corporate and may exercise all powers of a body corporate granted under law in pursuit of the objects and methods set out in the above clauses.
- 3.6 If at any time the objects or methods of AIA as set out in these clauses become inconsistent with the objects or methods that are for the time being set out in the Statute of Amnesty International, the last-mentioned objects or methods shall, to the extent of the inconsistency, prevail.
- 3.7 Only to enable to AIA to carry out its objects in accordance with clause 3, AIA will:
- (a) Raise funds and other resources from the public;
  - (b) Invest money not immediately required for its objects in any investments, securities or property;
  - (c) Take all necessary steps to remain an effective and sustainable organisation; and
  - (d) Adopt any other appropriate methods for securing the objects set out in clause 3.3.

#### **4. Responsibilities**

AIA:

- a) through the National Board, is responsible to the International Board for the proper performance in Australia of the functions and activities of Amnesty International and for ensuring consistent and effective work in order to attain the objects set out in clause 3 of this memorandum;
- b) is, subject to and in accordance with the decisions of the International Council and International Board, responsible for participating in the consultation and decision-making processes of Amnesty International and for implementing decisions of the International Council in so far as those decisions are applicable to AIA;
- c) so far as practicable, is, subject to the decisions of the International Council and the International Board, responsible for dealing with matters concerning the Australian Government and the respective governments of the States and Territories of Australia, being matters within the objects set out in clause 3 of this memorandum other than matters relating to particular human rights violations committed within the jurisdiction of those governments or any of them;

- d) through the National Board, is responsible for ensuring that comprehensive reports of its activities are submitted to the International Board annually;
- e) is responsible for ensuring its financial independence and observing guidelines laid down by the International Council with respect to the acceptance of financial contributions and fund-raising;
- f) through its Treasurer, is responsible for ensuring that an audited income and expenditure account and balance sheet with respect to AIA's financial transactions and financial position is submitted to the International Treasurer of Amnesty International as soon as practicable after the end of each financial year of AIA; and
- g) is responsible for ensuring that effect is given to any decision of the International Board, the Secretary-General of Amnesty International, or the National Board by which information is classified as being confidential, internal or embargoed.

## **5. Powers**

- 5.1 Subject to sub-clause (2), for the purpose only of enabling AIA to carry out the objects set out in clause 3 of this memorandum, AIA has and may exercise the following powers:
- a) subject to sub-clause (3) of this clause, to cooperate with or subscribe to any other body or organisation which is affiliated to Amnesty International;
  - b) to purchase, take on lease or in exchange, hire and otherwise acquire any land, building, easement, or property, and any rights or privileges which may be required for the purposes of, or capable of being conveniently used in connection with, any of the objects of AIA, so long as in the case of any property subject to a trust AIA deals with it only in such manner as is allowed by law having regard to the trust;
  - c) to enter into any arrangement with any authority, whether National, State, municipal, local, or otherwise, that may seem conducive to AIA's objects or any of them and to obtain from any such authority any rights, privileges and concessions which AIA considers it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
  - d) to appoint, employ, remove or suspend such persons as may be necessary or convenient for the purposes of AIA;
  - e) to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object;
  - f) to construct, improve, maintain, develop, work, manage, carry out, alter or control any house, building, grounds, works or convenience which may directly or indirectly advance AIA's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of any of them;

- g) to invest and deal with the money of AIA not immediately required in such manner as may be permitted by law for the investment of trust funds;
- h) to borrow or raise or secure the payment of money in such manner as AIA thinks fit;
- i) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- j) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of AIA;
- k) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of AIA's property of whatever kind may be sold by AIA, or any money due to AIA from purchasers and others;
- l) to take any gift of property, whether subject to a trust or not, for any one or more of the objects of AIA, so long as, in the case of property subject to a trust, AIA deals with it only in such manner as is allowed by law having regard to the trust;
- m) 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 AIA or of any branch of AIA, in the shape of donations, annual subscriptions or otherwise;
- n) to print and publish any newspapers, periodicals, books or leaflets that AIA may think desirable for the promotion of its objects; and
- o) without infringing any of the limitations expressly imposed by any of the foregoing provisions of this clause, to do all such things as are incidental or conducive to the attainment of the objects of AIA or the exercise of its powers.

5.2 AIA has no power to support with its funds any activity, or to endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which, if an object of AIA, would make AIA a trade union within the meaning of the Industrial Relations Act 1996 (NSW), or under any other corresponding enactment of another State or of a Territory of the Commonwealth.

5.3 Sub-Clause (1) (a) of this clause does not authorise AIA to subscribe to, or support with its funds, a body or an organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on AIA under or by virtue of Clause 12 of this memorandum.

## **6. Exclusion of Schedule 2 to the Corporations Act**

AIA has and may exercise the powers set out in section 124 of the Corporations Act.

## **7. Property Etc.**

7.1 The income and property of AIA, from whatever source derived, shall be applied solely towards the promotion of the objects of AIA as set out in clause 3 of this memorandum and, subject to sub-clause (2) of this clause, no portion of that income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any member.

7.2 Sub-clause (1) does not prevent:

- a) the payment in good faith of remuneration for services rendered to AIA by any person engaged as its employee;
- b) the payment for goods supplied in the ordinary and usual way of business;
- c) the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by or in accordance with AIA's articles of association on money borrowed from any member or any branch;
- d) the payment of reasonable and proper rent for premises demised or let by any member or branch;
- e) the provision of a grant or other financial assistance to a member or branch for the purpose of enabling that member or branch to perform or carry out activities that could lawfully be performed or carried out by AIA for the purpose of attaining its objects as set out in clause 3 of this memorandum.

7.3 Notwithstanding anything in sub-clauses (1) and (2) of this clause:

- a) no director shall hold any office of AIA remunerated by salary, wages or fees; and
- b) no remuneration or other benefit in money or money's worth shall be paid or given by AIA to any director except repayment of out-of-pocket expenses and such payments by way of interest or rent as are referred to in sub-clause (2) (d) or (2) (e) of this clause.

7.4 All payments made pursuant to sub-clause (3) (b) of this clause must be approved by the National Board.

## **8. Limited Liability**

The liability of the members is limited.

## **9. Contributions on Winding up**

Each member undertakes to contribute to the assets of AIA, in the event of AIA being wound up while that member remains a member of AIA or within one year after he or she ceases to be such a member, such amount as may be required, not exceeding \$1.00, for payment of the debts and liabilities of AIA (contracted before it ceases to be such a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

## **10. Distribution of Assets on Winding Up**

10.1 If, on the winding-up or dissolution of AIA, there remains after satisfaction of all its debts and liabilities, any property whatever, that property shall not be paid to nor distributed amongst members but shall:

- a) if the laws in force in New South Wales permit, be distributed to Amnesty International, a company limited by guarantee and incorporated in England; or
- b) if the laws in force in New South Wales do not permit or if there is no longer any such company, be distributed to some organisation or organisations determined by the

International Board, being an organisation or organisations which has or have objects that are the same, or that are in substance the same, as the objects of AIA and whose memorandum of association or constitution prohibits, or whose memoranda of association or constitutions prohibit, the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on AIA under or by virtue of clause 7 of this memorandum.

- 10.2 The institution or institutions referred to in sub-clause (1) of this clause shall be determined by the members at or before the time of dissolution.
- 10.3 In default of a distribution under sub-clause (1) of this clause, the property referred to in that sub-clause shall be distributed in accordance with an order or judgment of the Supreme Court of New South Wales determining the manner in which the property is to be distributed.



**AMNESTY INTERNATIONAL AUSTRALIA**

**ACN 002 806 233**

**A Company Limited by Guarantee**

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**ARTICLES OF ASSOCIATION**

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AMNESTY INTERNATIONAL AUSTRALIA

ACN 002 806 233

A Company Limited by Guarantee

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ARTICLES OF ASSOCIATION

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**1 Preliminary**

**1.1 Definitions and interpretation**

(a) In these rules:

“**AIA**” means the company limited by guarantee established under the name “Amnesty International Australia”;

“**Branch**” means each body of members grouped in accordance with rule 2.8(a);

“**Branch Committee**” means a committee of a Branch appointed in accordance with rule 4.18;

“**Branch President**” the person elected as the President of the Branch in accordance with rule 4.19;

“**Branch Secretary**” means the person elected as the secretary of the Branch in accordance with rule 4.19;

“**Budget Year**” means the period determined by the annual General Meeting of AIA or, in default of such determination, by the National Board, for which a budget must be prepared;

“**Committee**” means a committee of the National Board or a Branch Committee (as the case may be);

“**Committee Member**” means a member of a committee established by the National Board in accordance with clause 4.15 or a Branch Committee;

“**Commonwealth**” means the Commonwealth of Australia and its external territories;

“**Constitution**” means both the Memorandum of Association of AIA and these Articles of Association.

“**Corporations Act**” means the Corporations Act 2001;

“**director**” means a member of the National Board:

“**Institution**” means any entity which is not a natural person including, but not limited to a company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body;

“**International Council**” means the International Council of Amnesty International;

**“Local Group”** means a group registered as such by the International Secretariat and counted as a group for the purposes of determining the number of votes exercisable by AIA at an International Council meeting;

**“National Board”** means the board of directors of AIA, constituted in accordance with the articles of association of AIA; **“National Board secretary”** means the director referred to in rule 4.3(g)(3);

**“National General Meeting”** means a general meeting of AIA convened under rule 3.1;

**“National General Meeting Representative”** means a person elected pursuant to rule 4.19 for the purpose of representing the members of a Branch at a General Meeting of AIA;

**“Non Financial Member”** means a member whose annual membership fee is overdue and unpaid for a period of less than three months;

**“Postcode Zone”** means the geographical area comprising all the postcodes in Column 2 of the table in rule 2.8(b) for each of the Branches in Column 1 of the table in rule 2.8(b);

**“President”** means the person elected as the President of AIA in accordance with rule 4.3:

**“representative”**, in relation to a body corporate, means a representative of the body corporate authorised under section 250D of the Corporations Act or a corresponding previous law;

**“seal”** means any common seal or official seal of AIA;

**“Secretary”** means the person appointed by the National Board as the secretary of AIA in accordance with rule 4.3.

**“Vice President”** means:

- (a) in the case of AIA, the person elected as the Vice President of AIA in accordance with rule 4.3; and
  - (b) in the case of a Branch, the person elected as the Vice President of the Branch in accordance with rule 4.19.
- (b) A National General Meeting Representative is to be taken to be present at a General Meeting if the National General Meeting Representative is present in person or by proxy.
  - (c) DELETED.
  - (d) Where a provision of these rules establishes an office of chairperson, the chairperson may be referred to as chair, chairman or chairwoman, as the case requires.
  - (e) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
  - (f) Unless the contrary intention appears, in these rules:
    - (1) headings and underlining are for convenience only and do not affect the interpretation of these rules;

- (2) words importing the singular include the plural and vice versa;
- (3) words importing a gender include every other gender;
- (4) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
- (5) a reference to a person includes that person's successors and legal personal representatives;
- (6) a reference to any statute, regulation, proclamation, ordinance or by law includes all statutes, regulations, proclamations, ordinances or by laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by laws issued under that statute;
- (7) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

## **1.2 Application of the Corporations Act**

- (a) These rules are to be interpreted subject to the Corporations Act.
- (b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.
- (c) Subject to rule 1.2(b), unless the contrary intention appears, an expression in a rule that is defined in section 9 of the Corporations Act has the same meaning as in that section.

## **1.3 Exercise of powers**

- (a) AIA may exercise in any manner permitted by the Corporations Act any power which under the Corporations Act a company limited by guarantee may exercise if authorised by these articles of association.
- (b) Where these rules provide that a person or body may do a particular act or thing and the word “may” is used, the act or thing may be done at the discretion of the person or body.
- (c) Where these rules confer a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (d) Where these rules confer a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to only some of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (e) Where these rules confer a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:

- (1) to appoint a person to act in the office or position until a person is appointed to the office or position;
  - (2) subject to any contract between AIA and the relevant person, to remove or suspend any person appointed, with or without cause; and
  - (3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (f) Where these rules confer a power or impose a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (g) Where these rules confer a power or impose a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (h) Where these rules confer power on a person or body to delegate a function or power:
- (1) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
  - (2) the delegation may be either general or limited in any manner provided in the terms of delegation;
  - (3) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
  - (4) the delegation may include the power to delegate;
  - (5) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and
  - (6) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

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## **2 Membership**

### **2.1 Admission of members**

- (a) Subject to rules 2.4 and 2.5, the members of AIA comprise such persons as the National Board may admit as members of AIA on such conditions and at such times as the National Board thinks fit.
- (b) The National Board may:
- (1) determine the form of application for membership; and
  - (2) require a person to execute such form of commitment and undertaking as the National Board may stipulate as a condition of admitting that person as a member of AIA.



- (c) A person who has:
- (1) applied for membership and executed any form of commitment or undertaking in the manner determined or required by rule 2.1(b);
  - (2) paid the annual membership fee applicable to that person; and
  - (3) not been declined admission as a member under rule 2.2

becomes entitled to be entered on the register of members kept under rule 2.7(a)

- (4) on being admitted to membership under rule 2.1(a); or
- (5) 90 days after receipt by AIA of the application for membership

whichever occurs first.

## **2.2 Power to decline admission of members**

The National Board may, in its absolute discretion, decline to admit any person as a member of AIA and must not, from the date this rule is amended, admit an Institution as a member of AIA.

## **2.3 Annual Membership Fee**

- (a) The annual membership fee payable by a member is that determined by the National Board.
- (b) The National Board may fix different annual membership fees for different categories of members.
- (c) Unless otherwise determined by the National Board the annual membership fee is payable:
  - (1) by an applicant, on applying for membership; and
  - (2) by a member, on each anniversary of his or her application for membership.

## **2.4 Cessation of membership**

A member ceases to be a member:

- (a) if the member resigns from membership by notice in writing to the National Board;
- (b) if the member dies;
- (c) if the member is expelled by the National Board under rule 2.5;
- (d) if:
  - (1) not less than 2 months after the member becomes a Non Financial Member, the Secretary or a duly appointed delegate of the Secretary by notice in writing requires the member to pay his or her annual membership fee within 30 days of the date of the notice; and
  - (2) the member fails to comply with the notice referred to in rule 2.4(d) (1);

- (e) in any other circumstances set out in the terms of membership applicable to the member or in any commitment or undertaking given by the member upon his or her admission to membership.

## **2.5 Expulsion and suspension of members**

- (a) The National Board may:

- (1) remove from membership; or
- (2) suspend from membership for a period not exceeding 3 months,  
a member who fails to comply with:
- (3) these rules or any by-law made under these rules;
- (4) the terms of membership applicable to the member; or
- (5) any undertaking given by the member upon his or her admission to membership,

by giving notice in writing of that expulsion or suspension (as the case may be) to the member.

- (b) A person expelled or suspended from membership may appeal against his or her expulsion or suspension to a National General Meeting by lodging a written notice of appeal with the Secretary within 14 days of receipt of the notice of expulsion or suspension given under rule 2.5(a).
- (c) On receipt of a written notice described in rule 2.5(b), the Secretary must convene a National General Meeting, the business of which must include consideration of the re-admission or cessation of suspension (as the case may be) of the person expelled or suspended from membership.
- (d) The person expelled or suspended from membership may speak at a National General Meeting at which his or her appeal is considered.
- (e) A person expelled or suspended from membership ceases to be expelled or suspended if at a National General Meeting a resolution is passed to the effect that the person is re-admitted to membership or that the person's membership is no longer suspended (as the case may be).
- (f) A person does not have any of the rights or obligations of membership (other than those set out in this rule 2.5) from the time that the person receives notice of his or her expulsion or suspension.
- (g) A National General Meeting convened under rule 2.5(c) may by resolution delegate consideration of some or all of the business referred to in a notice of general meeting issued pursuant to this rule 2.5 on such terms as are set out in the resolution and a person expelled or suspended from membership may speak before that delegate or delegates.

## **2.6 Membership not transferable**

Membership of AIA is personal to the member and is not transferable.

## 2.7 Register of members

- (a) There must be a register of all members of AIA kept by the Secretary.
- (b) A copy of the register kept by the Secretary must be provided to each Branch President on request.
- (c) The register of members must contain:
  - (1) the name, address and postcode of each member;
  - (2) the date at which the name of each person was entered in the register as a member;
  - (3) the date at which any person who ceased to be a member during the previous 7 years so ceased to be a member; and
  - (4) such other particulars as the National Board may from time to time prescribe.
- (d) No name except that of members of AIA may be entered on the register of members.
- (e) No name may be removed from the register except in accordance with these rules.

## 2.8 Branch membership

- (a) The membership of AIA is divided into branches corresponding with the descriptions in Column 1 of the table in rule 2.8(b).
- (b) Subject to rule 2.8(c), each member whose postcode on the register of members is within a Postcode Zone in Column 2 of the table set out below shall be classified:
  - (1) as a member of the Branch set out opposite in Column 1 (as the case may be):  
and

<b>Column 1 Branch</b>	<b>Column 2 Postcode of member appearing in the register of members</b>
ACT and Southern New South Wales	2535- 2541, 2545 -2551, 2580-2588, 2590, 2594, 2600-2653, 2655, 2656, 2658 - 2661, 2663, 2665, 2666, 2668, 2671, 2672, 2675, 2680, 2681, 2700 - 2703, 2705-2707, 2710, 2712 – 2717, 2720 - 2722, 2725, 2726, 2729, 2730, 2900 - 2920.
New South Wales	Any postcode commencing with the number 2 and not listed in this table for the purposes of defining ACT and Southern New South Wales, Queensland and South Australia and Northern Territory
Queensland and Northern New South Wales	2468-2470, 2474-2476, 2478-2490 4000 – 4999

South Australia and Northern Territory	2880 5000 - 5999 0800 - 0899
Tasmania	7000 - 7999
Victoria	3000 - 3999
Western Australia	6000 - 6999

- (2) in any other case, as a member of one of the Branches set out in Column 1 as determined by the National Board.
- (c) The:
- (1) number of Branches;
  - (2) name of each Branch; and
  - (3) means by which a member's membership of a Branch is determined for the purposes of rule 2.8(b),  
may be varied by:
    - (4) the National Board, with the approval of the Branch Committee of each Branch affected by the variation, provided that the variation is not overturned by a National General Meeting held within the succeeding 12 months; or
    - (5) a National General Meeting.

### **3 General Meetings**

#### **Part 1 - General Meetings of AIA**

##### **3.1 Convening of general meetings of AIA**

- (a) The National Board may, whenever it thinks fit, convene a general meeting of AIA.
- (b) A general meeting of AIA may be convened only as provided by this rule 3.1 or as provided by sections 249D and 249E of the Corporations Act.
- (c) The National Board may postpone, cancel or change the venue for a National General Meeting, but a National General Meeting convened under sections 249D and 249E of the Corporations Act may not be postponed beyond the date by which section 249D requires it to be held and may not be cancelled without the consent of the requisitioning member or members.
- (d) The National Board must convene an annual general meeting of AIA as and when required by the Corporations Act.

##### **3.2 Notice of General Meeting of AIA**

- (a) Subject to these rules notice of:
  - (1) the annual National General Meeting must be given within the time limits prescribed by the Corporations Act;
  - (2) any other National General Meeting must be given within the time limits prescribed by the Corporations Act;

and in the manner authorised by rule 9.1 to each person who is at the date of the notice:

- (3) a member of AIA; or
  - (4) an auditor of AIA.
- (b) A notice of a National General Meeting must state the time, date and place of the meeting and, except as provided in rules 3.2(c) and 3.2(d), state the general nature of the business to be transacted at the meeting.
- (c) A notice of the annual National General Meeting sent to:
- (1) a National General Meeting Representative;
  - (2) a director; or
  - (3) an auditor of AIA,
- must include in addition to the matters required under rule 3.2(b):
- (4) a copy of AIA's financial statements for the previous financial year presented in accordance with the requirements of the Corporations Act;
  - (5) a copy of the statement by the directors that must be attached to AIA's accounts that are, or are included in, AIA's financial statements for the accounting period; and
  - (6) a copy of the auditor's report on AIA's financial statements for the accounting period and AIA's accounting records and other records relating to those financial statements.
- (d) A notice of an annual National General Meeting must state that the matters to be considered at the annual National General Meeting will include the following:
- (1) consideration and approval of:
    - (A) the minutes of the last annual National General Meeting and any National General Meeting held since that annual National General Meeting; and
    - (B) the financial statements for the previous financial year;
  - (2) consideration of a report from each Branch;
  - (3) election of directors;
  - (4) in each year preceding a year in which there is to be a meeting of the International Council, election of delegates of AIA to attend the next meeting of the International Council; and
  - (5) if there is no auditor, appointment of the auditor of AIA.
- (e) A person may waive notice of any National General Meeting by notice in writing to the National Board.
- (f) The non-receipt of notice of a National General Meeting or proxy form by, or a failure to give notice of a National General Meeting or a proxy form to, any person entitled to receive notice of a National General Meeting under this rule 3.2 does not invalidate any act, matter or thing done or resolution passed at the National General Meeting if:

- (1) the non-receipt or failure occurred by accident or error; or
- (2) before or after the meeting, the person:
  - (A) has waived or waives notice of that meeting under rule 3.2(e); or
  - (B) has notified or notifies AIA of the person's agreement to that act, matter, thing or resolution by notice in writing to AIA.
- (g) A person's attendance at a National General Meeting:
  - (1) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
  - (2) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting or in rule 3.2(b), unless the person objects to considering the matter when it is presented.

### **3.3 Documents to be laid before an annual National General Meeting**

The directors must cause to be laid before the annual National General Meeting of AIA a copy of the documents referred to in rule 3.2(c).

### **3.4 Quorum at National General Meetings**

- (a) No business may be transacted at any National General Meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business.
- (b) For the purposes of rule 3.4(a), a quorum consists of at least one National General Meeting Representative from each of a majority of Branches, either in person or by proxy, present at the meeting.
- (c) If a quorum is not present within 4 hours after the time appointed for a National General Meeting:
  - (1) where the meeting was convened upon the requisition of members, the meeting must be dissolved; or
  - (2) in any other case:
    - (A) the meeting stands adjourned to such day, and at such time and place, as the National Board determines or, if no determination is made by the National Board, to the next day at the same time and place; and
    - (B) if, at the adjourned meeting, a quorum is not present within 4 hours after the time appointed for the meeting, the meeting must be dissolved.

### **3.5 Chairperson of National General Meetings**

- (a) The President must preside as chairperson at each National General Meeting.
- (b) If at a National General Meeting:
  - (1) there is no President;
  - (2) the President is not present within the period of time determined in accordance with rule 3.5(c) after the time appointed for the meeting; or

- (3) the President is present within that time but is not willing to act as chairperson of the meeting,

the Vice President (if any) must preside as chairperson at the National General Meeting unless at the National General Meeting:

- (4) there is no Vice President; or
- (5) the Vice President is not present within the period of time determined in accordance with rule 3.5(c) after the time appointed for the meeting; or
- (6) the Vice President is present within that time but is not willing to act as chairperson of the meeting;

in which case the National General Meeting Representatives present must elect as chairperson of the meeting a director or National General Meeting Representative who is present and willing to act.

- (c) For the purposes of rule 3.5(b), the period of time is:
  - (1) that period of time determined by the National Board from time to time; or
  - (2) where no determination has been made by the National Board under rule 3.5(c) (1), 30 minutes.
- (d) The chairperson of a National General Meeting may, with the approval of the National General Meeting Representatives present at the meeting, vacate the chair, in which event the National General Meeting Representatives present must elect a person who is present and willing to act to replace the chairperson.
- (e) If a person is elected under rule 3.5(d) for a specified period or until the occurrence of a specified event, that person will preside over the National General Meeting for that period until that event occurs, but if no such period or event is specified, that person will preside for the remainder of the National General Meeting or until he or she vacates the chair in accordance with rule 3.5(d).
- (f) Nothing in this rule 3.5 prevents a portion of a National General Meeting being chaired by a person, other than the chairperson, with the consent of the National General Meeting.

### **3.6 Conduct of National General Meetings**

- (a) An annual National General Meeting may adopt standing orders for the conduct of business at National General Meetings, which standing orders may include, without limitation, provision for:
  - (1) the orderly conduct of the meeting;
  - (2) the management of the business of the meeting;
  - (3) the appointment of a returning officer;
  - (4) elections and election procedures;
  - (5) committees and the functions of committees including without limitation:
    - (A) a preparatory committee; and
    - (B) a credentials committee;
  - (6) the amendment of standing orders; and

- (7) the suspension of standing orders.
- (b) Standing orders adopted by an annual National General Meeting under rule 3.6(a):
  - (1) continue to operate until amended or rescinded at a National General Meeting; and
  - (2) must be consistent with these articles of association, which must be interpreted so as to promote and not restrict the operation of the standing orders.
- (c) The person chairing a National General Meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless at the adjourned meeting (before adjournment) a resolution is passed requiring notice of the adjournment to be given.
- (e) Subject to these rules, the standing orders (if any) adopted for the conduct of business at National General Meetings, and any other applicable law, any question arising at a National General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the person then chairing the meeting, whose decision is final.

### **3.7 Resolutions for consideration at a National General Meeting**

A resolution for consideration at a National General Meeting may be proposed by:

- (a) a Branch in accordance with a resolution passed by:
  - (1) the Branch General Meeting of that Branch; or
  - (2) the Branch Committee of that Branch;
- (b) the National Board;
- (c) a Local Group; or
- (d) any member or members, excluding Non Financial Members, permitted to do so by law.

### **3.8 Decisions at National General Meetings**

- (a) Except in the case of any resolution which as a matter of law requires a special majority, questions arising at a National General Meeting are to be decided by a majority of votes cast by the National General Meeting Representatives present (whether in person or by proxy) and entitled to vote at the meeting and any such decision is for all purposes a decision of the members.
- (b) A decision of AIA is binding on all members.
- (c) In the case of an equality of votes upon any proposed resolution the person chairing the meeting, in addition to his or her deliberative vote, has a casting vote.



- (d) A resolution put to the vote of a National General Meeting must be decided on a show of hands unless a poll is demanded before or immediately after the declaration of the result of the show of hands:
  - (1) by the person chairing the meeting; or
  - (2) at least one National General Meeting Representative from each of any two Branches,  
present and entitled to vote.
- (e) A demand for a poll does not prevent the continuance of a National General Meeting for the transaction of any business other than the question on which the poll has been demanded.
- (f) Unless a poll is duly demanded, a declaration by the person chairing a National General Meeting 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 book containing the minutes of the proceedings of AIA, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (g) If a poll is duly demanded at a National General Meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the person chairing the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (h) A poll demanded at a National General Meeting on the election of a person chairing the meeting or on a question of adjournment must be taken immediately.
- (i) The demand for a poll may be withdrawn.

### **3.9 Voting rights of AIA Members**

- (a) Subject to these rules, at a National General Meeting every National General Meeting Representative present and entitled to vote has one vote.
- (b) Except as otherwise expressly provided in these rules, no person other than a National General Meeting Representative is entitled to vote at a National General Meeting.
- (c) Any member of AIA, other than a Non Financial Member, may attend and speak at a National General Meeting but is not entitled to vote at the meeting unless he or she is the proxy of a National General Meeting Representative.
- (d) A person who is a Non Financial Member or is not a member may:
  - (1) with the permission of the meeting, attend a National General Meeting ;
  - (2) at the invitation of the meeting, speak at a National General Meeting;
- (e) A proxy is entitled to:
  - (1) such number of votes as each National General Meeting Representative for which the person is proxy has, in addition to any votes the person may have as a National General Meeting Representative in his or her own right; and
  - (2) on a show of hands, one vote.

- (f) A National General Meeting Representative is not entitled to vote at a National General Meeting if:
  - (1) he or she is a Non Financial Member for a period exceeding 3 months; and
  - (2) in the opinion of the person chairing the National General Meeting, the National General Meeting Representative intended to be a Non Financial Member for that period.
- (g) An objection to the qualification of a person to vote at a National General Meeting:
  - (1) must be raised before or at the meeting at which the vote objected to is given or tendered; and
  - (2) must be referred to the person chairing the meeting, whose decision is final.
- (h) A vote not disallowed by the person chairing a meeting under 3.9(g) is valid for all purposes.

### **3.10 Representation at General Meetings of AIA**

- (a) Subject to these rules and the standing orders (if any) adopted for the conduct of Business at National General Meetings, each National General Meeting Representative entitled to vote at a National General Meeting may vote:
  - (1) in person or, where a member is a body corporate, by its representative; or
  - (2) by proxy.
- (b) A proxy must be a member of AIA, but may not be a Non Financial Member.
- (c) A proxy may be appointed for all National General Meetings, or for any number of National General Meetings, or for a particular National General Meeting.
- (d) Unless otherwise provided in the instrument, an instrument appointing a proxy for a National General Meeting will be taken to confer authority:
  - (1) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by these rules;
  - (2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given;
  - (3) to speak to any proposed resolution on which the proxy may vote;
  - (4) to demand or join in demanding a poll on any resolution on which the proxy may vote;
  - (5) even though the instrument may refer to specific resolutions and may direct the proxy how to vote on those resolutions:
    - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
    - (B) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
    - (C) to act generally at the meeting; and

- (6) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is re-scheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (e) An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.
- (f) Subject to rule 3.10(h), an instrument appointing a proxy need not be in any particular form provided it is in writing, legally valid and:
  - (1) in the case of a natural person, signed by the appointer; or
  - (2) in the case of a body corporate, executed under the seal of the appointer.

For the purposes of this rule 3.10, a proxy instrument received at an electronic address specified in the notice of meeting for the receipt of proxy instruments, or otherwise received by AIA in accordance with the Corporations Act, is taken to have been signed or executed if the appointment of the proxy:

- (1) includes or is accompanied by a personal identification code allocated by the company to the member making the appointment;
- (2) has been authorised by the member in another manner approved by the directors and specified in or with the notice of meeting; or
- (3) is otherwise signed or authenticated in accordance with the Corporations Act.
- (g) Subject to rule 3.10(h), a proxy may not vote at a National General Meeting or adjourned meeting or on a poll unless the instrument appointing the proxy is deposited with the Secretary at the registered office of AIA or at such other place specified for that purpose in the notice convening the meeting before the time for holding the meeting or adjourned meeting or taking the poll (as the case may be).
- (h) The National Board may waive all or any of the requirements of rules 3.10(f) and (g) and in particular may, upon the production of such other evidence as the National Board requires to prove the validity of the appointment of a proxy, accept the deposit, tabling or production of a copy (including a copy sent by facsimile or by electronic means) of an instrument appointing a proxy or of the power of attorney or other authority under which the instrument is signed.
- (i) A vote given in accordance with the terms of an instrument appointing a proxy is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by AIA by the time and at one of the places at which the instrument appointing the proxy is required to be deposited, tabled or produced under rule 3.10(g).
- (j) The appointment of a proxy is not revoked by the appointer attending and taking part in the National General Meeting but, if the appointer votes on any resolution, the proxy is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

### **3.11 Appointment and removal of AIA Auditor**

- (a) At each annual National General Meeting, if there is a vacancy in the office of the auditor of AIA, AIA must appoint a person or persons, or firm or firms, to fill the vacancy.
- (b) AIA must not appoint a person or firm as auditor of AIA unless that person or firm has, before the appointment, consented by notice in writing given to AIA or to the National Board to act as auditor and has not withdrawn that consent by similar notice in writing.
- (c) AIA is not entitled to appoint a person or firm as auditor of AIA at its annual National General Meeting, not being a meeting at which an auditor is removed from office, unless notice of his, her or its nomination as auditor was given to AIA by a member of AIA, who must not be a Non Financial Member, not less than 21 days before the meeting.
- (d) Where notice of nomination of a person or firm for appointment as auditor of AIA is received by AIA, AIA must:
  - (1) not less than 7 days before the meeting; or
  - (2) at the time notice of the meeting is given;send a copy of the notice of nomination to each person or firm nominated, to each auditor of AIA and to each person entitled to receive notice of National General Meetings.
- (e) Within 1 month after a vacancy occurs in the office of auditor of AIA (other than a vacancy caused by the removal of an auditor from office), if there is no surviving or continuing auditor of AIA the National Board must, unless AIA at a National General Meeting has appointed a person or persons, a firm or firms, or a person or persons and a firm or firms, to fill the vacancy, appoint a person or persons, firm or firms, or a person or persons and a firm or firms, to fill the vacancy.
- (f) Where the auditor of AIA is removed from office at a National General Meeting in accordance with section 329 of the Corporations Act:
  - (1) AIA may at that meeting (without adjournment), by a resolution passed by a majority of not less than three quarters of those who being entitled to do so, vote in person or, where proxies are allowed, by proxy, appoint as auditor or auditors a person or persons, firm or firms, or a person or persons and a firm or firms, to whom or which has been sent a copy of the notice of nomination in accordance with the Corporations Act; or
  - (2) if such a resolution is not passed or, by reason only that such a copy of the notice of nomination has not been sent to a person, could not be passed, the meeting may be adjourned to a day not earlier than 20 days and not later than 30 days after the day of the meeting and AIA may, at the adjourned meeting, by ordinary resolution appoint as auditor or auditors a person or persons, firm or firms, or a person or persons and firm or firms, notice of whose nomination or appointment as auditor has been received by AIA from a member of AIA, who must not be a Non Financial Member, at least 14 clear days before the day to which the meeting is adjourned.

## **Part 2 - General Meetings of Branches**

### **3.12 Convening of Branch General Meetings**

- (a) A General Meeting of members of a Branch may be convened by:
- (1) the person or persons determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or
  - (2) where no determination has been made by the National Board under rule 3.12(a), a Branch Committee or the Branch President,
- whenever that person or those persons, or the Branch Committee or Branch President, thinks fit.
- (b) A Branch Committee must convene a general meeting on the requisition of:
- (1) that number of Branch members, who must not be Non Financial Members, determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or
  - (2) where no determination has been made by the National Board under rule 3.12(b) (1), 10 Branch members, who must not be Non Financial Members.
- (c) A Branch General Meeting may be convened only as provided by this rule 3.12.
- (d) The Branch Committee may postpone, cancel or change the venue for a Branch General Meeting.
- (e) The Branch must, in addition to any other Branch General Meeting, hold a Branch General Meeting called a “Branch Annual General Meeting” at least once every calendar year.

### **3.13 Notice of Branch General Meeting**

- (a) Subject to these rules, notice of a Branch General Meeting must be given not less than:
- (1) that number of days determined by the National Board from time to time on the recommendation of the relevant Branch Committee, or the person or persons determined by the National Board to convene the meeting under rule 3.12(a); or
  - (2) where no determination has been made by the National Board under rule 3.13(a)(1), 21 days.
- before the meeting to which it relates in the manner authorised by rule 9.1 to each person who is at the date of the notice a member of the Branch.
- (b) A notice of a Branch General Meeting must state the date, time and place of the meeting and, except as provided in rule 3.13(c), state the general nature of the business to be transacted at the meeting.
- (c) A notice of an annual Branch General Meeting must state that the matters to be considered at the annual Branch General Meeting will include the following:

- (1) consideration of the Branch President's report;
  - (2) election of members of the Branch Committee;
  - (3) election of the regional representative director (in each year that the election occurs); and
  - (4) election of National General Meeting Representatives in accordance with rule 3.15.
- (d) A person may waive notice of any Branch General Meeting by notice in writing to the Branch Committee.
- (e) The non-receipt of notice of a Branch General Meeting or proxy form by, or a failure to give notice of a Branch General Meeting or a proxy form to, any person entitled to receive notice of a Branch General Meeting under this rule 3.13(e) does not invalidate any act, matter or thing done or resolution passed at the Branch General Meeting if:
- (1) the non-receipt or failure occurred by accident or error; or
  - (2) before or after the meeting, the person:
    - (A) has waived or waives notice of that meeting under rule 3.13(f); or
    - (B) has notified or notifies the Branch of the person's agreement to that act, matter, thing or resolution by notice in writing to the Branch.
- (f) A person's attendance at a Branch General Meeting:
- (1) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
  - (2) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting or in rule 3.13(b), unless the person objects to considering the matter when it is presented.

### **3.14 Documents to be laid before an annual Branch General Meeting**

The members of a Branch Committee must cause to be laid before the annual Branch General Meeting of that Branch a copy of the documents referred to in rule 3.2(d)(1)(B).

### 3.15 National General Meeting Representatives

- (a) Each Branch must at each annual Branch General Meeting elect National General Meeting Representatives in accordance with the following scale:

<b>Branch Membership</b>	<b>Maximum number of National General Meeting Representatives</b>
Branch with a membership not exceeding 2000	2
Branch with a membership exceeding 2000 but not exceeding 4000	3
Branch with a membership exceeding 4000 but not exceeding 6000	4
Branch with a membership exceeding 6000 but not exceeding 8000	5
Branch with a membership exceeding 8000	6

- (b) For the purposes of this rule, the membership of a Branch is the audited number of members of the Branch appearing in the register of members of AIA on the date specified by the National Board and if no date is specified, on 31 December for the year preceding the year in which the meeting is held.
- (c) For the purposes of determining the number of members of a Branch:
- (1) two or more persons who pay a joint annual membership fee must be regarded as two separate members of the Branch notwithstanding that that fee may be less than the total annual membership fees payable if they paid as individuals;
  - (2) a person who pays to that Branch a reduced annual membership fee for membership of that Branch for any reason must be regarded as a member notwithstanding that fact;
  - (3) a person who is a Non Financial Member must not be regarded as a member of their Branch; and
  - (4) where an incorporated body of persons is affiliated to or is a Branch member (with or without voting rights), that body must be disregarded.

### 3.16 Quorum at Branch General Meetings

- (a) No business may be transacted at any Branch General Meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members of the Branch is present when the meeting proceeds to business.
- (b) A quorum consists of:
- (1) that number of members of the Branch determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or

- (2) where no determination has been made by the National Board under rule 3.16(b)(1), 15 members of the Branch,  
present at the meeting.
- (c) A Non Financial Member must not be considered for the purpose of determining whether a quorum is present under this rule 3.16.
- (d) If a quorum is not present within the period of time determined in accordance with rule 3.16(e) after the time appointed for a Branch General Meeting:
  - (1) where the meeting was convened upon the requisition of Branch members, the meeting must be dissolved;
  - (2) in any other case:
    - (A) the meeting stands adjourned to such day, and at such time and place, as the Branch Committee determines or, if no determination is made by the Branch Committee, to the same day in the next week at the same time and place; and
    - (B) if, at the adjourned meeting, a quorum is not present within the period of time determined in accordance with rule 3.16(e) after the time appointed for the meeting, the members present constitute a quorum.
- (e) For the purposes of rule 3.16(d), the period of time is:
  - (1) that period of time determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or
  - (2) where no determination has been made by the National Board under rule 3.16(e)(1), 30 minutes.

### **3.17 Chairperson of General Meetings of a Branch**

- (a) The Branch President must preside as chairperson at each Branch General Meeting.
- (b) If at a Branch General Meeting:
  - (1) there is no Branch President;
  - (2) the Branch President is not present within the period of time determined in accordance with rule 3.17(c) after the time appointed for the meeting; or
  - (3) the Branch President is present within that time but is not willing to act as chairperson of the meeting,  
the Branch Vice President (if any) must preside as chairperson at the Branch General Meeting unless at the Branch General Meeting:
    - (4) there is no Branch Vice President; or
    - (5) the Branch Vice President is not present within the period of time determined in accordance with rule 3.17(c) after the time appointed for the meeting; or
    - (6) the Branch Vice President is present within that time but is not willing to act as chairperson of the meeting,



in which case the members present must elect as chairperson of the meeting a member, but not a Non Financial Member, of the Branch who is present and willing to act.

- (c) For the purposes of rule 3.17(b), the period of time is:
  - (1) that period of time determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or
  - (2) where no determination has been made by the National Board under rule 3.17(c)(1), 30 minutes.
- (d) Nothing in this rule 3.17 prevents a portion of a Branch General Meeting being chaired by a person, other than the chairperson, with the consent of the Branch General Meeting.

### **3.18 Conduct of General Meetings**

- (a) A Branch General Meeting may adopt standing orders for the conduct of business at general meetings of that branch.
- (b) Standing orders adopted by a Branch General Meeting under rule 3.18(a):
  - (1) continue to operate until amended or rescinded at a subsequent general meeting of that Branch; and
  - (2) must be consistent with this Constitution, which must be interpreted so as to promote and not restrict the operation of the standing orders.
- (c) Any question arising at a Branch General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the person then chairing the meeting, whose decision is final.
- (d) The person chairing a Branch General Meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (e) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless at the adjourned meeting (before adjournment) a resolution is passed requiring notice of the adjournment to be given.

### **3.19 Decisions at Branch General Meetings**

- (a) Questions arising at a Branch General Meeting are to be decided by:
  - (1) the number of votes determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or
  - (2) where no determination has been made by the National Board under rule 3.19(a)(1), a majority of votes cast by the Branch members present (whether in person or by proxy) and entitled to vote at the meeting and any such decision is for all purposes a decision of the members.

- (b) A member is not entitled to vote at a Branch General Meeting if he or she is a Non Financial Member.
- (c) In the case of an equality of votes upon any proposed resolution the person chairing the meeting, in addition to his or her deliberative vote, has a casting vote (unless otherwise determined by the National Board from time to time on the recommendation of the relevant Branch Committee).
- (d) A resolution put to the vote of a Branch General Meeting must be decided on a show of hands unless a poll is demanded before or immediately after the declaration of the result of the show of hands:
  - (1) by the person chairing the meeting; or
  - (2) by:
    - (A) the number of members of that branch determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or
    - (B) where no determination has been made by the National Board under rule 3.19(d)(2)(A) the Branch President or at least 3 members of the Branch,  
  
present and entitled to vote at the meeting.
- (e) A demand for a poll does not prevent the continuance of a Branch General Meeting for the transaction of any business other than the question on which the poll has been demanded.
- (f) Unless a poll is duly demanded, a declaration by the person chairing a Branch General Meeting 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 book containing the minutes of the proceedings of the Branch, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (g) If a poll is duly demanded at a Branch General Meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the person chairing the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (h) A poll demanded at a Branch General Meeting on the election of a person chairing the meeting or on a question of adjournment must be taken immediately.
- (i) The demand for a poll may be withdrawn.

### **3.20 Voting rights**

- (a) Subject to these rules, at a Branch General Meeting, every member of that Branch present and entitled to vote has one vote.
- (b) A proxy is entitled to:

- (1) a separate vote for each member of the Branch the person represents, in addition to any vote the person may have as a member of the Branch in his or her own right; and
  - (2) on a show of hands, one vote.
- (c) A Branch member is not entitled to vote at a Branch General Meeting if:
- (1) he or she is a Non Financial Member for a period exceeding 3 months; and
  - (2) in the opinion of the person chairing the Branch General Meeting, the member of the Branch intended to be a Non Financial Member for that period.
- (d) An objection to the qualification of a person to vote at a Branch General Meeting:
- (1) must be raised before or at the meeting at which the vote objected to is given or tendered; and
  - (2) must be referred to the person chairing the meeting, whose decision is final.
- (e) A vote not disallowed by the person chairing a meeting under rule 3.21(d) is valid for all purposes.
- (f) Where two or more persons are members of AIA by virtue of having paid a joint annual membership fee, such persons will at a Branch General Meeting (whether on a show of hands or on a poll) be entitled to cast in aggregate not more than two votes upon any proposed resolution.

### **3.21 Representation at Branch General Meetings**

- (a) Subject to these rules, each Branch member entitled to vote at a Branch General Meeting may vote:
- (1) in person or, where a member is a body corporate, by its representative; or
  - (2) by proxy.
- (b) A proxy must be a member of AIA, but may not be a Non Financial Member.
- (c) A proxy may be appointed for all Branch General Meetings, or for any number of Branch General Meetings, or for a particular Branch General Meeting.
- (d) Unless otherwise provided in the instrument, an instrument appointing a proxy will be taken to confer authority:
- (1) to speak to any proposed resolution on which the proxy may vote;
  - (2) to demand or join in demanding a poll on any resolution on which the proxy may vote;
  - (3) even though the instrument may refer to specific resolutions and may direct the proxy how to vote on those resolutions:
    - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;

- (B) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
  - (C) to act generally at the meeting; and
- (4) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is re-scheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (e) An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.
- (f) Subject to rule 3.21(h), an instrument appointing a proxy need not be in any particular form provided it is in writing, legally valid and:
  - (1) in the case of a natural person, signed by the appointer or in the case of a body corporate, executed under the seal of the appointer; and
  - (2) deposited at the registered office of the Branch within the time specified in the notice of meeting or 48 hours before the time scheduled for the meeting, whichever is the shorter.
- (g) Subject to rule 3.21(h), a proxy may not vote at a Branch General Meeting or adjourned meeting or on a poll unless the instrument appointing the proxy is:
  - (1) deposited at the Branch office, or at such other place specified for that purpose in the notice convening the meeting before the time for holding the meeting or adjourned meeting or taking the poll (as the case may be);
  - (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (3) in the case of a poll, produced when the poll is taken.
- (h) The Branch Committee may waive all or any of the requirements of rules 3.21(f) and (g) and in particular may, upon the production of such other evidence as the Branch Committee requires to prove the validity of the appointment of a proxy, accept the deposit, tabling or production of a copy (including a copy sent by facsimile) of an instrument appointing a proxy or of the power of attorney or other authority under which the instrument is signed.
- (i) A vote given in accordance with the terms of an instrument appointing a proxy is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by the Branch by the time and at one of the places at which the instrument appointing the proxy is required to be deposited, tabled or produced under rule 3.21(g).
- (j) The appointment of a proxy is not revoked by the appointer attending and taking part in the Branch General Meeting but, if the appointer votes on any resolution, the proxy is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

- (k) Where two or more persons are members of AIA by virtue of having paid a joint annual membership fee, such persons may between them appoint only one proxy in respect of a Branch General Meeting and such proxy will at a Branch General Meeting (whether on a show of hands or on a poll) be entitled to cast not more than two votes upon any proposed resolution.

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## **4 National Board and committees**

### **Part 1 - National Board**

#### **4.1 National Board composition**

- (a) The directors of AIA are the members of the National Board.
- (b) The National Board comprises:
- (1) 7 members of AIA elected at an annual National General Meeting; and
  - (2) the 7 regional representative directors .
- (c) Where there is a casual vacancy in the directors elected under rule 4.1(b)(1), the National Board may appoint any natural person who is a member of AIA to be a director to fill that casual vacancy until the conclusion of the next annual National General Meeting. The person appointed to fill the casual vacancy will hold the same office and classification (under rule 4.3 (a)) as the outgoing director.
- (d) DELETED.
- (e) The total number of directors must not as a result of an appointment to fill a casual vacancy at any time be:
- (1) greater than the maximum number allowed under these rules; or
  - (2) less than the minimum number required by the Corporations Act.
- (f) A director (other than a regional representative director) must not be a member of a Branch Committee.

#### **4.2 Powers and duties of the National Board**

- (a) The National Board is responsible for managing the business of AIA and may exercise to the exclusion of AIA in General Meeting all the powers of AIA which are not required, by the Corporations Act or by these rules, to be exercised by AIA in General Meeting. Without limiting the generality of this paragraph, the National Board has the following powers and responsibilities:
- (1) interpreting and carrying out resolutions passed at National General Meetings;
  - (2) preparing recommendations for consideration at National General Meetings;
  - (3) implementing in Australia decisions of the International Council;
  - (4) making by-laws for the purposes of AIA that are not inconsistent with the Corporations Act, the Memorandum of Association of AIA or these rules for the purposes of giving effect to any decision of:
    - (A) the International Council;

- (B) the International Board;
  - (C) AIA in General Meeting; or
  - (D) the National Board.
- (b) Without limiting the generality of rule 4.2(a), the National Board may:
- (1) exercise all the powers of AIA to borrow or otherwise raise money, to charge any property or business of AIA and to issue debentures or give any other security for a debt, liability or obligation of AIA or of any other person;
  - (2) determine how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of AIA;
  - (3) pay out of AIA's funds all expenses of the promotion, formation and registration of AIA and the vesting in it of the assets acquired by it;
  - (4) (without limiting the generality of rule 5.1) appoint or employ any person to be an officer, agent or attorney of AIA for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the National Board), for such period and upon such conditions as they think fit;
  - (5) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
  - (6) subject to any contract between AIA and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney of AIA at any time, with or without cause.
- (c) A power of attorney may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the National Board thinks fit.
- (d) The National Board may from time to time provide for the management of the affairs of AIA in each of the States and Territories in such manner as it thinks fit.
- (e) Nothing in these rules prejudices, limits or restricts the generality of rule 4.2(d).
- (f) Subject to rule 4.2(g), the National Board must not perform its functions or exercise its powers in a manner that is inconsistent with a resolution of a National General Meeting.
- (g) The National Board may perform its functions or exercise its powers in a manner that is inconsistent with a resolution of a National General Meeting if the decision of the NEC to do so is unanimous and is reached in good faith.
- (h) For the purposes of rule 4.2(g), performance of functions and exercise of powers includes refraining from performing functions or exercising powers.
- (i) In addition to any other duties imposed upon them under these rules or by law, each director is under the following duties:
- (1) to act bona fide in the interests of AIA as a whole;
  - (2) to exercise powers for the purpose for which they are conferred and not for any collateral or improper purpose;

- (3) to retain discretion;
- (4) to avoid being placed in a position of conflict of interest;
- (5) to at all times act honestly in the exercise of his or her powers and the discharge of the duties of his or her office;
- (6) not to misuse information or position; and
- (7) to exercise the degree of care and skill that a reasonable person in a like position in a corporation would exercise in the corporation's circumstances.

### **4.3 Election of directors**

- (a) Subject to the casual vacancy provisions, the directors (other than the regional representative directors) must be elected at an annual National General Meeting as follows:
  - (1) at every annual National General Meeting in an even year, the President, Vice President and two ordinary directors (classified as Class A members);
  - (2) at every annual National General Meeting in an odd year, the Treasurer, the Secretary and one ordinary director (classified as Class B members).
- (b) The regional representative directors must be elected at the annual Branch General Meetings as follows:
  - (1) at every annual Branch General Meeting in an even year, the regional representative directors from New South Wales, Queensland/Northern New South Wales and Western Australia;
  - (2) at every annual Branch General Meeting of AIA in an odd year, the regional representative directors from the Australian Capital Territory/ Southern New South Wales, Tasmania, South Australia/Northern Territory, and Victoria.
- (c) Where a person is appointed to the National Board under rule 4.1(c) to fill a casual vacancy in the National Board an election to fill that position must be held at the next annual National General Meeting following his or her appointment.
- (d) DELETED.
- (e) A director must be a member of AIA.
- (f) A member is not eligible to be elected as a director if he or she is a Non Financial Member of AIA.
- (g) Unless the annual National General Meeting otherwise determines, the order of election for positions as a director open for election at that annual National General Meeting pursuant to rule 4.3(a) and 4.3(c) must be:
  - (1) President;
  - (2) Vice President;
  - (3) Secretary;
  - (4) Treasurer; and
  - (5) up to three ordinary members.

- (h) Nominations for candidates for election pursuant to rule 4.3(a) and rule 4.3(c) must be:
  - (1) in writing;
  - (2) made by an AIA member other than a Non Financial member;
  - (3) supported by an AIA member other than a Non Financial member;
  - (4) consented to by the nominee either in writing or personally before the election; and
  - (5) made before a time during the annual National General Meeting determined at the commencement of the annual National General Meeting.
- (i) If there is no nomination for any position referred to in rule 4.3(g), the directors may jointly present a nomination at the annual National General Meeting.
- (j) DELETED.
- (k) Subject to rule 4.2(i), the National Board must appoint the National Board secretary to be a Secretary of AIA.
- (l) If the National Board secretary is unwilling to act as a Secretary, the National Board must appoint another director to be the Secretary.

#### **4.4 National Board Vacancies**

- (a) A director holds office:
  - (1) in the case of a Class A director elected under rule 4.3(a) or 4.3(c), until the conclusion of the annual National General Meeting in the next even year;
  - (2) in the case of a Class B director elected under rule 4.3(a) or 4.3(c), until the conclusion of the annual National General Meeting in the next odd year;
  - (3) in the case of a director appointed under rule 4.3(c), until the conclusion of the next annual National General Meeting;
  - (4) in the case of a regional representative director elected at an annual Branch General Meeting referred to in rule 4.3(b), until the conclusion of the second annual Branch General Meeting following their election;
  - (5) in the case of a regional representative director elected or appointed under rule 4.22(g), until the conclusion of the next annual Branch General Meeting; or
  - (6) until he or she otherwise ceases to hold office as provided for in these rules.
- (b) Any director is eligible for re-election.
- (c) A retiring director remains in office until the dissolution of the meeting at which he or she retires.
- (d) The office of a director becomes vacant:
  - (1) in the circumstances prescribed by the Corporations Act;
  - (2) if the director resigns by notice in writing to AIA;
  - (3) if the director is a regional representative director and ceases to be a member of the relevant Branch Committee;



- (4) if the director is removed from office pursuant to rule 4.4(f) or 4.4(g);
  - (5) if the director becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
  - (6) if the director holds an office remunerated by salary, wages or fees under AIA;
  - (7) if the director is directly or indirectly interested in a contract or proposed contract with AIA;
  - (8) if he or she ceases to be a member of AIA;
  - (9) if he or she becomes a Non-Financial Member of AIA;
  - (10) the period for which he or she was elected expires; or
  - (11) he or she dies.
- (e) DELETED.
  - (f) AIA in General Meeting may remove a director.
  - (g) A Branch General Meeting by ordinary resolution may remove from the relevant Branch Committee the regional representative director appointed or elected by that branch.
  - (h) The grounds on which a director can be removed under rules 4.4(f) and 4.4(g) are:
    - (1) the person contravened or failed to comply with:
      - (A) a provision of the memorandum of association; or
      - (B) these rules; or
    - (2) the person acted in a manner contrary to, or has failed to perform an obligation required by AIA in General Meeting.

#### **4.5 DELETED.**

#### **4.6 Remuneration of directors**

- (a) AIA must not pay or give any remuneration or other benefit in money or money's worth to any director in his or her capacity as such except:
  - (1) repayment of all travelling and other expenses properly incurred by them in connection with the affairs of AIA, including, without limitation, attending and returning from National General Meetings or meetings of the National Board where that amount does not exceed an amount previously approved by the National Board; and
  - (2) payment of reasonable and proper rent for premises demised or let by him or her to AIA.
- (b) All payments made by AIA to a director pursuant to this rule 4.6 must be approved by the National Board.

#### **4.7 Interested directors**

- (a) A director must not hold any office of AIA remunerated by salary, wages or fees.

- (b) A director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by AIA or in which AIA may be interested as a shareholder or otherwise and is not accountable to AIA for any remuneration or other benefits received by the director as a director or officer of, or from having an interest in, that body corporate.
- (c) The National Board may exercise the voting rights conferred by shares in any body corporate held or owned by AIA in such manner in all respects as the National Board thinks fit (including voting in favour of any resolution appointing a director as a director or other officer of that body corporate or voting for the payment of remuneration to the directors or other officers of that body corporate) and a director may, if permitted by law, vote in favour of the exercise of those voting rights notwithstanding that he or she is, or may be about to be appointed, a director or other officer of that other body corporate and, as such, interested in the exercise of those voting rights.
- (d) Notwithstanding that certain provisions of section 191 of the Corporations Act relating to declarations of interest do not apply to AIA it is hereby provided that the following provisions will apply to the directors:
  - (1) a director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with AIA must, as soon as practicable after the relevant facts have come to the knowledge of the director, declare the nature of the interest at a meeting of the National Board;
  - (2) a director who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a director must in accordance with rule 4.7(d)(3) declare at a meeting of the National Board the act and nature, character and extent of the conflict;
  - (3) a declaration required by rule 4.7(d)(2) in relation to the holding of an office or the possession of any property must be made by a person:
    - (A) where the person holds the office or possesses the property as mentioned in rule 4.7(d)(2) when the person becomes a director - at the first meeting of the National Board held after:
      - (aa) the person becomes a director ; or
      - (bb) the relevant facts as to the holding of the office or the possession of the property came to the person's knowledge;whichever is the later;
    - (B) where the person begins to hold the office or comes into possession of the property as mentioned in rule 4.7(d)(2) after the person becomes a director at the first meeting of the National Board held after the relevant facts as to the holding of the office or the possession of the property came to the person's knowledge;
  - (4) the National Board secretary must record every declaration made under this rule 4.7(d) in the minutes of the meeting in which it was made;

- (5) the requirements of rule 4.7(d) do not apply in respect of an interest of a director that consists only of being a member or creditor of a corporation that is interested in a contract or a proposed contract with AIA if the interest of the director may properly be regarded as not being a material interest; and
- (6) a director must not be taken to be, or to have been at any time, interested in a contract or proposed contract merely because:
  - (A) where the contract or proposed contract relates to a loan to AIA - the director has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
  - (B) where the contract or proposed contract has been or will be made with or for the benefit or on behalf of a body corporate that is related to AIA - the director is a director of that body corporate.
- (e) In addition to any disclosure required under rule 4.7(d), the National Board may make regulations requiring the disclosure of interests that the director, and any person deemed by the National Board to be related to or associated with the director, may have in any matter concerning AIA or a related body corporate. The extent of and conditions on which disclosure is required will be determined by the National Board. Any regulations made under this rule will bind all directors.

#### **4.8 Proceedings of the National Board**

- (a) Subject to these rules, the directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other method of audio or audio visual communication of a number of directors sufficient to constitute a quorum, constitutes a meeting of the NEC and all the provisions in these rules relating to meetings of the National Board apply, so far as they can and with such changes as are necessary, to meetings of the National Board by telephone or audio or audio visual communication.
- (c) A director participating in a meeting by telephone or audio or audio visual communication is to be taken to be present in person at the meeting.
- (d) A meeting by telephone or audio or audio visual communication is to be taken to be held at the place determined by the person chairing of the meeting provided that at least one of the directors involved was at that place for the duration of the meeting.

#### **4.9 Convening of meetings of the National Board**

- (a) A meeting of the National Board may be convened by six or more directors whenever they think fit.
- (b) A Secretary must convene a meeting of the National Board on the requisition of six or more directors.
- (c) Unless otherwise approved by a National General Meeting at least 3 meetings of the National Board must be held in each financial year.

#### **4.10 Notice of meetings of the National Board**

- (a) Subject to these rules, notice of a meeting of the National Board must be given to each person who is at the time of giving the notice a director, other than a director on leave of absence approved by the National Board
- (b) A notice of a meeting of the National Board:
  - (1) must specify the time and place of the meeting;
  - (2) need not state the nature of the business to be transacted at the meeting;
  - (3) may be given immediately before the meeting; and
  - (4) may be given in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (c) A director may waive notice of any meeting of the National Board by notifying the National Board to that effect in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (d) The non-receipt of notice of a meeting of the National Board by, or a failure to give notice of a meeting of the National Board to, a director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
  - (1) the non-receipt or failure occurred by accident or error;
  - (2) before or after the meeting, the director:
    - (A) has waived or waives notice of that meeting under rule 4.10(c); or
    - (B) has notified or notifies the National Board of his or her agreement to that act, matter, thing or resolution personally or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication;
  - (3) the director attended the meeting; or
  - (4) the National Board secretary reasonably believes (after making all due enquiries) that the director:
    - (A) cannot be located; or
    - (B) is not capable, by reason of a medical condition, of participating in consideration of the resolution.
- (e) Attendance by a director at a meeting of the National Board waives any objection that director may have to a failure to give notice of the meeting.

#### **4.11 Quorum**

- (a) No business may be transacted at a meeting of the National Board unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of:
  - (1) if the directors have fixed a number for the quorum, that number of directors;
  - (2) if the directors have not fixed such a number in the case of the National Board, a majority of the directors.

- (c) If there is a vacancy in the office of a director, the remaining director or directors may act but, if the number of remaining directors is not sufficient to constitute a quorum at a meeting of the National Board, the remaining director or directors may only act in an emergency or for the purpose of increasing the number of directors to a number sufficient to constitute a quorum or of convening a general meeting.

#### **4.12 Chairperson**

- (a) The President of AIA must preside as chairperson of each meeting of the National Board.

- (b) If at a meeting of the National Board:

- (1) there is no President;
- (2) the President is not present within the period of time determined in accordance with rule 4.12(c) after the time appointed for the holding of the meeting; or
- (3) the President is present within that time but is not willing to act as chairperson of the meeting,

the Vice President must preside at the meeting of the National Board and if at that meeting of the National Board:

- (4) there is no Vice President;
- (5) the Vice President is not present within the period of time determined in accordance with rule 4.12(c) after the time appointed for the holding of the meeting; or
- (6) the Vice President is present within that time but is not willing to act as chairperson of the meeting,

the directors present must elect one of their numbers to be chairperson of the meeting.

- (c) For the purposes of rule 4.12(b), the period of time is:

- (1) that period of time determined by the National Board from time to time; or
- (2) where no determination has been made by the National Board under rule 4.12(c)(1), 30 minutes.

- (d) The person chairing a meeting of the National Board may, with the approval of the directors present at the meeting, vacate the chair, in which event the directors present must elect one of their number to replace the chairperson for so long as those directors determine.

#### **4.13 Decisions of National Board**

- (a) A meeting of the National Board at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the National Board under these rules.

- (b) Questions arising at a meeting of the National Board are to be decided by a majority of votes cast by the directors present at the meeting and any such decision is for all purposes a determination of the National Board.
- (c) In the event of an equality of votes upon any proposed resolution the person chairing the meeting will have a second or casting vote.

#### **4.14 Written Resolutions of the National Board**

- (a) If:
  - (1) all of the directors, other than:
    - (A) any director on leave of absence approved by the National Board;
    - (B) any director who is not entitled under these rules or at law to do the act, matter or thing or to vote on the resolution in question,  
assent (subject to rule 4.14(e)) by a majority of not less than three quarters of those eligible to vote, to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
  - (2) the directors who assent to the document would have constituted a quorum at a meeting of the National Board held to consider that act, matter, thing or resolution,  
then the act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the National Board.
- (b) For the purposes of rule 4.14(a):
  - (1) the meeting is to be taken as having been held on the day on which the document was assented to and at the time at which the document was last assented to by a director;
  - (2) 2 or more separate documents in identical terms each of which is assented to by one or more directors are to be taken as constituting one document; and
  - (3) a director may signify assent to a document by signing the document or by notifying the National Board of the director's assent in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (c) Where a director signifies assent to a document otherwise than by signing the document, the director must by way of confirmation sign the document at the next meeting of the National Board attended by that director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.
- (d) Where a document is assented to in accordance with rule 4.14(a), the document is to be taken as constituting a minute of a meeting of the National Board.
- (e) Where a decision under rule 4.2(g) is to be made by way of a written resolution under this rule 4.14, all of the directors other than those directors referred to in rule 4.14(1) must assent unanimously to the written resolution.

#### **4.15 Committees of the National Board**

- (a) The National Board may delegate any of its powers and assign any of its functions to a committee or committees consisting of such number of directors and other members of AIA as it thinks fit.
- (b) A committee to which any powers have been so delegated or to which any functions have been so assigned must exercise the powers delegated and the functions assigned in accordance with any directions and terms of reference determined by the National Board.
- (c) The provisions of these rules applying to meetings and resolutions of the National Board apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee of the National Board.

#### **4.16 Delegation to individual directors**

- (a) The National Board may delegate any of its powers to one Director.
- (b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the National Board.

#### **4.17 Validity of acts**

An act done by the National Board, a meeting of the National Board, a committee of the National Board or a person acting as a director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a director; or
- (b) the person being disqualified to be a director, having vacated office, or not being entitled to vote,

if that circumstance was not known by the person or the directors or committee (as the case may be) when the act was done.

### **Part 2 - Branch Committees**

#### **4.18 Branch Committee Composition**

- (a) Each Branch must have a Branch Committee consisting of:
  - (1) that number of committee members determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or
  - (2) where no determination has been made under rule 4.18(a)(1), that number of committee members between 8 and 12 (both inclusive) determined at an annual Branch General Meeting for the period until the next annual Branch General Meeting; or

- (3) where no determination has been made by the National Board under rule 4.18(a)(1) or by an annual Branch General Meeting under rule 4.18(a)(2), 10 committee members.
- (b) The committee members must include:
  - (1) a Branch President;
  - (2) a Branch Vice President;
  - (3) a Branch Secretary;
  - (4) a Branch Treasurer; and
  - (5) a regional representative director.
- (c) A person is not eligible for election as a member of a Branch Committee or regional representative director unless he or she appears in the register of members of AIA as a member of that Branch.

#### **4.19 Elections of Branch Committee members, regional representative directors and National General Meeting Representatives**

- (a) The Branch Committee members, the regional representative director and the National General Meeting Representatives must be elected at an annual Branch General Meeting.
  - (aa) Where a person is appointed or elected under rule 4.22(f) to the position of Branch President, an election to fill that position must be held at the next annual Branch General Meeting following his or her appointment.
  - (ab) Elections for Branch Presidents must be held as follows:
    - (1) at every annual Branch General Meeting in an even year, the Branch Presidents of New South Wales, Queensland/Northern New South Wales and Western Australia;
    - (2) at every annual Branch General Meeting in an odd year the Branch Presidents of the Australian Capital Territory/Southern New South Wales, Tasmania, South Australia/Northern Territory, and Victoria.
- (b) Unless the annual Branch General Meeting otherwise determines, the order of elections for positions open for election at that annual Branch General Meeting must be:
  - (1) Branch President;
  - (2) Branch Vice President;
  - (3) Branch Secretary;
  - (4) Branch Treasurer;
  - (5) other members of the Branch Committee;
  - (6) regional representative director; and
  - (7) National General Meeting Representatives.



- (c) The regional representative director is a member of the Branch Committee whether or not he or she is a member of the Branch Committee in any other capacity..
- (d) A member is not eligible for election as a Branch Committee member, the regional representative director or as a National General Meeting Representative or as a National General Meeting Representative if he or she is a Non Financial Member.
- (e) A member is not eligible for election as the regional representative director if he or she is not a member of the relevant Branch.
- (f) Nominations for election under this rule 4.19 must be:
  - (1) in writing;
  - (2) made by two members of the Branch, who must not be Non Financial Members, other than the nominee;
  - (3) consented to by the nominee either in writing or personally before the election; and
  - (4) made before a time during the meeting determined at the commencement of that meeting or at such other time prior to the commencement of the meeting as may be determined by the National Board on the recommendation of the relevant Branch Committee.
- (g) If there is no nomination for any position on the Branch Committee, as a regional representative director or as National General Meeting Representative, the Branch Committee members from the preceding year may jointly present a nomination.
- (h) A person who is a Branch President, Branch Vice President, Branch Secretary, Branch Treasurer or Branch Committee member may at the same time be a National General Meeting Representative or the regional representative director.

#### **4.20 Powers and Duties of a Branch Committee**

Subject to these rules and the general direction of the National Board, each Branch Committee has the following powers and duties:

- (a) to apply moneys in such manner as may be directed or approved by the National Board;
- (b) to give receipts on behalf of AIA for all such moneys;
- (c) to determine all matters referred to it by the National Board;
- (d) to determine who is entitled to sign on behalf of the Branch Committee receipts and other documents;
- (e) to be responsible for the day to day affairs and administration of the Branch; and
- (f) to participate in the formulation of any corporate, strategic or like plan of the Branch or AIA.

#### **4.21 Membership qualification**

- (a) A member of a Branch Committee must be a member of AIA.

#### **4.22 Vacancies on Branch Committee**

- (a) Each member of a Branch Committee excluding the regional representative director and the Branch President holds office until:
  - (1) the conclusion of the next annual Branch General Meeting of the Branch following his or her election; or
  - (2) he or she otherwise ceases to hold office pursuant to these rules.
- (aa) DELETED.
- (ab) The Branch President holds office until:
  - (1) elections are due under rule 4.19(aa) or 4.19(ab); or
  - (2) he or she otherwise ceases to hold office pursuant to these rules.
- (b) If a Branch President ceases to hold office, the Branch Vice President of that Branch may act as Branch President of the Branch until:
  - (1) he or she retires as Branch Vice President at the next annual Branch General Meeting; or
  - (2) the position of President is filled under rule 4.22(f).
- (c) Any member of a Branch Committee is eligible for re-election.
- (d) A retiring Branch Committee member remains in office until the dissolution of the meeting at which he or she retires.
- (e) The office of a Branch Committee member becomes vacant:
  - (1) in the circumstances determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or
  - (2) where no determination has been made by the National Board under rule 4.22(e)(1):
    - (A) if the Branch Committee member resigns by notice in writing to the Branch Committee;
    - (B) if the Branch General Meeting by ordinary resolution removes the Branch Committee member before the expiration of his or her period of office;
    - (C) if the Branch Committee member is absent from three consecutive Committee meetings without reasonable excuse;
    - (D) the Branch Committee member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
    - (E) the Branch Committee member holds an office remunerated by salary, wages or fees under AIA; or
    - (F) the Branch Committee member is directly or indirectly interested in a contract or proposed contract with AIA.

- (f) Subject to 4.22(g), the office of a Branch Committee member may be filled, either in addition to the existing Branch Committee members or to fill a casual vacancy, by:
  - (1) a meeting of the Branch Committee of which business notice has been given to all Branch Committee members; or
  - (2) a General Meeting called by the Branch Committee.
- (g) Where there is a vacancy in the office of regional representative director:
  - (1) the Branch Committee at a meeting of which notice of the business has been given to all Branch Committee members; or
  - (2) a General Meeting of the Branch called by the Branch Committee may elect or appoint any member of the Branch (including someone already a member of the Branch Committee) to fill the vacancy.

#### **4.23 Remuneration of Branch Committee members**

Neither AIA nor any Branch must pay or give any remuneration or other benefit in money or money's worth to any Branch Committee member in his or her capacity as such except:

- (a) repayment of all travelling and other expenses properly incurred by them in connection with the affairs of the Branch, including, without limitation, attending and returning from Branch General Meetings or meetings of the Branch Committee where that amount does not exceed an amount previously approved by the National Board; and
- (b) payment of reasonable and proper rent for premises demised or let by him or her to AIA.

#### **4.24 Interested Branch Committee members**

- (a) A member of the Branch Committee must not hold any office of AIA remunerated by salary, wages or fees.
- (b) A member of the Branch Committee may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by AIA or in which AIA may be interested as a shareholder or otherwise and is not accountable to AIA for any remuneration or other benefits received by the Branch Committee member as a director or officer of, or from having an interest in, that body corporate.
- (c) Notwithstanding that certain provisions of section 191 of the Corporations Act relating to declarations of interest do not apply to the Branches, until otherwise determined by the National Board it is hereby provided that the following provisions will apply to the members of a Branch Committee:
  - (1) a Branch Committee member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with AIA must, as soon as practicable after the relevant facts have come to the knowledge of the member of the Branch Committee, declare the nature of the interest at a meeting of the Branch Committee;

- (2) a Branch Committee member who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a member of a Branch Committee must in accordance with rule 4.24(c)(3) declare at a meeting of the Branch Committee the act and nature, character and extent of the conflict;
- (3) a declaration required by rule 4.24(c)(2) in relation to the holding of an office or the possession of any property must be made by a person:
  - (A) where the person holds the office or possesses the property as mentioned in rule 4.24(c)(2) when the person becomes a member of a Branch Committee - at the first meeting of the Branch Committee held after:
    - (aa) the person becomes a member of the Branch Committee; or
    - (bb) the relevant facts as to the holding of the office or the possession of the property came to the person's knowledge;whichever is the later;
  - (B) where the person begins to hold the office or comes into possession of the property as mentioned in rule 4.24(c)(2) after the person becomes a member of a Branch Committee - at the first meeting of the Branch Committee held after the relevant facts as to the holding of the office or the possession of the property came to the person's knowledge;
- (4) the Secretary of the Branch Committee must record every declaration made under this rule 4.24(c) in the minutes of the meeting in which it was made;
- (5) the requirements of rule 4.24(c) do not apply in respect of an interest of a member of a Branch Committee that consists only of being a member or creditor of a corporation that is interested in a contract or a proposed contract with AIA if the interest of the member of the Branch Committee may properly be regarded as not being a material interest; and
- (6) a member of the Branch Committee must not be taken to be, or to have been at any time, interested in a contract or proposed contract merely because:
  - (A) where the contract or proposed contract relates to a loan to AIA - the member of the Branch Committee has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
  - (B) where the contract or proposed contract has been or will be made with or for the benefit or on behalf of a body corporate that is related to AIA - the member of the Branch Committee is a director of that body corporate.

#### **4.25 Proceedings of a Branch Committee**

- (a) Subject to these rules, the Branch Committee members may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

- (b) The contemporaneous linking together by telephone or other method of audio or audio visual communication of a number of Branch Committee members sufficient to constitute a quorum, constitutes a meeting of a Branch Committee and all the provisions in these rules relating to meetings of a Branch Committee apply, so far as they can and with such changes as are necessary, to meetings of a Branch Committee by telephone or audio or audio visual communication.
- (c) A member of a Branch Committee participating in a meeting by telephone or audio or audio visual communication is to be taken to be present in person at the meeting.
- (d) A meeting by telephone or audio or audio visual communication is to be taken to be held at the place determined by the person chairing of the meeting provided that at least one of the Branch Committee members involved was at that place for the duration of the meeting.
- (e) National General Meeting Representatives and directors of AIA may attend but must not vote in that capacity at meetings of the Branch Committee.

#### **4.26 Convening of meetings of the Branch Committee**

- (a) A meeting of a Branch Committee may be convened by:
  - (1) that number of Branch Committee members determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or
  - (2) where no determination has been made by the National Board under rule 4.26(a)(1), six or more Branch Committee members, whenever they think fit.
- (b) A Branch Secretary must convene a meeting of the Branch Committee on the requisition of:
  - (1) that number of Branch Committee members determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or
  - (2) where no determination has been made by the National Board under rule 4.26(b)(1), six or more Branch Committee members.
- (c) At least the number of Branch Committee meetings determined in accordance with rule 4.26(d) (excluding meetings held under rule 4.25(b)) must be held in each financial year.
- (d) For the purposes of rule 4.26(c), the number of meetings is that number of Branch Committee meetings determined by the National Board from time to time on the recommendation of the relevant Branch Committee, unless:
  - (1) otherwise determined by a National General Meeting; or
  - (2) no determination has been made by the National Board under this rule 4.26(d) and no determination has been made by a National General Meeting under rule 4.26(d)(1), in which case the number of Branch Committee meetings is six.

#### **4.27 Notice of meetings of a Branch Committee**

- (a) Subject to these rules, notice of a meeting of a Branch Committee must be given to each person who is at the time of giving the notice a Branch Committee member, other than a Branch Committee member on leave of absence approved by the Branch Committee.
- (b) A notice of a meeting of the Branch Committee:
  - (1) must specify the time, date and place of the meeting;
  - (2) need not state the nature of the business to be transacted at the meeting;
  - (3) may be given immediately before the meeting; and
  - (4) may be given in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (c) A Branch Committee member may waive notice of any meeting of a Branch Committee by notifying the Branch Committee to that effect in person or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication.
- (d) The non-receipt of notice of a meeting of a Branch Committee by, or a failure to give notice of a meeting of a Branch Committee to, a Branch Committee member does not invalidate any act, matter or thing done or resolution passed at the meeting if:
  - (1) the non-receipt or failure occurred by accident or error;
  - (2) before or after the meeting, the Branch Committee member :
    - (A) has waived or waives notice of that meeting under rule 4.27(c); or
    - (B) has notified or notifies the Branch Committee of his or her agreement to that act, matter, thing or resolution personally or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication; or
  - (3) the Branch Committee member attended the meeting.
- (e) Attendance by a person at a meeting of the Branch Committee waives any objection that person may have to a failure to give notice of the Branch Committee meeting.

#### **4.28 Quorum**

- (a) No business may be transacted at a meeting of a Branch Committee unless a quorum of Branch Committee members is present at the time the business is dealt with.
- (b) A quorum consists of:
  - (1) if the members of the Branch Committee have fixed a number for the quorum, that number of members of the Branch Committee;
  - (2) if the members of the Branch Committee have not fixed such a number:
    - (A) that number of members of a Branch Committee determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or

- (B) where no determination has been made by the National Board under rule 4.28(b)(2)(A), 5 Branch Committee members.
- (c) If there is a vacancy in the office of a member of a Branch Committee, the remaining member or members of the Branch Committee may act but, if the number of remaining members of the Branch Committee is not sufficient to constitute a quorum at a meeting of the Branch Committee, the remaining member or members of the Branch Committee may only act in an emergency or for the purpose of increasing the number of members of the Branch Committee to a number sufficient to constitute a quorum or of convening a general meeting.

#### **4.29 Chairperson**

- (a) The President of each Branch must preside as chairperson of each meeting of a Branch Committee.
- (b) If at a meeting of a Branch Committee:
  - (1) there is no President;
  - (2) the President is not present within the period of time determined in accordance with rule 4.29(c) after the time appointed for the holding of the meeting; or
  - (3) the President is present within that time but is not willing to act as chairperson of the meeting,the Vice President must preside at the meeting of the Committee and if at that meeting of a Branch Committee:
  - (4) there is no Vice President;
  - (5) the Vice President is not present within the period of time determined in accordance with rule 4.29(c) after the time appointed for the holding of the meeting; or
  - (6) the Vice President is present within that time but is not willing to act as chairperson of the meeting,the members of the Branch Committee present must elect one of their number to be chairperson of the meeting.
- (c) For the purposes of rule 4.29(b), the period of time is:
  - (1) that period of time determined by the National Board from time to time on the recommendation of the relevant Branch Committee; or
  - (2) where no determination has been made by the National Board under rule 4.29(c)(1), 30 minutes.
- (d) The person chairing a meeting of the Branch Committee may, with the approval of the members of the Committee present at the meeting, vacate the chair, in which event the members of the Branch Committee present must elect one of their number to replace the chairperson for so long as those members determine.

#### **4.30 Decisions of a Branch Committee**

- (a) A meeting of a Branch Committee at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by a Branch Committee under these rules.
- (b) Questions arising at a meeting of a Branch Committee are to be decided by a majority of votes cast by the Branch Committee members present at the meeting and any such decision is for all purposes a determination of the Branch Committee.
- (c) In the event of an equality of votes upon any proposed resolution the person chairing the meeting will have a second or casting vote.

#### **4.31 Validity of acts**

An act done by a Branch Committee, a meeting of a Branch Committee, or a person acting as a Branch Committee member is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a Branch Committee member; or
- (b) the person being disqualified to be a Branch Committee member, having vacated office, or not being entitled to vote,

if that circumstance was not known by the person or the Branch Committee members (as the case may be) when the act was done.

#### **4.32 Vacancy in office of National General Meeting Representative**

- (a) Each National General Meeting Representative holds office until:
  - (1) the conclusion of the next annual General Meeting of the Branch following his or her election; or
  - (2) he or she otherwise ceases to hold office pursuant to these rules.
- (b) If any office of a National General Meeting Representative falls vacant that office may be filled at:
  - (1) a meeting of the Branch Committee held after the occurrence of the vacancy of which business notice has been given to all Branch Committee members; or
  - (2) a General Meeting called by the Branch Committee.

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## **5 Executive or administrative officers**

### **5.1 Appointment of Executive or Administrative Officers by the National Board**

- (a) The National Board may:
  - (1) for the purpose of enabling AIA to carry out its objects, appoint and employ one or more executive, administrative or clerical officers or other persons for



- such term and (subject to and in accordance with any industrial award) on such conditions, as it thinks fit; and
- (2) subject to any such award, terminate the employment of any officer or person so appointed.
- (b) A person employed under rule 5.1(a) is responsible to and must carry out the directions of the National Board and such powers, discretions and duties vested in them by the National Board.
- (c) A person employed by AIA is not eligible to be elected or appointed to be a member of the National Board, a member of a Branch Committee or as a National General Meeting Representative.
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## **6 Seals**

### **6.1 Safe custody of seal**

The National Board must provide for the safe custody of the seal.

### **6.2 Use of seal**

- (a) The seal must be used only by the authority of the National Board or of a committee of directors authorised by the National Board to authorise the use of the seal.
- (b) The authority to use the seal may be given before or after the seal is used.
- (c) Until the directors otherwise determine, every document to which the seal is affixed must be signed by a director and countersigned by another director, a Secretary or another person appointed by the National Board to countersign that document or a class of documents in which that document is included.

### **6.3 Seal register**

- (a) AIA must keep a seal register and, upon the affixing of the seal to any document (other than a certificate for securities of AIA), must enter in the register particulars of the document, giving in each case the date of the document, the names of the parties to the document, a short description of the document and the names of the persons signing and countersigning the document under rule 6.2(c).
- (b) The register must be produced at meetings of the National Board for confirmation of the use of the seal since confirmation was last given under this rule 6.3.
- (c) Failure to comply with rule 6.3(a) or (b) does not invalidate any document to which the seal is properly affixed.

### **6.4 Official seal**

- (a) AIA may have for use in place of its common seal outside the state or territory where its common seal is kept one or more official seals, each of which must be a facsimile

of the common seal of AIA with the addition on its face of the name of the place where it is to be used.

- (b) A document sealed with an official seal is to be taken as having been sealed with the common seal of AIA.
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## **7 Distribution of profits**

### **7.1 Dividends**

The National Board may not declare and pay interim or final dividends.

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## **8 Minutes and records**

### **8.1 Minutes**

- (a) The National Board must cause minutes of all proceedings of National General Meetings and of meetings of the National Board to be entered, within one month after the relevant meeting is held, in books kept for that purpose.
- (b) The Secretary must cause minutes of National General Meetings to be sent to each Branch and to such other persons as a National General Meeting or the National Board may direct within one month after the date on which the meeting was held.
- (c) A Branch Committee must cause minutes of all general meetings of the Branch and of meetings of the Branch Committee to be entered, within one month after the relevant meeting is held, in books kept for that purpose and sent to the Secretary.
- (d) A committee of the Board referred to in rule 4.15 must cause minutes of its meetings to be kept and when confirmed by that committee to be provided to the next meeting of the National Board.

### **8.2 Signing of minutes**

Except in the case of documents which are taken to be minutes under rule 4.14:

- (a) in the case of AIA, those minutes must be signed by the person chairing the meeting at which the proceedings took place or by the person chairing the next succeeding meeting;
- (b) in the case of a Committee, unless otherwise determined by the National Board, those minutes must be signed by the person chairing the meeting at which the proceedings took place or by the person chairing the next succeeding meeting.

### **8.3 Minutes as evidence**

Any minutes of a meeting purporting to be signed by the person chairing the meeting or of the next succeeding meeting are (in the absence of proof to the contrary) sufficient evidence of:

- (a) the matters stated in the minutes of the meeting;
- (b) the meeting having been duly convened and held; and
- (c) The validity of all proceedings at the meeting.

### **8.4 Inspection of records**

- (a) The National Board may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of AIA or any of them will be open to the inspection of members other than directors .
  - (b) A member other than a director does not have the right to inspect any books, records or documents of AIA except as provided by law or authorised by the National Board.
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## **9 Notices**

### **9.1 Notices by AIA or Branch to members**

- (a) A notice may be given by AIA or a Branch to a member:
  - (1) by serving it personally at, or by sending it by post in a prepaid envelope to, the member's address as shown in the register of members or such other address, or by facsimile transmission or other electronic means to such facsimile number or electronic address, as the member has supplied to AIA for the giving of notices; or
  - (2) if the member does not have a registered address and has not supplied another address to AIA for the giving of notices or where AIA believes that member is not known at the member's registered address, by exhibiting it at the registered office of AIA.
- (b) The fact that a person has supplied a facsimile number or electronic address for the giving of notices does not require AIA or Branch to give any notice to that person by facsimile or other electronic means.
- (c) A signature to any notice given by AIA to a member under this rule 9.1 may be printed or affixed by some mechanical or other means.
- (d) A certificate signed by a director or Secretary of AIA to the effect that a notice has been given in accordance with these rules is conclusive evidence of that fact.

## **9.2 Notices by AIA to directors**

Subject to these rules, a notice may be given by AIA to any director either by serving it personally at, or by sending it by post in a prepaid envelope to, the usual residential or business address of the member, or such other address, or by facsimile transmission or electronic means to such facsimile number or electronic address as the member has supplied to AIA for the giving of notices.

## **9.3 Notices by members or directors to AIA or Branch**

Subject to these rules, a notice may be given by a member or director to AIA or a Branch:

- (a) by serving it on AIA or Branch (as the case may be); or
- (b) by sending it by post in a prepaid envelope to the registered office of AIA or Branch (as the case may be); or
- (c) by sending it by facsimile transmission or electronic means to the principal facsimile number or electronic address at the registered office of AIA or Branch (as the case may be).

## **9.4 Notices posted to addresses outside the Commonwealth**

A notice sent by post to an address outside the Commonwealth must be sent by airmail.

## **9.5 Time of service**

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
  - (1) in the case of a notice of a National General Meeting, or Branch General Meeting on the day after the date of its posting; or
  - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile transmission, service of the notice is to be taken to be effected if the correct facsimile number appears on the facsimile transmission report generated by the sender's facsimile machine and to have been effected at the time the facsimile transmission is sent.
- (c) Where notice is sent by electronic transmission, the notice is taken as served at the time the electronic transmission is sent if a message indicating receipt has been received by AIA.
- (d) Where AIA gives notice to a member by any other means permitted by the Corporations Act relating to the giving of notices and electronic means of access to them, the notice is taken as given at 10.00am on the day after the date on which the member is notified that the notice is available.
- (e) Where AIA gives a notice under rule 9.1(a)(2) by exhibiting it at the registered office of AIA, service of the notice is to be taken to be effected when the notice was first so exhibited.
- (f) Where a member gives a notice to AIA by electronic means, the notice is received by AIA when it is received in accordance with the Corporations Act, and to the extent permitted by the Corporations Act, if the document is produced or the transmission

of the document is otherwise verified to AIA in the manner specified or permitted by AIA from time to time.

## **9.6 Other communications and documents**

Rules 9.1 to 9.5 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

## **9.7 Notices in writing**

A reference in these rules to a notice in writing includes a notice given by facsimile transmission, electronic means or any other form of written communication.

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# **10 Accounts**

## **10.1 Keeping of accounts**

AIA must:

- (a) keep such accounting records as correctly record and explain its transactions (including any transactions as trustee) and financial position; and
- (b) so keep its accounting records that:
  - (1) true and fair accounts of AIA can be prepared from time to time; and
  - (2) its accounts can be conveniently and properly audited and reviewed in accordance with the Corporations Act.

## **10.2 Period of retention**

AIA must retain the accounting records kept by it under these rules for 7 years after the completion of the transactions to which they relate.

## **10.3 Place at which accounts kept**

AIA must keep its accounting records at such place or places as the directors think fit.

## **10.4 Inspection of accounts**

Subject to any reasonable restrictions as to the time and manner of inspecting the accounting records of AIA that may be imposed by the National Board from time to time, the accounting records of AIA shall be open to the inspection of any person.

## **10.5 Profit and loss account and balance sheet**

The directors must, before the deadline after an accounting period, cause to be made out:

- (a) a profit and loss account; and
- (b) a balance-sheet,

as at the end of that accounting period that gives a true and fair view of AIA's state of affairs as at the end of that accounting period.

### **10.6 Bad and doubtful debts**

Before AIA's accounts are made out under rule 10.5, the directors must take reasonable steps:

- (a) to find out what has been done about writing off bad debts and making provisions for doubtful debts; and
- (b) to cause all known bad debts to be written off and adequate provision to be made for doubtful debts.

### **10.7 Current assets**

Before AIA's accounts are made out under rule 10.5, the directors must take reasonable steps to find out whether any current assets, other than bad or doubtful debts, are unlikely to realise (whether directly or indirectly) in the ordinary course of business their value as shown in AIA's accounting records and, if so, to cause:

- (a) the value of those assets to be written down to an amount that they might be expected so to realise; or
- (b) adequate provisions to be made for the difference between their value as so shown and the amount that they might be expected so to realise.

### **10.8 Non-current assets**

Before AIA's accounts are made out under rule 10.5, the directors must take reasonable steps:

- (a) to find out whether the value of any non-current asset is shown in AIA's books at an amount that, having regard to the asset's value to AIA as a going concern, exceeds the amount that it would have been reasonable for AIA to spend to acquire the asset as at the end of the accounting period; and
- (b) unless adequate provision for writing down the value of that asset is made, to cause to be included in the accounts such information and explanations as will prevent the accounts from being misleading because of the overstatement of the value of that asset.

### **10.9 Audit and review**

The directors must take reasonable steps to ensure that AIA's financial statements for an accounting period are audited or reviewed in accordance with the Corporations Act before the deadline after that accounting period.

## **10.10 Compliance with Corporations Act**

The directors must ensure that AIA's financial statements for an accounting period comply with such of the prescribed requirements under the Corporations Act as are relevant to financial statements.

## **10.11 Accounting standards**

Subject to rule 10.9, the directors must ensure that AIA's financial statements for an accounting period are made out in accordance with applicable accounting standards.

## **10.12 True and fair view**

If AIA's financial statements for an accounting period, as prepared in accordance with rules 10.9 and 10.10, would not otherwise give a true and fair view of the matters with which this Part requires them to deal, the directors must add such information and explanations as will give a true and fair view of those matters.

## **10.13 Accounts of the Branches**

Each Branch Treasurer must keep books of account as required by AIA from time to time.

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# **11 Indemnity and insurance**

## **11.1 Persons to whom rules 11.2 and 11.3 apply**

For the purposes of rules 11.2 and 11.3, "Officer" means:

- (a) those persons set out in paragraphs (a) and (b) of the definition of "officer" in section 9 of the Corporations Act; and
- (b) such other persons as the National Board may determine from time to time.

## **11.2 Indemnity**

AIA hereby indemnifies each past and present Officer to the full extent permitted by law including, without limitation:

- (a) a person who is or has been an Officer of AIA against a liability incurred by the person as such an Officer to another person (other than AIA or a related body corporate) unless that liability arises out of conduct involving a lack of good faith; and
  - (b) a person who is or has been an Officer of AIA against a liability incurred by the person:
    - (1) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
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- (2) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.

### **11.3 Insurance**

AIA may, to the extent permitted by law pay or agree to pay a premium in respect of a contract insuring a person who is or has been an Officer of AIA against liability incurred by the person as such an Officer of AIA except in the circumstances prescribed in the Corporations Act.

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## **12 Register of directors**

### **12.1 Keeping of register**

AIA must keep a register of the directors and the Secretaries of AIA.

### **12.2 Details in register**

The register kept pursuant to rule 12.1(“Register”) must:

- (a) contain with respect to each director and each Secretary his or her consent in writing to appointment as such;
- (b) must specify:
  - (1) with respect to each director -
    - (A) the present Christian or given name and surname, any former Christian or given name or surname, the date and place of birth, the usual residential address, and the business occupation (if any), of each member; and
    - (B) particulars of directorships held by the member in other bodies corporate that under the law of any State or Territory are public companies or subsidiaries of public companies; and
  - (2) with respect to each Secretary, his or her full name, date and place of birth, address and other occupation (if any).

### **12.3 Inspection of register**

The Register must be open for inspection:

- (a) by any member of AIA - without charge; and
- (b) by any other person - on payment of an amount not exceeding the amount fixed for the purpose by the National Board, or, where the National Board has not fixed an amount, without charge.

### **12.4 Copying of register**

A person may request AIA to give to the person a copy of the Register or any part of the Register and, where such a request is made, AIA must send the copy to the person:

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- (a) if the National Board requires payment of an amount - within 21 days after payment of an amount not less than the required amount is received by AIA; or
  - (b) otherwise - within 21 days after the request is made.
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## **13 General**

### **13.1 Amendment of rules**

These rules may be amended in accordance with the Corporations Act.

### **13.2 Submission to jurisdiction**

Each member submits to the non exclusive jurisdiction of the Supreme Court of the State or Territory in which the registered office of AIA is located, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

### **13.3 Prohibition and enforceability**

- (a) Any provision of, or the application of any provision of, these rules which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
  - (b) Any provision of, or the application of any provision of, these rules which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.
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