

ASSOCIATIONS INCORPORATION REFORM ACT 2012



Environment Institute
of Australia and
New Zealand Inc.

RULES OF ASSOCIATION

Authorised Version No. 005



Environment Institute
of Australia and
New Zealand Inc.

RULES OF ASSOCIATION

Authorised Version incorporating amendments to 26 November 2025

Table of Provisions

PART 1—PRELIMINARY	7
1. Name	7
2. Purposes	7
3. Financial year	8
4. Definitions	9
PART 2—POWERS OF ASSOCIATION	11
5. Powers of Association	11
6. Not for profit organisation	12
PART 3—CODE OF ETHICS AND PROFESSIONAL CONDUCT, MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	12
Division 1 - Membership	12
7. Minimum number of members	12
8. Eligibility and application for Membership	12
Full Member	12
Fellow Member	13



Honorary Fellow Member	14
Honorary Life Member	14
Associate Member	14
Student Member	15
9. Fees	15
Division 2 – Effect of Membership	16
10. Code of Ethics and Professional Conduct	16
10A. Professional development obligation	16
11. General rights of members	16
12. Rights not transferable.....	17
13. Ceasing membership	17
14. Resigning as a member	17
15. Register of members.....	18
Division 3 – Disciplinary Investigations.....	18
16. Grounds for initiating a disciplinary investigation	18
17. Disciplinary committee.....	19
18. Notice to member	19
19. Decision of Disciplinary Committee	20
20. Appeal rights	21
21. Conduct of disciplinary appeal meeting.....	21
Division 4 – Grievance procedure	22
22. Application	22
23. Parties must attempt to resolve the dispute	22
24. Appointment of mediator.....	22
25. Mediation process	23
26. Failure to resolve dispute by mediation	23
PART 4 – GENERAL MEETINGS OF THE ASSOCIATION	23
27. Annual general meetings	23
28. Special general meetings	24
27. Notice of general meetings.....	25
30. Proxies	25



31. Use of technology.....	26
32. Quorum at general meetings.....	26
33. Adjournment of general meeting	27
34. Voting at general meeting	27
35. Special resolutions	28
36. Determining whether resolution carried.....	28
37. Polling.....	28
38. Minutes of general meeting	29
PART 5 – BOARD	30
Division 1 – Powers of Board	30
39. Role and powers.....	30
40. Delegation.....	30
Division 2 – Composition of the Board and duties of members.....	31
41. Composition of the Board.....	31
42. General duties.....	31
43. Presiding at meetings	32
44. Secretary.....	32
45. Treasurer.....	33
Division 3 – Election of Board members and tenure of office.....	33
46. Who is eligible to be a Board member.....	33
47. Election of Board members	34
48. Ballot.....	35
49. Term of office	36
50. Vacation of office.....	36
51. Filling casual vacancies	36
Division 4 – Meetings of Board.....	37
52. Meetings of Board	37
53. Notice of meetings	37
54. Urgent meetings.....	37
55. Procedure and order of business	37
56. Use of technology.....	38



57. Quorum.....	38
58. Voting.....	38
59. Conflict of interest.....	39
60. Minutes of meeting.....	39
61. Leave of absence	39
PART 6 – STRUCTURE OF THE ASSOCIATION.....	40
Division 1 – Advisory Council	40
62. Functions of Advisory Council.....	40
63. Composition of Advisory Council.....	41
64. Meetings of Advisory Council.....	41
65. Notice of meetings	41
66. (Rule Removed)	41
67. Use of technology.....	41
68. Quorum.....	42
69. Adjournment of meeting	42
70. Decision making.....	42
71. Minutes of meeting.....	42
72. Leave of absence	43
Division 2 – Chapters and Divisions	43
73. Chapters	43
74. Divisions	44
Division 3 – Special Interest Sections.....	44
75. Special Interest Sections.....	44
Division 4 – Certification and Accreditation Schemes	45
75A. Certification and Accreditation Schemes.....	45
PART 7 – FINANCIAL MATTERS.....	46
76. Source of funds	46
77. Management of funds	46
78. Financial records.....	47
79. Financial statements.....	47
PART 8 – GENERAL MATTERS	47



80. Common seal.....	47
81. Registered address	48
82. Notice requirements	48
83. Custody and inspection of books and records	48
84. Winding up and cancellation	49
85. By-laws	50
86. Alteration of Rules	50



RULES OF THE ENVIRONMENT INSTITUTE OF AUSTRALIA AND NEW ZEALAND INC.

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012 (Vic)**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1. Name

The name of the incorporated association is “The Environment Institute of Australia and New Zealand Inc.” (hereafter referred to as “**the Association**”).

2. Purposes

(1) The Primary Purposes of the Association are to:

- (a) facilitate interaction among environmental professionals;
- (b) promote environmental knowledge and awareness; and
- (c) advance ethical and competent environmental practice.

(2) In order to better achieve the Primary Purposes of the Association, but without limiting their generality, the Association has adopted Secondary Purposes as follows:

- (a) to facilitate the organisation of the environment profession;
- (b) to provide a forum for and to otherwise assist the discussion, consideration and advancement of professional environmental practice;
- (c) to convene and hold professional development activities in relation to professional environmental practice;
- (d) to produce, publish and distribute reports, journals, books, papers and other informative material in relation to professional environmental practice;



- (e) to encourage and develop awareness, discussion and consideration of professional environmental practice amongst the associated professions and the community at large in Australia, in New Zealand and abroad;
- (f) to liaise, consult, work in conjunction and make arrangements and contracts with any individuals, trusts, corporations, foundations, firms, partnerships, associations, societies, institutions, organisations and authorities and with the government of the Commonwealth of Australia or of any locality, municipality, State or Territory thereof, with the government of New Zealand or of any district or region thereof, or with any foreign government, organisation or agency or any international body, for carrying out the purposes of the Association;
- (g) to raise, borrow and secure payment of money by any lawful means and to solicit, receive, enlist and accept financial and other support from individuals, trusts, corporations, foundations, firms, partnerships, associations, societies, institutions, organisations and authorities and from the government of the Commonwealth of Australia or of any locality, municipality, State or Territory thereof, from the government of New Zealand or of any district or region thereof, or from any foreign government, organisation or agency or any international body for carrying out the purposes of the Association;
- (h) to grant, give and make available money and facilities to any individual, trust, corporation, firm, partnership, association, society, institution, organisation or authorities or to the government of the Commonwealth of Australia or of any locality, municipality, State or Territory thereof, or to the government of New Zealand or of any district or region thereof, for carrying out the purposes of the Association; and
- (i) to encourage and organise social and recreational activities amongst members of the Association and other persons interested in the purposes of the Association.

3. Financial year

The financial year of the Association is each period of 12 months ending on 30 June.



4. Definitions

In these Rules, unless the contrary intention appears:

absolute majority, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);

Accredited Tertiary Institution means a tertiary education institution accredited by the education regulator relevant to the jurisdiction

Address means postal address or electronic mail address as recorded in the Membership Register;

Advisory Council means the Advisory Council of the Association;

Advisory Council meeting means a meeting of the Advisory Council convened under rule 64;

Appeal Committee means the Appeal Committee appointed under rule 20(6).

Associate Member means an Associate Member of the Association

Board means the Board having management of the business of the Association;

Board meeting means a meeting of the Board held in accordance with these Rules;

Board member means a member of the Board elected under rule 47 or appointed under rule 51;

By-laws means By-laws approved by Board in accordance with rule 85.

Chair, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 43;

Code of Ethics and Professional Conduct means the Code of Ethics and Professional Conduct adopted by the Board and ratified by the Association in accordance with rule 10.

disciplinary appeal meeting means a meeting of the Appeal Committee convened under Part 3, Division 3 of these Rules;

disciplinary meeting means a meeting of the Disciplinary Committee convened under Part 3, Division 3 of these Rules;

Disciplinary Committee means the committee appointed under rule 17;



environment includes all aspects of the surroundings of human beings, whether affecting human beings as individuals or in their social groupings, and 'environmental' has a corresponding meaning.

environmental practice includes any of the following areas relating to both the biophysical and socio-economic environment, including but not limited to:

- (a) environmental policy development and implementation;
- (b) environmental planning and assessment (including analysis and evaluation at all stages during the planning process, interpretation of environmental issues in terms of human values, costs and benefits, and environmental risk assessment);
- (c) application of environmental best practices to design and construction (including environmental enhancement);
- (d) application of environmental best practices to operation and management;
- (e) environmental baseline studies, monitoring, reporting (including state of environment reporting) and environmental auditing;
- (f) environmental legislation, regulation and enforcement (including drafting and interpretation of legislation);
- (g) scientific and other research into environmental matters (including techniques for enhancing environmental quality, reducing environmental impacts and monitoring environmental conditions); and
- (h) environmental education and community awareness (including provision of supporting services through libraries, publications and electronic media, and facilitation of community involvement in environmental issues).

environmental profession means any profession, especially one that involves prolonged training and a formal qualification, in any of the functional areas of environmental practice.

Executive Officers means the persons holding office under rule 41(1).

financial year means the 12 month period specified in rule 3;

Fellow means a Fellow Member of the Association;



general meeting means a general meeting of the members of the Association convened in accordance with these rules and includes an annual general meeting and a special general meeting;

Honorary Life Member means an Honorary Life Member of the Association;

Honorary Fellow Member means an Honorary Fellow Member of the Association;

member refers to any member of the Association;

Full Member means a Full Member of the Association;

Purposes of the Association means the primary and secondary purposes of the Association set out in rule 2.

Signed means a signature has been applied either physically or electronically

special resolution means a resolution that requires not less than three-quarters (75%) of the Members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

Student Member means a Student Member of the Association.

the Act means the **Associations Incorporation Reform Act 2012 (Vic)** and includes any regulations made under that Act;

The Regulations means the **Associations Incorporation Reform Regulations 2012 (Vic)**.

Voting member is as defined in rule 11(2)

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting sub-rule (1), the Association may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;



- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (3) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (a) appoint agents to transact business on its behalf;
 - (b) enter into any other contract it considers necessary or desirable.
- (4) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule (1) does not prevent the Association from paying a member:
 - (a) sitting fees or honoraria; or
 - (b) reimbursement for expenses properly incurred by the member; or
 - (c) for goods or services provided by the member-if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—CODE OF ETHICS AND PROFESSIONAL CONDUCT, MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7. Minimum number of members

The Association must have at least five (5) members.

8. Eligibility and application for Membership

Full Member

- (1) Subject to sub-rule (2) a natural person who has applied and been approved for membership as provided in these Rules is eligible to be a



Full Member of the Association on payment of the processing fee and annual subscription payable under these Rules.

(2) A natural person shall be eligible to be considered as a Full Member of the Association if they are a person who can produce evidence to the satisfaction of the Board that:

- (a) a degree, graduate certificate, graduate diploma or higher degree related to the Purposes of the Association and provided by an Accredited Tertiary Institution has been successfully completed, and they have a minimum of two (2) years' experience in one or more of the functional areas of environmental practice; or
- (b) they have a minimum of five (5) years' experience in one or more of the functional areas of environmental practice; or
- (c) who can establish that they have full membership of another professional body approved from time to time by the Board and who produce evidence of achievements consistent with the purposes of the Association; or
- (d) who, not having the qualifications or eligibility described in sub-rules (2)(a), (2)(b) or (2)(c) above, can produce evidence of achievements and/or expertise consistent with the purposes of the Association; provided that such evidence satisfies the Board that such achievements and/or experience have been obtained in any of the functional areas of environmental practice.

Fellow Member

(3) Subject to sub-rule (4), a natural person who is a Member and has been appointed as a Fellow as provided in these Rules is eligible to remain a Fellow of the Association on payment of the annual membership fee payable under these Rules.

(4) A natural person shall be eligible to be considered as a Fellow Member of the Association if they:

- (a) are a current Full Member for a continuous period of at least two years;
- (b) are a senior practitioner of influence in the environmental profession over a period of at least ten years; and



(c) is appointed by invitation of the President following a Fellow Membership nomination and review process.

(5) A Fellow Member has the same rights, privileges and obligations as a Full Member of the Association.

Honorary Fellow Member

(6) Honorary Fellow Member

(a) The Board may award honorary fellowship to any natural person it considers to have made outstanding contributions to the environment profession.

(b) An Honorary Fellow has the same rights, privileges and obligations under these Rules as a Fellow Member of the Association. An Honorary Fellow is not required to pay a processing fee or annual membership fee.

Honorary Life Member

(7) Honorary Life Member

(a) The Board may award Honorary Life Membership to any natural person it considers to have made outstanding contributions to the environment profession as demonstrated by service to the Association. An Honorary Life Member of the Association is the highest distinction awarded by the Association.

(b) An Honorary Life Member has the same rights, privileges and obligations under these Rules as a Fellow Member of the Association. An Honorary Life Member is not required to pay an annual membership fee.

Associate Member

(8) Subject to sub-rule (9) a natural person who has applied and been approved for membership as provided in these Rules is eligible to be an Associate Member of the Association on payment of the processing fee and annual subscription payable under these Rules.

(9) A natural person shall be eligible to be considered as an Associate Member of the Association if they are a person:

(a) who has completed a certificate, diploma, degree, graduate certificate, graduate diploma or higher degree, but does not



have a minimum of two (2) years' experience in one or more of the functional areas of environmental practice; or

(b) who can produce evidence to the extent required under Association policies that they have an interest in the functional areas of environmental practice and the purposes of the Association but do not otherwise qualify for membership of the Association in any of the defined membership categories; or

(c) is eligible to be a Full Member but prefers to be an Associate Member only.

Student Member

(10) Subject to sub-rule (11), a natural person who has applied and been approved for Student Membership as provided in these Rules is eligible to be a Student Member of the Association on payment of the annual membership fee payable under these Rules.

(11) A natural person shall be eligible to be considered as a Student Member of the Association if they are a person who is undertaking study for a certificate, diploma, degree, graduate certificate, graduate diploma, or higher degree qualification with an Accredited Tertiary Institution in one or more of the functional areas of environmental practice.

(12) An application by a person for membership of the Association as a Full Member, an Associate Member or a Student Member:

(a) shall be made in writing in a manner and form approved by the Board;

(b) shall be accompanied by an undertaking by the applicant that 'If admitted to the Association the applicant agrees to be bound by the Association's Code of Ethics and Professional Conduct and the Rules of Association; and

(c) shall provide sufficient information to enable a determination of whether or not the applicant sufficiently satisfies the respective membership requirements of the Association.

9. Fees

(1) The:

(a) annual membership fee;



- (b) terms for payment; and
- (c) application processing fee –

for each category of membership, shall be determined annually by the Board not less than two (2) months before the commencement of the financial year in which the annual membership fee and application processing fee is payable.

- (2) The rights of a member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until the fee is paid.

Division 2 – Effect of Membership

10. Code of Ethics and Professional Conduct

- (1) The Board may adopt and vary a Code of Ethics and Professional Conduct which upon ratification at a general meeting of the Association shall be binding upon all members of the Association.
- (2) Upon ratification of a Code of Ethics and Professional Conduct or the ratification of any amendment or variation of such Code, a copy of the Code, amendment or variation as the case may be shall be made available to each member.

10A. Professional development obligation

- (1) Full Members and Fellow Members of the Association are obligated to undertake continuing professional development in one or more of the functional areas of environmental practice.
- (2) The Board may adopt and vary a continuing professional development policy dealing with the nature, extent and reporting arrangements for compliance with this obligation.
- (3) Upon adoption of the policy, or any amendment or variation of such policy, it shall be communicated in writing to members required to comply with this obligation.

11. General rights of members

- (1) A member of the Association who is entitled to vote has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;and



- (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 83; and
 - (f) to inspect the register of members as provided under Rule 83.
- (2) A member is entitled to vote if:
- (a) the member is a member other than an Associate Member or a Student Member; and
 - (b) more than fourteen (14) days have passed since the person became a member of the Association; and
 - (c) the person's membership rights are not suspended for any reason.
- (3) Membership of the Association entitles a Full Member to use after their name, the following abbreviated designation: MEIANZ.
- (4) Membership of the Association entitles a Fellow Member, Honorary Fellow Member or an Honorary Life Member to use after their name, the following abbreviated designation: FEIANZ or HFEIANZ, or HLMEIANZ.

12. Rights not transferable

The rights, privileges and obligations of a member are not transferable to another person and terminate when membership ceases.

13. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must cause, as soon as practicable, entry of the date the person ceased to be a member in the register of members.

14. Resigning as a member

A member may resign by notice in writing given to the Association.



15. Register of members

- (1) The Secretary shall cause to be kept and maintained a register of members that includes:
 - (a) for each current member:
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the category of membership held by the member;
 - (v) any other information determined by the Board; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) The Board may provide members in each category of membership with a Certificate of Membership which shall remain the property of the Association.

Division 3 – Disciplinary Investigations

16. Grounds for initiating a disciplinary investigation

- (1) The Board may initiate a disciplinary investigation against a member or Certified Environmental Practitioner in accordance with this Division if, based on credible information, including a report or a complaint, the Board forms the reasonable opinion that a member Certified Environmental Practitioner:
 - (a) may have breached or otherwise failed to comply with these Rules or any By-law; or
 - (b) may have breached or otherwise failed to comply with the Code of Ethics and Professional Conduct; or
 - (c) no longer supports the Purposes of the Association; or
 - (d) has been charged with or found guilty of a criminal offence; or
 - (e) has otherwise engaged in conduct prejudicial to the Association.
- (2) If the Board is satisfied that there are grounds for initiating a disciplinary investigation against a member or Certified Environmental Practitioner,



the Board must refer the matter to a Disciplinary Committee to consider it and determine what action, if any, to take against the individual.

- (3) A Disciplinary Committee may, after hearing a matter ('the Disciplinary Meeting'), take disciplinary action against a member or Certified Environmental Practitioner in accordance with this Division.

17. Disciplinary committee

- (1) The Board may appoint and maintain a panel of up to ten (10) suitably qualified persons, from which a Disciplinary Committee may be constituted.
- (2) The Board may appoint independent legal, technical or administrative support to assist in its conduct of a disciplinary investigation.
- (3) A Disciplinary Committee must:
- (a) consist of at least three (3) persons of which:
 - (i) not more than one (1) member may be an independent person who is not a member of the Association appointed at the discretion of the Board to chair the Disciplinary Committee; and
 - (ii) at least two (2) members must be voting members of the Association and who must not be a member of the Board.
 - (4) Any member of a Disciplinary Committee may excuse themselves from hearing a matter on the grounds of any real, or potential, bias or conflict of interest and the Board shall appoint a replacement member of the Disciplinary Committee.

18. Notice to member

- (1) Before a disciplinary meeting involving an individual is conducted, the Secretary must give written notice to the individual:
- (a) stating that the Association proposes to hold a disciplinary meeting involving the individual; and
 - (b) stating the grounds for the disciplinary meeting; and
 - (c) specifying the date, place and time of the meeting after which the disciplinary action may be taken and
 - (d) advising the individual that they may do one or both of the following:



- (i) attend the disciplinary meeting and address the Disciplinary Committee at that meeting;
 - (ii) give a written statement to the Disciplinary Committee at any time before the disciplinary meeting; and
- (e) setting out the individual's appeal rights under rule 20.
- (2) The notice must be given no earlier than forty-two (42) days, and no later than twenty-eight (28) days, before the disciplinary meeting is held.

19. Decision of Disciplinary Committee

- (1) At the disciplinary meeting, the Disciplinary Committee must:
- (a) give the individual an opportunity to be heard; and
 - (b) consider any written statement submitted by the individual.
- (2) After complying with sub-rule (1), the Disciplinary Committee may:
- (a) take no further action against the individual; or
 - (b) subject to sub-rule (3):
 - (i) counsel the individual; or
 - (ii) reprimand the individual; or
 - (iii) require the individual to undertake specified training in a required timeframe; or
 - (iv) if the person is a Certified Environmental Practitioner, the person's certification may be suspended for a specified period, or withdrawn; or
 - (v) suspend their membership rights for a specified period; or
 - (vi) any combination of sub-rules 19(2)(b)(i) to 19(2)(b)(v); or
 - (vii) expel the member from the Association; or
 - (viii) notify interested parties of any change in status of the person's membership or certification, and any conditions placed on the person's continuation of membership or certification.
- (3) The Disciplinary Committee may not fine the member.



- (4) The suspension of membership rights or the expulsion of a member, or the suspension or withdrawal of the certification of a Certified Environmental Practitioner by the Disciplinary Committee under this rule takes effect immediately after the Disciplinary Committee makes its decision, unless the Disciplinary Committee has specified an alternative operative date.

20. Appeal rights

- (1) A person who has been reprimanded, required to undertake training or whose membership rights have been suspended or who has been expelled from the Association, or a Certified Environmental Practitioner whose certification has been suspended or withdrawn under rule 19, may give notice to the effect that they wish to appeal against the decision of the Disciplinary Committee.
- (2) The notice must be in writing including any ground(s) for appeal and given to the Secretary not later than forty-two (42) days after notification of the decision.
- (3) The notice of appeal must not exceed six (6) pages and must be confined to clearly identifying substantive and material errors of fact or law that are said to have been made by the Committee in its determination.
- (4) If a person has given notice under sub-rule (2) a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than forty-two (42) days, after the notice is received.
- (5) Notice of the disciplinary appeal meeting must be given to the person about whom a Disciplinary Committee has made a decision specifying the date, time and place of the meeting.
- (6) The Appeal Committee shall consist of any three (3) members of the Board, nominated by the Board.
- (7) The Appeal Committee is not bound to consider proposed grounds of appeal that are frivolous, irrelevant, immaterial, or devoid of merit.

21. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting:
- (a) no business other than the question of the appeal may be conducted; and



- (b) the Appeal Committee must state the grounds for the Disciplinary Committee's decision and the reasons for taking that action; and
 - (c) the person about whom a Disciplinary Committee has made a decision must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the Appeal Committee must vote on the question of whether the decision against the person should be upheld, varied or revoked.
 - (3) The decision is upheld, varied or revoked if the majority of the Appeal Committee vote in favour of the decision.
 - (4) Once a disciplinary appeal meeting has concluded, or the time for giving notice of a proposed appeal has expired, the Association may publish the results of the disciplinary process including any written reasons of the disciplinary committee and/or the appeal committee.

Division 4 – Grievance procedure

22. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (a) a member and another member;
 - (b) a member and the Board;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is, or has been, the subject of a disciplinary procedure under Division 3 of these Rules.

23. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within twenty-eight (28) days of the dispute coming to the attention of each party.

24. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 23 the parties must within fourteen (14) days:



- (a) notify the Board of the dispute; and
 - (b) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
 - (a) a person chosen by the Board; or
 - (b) if the dispute is between a member and the Board or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board must not be a person who has a personal or pecuniary interest in the dispute.
- (4) Any costs of mediation are to be paid by agreement between the parties.

25. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

26. Failure to resolve dispute by mediation

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

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

27. Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within five (5) months after the end of each financial year.
- (2) The Board may determine the date, time and place of the annual general meeting.



- (3) The ordinary business of the annual general meeting is as follows:
- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider:
 - (i) any reports upon the transactions of the Association during the previous financial year;
 - (ii) from the Returning Officer the declaration of the results of any election of the Board;
 - (iii) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (iv) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

28. Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting, is a special general meeting.
- (2) The Board may whenever it thinks fit convene a special general meeting of the Association and, where but for this rule more than fifteen (15) months would elapse between annual general meetings, it shall convene a general meeting before the expiration of that period.
- (3) The Board shall, on the requisition in writing of Members representing not less than fifty (50) of the total number of Members, convene a special general meeting of the Association.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (5) If the Board does not cause a special general meeting to be held within twenty-eight (28) days after the date on which the requisition is sent to the Secretary, the Members making the requisition, or any of



them, may convene a special general meeting to be held not later than eighty-four (84) days after that date.

- (6) A special general meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board.
- (7) No business other than that set out in the notice under rule 29 may be conducted at the meeting.

29. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 28(5), the members convening the meeting) must give to each voting member of the Association:
 - (a) at least twenty-one (21) days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least twenty-one (21) days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
- (3) comply with rule 30(5).

30. Proxies

- (1) A voting member may appoint another voting member as their proxy to vote and speak on their behalf at a general meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment and witnessed by a member who can attest to the authenticity and identity of the member granting the proxy.



- (3) The member appointing the proxy may give specific directions in writing as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (4) The notice appointing the proxy shall be in the form as approved by the Board from time to time.
- (5) Notice of a general meeting given to a member under rule 29 must:
 - (a) state that the voting member may appoint another voting member as a proxy for the meeting; and
 - (b) include a copy of the form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy takes effect if it is received, electronically or by post, by the Association no later than twenty-four (24) hours before the commencement of the meeting or physically handed to the Chair of the meeting before or at the commencement of the meeting.

31. Use of technology

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

32. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 31) of at least thirty (30) voting members.
- (3) If a quorum is not present within thirty (30) minutes after the notified commencement time of a general meeting:
 - (a) in the case of a meeting convened by, or at the request of, members under rule 28(5), the meeting must be dissolved;



(b) in any other case:

- (i) the meeting must be adjourned to a date not more than twenty-one (21) days after the adjournment; and
- (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(4) If a quorum is not present within thirty (30) minutes after the commencement time to which a general meeting has been adjourned under sub-rule (3)(b), the members present at the meeting (if not fewer than ten (10)) may proceed with the business of the meeting as if a quorum were present, otherwise the meeting must be dissolved.

33. Adjournment of general meeting

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen (14) days or more, the Secretary shall cause to be sent to each voting member of the Association at the address appearing in the applicable Membership Register a notice by pre-paid post or by electronic mail stating the place, date and time of the adjourned meeting, and the nature of the business left unfinished at the meeting at which the adjournment took place.

34. Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to sub-rule (3), each voting member has one vote; and
 - (b) voting members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.



- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

35. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Board member from office;*
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.*

36. Determining whether resolution carried

- (1) The Chair of a general meeting may, on the basis of a show of hands, or other reliable means, declare that a resolution has been:

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost:

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll is demanded by three (3) or more members on any question:

- (a) the poll must be taken at the meeting in accordance with rule 37; and
- (b) the Chair must declare the result of the resolution on the basis of the poll.

37. Polling

- (1) If at a meeting a poll on any question is demanded by three (3) or more voting members present, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.



- (2) A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such a time before the close of the meeting as the Chair may direct.
- (3) Where a poll has been called or demanded, the meeting shall appoint two scrutineers who shall count the votes and report to the meeting through the Chair the result of the poll.

38. Minutes of general meeting

- (1) The Secretary must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include:
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chair of the meeting under rule 30(6); and
 - (c) the financial statements submitted to the members in accordance with rule 27(3)(b)(iv); and
 - (d) the certificate signed by two (2) Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (4) The draft minutes of any general meeting shall be published and made available by the Association to the members within fourteen (14) days of any general meeting.



PART 5 – BOARD

Division 1 – Powers of Board

39. Role and powers

- (1) The business of the Association must be managed by or under the direction of the Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may appoint and remove staff of the Association.
- (4) The Board may establish committees consisting of members and non-members of the Association with terms of reference it considers appropriate.
- (5) The Board may determine any sitting fees or honoraria payable to a member for services provided to the Association.
- (6) The President of the Association, or a delegate appointed by the Board, may attend any meeting of an association Committee or subsidiary Board, including in-camera sessions, without prior notice. However, they do not have voting rights at these meetings.

40. Delegation

- (1) The Board may delegate to any member or committee of the Board, officers of any Chapter, Division or Special Interest Section or staff, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.



Division 2 – Composition of the Board and duties of members

41. Composition of the Board

- (1) The Board consists of:
 - (a) the President;
 - (b) the Vice-President (Australia);
 - (c) the Vice-President (New Zealand);
 - (d) the Treasurer; and
 - (e) the Secretary; and
 - (f) two (2) other Board members.
- (2) A member of the Board may not concurrently be a member of the Advisory Council, or a Divisional or Chapter office bearer.

42. General duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and all laws, legislation and regulations that the Association must comply with.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules and all laws, legislation and regulations that the Association must comply with.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position:



- (c) so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

43. Presiding at meetings

- (1) Subject to sub-rule (2), the President, or if absent or is unwilling to act, one of the Vice-Presidents as determined by the members present, is the Chair for any general meetings and for any Board meetings.
- (2) If the President and both Vice-Presidents are absent from a general meeting or any Board meeting or are unwilling to act, the Chair of the meeting must be:
 - (a) in the case of a general meeting, a member elected by the other members present; or
 - (b) in the case of a Board meeting, a Board member elected by the other Board members present.

44. Secretary

- (1) The Secretary must perform any duty or function required by him or her under these Rules, By-laws and all laws, legislation and regulations that the Association must comply with to be performed by the secretary of an incorporated association.
- (2) The Secretary must ensure that:
 - (a) the register of members in accordance with rule 15 is maintained; and
 - (b) the common seal (if any) of the Association and, except for the financial records referred to in rule 78(3) all books, documents and securities of the Association in accordance with rules 80 and 83 are kept; and
 - (c) subject to the Act and these Rules, members are provided with access to the register of members, the minutes of general meetings and other books and documents; and
- (3) The Secretary must cause to give to the appropriate authority notice of the changes to the officeholders of the Association within the timeline stated by that authority.



45. Treasurer

(1) The Treasurer must ensure that:

- (a) all moneys paid to or received by the Association are collected and receipts issued for those moneys in the name of the Association; and
 - (b) all moneys received are paid into the accounts of the Association within seven (7) days after receipt; and
 - (c) all cheques are signed and all other payments approved and/or confirmed in accordance with the Rules, By-laws and delegation authority policy of the association.
 - (d) the financial records of the Association are kept in accordance with the Act;
 - (e) there is coordination of the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association; and
 - (f) at least one (1) other Board member has access to the accounts and financial records of the Association.
- (2) The accounts and books referred to in sub-rule (1)(d) shall be available for inspection by members.
- (3) At least once in every year the accounts of the Association shall be audited by a qualified Auditor or Auditors appointed by the Board. The auditor statement shall be presented to the Annual General Meeting of the Association.

Division 3 – Election of Board members and tenure of office

46. Who is eligible to be a Board member

- (1) Only a member of the Association entitled to vote can nominate for election as a Board Member.
- (2) A member of the Association nominating for election as:
- (a) Vice-President (Australia) must be ordinarily resident in Australia; and



- (b) Vice-President (New Zealand) must be ordinarily resident in New Zealand.

47. Election of Board members

- (1) Prior to the election for each position on the Board, the Returning Officer shall call for nominations at the appropriate time determined by the Board. All members shall be notified of the call for nominations in a manner determined by the Board.
- (2) Nominations of candidates for election as Board members:
 - (a) shall be made in writing, signed by two voting members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) must indicate the skills and experience that the candidate brings to the position for which they are nominated; and
 - (c) shall be delivered by hand, post or electronic communication to reach the Returning Officer in accordance with the directions of the Returning Officer.
- (3) If insufficient nominations are received to fill all positions on the Board, further nominations shall be received at the annual general meeting for the vacancies not filled. Such further nominations shall need to be seconded by another voting member and shall be considered elected if voted on by a simple majority of those eligible voters present.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held in accordance with rule 48.
- (6) In the election of Vice-Presidents, only voting members who belong to the Australian Chapter may vote for the Vice-President (Australia) and only voting members who belong to the New Zealand Chapter may vote for the Vice-President (New Zealand).
- (7) The election of Board members shall take effect at the conclusion of the annual general meeting which next follows the ballot and at which the Returning Officer declares the outcome of the ballot.



- (8) The Returning Officer may declare the outcome of the election for a position as soon as practical.

48. Ballot

- (1) At least three (3) months prior to the expiration of the term of any position on the Board, the Board must appoint a Returning Officer to conduct a ballot for the election of the position on the Board.
- (2) The Returning Officer is, by reason of their appointment, excluded from nominating for any position on the Board.
- (3) At least twenty-eight (28) days prior to the closing date of a Ballot, the Returning Officer must:
- (a) Cause to send to all voting members physical or electronic ballot papers:
 - (i) giving particulars of the business in relation to which the Ballot is conducted;
 - (ii) an explanation of the method of voting and a voting form (all in a form and with such content as the Board may approve); and
 - (b) Give all voting members notice of the closing date of the Ballot.
- (4) The Returning Officer must ensure all voting forms received from members in respect of a Ballot are kept secure.
- (5) Any voting form received in the manner determined by the Returning Officer after 5:00pm on the closing date of a Ballot is deemed invalid and not counted.
- (6) In all other respects, subject to these Rules, the Board may determine any other procedures or matters in relation to the conduct of any Ballot and has power to make By-laws for that purpose.
- (7) If any member disputes the validity or conduct of any Ballot, such member must within twenty-eight (28) days of the closing date of such Ballot, give notice in writing to the Board stating the grounds of their complaint. The Board may either itself investigate the complaint or appoint a committee for that purpose. After hearing the complaint, the Board must determine the matter and its decision is final.
- (8) A ballot may be conducted electronically by any web-based system or other lawful method as approved by the Board.



49. Term of office

- (1) Subject to sub-rule (2), each member of the Board shall hold office for two years until the second annual general meeting after the date of their election but is eligible for re-election.
- (2) Each member of the Board who has held office in the same role for three (3) consecutive terms is ineligible for re-election to the same role.
- (3) Each member of the Board who has held office for a total of five (5) consecutive terms is ineligible for re-election to the Board.
- (4) A general meeting of the Association may:
 - (a) by special resolution remove a Board member from office; and
 - (b) call for nominations from voting members present at the general meeting to fill any position vacated under sub-rule (4)(a) for the unexpired portion of the position. Such nominations shall be voted on by the voting members present at the general meeting in person or by proxy.

50. Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if they:
 - (a) cease to be a voting member of the Association; or
 - (b) fail to attend three (3) consecutive Board meetings (other than an urgent Board meeting) without leave of absence under rule 61; or
 - (c) otherwise cease to be a Board member by operation of section 78 of the Act.

51. Filling casual vacancies

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that:
 - (a) has become vacant under rule 50; or
 - (b) was not filled by election.



- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within fourteen (14) days after the vacancy arises.
- (3) Any person appointed under sub-rules (1) and (2) shall serve for the unexpired portion of the term of office vacated.

Division 4 – Meetings of Board

52. Meetings of Board

The Board must meet at least four (4) times in each year at the dates, times and places determined by the Board.

53. Notice of meetings

- (1) Notice of each Board meeting must be given to each Board member no later than seven (7) days before the date of the meeting.
- (2) Notice may be given of more than one (1) Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) The only business that may be conducted at the meeting is the business for which the meeting is convened, unless otherwise agreed by the majority of the Board.

54. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 53 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) The Board may meet for the transaction of urgent business by post, telephone or other means of electronic communication.
- (3) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (4) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

55. Procedure and order of business

- (1) The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.



- (2) The order of business may be determined by the members present at the meeting.

56. Use of technology

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

57. Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rules 54(2) and 56) of an absolute majority of the Board members.
- (3) If a quorum is not present within thirty (30) minutes after the notified commencement time of a Board meeting the meeting must be adjourned to a date no later than fourteen (14) days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 53.

58. Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if an absolute majority of Board members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.



59. Conflict of interest

- (1) The Board may develop policy to clarify appropriate actions to manage circumstances in which a conflict of interest may arise, such as distinguishing between perceived and actual conflicts of interest, and how standing conflicts of interest are to be managed within the confines of this Rule
- (2) Subject to section 81 (3) of the Act, the member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal or pecuniary interest:
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

60. Minutes of meeting

- (1) The members of the Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following:
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote as recorded for each member;
 - (d) any material personal or pecuniary interest disclosed under rule 59.
- (3) The draft minutes of any Board meeting, edited for confidentiality, shall be published and made available by the Association to the members within fourteen (14) days of any Board meeting.

61. Leave of absence

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding three (3) months.



- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6 – STRUCTURE OF THE ASSOCIATION

Division 1 – Advisory Council

62. Functions of Advisory Council

- (1) There shall be an Advisory Council of the Association.
- (2) The Advisory Council shall furnish advice to the Board with respect to:
- (a) the strategic direction; or
 - (b) the corporate plan; or
 - (c) the Code of Ethics and Professional Conduct; or
 - (d) proposed action to make, amend or repeal any By-laws – of the Association.
- (3) The Advisory Council may, at its own discretion, consider and provide the Board with advice in writing on any matter of the kind referred to in sub-rule (2) or within the scope of the purposes of the Association.
- (4) The Board shall refer any matter of the kind referred to in sub-rule (2), and may refer matters relating to the Purposes of the Association, to the Advisory Council for consideration and advice.
- (5) The Advisory Council must consider and provide its advice in writing to the Board after receiving any request from the Board under sub-rule (4).
- (6) The Board must acknowledge receipt of advice and respond in writing to the Advisory Council advising how it considered and acted on any advice received from the Advisory Council.
- (7) The Board is not required to follow the advice of the Advisory Council in making any decision or exercising any power conferred on it pursuant to these Rules or the Act.



63. Composition of Advisory Council

- (1) The Advisory Council shall consist of:
 - (a) each Australian Chapter Divisional President or a delegate as determined by the relevant Divisional Committee; and
 - (b) the President of the New Zealand Chapter or a delegate as determined by the New Zealand Chapter Committee; and
 - (c) the Chair of each Special Interest Section or a delegate as determined by the relevant Special Interest Section.

64. Meetings of Advisory Council

- (1) The Advisory Council must meet at least two (2) times in each year, and otherwise must hold such meetings as are necessary for the performance of its functions, at the dates, times and places determined by the Advisory Council.
- (2) The Chair(s) of the Advisory Council and any deputy Chair(s) shall be determined by the members of the Advisory Council.
- (3) The President of the Association, or any delegate nominated by the Board, may attend, but not vote at, any Advisory Council meeting.

65. Notice of meetings

- (1) Notice of each Advisory Council meeting must be given to each member of the Advisory Council and the Board no later than seven (7) days before the date of the meeting.
- (2) Notice may be given of more than one (1) Advisory Council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) The only business that may be conducted at the meeting is the business for which the meeting is convened, unless otherwise agreed by an absolute majority of the Advisory Council.

66. (Rule Removed)

67. Use of technology

- (1) A member of the Advisory Council who is not physically present at a Council meeting may participate in the meeting by the use of



technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this Part, a member of the Advisory Council participating in a Council meeting as permitted under sub-rule (1) is taken to be present at the meeting.

68. Quorum

- (1) No business may be conducted at an Advisory Council meeting unless a quorum is present.
- (2) The quorum for an Advisory Council meeting is the presence (in person or as allowed under rule 67) of a majority of the members of the Advisory Council.
- (3) If a quorum is not present within thirty (30) minutes after the notified commencement time of an Advisory Council meeting the meeting must be adjourned to a date no later than twenty-eight (28) days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given to all members of the Advisory Council as soon as practicable after the meeting.

69. Adjournment of meeting

The Chair of an Advisory Council meeting at which a quorum is present may, with the consent of members of the Advisory Council present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

70. Decision making

- (1) Any question arising at an Advisory Council meeting shall be determined by a majority of the Advisory Council present at the meeting.
- (2) Where consensus cannot be reached on any matter, the Advisory Council may advise the Board of alternative views and the number of members the Advisory Council in support of such views.

71. Minutes of meeting

- (1) The members of the Advisory Council must ensure that minutes are taken and kept of each Council meeting.
- (2) The minutes must record the following:



- (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting; and
 - (c) the nature of any decisions made.
- (3) The draft minutes of any Advisory Council meeting shall be published and made available by the Association to the members within fourteen (14) days of any Advisory Council meeting.

72. Leave of absence

- (1) The Chair of the Advisory Council may grant an Advisory Council member the leave of absence from meetings of the Advisory Council for a period not exceeding three (3) months.
- (2) The Chair of the Advisory Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Advisory Council member to seek the leave in advance.
- (3) Where a member of the Advisory Council is granted leave, the relevant Division, New Zealand Chapter or Special Interest Section may appoint a delegate to replace the member for the period of absence.

Division 2 – Chapters and Divisions

73. Chapters

- (1) There shall be an Australian Chapter of the Association which shall consist of all Australian Divisions, and a New Zealand Chapter which shall consist of all New Zealand Divisions.
- (2) The function of a Chapter shall be the furtherance of the purposes of the Association within the country covered by that Chapter.
- (3) Each Chapter shall be administered by a Committee in accordance with the arrangements prescribed in the By-laws.
- (4) If a Committee is not established or ceases to operate, the affairs of the Chapter shall be managed by the Board until such time as the Board is able to establish a Committee to administer the affairs of the Chapter.



74. Divisions

- (1) Until otherwise determined by the Board, there shall be at least one Division of the Association in each Australian State and Territory, and in New Zealand.
- (2) Unless otherwise determined by the Board, the boundaries of the Divisions within Australia shall coincide with the boundaries of the States of Australia and the Northern Territory and the ACT. The boundaries of the Divisions within New Zealand shall be determined by the Board on the advice of the Committee of the New Zealand Chapter.
- (3) The Board may increase or reduce the number of Divisions to permit more than one Division in an Australian State or Territory or in New Zealand, or alter boundaries of Australian Divisions so that they do not coincide with State or Territory boundaries.
- (4) The Board may establish Divisions outside Australia or New Zealand.
- (5) The Board shall, as necessary, designate the appropriate name for each Division.
- (6) The function of a Division shall be the furtherance of the purposes of the Association within the geographical area covered by that Division.
- (7) Each Division shall be administered by a Committee in accordance with the arrangements prescribed in the By-laws.
- (8) Each Division may create Branches to service local areas within that Division. The affairs of a Division's Branches shall be managed by that Division.

Division 3 – Special Interest Sections

75. Special Interest Sections

- (1) The Board may establish or abolish Special Interest Sections to cater for members with particular skills or interests within the environment profession.
- (2) The names, functions, eligibility criteria, financial arrangements and other procedures for the operation of Special Interest Sections shall be prescribed in the By-laws.



- (3) A member of a Special Interest Section must be a Member of the Association, or such other classes of persons who are non-members as determined by the Board.

Division 4 – Certification and Accreditation Schemes

75A. Certification and Accreditation Schemes

- (1) The Board may prescribe By-laws that establish Certification and Accreditation Schemes that support the purposes of the Association.
- (2) Persons recognised under such Schemes shall be bound by the Association's Code of Ethics and Professional Conduct, and subject to the disciplinary and grievance procedures set out in Part 3, Division 3 and Division 4.
- (3) Such Schemes shall be administered by independent subsidiary Boards, consisting of no less than five (5) and not more than seven (7) suitably qualified and experienced persons, appointed by the Board.
- (4) Subsidiary Boards shall make decisions independently of the Board regarding recognition of individuals, organisations or programs.
- (5) The financial operations of such Schemes shall be identified and operated separately from the general funds of the Association; reported not less frequently than quarterly to the Board, as part of the consolidated operations of the Association; and an annual financial statement for the Scheme prepared as part of the independently audited consolidated annual financial statement of the Association.
- (6) Each subsidiary Board shall report regularly to the Board on the general performance of the relevant Scheme; and each subsidiary Board and the Board shall consult regularly on matters which may affect that Scheme.
- (7) The Board shall prescribe in the By-laws, the minimum requirements for the granting of status under that Scheme, the administrative, organisational and financial arrangements for the operation of each Scheme, and such other matters as are necessary for the good governance of each scheme.
- (8) The Association has established the Certified Environmental Practitioner Scheme to offer general certification of environmental practitioners, and specialist certification.



- (9) The Certified Environmental Practitioner Scheme shall be open to application by persons who may or may not be members of the Association.
- (10) The Association has established the Qualifications Accreditation Scheme to encourage the development, delivery and recognition of a diverse range of quality qualifications in environmental science, environmental management, environmental sustainability and such other fields that contribute to environmental practice.

PART 7 – FINANCIAL MATTERS

76. Source of funds

The funds of the Association may be derived from any sources approved by the Board.

77. Management of funds

- (1) The Association must open accounts with financial institutions from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) The Board may on behalf of the Association invest funds, expend funds by any means, maintain a cash float, and establish banking and credit or debit facilities to be used by identified permanent employees with its approval.
- (3) All payments must be approved and/or confirmed by either:
- (a) two (2) permanent employees of the Association; or
 - (b) one (1) member of the Board and one permanent employee of the Association
- as the Board resolves via By-laws and financial delegation authority policy.
- (4) All funds of the Association must be deposited into the financial accounts of the Association no later than seven (7) days after receipt.



78. Financial records

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- (3) The Treasurer must cause the Association to keep under control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

79. Financial statements

- (1) For each financial year, the Board must ensure that the requirements under all **Acts** and regulations that the Association must comply with relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the appropriate authority of the financial statements and accompanying reports, certificates, statements and fee.

PART 8 – GENERAL MATTERS

80. Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:



- (a) the name of the Association must appear in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two (2) Board members;

81. Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.

82. Notice requirements

1. Any notice required to be given to a member or a Board member under these Rules may be given:
 - a. by handing the notice to the member personally; or
 - b. by sending it by post to the member at the address recorded for the member on the register of members; or
 - c. by email.
2. Sub-rule (1) does not apply to notice given under rule 54.
3. Any notice required to be given to the Association or the Board may be given:
 - a. by handing the notice to a member of the Board; or
 - b. by sending the notice by post to the registered address; or
 - c. by leaving the notice at the registered address; or
 - d. if the Board determines that it is appropriate in the circumstances by email to the email address of the Association or the Secretary.

83. Custody and inspection of books and records

1. Members may on request inspect free of charge:
 - a. the register of members;
 - b. the minutes of general meetings;



- c. subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- 2. The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 3. The Board must publish and make the current Rules of Association and any By-laws made under rule 85, together with information and other documentation about the organisation and governance of the Association, available to the members and applicants for membership free of charge.
- 4. Subject to sub-rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 5. For purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- a. its membership records;
- b. its financial statements;
- c. its financial records;
- d. records and documents relating to transactions, dealings, business or property of the Association.

84. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.



- (4) The body to which the surplus assets are to be given must be decided by special resolution.

85. By-laws

- (1) The Board, after consulting with the Advisory Council, may prescribe by resolution By-laws to give better effect to these Rules and/or for the proper and effective administration of the Association.
- (2) A resolution dealing with the adoption, addition to, alteration of or repeal of By-laws shall not be dealt with by the Board unless notice of motion has been given of the resolution not less than fourteen (14) days before any meeting of the Board.
- (3) Subsequent to the adoption, variation or repeal of a By-law, a full copy of the By-law or the variation to it, or notice of its repeal, shall be communicated to all members of the Association.

86. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

