



ABN: 14 938 135 441

**ASIS International  
Victoria Australia Chapter  
(081)**

---

**ASSOCIATION RULES**

---

19 October 2022 – Version 7

© ASIS International Victoria Australia Chapter Inc. A0025059Y

## Contents

<b>Explanatory Memorandum.....</b>	<b>6</b>
<b>Association / Chapter Rules .....</b>	<b>7</b>
<b>PART 1 – PRELIMINARY.....</b>	<b>7</b>
1.1 Name .....	7
1.2 Purposes .....	7
1.3 Committee of the Chapter.....	7
1.4 Chapter Handbook .....	7
1.5 Alteration of these Rules.....	7
1.6 Model Rules .....	7
1.7 References / Definitions.....	7
<b>PART 2 - POWERS OF THE CHAPTER.....</b>	<b>8</b>
2.1 Authority.....	8
2.2 Members to act in best interests of Chapter.....	8
2.3 Chapter not to secure pecuniary profit or distribute funds to members .....	8
<b>PART 3 - MEETINGS OF THE CHAPTER.....</b>	<b>9</b>
3.1 Categories of meeting.....	9
3.2 General rules for meetings.....	9
3.3 General meetings .....	10
3.4 Special General Meetings (SGM).....	10
3.5 Annual General Meetings (AGM) .....	11
3.6 Voting at meetings.....	11
3.7 Special resolutions.....	12
3.8 Determining whether resolution carried .....	12
3.9 Proxies .....	12
3.10 Use of technology .....	13
3.11 Adjournment or deferral of meetings .....	13
<b>PART 4 - COMMITTEE.....</b>	<b>14</b>

4.1 Powers of Committee .....	14
4.2 Delegation .....	14
4.3 Composition of Committee.....	14
4.4 General Duties of Committee.....	14
4.5 General Duties of Chair and Deputy-Chair .....	15
4.6 General Duties of Secretary .....	15
4.7 General Duties of Treasurer .....	16
4.8 Nomination of Committee members.....	16
4.9 Election of Committee members .....	17
4.10 Ballot .....	18
4.11 Term of office.....	18
4.12 Vacation of Office .....	19
4.13 Filling casual vacancies .....	19
4.14 Meetings of the Committee .....	19
4.15 Conflict of interest .....	20
4.16 Minutes of meeting .....	20
4.17 Leave of absence .....	20
4.18 Membership.....	21
4.19 Disciplinary action and hearings.....	22
4.20 Grievances and mediation .....	24
<b>PART 5 - FINANCIAL MATTERS.....</b>	<b>26</b>
5.1 Source of Funds.....	26
5.2 Management of Funds .....	26
5.3 Financial Records .....	27
5.4 Financial Statements.....	27
<b>PART 6 - GENERAL MATTERS.....</b>	<b>27</b>
6.1 Common Seal .....	28
6.2 Registered Address.....	28

6.3 Notice requirements .....	28
<b>Attachment “A” - References .....</b>	<b>30</b>
<b>Attachment “B” - Definitions .....</b>	<b>31</b>

## Explanatory Memorandum

In these Rules, the term “Chapter” throughout this document is a reference to the incorporated “Association” registered under the *Associations Incorporation Act 2012* (Vic).

The Chapter operates as an approved body within Victoria. It is approved by ASIS International as a Chapter within Australia and aligns with their Rules and Protocols. The Chapter is also registered as a “Not for Profit” Incorporated Association in Victoria and regulated by Consumer Affairs Victoria (“CAV”).

The Chapter must have Rules in place. This is a requirement for Chapter registration and good governance. The Chapter Rules align with both ASIS International and CAV Model Rules as published from time to time.

The Chapter Rules will assist members understand various duties and obligations of the Chapter. We elect to use the term “Rules” but Rules can also be known as a “Constitution” or “Articles of Association” of the Chapter.

The two authorities under which the Chapter operates are:

- The *Associations Incorporation Reform Act 2012* (Vic) (“the Act”) and subordinate legislation; and
- The various Rules and Guidelines of ASIS International. These can be found on the Members Only section of the Chapter website.

Where there is any conflict between the two authorities, the Act takes priority.

To assist operationalise various requirements under the Rules and Guidelines, the Chapter also has developed a **Chapter Handbook** (“the Handbook”). The Handbook effectively operationalises the day-to-day activities of Chapter business, usually performed by Committee Members and designated Coordinators. For example, where a Committee Meeting is proposed, the Handbook provides guidance about preparing for a meeting including content of the meeting Agenda. Similarly, where an event is proposed, the Handbook contains procedures and guidelines for planning, advertising and conducting the event. Some content of this document also provides an elaboration of the Chapter Rules.

# Association / Chapter Rules

Incorporated under the *Associations Incorporation Reform Act 2012* (Vic) (“the Act”)

## PART 1 – PRELIMINARY

### **1.1 Name**

The name of the Incorporated Association herein known as “the Chapter” is ASIS VICTORIA AUSTRALIA CHAPTER (081) A0025094. The Chapter is also registered as a *Not For Profit Organisation* in Victoria.

### **1.2 Purposes**

The Purposes of the Chapter are to facilitate networking with like-minded individuals and groups, link into ASIS International and its educational resources, and provide professional development opportunities for Chapter members and the wider security community. An elaboration of the Chapter’s purposes is contained within the Chapter Handbook.

### **1.3 Committee of the Chapter**

The Committee of the Chapter comprises the Office Bearers / Executive (Chair, Deputy/Vice Chair, Secretary and Treasurer) and ordinary Committee members. The Committee is responsible for day to day activities across the Chapter as outlined within these Rules and the Chapter Handbook.

### **1.4 Chapter Handbook**

The Chapter Handbook supplements these Rules and therefore must be read in conjunction with them.

### **1.5 Alteration of these Rules**

These Rules can only be altered by Special Resolution and approval by the Registrar as outlined within the Act.

### **1.6 Model Rules**

Where matters are not catered for under these Rules or operationalised through the Chapter Handbook, the Chapter may refer to the CAV Model Rules for guidance.

### **1.7 References / Definitions**

Relevant references and definitions applicable to these Rules are contained within Attachments “A” and “B” of this document.

## **PART 2 - POWERS OF THE CHAPTER**

### **2.1 Authority**

The Chapter operates under the authority of Victorian law (*Associations Incorporation Reform Act 2012* (Vic) and subordinate legislation, the Rules of ASIS International and these Rules.

### **2.2 Members to act in best interests of Chapter**

- (a) At all times, members of the Chapter including the Committee must act in the best interests of the Chapter and its members.
- (b) Any actual or potential conflict by any member or Committee member must be declared to the Chapter Committee. The Committee must consider and vote on the conflict. If the conflict involves a Committee member, the member must not be present or vote on the matter.

### **2.3 Chapter not to secure pecuniary profit or distribute funds to members**

The Chapter must not secure pecuniary profit for its members or distribute any surplus, income or assets directly or indirectly to its members.

This Rule does not prevent the Chapter from paying its members:

- reimbursement for expenses properly incurred by them, and/or
- for goods supplied and services provided by them:

if this is done in good faith on terms no more favourable than if the member were not a member.

## **PART 3 - MEETINGS OF THE CHAPTER**

### **3.1 Categories of meeting**

Meetings of the Chapter are:

- (1) General;
- (2) Special General; and
- (3) Annual General Meeting (AGM).

Where there is a disciplinary proceeding, meetings are conducted by the Discipline Subcommittee and any appeal is determined by the Chapter Committee.

### **3.2 General rules for meetings**

- (1) Meetings are prepared through the Secretary or delegate who must develop and circulate an Agenda and Minutes of the last meeting. The Secretary or delegate then ensures a suitable venue or mode to meet such as online, notifies members of the meeting, and compiles Minutes that are subject to approval.
- (2) The Chair or delegate conducts the meetings in accordance with the Agenda and Chapter practice.
- (3) Meetings can be conducted face-to-face or online or a combination of both. Whether online or in person, a member voting is deemed present at the meeting.
- (4) A quorum is established where more than 50% of the elected or nominated Committee is present.
- (5) The result of a vote must always be a majority of those present.
- (6) Minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (7) In addition, the Minutes of each general meeting must include:
  - (a) the names of the members attending the meeting;
  - (b) proxy forms given to the Chairperson of the meeting;
  - (c) the financial statements submitted to the members;
  - (d) a certificate signed by two Committee 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.



### **3.3 General meetings**

- (1) The dates and times of proposed general meetings for each year must be published on the Association website after the January planning session of the Committee for that year.  
For each meeting:
- (2) The Secretary must give each Committee member:
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (3) The notice must contain an Agenda in the approved format (see Chapter Handbook)
- (4) The notice may be sent by electronic transmission to members who have provided the Association with a current email address
  - (a) By electronic transmission to members who have provided the Association with a current email address.
  - (b) The Notice is also to be displayed on the Members Area of the Association Website.
  - (c) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.
- (5) This rule does not apply to a disciplinary appeal meeting.

### **3.4 Special General Meetings (SGM)**

- (1) The Committee may convene a SGM whenever it thinks fit or at the request of members as outlined below.
- (2) General business may be considered at the meeting if it is included as an item for consideration in the notice and the majority of members at the meeting agree.
- (3) A SGM may be held at the request of members if a request to do so is made by at least 5% of the total number of members of the Chapter.
- (4) A request for a SGM must:
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (5) If the Committee does not convene a SGM within one month after the date on which the request is made, the members making the request (or any of them) may convene the SGM.

- (6) A SGM convened by members:
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (7) The Chapter must reimburse all reasonable expenses incurred by the members convening a SGM.

### **3.5 Annual General Meetings (AGM)**

- (1) The Committee must convene an AGM of the Association within 5 months at the end of each financial year.
- (2) The Committee may determine the date, time, mode and place of the Annual General Meeting.
- (3) The ordinary business of the AGM is as follows:
  - (a) to confirm the Minutes of the previous AGM meeting and of any special general meeting (SGM) held since then;
  - (b) to receive and consider:
    - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (4) The AGM may also conduct any other business of which notice has been given in accordance with these Rules.

### **3.6 Voting at meetings**

- (1) Each member is entitled to vote has one vote personally or by proxy.
- (2) Except in the case of a special resolution, the question must be decided on a majority of votes.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) 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.
- (5) This rule does not apply to a vote at a disciplinary appeal meeting
- (6) Non-members are not entitled to vote at a general meeting.

### **3.7 Special resolutions**

- (1) 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.
- (2) In addition to certain matters specified in the Act, a special resolution is required to:
  - (a) remove a Committee member from office; or
  - (b) alter these Rules, including changing the name or any of the purposes of the Association.

### **3.8 Determining whether resolution carried**

- (1) Subject to subrule 3.8 (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost:
    - (i) an entry of the outcome in the Minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three (3) or more members on any question:
  - (a) A poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) The Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) Where deemed appropriate by the Chairperson, polls may be held between meetings, with the results recorded and confirmed in the Minutes at the next General Meeting.
- (5) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### **3.9 Proxies**

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting. Ideally, notice must be given to the Secretary no later than 24 hours before the time of the meeting in respect which the proxy is appointed but must be presented to the Chair before the meeting is formally called to order.
- (2) The member appointing the proxy may give specific directions 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 they see fit.

- (3) Whilst the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (4) Notice of a general meeting given to a member under subrule 3.3 (2) must:
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.

### **3.10 Use of technology**

Members can attend and vote at meetings personally or through the use of technology.

If technology is used the member must be able to clearly and simultaneously communicate with all other persons attending the meeting.

### **3.11 Adjournment or deferral of meetings**

- (1) On a majority vote of members participating where there is a quorum, the Chairperson may adjourn any meeting or part of a meeting or carry over a report or issue to a subsequent meeting.
- (2) Any matter deferred must be noted in the Minutes and addressed at a subsequent meeting.

## **PART 4 - COMMITTEE**

### **4.1 Powers of Committee**

- (1) The business of the Chapter must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Chapter except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Chapter.
- (3) The Committee may:
  - (a) appoint and remove staff; and
  - (b) establish Subcommittees consisting of members with terms of reference it considers appropriate.

### **4.2 Delegation**

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

### **4.3 Composition of Committee**

- (1) The Committee consists of:
  - (a) An executive comprising:
    - (i) a Chair or Chairperson;
    - (ii) a Deputy Chair or Deputy Chairperson;
    - (iii) a Secretary; and
    - (iv) a Treasurer.
  - (b) Two or more elected Ordinary members.

### **4.4 General Duties of Committee**

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with *the Act* and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

- (4) Committee 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) Committee members and former Committee members must not make improper use of:
  - (a) their position; or
  - (b) information acquired by virtue of holding their position 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 Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **4.5 General Duties of Chair and Deputy-Chair**

- (1) The Chair or in the Chair's absence, the Deputy-Chair is the Chair for any general meetings or Committee meetings.
- (2) If the Chair and the Deputy-Chair are both absent, or are unable to preside, 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 Committee meeting—a Committee member elected by the other Committee members present.
- (3) Duties of the Chair include:
  - (a) Preside over all general and special meetings;
  - (b) Guide and direct the major functions of the Chapter's operations;
  - (c) Represent the Chapter in public gatherings and events; and
  - (d) Appoint Chapter sub-Committee chairs.
- (4) Duties of the Deputy-Chair include:
  - (a) Preside over all Chapter meetings, functions and events when the Chair is not in attendance;
  - (b) Provide guidance to the Committee in support of the Chair's directions on governance and strategy;
  - (c) Provide oversight to Subcommittee operations; and
  - (d) Assist the Chair with appointment of Chapter Subcommittee chairs.

#### **4.6 General Duties of Secretary**

- (1) The Secretary must perform any duty or function required under *the Act* to be performed by the Secretary of an incorporated association.
- (2) The Secretary is the Public Officer of the Chapter, who must reside in Australia.

- (3) The Secretary must:
- (a) maintain all official electronic and physical chapter records, including Minutes, newsletters, and other official correspondence;
  - (b) maintain the register of members;
  - (c) ensure all necessary correspondence representing the Chapter is handled in a timely manner;
  - (d) submit Minutes of the Chapter meetings to the newsletter or website on occurrence;
  - (e) keep custody of the common seal (if any) of the Chapter and, except for the financial records, all books, documents and securities of the Chapter;
  - (f) subject to *the Act* and these Rules, provide members with access to the register of members, the Minutes of general meetings and other books and documents; and
  - (g) the Secretary must give to the Registrar (CAV) notice of their appointment within 14 days after the appointment.

#### **4.7 General Duties of Treasurer**

- (1) The Treasurer must:
- (a) receive all moneys paid to or received by the Chapter and issue receipts for those moneys in the name of the Chapter;
  - (b) ensure that all moneys received are paid into the accounts of the Association within five (5) business days after receipt;
  - (c) make any payments authorised by the Committee or by a general meeting of the Chapter from the Chapter's funds;
  - (d) ensure that any expenditure approval is authorised by at least two (2) Committee members;
  - (e) ensure that the financial records of the Chapter are kept in accordance with the Act; and
  - (f) coordinate the preparation of the financial statements of the Chapter and their certification by the Committee prior to their submission to the annual general meeting of the Chapter.
- (2) The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the Chapter.

#### **4.8 Nomination of Committee members**

- (1) A member is eligible to be elected or appointed as a Committee member if the member:

- (a) is 18 years or over;
  - (b) resides in Australia; and
  - (c) is entitled to vote at a general meeting.
- (2) Positions to be declared vacant
  - (a) This rule applies to any AGM after the annual report and financial statements of the Chapter have been received.
  - (b) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with these rules.
- (3) Nominations of candidates for election as Executive or ordinary members of the Committee must be:
  - (a) Made in writing, signed by two members of the Chapter and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); or
  - (b) By use for the Electronic Nomination Form; and
  - (c) Delivered to the Secretary of the Chapter not less than two (2) days before the date fixed for the holding of the annual general meeting.
- (4) A candidate may only be nominated for one office or as an ordinary member of the Committee.
- (5) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (6) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

#### **4.9 Election of Committee members**

- (1) At the AGM, separate elections must be held for each of the following Executive positions:
  - (a) Chair;
  - (b) Deputy-Chair;
  - (c) Secretary; and
  - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with Rule 4.10.
- (4) On their election, the new Chair may take over as Chairperson of the meeting.



- (5) A single election may be held to fill all ordinary member positions.
- (6) If the number of members nominated for the position of ordinary Committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (7) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 4.10.

#### **4.10 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot, held in person, or by other means, including electronic.
- (5) The ballot process must ensure:
  - (a) one vote can be counted for each nominee; and
  - (b) where more than one position is on the ballot, the vote for each candidate can be separated and counted accordingly.
- (6) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (7) If the returning officer is unable to declare the result of an election under subrule (6) because 2 or more candidates received the same number of votes, the returning officer must:
  - (8) Conduct a further election for the position in accordance with subrule:
    - (a) 4.9 to decide which candidate(s) are to be elected; or
    - (b) with the agreement of those candidates, decide by lot (coin toss etc.) which of them is to be elected.

#### **4.11 Term of office**

- (1) Subject to subrule (3), a Committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A Committee member may be re-elected.
- (3) A general meeting of the Chapter may:
  - (a) by special resolution remove a Committee member from office; and
  - (b) elect an eligible member of the Chapter to fill the vacant position.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or Chair of the Chapter (not exceeding a reasonable length) and may request that the representations be provided to the members of the Chapter.

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

#### **4.12 Removal and vacation of Office**

- (1) A Committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a Committee member if they:
  - (a) cease to be a member of the Chapter; or
  - (b) fail to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence; or
  - (c) becomes an insolvent under administration within the meaning of the *Associations Incorporation Reform Act 2012 (Vic)*; or
  - (d) otherwise ceases to be a Committee member by operation of Section 78 of *the Act*.

#### **4.13 Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Chapter to fill a position on the Committee that:
  - (a) has become vacant; or
  - (b) was not filled by election at the last AGM.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) The Committee may continue to act despite any vacancy in its membership.

#### **4.14 Meetings of the Committee**

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the members of the Committee as soon as practicable after the AGM.
- (3) Special Committee meetings may be convened by the Chair or by any 4 members of the Committee.
- (4) Notice of each meeting:
  - (a) Must be given to each Committee member no later than 7 days before the date of the meeting.
  - (b) Notice may be given of more than one Committee meeting at the same time.
  - (c) The notice must state the date, time and place of the meeting.
  - (d) If a Special Committee meeting is convened, the notice must include the general nature of the business to be conducted.

- (e) The only business that may be conducted at the meeting is the business for which the meeting is convened.
- (5) Urgent meetings:
- (a) In cases of urgency, a meeting can be held without 7 days notice being given provided that as much notice as practicable is given to each Committee member by the quickest means practicable.
  - (b) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
  - (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- (6) Procedure and order of business at any meeting must be determined by the Committee prior to or by the members present at the meeting.

#### **4.15 Conflict of interest**

- (1) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member must not be present while the matter is being considered at the meeting and must not vote on the matter.
- (3) This rule does not apply to a material personal interest:
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Chapter is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Chapter.

#### **4.16 Minutes of meeting**

- (1) The Committee must ensure that Minutes are taken and kept of each Committee meeting.
- (2) The Minutes must record the following:
  - (a) the names of the 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; and
  - (d) any material personal interest disclosed under Rule 4.15.

#### **4.17 Leave of absence**

- (1) The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that

it was not feasible for the Committee member to seek the leave in advance.

#### **4.18 Membership**

- (1) The Chapter must have at least 5 members.
- (2) Membership is open to all individuals who hold current membership with ASIS International and have been allocated by ASIS International to the Chapter.
- (3) Each member's name must be entered in the register of members as advised by the ASIS International Board.
- (4) Rights of members of the Chapter are:
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - (b) to submit items of business for consideration at a general meeting;
  - (c) to attend and be heard at general meetings;
  - (d) to vote at a general meeting;
  - (e) to have access to the Minutes of general meetings and other documents of the Chapter as provided under these Rules; and
  - (f) to inspect the register of members.
- (5) Membership categories of the Chapter are Student member; Retired member; and Life member.
- (6) Membership is not transferable. A membership ends when:
  - (a) A member ceases to remain financial with ASIS International, or resigns, or is expelled or suspended, or dies.
  - (b) When membership ends, the Chapter Secretary must communicate and confirm with ASIS International the membership has ended and enter the date the person ceased to be a member of the Chapter.
- (7) A member may resign by providing the Chapter in writing of their resignation.
- (8) A Register of Members is retained through ASIS International. For each member the register contains:
  - (a) the member's name;
  - (b) the address for notice last given by the member;
  - (c) the date of becoming a member;
  - (d) the category of the member;
  - (e) any other information determined by the Committee such as when membership ended

Any member may, at a reasonable time and free of charge, inspect the register of members as provided by ASIS International.

#### **4.19 Disciplinary action and hearings**

- (1) Disciplinary action may be taken where a member:
  - (a) has failed to comply with these Rules;
  - (b) refuses to support the purposes of the Chapter; or
  - (c) has engaged in conduct prejudicial to the Chapter.
- (2) A Disciplinary Subcommittee of three persons must be appointed if the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member. The Disciplinary Subcommittee must hear the matter and determine what action, if any, to take against the member.
- (3) Subcommittee Members may be Committee members, members of the Chapter or anyone else. At least one member must be independent of the Chapter and the other two members must not be biased against or in favour of the member concerned.
- (4) A written Notice of Disciplinary Hearing must be provided to the member concerned before any disciplinary action is taken against a member. The notice must:
  - (a) state that the Chapter proposes to take disciplinary action against the member; and
  - (b) state the grounds for the proposed disciplinary action; and
  - (c) specify the date, place and time of the meeting at which the disciplinary Subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advise the member that they may do one or both of the following:
    - (i) attend the disciplinary meeting and address the disciplinary Subcommittee at that meeting; and/or
    - (ii) give a written statement to the disciplinary Subcommittee at any time before the disciplinary meeting; and
  - (e) disclose the date of issue; and
  - (f) explain no legal representation is permitted although the person can have a support person present. The support person is not part of the proceeding and is not permitted to speak on behalf of the person; and
  - (g) be served on the member no later than 14 days before the disciplinary meeting.

- (5) The disciplinary Subcommittee must:
- (a) Notify the Regional Vice President of the Hearing and the circumstances surrounding the Hearing.
  - (b) conduct a formal hearing face-to-face or online with Minutes to be compiled and provided to the Committee;
  - (c) give the member an opportunity to be heard; and
  - (d) consider any written statement submitted by the member;
  - (e) after hearing the allegation and considering (b) and/or (c) above, the disciplinary Subcommittee may:
    - (i) take no further action against the member; or
    - (ii) reprimand or suspend or expel the member
- (6) The disciplinary Subcommittee may not fine the member.
- (7) The suspension of membership rights or the expulsion of a member by the disciplinary Subcommittee under this rule takes effect immediately after the vote is passed.
- (8) A person may appeal to the Chapter Committee where disciplinary action has been taken against their membership rights. To appeal the member must:
- (a) Provide a written notice to the disciplinary Subcommittee immediately after the hearing; or to the Secretary not later than 48 hours after the hearing/vote.
  - (b) If a person has given notice of an appeal, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
  - (c) Notice of the disciplinary appeal meeting must be given to each member of the Chapter who is entitled to vote as soon as practicable and must specify the date, time and place of the meeting; and state:
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

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

#### **4.20 Grievances and mediation**

- (1) This grievance procedure applies to disputes between:
- (a) a member and another member;
  - (b) a member and the Committee; or
  - (c) a member and the Chapter.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (4) If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties must within 14 days:
- (a) notify the Committee of the dispute;
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (5) The mediator appointed must:
- (a) be a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Chapter—a person appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) or similar organisation.

- (6) A mediator appointed by the Committee may be a member or former member of the Chapter but in any case, must not be a person who:
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.
- (7) 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 afforded to the parties throughout the mediation process.
- (8) The mediator must not determine the dispute.
- (9) 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.

DRAFT



## **PART 5 - FINANCIAL MATTERS**

### **5.1 Source of Funds**

- (1) The funds of the Chapter may be derived from joining fees, annual subscriptions, sponsorship, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### **5.2 Management of Funds**

- (1) Chapter funds are to be managed as follows:
  - (a) The Chapter must hold accounts with a recognised financial institution in which all Chapter revenue and expenditure is processed and recorded.
  - (b) Subject to any restrictions imposed by a general meeting of the Chapter, the Committee must approve expenditure on behalf of the Chapter.
  - (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Committee members.
- (2) Expense approval process. The process is as follows:
  - (a) In Committee Meetings. This reflects budgeted costs and expected expenses arising from the Chapters operations. These are approved at Committee Meetings and recorded in the Minutes.
  - (b) Ad Hoc expenses. These expenses are one-off and arise due to unforeseen circumstances. Approval of these expenses is to occur in accordance with subrule (3) excepting when the amount is within the limit approved at subrule 5.2 (4)(a).  
Ad Hoc expenses can be actioned by:
    - i. the Treasurer through the Cash Float as per subrule 5.2 (4); or
- (3) Use of technology. The Committee may use technology to facilitate the request and approval for funds, and to support the Committee voting process. This method is acceptable to achieve the requirements at subrule 5.2 (1)(c), and to support the audit requirements at Rule 5.3.
- (4) The Chapter Cash Float. The Committee may authorise the Treasurer to expend funds on behalf of the Chapter as follows:
  - (a) A specified limit of the total cash amount available in the float is to be set by the Committee, at the first meeting of the year and is to be reviewed every six months,
  - (b) The dual signature requirements stipulated in subrule 5.2 (1)(c) does not apply,
  - (c) Any expenditure is to be recorded in the financial documents as maintained by the Treasurer, and
  - (d) The Cash Float report is tabled at the end of the month, which are also reported to each Committee meeting.
- (5) For electronic transactions where approved debit cards are used, the following applies:
  - (a) debit cards may be only issued to Executive Committee members;
  - (b) debit cards may only be used for activities associated with the official operation of

- the Chapter;
- (c) all use of debit card transactions is to meet pre-approval in accordance with subrule 5.2 (1)(c);
  - (d) all transactions are to be reconciled and recorded by the Treasurer for submission and confirmation of approval at each Committee meeting; and
  - (e) all debit cards issued remain the property of the Chapter and the financial institution providing the debit card.
- (6) Expenses incurred by Committee members in the course of their duties are to comply with the following guidelines:
- (a) The Committee has approved the expenditure, and its reimbursement; and
  - (b) Expenditure has been incurred and receipts provided.
- (7) Improper use of debit facilities by a Committee member will constitute a violation of the conduct rules as stipulated at Rule 4.19.

### **5.3 Financial Records**

- (1) Financial records are to be maintained as follows:
- (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by *the Act*; and
  - (c) Must retain the financial records for 7 years after the transactions covered by the records are completed.
- (2) The Treasurer must keep in their custody, or under their control:
- (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

### **5.4 Financial Statements**

- (1) Financial statements are to be maintained as follows:
- (a) For each financial year, the Committee must ensure that the requirements under *the Act* relating to the financial statements of the Chapter are met.
- (2) Without limiting subrule 5.4 (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 Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Chapter; and
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 6 - GENERAL MATTERS**

---

### **6.1 Common Seal**

- (1) The Chapter may have a common seal.
- (2) If the Chapter has a common seal:
  - (a) the name of the Chapter 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 Committee and the sealing must be witnessed by the signatures of two committee members; and
  - (c) the common seal must be kept in the custody of the Secretary.

### **6.2 Registered Address**

- (1) The registered address of the Chapter is:
  - (a) the address determined from time to time by resolution of the Committee; or
  - (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

### **6.3 Notice requirements**

- (1) Any notice required to be given to a member or a Committee 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 or electronic transmission.
- (2) Subrule (1) does not apply to notice given under Rule 4.14 (5).
- (3) Any notice required to be given to the Chapter or the Committee may be given:
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) by email or electronic transmission to the email address of the Chapter or the Secretary.
- (4) Members may on request inspect free of charge:
  - (a) the register of members;
  - (b) the Minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Chapter, including Minutes of Committee meetings.
- (5) The Committee may refuse to permit a member to inspect records of the Chapter that relate to confidential, personal, employment, commercial or legal matters or where to

do so may be prejudicial to the interests of the Chapter.

- (6) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (7) A member may make a copy of any of the other records of the Chapter referred to in this rule and the Chapter may charge a reasonable fee for provision of a copy of such a record.
- (8) For purposes of these Rules:
  - (a) *relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Chapter and includes the following:
    - (i) its membership records;
    - (ii) its financial statements;
    - (iii) its financial records; and
    - (iv) records and documents relating to transactions, dealings, business or property of the Chapter.
- (9) ASIS International maintains insurance that indemnifies office holders where the office holder is acting in good faith in the course of performing their duties as a Committee member
- (10) Winding up and cancellation
  - (a) The Chapter may be wound up voluntarily by special resolution.
  - (b) In the event of the winding up or the cancellation of the incorporation of the Chapter, the surplus assets of the Chapter must not be distributed to any members or former members of the Chapter.
  - (c) 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 Chapter and which is not carried on for the profit or gain of its individual members.
  - (d) The body to which the surplus assets are to be given must be decided by special resolution.

## Attachment “A” - References

(1) A number of documents underpin the nature of these Rules, namely:

- (a) *Associations Incorporations Reform Act 2012* (Vic)
- (b) *Associations Incorporations Reform Regulations 2012* (Vic)
- (c) Consumer Affairs Victoria (CAV) 'Model Rules' – <https://www.consumer.vic.gov.au/clubs-and-fundraising/incorporated-associations/running-an-incorporated-association/Rules>
- (d) Dispute Settlement Centre – <https://www.disputes.vic.gov.au/about-us/how-and-when-we-can-help>

DRAFT

## **Attachment “B” - Definitions**

- Absolute majority** means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting)
- Chairperson** means of a general meeting or committee meeting, means the person chairing the meeting as required under Rule 4.5
- Committee** means the committee of management of the Association, being the office bearers and ordinary committee members of the Association
- Committee meeting** means a meeting of the Committee held in accordance with these Rules
- Consumer Affairs Victoria (CAV)** - the Victorian Government Department responsible for administering the Act.
- Disciplinary appeal meeting** - means a meeting of the members of the Association convened under Rule 4.19
- Disciplinary meeting** - means a meeting of the Committee convened for the purposes of Rule 4.19
- Disciplinary Subcommittee** - means the Subcommittee appointed under Rule 4.19 (2)
- Financial Year** means 1 July until 30 June
- General Meeting** means a general meeting of the members of the Association convened in accordance with Rule 3.3 and includes an Annual General Meeting (AGM), a Special General Meeting (SGM) and a Disciplinary Appeal Meeting (DAM);
- Member** means a member of the ASIS International Victoria Australia Chapter and this Association. Additionally, is also inclusive of those members of ASIS International as described in the Member specific classifications of members as detailed in ASIS International Policy 2000 - Membership;
- Public Officer** This appointment is held by the Secretary. Under the Act, this position is directly responsible to CAV as the delegate
- Regulations** means regulations under the Act
- Relevant documents** - has the same meaning as outlined in the Act
- Special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person, by proxy or by electronic voting, to vote in favour of the resolution
- The Act** means the *Associations Incorporation Reform Act 2012* (Vic) and any regulations made under that Act; and
- The Registrar** means the Registrar of Incorporated Associations.