

Home Economics Institute of Australia Inc.

Constitution 2015

Based on Model Rules for an Incorporated Association
Consumer Affairs Victoria: Associations Incorporation
Reform Act 2012



PO Box 779, Jamison Centre, Macquarie, ACT 2614
Tel: 1800 446 841 Email: heia@heia.com.au

www.heia.com.au

Part 1—Preliminary

1. Name

The name of the incorporated association is the “Home Economics Institute of Australia Inc.’ (in this Constitution called ‘the Institute’”).

2. Purposes

The purposes of the Institute are to:

- 2.1. provide a national focus for home economics and home economists
- 2.2. promote public recognition of the role of home economics
- 2.3. set professional standards for the practice of home economics and promote the professional standing of home economists
- 2.4. encourage and assist home economists with continuing education and professional development
- 2.5. encourage, initiate and co-ordinate research into areas related to home economics
- 2.6. cooperate and affiliate with bodies, at a state, national and international level, concerned with the education of and advocacy for families and households in their everyday living.

3. Financial year

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

The financial year of the Institute is each period of 12 months ending on 31 December.

4. Definitions

In these Rules:

‘The Regulations’ means regulations under The Act.

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

Associate member means a member referred to in rule 14.

Affiliated organisations means organisations having similar aims and objectives to the Institute.

Chairperson, of a general meeting or Council meeting, means the person chairing the meeting as required under rule 46.

Committee of Management means a committee consisting of duly elected office bearers responsible for the day to day operational decisions of HEIA divisions. Divisions may use local terms for this committee.

Council means the committee (hereafter referred to as Council) having management of the business of the Institute.

Council meeting means a meeting of the Council held in accordance with these Rules.

Council member means a member of the Council elected or appointed under Division 3 of Part 5.

Council Delegate: a person appointed by their Division to represent that Division at national HEIA Council meetings, and participate in the work of national Council (Rule 53.1). Council delegates report back to their Committee of Management as the Division determines.

Disciplinary appeal meeting means a meeting of the members of the Institute convened under rule 23.3.

Disciplinary meeting means a meeting of the Council convened for the purposes of rule 22; **Disciplinary subcommittee** means the subcommittee appointed under rule 20;

Division means a State or Territory Division of the Institute.

Executive: committee formed from the Council to oversight policy implementation and manage the day-to-day affairs of the Institute.

Executive Member: office bearer elected by members of the Council.

Financial year means the 12-month period specified in rule 3;

General meeting means a general meeting of the members of the Institute convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Home Economics means the field of study or endeavour focusing on educating, informing and acting as an advocate for families, households and consumers so that individuals can make informed choices in order to enhance their everyday living.

Home Economists means persons who are eligible for membership or associateship of the Home Economics Institute of Australia Inc.

Institute means the Home Economics Institute of Australia.

Member means a member of the Institute. Member entitled to vote means a member who under rule 13.2 is entitled to vote at a general meeting.

Office bearers means those persons holding the elected positions including President, Secretary, and Treasurer.

Past President: the immediate past President who, if not a Delegate, shall hold office until the end of the AGM following the end of her/his term of office as President.

President-Elect: a nominated person who shall hold office for one year prior to taking office at the AGM commensurate with her/his term of office as President.

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.

The Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act.

The Registrar means the Registrar of Incorporated Associations.

Part 2—Powers of the Institute

5. Powers of the Institute

- 5.1. Subject to the Act, the Institute has power to do all things incidental or conducive to achieve its purposes.
- 5.2. Without limiting subrule 5.1, the Institute may:
 - 5.2.1. acquire, hold and dispose of real or personal property
 - 5.2.2. open and operate accounts with financial institutions
 - 5.2.3. invest its money in any security in which trust monies may lawfully be invested
 - 5.2.4. raise and borrow money on any terms and in any manner as it thinks fit
 - 5.2.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability
 - 5.2.6. appoint agents to transact business on its behalf
 - 5.2.7. enter into any other contract it considers necessary or desirable.
- 5.3. The Institute may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- 6.1. The Institute must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2. Subrule 6.1 does not prevent the Institute from paying a member:
 - 6.2.1. reimbursement for expenses properly incurred by the member; or
 - 6.2.2. 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.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

Part 3—Members, Disciplinary procedures and Grievances

Division 1—Membership

7. Minimum number of members

The Institute must have at least five members.

8. Who is eligible to be a member

- 8.1. Any person who supports the purposes of the Institute and
 - 8.1.1. has successfully completed, or is completing, a course of study in Home Economics or a related area at a minimum of Certificate IV (according to the Australian Qualification Framework), or equivalent, OR
 - 8.1.2. works in, or has previously worked in, an area of home economics, OR
 - 8.1.3. are enrolled in home economics or a related area at post-secondary education institutions, OR
 - 8.1.4. whose admission as an associate would, in the opinion of Council, benefit the Institute,is eligible for membership
- 8.2. Affiliated organisations
Affiliation may be offered to organisations having similar purposes to the Institute. Affiliation shall be subject to the approval of the Council and any fees or other requirements are as decided by the Council.
- 8.3. The Institute reserves the right to review membership

9. How to become a member

9.1. Application for membership

- 9.1.1. To apply to become a member of the Institute, a person must submit a written application to the Secretary or delegate stating that the person:
 - 9.1.1.1. wishes to become a member of the Institute; and
 - 9.1.1.2. supports the purposes of the Institute; and agrees to comply with these Rules.

9.1.2. The application:

- 9.1.2.1. must be signed by the applicant; and
- 9.1.2.2. must be accompanied by the joining fee.

9.2. State and Territory divisions

The Council may establish a division in each State and Territory of Australia.

- 9.2.1. The Divisions may be incorporated associations and, if so, the constitution under which each is incorporated should be consistent with this Constitution.
- 9.2.2. The members of the Divisions shall be the members of the Institute who normally reside in that State or Territory.
- 9.2.3. Incorporated Divisions are to be styled Home Economics Institute of Australia () Inc, with the name of the State or Territory inserted between the parentheses. If a Division is not incorporated, than it shall be styled HEIA Inc. (Div).
- 9.2.4. The members of each Division shall annually hold a meeting to receive a report on the activities and a certified or audited report on the financial accounts of the Division from the Committee of Management for the previous financial year and to elect a Committee of Management to manage the affairs of each Division.
- 9.2.5. Financial support from the Institute to the Divisions shall be based on a base plus per capita amount as decided by Council from time to time.

- 9.2.6. Each Division Committee of Management shall annually and prior to the Annual General Meeting appoint a member to be a Council delegate. This appointment may be revoked by the appointing Division Committee of Management at any time and another appointment made by notifying the Secretary of the Institute.
- 9.2.7. Each Division Committee of Management shall annually and two months prior to the HEIA national Annual General Meeting provide to the Secretary of the Institute (or designated officer) a report on the activities and the names of the current Committee of Management.
- 9.2.8. At the request of a Division, the Council may establish Regional Branches.

10. Consideration of application

- 10.1. As soon as practicable after an application for membership is received, the Council must decide by resolution whether to accept or reject the application.
- 10.2. The Council or its delegate must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 10.3. If the Council rejects the application, it must return any money accompanying the application to the applicant.
- 10.4. No reason need be given for the rejection of an application.

11. New membership

- 11.1. If an application for membership is approved by the Council or its delegate:
 - 11.1.1. the resolution to accept the membership must be recorded in the minutes of the Council meeting; and
 - 11.1.2. the Secretary or delegate must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 11.2. A person becomes a member of the Institute and, subject to rule 13.2, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - 11.2.1. the Council or its delegate approves the person's membership; or
 - 11.2.2. the person pays the joining fee.

12. Annual subscription and fee on joining

- 12.1. At each annual general meeting, the Institute must determine:
 - 12.1.1. the amount of the annual subscription (if any) for the following calendar/financial year; and
 - 12.1.2. the date/s for payment of the annual subscription.
- 12.2. The Institute may determine that a lower annual subscription is payable by associate members, as defined in rule 14.
- 12.3. The Institute may determine that any new member who joins after the start of a calendar/financial year must, for that calendar/financial year, pay a fee equal to:
 - 12.3.1. the full annual subscription; or
 - 12.3.2. a fixed amount determined from time to time by the Institute, as specified in membership information.
- 12.4. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of members

- 13.1. A member of the Institute who is entitled to vote has the right:
 - 13.1.1. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - 13.1.2. to submit items of business for consideration at a general meeting; and
 - 13.1.3. to attend and be heard at general meetings; and
 - 13.1.4. to vote at a general meeting; and
 - 13.1.5. to have access to the minutes of general meetings and other documents of the Institute as provided under Rule 74; and
 - 13.1.6. to inspect the register of members, subject to Rule 74.
- 13.2. A member is entitled to vote if:
 - 13.2.1. the member is a member other than an associate member; and
 - 13.2.2. more than ten business days have passed since he or she became a member of the Institute; and
 - 13.2.3. the member's membership rights are not suspended for any reason; and
 - 13.2.4. they are members of a school/ college group and have successfully completed a course of study in Home Economics or a related area at a minimum of Certificate Level IV (according to the Australian Qualifications Framework) or equivalent.

14. Associate members

- 14.1. Associates shall have no voting rights at nationally convened General or Council Meetings. Voting rights at Divisional meetings are determined by the Division.

- 14.2. An associate member must not vote but may have other rights as determined by the Council or by resolution at a general meeting.

15. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16. Ceasing membership

- 16.1. The membership of a person ceases on resignation, expulsion or death.
- 16.2. If a person ceases to be a member of the Institute, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17. Resigning as a member

- 17.1. A member may resign by notice in writing given to the Institute.

Note

Rule 73.3 sets out how notice may be given to the Institute. It includes by post, email, electronic submission or by handing the notice to a member of the Council.

- 17.2. A member is taken to have resigned if:
 - 17.2.1. the member's annual subscription is more than 12 months in arrears; or
 - 17.2.2. where no annual subscription is payable:
 - 17.2.2.1. the Secretary or delegate has made a written request to the member to confirm that he or she wishes to remain a member; and
 - 17.2.2.2. the member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18. Register of members

- 18.1. The Secretary or delegate must keep and maintain a register of members that includes:
 - 18.1.1. for each current member:
 - 18.1.1.1. the member's name;
 - 18.1.1.2. the address for notice last given by the member;
 - 18.1.1.3. the date of becoming a member;
 - 18.1.1.4. if the member is an associate member, a note to that effect;
 - 18.1.1.5. any other information determined by the Council.
- 18.2. Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary Action

19. Grounds for taking disciplinary action

The Institute may take disciplinary action against a member in accordance with this Division if it is determined that the member:

- 19.1. has failed to comply with these Rules; or
- 19.2. refuses to support the purposes of the Institute; or
- 19.3. has engaged in conduct prejudicial to the Institute.

20. Disciplinary subcommittee

- 20.1. If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 20.2. The members of the disciplinary subcommittee:
 - 20.2.1. may be Council members, members of the Institute or anyone else; but
 - 20.2.2. must not be biased against, or in favour of, the member concerned.

21. Notice to member

- 21.1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - 21.1.1. stating that the Institute proposes to take disciplinary action against the member; and
 - 21.1.2. stating the grounds for the proposed disciplinary action; and
 - 21.1.3. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - 21.1.4. advising the member that he or she may do one or both of the following:
 - 21.1.4.1. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - 21.1.4.2. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - 21.1.4.3. setting out the member's appeal rights under rule 23.
- 21.2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of subcommittee

- 22.1. At the disciplinary meeting, the disciplinary subcommittee must:
 - 22.1.1. give the member an opportunity to be heard; and
 - 22.1.2. consider any written statement submitted by the member.
- 22.2. After complying with subrule 22.1, the disciplinary subcommittee may:
 - 22.2.1. take no further action against the member; or
 - 22.2.2. subject to subrule 22.3:
 - 22.2.2.1. reprimand the member; or
 - 22.2.2.2. suspend the membership rights of the member for a specified period; or
 - 22.2.2.3. expel the member from the Institute.
- 22.3. The disciplinary subcommittee may not fine the member.
- 22.4. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23. Appeal rights

- 23.1. A person whose membership rights have been suspended or who has been expelled from the Institute under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 23.2. The notice must be in writing and given:
 - 23.2.1. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - 23.2.2. to the Secretary not later than 48 hours after the vote.
- 23.3. If a person has given notice under subrule 23.2, a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.

- 23.4. Notice of the disciplinary appeal meeting must be given to each member of the Institute who is entitled to vote as soon as practicable and must:
 - 23.4.1. specify the date, time and place of the meeting; and
 - 23.4.2. state:
 - 23.4.2.1. the name of the person against whom the disciplinary action has been taken; and
 - 23.4.2.2. the grounds for taking that action; and
 - 23.4.2.3. 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.

24. Conduct of disciplinary appeal meeting

- 24.1. At a disciplinary appeal meeting:
 - 24.1.1. no business other than the question of the appeal may be conducted; and
 - 24.1.2. the Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - 24.1.3. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 24.2. After complying with subrule 24.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 24.3. A member may not vote by proxy at the meeting.
- 24.4. The decision is upheld if not less than two thirds of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25. Application

25.1. The grievance procedure set out in this Division applies to disputes under these Rules between:

25.1.1. a member and another member;

25.1.2. a member and the Council;

25.1.3. a member and the Institute.

25.1.4. 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.

26. Parties must attempt to resolve the dispute

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

27. Appointment of mediator

27.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days:

27.1.1. notify the Council of the dispute; and

27.1.2. agree to or request the appointment of a mediator; and

27.1.3. attempt in good faith to settle the dispute by mediation.

27.2. The mediator must be:

27.2.1. a person chosen by agreement between the parties; or

27.2.2. in the absence of agreement:

27.2.2.1. if the dispute is between a member and another member—a person appointed by the Council; or

27.2.2.2. if the dispute is between a member and the Council or the Institute—an impartial person can be appointed or employed to broker the mediation

27.3. A mediator appointed by the Council may be a member or former member of the Institute but in any case must not be a person who:

27.3.1. has a personal interest in the dispute; or

27.3.2. is biased in favour of or against any party.

28. Mediation process

28.1. The mediator to the dispute, in conducting the mediation, must:

28.1.1. give each party every opportunity to be heard; and

28.1.2. allow due consideration by all parties of any written statement submitted by any party; and

28.1.3. ensure that natural justice is accorded to the parties throughout the mediation process.

28.2. The mediator must not determine the dispute.

29. 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 Institute

30. Annual general meetings

- 30.1. The Council must convene an annual general meeting of the Institute to be held within 5 months after the end of each financial year.
- 30.2. The Council may determine the date, time and place of the annual general meeting.
- 30.3. The ordinary business of the annual general meeting is as follows:
 - 30.3.1. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - 30.3.2. to receive and consider:
 - 30.3.2.1. the annual report of the Council on the activities of the Institute during the preceding financial year; and
 - 30.3.2.2. the financial statements of the Institute for the preceding financial year submitted by the Council in accordance with Part 6 of the Act;
 - 30.3.3. to elect the members of the Council;
 - 30.3.4. to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- 30.4. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special general meetings

- 31.1. Any general meeting of the Institute, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 31.2. The Council may convene a special general meeting whenever it thinks fit.

- 31.3. No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32. Special general meeting held at request of members

- 32.1. The Council must convene a special general meeting if a request to do so is made in accordance with subrule 32.2 by not less than 10% of the total number of members.
- 32.2. A request for a special general meeting must:
 - 32.2.1. be in writing; and
 - 32.2.2. state the business to be considered at the meeting and any resolutions to be proposed; and
 - 32.2.3. include the names and signatures of the members requesting the meeting; and
 - 32.2.4. be given to the Secretary.
- 32.3. If the Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 32.4. A special general meeting convened by members under subrule 32.3:
 - 32.4.1. must be held within three months after the date on which the original request was made; and
 - 32.4.2. may only consider the business stated in that request.
- 32.5. The Institute must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 32.3.

33. Notice of general meetings

- 33.1. The Secretary (or, in the case of a special general meeting convened under rule 32.3, the members convening the meeting) must give to each member of the Institute:
 - 33.1.1. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - 33.1.2. at least 14 days' notice of a general meeting in any other case.
- 33.2. The notice must:
 - 33.2.1. specify the date, time and place of the meeting; and
 - 33.2.2. indicate the general nature of each item of business to be considered at the meeting; and
 - 33.2.3. if a special resolution is to be proposed:
 - 33.2.3.1. state in full the proposed resolution; and
 - 33.2.3.2. state the intention to propose the resolution as a special resolution; and
 - 33.2.4. comply with rule 34.5.
- 33.3. This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23.4 sets out the requirements for notice of a disciplinary appeal meeting.

34. Proxies

- 34.1. A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 34.2. The appointment of a proxy must be in writing and signed by the member making the appointment.
- 34.3. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

- 34.4. If the Council 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.
- 34.5. Notice of a general meeting given to a member under rule 33 must:
 - 34.5.1. state that the member may appoint another member as a proxy for the meeting; and
 - 34.5.2. include a copy of any form that the Council has approved for the appointment of a proxy.
- 34.6. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 34.7. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Institute no later than 24 hours before the commencement of the meeting.

35. Use of technology

- 35.1. A member not physically present at a general meeting may be permitted 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.
- 35.2. For the purposes of this Part, a member participating in a general meeting as permitted under subrule 3.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36. Quorum at general meetings

- 36.1. No business may be conducted at a general meeting unless a quorum of members is present.
- 36.2. The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of the Council of the Institute and an additional 2% of the members entitled to vote.
- 36.3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - 36.3.1. in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- 36.3.2. in any other case:
 - 36.3.2.1. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - 36.3.2.2. 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.

- 36.4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 36.3.2.2, the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of general meeting

- 37.1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
 - 37.2. Without limiting subrule 37.1, a meeting may be adjourned:
 - 37.2.1. if there is insufficient time to deal with the business at hand; or
 - 37.2.2. to give the members more time to consider an item of business.
- Example:**
The members may wish to have more time to examine the financial statements submitted by the Council at an annual general meeting.
- 37.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
 - 37.4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38. Voting at general meeting

- 38.1. On any question arising at a general meeting:
 - 38.1.1. subject to subrule 13.2, each member who is entitled to vote has one vote; and

- 38.1.2. members may vote personally or by proxy; and
- 38.1.3. except in the case of a special resolution, the question must be decided on a majority of votes.
- 38.2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 38.3. 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.
- 38.4. This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39. Special resolutions

- 39.1. 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.
- 39.2. In addition to certain matters specified in the Act, a special resolution is required:
 - 39.2.1. to remove a Council member from office ;
 - 39.1.1. to alter these Rules, including changing the name or any of the purposes of the Association.

40. Determining whether resolution is carried

- 40.1. Subject to subrule 40.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - 40.1.1. carried; or
 - 40.1.2. carried unanimously; or
 - 40.1.3. carried by a particular majority; or
 - 40.1.4. lost
 and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 40.2. If a poll (where votes are cast in writing) is demanded by three or more members on any question:

- 40.2.1. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- 40.2.2. the Chairperson must declare the result of the resolution on the basis of the poll.
- 40.3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 40.4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of general meeting

- 41.1. The Council must ensure that minutes are taken and kept of each general meeting.
- 41.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 41.3. In addition, the minutes of each annual general meeting must include:
 - 41.3.1. the names of the members attending the meeting; and
 - 41.3.2. proxy forms given to the Chairperson of the meeting under rule 34.6; and
 - 41.3.3. the financial statements submitted to the members in accordance with rule 30.3.2.2; and
 - 41.3.4. the certificate signed by an ordinary person who is not on the Council and did not prepare or assist with the preparation of the accounts certifying that the financial statements give a true and fair view of the financial position and performance of the Institute.

Part 5—Council

Division 1— Powers of Council and the Executive of the Institute

42. Role and powers

- 42.1. The business of the Institute must be managed by or under the direction of a Council
- 42.2. The Council may exercise all the powers of the Institute except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Institute.
- 42.3. The Council may:
 - 42.3.1. appoint and remove staff;
 - 42.3.2. establish subcommittees consisting of members with terms of reference it considers appropriate.

43. Delegation

- 43.1. The Council may delegate to a member of the Council, a subcommittee or staff, any of its powers and functions other than:
 - 43.1.1. this power of delegation; or
 - 43.1.2. a duty imposed on the Council by the Act or any other law.
- 43.2. The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.
- 43.3. The Council may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Council and duties of members

44. Composition of Council and Executive of the Institute

- 44.1 The Council consists of:
 - 44.1.1. a President; and
 - 44.1.2. a President-Elect OR Past-President; and
 - 44.1.3. persons appointed by Divisions i.e. Delegates as per Rule 53.1, and of whom
 - 44.1.3.1. one shall be elected Secretary, and
 - 44.1.3.2. one shall be elected Treasurer, and

Note

In the event of a casual vacancy in the office of President-Elect or Past-President, the office shall remain vacant.

- 44.2 The Council will establish an Executive of the Institute, consisting of:
 - 44.2.1. a President; and
 - 44.2.2. a President-Elect OR Past-President; and
 - 44.2.3. a Secretary; and
 - 44.2.4. a Treasurer; and
 - 44.2.5. the Executive Member.

45. General Duties of Council and Executive members

- 45.1. As soon as practicable after being elected or appointed to the Council, each Council member must become familiar with these Rules and the Act.
- 45.2. The Council is collectively responsible for ensuring that the Institute complies with the Act and that individual members of the Council comply with these Rules.
- 45.3. Council members must exercise their powers and discharge their duties with reasonable care and diligence.

- 45.4. Council members must exercise their powers and discharge their duties:
 - 45.4.1. in good faith in the best interests of the Institute; and
 - 45.4.2. for a proper purpose.
- 45.5. Council members and former Council members must not make improper use of:
 - 45.5.1. their position; or
 - 45.5.2. information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Institute.

Note

See also Division 3 of Part 5 of the Act, which sets out the general duties of the office holders of an incorporated association.

- 45.6. In addition to any duties imposed by these Rules, a Council member must perform any other duties imposed from time to time by resolution at a general meeting and responsibilities as outlined in the Policies and Procedures Manual.

46. President and President-Elect

- 46.1. Subject to subrule 46.2, the President or, in the President's absence, the President-Elect/Past-President is the Chairperson for any general meetings, Executive meetings and for any Council meetings.
- 46.2. If the President and the President-Elect/Past-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - 46.2.1. in the case of a general meeting—a member elected by the other members present; or
 - 46.2.2. in the case of a Council meeting—a Council member elected by the other Council members present.

47. Secretary

- 47.1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- Note**
- Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.
- 47.2. The Secretary or delegate must:
 - 47.2.1. maintain the register of members in accordance with rule 18; and
 - 47.2.2. keep custody of, except for the financial records referred to in rule 70.3, all books, documents and securities of the Institute in accordance with rules 72 and 75; and
 - 47.2.3. 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
 - 47.2.4. perform any other duty or function imposed on the Secretary by these Rules and those outlined in the Policies and Procedures Manual.
 - 47.3. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48. Treasurer

- 48.1. The Treasurer must:
 - 48.1.1. cause to collect, receive and deposit into the account of the Institute, all moneys due to the Institute, and issue receipts for those moneys in the name of the Institute; and
 - 48.1.2. ensure that all moneys received are paid into the account of the Institute in a timely manner after receipt; and
 - 48.1.3. make any payments authorised by the Council or by a general meeting of the Institute from the Institute's funds; and
 - 48.1.4. ensure cheques or payments are signed by two of the three members nominated by Council.
- 48.2. The Treasurer must:
 - 48.2.1. ensure that the financial records of the Institute are kept in accordance with the Act; and
 - 48.2.2. prior to their submission to the annual general meeting of the Institute, coordinate:
 - 48.2.2.1. the preparation of the financial statements of the Institute; and
 - 48.2.3.2 the certification of said financial statements by a person that is not on the Council of the Institute and did not assist with the preparation of the accounts that the financial statements give a true and fair view of the financial position and performance of the Institute,
- 48.3. The Treasurer must ensure that at least one other member of Council or the Finance Standing Committee has access to the accounts and financial records of the Institute.

Division 3—Election of Council delegates and Executive members, and tenure of office

49. Who is eligible to be a Council delegate or member of the Executive

- 49.1. A member is eligible to be elected or appointed as a Council delegate if the member:
 - 49.1.1. has completed an appropriate qualification; and
 - 49.1.2. has been elected or appointed by the HEIA Division at State or Territory level
- 49.2. A member of the Council is eligible to be a member of the Executive if that member is:
 - 49.2.1. the President; and
 - 49.2.2. the President-Elect OR Past-President; and
 - 49.2.3. the Secretary; and
 - 49.2.4. the Treasurer; and
 - 49.2.5. the Executive Member

50. Positions to be declared vacant

- 50.1. This rule applies to any annual general meeting of the Institute, after the annual report and financial statements of the Institute have been received.
- 50.2. The Chairperson of the meeting must declare all eligible positions on the Council vacant and hold elections for those positions in accordance with rules 51 to 54.

51. Nominations

- 51.1. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- 51.2. An eligible member of the Institute may:
 - 51.2.1. nominate himself or herself; or
 - 51.2.2. with the member's consent, be nominated by another member.

- 51.3. 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.

52. Election of President etc.

- 52.1. At the annual general meeting, separate elections must be held for each eligible term of the following office bearing positions (see rule 55):
- 52.1.1. President
 - 52.1.2. President-Elect
 - 52.1.3. Secretary
 - 52.1.4. Treasurer
- 52.2. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 52.3. If more than one member is nominated, a ballot must be held in accordance with rule 54.
- 52.4. On his or her election, the new President may take over as Chairperson of the meeting.

53. Election of Council Delegates

- 53.1. Each state and territory appoints a 'delegate' to represent that division on Council.

54. Ballot

- 54.1. If a ballot is required for the election for a position on the Council or Executive, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 54.2. The returning officer must not be a member nominated for the position.
- 54.3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 54.4. The election must be by secret ballot.
- 54.5. The returning officer must give a blank piece of paper to:

- 54.5.1. each member present in person; and
- 54.5.2. each proxy appointed by a member.

Example:

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- 54.6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 54.7. If the ballot is for more than one position:
- 54.7.1. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - 54.7.2. the voter must not write the names of more candidates than the number to be elected.
- 54.8. Ballot papers that do not comply with subrule 54.7.2 are not to be counted.
- 54.9. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 54.10. 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.
- 54.11. If the returning officer is unable to declare the result of an election under subrule 54.10 because 2 or more candidates received the same number of votes, the returning officer must:
- 54.11.1. conduct a further election for the position in accordance with subrules 54.4 to 54.10 to decide which of those candidates is to be elected; or
 - 54.11.2. with the agreement of those candidates, decide by lot which of them is to be elected.

Example:

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55. Term of office

- 55.1 Subject to subrule 55.3.1, and rule 56, an office bearer holds office until the eligible positions of the Council are declared vacant at the next annual general meeting, subject to rule 52.1.
- 55.1.1 The President - shall hold office for a two-year term from the Annual General Meeting of her/his assumption of office, and is eligible for re-election for an additional one-year period, i.e. a maximum of a three-year term.
- 55.1.2 President-Elect: Nominations of candidates for election as President-Elect of the Institute shall be made in writing, signed by two members of the Institute and accompanied by the written consent of the candidate and shall be delivered to the Secretary of the Institute not less than 30 days before the date fixed for the holding of an Annual General Meeting at which a President-Elect is to be elected.
- 55.1.3 The Secretary - shall be elected for a two-year term and shall hold office until the Annual General Meeting following the next after the date of her/his election, and is eligible for re-election for an additional two-year term.
- 55.1.4 The Treasurer - shall be elected for a two-year term and shall hold office until the Annual General Meeting following the next after the date of her/his election, and is eligible for re-election for an additional two-year term.
- 55.2 An office bearer, with the exception of the position of President, may be re-elected for an additional two-year term in the same position i.e. a maximum of four years, followed by a stand-down period of at least one year from that position.
- 55.3 A general meeting of the Institute may:
- 55.3.1 by special resolution remove an office bearer from office; and
- 55.3.2 elect an eligible member of the Institute to fill the vacant position.
- 55.4 A member who is the subject of a proposed special resolution under subrule 55.3.1 may make representations in writing to the Secretary or President of the Institute (not exceeding a reasonable length) and may request that the representations be provided to the members of the Institute.
- 55.5 The Secretary or the President may give a copy of the representations to each member of the Institute 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.

56 Vacation of office

- 56.1 A Council member may resign from the Council or Executive by written notice addressed to the Council.
- 56.2 A person ceases to be a Council or Executive member if he or she:
- 56.2.1 ceases to be a member of the Institute; or
- 56.2.2 fails to attend either 3 consecutive Council or Executive meetings (other than special or urgent Council meetings) without leave of absence under rule 67; or
- 56.2.3 otherwise ceases to be a Council member by operation of section 78 of the Act.

Note

A Council member may not hold the office of Secretary if they do not reside in Australia.

57 Filling casual vacancies

- 57.1 The Council may appoint an eligible member of the Institute to fill a position on the Council or Executive that:
 - 57.1.1 has become vacant under rule 56; or
 - 57.1.2 was not filled by election at the last annual general meeting.
- 57.2 If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises.
- 57.3 Rule 55 applies to any Council member appointed by the Council under subrule 57.1 and 57.2.
- 57.4 The Council may continue to act despite any vacancy in its membership.
- 57.5 In the event of a casual vacancy in the office of the elected person on the Executive, the Council shall elect another person from its membership.

Division 4—Meetings of Council and Executive

58 Meetings of Council and Executive

- 58.1 The Council must meet at least 3 times in each year at the dates, times and places determined by the Council.
- 58.2 The date, time and place of the first Council meeting must be determined by the members of the Council as soon as practicable after the annual general meeting of the Institute at which the members of the Council were elected.
- 58.3 Special Council meetings may be convened by the President or by any 4 members of the Council.
- 58.4 The Executive shall confer as required in each year in an appropriate manner, i.e. in person, by electronic media, email, as determined by the President.

59 Notice of meetings of Council and Executive

- 59.1 Notice of each Council meeting must be given to each Council member no later than 7 days before the date of the meeting.
- 59.2 Notice may be given of more than one Council meeting at the same time.
- 59.3 The notice must state the date, time and place of the meeting.
- 59.4 If a special Council meeting is convened, the notice must include the general nature of the business to be conducted.
- 59.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.
- 59.6 Notice of each Executive meeting must be given to each member of the Executive at least 24 hours before the date of the meeting in an appropriate manner, i.e. in person, by electronic media, email, as determined by the President.

60 Urgent meetings

- 60.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Council or Executive member by the quickest means practicable.
- 60.2 Any resolution made at the meeting must be passed by a majority of the Council at a Council meeting or a majority of the Executive at an Executive meeting.
- 60.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

- 61.1 The procedure to be followed at a meeting of a Council must be determined from time to time by the Council.
- 61.2 The order of business may be determined by the members present at the meeting.

61.3 Decisions of the Executive shall form an item of business at the next Council meeting.

62 Use of technology

62.1 A Council member who is not physically present at a Council meeting may participate in the meeting by the use of technology that allows that Council member and the Council members present at the meeting to clearly and simultaneously communicate with each other.

62.2 For the purposes of this Part (Part 5 Division 4 Rule 62 of the Model Rules), a Council member participating in a Council meeting as permitted under subrule 62.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

63.1 Quorum of a Council meeting

63.1.1 No business may be conducted at a Council meeting unless a quorum is present.

63.1.2 The quorum for a Council meeting is the presence (in person or as allowed under rule 62) of a majority of the Council members holding office.

63.1.3 If a quorum is not present within 30 minutes after the notified commencement time of a Council meeting:

63.1.3.1 in the case of a special meeting—the meeting lapses;

63.1.3.2 in any other case—the meeting must be adjourned to a date no later than 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 59.

63.2 Quorum of an Executive meeting

Any three members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.

64 Voting

64.1 Voting at a Council meeting

64.1.1 On any question arising at a Council meeting, each Council member present at the meeting has one vote except:

64.1.1.1 the Past-President and President-Elect who do not have a vote, and

64.1.1.2 the President, who has a casting vote only.

64.1.2 A motion is carried if a majority of Council members present at the meeting vote in favour of the motion.

64.1.3 Subrule 64.1.1.2 does not apply to any motion or question, which is required by these Rules to be passed by an absolute majority of the Council.

64.1.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

64.1.5 Voting by proxy is not permitted.

64.2 Voting at an Executive meeting

64.2.1 On any question arising at an Executive meeting, each Executive member is entitled to one vote.

- 64.2.2 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

65 Conflict of interest

- 65.1 A Council member who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council.
- 65.2 The member:
- 65.2.1 must not be present while the matter is being considered at the meeting; and
- 65.2.2 must not vote on the matter.
- Note
- Under section 81(3) of the Act, if there are insufficient Council members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.
- 65.3 This rule does not apply to a material personal interest:
- 65.3.1 that exists only because the member belongs to a class of persons for whose benefit the Institute is established; or
- 65.3.2 that the member has in common with all, or a substantial proportion of, the members of the Institute.

66 Minutes of meeting

- 66.1 The Council must ensure that minutes are taken and kept of each Council and Executive meeting.
- 66.2 The minutes must record the following:
- 66.2.1 the names of the members in attendance at the meeting;
- 66.2.2 the business considered at the meeting;
- 66.2.3 any resolution on which a vote is taken and the result of the vote;
- 66.2.4 any material personal interest disclosed under rule 65.

67 Leave of absence

- 67.1 The Council may grant a Council member leave of absence from Council meetings for a period up to three months, or longer at the discretion of the majority of the Council.
- 67.2 The Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Council member to seek the leave in advance.

Part 6—Financial Matters

68 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

69 Management of funds

- 69.1 The Institute must open an account with a financial institution from which all expenditure of the Institute is made and into which all of the Institute's revenue is deposited.
- 69.2 Subject to any restrictions imposed by a general meeting of the Institute, the Council may approve expenditure on behalf of the Institute.
- 69.3 The Council may authorise the Treasurer to expend funds on behalf of the Institute (including by electronic funds transfer) without requiring approval from the Council for each item on which the funds are expended.
- 69.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two of the three members nominated by Council.
- 69.5 All funds of the Institute must be deposited into the financial account of the Institute in a timely manner.

70 Financial records

- 70.1 The Institute must keep financial records that:
 - 70.1.1 correctly record and explain its transactions, financial position and performance; and
 - 70.1.2 enable financial statements to be prepared as required by the Act.
- 70.2 The Institute must retain the financial records for 7 years after the transactions covered by the records are completed.

70.3 The Treasurer must keep in his or her custody, or under his or her control:

- 70.3.1 the financial records for the current financial year; and
- 70.3.2 any other financial records as authorised by the Council.

71 Financial statements

- 71.1 For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Institute are met.
- 71.2 Without limiting subrule 71.1, those requirements include:
 - 71.2.1 the preparation of the financial statements;
 - 71.2.2 the review of financial statements by a person that is not on the Council of the Institute and did not assist with the preparation of the accounts, certifying that the financial statements give a true and fair view of the financial position and performance of the Institute,
 - 71.2.3 the certification of the financial statements by the Council or Finance Standing Committee;
 - 71.2.4 the submission of the financial statements to the annual general meeting of the Institute;
 - 71.2.5 the lodgement with the Registrar of the Annual Financial Report of Income and Expenditure, the Balance Sheet, accompanying reports, certificates, statements and fee.

Part 7—General Matters

72 Registered address

- 72.1. The registered address of the Institute is:
 - 72.1.1 the address determined from time to time by resolution of the Council; or
 - 72.1.2. if the Council has not determined an address to be the registered address—the postal address of the Secretary.

73. Notice requirements

- 73.1. Any notice required to be given to a member or a Council member under these Rules may be given:
 - 73.1.2. by handing the notice to the member personally; or
 - 73.1.3. by sending it by post to the member at the address recorded for the member on the register of members; or
 - 73.1.4. by email or electronic transmission.
- 73.2. Subrule 73.1 does not apply to notice given under rule 60.
- 73.3. Any notice required to be given to the Institute or the Council may be given:
 - 73.3.2. by handing the notice to a member of the Council; or
 - 73.3.3. by sending the notice by post to the registered address; or
 - 73.3.4. by leaving the notice at the registered address; or
 - 73.3.5. if the Council determines that it is appropriate in the circumstances—
 - 73.3.5.1. by email to the email address of the Institute or the Secretary; or
 - 73.3.5.2. by electronic transmission to the electronic address of the Institute.

74. Custody and inspection of books and records

- 74.1. Members may on request inspect free of charge:
 - 74.1.2. the register of members;
 - 74.1.3. the minutes of general meetings;
 - 74.1.4. subject to subrule 74.1.5, the financial records, books, securities and any other relevant document of the Institute, including minutes of Council meetings.

Note

See note following rule 18 for details of access to the register of members.

- 74.1.5. The Council may refuse to permit a member to inspect records of the Institute that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Institute.
- 74.1.6. The Council must on request make copies of these rules available to members and applicants for membership free of charge.
- 74.1.7. Subject to subrule 74.1.6, a member may make a copy of any of the other records of the Institute referred to in this rule and the Institute may charge a reasonable fee for provision of a copy of such a record.
- 74.1.8. 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 Institute and includes the following:
 - 74.1.8.1. its membership records;
 - 74.1.8.2. its financial statements;
 - 74.1.8.3. its financial records;
 - 74.1.8.4. records and documents relating to transactions, dealings, business or property of the Institute.

75. Public Statements

- 75.1. No member or associate other than the President or a person delegated by the President shall make any public statement purporting to express the views of the Institute.

76. Winding up and cancellation

- 76.1. The Institute may be wound up voluntarily by special resolution.
- 76.2. In the event of the winding up or the cancellation of the incorporation of the Institute, the surplus assets of the Institute must not be distributed to any members or former members of the Institute.
- 76.3. 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 Institute and which is not carried on for the profit or gain of its individual members.
- 76.4. The body to which the surplus assets are to be given must be decided by special resolution.

77. Alteration of Rules

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

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Institute is taken to have adopted its own rules, not the model rules.