

Association of Tourist & Heritage Rail Australia

ABN 19 755 744 868

ATHRA CONSTITUTION

(Rules of the Association)

Approved 17 May 2017

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AMENDMENTS REGISTER

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ASSOCIATION OF TOURIST AND HERITAGE RAIL AUSTRALIA INC.

RULES OF THE ASSOCIATION

1. Name

The name of the incorporated association is the "Association of Tourist and Heritage Rail Australia Inc." (In these Rules called "the Association").

2. Not for Profit

2.1 The assets and income of the Association shall be applied solely in furtherance of the Statement of Purposes and no portion shall be distributed directly or indirectly to any member organisation or associate thereof or to any other person or organisation.

2.2 Nothing in the above will prevent the Association from providing insurance for its officers and directors or from reimbursing any member or person who has expended funds on behalf of the Association, where such expenditure has been authorised.

3. Interpretations

3.1 In these Rules, unless the contrary intention appears:

3.1.1 "Annual General Meeting" means the Annual General Meeting of Members held in accordance with Rule 10.

3.1.2 "Board" means the Board of Management of the Association as constituted by these Rules.

3.1.3 "Board Member" means a member of the Board.

3.1.4 "Chairman" means the person from time to time elected by the Board Members to fulfil the duties of that office in accordance with Rule 15.4.1 and also a person from time to time elected to preside at General Meetings.

3.1.7 "Financial Year" means the year ending 31 March.

3.1.8 "General Meeting" means a meeting of Members convened in accordance with Rules 11 and 12.

3.1.9 "Member" means a member of the Association and where applicable in these Rules, the Member's authorized delegate.

3.1.10 "Person" means a natural person, body corporate, organisation or association.

3.1.11 "Rail Business" means an operating railway, tramway or street tramway, with a gauge greater than fourteen (14) inches, or a rail-related museum that conducts or intends to conduct a tourist/heritage public business on its own right-of-way or by agreement/contract/arrangement/lease on infrastructure owned/operated by a separate operator, or as a static museum.

3.1.12 "The Act" means the Associations Incorporation Act 1985 (SA) and any regulations made pursuant to that Act.

3.1.13 "Tourist/Heritage Rail Organisation" means any organisation that owns or operates a rail business as defined by Rule 3.1.11

3.1.14 "State" means a State or mainland Territory within the Commonwealth of Australia

3.2 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Associations Incorporation Act (1985) (SA) and the Act as in force from time to time.

3.3 A word expressed in the singular includes the plural and vice versa.

3.4 A word expressed in one gender includes the other genders, as is appropriate in the context.

3.5 Any headings or index in these Rules are inserted for guidance only and do not govern the meaning or construction of these Rules or of any provision contained in these Rules.

3.6 References to any statutes, regulations, ordinances and by-laws include amendments, re-enactments or consolidations of any of them.

3.7 If any provision in these Rules is or is declared by any court or tribunal to be void or unenforceable in whole or in part, these Rules shall remain binding on the Members, except for that provision.

3.8 Subject to the Act and these Rules, in the event of any doubt or dispute as to the meaning or interpretation of these Rules, the Board shall determine any such meaning or interpretation, which determination shall be final and binding on all Members.

4. Statement of Purposes and Powers

The purposes for which the incorporated association is established are:

4.1 To represent all Tourist/Heritage Rail Organisations in Australia.

4.2 To protect and advance the character, status and interests of the Members and Constituents.

4.3 To represent Members collectively or individually concerning legislative measures, proposals, accreditation requirements, safety standards, Government regulations or enactments which may affect the interests of the Association and/or its Members.

4.4 To engage in programmes of promotion of tourist and heritage rail by the Members to the public and other organisations, to liaise with Governments, regulatory bodies and associated organisations for the maintenance and development of the industry and to draw to the attention of Governments and other organisations the role played by Members in conserving, re-creating and presenting aspects of Australian rail heritage.

4.5 To monitor and assist to improve the service provided to the public by means of the exchange of information, expertise, equipment and statistics between Members.

4.6 To promote and encourage co-operation between Members and with other organisations having purposes similar to those of the Association.

4.7 To provide such advisory or collaborative services as may assist Members in the development, promotion and operation of their rail services.

4.8 To assist the Association and all Members in obtaining affordable public liability insurance and other insurances and to seek assistance from Government and industry to achieve that.

4.9 To seek representation on the appropriate requisite standards organisations within

Australia in order to promote the views of the Members.

4.10 To do such other lawful acts, deeds and things as are incidental or conducive to the attainment of any or all of the purposes.

4.11 The Association shall have all the powers conferred by Section 25 of the Act.

5. Membership

5.1 A person who accepts the purposes of the Association and who is approved for membership of the Association as provided in these Rules is eligible to be a Member on payment of the fees and subscriptions payable under these Rules.

5.2 At the date of incorporation the inaugural board (see clause 15.2.3) shall have the discretion to determine transitional arrangements for membership. This relates purely to the transitioning in of new members that are currently members of State based T&H representative bodies. This is not to be for the state bodies to become members.

5.3 A person (other than a Member admitted at the time of the incorporation of the Association under rule 5.2) may be admitted to membership of the Association provided that:

5.3.1 the person makes application as provided in Rule 5.4 and

5.3.2 the person's admission as a Member is approved by the Board.

5.4 An application of a person for membership of the Association:

5.4.1 shall be made in writing in such form as approved by the Board from time to time and

5.4.2 shall be lodged with the Secretary.

5.5 As soon as is practicable after the receipt of an application, the Secretary shall arrange to refer the application to the Board.

5.6 Upon an application being referred to the Board, the Board shall determine whether to approve or to reject the application.

5.7 The membership of the Association shall be divided into the following classes of membership:

5.7.1 Full Members.

5.7.1.1 Full Members of ATHRA are the Tourist/Heritage Rail Organisations defined by clause 3.1.13

5.7.2 Associate Members.

5.7.2.1 These are:

- a) organisations or natural persons that own or operate a rail business not defined in Rule 3.1.13: or
- b) not-for profit organisations or natural persons that have an interest in tourist and heritage rail,

and in either case have no intentions of qualifying or are not able to qualify as a Full Member pursuant to Rules 5.7.1.1. Associate Members are not entitled to vote.

5.7.3 Corporate Members

5.7.3.1 These are organisations that have an interest in tourist and heritage rail but have no intention of qualifying or are not able to qualify as either a Full Member pursuant to Rules 5.7.1.1 or an associate member pursuant to Rule 5.7.2. Corporate Members are not entitled to vote.

5.7.3.2 The Board may from time to time determine separate categories of Corporate Membership that attract differing fees and benefits

5.8 The Board may determine, amend or vary the rights and obligations attaching to any of the separate classes of membership of the Association, and may from time to time determine the fees and subscriptions applicable to such classes, and may approve the membership of any person to any such class.

5.9 Upon an application and payment of the applicable fees, and being approved by the Board, the Secretary shall, with as little delay as possible, arrange to notify the applicant in writing of the approval.

5.10 The Secretary shall, upon approval as referred to in Rule 5.9, arrange to enter the applicant's name in the Register of Members and, upon the name being so entered, the applicant shall become a Member.

5.11 The membership of any Member whose subscription has fallen into arrears for a period of not less than three (3) months may be terminated by the Board subject to a final written notice being served on the Member concerned, provided that an arrangement between the Member and the Board to continue membership has not been entered into.

5.12 A right, privilege or obligation of a person by reason of membership of the Association:

5.12.1 is not capable of being transferred or transmitted to another person;

5.12.2 terminates upon the cessation of membership of the Association whether by death or resignation or otherwise or, in the case of a body corporate, organisation or association, upon deregistration or insolvency.

6. Entrance Fee, Subscriptions and Levies

6.1 The fees and subscriptions for Members shall be determined by the Board from time to time and any annual subscription shall be payable and due no later than the beginning of the Association's Financial Year.

6.2 The total amount of subscription shall be sufficient only to the extent that it allows the Association to cover its working and general expenses.

6.3 The Board may from time to time impose a levy on its Members for specific purposes/reimbursements/insurance premiums/meeting costs or other necessary expenses.

6.4 The Board may from time to time determine the manner in which subscriptions, levies and other charges due to the Association shall be collected.

7. Register of Members

7.1 The Secretary shall arrange to keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the applicable class of membership of the Association and the Register shall be available for inspection by Members at the address of the Secretary and on the Board protected website.

8. Resignation of a Member

8.1 A Member who has paid all moneys due and payable may resign from the Association by first giving one (1) months' notice in writing to the Secretary of the Member's intention to resign and upon the expiration of that period of notice the Member shall cease to be a Member. No Member retiring from the Association or ceasing for any cause to be a Member shall be entitled to, or have any claim upon, any portion of the property of the Association.

8.2 Upon the expiration of a notice given under Rule 8.1, the Secretary shall arrange to make in the Register of Members an entry recording the date on which that Member ceased to be a Member.

9. Expulsion of Member

9.1 Subject to the Act and these Rules, the Board may by resolution:

9.1.1 expel a Member from the Association;

9.1.2 suspend a Member from membership of the Association for a specified period.

9.2 A resolution of the Board under Rule 9.1 shall take effect from the day that service of the notice can reasonably be expected to be received by the expelled or suspended member.

9.3 Where the Board passes a resolution under Rule 9.1, the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing. Electronic communication is accepted provided it is confirmed by the receipt of a "read receipt" email or it is followed up with a phone call verifying receipt of the notice:

9.3.1 setting out the resolution of the Board and the grounds on which it is based;

9.3.2 stating that the Member may address the Board and that the Board shall consider the correspondence at the next meeting;

9.3.3 stating the date, place and time of that meeting;

9.3.4 informing the Member that he may do one or more of the following:

i. attend that meeting;

ii. give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;

iii. make an oral statement at the meeting.

9.4 At a meeting of the Board held in accordance with Rule 9.2, the Board:

i. shall give to the Member an opportunity to be heard;

ii. shall give due consideration to any oral or written statement made or submitted by the Member; and

iii. shall by resolution determine whether to confirm or to revoke the earlier resolution.

10. Annual General Meeting

10.1 The Association shall hold an Annual General Meeting once in each calendar year and within the period of seven (7) months after the expiration of each financial year of the Association.

10.2 The Annual General Meeting shall be held on such day as the Board determines. The location of the Annual General Meeting shall rotate amongst the Members of the Association or as directed by the Board.

10.3 The Annual General Meeting shall be specified as such in the notice convening it.

10.4 The ordinary business of the Annual General Meeting shall be:

10.4.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

10.4.2 to receive from the Board reports upon the transactions of the Association during the preceding financial year, including the audited accounts of the Association for the preceding financial year; and

10.4.3 to receive and consider the statement to members in accordance with the Act.

10.4.4 to appoint one or more suitable persons to audit the Association's accounts.

10.5 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

10.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

10.7 A copy of the annual financial statements are to be laid before the Annual General Meeting.

11. Special General Meeting

11.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association. The requirements of rule 10.5 shall apply to any topics requiring a Special General Meeting.

11.2 The Board shall, on the requisition in writing of not less than 20% of Full Members entitled to vote at General Meetings, as soon as practicable, convene a Special General Meeting of the Association.

11.3 The requisition for a Special General Meeting shall state the objects of the meeting and the business proposed and shall be signed by the Members making the requisition and be sent to the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

11.4 If the Board does not cause a Special General Meeting to be held within sixty (60) days after the date on which the requisition is sent to the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held no later than ninety (90) days after that date.

11.5 A Special General Meeting convened by Members in pursuance with 11.4 of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board.

12. General Meeting

12.1 A General Meeting of all Members of the Association may be held on such occasions as the Board deems necessary and shall be held at such places as the Board may determine.

12.2 General Meetings may raise items for consideration by the Board and by the Membership at future Special or Annual General Meetings.

13. Notice of Meeting

13.1 The Secretary shall give to each Member twenty eight (28) days written notice of all General Meetings of the Association specifying the place, date and time of the meeting by:

13.1.1 delivering it to him personally;

13.1.2 sending it by e-mail to the address as nominated by the member and recorded in the members register.

13.2 No business other than that set out in the notice convening the meeting, or in the case of an Annual General Meeting, the ordinary business, shall be transacted at the meeting.

13.3 A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary who shall arrange to include that business in the notice calling the next Annual or Special General Meeting after the receipt of the notice.

14. Proceedings at General Meetings

14.1 No item of business shall be transacted at an Annual or Special General Meeting or General Meeting unless a quorum of Members under these Rules in 14.2 is present during the time when the meeting is considering that item.

14.2 At least 10 Full Members personally present constitutes a quorum for a General Meeting or Special or Annual General Meeting.

14.3 If within thirty (30) minutes of the time appointed for a Special or Annual General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, and in any other case shall stand adjourned by virtue of this Rule to such time and place as the Board may determine, provided that fourteen (14) days' notice of the reconvened meeting is given to Members. If at such reconvened meeting a quorum is not present within thirty (30) minutes of the time appointed for such a meeting, the Members then present (being not fewer than 50% plus one of the Full Members) shall form a quorum or otherwise shall be dissolved.

14.4 The Chairman, or in the Chairman's absence, the Deputy Chairman, shall preside at each

General or Special or Annual General Meeting of the Association.

14.5 If the Chairman and the Deputy Chairman are absent from such meetings or are unwilling to act as the presiding officer, the Members present shall elect one of their number to act as Chairman.

14.6 The Chairman of a Special or Annual General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

14.7 Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.

14.8 Except as provided in Rules 14.6 and 14.7, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

14.9 A question arising at a General or Special or Annual General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

14.10 Each full member shall have one vote and shall be entitled to speak as of right.

14.11 State Board Members, Seconded Board Members, Full, and Associate Members may attend all meetings of the Association and, by leave of the Chairman of the meeting, speak at such meetings.

14.12 All votes shall be given in the case of a Member being a body corporate, organisation or association, by the authorised delegate (as recorded in the membership register) , by proxy or by a representative appointed under Rule 14.19.

14.13 In the case of an equality of voting on a question:

14.13.1 the matter shall be adjourned until the next general meeting and notice of that matter and the fact there was an equality of voting on it shall be stated in the Notice of Meeting.

14.13.2 the Chairman is not entitled to exercise a second or casting vote.

14.14 If, at a meeting, a poll on any question is demanded by not less than Four (4) Members (being entitled to vote), it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

14.15 A poll that is demanded on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

14.16 Each Full Member shall be entitled to appoint any person as their proxy for all or specific matters with instructions on how to vote by notice given to the Secretary prior to the time of the meeting in respect of which the proxy is appointed.

14.17 The notice appointing the proxy shall be in such form as the Board may approve from time to time.

14.18 Any Meeting may meet in any convenient manner; including electronic or phone conferencing, as the Board may think fit.

14.19 The appointment of a person as a representative under Rule 14.19 will automatically be revoked if the said person becomes a bankrupt or mentally unsound or dies

15. Board of Management

15.1 The Board is the governing body of the Association which is constituted as provided in Rule 15.2.

15.2 The Board shall consist of:

15.2.1 Up to eight State Board Members, one per state, each elected by Full Members of the Association resident in that state. These state Board members are usually the chairmen of the State based ATHRA Branch Committee

15.2.2 up to seven Seconded Board Members

15.2.2.1 Seconded Board Members are natural persons that are nominated and elected as Seconded Board members for a 2 year period by the State Board Members of the Association. Up to 7 Seconded Board Members may be elected to the Board for the purpose of assisting with the business conducted by the Association. Seconded Board members shall be selected to meet skills and availability shortfalls to provide expertise desired by the board.

15.2.2.2 Seconded Board Members may vote on all matters other than amendments to these Rules of Association – termed the ATHRA Constitution.

15.2.2.3 The Seconded Board Member positions shall fall vacant on a rolling Basis at the Annual General Meeting with 3 vacancies one year followed by up to 4 vacancies the next year such that up to all 7 positions fall vacant on a 2 yearly basis.

15.2.3 At the date of incorporation the initial board will comprise all those board members currently on the board of the existing ATHRA Association at that date. The inaugural board members shall remain for the initial 1 year term or until State elections are held in conjunction with the 2018 AGM – subject to other rules pertaining to holding of office.

15.3 The Board shall have the following functions as may be agreed and conferred upon it from time to time by Board members:

15.3.1 determine strategic and policy affairs of the Association;

15.3.2 approve future activities of the Association;

15.3.3 review the past year activities of the association; and

15.3.4 approve the annual budget of the Association.

15.4 The office-bearers of the Association that shall be elected subject to Rule 17 by the Board Members of the Association at the Board meeting following the Annual General Meeting are as follows:

15.4.1 the Chairman;

15.4.2 the Deputy Chairman;

15.4.3 the Secretary;

15.4.4 the Treasurer

15.5 A Board Member being a representative of an organisation, body corporate or association shall remain in office for the term of his appointment. Should the Board Member no longer be the authorised delegate of the particular Full Member (as evidenced in writing from that full member) the Board can choose to allow the Board Member to complete his term on the board.

15.6 The appointment of a person as a representative under Rule 15.5 will automatically be revoked if the said person becomes a bankrupt or mentally unsound or dies.

15.7 Each Member of the Board shall be entitled to appoint any person as his proxy for all or specific matters with instructions on how to vote by notice given to the Secretary prior to the time of the meeting in respect of which the proxy is appointed.

16. Proceedings of the Board

16.1 The Board shall meet at least twice each calendar year at such places and such times as the Board may determine.

16.2 Meetings of the Board may be convened by the Chairman or any two Board Members.

16.3 A quorum for the business of a meeting of the Board shall consist of at least 50% plus one of the Board Members (personally present or participating by telephonic or electronic media, as the case may be).

16.4 No business shall be transacted at a Board Meeting unless a quorum is present and if, within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

16.5 At meetings of the Board of Management

16.5.1 the Chairman, or in his absence the Deputy Chairman, shall preside;

16.5.2 if the Chairman and the Deputy Chairman are absent or unwilling to act as the presiding officer, one of the remaining Board members as may be chosen by the Board members present shall preside.

16.6 Questions arising at a Board meeting shall be determined on a show of hands or, if demanded by a Board member, by a poll taken in such a manner as the person presiding at the meeting may determine.

16.7 Each Board member appointed pursuant to Rule 15 that is present at a meeting of the Board (including the person presiding at the meeting, if so eligible) is entitled to one (1) vote and, in the event of an equality of votes on any question, the Chairman shall not exercise a second or casting vote and the matter shall be adjourned for discussion and resolution at a later date.

16.8 Only Board Members shall be entitled to speak as of right and only Board Members appointed pursuant to Rule 15 shall be entitled to vote on matters of the Association at all meetings of the Association. Note the exclusion for Seconded Board Members in rule 15.2.2.2

16.9 By leave of the Chairman of the meeting, invited guest(s) may attend and speak at Board meetings

16.10 Written notice of each meeting of the Board shall be served on each Board Member by:

16.10.1 delivering it to him personally;

16.10.2 sending it by prepaid post addressed to him at his usual or last known place of abode at least fourteen (14) days before the date of the meeting; or

16.10.3 sending it by email transmission to an email address nominated by the Board Member at least seven (7) business days before the meeting.

16.11 Subject to Rule 16.3, the Board may act notwithstanding any vacancy on the Board.

16.12 All acts done by any meeting of the Board or Sub Committee or Working Group appointed by the Board or by any person acting as an officer or Board member are, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of a person to be an officer or a Board Member or a member of any Committee or Sub Committee or Working Group appointed by the Board, or to act in that capacity, or that a person so elected or appointed was disqualified, as valid as if the person had been duly elected or appointed and was qualified to act in that capacity.

16.13 The Board shall meet for the transaction of business in person or by electronic or telephonic media (where all persons participating have been identified by the Chairman of the meeting and each person is able to be heard and communicate with each other person and no person may absent himself during the meeting without the prior acknowledgment of the Chairman) at such times and places as it may from time to time by resolution determine, or failing such determination as the Chairman may direct.

16.14 A resolution in writing signed by all the Board Members for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has been passed at a meeting of the Board of Management duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more Board members.

16.15 In the event of a casual vacancy in any office as an office-bearer referred to in Rule 15.4 the Board may appoint one of the Board Members to the vacant office and the Board Member so appointed may continue in office up to and including the conclusion of the first Annual General Meeting next following the date of his appointment.

16.16 The Board shall conduct business in accordance with the strategic directions established and from time to time confirmed at Annual General Meetings.

16.17 Where matters are deemed by the Board to be controversial to some Full Members the matter shall be forwarded to the Full Members affected for direction.

17. Election of Office Bearers

17.1 The ballot for the election of Office Bearers and Seconded Board Members shall be conducted at the Board meeting following the AGM. Seconded Board Members shall be confirmed prior to election of Office Bearers.

17.2 Nominations of candidates for election to the Office Bearer positions, where their term of office has expired, will be called from the floor at the Board Meeting following the AGM.

17.3 If only one nomination is received for any particular vacant Office Bearers position, the candidate validly nominated shall be deemed to be elected.

17.4 If more than one nomination is received for any particular Office Bearer position, a ballot shall be held.

17.5 Office Bearer positions shall be nominated and elected in order of Chairman, Vice-Chairman, Secretary and Treasurer.

17.6 Office Bearers shall hold office for a period of 2 years with rolling vacancy declared for the position of Chairman and Secretary one year with Deputy Chairman and Treasurer the following year.

17.7 Should a casual vacancy occur for the Office Bearers, the Board shall elect a Board Member to take on that position. Any casual vacancy filled in accordance of the above shall only hold office until the meeting following the next Annual General Meeting.

17.8 The position of Public Officer shall be nominated each year at the Board meeting following the Annual General Meeting.

18. Committees or Working Groups

18.1 The Board may appoint Committees or Working Groups as it deems necessary.

18.2 A Committee or Working Group shall be chaired by a person nominated by the Board and shall include such other persons as may be appointed by the Board.

18.3 All Board Members shall be ex-officio, members of all Committees or Working Groups.

18.4 Each Committee or Working Group shall keep a record of its proceedings and shall furnish a copy thereof to the Secretary.

18.5 A Committee or Working Group shall operate in accordance with any directions and/or conditions imposed and directions given by the Board.

18.6 Each State/Territory of Australia may have an ATHRA Branch committee comprising all the members having their registered address in that state. This committee shall also be known as the State Branch..

19. Vacation of Office

19.1 For the purposes of the Rules, the office as a Board Member becomes vacant if the Board Member:

19.1.1 dies or ceases to be a Member ;

19.1.2 becomes bankrupt or insolvent;

19.1.3 resigns his office by notice in writing given to the Secretary;

19.1.4 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health.

19.1.5 is a Seconded Board Member who completes his 2 year term and is not specifically re-elected.

19.2 Where a State Board Member no longer carries the consent of their State Branch the Board once being made aware of the circumstances shall by secret ballot determine whether the Natural Person shall see out the remainder of their term of office.

19.3 Where a State Based Board member resigns their position will be vacant until the next election of a Board Member by the members in that state.

20. Membership Ballot

20.1 In respect of any business which may be validly considered at a Special or Annual General Meeting pursuant to these Rules, the Board may (in lieu of the Special General Meeting) conduct a postal or electronic ballot of Full Members (in these Rules referred to as a "Membership Ballot") in accordance with the provision of this Rule. A Membership Ballot may be conducted independent of a Special or Annual General Meeting however it is expected that the Membership Ballot will predominantly be used to allow Full Members not able to attend meetings to provide input into the Associations business.

20.2.1 Nominations for State Board Member positions shall be called at least fourteen days prior to commencement of the state election and at least 60 days before the Annual General Meeting. Candidate election statements of maximum 200 words can be requested where needed for forwarding with the ballot.

20.2.2 At least fourteen (14) days prior to the closing of a Membership Ballot and at least 45 days before the Annual General Meeting, the Secretary shall arrange to send to all Full Members ballot papers giving particulars of the business in relation to which the Membership Ballot is conducted, an explanation of the method of voting and a voting form (all in the form and with such content as the Board may approve) and shall give all such Members notice of the closing date of the Membership Ballot.

20.3 The Secretary or Returning Officer in the case of election nominations shall receive all voting forms received from such Members in respect of a Membership Ballot and shall advise the Board or Annual or Special General Meeting of the result at the required time. Any voting form received at the office after 5.00 pm on the closing date of a Postal or electronic Ballot shall at the discretion of the Board be deemed to be invalid and not be counted.

20.4 The membership register is the overriding authority for defining the status of a member and their delegate in relation to eligibility to vote. Changes to the register for members address/contact details and authorised delegate information must be made in writing to the Secretary. Changes must be made prior to the commencement of the meeting where the vote is to occur

20.5 In all other respects, subject to the Rules, the Board shall determine any other procedures or matters in relation to the conduct of any Membership Ballot and shall have the power to make Regulations for that purpose.

20.6 In the event of any dispute by any Member in relation to the validity or conduct of any Membership Ballot, such Member shall within fourteen (14) days of the closing date of the Ballot, give notice in writing to the Board stating the grounds of the Member's complaint. The Board may either itself investigate the complaint or may appoint a committee for the purpose. After hearing the complaint the Board shall determine the matter and its decision on that matter shall be final.

21. Funds

21.1 The funds of the Association shall be derived from fees, subscriptions, levies, donations, sponsorship, grants and such other sources as the Board determines.

22. Financial Reports

22.1 The Association shall at the end of each financial year prepare financial reports in accordance with the Act.

23. Cheques and electronic transactions

23.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments for payment shall be signed or authorised (where using internet banking) by at least two (2) out of four (4) persons accredited to do so by the Board.

24. Income and Property Distribution

24.1 The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and in the Statement of Purposes of the Association, and no proportion of it shall be distributed, paid or transferred directly or indirectly by way of dividends, bonus or otherwise by way of profit to or amongst the Members provided that nothing contained in these Rules shall prevent the payment in good faith of interest to any Members in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration to any officers or servants of the Association or to any Member or other person in return for any services actually rendered to the Association, provided further that nothing contained in these Rules shall be construed so as to prevent the payment or repayment to any Member of out- of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association, or the provision of services by a Member to which that person would be entitled to payment in accordance with the purposes if that person were not a Member.

25. Winding Up or Cancellation

25.1 In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act, subject to the proviso that, if upon winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members, but shall be given or transferred to some institution or institutions having objects similar or in part similar to the objects of the Association and is not carried on for the purposes of profit or gain to its individual members, such institution or institutions to be determined by the Members at or before the time of dissolution.

25.2 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 4.

25.3 The Association may be wound up in the manner provided for in the Act.

26. Common Seal

26.1 The Common Seal of the Association shall be kept in the custody of the Secretary.

26.2 The Common Seal shall not be affixed to any instrument except by authority of the Board and the affixing of the Common Seal shall be attested by the signature of either of two (2) Board

members.

27. Custody of Records

27.1 Except as otherwise provided in the Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association, which shall be available for inspection at all reasonable times by Members.

27.2 Upon the request of a Member and the payment of the fee prescribed by the Board, the Secretary will arrange to provide a Member with copies of:

27.2.1 the current statement of the Statement of Purposes of the Association;

27.2.2 the Rules of the Association;

27.2.3 the deeds of any trust of the Association.

27.2.4 the register of members and delegates

28. Alteration of Rules and Statement of Purposes

28.1 These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

29. Notices

29.1 A notice or document may be served by or on behalf of the Association upon any Member either personally or by sending it by pre-paid post, or by email, to the Member at the Member's postal or email address shown in the Register of Members.

29.2 A notice or document may be served upon or delivered to the Association or the Secretary either personally on the Secretary or by sending it by pre-paid post to the principal office of the Association, or the address of the Secretary shown in the Register of Members (as the case may be).

29.3 Where a notice or document is properly addressed, pre-paid and posted to a person it shall be deemed to have been served on the tenth business day after the date on which it was posted.

29.4 The inadvertent failure to give notice to any person, of any general meeting or meeting of the Board or any Sub Committee or Working Group appointed by the Board, shall not invalidate such meeting or any direction or resolution of such meeting or any act or matter done in accordance with or pursuant to any resolution or direction of any such meeting.

30. Branches and Groups of Members

30.1 The Board may make provision for the formation, establishment, conduct and dissolution of Branches and Committees of Members on such terms and subject to such conditions as the Board may think fit.

31. Indemnity

31.1 Subject to the Act (other than in the case of fraud, gross negligence or criminal act or

omission), every officer, auditor or Board Member shall be indemnified out of the property of the Association against any liability incurred by such person in such capacity in defending any proceedings, whether civil or criminal, in which judgement is given in such person's favour, or in which such person is acquitted, or in connection with any application in relation to any such proceedings in which relief is granted to such person by any relevant Court.

31.2 The board may arrange an appropriate contract of insurance to assist in this regard.

32. Regulations

32.1 The Board shall have power to make Regulations and to amend, suspend, or rescind the same from time to time as it thinks fit provided that such Regulations shall not be inconsistent with the provisions of the Act or these Rules for the good governance and conduct of the affairs of the Association.

33. Grievance Procedure

33.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:

33.1.1 a Member and another Member; or

33.1.2 a Member and the Association.

33.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.

33.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.

33.4 The mediator must be:

33.4.1 a person chosen by agreement between the parties; or

33.4.2 in the absence of agreement:

33.4.2.1 in the case of a dispute between a Member and another Member, a person appointed by the Board; or

33.4.2.2 in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by a relevant arbitrating organisation.

33.5 A Member can be a mediator.

33.6 The mediator cannot be a Member who is a party to the dispute.

33.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

33.8 The mediator, in conducting the mediation, must:

33.8.1 give the parties to the mediation process every opportunity to be heard; and

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

33.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the

mediation process.

33.9 The mediator must not determine the dispute.

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