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AUSTRALIAN INDIAN MEDICAL ASSOCIATION (INC)

CONSTITUTION 2022

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SCHEDULE: ELECTION OF MANAGEMENT COMMITTEE AT THE AIMA GENERAL MEETING 20XX ..... 30

## RULES OF AIMA WA

### 1. Name

The name of the Association is Australian Indian Medical Association (Inc)

Any reference to AIMA or AIMA WA in these rules must be constructed as reference to Australian Indian Medical Association (Inc).

### 2. Definitions

In these rules, unless the contrary intention appears under the context-

**Act** means the Associations Incorporation Act 2015 (WA) as amended;

**AGM** means Annual General Meeting;

**Association** means a body under the Act.

**Books** include all registers, records, books, documents and securities of AIMA in whatever form;

**Management Committee (MC)** is Management Committee persons formed under this Constitution and the Act that have the power to manage the affairs of AIMA ;

**Management Committee meeting** means a meeting of the Management Committee;

**Management Committee member** means a person elected or appointed on the Management Committee.

**Constitution** means the set of rules as formed under the Act for the 'Australian Indian Medical Association (Inc)'

**Department** means the government department with responsibility for administering the Act and referred Regulations as amended.

**Financial Member for** these Rules means that a member is not in arrears of any subscriptions and dues owed to AIMA.

**Financial records** include:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and

- (c) working papers and other documents needed to explain -
  - (i) the methods of preparation of financial statements; and
  - (ii) adjustments to be made in preparing financial statements;

**Financial Year** means each period of 12 calendar months commencing 1st July of each year and ending 30<sup>th</sup> June of the following year;

**General Meeting (GM)** means a meeting to which all members are invited and includes both Annual General Meeting (AGM) and Special General Meeting (SGM) as will be specified on the notice calling the meeting;

**Member** means a member of AIMA;

**Membership Register** means the register of members maintained by AIMA ;

**Motion** means a proposal submitted to a GM to elicit a decision;

**Poll** is a more formal manner of receiving and counting votes as opposed to the summary method of “show of hands”;

**Resolution** is the successful outcome by a majority vote on a motion at a general meeting of members of the Management Committee;

**Returning Officer (RO)** is the officer appointed by the Management Committee to conduct elections and to attend all incidental matters relating thereto and who is not an office-bearer of the Management Committee;

**Rules** mean this constitution set as per the provision of the Act;

**SGM** means Special General Meeting;

**Special resolution** is a resolution passed by three-fourths of the members who are present and voting at the meeting;

### 3. Not-for-profit body

- (1) The property and income of AIMA must be applied solely towards the promotion of AIMA vision, mission, values and objects, and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those vision, mission, values and objects.
- (2) A payment may be made to a member out of the funds of AIMA only if authorised under sub-rule (3).

- (3) A payment to a member out of the funds of the Association is authorised if it is -
- (a) the payment in good faith to the member as reasonable remuneration for any services provided or goods supplied to AIMA in the ordinary course of business; or
  - (b) the payment of interest, on money borrowed by AIMA from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the member for premises leased by the member to AIMA; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of AIMA.

#### 4. Vision, Mission, Values and Objects

**(1) Vision:** To be the home for medical doctors of Indian origin and heritage in Western Australia and other doctors who have similar interests.

**(2) Mission:** To be family to Australian medical fraternity of Indian origin by supporting their personal and professional well-being, inspiring and mentoring young medical professionals, being the leading voice for the medical fraternity of Indian origin in Western Australia, and being a health-promoting organisation to the wider community.

**(3) Values:** AIMA is committed to:

- (i) Upholding professional ethics
- (ii) Striving for excellence.
- (iii) Collaboration, transparency and accountability in governance.
- (iv) Charity and compassion.

**(4) Objectives:** The objectives of AIMA are:

- (a) To promote the prevention and control of disease(s) and mental health in human beings through research, spreading awareness in the community education and engagement
- (b) To provide benevolent relief from poverty, disability, destitution, suffering, misfortune or helplessness to people in need irrespective of their race or religion.
- (c) To establish & manage “AIMA House” as the central hub of charitable and benevolent activities of AIMA.

- (d) To provide leadership to the Indian heritage medical community and represent it at government and non-government bodies in Australia to lobby for issues of interest.
- (e) To promote professional development, continuing education, networking and socialising amongst members and mentor Junior doctors and AIMA youth.

## 5. Powers of AIMA

The powers conferred on AIMA are the same as those granted under the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, AIMA may do all things necessary or convenient for carrying out its vision, mission, values and objects, and in particular, may-

- a) acquire, hold, deal with, and dispose of any real or personal property;
- b) open and operate bank accounts;
- c) invest its money-
  - i) in a recognised Australian Bank deposit; or ii) in any other lawful manner authorised at a General Meeting of AIMA;
- d) borrow money upon such terms and conditions as AIMA thinks fit;
- e) give such security for the discharge of liabilities incurred by AIMA as AIMA thinks fit;
- f) appoint agents to transact any business of AIMA on its behalf;
- g) enter into any other contract it considers necessary or desirable; and
- h) formulate governance policies from time to time.
- i) may act as Trustee and accept and hold real and personal property upon trust, but does not have the power to do any act or thing as a trustee that would contravene this Act if done otherwise than as a trustee or the rules of AIMA.
- j) incorporate any like-minded body of medical professionals of Indian origin and heritage who share the vision, mission, objects and values of AIMA to form a unified body.

## 6. Membership

(1) Membership of AIMA is open to:

- medical doctors of Indian origin and heritage who are residing in Australia or are Australian citizens or permanent residents.
- other medical doctors qualified to practice in Australia who share similar interests.
- medical students studying MBBS or equivalent, Interns and RMOs of Indian origin and heritage who are residing in Australia or are Australian citizens or permanent residents.
- any medical students studying MBBS or equivalent, Interns and RMOs studying or undergoing medical training in Australia who share similar interests.

provided they are committed to Vision, Mission, Values and objectives of AIMA.



The medical doctors eligible for AIMA membership should be either practicing or retired from practice in Australia.

(2) Membership of AIMA comprises of the following categories:

**Life Member:** A member who is a qualified medical doctor and has paid a one-off lump sum membership fee as may be determined from time to time.

**Annual Member:** A member who is qualified medical doctor and has paid the annual membership dues as may be determined from time to time.

**Junior Doctors:** A member undergoing training as an Intern or RMO in Australia and who has paid the membership dues as may be determined from time to time.

**AIMA Youth:** A member who is studying MBBS or equivalent.

(3) Except for AIMA Youth, all other financial members will have full voting rights and will be eligible to nominate for the Management Committee after two completed years of membership.

(4) A person who wishes to become a member of AIMA must apply for membership to the Management Committee in writing in a form as may be prescribed by the Management Committee.

(5) The Management Committee must consider each application made under subrule three at the next Committee meeting to accept or reject that application.

(6) An applicant whose request for membership is rejected under sub-rule 4 may appeal against that decision to the General Secretary within a period of 14 calendar days from the date of receipt of rejection.

(7) The General Secretary must refer the appeal under sub-rule (5) to the first General Meeting held after the receipt of the appeal. The General Meeting must either confirm or set aside the decision of the Management Committee to reject the application after having afforded the applicant a reasonable opportunity to be heard by or make representations in writing to the General Meeting.

## 7. Register of members

(1) The secretary, or an authorised person of the Management Committee, is responsible for complying with section 53 of the Act regarding maintaining an up to date register of AIMA members.

- (2) The register of members must also include the date of becoming a member and the membership category to which each member belongs.
- (3) The register of members must be kept at a site in a manner as determined by the Management Committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If -
  - (a) a member inspecting the register wishes to make a copy of the register under section 54(2) of the Act; or
  - (b) a member requests in writing under section 56(1) of the Act for a copy of the register of members,

the Management Committee may require the member to provide a statutory declaration setting out the purpose of the request declaring that the purpose relates to the affairs of AIMA.

## 8. Subscriptions of members

- (1) Except for Life Members and AIMA Youth, all other members will pay an annual membership fee.
- (2) The members may, from time to time at a General Meeting determine the amount of Life Membership Fee and Annual Membership Fee to be paid by each member.
- (3) Junior Doctors are eligible for a subsidised membership fee and may be determined by the Annual General Meeting.
- (4) The Management Committee may, from time to time, offer discounts for membership drive.

## 9. Termination of membership

- (1) Membership of AIMA may be terminated upon:
  - a) receipt by the Management Committee of members written resignation from AIMA; or
  - b) non-payment of any sums of money due by the member to AIMA within three months of the date fixed by the Management Committee payment of the dues. The management Committee may renew the membership on payment of any outstanding dues; or
  - c) death of a person; or
  - d) expulsion of a member per rule 11.

- (2) Such person remains liable to pay to AIMA the amount of any dues unpaid at the date of termination.

## 10. Suspension or expulsion of members

- (1) The Management Committee may decide to suspend a member's membership or expel a member from AIMA by passing a resolution with two third majority of MC if the member acts detrimentally to the interests of AIMA or is found guilty of misconduct by a regulatory authority.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 calendar days before the Management Committee meeting at which the proposal is to be considered by the Management Committee.
- (3) The notice given to the member must state –
  - (a) the date, place and time of the meeting; and
  - (b) the grounds of the proposed suspension or expulsion; and
  - (c) the right of the expelled member to make written or oral (or both) submission at the meeting. Such submission may be made either by the member himself or through an authorised representative.
- (4) At the Management Committee meeting, the Management Committee must –
  - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and verbal) submissions to the Management Committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and (c) decide -
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or (ii) whether or not to expel the member from AIMA.
- (5) A decision of the Management Committee to suspend the member's membership or expel the AIMA member takes immediate effect.
- (6) The Management Committee must give the member written notice of the Management Committee's suspension or expulsion decision within 7 days of making such a decision. The notice must include the reasons for the suspension or expulsion.
- (7) The suspended or expelled member may, within 14 days after receiving notice of the Management Committee's decision under sub-rule (6), give written notice to the secretary requesting the appointment of a mediator under rule 34.
- (8) The member who gives the notice per sub-rule (7) and the Management Committee will be the parties to the mediation process.

## 11. Consequences of suspension

- (1) During the period a member's membership is suspended, the member -
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid or payable to AIMA.
  
- (2) On suspension of a member, the secretary must record in the register of members -
  - (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
  
- (3) When the suspension period ends, the secretary must record in the register of members that the member's membership is no longer suspended.

## 12. Board of Trustees

- (1) The Management Committee will appoint a subcommittee of five members (including a mix of past AIMA committee members and members who have contributed to AIMA over the years) to oversee the AIMA House project.
  
- (2) This subcommittee will eventually become the first AIMA Trustees team
  
- (3) The role of the Board of Trustees will be to:
  - i. provide consultation to the Management Committee on developing long term vision and direction.
  - ii. provide advice and opinion to the MC as and when requested or deemed necessary.
  - iii. Attend the meetings of the Management Committee at the request of the Secretary or President of AIMA.
  - iv. guide flagship projects like AIMA House.

The Board of Trustees' role will be consultative and advisory in nature to act as AIMA elders. The Trustees will not have any authority to interfere with the functioning of the Management Committee.

- (4) The tenure of the Board of Trustees would be three years.
  
- (5) A Trustee may resign from the Board of Trustees by giving written notice to the General Secretary. The resignation takes effect -
  - (a) when the notice is received by the General Secretary; or
  - (b) if a later time is stated in the notice, at the later time.
  
- (6) A casual vacancy occurs in the Board of Trustees if a Trustee-

- (a) dies;
  - (b) resigns by notice in writing and that resignation is accepted by resolution of the Management Committee;
  - (c) is convicted of an offence under the Act;
  - (d) is permanently incapacitated by mental or physical ill-health;
  - (e) is absent for more than 3 consecutive committee meetings;
  - (f) ceases to be a member of AIMA; or
  - (g) a General Meeting terminates the appointment of the Trustee.
- (7) The Management Committee can fill a casual vacancy by co-opting a member eligible to nominate for the Board of Trustees. The Management Committee must consult the remaining trustees before filling the casual vacancy on the Board. The Trustee co-opted will hold office for the remaining duration of the term of the Board.
- (8) On the expiry of the three-year term of the Trustees, the Management Committee will have the powers to appoint the Board of Trustees.
- (9) The Management Committee must seek expression of interest before appointing the Board of Trustees.
- (10) The management committee may at its sole discretion reappoint a retiring member of the Board of Trustees for a second consecutive term.
- (11) A member of Board of Trustees is ineligible for a third consecutive term.

### 13. Meetings of the Board of Trustees

- (1) The Trustees shall meet at least four times a year and elect a Chairman at the first meeting of its term.
- (2) At a meeting of the Board of Trustees, three members present in person constitute a quorum.
- (3) At the Board of Trustees meeting, any resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (5).
- (4) A declaration by the Chair of the meeting that a resolution has been passed will be evidence of that fact unless a poll is demanded per sub-rule (5).
- (5) A poll may be requested by any of the Trustees present in person and if so, must be taken in such manner as the Chair directs.
- (6) If a poll is demanded and taken under sub-rule (5), a declaration by the Chair of the poll result is evidence of the matter so declared.

(7) A poll demanded under sub-rule (6) must be taken immediately on that demand being made.

## 14. Management Committee

(1) The affairs of AIMA will be managed exclusively by a Management Committee consisting of the following-

- (a) a President;
- (b) a Vice-President;
- (c) a General Secretary;
- (d) a Treasurer;
- (e) 5 (Five) General Committee Members.

All positions on the management committee are open to any gender. The management committee should have at least two female members.

(2) All voting members are eligible to nominate for election to the Management Committee save as:

- i. A member can only be eligible to nominate for any financial position once they have completed two full years of membership.
- ii. AIMA Youth member is not eligible to nominate for the MC.
- iii. a member who has served one a full term as President cannot nominate for any position on the Management Committee.
- iv. a member who has served one full term as General Secretary and Vice President cannot re-nominate for the same position.
- v. Any Committee Member cannot re-nominate for a third consecutive term.

(3) Management Committee members must be elected at the General Meeting of the AIMA.

(4) The term of the Management Committee will be of two years.

The Management Committee at the time of approval of this Constitution will complete only the balance of the term for which it was elected.

(5) The acts and decisions of the Management Committee survive any defects that may be discovered in the election, appointment or qualification of the Management Committee or a member of the Management Committee.

(6) A Management Committee member is entitled to be paid out of the funds of AIMA for any out-of-pocket expenses properly incurred in connection with the business of AIMA.

- (7) The Management Committee members shall be indemnified out of the funds of AIMA for any liability incurred by them in the bona fide execution of their duties under this constitution.

## 15. Election of Management Committee

The Management Committee will be elected by a General Meeting of AIMA members. The procedure of election to the Management Committee will be as follows:

- (1) Not less than 30 days before completing its term, the Management Committee shall appoint a Returning Officer (RO).
- (2) The secretary shall provide to the RO a complete list of the voting members of AIMA before the close of nominations for election.
- (3) The RO shall perform their functions and duties independently and in good faith. His roles and responsibilities shall include:
  - resolve objections to any nomination;
  - The decision of RO will be final.
  - ensure there are no irregularities in the election process;
  - authenticate submitted nominations, reject irregular nominations and advise the affected parties;
  - invite nominations from the floor at the AIMA GM for positions for which no or the nominations received were declared invalid;
  - were no valid nominations are received for the position of General Committee Member (Female) from the floor, the new Management Committee will co-opt an eligible member after the election.
  - conduct the election process, including counting of votes and announcement of the election results; and
  - attend to any incidental duties falling within his functions.
- (4) The Secretary shall issue a written notice at least 21 calendar days before the elections to all members of the AIMA, in substantially the sample form described in the Schedule A to these Rules inviting nominations for election to the incoming MC. The notice shall also be posted on the AIMA website and delivered by email or posted to all members at their last known address.
- (5) Nominations for elections must be submitted on the prescribed forms and delivered to the RO in sealed envelopes or by a scanned copy of the completed nomination by email directly to the RO, on or before the last date and time specified, being no later than 7 days before the elections. RO must reject late nominations or nominations that are not in the prescribed form.
- (6) A valid nomination meets the basic requirements of identifying the position nominated for, the nominee must meet the criteria required for that position, states

the full names of the proposer, seconder and nominee, who must be a voting member of AIMA and be signed by all.

- (7) The RO shall immediately open all received nominations after the fixed closing time in the presence of not less than two members of the outgoing MC. RO shall then place the valid nominations on a ballot sheet, in alphabetical order, according to positions nominated. Any invalid nominations received shall be kept separately.
- (8) A member may only nominate for one position. The nomination of a member for more than one position will automatically disqualify the nominated member for all nominated positions.
- (9) The list of valid nominations shall then be promptly emailed to all members.
- (10) If vacancies remain on the Management Committee after the declaration under subrule (9), additional nominations of Management Committee members may be accepted from the floor of the meeting. If such nominations from the floor do not exceed the number of vacancies, the RO must declare those persons duly elected as members of the Management Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Management Committee, the RO must conduct elections for those positions.
- (11) If the nominations from the floor are less than the number of vacancies, the newly elected Management Committee should appoint a voting member of AIMA to fill that vacancy, and the member(s) appointed under this sub-rule will hold office for the term of the Management Committee.

## 16. AIMA Sub-Committees

- (1) The Management Committee may delegate, in writing, to one or more sub-Management Committees the exercise of such functions of the Management Committee as are specified in the delegation other than:
  - (a) the power of delegation; and
  - (b) a function which is a duty imposed on the Management Committee by the Act or any other law. Management Committee is empowered to appoint any subcommittee to assist it in managing affairs of AIMA.
- (2) The sub-committee may consist of such member(s) AIMA or any other person as the Management Committee thinks fit.
- (3) Any delegation under sub-rule (1) may be subject to conditions and limitations specified in the written delegation, and the Management Committee may continue to exercise any function delegated.
- (4) The Management Committee may, in writing, revoke wholly or in part any delegation under sub-rule (1).



- (5) A sub-committee member is entitled to be paid out of the funds of AIMA for any out-of-pocket expenses properly incurred in connection with the business of AIMA.

## 17. President and Vice-President

- (1) Subject to this rule, the President must preside over all general meetings or Management Committee meetings.
- (2) In the absence of the President from a General Meeting or MC meeting, the 'Vice-President' must preside over that meeting.
- (3) In the absence of both the President and the Vice-President from a MC Meeting, the general secretary of the Committee elected by the committee members present at the Management Committee meeting must preside over the Management Committee meeting.
- (4) In the absence of the President, the Vice-President and the General Secretary & Treasurer from a General Meeting, the senior most member of the Management Committee must preside over the General Meeting.

## 18. General Secretary

The secretary must-

- (a) co-ordinate the correspondence of AIMA ;
- (b) keep full and correct minutes of the proceedings of the Management Committee and AIMA ;
- (c) comply on behalf of AIMA with the following-
- (i) part 4, division 5 of the Act with respect to the register of members of AIMA, as referred to in rule 7;
  - (ii) section 35 of the Act by maintaining an up-to-date copy of the Constitution of AIMA and must make it available for copy and inspection but will have no right to remove the rules for that purpose; and
  - (iii) section 58 of the Act by maintaining a record of the following-
    - (A) the names and residential, postal addresses or email of the persons who hold the offices of AIMA, including all offices held by the persons who constitute the Management Committee and Board of Trustees and persons who are authorised to execute documents under rule 36.

and the secretary must, upon the request of a member of AIMA, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (d) have custody of all books, documents, records and registers of AIMA except those required to be kept and maintained by the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the secretary.

## 19. Treasurer

The Treasurer must-

- (a) be responsible for maintaining the record of all financial transactions of AIMA and issue receipts for those sums of money in the name of AIMA ;
- (b) pay all sums of money into such account or accounts of AIMA as the Management Committee may from time to time direct;
- (c) make payments from the funds of AIMA with the authority of a general meeting or of the Management Committee and in so doing ensure that all payments are signed by any two of the following: President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer or any other Management Committee member of AIMA who may be authorised from time to time by the Management Committee;
- (d) comply on behalf of AIMA with Part 5 of the Act on Financial records, reporting and accountability and maintain the financial records of AIMA by-
  - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of AIMA ;
  - (ii) keeping its accounting records in such manner as will enable true and fair accounts of AIMA to be prepared from time to time;
  - (iii) keeping its accounting records in such manner as will enable true and fair accounts of AIMA to be conveniently and properly audited; and
  - (iv) submitting to members at each annual general meeting of AIMA accounts of AIMA showing the financial position of AIMA at the end of the immediately preceding financial year;
  - (v) retain AIMA's financial records for at least 7 years after the transactions covered by the records are completed.
- (e) whenever directed to do so by the President, submit to the Management Committee a report, balance sheet or financial statement per that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of AIMA, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

The

Assistant Treasurer shall assist the Treasurer in performing his/her role

## 20. Resignation from office

- (1) A Management Committee member may resign from the Management Committee by written notice given to the secretary or if the resigning member is the secretary, given to the President.
- (2) The resignation takes effect -
  - (a) when the notice is received by the Secretary or the President; or
  - (b) if a later time is stated in the notice, at the later time.

## 21. Casual vacancies in the membership of Management Committee

A casual vacancy occurs in the office of a Management Committee member, and that office becomes vacant if the Management Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Management Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Management Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health; (e) is absent from more than the following-
  - (i) 3 consecutive Management Committee meetings; or
  - (ii) 3 Management Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Management Committee meetings; of which meetings the member received notice, and the Management Committee has resolved to declare the office vacant;
- (e) ceases to be a member of AIMA; or
- (f) the member is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Management Committee member.
- (g) The Management Committee can fill a casual vacancy by co-opting a member eligible to nominate for the Committee. The member co-opted will hold office for the remaining duration of the term of the Management Committee.

## 22. Proceedings of Management Committee

- (1) The Management Committee must meet formally for the dispatch of business not less than 9 (nine) times in each year, and the President, or at least half the members of the Management Committee, may at any time convene a meeting of the Management Committee.

- (2) Each Management Committee member has a deliberative vote.
- (3) A question arising at a Management Committee meeting must be decided by a majority of votes, but if there is no majority, the person presiding at the Management Committee meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Management Committee meeting, five members of the Committee present constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Management Committee meeting must be determined by the Management Committee members present at the Management Committee meeting.
- (6) As required under sections 42 and 43 of the Act, a Management Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Management Committee (except if that pecuniary interest exists only because the member of the Management Committee is a member of a class of persons for whose benefit AIMA is established), must-
  - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Management Committee; and
  - (b) not take part in any deliberations or decisions of the Management Committee with respect to that contract.
- (7) Sub-rule (5) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Management Committee is an employee of AIMA.
- (7) The Secretary must cause every disclosure made under sub-rule (5) (a) by a member of the Management Committee to be recorded in the minutes of the meeting of the Management Committee at which it is made.

## 23. Financial Reports

- (1) The financial report for a financial year should consist of the following-
  - (a) the financial statements for the year; and
  - (b) the notes to the financial statements; and
  - (c) the Management Committee's declaration about the statements and notes stating :
    - (i) whether, in the Management Committee's opinion, there are reasonable grounds to believe that the Association will be able to pay its debts as and when they become due and payable; and

(ii) whether, in the Management Committee's opinion, the financial statements and notes are in accordance with this Part 5 of the Act.

- (2) The notes to the financial statements of AIMA should include -
- (a) the disclosures required by the regulations; and
  - (b) notes required by the accounting standards; and
  - (c) any other information necessary to give a true and fair view of the financial position and performance of the Association.
- (3) The Management Committee's declaration must —
- (a) be made in accordance with a resolution of the Management Committee; and
  - (b) specify the date on which the declaration is made; and
  - (c) be signed by at least 2 members of the Management Committee who are authorised to do so by the Management Committee.
- (4) The financial reports must be prepared within 6 months after the end of each financial year.

## 24. Auditor

- (1) The annual general meeting shall appoint a member of a recognised professional accounting body in Australia as an auditor who need not be a member of AIMA and determine the fee to be paid to the auditor. Should the appointed auditor be a member of AIMA, he/she must not hold any other office on the Management Committee during his/her term as auditor.
- (2) An auditor's must form an opinion about the following -
- (a) whether the financial statements satisfy, or the financial report satisfies, the requirements of the Act;
  - (b) whether the auditor has been given all information, explanations and assistance necessary for the conduct of the audit;
  - (c) whether the Association has kept financial records sufficient to enable financial statements or a financial report to be prepared and audited;
  - (d) whether the Association has kept other records as required by the Act.
- (3) The auditor shall report to the members on accounts is required to be laid before the Annual General Meeting shall also be attached to the accounts presented to the annual general meeting.
- (4) The auditor's report must -
- (a) include a statement as to the following-
    - (i) whether the auditor is of the opinion that the financial statements are, or the financial report is, in accordance with the Act; and
    - (ii) if not of that opinion, why not; and

- (b) describe -
    - (i) any defect or irregularity in the financial statements or the financial report; and
    - (ii) any deficiency, failure or shortcoming in respect of the matters referred to in sub-rule (2)(b), (c) or (d); and
  - (c) include any statements or disclosures required by the auditing standards; and
  - (d) specify the date on which it is made.
- (5) If the auditor is of the opinion that the financial statements have not, or the financial report has not been prepared in accordance with this Part 5 of the Act, the auditor's report must -
- (a) to the extent that it is practicable to do so, quantify the effect that noncompliance has on the financial statements or financial report; and (b) if it is not practicable to quantify the effect fully, say why.

## 25. General meetings

- (1) The Management Committee-
- (a) may at any time convene a special general meeting;
  - (b) must convene annual general meetings once every calendar year within the time limits provided for the holding of such meetings within 6 months after the end of the AIMA's financial year; and
  - (c) must, within 60 days of receiving a request in writing to do so from at least 20% of voting members, convene a special general meeting for the purpose specified in that request; or
- (2) The members making a request referred to in sub-rule (1) (c) (i) must- (a) state in that request the purpose for which the special general meeting concerned is required; and (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 60 days referred to-
- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Management Committee; or
  - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she was the Management Committee.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b), AIMA must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the secretary must give all members not less than 14 days' notice of a special general meeting, and that notice must specify- (a) when and where the general meeting concerned is to be held; and

- (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the secretary must give all members not less than 21 days' notice of an annual general meeting, and that notice must specify- (a) when and where the annual general meeting is to be held; and
- (b) the particulars and order in which business is to be transacted, as follows-
- (i) first, the consideration of the accounts and reports of the Management Committee;
  - (ii) second, the election of Management Committee members to replace outgoing Management Committee members; and
  - (iii) third, any other business requiring consideration by AIMA at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting; however, the secretary must give all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-
- (a) serving it on a member personally; or
  - (b) sending it by email or post to a member at the address of the member appearing in the register of members kept and maintained under rule 7
- (9) When a notice is sent by email or post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and emailed or posted to the member concerned by email or ordinary prepaid mail.

## 26. Quorum and proceedings at general meetings

- (1) At a general meeting, thirty members eligible to vote present in person constitute a quorum.
- (2) If the quorum is not achieved at the time specified for the GM, then-
- (a) In the case of an AGM or an SGM convened by the Management Committee, the President may reconvene the meeting after the lapse of 30 minutes after the appointed time, whereafter the members then present shall be deemed sufficient quorum to carry out the agenda matters. However, no vote shall be taken on nonessential business if the number of attendees falls below 20; and
  - (b) In the case of member requisitioned SGM, the meeting shall forthwith lapse and shall not be requisitioned again for the same subject matter for the remainder of the term of that Management Committee.

- (3) At a general meeting-
  - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (5); and
  - (b) a special resolution put to the vote will be decided by the votes of not less than three-fourths of the members present and voting at the meeting.
- (4) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (5).
- (5) At a general meeting, a poll may be demanded by the President or by three or more members present in person and, if so demanded, must be taken in such manner as the President directs.
- (6) If a poll is demanded and taken under sub-rule (5) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- (7) A poll demanded under sub-rule (5) must be taken immediately on that demand being made.

## 27. Minutes of meetings of AIMA

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings, Management Committee meetings to be taken and then to be entered within 60 days after the holding of each general meeting or Management Committee meeting in a minute book kept for that purpose.
- (2) The President must ensure that the minutes taken under sub-rule (1) are checked and signed as correct by the President of the meeting to which those minutes relate or by the President of the next succeeding general meeting or Management Committee meeting.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
  - (a) the meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did, in fact, take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.



## 28. Proxies

Proxy votes are not allowed at any meeting of the Management Committee, General Meeting or any other meeting of AIMA.

## 29. Rules of AIMA

(1) AIMA may alter or rescind these rules or make rules additional to these rules, in accordance with the procedure set out in Section 31 and 33 of the Act, which is as follows-

- (a) Subject to sub-rule (1) (d) and (1) (e), AIMA may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by AIMA ), AIMA must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Management Committee certifying that the resolution was duly passed as a special resolution and that the rules of AIMA as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of AIMA does not take effect until sub-rule (1) (b) is complied with;
- (d) An alteration of the rules of AIMA having the effect of changing the name of AIMA does not take effect until sub-rules (1) (a) to (1) (c) are complied with, and the approval of the Commissioner is given to the change of name; and
- (e) An alteration of the rules of AIMA having the effect of altering the objects or purposes of AIMA does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and AIMA to the same extent as if every member and AIMA had signed and sealed these rules and agreed to be bound by all their provisions.

## 30. Executing documents

(1) AIMA may execute a document without a common seal if the document is signed by the following officers-

- (a) the President; or
- (b) jointly by Secretary and Treasurer
- (c) Secretary and another member of the Management Committee authorised by the MC
- (d) Treasurer and another member of the Management Committee authorised by the MC

(2) Notwithstanding anything contained in sub-rule (1) above, any execution of a document for the purchase of land or building or lease of a property must be

executed by the joint signature of the President and Treasurer only after prior approval by the Management Committee with a three fourth majority.

### 31. Inspection of records

- (1) A member who wants to inspect -
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Management Committee members and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) the rules of AIMA under section 35(2) of the Act; or
  - (d) any other record or document of the Association.

must contact the secretary to make the necessary arrangements for the inspection.

- (2) The inspection must be free of charge.
- (3) If the member wants to inspect a document that records the minutes of a Management Committee meeting, the right to inspect that document is subject to any decision the Management Committee has made about minutes of Management Committee meetings generally, or the minutes of a specific Management Committee meeting, being available for inspection by members.
- (4) The member may make a copy of or take an extract from a record or document referred to in sub-rule (1)(c) but does not have a right to remove the record or document for that purpose.
- (5) The member must not use or disclose information in a record or document referred to in sub-rule (1) except for a purpose -
  - (a) that is directly connected with the affairs of AIMA; or (b) that is related to complying with a requirement of the Act.

### 32. Resolving disputes

- (1) The grievance procedure set out in this rule applies to disputes under these rules between the following parties-
  - (a) a member and another member; or
  - (b) a member and AIMA ; or
  - (c) if AIMA provides services to non-members, those non-members who receive services from AIMA, and AIMA.
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-rule 2 above, any party to the dispute may start the grievance procedure by giving written notice to the secretary regarding the following -
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- (4) Within 28 days after the secretary is given the notice, a Management Committee meeting must be convened to consider and determine the dispute.
- (5) The secretary must give each party to the dispute written notice of the Management Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (6) The notice given to each party to the dispute must state -
  - (a) when and where the Management Committee meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the dispute.

### 33. Determination of dispute by Management Committee

- (1) At the Management Committee meeting at which a dispute is to be considered and determined, the Management Committee must -
  - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- (2) The Management Committee must give each party to the dispute written notice of the Management Committee's determination, and the reasons for the determination, within 7 days after the Management Committee meeting at which the determination is made.
- (3) Where the dispute is between member(s) and AIMA, a party to the dispute may, within 14 days after receiving notice of the Management Committee's determination, give written notice to the secretary requesting the appointment of a mediator.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

## 34. Mediation

- (1) Mediation applies if the written notice has been given to the secretary requesting the appointment of a mediator for a dispute determined by the Management Committee between the member and AIMA.
- (2) The mediator must be an independent Management Committee of three persons agreeable to all parties to the dispute. Any person on the Mediation Management Committee should not be a party to the dispute and should not have any personal interest in the matter that is the subject of the mediation.
- (3) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (4) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 7 days before the mediation takes place.
- (5) In conducting the mediation, the mediation Management Committee must –
- (6)
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (7) The mediator cannot determine the matter that is the subject of the mediation.
- (8) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (9) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (10) If, as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Management Committee meeting or general meeting during the period of suspension or expulsion.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute by referring it to the AIMA Trustees, and the decision of the AIMA Trustees will be final save as for any other recourse available to the aggrieved parties in accordance with the Act.

### 35. Distribution of surplus property on 'winding up'

- (1) Surplus property for the purpose of this rule means property remaining after payment of the following -
- (a) the debts and liabilities of AIMA; and
  - (b) the costs, charges and expenses of winding up or cancelling the incorporation of AIMA,
- but does not include books relating to the management of AIMA.
- (2) If upon the winding up or dissolution of AIMA there remains surplus property after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members or former members.
- (3) In the event of the AIMA being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is consistent with the entities mentioned **in section 24(1) of the Act** and which has rules prohibiting the distribution of its assets and income to its members.
- (4) The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the cost, 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 AIMA.

### 36- Revocation of DGR

If AIMA is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the gift fund shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- (c) money received by the organisation because of such gifts and contributions.



**SCHEDULE A: ELECTION OF MANAGEMENT COMMITTEE AT THE AIMA GENERAL MEETING 2022**

| Nominated Position | Name of Nominee |
|--------------------|-----------------|
|                    |                 |

| Name of Proposer | Signature of Proposer | Date |
|------------------|-----------------------|------|
|                  |                       |      |

| Name of Seconder | Signature of Seconder | Date |
|------------------|-----------------------|------|
|                  |                       |      |

I hereby solemnly affirm and declare that I am a person of good professional standing and character.

Signature of the Nominee: .....

..... Date: .....

**NOTES:**

- i. Nominee must be a member of the AIMA and eligible to nominate as per AIMA Rules.
- ii. Proposer and Seconder must be a voting member of AIMA .
- iii. Members can be nominated in a maximum of one position only. Nomination for more than one position will automatically disqualify member for all positions.
- iv. Separate Nominations Forms must be used for each nomination.
- v. Nomination Form to reach the Returning Officer before the closing time and date.
- vi. Incomplete Forms, in any form whatsoever, will result in an invalid nomination

=====  
For use of Returning Officer

Nomination: Accepted / Rejected

Reason for Rejection: .....

Signature of RO: ..... Date: .....

