

Model Rules of Australian Lifestyle Medicine Association Inc. 2009

The Executive Committee

<u>President:-</u>	Andrew Binns
<u>Vice Pres:-</u>	John Stevens
<u>Secretary :-</u>	Garry Egger
<u>Treasurer:-</u>	David Dennis

Committee Members

- 1 Lyn Davies (Resigned 2009)
- 2 Tim Boyd
- 3 Lolita Hunter
- 4 David Colquhoun

Ex Officia Members

- 1 Troy Grogan, Secretariat Head

Preface

(1) Objects of the Association

(a) The name of the Association shall be the Australian Lifestyle Medicine Association

1 (b) Objects

Mission

To improve knowledge and practical skills of health care practitioners in lifestyle behaviour change within Australia

Objectives

- (i) Raise awareness of the need and value of lifestyle behaviour change in the management and prevention of chronic disease
- (ii) Improve knowledge and skills of practitioners in lifestyle behaviour change
- (iii) Encourage and engage more health practitioners in the field of lifestyle change
- (iv) Facilitate improved transfer of information and skills development in effective lifestyle change
- (v) Foster research and accreditation in this area
- (vi) Act as an advocate for the development of policies and program in this area, as an “a political Association”.

Model Rules for Associations Incorporated under the Associations Incorporation Act, 1984

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Part 1 Preliminary

1 Definitions

(1) *In these rules:*

Commissioner means the Commissioner of the Office of Fair Trading.

Ordinary member means a member of the committee who is not an office-bearer of the association, as referred to in rule 14(2).

Secretary means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

Secretariat means

- (a) the person holding a non-voting position which will be the Public Officer of the association for a term of three years and there after to be determined by the Committee.

Special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the Associations Incorporation Act 1984.

the regulation means the Associations Incorporation Regulation 1999.

Association employment shall be deemed to include:

- (i) Services which are provided directly or indirectly to the Association which constitute full time or regular part time employment, or
- (ii) Services provided in full time or regular employment indirectly to the Society over which it may be construed that the association has significant direct control.

(2) *In these rules:*

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (2a) In these rules:
 - (a) A reference to:
 - (i) one gender includes the other gender;
 - (ii) a statute, regulation or provision of a statute or regulation ("Statutory Provision") includes:
 - (b) that Statutory provision as amended or re-enacted from time to time; and
 - (c) a statute, regulation or provision enacted in replacement of that Statutory Provision.
 - (d) Headings are for convenience only and do not form part of this Constitution or affect its interpretation.
 - (e) "Including" and similar expressions are not words of limitation.

(f) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

(4)

Part 2 Membership

2 Membership qualifications

A person is qualified to be a member of the association if, but only if:

(a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act,

or the person is a natural person:

(i) who has been nominated for membership of the association as provided by rule 3, and

(ii) who has been approved for membership of the association by the committee of the association.

(b) (ii) who has been approved for one of the classes of membership of the association (as provided by these rules) by the committee of the association.

2.2 Eligibility and Entitlements of Membership

(1) Applicant can nominate for the following classes of membership:

a.) ordinary member

Is a health Professional who falls under the following:-

1. Aboriginal Health Worker
2. Asthma Educator
3. Health Educator
4. Chiropractor
5. Chiropodists
6. Dentist
7. Diabetes Educator
8. Dietician
9. Exercise Physiologist
10. General Practitioner
11. Medical Practitioner
12. Mental Health Worker
13. Occupational Therapist
14. Optometrist
15. Osteopath
16. Pharmacist
17. Physiotherapist
18. Psychologist
19. Podiatrist
20. Registered (or Practice) Nurse

or is determined by the committee from time to time.

- (i) ordinary members receive full membership services and have the right to vote at Association meetings and elections and stand for election in line with relevant rules of the association provided they remain financial.
- (ii) ordinary membership is only offered to individuals and not practices or companies
- (iii) ordinary members may apply for student status which may allow reduced subscription fees

b. associate member

Any health care professional, researcher or educator who supports the objectives of the Association will be eligible for membership, or is determined by the committee from time to time.

- (i) associate membership has no voting rights at Association meetings and elections and may not stand for election in line with relevant rules of the association .
- (ii) associate membership is only offered to individuals and not practices or companies

1. Nomination for membership

- (1)** A nomination of a person for membership of the association:
 - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules, and
 - (b) must be lodged with the secretary of the association or their nominated representative
 - (c) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (2)** As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (3)** the secretary must,
 - (a) on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association, for period of the associations financial year only, and
 - (b) if the committee approved the nomination, request the nominee to pay (within an agreed period after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

1 Cessation of membership

A person ceases to be a member of the association if the person:

- (a) fails to renew their membership or pay any other subscriptions or fees liable to the Association for a period of two financial years and does not respond to a request to make good these liabilities within 3 months.
- (b) dies, or
- (c) resigns membership, or
- (d) is expelled from the association, or
- (d) becomes unfinancial for longer than 60 days from his or her due date of renewal; or
- (e) enters into a contractual arrangement with some other person or organization whereby the member is considered by the Board to no longer be considered independent, or
- (f) does not comply with the policies and best practice guide lines of the association as setout by the committee.

2 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being an member of the association:

- (1) is not capable of being transferred or transmitted to another person, and
- (2) terminates on cessation of the person's yearly membership.

3 Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2) and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the

register of members recording the date on which the member ceased to be a member.

- (4) A member who ceases to be a member of the association whether by resignation, dismissal or death is not entitled to a refund or part refund of membership fees paid.

4 Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) All members of the Association will provide details to the Secretary/Secretariat or nominated officer of their address and qualifications or distinctions and any changes to these details
- (4) A member of the association may seek the permission of the Committee to obtain a copy of any part of the register and are liable for payment of a fee set by the Committee for each page copied, providing they do not breach the Privacy Act.

5 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a joining fee determined by the committee.
- (2) In addition to any amount payable by the member under clause (1), A member of the Association will pay to the Association an annual subscription for the appropriate class of membership and any other fees as determined by the committee.

(a)except as provided by paragraph (b), before 1 July (or a date determined by the Committee) in each calendar year, or
- (3) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July (or a date determined by the Committee) in each succeeding calendar

6 Members' liabilities

The liability of a member of the association 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 8.

7 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are

to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

8 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12(5),
whichever is the later.

9 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of

the resolution is served on the member, by lodging with the secretary a notice to that effect.

- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 **The committee**

10 The committee is to be called the committee of management of the association (also known as “The Committee”) and, The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.
- (d) has the power from time to time to make, vary and repeal defined procedures which are not inconsistent with these rules, the Act or the Regulation for the proper management and conduct of the Association and any sub-committee.

11 Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) 4 ordinary members,
 - (c) any appropriate ex-officio members elected by the Committee each of whom is to be elected at the annual general meeting of the association under rule 15, with the exception of (c)

- (2) The office-bearers of the association are to be:
 - (a) the president
 - (b) the vice-president
 - (c) the treasurer, and
 - (d) the secretary
- 2 (a) Office-bearers will retain their post provided they retain the support of the Committee.
 - (i) The Committee may move a motion of no-confidence in an office bearer only if this motion has been placed on the agenda of a Council meeting at least 48 hours prior to the meeting
 - (ii) Any vacancy in Office bearers created by the resignation, loss or removal of an existing office bearer will be filled by candidate nominated and elected by a show of hands within the Committee
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
 - (a) Each elected Committee member will, subject to these rules and the procedural rules of the Association, hold office for a period of two years from the time of their election is declared until the formation of a new Committee.
 - (b) Elected Councillors may stand for re-election for additional terms in line with these rules and the defined procedures of the Association.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
 - (a) Ex Officia members, The Executive Officer, Administrator, Secretariat or Public Officer of the Association will be invited to serve as a non-voting member of council.
- (5) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the formation of a new Committee

12 Election of members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination, Appendix 3), and
 - (b) Must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received by a procedure defined by the Committee.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) The election of office-bearers and ordinary members of the committee is to be conducted at the appropriate annual general meeting in such usual and proper manner as the committee may direct
- (8) Method of voting

The method of voting and mechanics of election may be changed by the members from time to time, with the following provisions:

- (a) they shall be shown in the defined procedures of the Association, and
- (b) they shall not disenfranchise or favour any member, and
- (c) they shall be made known to all members before they vote, and
- (d) they shall not be changed during the period of the election timetable once nominations have been accepted.

13

Secretary

- (1) the Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

16a Secretariat

It is the Duty of the Secretariat to;

- (a) Be the Public Officer of the Association and to discharge these duties in accordance to the Act.

14 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

15 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months or such longer period as the Committee may determine.

16 Removal of member

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (3) If a member has been charged, and or, convicted of any offence that breaches the governing laws of Australia, will be removed from the organisation immediately, and any projects, and other committees associated with the organisation.

Meetings and quorum

- (1) The committee must meet at least 6 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

19 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting. Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (2) Subject to rule 20(5), the committee may act despite any vacancy on the committee.
- (3) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meeting

20 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

21**Annual general meetings – calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary members of the committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
 - (e) to appoint an auditor on the recommendation of the Committee, if required.
- (3) An annual general meeting must be specified as such in the notice convening it.

22**Special general meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of fully paid up ordinary members, convene a special general meeting of the association:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 2 months after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

23**Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of

the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

24 Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved,
and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

25 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

26**Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

27**Making of decisions**

- (1) A question arising at a general meeting of the association is to 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 chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book 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.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

28**Special resolution**

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified

in paragraph (a) if the resolution is passed in a manner specified by the Director-General.

29 Voting

- (1) On any question arising at a general meeting of the association a member who is eligible to vote, has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

30 Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part 5 Miscellaneous

31 Insurance

- (1) The association must effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.

32 Funds – source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

33 Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- (3) The Committee may establish a trust fund, gift fund or public fund (or similar fund) to receive donations which will operate in accordance with the rules of the Australian Taxation Office.
 - (a) The fund will maintain separate accounts which may be managed by the Committee or an authority established by the Committee.
- (4) No portion of the assets or income of the society will be paid or distributed directly, or indirectly by way of dividend, bonus or profit to the members of the Association except:
 - (a) remuneration in return for services actually rendered or goods supplied in the ordinary course of business;
 - (b) interest at a mutually agreed rate on money lent to the Association;
 - (c) a reasonable and proper rent for premises let to the Association; or
 - (d) the reimbursement of expenses actually incurred on Association business or on behalf of the Association.
 - (e) other payments approved by the Committee in accordance with payments permitted within the defined procedures of the Association.

34 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

35 Common seal

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

36 Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

37 Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

38 Service of notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

39

Dissolution and winding up

- (1) The Association may be dissolved by special resolution of a general meeting.
- (2) If upon winding up or dissolution of the association there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association but shall be given, transferred or vested in another organisation or organisations that have similar objects to the association as determined by the committee in accordance with the Act.

Other associations you belong to:

I herewith apply for membership of the Association and if accepted, I agree to abide by the Rules and Policies of the Association.

Print Name: _____

Signature: _____

Date: ____/____/____

Nominated By: Waived for first 18 months

Signature: Waived for first 18 months

Date: ____/____/____

Membership Fee \$55 (GST Inc)

CREDIT CARD DETAILS:

Card Type: MasterCard Visa Card Bankcard

Cardholder Name: _____ **Expiry Date:** ____/____/____

Card Number:

Signature: _____

Fax return to 02 4351 6855

Mail Cheques to The Secretariat
 Australian Lifestyle Medicine Association Inc
 5/5 Colony Close Tuggerah Business Park NSW 2259

Please note receipts will be emailed to your above email address.

If you used your credit card the name CareTrac Pty Limited will appear on your credit card statement as they are our third party merchant service provider.

<p><u>Admin Only:</u> Approved By: _____ Date: _____ Receipt No. _____ Member No. _____</p>

Appendix 2

(Rule 3 (1))

FORM OF APPOINTMENT OF PROXY

I,.....of
(full name) *(address)*

being a member of
(name of incorporated association)

hereby appoint of
(full name of proxy) *(address)*

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.

NOMINATION FORM

Section 1

I being a financial member of the above-mentioned Association, wish to nominate for the position of: -

- President**
- Vice - President**
- Secretary**
- Treasurer**
- Committee Member**

Please tick the position to which this nomination applies.

.....
(Proposer's Signature)

Section 2

I being a financial member of the above-mentioned and wish to second the nomination.

.....
(Seconder's Signature)

Section 3

I Being a financial member of the above-mentioned Foundation accept nomination for this position.

.....
(Signed)

.....
(Date)

Please Note: All 3 sections of the nomination form must be completed and received by the Secretary 7 Days Prior to AGM.