

# Rules (Constitution) Of AOQ (Vic)

(Registration Number A0033778M)

## Statement Of Purpose

The Purposes of the Organisation are as follows:

- To promote and contribute to the science and practice of quality management in any of its forms;
- To recognise and to advance the status of natural persons engaged in management or in technology or both related to the science and practice of quality management in any of its forms;
- To recognise, promote, encourage and advance the status of Australian organisations, in the public and the private sectors, in the application of Modern Quality Principles in all aspects of competitive business management.
- To promote Professional Development in Quality Management and related fields;
- To initiate, conduct, supervise and assist in research and investigations related to Professional Development in quality management in any of its forms.
- To remain a member of the Australian Organisation for Quality Incorporated and cooperate with the other state and territory members of that Organisation.
- To implement and maintain an internationally recognised Quality Management System.
- To recognise outstanding individual contributions to the achievement of the Purposes of the Organisation, and in other relevant fields, and to make appropriate awards.

In carrying out these purposes the Organisation has all the powers which an adult person has.

## Rules

### 1. Name

- a. The name of the Association is The Australian Organisation for Quality (Victoria) Incorporated ("the Organisation").
- b. Any statutory Registration Number required is as shown at the top of page one of this document.

### 2. Definitions

- a. "The Act" means the Associations Incorporation Act 1981 (Victoria) as amended
- b. "The National Organisation" means the Australian Organisation for Quality Incorporated.

### 3. Structure

- a. The Organisation is managed by a Council, consisting of the members elected at the previous Annual General Meeting.
- b. The Organisation is a membership-based organisation with offices in Melbourne and in regional centres.
- c. Regional Groups may be established in non-metropolitan centres for the purpose of promoting the aims and objectives of the Organisation in local areas.
  - Regional Groups are governed by these rules, however, additional by-laws not inconsistent with these rules may be promulgated by a properly constituted Regional Group Council to assist in their effective operation.
  - Council may approve the granting of financial or other assistance for the establishment and/or continuing operation of Regional Groups.

### 4. Membership

- a. Entitlement to membership is granted to those who
  - agree in writing to become members; and
  - pay the annual subscription for the Organisation when due.
- b. The Council of the Organisation may, in its absolute discretion, admit to membership any person not referred to in the previous Rule.
- c. The Council of the Organisation determines the class of membership into which an applicant is to be admitted.
- d. The classes of individual membership are:
  - Member
  - Fellow
  - Full time Student
  - Honorary Fellow
  - Other classes, either temporary or permanent, as may be approved by Council from time to time.
- e. If a member, after joining, satisfies the requirements for a higher class of membership, the Council may

- change the class of that member.
- f. There is only one class of corporate member.
- g. An individual or corporate membership ceases if:—
- the Secretary receives a written resignation;
  - the member fails to pay any outstanding amount, including the annual subscription, within one month of the due date;
  - the member is expelled.

## 5. Register Of Members

- a. A Register of Members which contains the name, address, telephone number and other relevant details of each member, the class of membership and the date of joining, shall be maintained in the office.
- b. The Register of Members must be made available upon request for inspection by members.

## 6. Fees

- a. There is no entrance fee for membership of the Organisation.
- b. The annual subscription is determined by the Council.

## 7. Council

- a. The Council consists of the President, Vice-President, Secretary, Treasurer and not less than two nor more than ten Ordinary Councillors
- b. The President of each Regional Group is ex officio a member of Council.
- c. All members of the Council are elected at the Annual General Meeting, and are nominated
- by and from members at the meeting, or
  - in writing received by the Secretary before the meeting

## 8. Powers Of The Council

- a. The Council is responsible for the management and control of the business of the Organisation, and has power to do anything necessary or convenient that is not in contravention of these rules or the Act, to achieve the purposes of the Organisation.
- b. The members in a Special General Meeting may rescind a Council decision.
- c. Except for matters prescribed in these Rules, the Council may determine its own procedures, by-laws and code of practice.
- d. The Council may make by-laws not inconsistent with the Act or these Rules for the better management of the affairs of the Organisation.

## 9. Term Of Office

- a. The President, Vice President, Secretary, Treasurer and Ordinary Councillors, take office at the end of the Annual General Meeting at which they were elected, and hold office until the end of the following Annual General Meeting.
- b. A person cannot hold office as President for more than two consecutive terms.
- c. The Immediate Past President holds that position ex officio until the election of the next following President.

## 10. Vacancies On Council

- a. A person ceases to be a member of the Council if that person —
- delivers a written resignation to the President;
  - ceases to be a member of the Organisation; or
  - is absent from all meetings of the Council for a period of four months, without prior leave of the Council.
- b. If the President or Vice-President ceases to be a member of the Council, the vacancy must be filled by election by and from the other members of the Council.
- c. If any other person ceases to be a member of the Council, either by election as President or Vice-President, or by ceasing to be a member of the Council, the Council may fill the vacancy by cooption.

## 11. Term Of Office Of Coopted Members

A person coopted to fill a casual vacancy holds office until the end of the next Annual General Meeting.

## 12. Delegation Of Power

The Council may delegate any of its powers other than this power of delegation to a person or subcommittee and may withdraw the delegation at any time.

### 13. Subcommittees

- a. The Council may appoint subcommittees and delegate any of its powers to them.
- b. Subcommittees may include ordinary members of the Organisation.
- c. A subcommittee may not delegate any of its powers.

### 14. Conflict Of Interest

- a. A Councillor, or a member of any subcommittee of the Organisation who has any direct or indirect interest in any present or anticipated contract agreement or arrangement with the Organisation must declare that interest at the first meeting of the Council or the subcommittee (as the case may be) after becoming aware of the interest or the contract agreement or arrangement, and must not vote in respect of the matter. If that person does vote in those circumstances, that vote must not be counted.
- b. The interest must be recorded in the minutes of the meeting and in a separate register kept by the Organisation for that purpose.

### 15. Frequency Of Meetings

The Council must meet at least once per quarter.

### 16. Calling Meetings

- a. Additional meetings of the Council must be held if the President or at least three Councillors make a request (in writing or by electronic means) for a meeting.
- b. If the Secretary does not, within seven days of receiving the request, give notice of the meeting, one of the persons requesting the meeting may call it.

### 17. Decisions At Council Meetings

- a. All decisions at Council Meetings are decided by a simple majority of votes cast.
- b. A decision made at a Council Meeting takes effect immediately, unless otherwise specified in the resolution.
- c. Valid votes may be cast in person, by proxy, or by electronic means.
- d. The person chairing has a deliberative and a casting vote. A tied vote is deemed to maintain the existing position in relation to the matter under discussion.

### 18. Finance

The income of the Organisation may be derived from subscriptions, donations, grants, proceeds of fundraising activities, interest on investments, and such other sources as the Council may approve.

- a. The Treasurer, or the Executive Officer where appointed, is responsible for the keeping of the financial books and records of the Organisation, and must present to each meeting of the Council a report of the financial transactions of the Organisation since the last Council meeting.
- b. The Treasurer shall:
  - Ensure that all money received by or on behalf of the Organisation is deposited in a bank account, or an investment account approved by Council.
  - Ensure that all cheques are signed by two from a number of members of the Council appointed by the Council for that purpose; or
  - the Executive Officer, where appointed, and one of the members of Council appointed under the previous sub-rule.
  - Pay all amounts in excess of twenty dollars by cheque
  - Pay at the direction of the Council, all expenses incurred by the Organisation;
  - Ensure that the required audited financial statements are presented to the Annual General Meeting.
- c. The financial year of the Organisation is the year ending on June 30th.

### 19. Books And Records

The Secretary, or the Executive Officer where appointed, is responsible for the books, records, and securities of the Organisation, other than the financial books and records.

- a. The Secretary shall:
  - keep minutes and files of all Council Meetings;
  - arrange Annual General Meetings of the Council, Council Meetings and meetings of subcommittees;

- After each Annual General Meeting, Special General Meeting or Council Meeting, send a copy of the minutes to each Councillor at the address on file.
- b. A member may inspect the books and records of the Organisation on giving reasonable notice to the Secretary in accordance with these Rules.

## 20. Common Seal

- a. The Public Officer is responsible for the custody of the Common Seal of the Organisation.
- b. The Common Seal must be affixed in the presence of the President or Vice-President plus one other member of the Council.

## 21. Public Officer

The Public Officer is responsible for affixing the Common Seal, in accordance with a resolution of the Council.

## 22. Executive Officer

- a. The Council may appoint an Executive Officer in lieu of electing a Secretary and Treasurer to serve until the following Annual General Meeting.
- b. Where so appointed, the Executive Officer may perform the duties of Secretary and Treasurer, and such other duties as directed by Council.
- c. That person is not a member of the Council.
- d. The Council will determine any remuneration and other benefits for any paid Executive Officer.
- d. An outgoing Executive Officer is eligible for re-appointment.

## 23. Annual General Meetings

- a. The Organisation must hold an Annual General Meeting in each calendar year.
- b. The Annual General Meeting shall be held within four months of the end of the financial year.

## 24. Business Of The Annual General Meeting

The business of the Annual General Meeting is to:

- a. confirm the minutes of the last Annual General Meeting;
- b. discuss any business arising from those minutes;
- c. receive the reports of the President, Secretary and Treasurer;
- d. receive and consider the financial statement required by the Act;
- e. consider other business by leave of the Chair;
- f. elect the President, Vice-President, Secretary and Treasurer of the Organisation;
- g. elect Ordinary Councillors
- h. appoint the Public Officer;
- i. appoint an auditor;
- j. conduct such other business as has been notified to the members.

## 25. General Meetings

- a. The person chairing a General Meeting may determine any matter of procedure not referred to in these Rules.
- b. A General Meeting must be called if the Secretary is directed to do so by the Council or if requested to do so in writing by ten members proposing that a Special Resolution be put.
- c. If the Secretary fails, within 14 days of being so directed or requested, to give notice of a General Meeting, any member of the Council or other person requesting the meeting may call it.
- d. All Meetings of the Organisation other than the Annual General Meeting shall be called General Meetings.
- e. The first business discussed at a General Meeting is the Special Resolution set out in the notice of meeting.
- f. Other business may be discussed by leave of the Chair.
- g. The Secretary shall, at least 21 days prior to the date set for the General Meeting, notify each member of the place, date and time of the meeting, and the nature of the business to be transacted at the meeting.

## 26. Quorum At Meetings Of The Organisation

- a. The quorum at a meeting of the Council is one half of the total number of elected and co-opted members of the Council, or, if one half is not a whole number, the next whole number.

- b. The quorum at an Annual General Meeting is twenty members personally present.
- c. The quorum at a General Meeting or an adjourned Annual General Meeting is five members personally present.

### **27. Person To Chair**

- a. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each Meeting of the Organisation.
- b. If the President and the Vice-President are absent from a Meeting, or decline to chair the meeting, the members present shall appoint an appropriate person to preside as Chairperson at the Meeting.

### **28. Special Resolutions**

- a. A special resolution is a resolution proposed at a General Meeting, of which notice:
  - was given at least 21 days before the meeting; and
  - specified that the resolution was to be proposed as a special resolution
  - and agreed to by at least three quarters of the votes cast in respect of that resolution.
- b. A special resolution is necessary to
  - amend the Statement of Purposes;
  - amend the Rules;
  - rescind a Council decision;
  - change the name of the Organisation;
  - decide to wind up the Organisation, and other matters concerned with the winding up.

### **29. Ordinary Resolutions**

- a. Any other resolution is carried by a simple majority. The person chairing has the same right to vote as the other members, and does not have a casting vote.
- b. If the person chairing a General Meeting declares that a resolution has been carried, that declaration is conclusive evidence of the fact, unless a poll is demanded.

### **30. Adjournment**

- a. The person chairing a General Meeting may adjourn the meeting and determine the place and time at which the meeting is to resume.
- b. The only business which may be discussed at an adjourned General Meeting is the unfinished business at the time of adjournment.

### **31. Proxies**

- a. A member may appoint a proxy, in writing, to represent that member at a General Meeting.
- b. Signed proxies must be received by the Secretary at least 24 hours before the scheduled meeting.
- c. A Councillor, by a signed authority produced to the Secretary, may grant a proxy to another Councillor or to the Meeting Chair.

### **32. Alteration Of The Statement Of Purposes And The Rules**

The Statement of Purposes and Rules of the Organisation may only be amended by a special resolution passed at a General Meeting of the Organisation.

### **33. Notice To Members**

- a. Any notice required by these Rules is sufficient if posted, faxed, emailed or delivered to the last address notified in writing to the Secretary.
- b. Notices, if posted, are deemed to have been received on the second business day after posting.

### **34. Grievance Procedures**

Grievance procedures, as approved by Council, and not inconsistent with the Act, are to be followed prior to initiating any disciplinary process.

### **35. Discipline Of Members**

- a. A member of the Organisation may be expelled, suspended or warned if a majority vote by secret ballot at a Council meeting, resolves that the member has engaged in conduct which is prejudicial to the name of the Organisation.
- b. The Secretary must promptly notify the member in writing of the resolution of Council, and to detail the member's right of appeal to a General Meeting.

- c. A member disciplined by Council has the right to require the Secretary to convene a General Meeting of the Organisation to consider an appeal by that member.
- d. If the member appeals to a General Meeting, the decision of Council does not take effect unless and until it is confirmed by a secret ballot of the members in General Meeting.

### **36. Validation Of Acts Of Council**

If it is afterwards discovered

- a. that there was some defect in the appointment or election of a person as a member of the Council or
  - b. that a person so appointed or elected was ineligible
- all acts done at any meeting of the Council or of a subcommittee or by any person acting as a member of the Council are as valid as if that person had been duly appointed or elected and was eligible to be a member of the Council.

### **37. Indemnity**

Council members, auditors, employees or agents of the Organisation shall be indemnified out of the assets of the Organisation for all liabilities incurred by them in the bona fide execution of their duties under these Rules.

### **38. Liability Of Members And Officers**

- a. In accordance with the Act, a member or Councillor of the Organisation is not liable, merely because that person was a member or Councillor, to contribute towards
  - the payment of the debts and liabilities of the Organisation or
  - the costs, charges and expenses of the winding up of the Organisation.
- b. The liability of the members is limited to any unpaid subscriptions and any other amounts due to the Organisation at the date of the commencement of the winding up.

### **39. Prohibition Of Distribution To Members**

The income and property of the Organisation must be used and applied solely to the promotion of its purposes and the exercise of its powers as set out in these Rules.

No portion of the income or property of the Organisation may be distributed directly or indirectly to or amongst the members of the Organisation.

Nothing in this Rule prevents the payment in good faith to a member-

- a. of interest on money lent to the Organisation, or owing to that member;
- b. of payment for work done by any officer or employee of the Organisation;
- c. or other person for services actually performed for the Organisation;
- d. of
  - out of pocket expenses,
  - money lent,
  - reasonable and proper charges for the hire of goods by the Organisation,
  - reasonable and proper rent for premises let to the Organisation,
- e. or the provision of services to the member, to which that member would be entitled in accordance with the purposes if that person were not a member.

### **40. Disposal Of Assets On Winding Up**

After payment in good faith of remuneration of any officers or servants of the Organisation for services actually rendered, and after satisfaction of all its debts and liabilities, the balance of all assets are to be distributed in accordance with the Act.

### **41. Trading As A Charity**

The Association is authorised to trade in accordance with section 51(4) of the Associations Incorporation Act 1981