

By-Law 1

ADOPTED 5 Aug 2008

**The Order of Australia Association Limited
By-law No 1**

By-law made pursuant to Articles 16 & 21 of the Constitution

Branches of the Association

1 Interpretation

- 1.1 Unless the contrary intention appears, terms used in this By-law have the same meanings given to them in the Memorandum and Articles of Association (Constitution).

2 Establishment and Names of Branches

- 2.1 There shall be a Branch of the Association in each State, in the Australian Capital Territory and in the Northern Territory.
- 2.2 Each Branch shall be known as a Branch of The Order of Australia Association Limited with the name of the State or Territory in respect of which it has been established immediately before the word "Branch".
- 2.3 A Branch has no legal identity in its own right separate from the Association.

3 Governance

- 3.1 The affairs of each Branch shall be governed by the Constitution and By-laws made thereunder, and by any Rules made pursuant to this By-law.

4 Powers Functions and Duties

- 4.1 Each Branch shall within its geographical area further the objects, and shall conform to, the policies of the Association.
- 4.2 Each Branch may submit a request to the National Committee for the establishment, within the geographical area of the Branch, of such Regional Groups as the Branch considers necessary or desirable. The Branch shall supervise and be responsible for the activities of any Regional Groups nominated by it that are approved by the National Committee.
- 4.3 Each Branch shall ensure that its activities and those of any Regional Groups for which it is responsible are consistent with the Constitution, the By-laws and any Rules made pursuant to this By-law.
- 4.4 Each Branch shall supply to the Association such information and reports as it may require from time to time.

5 Membership

- 5.1 The members of each Branch shall be those members of the Association who are recorded as members of that Branch in the Register of Members of the Association maintained by the National Membership Secretary.
- 5.2 A member may identify with a regional group by being recorded as a member of a Regional Group of a Branch in the Register of Members of the Association maintained by the National Membership Secretary.
- 5.3 Every member of a Branch, (but only a member of that Branch), is entitled to participate in the management of a Branch and to hold office in that Branch.

6 General Meetings

- 6.1 General meetings of a Branch shall be held at such times and places as are determined by the Committee of that Branch, provided however that the annual general meeting shall be held within 60 days of the end of each financial year.
- 6.2 The provisions of sub-Articles 9.2 to 9.9 of the Constitution inclusive shall apply to general meetings of a Branch, *mutatis mutandis*.

7 Proceedings at General Meetings

- 7.1 No business shall be transacted at any general meeting of a Branch unless a quorum of members is present at the time when the meeting proceeds to business. Subject to the provisions of this clause, 10 per centum in number of the members of the Branch or such number of members as is determined by the Rules of that Branch (whichever is the less) present in person or by proxy and entitled to vote, shall constitute a quorum.
- 7.2 The Chairman of the Branch shall preside at every general meeting or in the event of his absence, or if there is no Chairman, or if he is not present within 15 minutes of the time appointed for the meeting or declines to act, the members present shall elect one of their number to be chairman of the meeting.
- 7.3 The provisions of sub-Articles 10.3 to 10.12 inclusive shall apply to the proceedings at general meetings of a Branch, *mutatis mutandis*.

8 The Branch Committee

- 8.1 The affairs of each Branch shall be managed by a Committee of each Branch to be known as the Branch Committee.
- 8.2 The Branch Committee shall consist of;
 - 8.2.1 the Branch Chairman,
 - 8.2.2 the Branch Secretary;
 - 8.2.3 the Branch Treasurer; and
 - 8.2.4 such other Branch officers and other members of the Branch Committee as are specified in Branch Rules provided however that no Branch Committee may be comprised of less than six members unless the National Committee otherwise approves.
- 8.3 Notwithstanding the above, if a Branch so desires, the offices of Branch Secretary and Branch Treasurer may be occupied by one and the same person.

9 Proceedings of the Branch Committee

- 9.1 Each Branch Committee shall meet at such times and places as may be determined from time to time by it, and in the absence of any such determination at such times and places as the Branch Secretary, on the instructions of the Branch Chairman shall notify to members thereof. In addition,

the Rules of a Branch may make provision for a number of members of the Committee of that Branch, which number shall not be less than 2, to requisition a meeting; the time and place of such meeting shall be determined by the Branch Chairman, provided that such requisitioned meeting shall be arranged to take place not later than 28 days after the receipt by the Branch Secretary of the requisition.

- 9.2 The provisions of sub-Articles 14.2 to 14.10 of the Constitution inclusive shall apply to proceedings at meetings of a Branch Committee, *mutatis mutandis*.

10 Accounts of Branches

- 10.1 Sub-Article 18.1 of the Constitution shall apply to each Branch, *mutatis mutandis*.
- 10.2 The National Treasurer shall arrange for the Association's Auditor to also audit the accounts of each Branch.
- 10.3 Each Branch Committee shall manage the financial affairs of that Branch having regard in particular to sub-Articles 16.6, 16.7 and 16.8 of the Constitution. A Branch Committee may however prescribe for a special payment to be made by those members participating in a particular Branch function. It may also raise a voluntary payment from its members to support a particular Branch project or projects, provided that such project or projects have been submitted to and approved by the National Committee.
- 10.4 The financial year of each Branch shall be the same as the financial year of the Association prescribed by or determined pursuant to sub-Article 1.4(iv).
- 10.5 Each Branch Treasurer shall transmit to the National Treasurer:
- 10.5.1 within 30 days after the end of each financial year, a copy of the accounts of that Branch made out in the form prescribed by the National Treasurer; and
- 10.5.2 within 7 days after holding the annual general meeting of that Branch, a copy of the documents specified in sub-Article 18.2 together with a report on any comments made on those documents by members at that meeting.
- 10.6 A Branch must fund its activities, including that of any Regional Group from its own resources. No Branch may obtain any borrowing or other financial accommodation in the name of, or on behalf, of the Association.

11 Branch Rules

- 11.1 Each Branch Committee may from time to time propose the making of Rules, not inconsistent with the Constitution and By-laws, which in its opinion are necessary or desirable for the proper conduct, administration or management of matters and which are, as determined by the Constitution and this and other relevant By-laws, matters within the purview of that Branch, and may seek to amend and repeal from time to time such Rules. The Branch must, as soon as practicable, submit any Rule (or amendment to a Rule) to the National Secretary.
- 11.2 A Rule made pursuant to clause 11.1 of this By-law is of no force or effect unless and until it has been approved by the National Committee. Once approved by the National Committee, the Rule has the same effect as a by-law, but is only binding on members of the Branch to which the Rule relates.
- 11.3 In addition to the matters specifically mentioned in this By-law matters governed by the Rules of a Branch may include, but are not restricted to:
- 11.3.1 the number and title of office bearers and the number of ordinary committeemen on the Branch Committee, matters governing their election or appointment, and their term of office;
- 11.3.2 proceedings at Branch Committee meetings;
- 11.3.3 the manner in which that Branch exercises its rights under Article 11 of the Constitution; and
- 11.3.4 the establishment, management and operation of sub-committees of a Branch Committee.
- 11.4 Any Branch Rule made for the Committee of a Branch may be amended or repealed by:
- 11.4.1 the members of that Branch in general meeting, subject to the amendment or repeal being approved by the National Committee; or
- 11.4.2 the National Committee.