

By-Law 3

ADOPTED 5 Aug 2008

The Order of Australia Association Limited

By-law No 3

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

Regional Groups

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).
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2 Purpose of Regional Groups

- 2.1 Regional Groups (Groups) are a subset of Branches of the Association and all activities of every Group are part of the activities of the overarching Branch.
- 2.1.1 A Regional Group is the responsibility of the Branch to which members of the Regional Group belong (Responsible Branch).
- 2.2 The purpose of a Regional Group is to provide support for that Responsible Branch in regional areas by:
- 2.2.1 promoting opportunities for strengthening fellowship and building relationships among members of the Association in regional areas; and
- 2.2.2 promoting the objectives of the Association within regional areas.
- 2.3 A Regional Group has no separate legal identity to the Association and forms part of its Responsible Branch.
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3 Establishment of Regional Groups

3.1 National Committee to establish Regional Groups

- 3.1.1 A Regional Group may only be established with the approval of the National Committee. Such request for request will be managed expeditiously by the National Committee.

3.2 Request by Branch to establish Regional Group

- 3.2.1 The Committee of a Branch may submit a request to the National Committee for the establishment of a Regional Group for which that Branch will be responsible.
- 3.2.2 A proposed regional group has no status until it has been approved for establishment by the National Committee.

3.2.3 Each Branch with a Regional Group or Groups will need to appoint a Regional Groups Coordinator responsible for coordinating the activities of the Regional Group(s) and liaising with each Group on behalf of the Responsible Branch Committee. The Coordinator has no formal status on the Branch Committee by virtue of appointment under this By-law as the Branch Committee is collectively responsible for the activities of the Regional Groups. The Responsible Branch Committee may request the Coordinator to attend Branch Committee meetings to report on the activities of the Branch's regional groups.

3.3 Criteria for establishment of Regional Group

3.3.1 Before submitting a request under this By-law, the Committee of the Branch must be satisfied that:

3.3.1.1 there is a member of the Association who has agreed to act as the convenor of the proposed Regional Group and who will oversee the internal administration of the proposed Regional Group;

3.3.1.2 the proposed Regional Group will have at least two other members who are members of the Association, or such other number of members necessary to ensure the proper administration and viability of the proposed Regional Group;

3.3.1.3 the geographic boundaries of the proposed Regional Group are clearly defined and fall within the State or Territory of the Branch.

3.3.1.4 the Branch has the capacity to supervise and assume responsibility for all activities of the Regional Group.

3.4 National Committee's discretion

3.4.1 The National Committee may approve or decline a request for the establishment of a Regional Group at its discretion.

3.4.2 The National Committee may approve the formation of a regional group which is outside the Australian geographic area and is not part of a Branch. Such a Regional Group will be administered by the National Office of the OAA in the same manner as if that Regional Group were part of a Branch.

3.4.3 When establishing a Regional Group outside the Australian geographic area, the National Committee shall define the criteria for establishing that Regional Group for each group at the time of establishment.

3.5 Grandfathering of existing Regional Groups

3.5.1 This By-law No 3 does not operate to render Regional Groups established prior to the adoption of this By-Law invalid or improperly constituted. However, all Regional Groups must comply with this By-law at all times.

4 Powers, Functions and Activities of Regional Groups

4.1 Activities of Regional Groups will be authorised by Responsible Branch.

4.2 A Regional Group may conduct such functions and activities in support of the Responsible Branch, and the Association as a whole, as are:

4.2.1 authorised by the Committee of the Responsible Branch; and

4.2.2 within the power of the Responsible Branch to authorise.

4.2.3 Such activities can be authorised as a program of intended activity, or more specifically, by individual activity. Further, standing approval can be provided for the conduct of ongoing functions with no specific date, e.g. a program of ongoing community engagement, provided that continuing Branch oversight of such functions exists, and that the Responsible Branch Committee can withdraw such approval in its discretion.

4.3 Compliance with Constitution and By-Laws

4.3.1 The conduct and administration of all Association functions and activities by Regional Groups must be in accordance with the Association's Constitution and the By-laws of the Association.

4.4 Regional Groups are subject to specified limitations and may not:

4.4.1 act in any way that is contrary to, or not authorised by, the Association's Constitution and the By-laws of the Association;

4.4.2 formulate or issue its own constitution, rules or by-laws;

4.4.3 appoint Patrons;

4.4.4 purport to bind the Association in any way, including (without limitation) by incurring any financial obligations or by obtaining funds by loan or any other form of financial accommodation.

5 Administration and governance of Regional Groups

5.1 Members

5.1.1 Members of Regional Groups are those members of the Responsible Branch who have chosen to be also identified as being associated with that Regional Group.

5.1.2 Any member who wishes to be identified with a regional group will be recorded as a member of that Regional Group of that Branch in the Register of Members of the Association maintained by the National Membership Secretary.

5.1.3 The Secretary of the Responsible Branch will provide to the National Membership Secretary the names of those Branch Members who wish to identify with a particular Regional Group.

5.1.4 As provided in By-Law 4, the National Membership Secretary will provide, on a regular basis, details of Branch Membership to Branch Secretaries. This information will include

details of Regional Group affiliation as provided previously by the Responsible Branch Secretary.

- 5.1.5 The Convenor of a Regional Group will ensure that the details of Regional Group membership as advised by the Branch Secretary for his Group are correct, and will advise the Branch Secretary of the Responsible Branch of any amendments to be made.

5.2 Procedures and internal administration of Regional Groups

- 5.2.1 Members of a Regional Group may conduct meetings and keep records as they consider necessary for the activities of the Regional Group.
- 5.2.2 A Regional Group is not required to establish committees, appoint office-bearers or hold formal meetings.
- 5.2.3 A Regional Group may establish committees to effect the administration of the Group, but must seek the approval of the Responsible branch for the establishment of those committees. Such Committees will become sub-Committees of the Responsible Branch.

5.3 Responsible Branch to be informed

- 5.3.1 The Convenor of a Regional Group must advise the Branch Secretary of the Responsible Branch of all activities that the Regional Group has undertaken or intends to undertake, in a manner determined by the Committee of the Responsible Branch.
- 5.3.2 A report of the Regional Group's activities must be provided to the Branch Secretary of the Responsible Branch no less than every six months and at least twice in a reporting year. Such reports are to be received by the Responsible branch Secretary no later than two months after the last activity being reported on

5.4 Communication with Members and the Community

- 5.4.1 A Regional Group may communicate with its own members and may produce its own newsletters or other communications concerning its activities for distribution to members of the Regional Group, provided that the Regional Group meets the cost of production and circulation and ensures that the contents of any newsletters reflect the objects of the Association and will not cause offence or lead to litigation.
- 5.4.2 Communication with the Community is the responsibility of the Responsible Branch. Approval may be granted by the Committee of the Responsible Branch to a Regional Group to engage local Communities.

6 Financial Administration

6.1 Regional Groups Funding

- 6.1.1 Under Article 16.7 of the Constitution, Branches may not impose any financial subscription or levy on their members. As a sub-set of a Branch, a Regional Group also may not impose any financial subscription or levy on its members. Any activity conducted by Regional Groups must be funded by members of the Regional Group who participate in that activity on a user-pays basis.

- 6.1.2 All funds held by a Regional Group are part of the funds of the Responsible Branch, and will be accounted for by that Branch in the same manner as all other Association funds held by that Branch.
- 6.1.3 Any project conducted by a Regional Group involving the raising of funds for disbursement to other than members must have the approval of the Responsible Branch and must be managed as if that project were conducted by the Branch in accordance with the provisions of By-law 1.
- 6.1.4 Social and similar activities may be conducted on the basis of members attending meeting all costs associated with that funding, and recorded on the basis of a simple record of costs and members' funds received.

6.2 Reimbursement

- 6.2.1 While all functions and activities conducted by Regional Groups are to be self-funding, a Responsible Branch may, at its discretion, reimburse minor administrative expenses incurred by the Regional Group, such as postage.
- 6.2.2 The policy relating to the expenses of visits to Regional Groups by members of the Committee of a Responsible Branch is to be determined by the Committee of the Responsible Branch.

6.3 Banking arrangements

- 6.3.1 A Regional Group may, subject to the approval of the Committee of the Responsible Branch, manage its finances through either:
 - 6.3.1.1 the existing bank or financial institution account held in the name of the Responsible Branch (**Branch Account**); or
 - 6.3.1.2 an account that has been opened for the purposes of the Regional Group with an Australian ADI (as defined under the *Corporations Act 2001* (Cth)) (**Authorised Account**).

6.4 Procedure for operating through Branch Account.

- 6.4.1 If the finances of the Regional Group are to be managed through the use of the Branch Account, the Convenor of the Regional Group (or another designated member of the Regional Group) (**Responsible Person**) must collect all funds received by the Regional Group, keep a record of such funds and pay such funds into the Branch Account as soon as practicable after receipt of those funds. The Responsible Person must keep a record of deposits they make into the Branch Account.
 - 6.4.1.1 When funds are required by the Regional Group to pay for activities of the Regional Group, the Responsible Person must apply to the Branch Treasurer of the Responsible Branch for payment from the Branch Account and provide evidence (in a form that is satisfactory to the Branch Treasurer of the Responsible Branch) of the expense incurred (or expected to be incurred) by the Regional Group.

6.5 Procedure for operating through Authorised Account.

6.5.1 If the finances of the Regional Group are to be managed through the use of an Authorised Account:

6.5.1.1 The Regional Group must seek the approval of the Committee of the Responsible Branch prior to opening the account. The name of the Authorised Account must be in the following form: “The Order of Australia Association Regional Group - [Name of Regional Group]”.

6.5.1.2 There must be at least three signatories to any Authorised Account (**Authorised Persons**), and the signature of at least two of those Authorised Persons must be required to operate the account.

6.5.1.3 The Authorised Persons are responsible for collecting all monies owed to the Regional Group, paying all bills for expenses incurred by the Regional Group and maintaining records of all financial transactions undertaken on behalf of the Regional Group. The Authorised Persons must also ensure that an annual financial statement is submitted to, and at the times and in a form requested by, the Branch Treasurer of the Responsible Branch.

7 Dissolution of Regional Groups

7.1 The National Committee may dissolve a Regional Group:

7.1.1 if it considers such a dissolution to be appropriate; or

7.1.2 on the recommendation of the Responsible Branch.

7.2 Regional Group to inform Branch Committee of decision to dissolve

7.2.1 The Convenor of the Regional Group must notify the Committee of the Responsible Branch of any intention of the Regional Group to dissolve.

7.3 Procedure on dissolution of Regional Groups

7.3.1 Upon dissolution of a Regional Group, outstanding debts must be settled and any surplus funds must be forwarded to the Responsible Branch.