



**BY-LAWS OF
THE ORDER OF AUSTRALIA
ASSOCIATION**

ABN 40 008 612 664

A Company Limited by Guarantee

By-laws made pursuant to Clause 34 of the Constitution

In force as 14 April 2012

BY-LAWS OF THE ORDER OF AUSTRALIA ASSOCIATION

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BY-LAWS OF

THE ORDER OF AUSTRALIA ASSOCIATION

SECTION 1 - GENERAL

1. PURPOSE

- 1.1 These are the By-laws of The Order of Australia Association, A Company Limited by Guarantee, ABN 40 008 612 664, and are established and maintained in accordance with **Clause 34** of The Association's Constitution.
- 1.2 All previous By-laws of The Association are replaced by these By-laws.
- 1.3 These By-laws must be read together with the Constitution of the Association in determining all matters that govern the administration of The Association. Should the Constitution and By-laws appear to be in conflict the Constitution shall take precedence.

2. COMPLIANCE - WORDS AND EXPRESSIONS TO HAVE MEANING

- 2.1 The By-laws of the Order of Australia Association Ltd shall be established and maintained in accordance with the provisions and standards for Rules within Australian Company Registration and Incorporation standards.
- 2.2 Terms used in these By-laws have the same meanings given to them in the Constitution.
- 2.3 A word or expression that is not defined in these By-laws, but is defined in The **Associations Incorporation Act 2001** has, if the context permits, the meaning given by the Act;
- 2.4 Definitions and Interpretation in these By-laws shall have the same meaning as in the Constitution, unless there is something in the subject or context which is inconsistent. In addition, the term **Association** shall have the same meaning as **Company** where used in the Constitution.
- 2.5 The By-laws of The Association apply to all members, directors, employees and committees of The Association.

3. OBJECTS AND PURPOSES

The objects and purposes for which The Association is established are set out in Clause 5 of the Constitution

4. POWERS

- 4.1 In accordance with the Constitution and in accordance with the provision of Australian Corporations Law and Financial Standards, The Association also has powers to:
- (a) carry out all and any of the above Objects and Purposes either alone or in conjunction with other bodies, authorities or persons;
 - (b) purchase, take on lease or in exchange, hire and otherwise acquire lands, buildings, easements or property real and personal, and any rights or privileges which may be requisite for the purposes of being conveniently used in connection with, any of the Objects and Purposes of The Association PROVIDED THAT in the case The Association shall take or hold any property which may be subject to any trusts, it shall only deal with the same in such a manner as is legally valid having regard to such trusts.

- (c) enter into any arrangements with any government or government institution, municipal, local or any other authority, that may seem conducive to enable The Association to carry out its Objects and Purposes or any of them, to seek and obtain from government or government institution or authority any rights, privileges and concessions which The Association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, rights, privileges or concessions.
- (d) appoint, employ, suspend or remove such managerial, secretarial, clerical and other staff as may be necessary or convenient for the purposes of The Association.
- (e) establish and support or aid in the establishment or support of superannuation and insurance schemes calculated to benefit employees or past employees of The Association or their dependants and to grant such pensions and allowances to such persons as may be deemed appropriate from time to time.
- (f) invest or deal with money of The Association not immediately required in such a manner and upon such securities as may from time to time be determined.
- (g) borrow any moneys required by The Association upon such securities as may be determined or without security and to make, accept, and endorse cheques, promissory notes, bills of exchange and other negotiable instruments.
- (h) lend or advance money or give credit to any person or corporation, to guarantee or give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or corporation and to secure in any way the repayment of moneys lent or advanced to the liabilities incurred by any person or corporation.
- (i) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (j) take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of The Association's property of whatsoever kind sold by The Association or any money due to The Association from purchasers and others.
- (k) sell, improve manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of The Association.
- (l) take any gift or property whether subject to any special trust or not, for any one or more of the Objects and Purposes of The association but subject always to the proviso in **sub-Clause (b)** above.
- (m) establish and maintain relations and affiliations with organisations anywhere within the Commonwealth of Australia having similar or the same Objects as The Association.
- (n) print and publish any newspapers, websites, periodicals, books journals, magazines, articles or leaflets that The Association may think desirable for the promotion of its Objects.
- (o) amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of The Association.
- (p) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which The Association is authorised to amalgamate.
- (q) make donations for patriotic or charitable purposes.
- (r) do all such other things as are lawful. incidental or conducive to the attainment of the Objects, Purposes and the exercise of the powers of The Association.

5. CESSATION OF MEMBERSHIP

- 5.1** The members of the Association will maintain the highest levels of integrity, ethical behaviour, tolerance and compassion at all times.
- 5.2** The Board and Branches shall ensure that all members are properly advised of The Association's Constitution, By-laws, Mission, Objects and Code of Conduct by which all members agree to be bound under these By-laws.
- 5.3** Clause 8 in the Constitution defines when membership ceases as a natural consequence of events.
- 5.4** A member may, by a unanimous decision of the Board, be expelled from membership of the Association for conduct on the part of that member that is contrary to the interests of the Association, or which harms the standing of the Association in the eyes of the public.
- 5.5 Appeals Against Rejection or Termination of Membership**
- (a) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary of The Association written notice of their intention to appeal against the decision.
- (b) A notice of intention to appeal must be given to the Secretary of The Association within 30 days after the person receives written notice of the decision.
- (c) If the Secretary receives a notice of intention to appeal, the Secretary must, within three months after the day of receipt, call an Extraordinary Meeting of the Board to decide the appeal.
- (d) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (e) The Board may delegate the powers to hear such matters and make recommendations.
- (f) An appeal must be decided by a vote of the Board members present at the extraordinary meeting.
- (g) If a person whose application has been rejected does not appeal against the decision within 30 days after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund that proportion of their annual or life membership subscription remaining. Refunds against a Life Membership shall assume a Life Membership period to be 20 years.

6 FUNDS AND ACCOUNTS

- 6.1** The funds of The Association must be kept in an account in the name of The Association in a financial institution approved by the Board.
- 6.2** The signatories or authorities (in the case of electronic banking) of the Association's annual accounts and report and other formal document shall be authorised by the Board from time to time. Signatures, authorities and financial delegations and authorization standards are provided in **By-law 6.7**.
- 6.3** The accounts of the Association shall be recorded on an Australian Standard, auditor-approved electronic accounting system. The Board may also establish Auditor-approved electronic banking processes for the Association.
- 6.4** Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of The Association, electronic accounting records shall comply with obligatory reporting standards, legislation and Australian Accounting Standards.

- 6.5** All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 6.6** Electronic banking may be used for Association financial transactions, only when approved by the Board for Board, Branch or Regional Group financial transactions and only through a method endorsed in writing to the Board by the Association's auditor.
- 6.7** All financial signatories, financial delegations and electronic authorizations for financial transactions of the Association (for National and Branch finances respectively) are vested in any two of the following:
- (a)** the National Chairman or Branch Chairman;
 - (b)** the National Secretary or Branch Secretary;
 - (c)** the National Treasurer or Branch Treasurer; or
 - (d)** another member authorised by the Board or Branch Committee for that purpose.
- 6.8** Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "Not Negotiable".
- 6.9** Credit card procurements are permissible subject to the following conditions:
- (a)** A credit card shall only be issued on the authorisation of the Board and will be issued only to a Director or the Executive Officer.
 - (b)** The expenditure limit on any card for any one purchase shall not exceed \$2000 AUD unless a greater amount is authorised by the Board up to but not exceeding \$3000 AUD.
 - (c)** An amount equivalent to the combined limits (set out in **Section 6.9 (b)** above) shall be held in reserve by the Board as security against the credit card limit amount;
- 6.10** Cash Transactions are to be minimised wherever practicable. However, where a petty cash account is deemed necessary by the Board or a Branch committee, it may be kept but only on the imprest system, and the Board must decide the amount of petty cash to be kept in the account;
- 6.11** All expenditure at Board or Branch or Regional Group level must be approved or ratified at a Board or Branch or Regional Group meeting as the case may be – including the expenditures of regional groups in the context of annual approvals against an expected budget.
- 6.12** The National Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
- (a)** the income and expenditure for the financial year just ended;
 - (b)** The Association assets and liabilities at the close of the year;
 - (c)** the mortgages, charges and securities affecting the property of The Association at the close of the year;
- 6.13** The National Treasurer must, as soon as practicable after the end of each financial year (or quarterly as the Board determines), ensure that the Business Activity Statement for The Association is prepared and submitted by the due date to the Australian Taxation Office;
- 6.14** The Association Auditor must examine the statements prepared under **By-law 6.13** and present a report about it to the National Secretary before the next Annual General Meeting following the financial year for which the audit was made; and
- 6.15** The income and property of The Association must be used solely in promoting The Association's objects and exercising The Association's powers.

7. DOCUMENTS AND RECORDS

- 7.1 The Board must ensure the safe custody and security of electronic records registers, books, documents, instruments of title and securities of The Association.
- 7.2 The Board must ensure compliance with the Privacy Act 1988 in the management and security of member databases, forms or other media which may contain personal information about members or in any other matters relevant to the operations of the Association requiring such compliance.

8. ALTERATION OF THESE BY-LAWS

- 8.1 Subject to the Constitution, the Board may make, alter or rescind at any time By-laws which are necessary or expedient for giving effect to the Constitution.

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SECTION 2 – BRANCHES AND REGIONAL GROUPS

20. BRANCHES OF THE ASSOCIATION

20.1 Establishment and Names of Branches

- (a) There shall be a Branch of the Association in each State, in the Australian Capital Territory and in the Northern Territory.
- (b) Each Branch shall be known as a Branch of The Order of Australia Association with the name of the State or Territory in respect of which it has been established immediately before the word "Branch".
- (c) A Branch has no legal identity in its own right separate from the Association.
- (d) Overseas Regional Groups of the Association may be established by the Board from time to time.

20.2 Branch Governance

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

20.3 Branch Powers, Functions & Duties

- (a) Each Branch shall within its geographical area further the objects, and shall conform to, the policies of the Association.
- (b) Each Branch may submit a request to the Board for the establishment, within the geographical area of the Branch, of such Regional Groups as the Branch considers necessary or desirable. The Branch **Committee (Tas)** shall supervise and be responsible for the activities of any Regional Groups nominated by it that are approved by the Board.
- (c) 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 Branch Rules made pursuant to this By-law.
- (d) Each Branch shall supply to the Association such information and reports as it may require from time to time.

20.4 Branch Membership

- (a) **Members and Life Members.** The categories, obligations and privileges of members of the Association are defined at Clause 6 of the Constitution.
- (b) The members of each Branch shall be those members of the Association who are recorded as financial members of that Branch in the Register of Members of the Association maintained by the National Membership Secretary.
- (c) 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.
- (d) 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.
- (e) **Affiliate Members.** A Branch may admit to the status of an Affiliate of the Branch:
 - (i) A person who has received and currently holds an award, whether substantive or honorary, in the Australian Honours System as listed in the website itsanhonour.gov.au .

- (ii) Widow or widower or person who was the domestic partner of a Qualified Applicant or Affiliate.
- (iii) An Affiliate is not a Member of the Association and is not entitled to the rights or liable to the duties of a member of the Association.
- (iv) The rights, privilege and obligation which a person has by reason of being an Affiliate of the Association is not capable of being transferred or transmitted to another person, and shall terminate on cessation of the Affiliation.
- (v) The Branch maintains the right to reject or defer applications for affiliate membership of the Branch where the suitability of the applicant is in question such as cases of criminal prosecution in progress or pending, the applicant has been convicted of an indictable offence, the application or applicant does not comply with any of the provisions of the Constitution and/or By-laws or where the applicant conducts himself or herself in a way that is contrary to the interests of the Association, or which harms the standing of the Association in the eyes of the public.
- (vi) A person ceases to be an Affiliate of the Association if the person:
 - (i) dies, or
 - (ii) resigns membership by notice in writing to the Branch Secretary; or
 - (iii) is expelled by the Branch or Association.

20.5 Branch General Meetings

- (a) 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 an annual general meeting shall be held within 60 days of the end of each financial year.
- (b) The provisions of Clause 12 of the Constitution, that relate to general meetings of members, shall apply to general meetings of members for a Branch, *mutatis mutandis*.

20.6 Proceedings at General Meetings

- (a) 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 By-law, the number of financial members of the Branch present equal to the number of members presently on the Branch Committee plus one, each duly entitled to vote, shall constitute a quorum.
- (b) 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.

20.7 The Branch Committee

- (a) The affairs of each Branch shall be managed by a Committee of each Branch to be known as the Branch Committee.
- (b) The Branch Committee shall consist of;
 - (i) the Branch Chairman,
 - (ii) the Branch Secretary;
 - (iii) the Branch Treasurer;
 - (iv) the Immediate past Chairman; and
 - (v) 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 Board otherwise approves.
- (c) 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.

- (d) Branch Committees must ensure that the offices of Branch Secretary and Branch Treasurer are filled at all times.
- (e) The person who is the Immediate Past Chairman is a member of the Committee by virtue of that office for one year only after ceasing to be Branch Chairman.
- (f) Elections to appointments on the Branch Committee shall be held annually, at the time and place of the Branch Annual General Meeting.
- (g) Casual vacancies:
 - (i) The Branch Committee may appoint a member of the branch to fill a casual vacancy on the Committee caused by the resignation or death of an elected member.
 - (ii) A person appointed to fill a casual vacancy hold office until the conclusion of the next Branch Annual General Meeting,
- (h) **Co-Option of Committee Members.** The committee may co-opt one or more Branch members to be members of the committee for the purpose of particular matters. A co-opted member may be invited to take part in all proceedings of the committee but may only vote on the matter or matters for which the member was co-opted.

20.8 Tenure

- (a) Limitation on consecutive elections as a Branch Committee Member:
 - (i) A person may not be re-elected as a Committee member for a total period exceeding five (5) years.
 - (ii) Subject to By-law 20.8(a)(i) a person may not be re-elected as Branch Chairman for more than two (2) consecutive years i.e. a contiguous maximum total of three (3) years.
 - (iii) This By-law shall only apply to elections held after the 1 January 2012 unless these provisions were already in place under previous tenure limitations.
- (b) Under extenuating circumstances, and with Executive-Sub-Committee approval, tenure limits may be extended for a specified finite period.

20.9 Proceedings of the Branch Committee

- (a) 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. A quorum for a Branch committee meeting is 50% of the number of members referred to in By-law 20.7(b).
- (b) In the case of an equality of votes at a meeting of the Committee, the Chairman has a casting vote in addition to a deliberative vote.

20.10 Electing Directors Representing a Branch.

Except where Branch Rules otherwise provide, a Director who is to represent a Branch shall be elected by the Branch as follows:

- (a) any two financial members of an Association Branch may nominate to their Branch Committee another member of that Branch (the candidate) to serve as a Director on the Board of the Association;

(b) the nomination must be in writing and signed by the candidate and the members who nominated him or her; and

- (i) shall be given to the Branch Secretary at least 14 days before the Branch Annual General Meeting at which the election is to be held;
- (i) shall be included in a list of the candidates' names in alphabetical order, along with the names of the members who nominated each candidate, and
- (ii) must be circulated to the Branch members not later than seven (7) days preceding the Branch Annual General Meeting.

(c) each member present at the Annual General Meeting may vote for any number of candidates, but not more than the number of vacancies.

20.11 Accounts of Branches

- (a) Clause 23 of the Constitution shall apply to each Branch, *mutatis mutandis*.
- (b) The National Treasurer shall arrange for the Association's Auditor to include the accounts of each Branch in the audit.
- (c) Each Branch Committee shall manage the financial affairs of that Branch having regard in particular to **Clause 23.(g)** of the Constitution, shall not impose any financial subscription or levy upon its members and shall not incur any financial liability in excess of funds in hand unless authorised by the Board to do so.
- (d) 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 Board.
- (e) A Branch Committee may however prescribe for a special payment to recover any costs associated with recognising and/or providing support to Affiliate Members of that Branch.
- (f) The financial year of each Branch shall be the same as the financial year of the Association as prescribed by law.
- (g) Each Branch Treasurer shall transmit to the National Treasurer in the prescribed time frames below, the following:
 - (i) Within fourteen (14) 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
 - (ii) Within fourteen (14) days after holding the annual general meeting of that Branch, a copy of the documents specified by the Association Auditor together with a report on any comments made on those documents by members at that meeting.
- (h) 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.

20.12 Branch Rules

- (a) Each Branch Committee may from time to time propose the making of Rules, not inconsistent with the Constitution and the By-laws of the Association, 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 Branch Rule (or repeal of or amendment to a Rule) to the National Secretary for subsequent endorsement by the Executive Sub-Committee.

- (b) A Branch Rule made pursuant to By-law 20.12 (a) of these By-laws is of no force or effect unless and until it has been approved by the Executive Sub-Committee of the Association. Once approved by the Executive Sub-Committee, the Branch Rule has the same effect as an Association By-law, but is only binding on members of the Branch to which the Branch Rule relates.
- (c) In addition to the matters specifically mentioned in these By-laws, matters governed by the Rules of a Branch may include, but are not restricted to:
 - (i) 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;
 - (ii) proceedings at Branch Committee meetings;
 - (iii) the manner in which that Branch exercises its rights under Clause 23 of the Constitution; and
 - (iv) the establishment, management and operation of sub-committees of a Branch Committee.

21. Branch Patron

- (a) A Branch may appoint an eminent person to be the patron of a Branch.
- (b) It is appropriate for the duration and purpose of the appointment to be specified in any invitation to a potential patron.
- (c) Appointments, and changes to appointments, are to be advised to the National Secretary for noting by the Board.

22. (Left vacant)

23. (Left vacant)

24. (Left vacant)

25. (Left vacant)

26. REGIONAL GROUPS OF A BRANCH

26.1 Purpose of Regional Groups

- (a) 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.
- (b) A Regional Group is the responsibility of the Branch to which members of the Regional Group belong (Responsible Branch).
- (c) The purpose of a Regional Group is to provide support for that Responsible Branch in regional areas by:
 - (i) promoting opportunities for strengthening fellowship and building relationships among members of the Association in regional areas; and
 - (ii) promoting the objectives of the Association within regional areas.

26.2 Establishment of Regional Groups

- (a) A Regional Group may only be established with the approval of the Board.
 - (i) A request from a Branch to establish a regional group will be managed expeditiously by the Board.

- (ii) A Regional Group has no separate legal identity to the Association and forms part of its Responsible Branch.

(b) Overseas Regional Groups of the Association as established by the Board from time to time are under the oversight of the National Secretary and form part of the National Office.

26.3 Request by Branch to establish Regional Group

- (a) The Committee of a Branch may submit a request to the Board for the establishment of a Regional Group for which that Branch will be responsible.
- (b) A proposed regional group has no status until it has been approved for establishment by the Board.
- (c) 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.
- (d) 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.

26.4 Criteria for establishment of Regional Group

- (a) Before submitting a request under this Rule, the Committee of the Branch must be satisfied that:
 - (i) 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;
 - (ii) 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;
 - (iii) the geographic boundaries of the proposed Regional Group are clearly defined and fall within the State or Territory of the Branch;
 - (iv) the Branch has the capacity to supervise and assume responsibility for all activities of the Regional Group.

26.5 Board Discretion

- (a) The Board may approve or decline a request for the establishment of a Regional Group at its discretion.
- (b) The Board 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 in the same manner as if that Regional Group were part of a Branch.
- (c) When establishing a Regional Group outside the Australian geographic area, the Board shall define the criteria for establishing that Regional Group for each group at the time of establishment.

26.6 Previously Existing Regional Groups

By-law 26.5 does not operate to render Regional Groups established prior to the adoption of these By-laws invalid or improperly constituted. However, all Regional Groups must comply with these By-laws at all times.

26.7 Powers, Functions and Activities of Regional Groups

- (a)** Regional Groups are required to inform the Responsible Branch of proposed activities and to seek the approval of that Branch before the commencement of that activity.
- (b)** A Regional Group may conduct such functions and activities in support of the Responsible Branch, and the Association as a whole, as are:
 - (i)** Approved by the Committee of the Responsible Branch; and
 - (ii)** within the power of the Responsible Branch to authorise.
- (c)** Such activities can be approved 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.

26.8 Compliance with Constitution, By-laws and Branch Rules

- (a)** The conduct and administration of all Association functions and activities by Regional Groups must be in accordance with the Association's Constitution, By-laws and the Branch Rules.
- (b)** Regional Groups are subject to specified limitations and may not:
 - (i)** act in any way that is contrary to, or not authorised by, the Association's Constitution and the By-laws of the Association;
 - (ii)** formulate or issue its own constitution, rules or by-laws;
 - (iii)** appoint Patrons;
 - (iv)** 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.

26.9 Administration and Governance of Regional Groups

- (a)** 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.
- (b)** 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.
- (c)** 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.
- (d)** As provided in By-law 31.1, 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.
- (e)** 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.

26.10 Procedures and internal administration of Regional Groups

- (a)** Members of a Regional Group may conduct meetings and keep records as they consider necessary for the activities of the Regional Group.
- (b)** A Regional Group is not required to establish committees, appoint office-bearers or hold formal meetings but should keep a written record of all decisions made, particularly decisions related to finance.

- (c) 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.

26.11 Responsible Branch to be informed

- (a) 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.
- (b) 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 twenty-eight (28) days after the last activity being reported on.

26.12 Communication with Members and the Community

- (a) 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. A copy of any such communications shall be provided to the Branch Secretary concurrently with its availability to the members of the Regional Group.
- (b) 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.

26.13 Financial Administration of Regional Groups

- (a) **Funding** – Notwithstanding the provision of Clause 23 (g) of the Constitution and By-law 20.11 (d) a Regional Group may, with the prior approval of the Branch Committee, seek to recover from its members costs associated with communications with those members. This may not exceed \$20 per member in any one financial year and shall be recorded in the financial records of the Regional Group.
- (b) 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.
- (c) 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 conjunction with, and in the same manner as, all other Association funds held by that Branch.
- (d) 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 20.11.
- (e) Social and similar activities may be conducted on the basis of attending members meeting all costs associated with that funding, and recorded on the basis of a simple record of costs and members' funds received.

26.13.1 Reimbursement of Regional Groups

- (a) 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.
- (b) 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 that Branch Committee.

26.13.2 Banking Arrangements Regional Groups

A Regional Group may, subject to the approval of the Committee of the Responsible Branch, manage its finances through either:

- (a) the existing bank or financial institution account held in the name of the Responsible Branch (**Branch Account**); or
- (b) an account that has been opened for the purposes of the Regional Group with an Australian ADI (as defined under the *Corporations Act 2001*) (**Authorised Account**).

26.13.3 Procedure for operating through Branch Account

- (a) 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.
- (b) 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.

26.13.4 Procedure for operating through Authorised Account.

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

- (a) 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]".
- (b) 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.
- (c) 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. This will normally be a statement valid as at 31 September

26.14 Dissolution of Regional Groups

- (a) The Board may dissolve a Regional Group:
 - (i) if it considers such a dissolution to be appropriate; or
 - (ii) on the recommendation of the Responsible Branch.
- (b) The Convenor of the Regional Group must notify the Committee of the Responsible Branch of any intention of the Regional Group to dissolve.
- (c) **Procedure on dissolution of Regional Groups** - Upon dissolution of a Regional Group, outstanding debts must be settled and any surplus funds must be forwarded to the Responsible Branch.

27 (Left vacant)

28. (Left vacant)

29. (Left vacant)

SECTION 3 OTHER PROVISIONS

30. MEMBERSHIP SECRETARY AND MERCHANDISE OFFICER

30.1 Purpose

To establish the positions of Membership Secretary, Merchandise Officer and such other office bearers as the Board may determine and to specify the responsibilities of volunteer members of the Association elected or appointed to these positions.

31. Membership Secretary

- (a) The Membership Secretary is a Director of the Order of Australia Association Limited and acts as a volunteer officer of the Company.
- (b) The responsibilities of the Membership Secretary are to:
 - (i) maintain the membership data base and to update its contents at least weekly.
 - (ii) liaise with any data input agency contracted by the Association to ensure changes to the membership data base are free from error and are inserted in a timely manner;
 - (iii) receive Life Membership Subscriptions and Annual Membership Renewals, account for these and pay them into the Association's account;
 - (iv) forward State and Territory Branch membership lists to Branches at least at quarterly intervals, or as they may require. Such lists will be in a format that allows for subsidiary reports to be produced, for example, sorted into Regional Group lists;
 - (v) liaise with the National Treasurer as required about payments into the Association's accounts;
 - (vi) prepare a Membership Report for consideration at each meeting of the Board of the Association;
 - (vii) liaise as necessary with the members of the Executive Sub Committee about membership Matters;
 - (viii) organize and dispatch annual membership renewal reminders;
 - (ix) Any other membership matters.

31.1 Register of Members

- (a) The Membership Secretary in consultation with Branch Committees shall keep an up-to-date Register of Members; this Register shall be in a database format approved by the Board.
- (b) The Register of Members will be managed in full compliance with the Privacy Act 1988.
- (c) The Register of Members shall include the following particulars for each member:
 - (i) full name and residential address;
 - (ii) date of admission;
 - (iii) date of death or resignation;

- (iv) details about any termination or reinstatement of membership;
 - (v) membership category;
 - (vi) changes to membership category over time;
 - (vii) contact details including email address where available; and
 - (viii) any other particulars decided by the Board.
- (d) The Register of Members must be available for inspection at all reasonable times by an Association member (in so far as it relates to that member) or by an officer or authorised delegate of the Board;
- (e) However, before the member may inspect the Register of Members, the member must make an appointment, for a mutually convenient time, with the Branch Secretary;
- (f) The Membership Registrar shall submit to each Board meeting a summary report on membership and adjustments to Association Membership Registrar.

32. Merchandise Officer

- (a) The Merchandise Officer is a volunteer member of the Association but is not a Director of the Order of Australia Association Limited.
- (b) The responsibilities of the Merchandise Officer are to:
- (i) order replacement supplies of pens, ties, scarves, decals and any other Order of Australia Association merchandise to cost limits authorised by the National Treasurer;
 - (ii) order new Association merchandise approved by the Board or Executive Sub Committee;
 - (ii) hold and account for all bulk stocks of all Association merchandise held by him;
 - (iv) liaise with the National Secretary, who holds bulk Association merchandise stocks, for resupply as required;
 - (v) advise the National Treasurer about selling prices for Association merchandise and about purchase prices and quantities to acquire;
 - (vi) receive Association merchandise purchase requests from Branches, and supply requested stocks, together with appropriate tax invoices, claiming petty expenses involved from the National Treasurer.;
 - (vii) provide the National Treasurer with an accounting of all stock held by him at the end of each financial year;
 - (viii) any other Association merchandise matters.

33 (Left vacant)

34 (Left vacant)

35 (Left vacant)