



**THE ORDER OF AUSTRALIA ASSOCIATION
MODEL BRANCH RULES
(as adopted by NSW, QLD, WA, SA, ACT and NT Branches)**

Version Nov 2017

Also adopted by SA Sep 2011

Also included Victoria and Tasmania Branch Rules – Version Feb 2009

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Amended 4 November 2017 (Rule 12.2 and 21.2)

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THE ORDER OF AUSTRALIA ASSOCIATION MODEL BRANCH RULES

1. Purpose of the Rules

- 1.1 These Rules are the rules of the ...Branch of The Order of Australia Association Limited a Company Limited by Guarantee, ABN 40 008 612 664.
- 1.2 These Rules are made in accordance with paragraph 3 of By-law 1 of The Order of Australia Association Limited.
- 1.3 These Rules must be read together with the Constitution of the Association and associated By-laws to find out all of the matters that govern the working of the Branch.

2. Establishment of the Branch

- 2.1 The Branch is established by paragraph 2 of By-law 1.
- 2.2 In accordance with that paragraph the Branch is known as the ... Branch of The Order of Australia Association Limited.

3. Terms

- 3.1 Unless the contrary intention appears, terms used in these Rules have the same meanings given to them in the Constitution.

4. Governance of the Branch

- 4.1 As provided by sub-paragraph 3.1 of By-law 1, the affairs of the Branch are governed by the Constitution of the Association and associated By-laws made under the Constitution and these Rules.

5. Powers, functions and duties of the Branch

- 5.1 The powers, functions and duties of the Branch are to:
 - 5.1.1 within its geographical area, further the objects and conform to the policies of the Association;
 - 5.1.2 ensure that its activities are consistent with the Constitution of the Association, the By-laws and any rules made pursuant to the By-laws;
 - 5.1.3 supply to the Association such information and reports as the Association may require from time to time.

6. Membership of the Branch

- 6.1 The Branch members are those members of the Association who are recorded as Branch Members in the Register of Members of the Association maintained by the National Membership Secretary of the Association.

6.2 The Secretary of the Branch must keep a register of the Branch members in accordance with a list of Branch members provided by the National Membership Secretary of the Association.

6.3 As provided by sub-paragraph 5.2 of By-law 1, each Branch member is entitled to participate in the management of the Branch and to hold office in the Branch.

7. The Branch Committee

7.1 The affairs of the Branch are managed by the Branch Committee. The Committee consists of the following elected Committee members:

7.1.1 Chairman of the Branch

7.1.2 Secretary of the Branch

7.1.3 Treasurer of the Branch

7.1.4 six other members and

7.1.5 Immediate Past Chairman.

7.2 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 Chairman.

7.3 A committee member holds office until the conclusion of the next Annual General meeting following his election.

7.4 A single person may fill both the position of Secretary and Treasurer.

8. Election of the Committee

8.1 The elected members of the Committee are elected at the Annual General Meeting of the Branch.

8.2 Only Branch members are eligible to be members of the Committee.

9. Written nominations for election of Committee members

9.1 A Branch member may be nominated in writing for election to a position on the Committee by any two other Branch members.

9.2 The written nomination, signed by the nominators and the person nominated must be received by the Secretary not less than 25 days prior to the date of the Annual General Meeting.

9.3 If the number of written nominations received does not exceed the number to be elected, the person or persons so nominated must be declared by the chairman of the Annual General Meeting to be elected.

10. Procedure where there are not enough written nominations

10.1 If the number of written nominations received under rule 9 is less than the number to be elected, the chairman of the Annual General Meeting must call for further nominations at the Annual General Meeting for the positions not filled under sub-rule 9.3.

10.2 A person may not be nominated under sub-rule 10.1 unless the person is present at the meeting.

10.3 A nomination made under sub-rule 10.1 is not required to be in writing, but must have the consent of the person nominated and must be made by 2 nominators.

10.4 If the number of nominations received under sub-rule 10.1 does not exceed the number to be elected, the person or persons so nominated must be declared by the chairman of the Annual General Meeting to be elected.

11. Method of election of Committee members

11.1 If the number of written nominations under Rule 9 or of the persons nominated under Rule 10 for a position exceeds the number to be elected to that position, an election must be held at the Annual General Meeting.

11.2 The election of Committee members must be conducted by secret ballot.

11.3 The secret ballot for the election of Committee members is a poll for the purposes of sub-rule 29.6.

11.4 A position on the Committee not filled by election at the Annual General Meeting may be filled by the Committee as a casual vacancy in accordance with rule 13.

12. Limitation on consecutive elections as Committee member

12.1 A person may not be re-elected as a Committee member for more than 5 consecutive years.

12.2 Subject to Branch Sub-Rule 12.1, a person may not be re-elected as Chairman for more than four (4) consecutive years (i.e. a contiguous maximum total of five years).

12.3 This Rule applies only to elections held after the date on which these Rules are approved by the National Committee.

13. Casual vacancies

13.1 The Committee may appoint a Branch member to fill a casual vacancy on the Committee caused by the resignation or death of an elected member.

13.2 A person appointed to fill a casual vacancy holds office until the conclusion of the next Annual General Meeting.

14. Co-option of Committee Members

14.1 The Committee may co-opt one or more Branch members to be members of the Committee for the purpose of particular matters.

14.2 A co-opted member of the Committee may take part in all proceedings of the Committee but may vote only on the matter or matters for which the member was co-opted.

15. Quorum for Committee meetings

15.1 A quorum of the Committee is 50% of the number of members referred to in sub-rule 7.1 or, if that number is an odd number, the next integer greater than 50% of that number.

16. Procedure at Committee meetings

16.1 Subject to sub-rules 16.2, 16.3 and 16.4, the Committee determines the procedure to be followed at a meeting of the Committee.

16.2 The Chairman if present at a meeting of the Committee is chairman of the meeting.

16.3 If the Chairman is not present, the Committee may elect one of its members present at the meeting to be chairman of the meeting.

16.4 The chairman of a Committee meeting has both a deliberative and a casting vote.

17 Duties of the Secretary

17.1 The Secretary must keep proper records of the affairs of the Branch.

17.2 The records must include:

17.2.1 minutes of Branch and Committee meetings; and

17.2.2 records of attendance at Branch and Committee meetings.

17.3 The Secretary must, at the conclusion of his or her term of office, hand over all of the Secretary's records to the incoming Secretary or to the Chairman.

18. Duties of the Treasurer

18.1 The Treasurer must keep proper records of the financial affairs of the Branch, in accordance with the provisions of sub-Article of the Constitution 18.1 as applied by sub-paragraph 10.1 of By-law 1.

18.2 If the National Treasurer has prescribed a form in which the accounts of the Branch are to be kept, the records kept by the Treasurer must conform to that form.

18.3 The Treasurer must also:

18.3.1 prepare such financial reports as the Committee may require;

18.3.2 prepare annual or other budgets as required by the Committee; and

18.3.3 transmit to the National Treasurer the material referred to in sub-paragraph 10.5 of By-law 1.

18.4 The Treasurer must, at the conclusion of his or her term of office, hand over all of the Treasurer's records to the incoming Treasurer or to the Chairman.

19. The financial affairs of the Branch

19.1 The Committee must manage the financial affairs of the Branch in accordance with paragraph 10 of the By-law and having regard to sub-Article of the Constitutions 16.6, 16.7 and 16.8 of the Article of the Constitutions as required by sub-paragraph 10.3 of the By-law.

19.2 As provided by sub-paragraph 10.4 of the By-law the financial year of the Branch is the same as the financial year of the Association.

19.3 As provided in sub-Article of the Constitution 16.7, the Committee must not impose any financial subscription or levy on the Branch members.

19.4 In accordance with sub-paragraph 10.3 of By-law 1, sub-rule 19.3 does not prevent the Committee from:

19.4.1 requiring payment to be made by Branch members taking part in a Branch function; or

19.4.2 raising a voluntary payment from its members to support a Branch project approved by the National Committee.

19.5 As provided in sub-Article of the Constitution 16.8, the Branch must not incur any financial liability in excess of funds in hand unless previously authorised by the National Committee to do so.

20. Sub-Committees

20.1 The Committee may appoint sub-committees for such purpose and for such period as is specified by the Committee.

20.3 A sub-committee may comprise or include Branch members who are not members of the Committee.

20.4 A sub-committee must not incur any financial liability unless authorised to do so by the Committee.

21. Appointment of Branch members of the National Committee

21.1 The Committee must appoint Branch members to be members of the National Committee of the Association in accordance with the Constitution.

21.2 A person may not be appointed to be a member of the National Board for more than five (5) consecutive years.

21.3 The persons appointed under sub-rule 21.1 hold office in accordance with sub-Article of the Constitution 11.5.

22. Annual General Meeting

22.1 The Annual General Meeting of the Branch must, in accordance with By-law 3 be held within 60 days of the end of the financial year of the Association.

22.2. The business of the Annual General Meeting is as follows:

22.2.1 to confirm the minutes of the previous Annual General Meeting and of any special general meetings held since the last Annual General Meeting;

22.2.2 to receive a report from the Chairman on the work of the Branch since the previous Annual General Meeting;

22.2.3 to receive a report from the Treasurer on the financial affairs of the Branch for the immediately preceding financial year;

22.2.4 to elect the Committee members specified in paragraph (a) of sub-rule 7.2;

22.2.5 to consider motions of which notice has been given in accordance with sub-rule 26.1;

22.2.6 to consider such other business as the meeting considers appropriate.

23. Special General Meetings

23.1 The Committee may summon a special general meeting at any time.

23.2 The Secretary must summon a special general meeting if not less than 5% of the number of Branch members so request.

23.3 A request for the holding of a special general meeting must be in writing signed by the Branch members making the request.

23.4 A request made under sub-rule 23.3 may consist of more than one document, but each document must be in a like form and be signed by one or more of the members making the request.

23.5 The request must state the purposes for which the meeting is requested.

23.6 The request must be given to the Chairman or the Secretary.

23.7 A special general meeting requested in accordance with this Rule must be held within 60 days after the date on which the request is received by the Secretary.

23.8 The only business that may be transacted at a special general meeting is that set out in the notice of the meeting.

24. Notice of holding or general meetings

24.1 As provided by sub-paragraph 6.1 of the By-law, a general meeting of the Branch may be held at such time and place as is determined by the Committee.

24.2 The Secretary must give written notice of the time and place of a general meeting to each Branch member.

24.3 The notice must be given not less than 21 days before the date of the meeting.

24.4 The notice of a special general meeting must set out the general nature of the business for which the meeting is called.

25. Chairman to preside at general meetings or the Branch

25.1 In accordance with sub-paragraph 7.2 of the By-law, the Chairman presides at general meetings at which he or she is present.

25.2 If the Chairman is absent from a general meeting, or is not present within 15 minutes of the time when the meeting was due to start, the members present may elect one of their number to be chairman of the meeting.

26. Notices of motion for Annual General Meeting

26.1 Notice of a motion to be proposed at an Annual General Meeting must be given in writing to the Secretary not less than 30 days before the date of the meeting.

26.2 The Secretary must, not less than 21 days before the date of the Annual General Meeting, give to each Branch member a copy of each notice of motion received under sub-rule 26.1.

27. Quorum

27.1 This rule is made in accordance with sub-paragraph 7.1 of By-law 1.

27.2 The quorum for a general meeting is 10% of the number of Branch members or 25 members, whichever is the less who are present in person or by proxy and who are entitled to vote at a general meeting.

27.3 No business may be transacted at a general meeting unless a quorum is present when the meeting proceeds to business.

28. Lack of a quorum at Annual General Meeting

28.1 If a quorum is not present within 30 minutes of the time for the beginning of the meeting, the meeting stands adjourned to a time and place to be determined by the Committee.

28.2 The date determined for the adjourned meeting must be not less than 28 days or more than 42 days after the date fixed for the Annual General Meeting.

28.3 Notice of the adjourned meeting must be given in accordance with Rule 24.

29. Voting at general meetings

29.1 Each Branch member may vote in person or by proxy at a general meeting.

29.2 The appointment of a proxy must be in writing signed by the Branch member appointing the proxy.

29.3 A proxy must be a Branch member.

29.4 Voting at a general meeting of the Branch is by show of hands unless a poll is required.

29.5 If voting is by show of hands, only Branch members present in person may vote and, subject to sub-rule 29.7, each member present has only one vote.

29.6 If a poll is taken, each Branch member present in person is, subject to sub-rule 29.7, entitled to cast 1 vote on his or her own behalf and 1 vote for every member he or she represents by proxy.

29.7 If there is an equality of votes, whether on a vote by show of hands or on a poll, the chairman of the meeting is entitled to a casting vote in addition to a vote under sub-rule 29.5 or 29.6.

29.8 A poll must be held if the chairman of the meeting so decides or at least 3 Branch members present in person or by proxy so demand before or on the declaration of the result of the show of hands.

29.9 A poll must be taken:

29.9.1 in such manner; and

29.9.2 except in the case of a poll on the election of the chairman of the meeting or on a question of adjournment, either immediately or after such interval or adjournment of the meeting,

29.9.3 as the chairman of the meeting directs.

29.10 A poll demanded on the election of the chairman of the meeting or on a question of adjournment must be taken forthwith.

30. Adjournment of general meeting otherwise than by lack or quorum

30.1 The chairman of a general meeting may, with the consent of the meeting at which a quorum is present, adjourn the meeting.

30.2 If a general meeting so directs the chairman of the meeting must adjourn the meeting.

30.3 Only that business left unfinished at the meeting from which an adjournment took place may be transacted at an adjourned meeting.

30.4 Where a general meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting but it is not necessary to give notice of the business to be transacted at the adjourned meeting.

31. Notice to Branch members

31.1 Where written notice is required by these Rules to be given to a Branch member that notice may be given by posting it to the member.

31.2 Subject to sub-rule 31.1, where these Rules require notice of a matter or a copy of a notice of motion to be given to Branch members, the notice or the copy, as the case may be, may be given by publishing it in a Branch newsletter posted to each Branch member within the time specified in the rule concerned.

31.2 Where notice of the time and place of the Annual General Meeting is given by publication in a Branch newsletter the newsletter must be posted to each Branch member not less than 2 months before that date.

31.4 A reference in this rule posting a matter to a Branch member is a reference to posting the matter to the member at the address of that member shown in the register of Branch members maintained by the Secretary.

32. Amendment of the Rules

32.1 The Committee may, as provided in By-law 1, seek to amend or repeal any of these Rules or make new

Rules.

32.2. A general meeting of Branch members may as provided in By-law 1 seek to amend or repeal any Rule made by the Committee, including these Rules.

32.3 The National Committee must agree to the rules of any branch as provided for in By-Law 3.

33. Regional Groups

33.1 Regional Groups, created under By-law 3 have the purpose of providing support for the Branch in regional areas by:

33.1.1 promoting opportunities for strengthening fellowship

33.1.2 building relationships among members of the Association in regions

33.1.3 promoting the objectives of the Association within regional areas.

33.2 Group boundaries are defined by the Branch Committee at the time of the establishment of a group and may be varied by request to the National Committee.

33.3 If the Branch wishes to have Regional Groups, then it will appoint a Regional Group Coordinator and a Convenor for each Regional Group.

33.4 The Branch Regional Group Coordinator will be a member of the Branch Committee and will report on the activities of the Branch's regional groups. The duties of the Regional Coordinator are to:

33.4.1 prepare proposals for, and oversight, the formation of new Groups;

33.4.2 report to the Branch Committee on the activities of the Branch's Groups; and

33.4.3 Act as an advocate for the Regional Groups.

33.5 The Regional Group Convenor has the responsibility for managing the affairs of the Regional Group under the direction of the Responsible Branch Committee, assisted by the Branch Regional Group Coordinator. The Convenor may act in concert with the two other persons nominated to manage the Group at the time of its establishment, or may work with a Committee, depending on the nature of the Regional Group and the directions of the Branch acting through the Regional Group Coordinator. Duties of the Convenor include:

33.5.1 Ensuring that the details of Regional Group membership are correct; and

33.5.2 Advising the Branch Secretary of all activities that the Regional Group has undertaken or intends to undertake.

33.6 The Branch may require a Regional Group to have a committee to effect the administration of the Group. This committee will be a Branch sub-Committee, responsible to the Branch Committee through the Regional Group Committee Chairman as facilitated by the Branch Regional Groups Coordinator. In this event the Convenor plays a role similar to that of a Public Officer.

33.6.1 An appropriate Committee would consist of at least 3 members, and not more than 10 persons.

33.6.2 The Committee should be elected annually at an Annual Meeting of the Group and will elect a:

33.6.2.1 Group Chairman

33.6.2.2 Deputy Chairman (optional)

33.6.2.3 Secretary, Treasurer (Secretary may also be the Treasurer)

33.6.2.4 the required number of Committee Members.

33.6.3 The Committee should meet at least 3 times per year and should keep a record of its proceedings.

33.6.4 A quorum for a meeting of the Group Committee should be 50% of the total number of elected Committee Members.

33.6.5 The terms of office of Chairman and Deputy Chairman must not exceed a contiguous period of three years and that Committee Members may not seek re-election after a contiguous period of five years' service. After a minimum period of period of one year a member may stand again for service on a Group Committee.

33.7 A Regional Group may wish to operate on the basis of conducting only self-funded social activities on a non-profit cash basis without any other formal structure. A simple record of activity only to the parent Branch Committee is required in these circumstances.

33.8 The Regional Group Convenor or Group Committee Chairman will provide a report on the activities of the Group to the Branch Secretary no less than every six months and at least twice in a reporting year.

34. Patrons

34.1 The Branch may appoint an eminent person to be the Patron of the Branch. Appointments, and changes to appointments must be advised to the National Committee.

**THE ORDER OF AUSTRALIA
VICTORIAN BRANCH RULES**

Version Feb 2009



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THE ORDER OF AUSTRALIA ASSOCIATION BRANCH RULES

1. Purpose of the Rules

- 1.3 These Rules are the rules of the Victorian Branch of The Order of Australia Association Limited a Company Limited by Guarantee, ABN 40 008 612 664.
- 1.4 These Rules are made in accordance with paragraph 3 of By-law 1 of The Order of Australia Association Limited.
- 1.3 These Rules must be read together with the Constitution of the Association and associated By-laws to find out all of the matters that govern the working of the Branch.

2. Establishment of the Branch

- 2.1 The Branch is established by paragraph 2 of By-law 1.
- 2.2 In accordance with that paragraph the Branch is known as the Victorian Branch of The Order of Australia Association Limited.

3. Terms

- 3.1 Unless the contrary intention appears, terms used in these Rules have the same meanings given to them in the Constitution.

4. Governance of the Branch

- 4.1 As provided by sub-paragraph 3.1 of By-law 1, the affairs of the Branch are governed by the Constitution of the Association and associated By-laws made under the Constitution and these Rules.

5. Powers, functions and duties of the Branch

- 5.1 The powers, functions and duties of the Branch are to:
- 5.1.1 within its geographical area, further the objects and conform to the policies of the Association;
- 5.1.2 ensure that its activities are consistent with the Constitution of the Association, the By-laws and any rules made pursuant to the By-laws;
- 5.1.3 supply to the Association such information and reports as the Association may require from time to time.

6. Membership of the Branch

- 6.1 The Branch members are those members of the Association who are recorded as Branch Members in the Register of Members of the Association maintained by the National Membership Secretary of the Association.

6.2 The Secretary of the Branch must keep a register of the Branch members in accordance with a list of Branch members provided by the National Membership Secretary of the Association.

6.3 As provided by sub-paragraph 5.2 of By-law 1, each Branch member is entitled to participate in the management of the Branch and to hold office in the Branch.

7. The Branch Committee

7.1 The affairs of the Branch are managed by the Branch Committee. The Committee consists of the following elected Committee members:

- 7.1.1 Chairman of the Branch
- 7.1.2 Deputy Chairman (Metropolitan) and Deputy Chairman (Country)
- 7.1.3 Secretary of the Branch
- 7.1.4 Treasurer of the Branch
- 7.1.5 Six other members and
- 7.1.6 Immediate Past Chairman

7.2 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 Chairman.

7.3 A committee member holds office until the conclusion of the next Annual General meeting following his election.

7.4 A single person may fill both the position of Secretary and Treasurer.

8. Election of the Committee

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10.1 If the number of written nominations received under rule 9 is less than the number to be elected, the chairman of the Annual General Meeting must call for further nominations at the Annual General Meeting for the positions not filled under sub-rule 9.3.

10.2 A person may not be nominated under sub-rule 10.1 unless the person is present at the meeting.

10.3 A nomination made under sub-rule 10.1 is not required to be in writing, but must have the consent of the person nominated and must be made by 2 nominators.

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11. Method of election of Committee members

11.1 If the number of written nominations under Rule 9 or of the persons nominated under Rule 10 for a position exceeds the number to be elected to that position, an election must be held at the Annual General Meeting.

11.2 The election of Committee members must be conducted by secret ballot.

11.3 The secret ballot for the election of Committee members is a poll for the purposes of sub-rule 29.6.

11.4 A position on the Committee not filled by election at the Annual General Meeting may be filled by the Committee as a casual vacancy in accordance with rule 13.

12. Limitation on consecutive elections as Committee member

12.1 A person may not be re-elected as a Committee member for more than 4 consecutive years, unless holding office as chairman, deputy chairman, secretary or treasurer, in which case the term may be extended for up to three additional years.

12.2 Subject to Branch Sub-Rule 12.1, a person may not be re-elected as Chairman for more than 2 consecutive years (i.e. a contiguous maximum total of three years).

12.3 This Rule applies only to elections held after the date on which these Rules are approved by the National Committee.

13. Casual vacancies

13.1 The Committee may appoint a Branch member to fill a casual vacancy on the Committee caused by the resignation or death of an elected member.

13.2 A person appointed to fill a casual vacancy holds office until the conclusion of the next Annual General Meeting.

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14.1 The Committee may co-opt one or more Branch members to be members of the Committee for the purpose of particular matters.

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15.1 A quorum of the Committee is 50% of the number of members referred to in sub-rule 7.1 or, if that number is an odd number, the next integer greater than 50% of that number.

16. Procedure at Committee meetings

16.1 Subject to sub-rules 16.2, 16.3 and 16.4, the Committee determines the procedure to be followed at a meeting of the Committee.

16.2 The Chairman if present at a meeting of the Committee is chairman of the meeting.

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17 Duties of the Secretary

17.1 The Secretary must keep proper records of the affairs of the Branch.

17.2 The records must include:

17.2.1 minutes of Branch and Committee meetings; and

17.2.2 records of attendance at Branch and Committee meetings.

17.3 The Secretary must, at the conclusion of his or her term of office, hand over all of the Secretary's records to the incoming Secretary or to the Chairman.

18. Duties of the Treasurer

18.1 The Treasurer must keep proper records of the financial affairs of the Branch, in accordance with the provisions of sub-Article of the Constitution 18.1 as applied by sub-paragraph 10.1 of By-law 1.

18.2 If the National Treasurer has prescribed a form in which the accounts of the Branch are to be kept, the records kept by the Treasurer must conform to that form.

18.3 The Treasurer must also:

18.3.1 prepare such financial reports as the Committee may require;

18.3.2 prepare annual or other budgets as required by the Committee; and

18.3.3 transmit to the National Treasurer the material referred to in sub-paragraph 10.5 of By-law 1.

18.4 The Treasurer must, at the conclusion of his or her term of office, hand over all of the Treasurer's records to the incoming Treasurer or to the Chairman.

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19.1 The Committee must manage the financial affairs of the Branch in accordance with paragraph 10 of the By-law and having regard to sub-Article of the Constitutions 16.6, 16.7 and 16.8 of the Article of the Constitutions as required by sub-paragraph 10.3 of the By-law.

19.2 As provided by sub-paragraph 10.4 of the By-law the financial year of the Branch is the same as the financial year of the Association.

19.3 As provided in sub-Article of the Constitution 16.7, the Committee must not impose any financial subscription or levy on the Branch members.

19.4 In accordance with sub-paragraph 10.3 of By-law 1, sub-rule 19.3 does not prevent the Committee from:

19.4.1 requiring payment to be made by Branch members taking part in a Branch function; or

19.4.2 raising a voluntary payment from its members to support a Branch project approved by the National Committee.

19.5 As provided in sub-Article of the Constitution 16.8, the Branch must not incur any financial liability in excess of funds in hand unless previously authorised by the National Committee to do so.

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20.1 The Committee may appoint sub-committees for such purpose and for such period as is specified by the Committee.

20.3 A sub-committee may comprise or include Branch members who are not members of the Committee.

20.4 A sub-committee must not incur any financial liability unless authorised to do so by the Committee.

21. Appointment of Branch members of the National Committee

21.1 The Committee must appoint Branch members to be members of the National Committee of the Association in accordance with the Constitution.

21.2 A person may not be appointed to be a member of the National Committee for more than 4 consecutive years.

21.3 The persons appointed under sub-rule 21.1 hold office in accordance with sub-Article of the Constitution 11.5.

22. Annual General Meeting

22.1 The Annual General Meeting of the Branch must, in accordance with By-law 3 be held within 60 days of the end of the financial year of the Association.

22.2. The business of the Annual General Meeting is as follows:

22.2.1 to confirm the minutes of the previous Annual General Meeting and of any special general meetings held since the last Annual General Meeting;

22.2.2 to receive a report from the Chairman on the work of the Branch since the previous Annual General Meeting;

22.2.3 to receive a report from the Treasurer on the financial affairs of the Branch for the immediately preceding financial year;

22.2.4 to elect the Committee members specified in paragraph (a) of sub-rule 7.2;

22.2.5 to consider motions of which notice has been given in accordance with sub-rule 26.1;

22.2.6 to consider such other business as the meeting considers appropriate.

23. Special General Meetings

23.1 The Committee may summon a special general meeting at any time.

23.2 The Secretary must summon a special general meeting if not less than 5% of the number of Branch members so request.

23.3 A request for the holding of a special general meeting must be in writing signed by the Branch members making the request.

23.4 A request made under sub-rule 23.3 may consist of more than one document, but each document must be in a like form and be signed by one or more of the members making the request.

23.5 The request must state the purposes for which the meeting is requested.

23.6 The request must be given to the Chairman or the Secretary.

23.7 A special general meeting requested in accordance with this Rule must be held within 60 days after the date on which the request is received by the Secretary.

23.8 The only business that may be transacted at a special general meeting is that set out in the notice of the meeting.

24. Notice of holding or general meetings

24.1 As provided by sub-paragraph 6.1 of the By-law, a general meeting of the Branch may be held at such time and place as is determined by the Committee.

24.2 The Secretary must give written notice of the time and place of a general meeting to each Branch member.

24.3 The notice must be given not less than 21 days before the date of the meeting.

24.4 The notice of a special general meeting must set out the general nature of the business for which the meeting is called.

25. Chairman to preside at general meetings or the Branch

25.1 In accordance with sub-paragraph 7.2 of the By-law, the Chairman presides at general meetings at which he or she is present.

25.2 If the Chairman is absent from a general meeting, or is not present within 15 minutes of the time when the meeting was due to start, the members present may elect one of their number to be chairman of the meeting.

26. Notices of motion for Annual General Meeting

26.1 Notice of a motion to be proposed at an Annual General Meeting must be given in writing to the Secretary not less than 30 days before the date of the meeting.

26.2 The Secretary must, not less than 21 days before the date of the Annual General Meeting, give to each Branch member a copy of each notice of motion received under sub-rule 26.1.

27. Quorum

27.1 This rule is made in accordance with sub-paragraph 7.1 of By-law 1.

27.2 The quorum for a general meeting is 10% of the number of Branch members or 25 members, whichever is the less who are present in person or by proxy and who are entitled to vote at a general meeting.

27.3 No business may be transacted at a general meeting unless a quorum is present when the meeting proceeds to business.

28. Lack of a quorum at Annual General Meeting

28.1 If a quorum is not present within 30 minutes of the time for the beginning of the meeting, the meeting stands adjourned to a time and place to be determined by the Committee.

28.2 The date determined for the adjourned meeting must be not less than 28 days or more than 42 days after the date fixed for the Annual General Meeting.

28.3 Notice of the adjourned meeting must be given in accordance with Rule 24.

29. Voting at general meetings

29.1 Each Branch member may vote in person or by proxy at a general meeting.

29.2 The appointment of a proxy must be in writing signed by the Branch member appointing the proxy.

29.3 A proxy must be a Branch member.

29.4 Voting at a general meeting of the Branch is by show of hands unless a poll is required.

29.5 If voting is by show of hands, only Branch members present in person may vote and, subject to sub-rule 29.7, each member present has only one vote.

29.6 If a poll is taken, each Branch member present in person is, subject to sub-rule 29.7, entitled to cast 1 vote on his or her own behalf and 1 vote for every member he or she represents by proxy.

29.7 If there is an equality of votes, whether on a vote by show of hands or on a poll, the chairman of the meeting is entitled to a casting vote in addition to a vote under sub-rule 29.5 or 29.6.

29.8 A poll must be held if the chairman of the meeting so decides or at least 3 Branch members present in person or by proxy so demand before or on the declaration of the result of the show of hands.

29.9 A poll must be taken:

29.9.1 in such manner; and

29.9.2 except in the case of a poll on the election of the chairman of the meeting or on a question of adjournment, either immediately or after such interval or adjournment of the meeting,

29.9.3 as the chairman of the meeting directs.

29.10 A poll demanded on the election of the chairman of the meeting or on a question of adjournment must be taken forthwith.

30. Adjournment of general meeting otherwise than by lack or quorum

30.1 The chairman of a general meeting may, with the consent of the meeting at which a quorum is present, adjourn the meeting.

30.2 If a general meeting so directs the chairman of the meeting must adjourn the meeting.

30.3 Only that business left unfinished at the meeting from which an adjournment took place may be transacted at an adjourned meeting.

30.4 Where a general meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting but it is not necessary to give notice of the business to be transacted at the adjourned meeting.

32. Notice to Branch members

32.1 Where written notice is required by these Rules to be given to a Branch member that notice may be given by posting it to the member.

31.2 Subject to sub-rule 31.1, where these Rules require notice of a matter or a copy of a notice of motion to be given to Branch members, the notice or the copy, as the case may be, may be given by publishing it in a Branch newsletter posted to each Branch member within the time specified in the rule concerned.

32.2 Where notice of the time and place of the Annual General Meeting is given by publication in a Branch newsletter the newsletter must be posted to each Branch member not less than 2 months before that date.

31.4 A reference in this rule posting a matter to a Branch member is a reference to posting the matter to the member at the address of that member shown in the register of Branch members maintained by the Secretary.

32. Amendment of the Rules

32.1 The Committee may, as provided in By-law 1, seek to amend or repeal any of these Rules or make new

Rules.

32.2. A general meeting of Branch members may as provided in By-law 1 seek to amend or repeal any Rule made by the Committee, including these Rules.

32.3 The National Committee must agree to the rules of any branch as provided for in By-Law 3.

33. Regional Groups

33.1 Regional Groups, created under By-law 3 have the purpose of providing support for the Branch in regional areas by:

33.1.1 promoting opportunities for strengthening fellowship;

33.1.2 building relationships among members of the Association in regions; and

33.1.3 promoting the objectives of the Association within regional areas.

33.2 Group boundaries are defined by the Branch Committee at the time of the establishment of a group and may be varied by request to the National Committee.

33.3 If the Branch wishes to have Regional Groups, then it will appoint a Regional Group Coordinator and a Convenor for each Regional Group.

33.4 The Branch Regional Group Coordinator will be a member of the Branch Committee and will report on the activities of the Branch's regional groups. The duties of the Regional Coordinator are to:

33.4.1 prepare proposals for, and oversight, the formation of new Groups;

33.4.2 report to the Branch Committee on the activities of the Branch's Groups; and

33.4.3 Act as an advocate for the Regional Groups.

33.5 The Regional Group Convenor has the responsibility for managing the affairs of the Regional Group under the direction of the Responsible Branch Committee, assisted by the Branch Regional Group Coordinator. The Convenor may act in concert with the two other persons nominated to manage the Group at the time of its establishment, or may work with a Committee, depending on the nature of the Regional Group and the directions of the Branch acting through the Regional Group Coordinator. Duties of the Convenor include:

33.5.1 Ensuring that the details of Regional Group membership are correct; and

33.5.2 Advising the Branch Secretary of all activities that the Regional Group has undertaken or intends to undertake.

33.6 The Branch may require a Regional Group to have a committee to effect the administration of the Group. This committee will be a Branch sub-Committee, responsible to the Branch Committee through the Regional Group Committee Chairman as facilitated by the Branch Regional Groups Coordinator. In this event the Convenor plays a role similar to that of a Public Officer.

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33.6.1 An appropriate Committee would consist of at least 3 members, and not more than 10 persons.

33.6.2 The Committee should be elected annually at an Annual Meeting of the Group and will elect a:

33.6.2.1 Group Chairman

33.6.2.2 Deputy Chairman (optional)

33.6.2.3 Secretary, Treasurer (Secretary may also be the Treasurer)

33.6.2.4 the required number of Committee Members.

33.6.3 The Committee should meet at least 3 times per year and should keep a record of its proceedings.

33.6.4 A quorum for a meeting of the Group Committee should be 50% of the total number of elected Committee Members.

33.6.5 The terms of office of Chairman and Deputy Chairman must not exceed a contiguous period of three years and that Committee Members may not seek re-election after a contiguous period of five years' service. After a minimum period of period of one year a member may stand again for service on a Group Committee.

33.7 A Regional Group may wish to operate on the basis of conducting only self-funded social activities on a non-profit cash basis without any other formal structure. A simple record of activity only to the parent Branch Committee is required in these circumstances.

33.8 The Regional Group Convenor or Group Committee Chairman will provide a report on the activities of the Group to the Branch Secretary no less than every six months and at least twice in a reporting year.

34. Patrons

34.1 The Branch may appoint an eminent person to be the Patron of the Branch. Appointments, and changes to appointments must be advised to the National Committee.



THE ORDER OF AUSTRALIA ASSOCIATION

TASMANIAN BRANCH RULES

Version Feb 2009

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PART 1 - PRELIMINARY AND INTERPRETATION

1.1 PURPOSE OF THE RULES

1.1.1 These rules are the rules of Tasmanian Branch of The Order of Australia Association Limited, A Company limited by Guarantee, ABN 40 008 612 664.

1.2 ESTABLISHMENT

1.2.1 The Tasmanian Branch was established on 11 December 1980 pursuant to paragraph 2 of By-law No. 1 of the Order of Australia Association Ltd (OAA) and is hereinafter called the Tasmanian Branch.

1.3 GOVERNANCE

1.3.1 The affairs of the Tasmanian Branch shall be governed by the Constitution and associated By-laws of the OAA and by these Branch Rules.

1.4 DEFINITIONS

'By-Laws' means the By-Laws made in accordance with Article 21 of the OAA Constitution.

'Member' means a person who had been admitted to any one of the classes of membership referred to in the OAA Constitution.

'Financial Year' means Financial Year of OAA (currently ends 30 September).

'National Committee' means the Board of Directors of the OAA

'Regional Group' means a group established by the National Committee on the recommendation of the Tasmanian Branch pursuant to the OAA Constitution and By-Law 3.

'Tasmanian Branch' means the Tasmanian Branch of the OAA as established pursuant to Article 16 of the Constitution of the Association.

'Tasmanian Branch Committee' means a group of members elected to manage the affairs of the Branch.

'Tasmanian Branch Regional Group Committee' means a group of members who manage the affairs of the regional group.

1.5 POWERS, FUNCTIONS AND DUTIES

The powers, functions and duties of the Branch are to:

1.5.1 within its geographical area, further the objects and conform to the policies of the Association;

1.5.2 ensure that its activities are consistent with the Constitution of the Association, its By-laws and any rules made pursuant to the By-laws;

1.5.3 to supply to the Association such information and reports as the Association may require from time to time.

1.6 INTERPRETATION

The interpretation of these Rules except where excluded by the context, words and phrases have the same meanings as is ascribed to them in the Constitution of the OAA.

PART 2 - OBJECTS

2.1 The Objects for which the Tasmanian Branch is established are the same as those of OAA as set out in the OAA Ltd Constitution.

2.2 The income and property of the Tasmanian Branch must be applied solely towards the promotion and Objects of OAA Ltd, as set out in the OAA Ltd Constitution.

PART 3 -GENERAL

(Reserved)

PART 4 - MEMBERSHIP

4.1 TASMANIAN BRANCH

4.1.1 The members of the Tasmanian Branch shall be those members of the OAA who are recorded as members of the Tasmanian Branch in the register of members of OAA maintained by the National Membership Secretary. The Secretary of the Branch must keep a register of the Branch members in accordance with a list of Branch members provided by the National Membership Secretary of the Association.

4.1.2 Every member of the Tasmanian Branch is entitled to participate in the management of the Tasmanian Branch and to hold office.

4.2 REGIONAL GROUPS OF THE BRANCH

4.2.2 Regional Groups, created under By-law 3 have the purpose of providing support for the Branch in regional areas by promoting opportunities for strengthening fellowship, building relationships among members of the Association in regions, and promoting the objectives of the Association within regional areas.

4.2.3 Group boundaries are defined by the Branch Committee at the time of the establishment of a group and may be varied by request to the National Committee.

4.2.4 If required, the Branch will appoint a Regional Group Coordinator for the Branch and a Committee of management for each Regional Group.

4.2.5 The Branch Regional Group Coordinator will be a member of the Branch Committee and will report to the Branch Committee on the activities of the Branch's regional groups. The duties of the Regional Coordinator are to:

4.2.5.1 prepare proposals for, and oversight, the formation of new Groups;

4.2.5.2 report to the Branch Committee on the activities of the Branch's Groups; and

4.2.5.3 act as an advocate for the Regional Groups.

4.2.6 Each Regional Group Committee will be a sub-Committee of the Branch, responsible to the Branch Committee through the Regional Group Committee Chairman and, if required, facilitated by the Branch Regional Groups Coordinator.

4.2.7 Each Regional Group Committee should consist of at least 3 members, and not more than 10 persons. The Committee should be elected annually at an Annual Meeting of the Group and will normally consist of:

4.2.7.1 Regional Group Chairman

4.2.7.2 Regional Group Deputy Chairman (optional)

4.2.7.3 Secretary (may also be the Treasurer)

4.2.7.4 Treasurer (may also be Secretary)

4.2.7.5 The required number of Committee Members

4.2.8 Every Regional Group must hold a Regional Group Annual General Meeting and this must be conducted prior to the Tasmanian Branch Annual General meeting.

4.2.9 The Regional Group Committee must keep a record of its proceedings. A quorum for a meeting of the Group Committee should be 50% of the total number of elected Committee Members.

4.2.10 The Regional Group Committee Chairman will provide a report on the activities of the Group to the Branch Secretary no less than every six months and at least twice in a reporting year.

4.2.11 The members of Regional Groups shall be those members who wish to be recorded as members of that regional group.

4.3 MEMBERSHIP SUBSCRIPTIONS AND LEVIES

4.3.1 The Tasmanian Branch and its Regional Groups shall not require membership subscriptions or levies.

4.3.2 The Tasmanian Branch Committee or any Regional Group Committee may prescribe for a special payment to be made by those members participating in a function. The Branch Committee may also raise a voluntary payment from its members to support a Branch project or projects. All projects shall have been submitted to and approved by the National Committee.

4.4 PATRON OF TASMANIAN BRANCH

The Tasmanian Branch may appoint a Patron whose appointment shall be continuous until he resigns from such appointment or it is otherwise terminated. Appointments, and changes to appointments must be advised to the National Committee.

PART 5 – BRANCH MEETINGS

5.1 GENERAL MEETINGS

General meetings of the Tasmanian Branch shall be held at such times and places as are determined by the Tasmanian Branch Committee provided however that the Annual General Meeting shall be held within 60 days of the end of each financial year.

5.2 PROCEEDINGS AT GENERAL MEETINGS

5.2.1 Quorum

5.2.1.1 No business shall be transacted at any general meeting of the Tasmanian Branch unless a quorum of members is present at the time when the meeting proceeds to business.

5.2.1.2 Ten (10) per centum in number of the members of the Tasmanian Branch or ten members (whichever is the lesser present in person and entitled to vote), shall constitute a Quorum.

5.2.2 Chairman

The Chairman of the Tasmanian Branch shall preside at every general meeting or in the event of his absence, the Vice- Chairman, or, if neither officer is available, or if they are not present within 15 minutes of the time appointed for the meeting, or decline to act, the members present shall elect one of their number to be chairman of the meeting.

5.2.3 Conduct

The provisions of OAA Ltd Memorandum and Articles of Association, Articles 10.3 to 10.12 inclusive shall apply to the proceedings at general meetings of the Tasmanian Branch.

5.3 EXTRAORDINARY GENERAL MEETING

Extraordinary General Meetings will be convened on the requisition in writing of any five (5) members representing not less than two regions, as provided by the Law.

PART 6 - MANAGEMENT OF THE TASMANIAN BRANCH

6.1 TASMANIAN BRANCH COMMITTEE

6.1.1 The affairs of the Tasmanian Branch shall be managed by a committee known as the Tasmanian Branch Committee. The Committee consists of 12 elected Committee members who comprise this structure:

6.1.1.1 Chairman

6.1.1.2 Vice-chairman

6.1.1.3 Honorary Secretary

6.1.1.4 Honorary Treasurer; and

6.1.1.5 eight (8) other committee members

6.2 ELECTION OF BRANCH COMMITTEE MEMBERS

6.2.1 Members of the Branch Committee are elected at the Annual General Meeting of the Branch. Only Branch members are eligible to be members of the Committee.

6.2.2 For the purposes of the election of Tasmanian Branch Committee members, the Tasmanian Branch geographic region shall be regarded as being divided into the three regions of Tasmania coinciding with the three telephone directory areas, 62 being the Southern Region, 63 being the Northern Region and 64 being the North West Region.

6.2.2.1 Each year, as per 6.2.5, to replace those standing down in rotation, two Committee members shall be nominated to the Tasmanian Branch by the members of the Southern Region; one Committee member shall be nominated by the members of the Northern Region and one Committee member shall be nominated by the members of the North West Region.

6.2.3 If other Regional Groups are established within an existing region they will share the representation within that region according to a pro rata percentage of the number of members in the new Group and the existing Group or Groups, as determined by the Tasmanian Branch Committee from time to time.

6.2.4 Subject to Rules 6.2.5, 6.2.6 and 6.2.7 members of the Tasmanian Branch Committee shall hold office until the conclusion of the Annual General Meeting.

6.2.5 Any Member of the Tasmanian Branch Committee elected under Rule 6.2.2 shall hold office for a term of three years. At the Annual General Meeting each year one third of the members referred to in Rule 6.2.2 shall retire. The members who retire shall be those who have been longest in office. The retiring members shall be eligible for re-election.

6.2.6 Candidates standing as Committee members of the Tasmanian Branch Committee shall only be nominated at each Regional Group Annual General Meeting held prior to the Tasmanian Branch Annual General meeting. The Tasmanian Branch Annual General Meeting shall elect a total of four (4) members from nominations as received only from the Regional Groups.

6.2.7 If possible, at least one of the Regional Group Committee Members in each Regional Group shall represent their Regional Group as a member of the Tasmanian Branch Committee.

6.2.8 If a casual vacancy arises, the Regional Group from which the retiree comes may elect another member to fill the remaining period of the vacancy.

6.2.9 At the first meeting of the Tasmanian Branch Committee held after the Tasmanian Branch Annual General Meeting, the Tasmanian Branch Committee shall elect from those elected to the Committee the following office bearers who will serve until the next AGM:

- 6.2.9.1 Chairman
- 6.2.9.2 Vice-chairman
- 6.2.9.3 Honorary Secretary
- 6.2.9.4 Honorary Treasurer

6.2.10 After the completion of three consecutive one year terms the Chairman may not be re-elected to the position of Chairman until after one calendar year has elapsed.

6.2.11 The positions of Secretary and Treasurer may be held by the same person.

6.2.12 The position of State Chairman should, where practicable, be rotated through the Regional Groups.

6.3 PROCEEDINGS OF THE TASMANIAN BRANCH COMMITTEE

6.3 The Tasmanian 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 Secretary, on the instructions of the Chairman shall notify members thereof.

6.3.2 Two members of the Tasmanian Branch Committee may requisition a meeting; the time and place of such meeting shall be determined by the Chairman, provided that such requisitioned meeting shall be arranged to take place not later than twenty-eight (28) days after the receipt of the requisition by the Secretary.

6.3.3 The provisions of the OAA Constitution shall apply to proceedings at meetings of the Tasmanian Branch Committee.

6.3.4 At the Branch Committee meetings five (5) members of the Committee representing not less than two regions present in person shall form a quorum.

6.4 REPRESENTATION AT NATIONAL COMMITTEE MEETINGS

The Chairman shall be the member to represent the Tasmanian Branch on the National Committee. The Chairman may nominate an alternative representative if he is unavailable to participate. The alternative representative should be someone with an up-to-date knowledge of the working of the National Committee.

6.5 SECRETARY, TREASURER AND OTHER OFFICERS

6.5.1 Secretary

The Secretary must maintain all records, registers and other information required by the Corporations Law. The register of Branch members will be received from the National Membership Secretary. The Secretary must also keep minutes of all Tasmanian Branch General Meetings and Committee Meetings.

6.5.2 The Secretary must, at the conclusion of his or her term of office, hand over all of the Secretary's records to the incoming Secretary or to the Chairman.

6.5.3 Treasurer

The Treasurer must keep proper records of the financial affairs of the Branch, in accordance with the provisions of sub-Article of the Constitution 18.1 as applied by sub-paragraph 10.1 of By-law 1. If the National Treasurer has prescribed a form in which the accounts of the Branch are to be kept, the records kept by the Treasurer must conform to that form. The Treasurer will:

- collect all moneys and fees raised for functions and projects
- keep proper books and accounts including full details of all branch receipts and expenditure;
- present financial reports at each Tasmanian Branch Committee Meeting; and
- present a duly audited statement of Tasmanian Branch financial accounts at every Annual General Meeting and as required by the Law.

The Treasurer must, at the conclusion of his or her term of office, hand over all of the Treasurer's records to the incoming Treasurer or to the Chairman.

6.5.4 Other Posts

6.5.4.1 The Tasmanian Branch Committee may from time to time:

- create any other position or positions in the Tasmanian Branch as required; and
- abolish these positions.

6.5.4.2 The Committee may appoint sub-committees for such purpose and for such period as is specified by the Committee. A sub-committee may comprise or include Branch members who are not members of the Committee. A sub-committee must not incur any financial liability unless authorised to do so by the Committee.

PART 7 - ACCOUNTS AND AUDIT

7 KEEPING RECORDS

7.1 Articles 16.6, 16.7, 16.8 and 18 of the OAA Constitution shall apply to the Tasmanian Branch *mutatis mutandis*.

7.2 The National Treasurer will arrange for the OAA's Auditor to also audit the accounts of the Tasmanian Branch and its Regional Groups.

7.3 The Tasmanian Branch Committee may prescribe for a special payment to be made by those members participating in a function. It may also raise a voluntary payment from its members to support a Branch project or projects. All projects shall have been submitted to and approved by the National Committee.

7.4 The Tasmanian Branch Treasurer shall transmit to the National Treasurer:

- within thirty (30) days after the end of each financial year, a copy of the accounts of the Tasmanian Branch made out in the form prescribed by the National Treasurer; and
- seven (7) days after holding the Annual General Meeting of the Tasmanian Branch, a copy of the documents specified in the OAA Article 18.2, together with a report on any comments made on those documents by members at that meeting.

7.5 Regional Groups shall transmit to the Tasmanian Branch Treasurer financial statements for forwarding to OAA Ltd within seven (7) days after holding the Annual General Meeting of the Regional Group, together with a report on any comments made on those documents by Members at that meeting.

PART 8 -AMENDMENT OF RULES

8.1 The Committee may, as provided in By-law 1, seek to amend or repeal any of these Rules or make new Rules.

8.2 A general meeting of Branch members may as provided in By-law 1 seek to amend or repeal any Rule made by the Committee, including these Rules. The National Committee must agree to the rules of any branch as provided for in By-Law 3.