



**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

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THE ORDER OF AUSTRALIA ASSOCIATION**

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Valid from 21 September 2012 by approval of the Board
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 Company's Constitution.
- 1.2 All previous By-laws of the Company are replaced by these By-laws.
- 1.3 These By-laws must be read together with the Constitution of the Company in determining all matters that govern the administration of The Order of Australia 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.
- 2.5 The By-laws of the Company apply to all members, directors, employees and committees of The Company.

3. OBJECTS AND PURPOSES

The objects and purposes for which the Company 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 Company also has powers to:
- (a) carry out all and any of the above Objects and Powers 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 Company PROVIDED THAT in the case the Company 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 Company 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 Company may think it desirable to

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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 Company.
- (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 Company 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 Company 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 Company 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 Company'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 Company.
- (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 Company 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 Company.
- (n) print and publish any newspapers, websites, periodicals, books journals, magazines, articles or leaflets that the Company 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 Company.
- (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 Company 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 Company .

5. CESSATION OF MEMBERSHIP

- 5.1 The members of the Company 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 Company's Constitution, By-laws, and Branch Rules 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 Branch Committee of the Branch of which he is a member, be expelled from membership of the Company for conduct on the part of that member that is contrary to the interests of the Company, or which may harm the standing of the Company 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 National Secretary of the Company written notice of their intention to appeal against the decision.
 - (b) A notice of intention to appeal must be given to the National Secretary of the Company within 30 days after the person receives written notice of the decision.
 - (c) If the National Secretary receives a notice of intention to appeal, the National 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) An appeal must be decided by a vote of the Board members at the extraordinary meeting.
 - (f) 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 National 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 Company, at National, Branch, and Regional Group level, must be kept in an account in the name of The Order of Australia Association in a financial institution approved by the Board.
- 6.2 The signatories or authorities (in the case of electronic banking) of the Company's annual accounts and report and other formal document shall be authorised by the Board and the relevant Branch Committee 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 Company shall be recorded on an Australian Standard, auditor-approved electronic accounting system. The Board may also establish Auditor-approved electronic banking processes for the Company.
- 6.4 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Company, 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 the Company's financial transactions, only when approved by the Board for Board, Branch, Sub Branch or Regional Group financial transactions and only through a method endorsed in writing to the Board by the Company's auditor.

- 6.7 All financial signatories, financial delegations and electronic authorizations for financial transactions of the Company (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 a named employee or contractor of the Company.
 - (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, Sub Branch or Regional Group level must be approved or ratified at a Board or Branch Committee 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 Company's assets and liabilities at the close of the year;
 - (c) the mortgages, charges and securities affecting the property of the Company 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 Company 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 Company's objects and exercising the Company'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 Company.
- 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 Company requiring such compliance.

8. GENERAL MEETINGS

- 8.1 This Clause shall apply to General Meetings of the Company, and shall govern the procedural and administrative arrangements. This clause shall not apply to Branch General Meetings unless so specified in the Branch Rules of the relevant Branch.
- 8.2 Clause 10(h) of the Constitution requires that members be given a minimum of 21 days notice for any resolution to be put to a General Meeting of the Company. To allow sufficient time for a resolution to be provided to members of the Company, the Board or members of the Company initiating a resolution that is to be put to the membership shall provide the National Secretary of the Company with the resolution in the form specified in Clause 10 of the Constitution not less than 35 days prior to the date upon which the general meeting is to be held.
- 8.3 Clause 10(j) of the constitution stipulates that with the exception of the consideration of accounts, balance sheets, the reports of the Board and the Auditor and the fixing of his remuneration (if any) all business that is transacted at a general meeting is conducted by way of special resolutions. A special resolution shall require 75% of those attending the general meeting in person or by proxy to agree to the resolution for that resolution to be passed in the affirmative.
- 8.4 A Special Resolution to be placed before a General Meeting of the Company shall:
- (a). be approved by a majority of the Board not less than 35 days prior to the date upon which the General Meeting is to be held, or
 - (b). be lodged by petition with the National Secretary of the Company not less than 35 days prior to the date upon which the General Meeting is to be held. The petition shall:
 - (i). Include the specific words of the Special Resolution that is to be put at the General Meeting,
 - (ii). The name and address of the member of the Company proposing the Special Resolution
 - (iii). The names and addresses of a further 50 members of the Company supporting the Special Resolution,
 - (iv). Be signed by each of the members of the Company at sub-paragraphs (ii) and (iii) above.
 - (v). Not be counted as proxy votes for the purpose of the Special Resolution at the General Meeting.
- 8.5 At the time of a general meeting no amendment to any resolution shall be taken.
- 8.6 A member holding the proxy of another member shall vote that proxy in the manner indicated on the proxy form. Where a preference for or against a resolution is not indicated on the proxy form the members holding the proxy has full discretion to exercise that proxy vote in either the affirmative or the negative.
- 8.7 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is held shall be entitled to a second or casting vote. That vote shall be exercised so as to retain the status quo
- 9. ALTERATION OF THESE BY-LAWS**
- 9.1 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.

9.2 The National Secretary is to inform Branches of any such alteration or rescinding as soon as practical but in any case within two months of any such Board decision.

10 - 19 (*Left Vacant*)

SECTION 2 – BRANCHES AND REGIONAL GROUPS

20. BRANCHES OF THE COMPANY

20.1 Establishment and Names of Branches

- (a) There shall be a Branch of the Company 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 Company.
- (d) Overseas Regional Groups of the Company 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 Company.
- (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 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 Committee shall supply to the Company, its accountants and its auditors such information and reports as may be required from time to time.

20.4 Branch Membership

- (a) Members and Life Members. The categories, obligations and privileges of members of the Company are defined at Clause 6 of the Constitution.
- (b) The members of each Branch shall be those members of the Company who are recorded as financial members of that Branch in the Register of Members of the Company maintained by the National Membership Secretary.
- (c) A member may identify with a regional group by being recorded as a member of a Sub Branch or Regional Group of a Branch in the Register of Members of the Company 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.

20.5 Branch Affiliates

- (a) Affiliates. 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 www.itsanhonour.gov.au or as listed in other official Australian Government Gazette or similar who does not qualify to become a Member of the Association.
 - (ii) A person who was the domestic partner of a Qualified Applicant or Affiliate.
 - (iii) An Affiliate is not a Member of the Company and is not entitled to the rights or liable to the duties of a member of the Company.
 - (iv) The rights, privilege and obligation which a person has by reason of being an Affiliate of the Company 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 status 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 Company, or which harms the standing of the Company in the eyes of the public.
 - (vi) A person ceases to be an Affiliate of the Company if the person:
 - (i) dies, or
 - (ii) relinquishes their affiliate status by notice in writing to the Branch Secretary; or
 - (iii) is expelled by the Branch or Company .
- (b) Administration of Affiliates
- (i) The Branch Secretary shall be responsible for establishing and maintaining a Register of Branch Affiliates, and for ensuring that an annual Affiliate renewal notice is forwarded to each affiliate at their last known address by no later than 1st December.
 - (ii) Affiliates are not entitled to receive any communication directly from the National Office of the Company.
 - (iii) Affiliates have no voting entitlement at Meetings of the Branch.

20.6 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) Except as already provided for in these By-laws the provisions of Clause 10, 11, 12 and 13 of the Constitution, that relate to general meetings of members, shall apply to general meetings of members for a Branch, *mutatis mutandis*.

20.7 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.

20.8 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 the Branch Committee shall be held annually, at the time and place of the Branch Annual General Meeting. Each member present at the Annual General Meeting may vote for any number of candidates, but not more than the number of vacancies.
- (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 shall hold office until the commencement 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.

20.9 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 October 2012 unless these provisions were already in place under previous tenure limitations.
 - (iv) Unless Branch Rules state to the contrary, periods of service as a coopted member of a Branch Committee shall not be counted for the purpose of determining tenure
- (b) Under extenuating circumstances, and with the approval of the Executive Committee of the Company, tenure limits may be extended for a specified finite period.

20.10 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.

20.11 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 Committee as follows:

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

(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 Committee Meeting next following the Branch AGM, 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 Committee members not later than seven (7) days preceding the Branch Committee Meeting.

20.12 Accounts of Branches

- (a) Clause 23 of the Constitution shall apply to each Branch, *mutatis mutandis*.
- (b) The National Treasurer shall arrange for the Company'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) The Branch shall determine an annual subscription for Affiliates of Branches, to be paid directly to the Branch. Annual subscriptions will be due upon acceptance and upon 1st February in subsequent years.
- (f) The financial year of each Branch shall be the same as the financial year of the Company as prescribed by law.
- (g) Each Branch Treasurer shall transmit to the National Treasurer in the prescribed time frames below, the following:
 - (i) Quarterly financial reports due no later than;
 - 1st February for the period 1 October – 31 December,
 - 1st May for the period 1 January to 31 March,
 - 1st August for the period 1 April – 30 June.
 - (ii) An annual financial report of the accounts of that Branch due within fourteen (14) days after the end of each financial year, a copy made out in the form prescribed by the National Treasurer;
 - (iii) Within fourteen (14) days after holding the annual general meeting of that Branch, a copy of the documents specified by the Company 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 those 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 Company.

21. 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 Company, 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 Committee of the Company.
- (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 Committee of the Company. Once approved by the Executive Committee, the Branch Rule has the same effect as a Company 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.

22. 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.

23. – 25. *(Left vacant)*

26. REGIONAL GROUPS OF A BRANCH

26.1 Interpretation

Unless the contrary intention appears, terms used in this By-law have the same meanings given to them in the Constitution.

26.2 Purpose of Regional Groups

- (a) Regional Groups (Groups) are a subset of Branches of the Company 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 Company in regional areas; and
 - (ii) promoting the objectives of the Company within regional areas.
- (d) A Regional Group has no separate legal identity to the Company and forms part of its Responsible Branch.

26.3 Establishment of Regional Groups

- (a) A Regional Group may only be established with the approval of the Board. Such request for request will be managed expeditiously by the Board.
- (b) 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.
- (c) A proposed regional group has no status until it has been approved for establishment by the Board.
- (d) Each Branch with a Regional Group or Groups will need to appoint a Regional Groups Coordinator responsible for coordinating the activities of the Regional Group(s) and liaising with each Group on behalf of the Responsible Branch Committee. The Coordinator may be an elected member of the Branch Committee or may be coopted onto the Committee for this purpose.
- (e) Before submitting a request under By-law 26.3(b), the Committee of the Branch must be satisfied that:
 - (i) there is a member of the Company 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.
- (f) 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 of the OAA in the same manner as if that Regional Group were part of a Branch.
- (g) 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. The National Secretary of the Company shall be the Regional Group Coordinator for all Regional Groups outside the Australian geographic area, and shall be responsible for reporting to the Board on such matters as are required for Branch Regional Groups to report to Branches
- (h) Grandfathering of existing Regional Groups. This By-law does not operate to render Regional Groups established prior to the adoption of this By-Law invalid or improperly constituted. However, all Regional Groups must comply with this By-law at all times.

26.4 Powers, Functions and Activities of Regional Groups

- (a) Activities of Regional Groups will be authorised by Responsible Branch.
- (b) A Regional Group may conduct such functions and activities in support of the Responsible Branch, and the Company as a whole, as are:
 - (i) authorised by the Committee of the Responsible Branch; and
 - (ii) within the power of the Responsible Branch to authorise.
- (c) Such activities can be authorised as a program of intended activity, or more specifically, by individual activity. Further, standing approval can be provided for the conduct of ongoing functions with no specific date, e.g. a program of ongoing community engagement, provided that continuing Branch oversight of such functions exists, and that the Responsible Branch Committee can withdraw such approval in its discretion.
- (d) The conduct and administration of all Company functions and activities by Regional Groups must be in accordance with the Company's Constitution and the By-laws of the Company.
- (e) Regional Groups are subject to specified limitations and may not:
 - (i) act in any way that is contrary to, or not authorised by, the Company's Constitution and the By-laws of the Company;
 - (ii) formulate or issue its own constitution, rules or by-laws;
 - (iii) appoint Patrons;
 - (iv) purport to bind the Company in any way, including (without limitation) by incurring any financial obligations or by obtaining funds by loan or any other form of financial accommodation.

26.5 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 Company 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) 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 Branch Regional Coordinator 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.
- (f) Members of a Regional Group may conduct meetings and keep records as they consider necessary for the activities of the Regional Group, but are not required to establish committees, appoint office-bearers or hold formal meetings.
- (g) 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.
- (h) The Regional Group Convenor 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.
- (i) A report of the Regional Group's activities must be provided to the Branch Secretary of the Responsible Branch no less than every six months and at least twice in a reporting year. Such reports are to be received by the Responsible Branch Secretary no later than two months after the last activity being reported on
- (j) 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 Company and will not cause offence or lead to litigation.
- (k) 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.

26.6 Financial Administration

- (a) Branches may not impose any financial subscription or levy on their members and as a subset of a Branch, a Regional Group also may not impose any financial subscription or levy on its members. Any activity conducted by Regional Groups must be funded by members of the Regional Group who participate in that activity on a user-pays basis.
- (b) All funds held by a Regional Group are part of the funds of the Responsible Branch, and will be accounted for by that Branch in the same manner as all other Company funds held by that Branch.
- (c) 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.
- (d) Social and similar activities may be conducted on the basis of members attending meeting all costs associated with that funding, and recorded on the basis of a simple record of costs and members' funds received.
- (e) While all functions and activities conducted by Regional Groups are to be self-funding, a Responsible Branch may, at its discretion, reimburse minor administrative expenses incurred by the Regional Group, such as postage.
- (f) The policy relating to the expenses of visits to Regional Groups by members of the Committee of a Responsible Branch is to be determined by the Committee of the Responsible Branch.
- (g) A Regional Group may, subject to the approval of the Committee of the Responsible Branch, manage its finances through either:
 - (i) the existing bank or financial institution account held in the name of the Responsible Branch (Branch Account); or

- (ii) an account that has been opened for the purposes of the Regional Group with an Australian ADI (as defined under the Corporations Act 2001 (Cth)) (Authorised Account).
- (h) 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.
- (i) 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.
- (j) If the finances of the Regional Group are to be managed through the use of an Authorised Account:
 - (i) 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]".
 - (ii) 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.
- (k) 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.

26.7 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) 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 Company elected or appointed to these positions.

31. National Membership Secretary

- (a) The National 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 National 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 Company 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 Company'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 Company's accounts;
- (vi) prepare a Membership Report for consideration at each meeting of the Board of the Company;
- (vii) liaise as necessary with the members of the Executive Sub Committee of the Company about membership matters;
- (viii) organize and dispatch annual membership renewal reminders;
- (ix) Any other membership matters.

31.1 Register of Members

- (a) The National 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 Company 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 National Membership Secretary;
- (f) The National Membership Secretary shall submit to each Board meeting a summary report on membership and adjustments to the Company Membership Register.

32. Merchandise Officer

- (a) The Merchandise Officer is a volunteer member of the Company 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 Company merchandise approved by the Board or Executive Sub Committee;
 - (iii) hold and account for all bulk stocks of all Company merchandise held by him;
 - (iv) liaise with the National Secretary, who holds bulk Company merchandise stocks, for resupply as required;
 - (v) advise the National Treasurer about selling prices for Company merchandise and about purchase prices and quantities to acquire;
 - (vi) receive Company 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 Company merchandise matters.

33. – 35. *(Left vacant)*