

By-Laws

The Order of Australia Association
Ltd

ABN 40 008 612 664



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PURPOSE

- These are the By-laws of The Order of Australia Association, a Company Limited by Guarantee ABN 40 008 612 664 (the Association).
- These By-laws are made in accordance with the Constitution of the Association clause 65.
- These By-laws must be read together with the Constitution of the Association, and associated policies and procedures in determining all matters governing the management of the Association.
- All previous By-laws and Branch Model Rules are replaced by these By-laws as of 21st December 2020).

1.NATIONAL

1.1 MEMBERSHIP

1.1.1 Application (Constitution clause14)

- (a) An invitation together with an application form will be sent to all new recipients of an award or appointment in the Order of Australia in accordance with the policy governing new recipients.
- (b) Recipients who wish to join the Association can access the application form at <https://www.theorderofaustralia.asn.au/membership>
Alternatively a hard copy of the application can be obtained from the National Membership Officer or their respective State Branch.

1.1.2 Membership fees (Constitutional clause 14.1(c))

Applicants select one of three categories of fees:

- (a) Annual, or
- (b) Three Year, or
- (c) Ten Year, or
- (d) Twenty Five Year.

1.1.3 Members' details

In addition to the information required by the Constitution, the following member details will be held:

- (a) Post nominals,
- (b) Year of birth,
- (c) Contact details (e.g. email address, home and/or mobile phone numbers), and
- (d) Membership fee category.

1.1.4 Appointment of Honorary members (Constitution clause 17)

- (a) Any two members of the Association may nominate a non-member for honorary membership in recognition of that person's outstanding service to the Association.
- (b) The Nomination Committee will assess the nomination on the merit of the individual's contribution to the Order of Australia and the Association, and make a recommendation to the Board.
- (c) If the nomination is supported by the Board it will be taken to the next annual general meeting of the company for a members' vote.
- (d) If the appointment is supported by the members, the Honorary member will be linked to the Branch or Regional Group of their choice.
- (e) Other than the membership fee, the Honorary member will be treated the same as any other member in that Branch e.g. Branch Administrative Grant allocation, payment for events where applicable.

1.2 ELECTION OF NATIONAL DIRECTORS (Constitution clause 42)

The process is as follows:

- (a) Nomination forms are to be provided by the Company Secretary to all financial members, together with position descriptions and the deadline for the return of completed forms.
- (b) These documents should be issued at least 30 days before the submission deadline.
- (c) Completed forms are to be returned to the Company Secretary and thence to the Chair of the Nomination Committee for assessment of eligibility.
- (d) Elections are carried out at the Board meeting immediately before the national AGM unless otherwise advised
- (e) Results of the elections, including details of the appointees, are to be provided to the members in the annual general meeting documentation.

1.3 APPOINTMENT OF PRESIDENT (Constitution clause 40)

The process is as follows:

- (a) Characteristics of an individual suitable for the position of President are developed by the Chair and Deputy Chair then agreed by the Board.
- (b) A short list of possible appointees is developed by the Chair and Deputy Chair in consultation with the outgoing President.
- (c) The Board agrees the nominations in priority order.
- (d) Nominees are then approached in priority order to ascertain if they are willing to accept the position and the associated duties.
- (e) Once the selected nominee has accepted the office in writing, the Board makes the formal appointment on the recommendation of the Chair and the Deputy Chair.
- (f) The appointed President commences their three-year term at the conclusion of the next National AGM following their appointment.

2. BRANCHES

2.1 MEMBERSHIP

2.1.1 Branch Members

Branch Members comprise annual, three year, ten year, lifetime and honorary members who have chosen to be included in the membership of a Branch and may identify with a particular Regional Group.

2.1.2 Insurance

Members, affiliates and guests are to be covered by the company's insurance.

2.2 AFFILIATE STATUS

Branches may choose not to have affiliates.

2.2.1 Eligibility (Constitution clause 18)

Affiliate status is open to:

- (a) A person who does not qualify to become a Member of the Association but who has received and currently holds an award or an appointment, whether substantive or honorary, in the Australian Honours and Awards system as listed in the website <https://www.pmc.gov.au/government/its-honour/awards/z-australian-awards>

or as included in other official Australian Government documents, for example the Commonwealth Government Gazette.

- (b) A person who was or is the domestic partner of a member.

2.2.2 Fees

The annual affiliation fee for holders of other qualifying awards is 50% of the normal membership. For partners of members the fee is a Branch decision. Income generated from fees remains with the Branch.

2.2.3 Renewal

An annual renewal notice is to be provided to affiliates by the responsible Branch.

2.2.4 Application process

- (a) A completed application form, available from the Branch, is to be submitted with related fee (if applicable) to the Branch Secretary, or nominated Branch Committee member, for assessment of eligibility by the Branch Committee (By-law 2.2.1).
- (b) The Branch Secretary will write to the applicant to advise them of the outcome of their application.
- (c) The Branch Secretary, or nominated Branch Committee member, is to maintain a register of affiliates.

2.2.5 Withdrawal of affiliate status

- (a) A person's affiliate status is withdrawn if they are expelled from the Branch under Clause 21, or
- (b) their resignation is notified to the Branch Chair, or
- (c) fees, if any, are not paid within a set period of time of receiving an invoice from the Branch informing the affiliate that their status will be

withdrawn. The set period of time is determined by the relevant Branch Committee.

2.2.6 Guests

Guests may, at the discretion of the Branch and Regional Groups, be included in activities and events. Guests do not have membership status, but their attendance must be recorded for insurance purposes.

2.3 BRANCH MANAGEMENT

2.3.1 Management (Constitution clause 66)

- (a) The Branch is managed by the Branch Committee which numbers at least four but not more than 12 elected members.
- (b) Each Branch is required to elect the following office holders: Chair, Secretary and Treasurer.
- (c) The Secretary and Treasurer roles may be combined, if necessary, in smaller Branches.
- (d) A Deputy Chair may be elected in larger Branches.
- (e) Other committee members may be elected to or assigned by the Chair to a specific position/role such as Membership Secretary, Events Coordinator or Communications Officer (Branch e-news and Branch section of *The Order* national magazine).

2.3.2 Membership

- (a) Only financial Branch members can be members of the Branch Committee.
- (b) Branch members or affiliates may be co-opted to the committee for a particular purpose but only Branch members can vote. The period of co-option extends to the next AGM.

2.3.3 Term of Office (Constitution clause 43)

The same term of office that applies to directors also applies to members of Branch Committees.

The commencement and completion of term of office for Branch Nominated Directors are detailed in Constitutional clauses 43.5 and 43.2.

2.3.4 Election of Branch Committee

- (a) The election of committee members is held at the Branch annual general meeting (AGM).
- (b) All financial members of a Branch are entitled to vote in the election for their Branch Committee members. If an election is required, ballot forms are to be sent to all Branch members either by email or post.
- (c) Notice of the Branch AGM meeting and call for nominations are sent to all members at least 45 days before the AGM and that the Chair's Report and Financial Report are to be available to members at the AGM.
- (d) The deadline for submitting nominations to the Branch Secretary is 21 days before the AGM.
- (e) In a situation when, after nominations are received, a ballot is required, the ballot papers and proxy voting forms, together with the candidates' statements, are sent out to all members at least 14 days before the ballot closes at the AGM.
- (f) The deadline for completed proxy forms is at least five working days are before the AGM.

- (g) Potential nominees should be directed to the Branch position descriptions on the Branch's web page to assist with drafting their election statement.
- (h) Nominations for Branch Committee positions must be assessed for eligibility to serve on the Committee before the nomination is accepted even if there is only one nomination for a committee position. Assessment for eligibility is as clause 2.3.8 (c).
- (i) If insufficient nominations are received at the AGM or a casual vacancy arises after the election, the Committee may appoint a Branch member to fill that vacancy until the next Branch AGM
- (j) (i) In accordance with Clause 37.6 (a) and (b) of the Constitution, a Returning Officer must be appointed for all elections. This appointment must be made prior to the election process commencing and the member appointed cannot be a member of the Branch Committee.
(ii) If Branches are anticipating a large number of voters e.g when email voting permitted, an electoral assistant can be appointed by the Branch Committee.
(iii) All completed proxy and ballot papers are to be sent to the Returning Officer at either the Association's registered address or the address stated on the notice of meeting, where applicable.(Clause 25.5 (d)
(iv) Before releasing a result the number of votes cast must agree to the voting entitlement (i e. the votes cast do not exceed members attending plus proxies held).

2.3.5 Branch Committee meetings

Branch Committee meetings are to be conducted as in Constitution clauses 51-57, recognising the differing responsibilities and roles from that of the Board.

2.3.6 General meetings of Branch members

- (a) General meetings of Branch members may be called by the Branch Committee or by Branch members as per Constitution clauses 22 and 23.
- (b) The process for dealing with members' resolutions and statements for a general meeting is as outlined in Constitution clauses 32-33.
- (c) Provision of notice of a general meeting is governed by Constitution clause 25.
- (d) A quorum requires at least 30 members or 10% of the Branch membership whichever is lower.
- (e) If the Branch Chair is not available to chair the meeting, those members present may choose a member to be the Chair for that meeting.
- (f) The types of technology that can be used to hold a meeting other than physical location include audio, video or a combination of these means ('hybrid').

2.3.7 Branch annual general meeting (AGM)

- (a) The AGM is to be held within 90 days of the end of the financial year.
- (b) Constitution Clause 24 and 25 applies in terms of content and process.

2.3.8 Election of Branch Nominated Directors

- (a) In addition to the election of Branch Committee members at the AGM (2.3.4), the election for the Branch Nominated Director to serve as a director on the Board is held (Constitution clause 42.4.b).
- (b) The election process is as in By-law 2.3.4.

- (c) (i) All nominations for Branch Nominated Director must be assessed for eligibility to serve on the Board before the nomination being accepted even if there is only one nomination (Constitution clause 42.3).
- (ii) Candidates must meet the ACNC's Governance Standard 4: Suitability of responsible persons. They must also meet the criteria in Constitution clause 42.2 (a) to (d).
- (iii) Branches are to assign an individual or a small panel to undertake this assessment.

2.3.9 Voting at general meetings

The process to be followed in voting is detailed in Constitution clauses 34-37 while Constitution clauses 38-39 govern the appointment of a proxy and voting by proxy.

2.3.10 Duties of the Branch Chair

The duties of the Branch Chair are to:

- (a) actively support the purpose and objects of the Association,
- (b) provide leadership to the Branch and the Branch Committee,
- (c) convene and preside over the annual and general meetings of the Branch members, and
- (d) communicate regularly with the National Chair on matters related to the Branch.

2.3.11 Duties of the Branch Secretary

The Branch Secretary:

- (a) is responsible for the administrative tasks of the Branch,
- (b) In consultation with the Branch Chair, is responsible for arranging meetings, preparing and disseminating agenda papers, and taking minutes for these meetings,
- (c) manages the receipt and dispatch of all Branch correspondence,
- (d) ensures that the required records are maintained, and
- (e) any other duties listed in the Branch's position description.

2.3.12 Duties of the Branch Treasurer

Branch finances must be managed by the Branch Treasurer in the following manner:

- (a) funds and assets remain the property of the Association,
- (b) funds are to be held in a Board approved Australian bank account in the name of The Order of Australia Association Ltd requiring the signatures of at least two authorised persons jointly for transactions,
- (c) records of income and expenditure, including circumstances where an activity is conducted on a self-funded basis, are to be maintained on the accounting system approved by the Board,
- (d) expenses require authorisation by at least two Branch committee members supported by invoices wherever possible, and
- (e) annual financial recording, reporting and obtaining of bank statements for both Branch and Regional Groups must be completed within 21 days after the 31st December.

2.3.13 Appointment of a Patron

The Branch may appoint an eminent person to be the Patron of the Branch. The Board is to be consulted on potential appointees.

3. REGIONAL GROUPS

3.1 FORMATION

- (a) Regional Groups may be formed to provide support for the Branch in achieving the Association's object and purpose in defined geographic areas (Constitution clause 8).
- (b) Approval of the Board is required to establish a Regional Group.
- (c) Regional Groups should have clearly defined geographic boundaries and be within the State or Territory of the parent Branch.
- (d) Overseas Regional Groups may be formed and managed under the direction of the National Office.

3.2 STRUCTURE AND FUNCTION

- 3.2.1** Branches are responsible for the management of their Regional Groups.
- 3.2.2** Given the considerable variation in numbers of members, number and type of events held, income generated and location of the regional groups, each Branch, in consultation with the Regional Group, shall decide on the functions of the Regional Group in respect to Clauses 3.2.3 – 3.2.5. Clauses 3.2.6, 3.3.5.1, 3.3.5.2 are not negotiable.
- 3.2.3** Those groups with a small number of members may wish to operate based on holding several self-funded social activities annually on a non-profit cash basis without any other formal structure.
- 3.2.4** For larger Regional Groups the Branch may require them to have a committee to administer the Group.
- 3.2.5** Regional Groups are not required to hold formal annual general meetings but may, if they so wish, hold their AGM before their Branch AGM. They should meet at least once a year, as agreed with the Branch Committee, to be kept advised of developments and review the contributions made by the Regional Group to the Association's object and purpose.
- 3.2.6** In addition to the financial requirements detailed in By-law 3.3.5, other reporting requirements to the parent Branch are:
 - (a) the names of attendees at the events to be recorded for insurance purposes, and
 - (b) annual activity reports to be sent by the Branch Regional Coordinator to the Branch Committee.

3.3 MANAGEMENT

3.3.1 Regional Group Coordinator

The responsible Branch will appoint one or more Regional Group Coordinators from among the members of the Branch Committee or co-opt a member of the Branch to this role.

3.3.2 Regional Group Coordinator Duties

The duties of a Regional Group Coordinator are to:

- (a) prepare proposals for, and assist in the formation of new Regional Groups,
- (b) assist the Groups in achieving the purpose of the Association,
- (c) report annually to the Branch Committee on the activities of the Branch's Regional Groups, and

- (d) assist in the closure of a Regional Group if no longer viable in terms of active members e.g. the reallocation of members to another Regional Group of their choice.

3.3.3 Regional Group Convener

The Branch will appoint a convener for each Regional Group. In those larger Regional Groups that have a committee structure the Chair of the Regional Group assumes this role.

3.3.4 Regional Group Convener's Duties

The duties of the Regional Group Convener are to:

- (a) manage the affairs of the Regional Group under the direction of the responsible Branch Committee,
- (b) report regularly to the responsible Branch on the activities of the Regional Group,
- (c) appoint as required a committee and/or co-opted members to undertake the management of Regional Group activities and functions,
- (d) liaise with the Branch Regional Group Coordinator, and
- (e) advise the Branch Membership Secretary of any changes required in the Regional Group's membership database.

3.3.5 Finance

3.3.5.1 Funds held by the Regional Group remain the property of The Order of Australia Association (Ltd.).

3.3.5.2 Regional Groups must manage their finances in accord with the Branch By-laws 2.3.12 with the following variations:

- (a) the establishment of a Regional Group account requires the agreement of the responsible Branch,
- (b) Regional Group activities should be self-funding except with the agreement of the responsible Branch, and
- (c) providing annual financial reports and bank statements to the responsible Branch must be completed within 21 days after the 31st of December.

3.4 OVERSEAS REGIONAL GROUPS

3.3.6 Management

For the overseas Regional Groups the Executive Committee acts as their 'Branch'.

3.3.7 ACNC's External Conduct Standards

In order to meet the ACNC's External Conduct Standards, each overseas Regional Group must abide by the Association's Constitution, By-laws and policies. If any problems are experienced in terms of differing local legal or administrative requirements for charities, the Regional Group should seek the guidance of the Board e.g. privacy laws.