

**RULES OF  
THE HOLSTEIN-FRIESIAN ASSOCIATION OF AUSTRALIA INCORPORATED**

**NAME**

1. The name of the Incorporated Association is The Holstein-Friesian Association of Australia Incorporated (in these Rules called “The Association”).

**INTERPRETATION**

2. (1) In these Rules, unless the contrary intention appears:-

“National Delegate” means the body constituted in accordance with Rule 19.

“National Delegate” means a person elected to the National Delegate in accordance with Rule 19.

“National Advisory Council” means the body constituted in accordance with Rule 20.

“National Advisory Councillor” means a person elected from the National Delegate in accordance with Rule 20.

“National Board” means the body constituted in accordance with Rule 23.

“National Board Member” means a person elected by the National Advisory Council in accordance with Rule 23.

“Financial Year” means the year ending on 30 June each year.

“General Meeting” means a general meeting of members convened in accordance with the rules.

“Member” means a member of the Association.

“The Act” means the Associations Incorporation Act 1981.

“The Regulations” means regulations under the Act.

- (2) In these Rules, a reference to the Secretary of the Association is a reference:-

- a) where a person holds office under these Rules as the Executive Director of the Association - to that person; and

- b) in any other case, to the public officer of the Association.

- (3) In these Rules, reference to a person includes individuals, partnerships, syndicates or corporations. Words importing only the singular number include the plural number and vice versa. Words importing any gender include the other gender.

- (4) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

### **APPLICATION FOR MEMBERSHIP**

3. (1) Any person approved for membership as provided in these Rules is eligible to be a member of the Association.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership unless he is nominated as provided in Rule 3(3); and his admission as a member is approved by the National Board.
- (3) A nomination of a person for membership of the Association:-
  - a) shall be made in writing in such form as may be prescribed by the National Board from time to time;
  - b) shall be lodged with the Secretary of the Association.
- (4) No nomination for membership of the Association shall be accepted unless:-
  - a) the nominee agrees in writing to be bound by the Rules of the Association and the bylaws governing the requirements for the registration, classification and transfer of Holstein-Friesian cattle;
  - b) the nomination is accompanied by payment of such fees for entrance and annual subscription as may be determined from time to time.
- (5) As soon as is practicable after the receipt of a nomination, the Secretary shall notify the Branch of the State in which the nominee has his breeding herd, or if the nominee has no breeding herd, then to the Branch of the State in which the nominee resides.
- (6) Unless such Branch gives written notice to the Secretary within ninety (90) days of the receipt of the nomination by the Secretary, that such nomination has not been endorsed by the Branch, the nominee will be deemed to have been accepted for membership by that Branch, and the Secretary shall refer the nomination to the National Board.

- (7) Upon a nomination being referred to the National Board, the National Board shall determine whether to approve or reject the nomination.
- (8) Upon a nomination being approved by the National Board, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Association, and he shall enter the nominee's name in the register of members.
- (9) A right, privilege, or obligation of a person by reason of his membership of the Association:-
  - a) is not capable of being transferred or transmitted to another person;
  - b) terminates upon the cessation of his membership, whether by death, or resignation or otherwise.

## **REGISTER OF MEMBERS**

4. (1) The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the public officer.
- (2) There shall be the following classes of membership of the Association:-
  - a) Ordinary Members;
  - b) Associate Members;
  - c) Junior Members, and
  - d) Honorary Life Members.
- (3) a) The persons eligible for membership as Ordinary Members shall be persons over the age of 18 years, who have been admitted to this class of membership of the Association.
- b) The persons eligible for membership as Associate Members shall be persons over the age of 18 years, who are not breeders of registered Holstein cattle, or who have relinquished the breeding of Holstein cattle, and who shall not be permitted to register cattle in the Pedigree or Appendix Register of the Herdbook unless they convert to Ordinary membership of the Association. Associate Members shall have voting privileges at sub-branch level only, and

may not hold office or serve on committees beyond sub-branch level.

- c) The persons eligible for membership as Junior Members shall be persons under the age of 18 years, who have been admitted to this class of membership of the Association. Junior members are not entitled to vote. A Junior Member shall, at the expiration of the financial year in which he attains the age of 18 years, become eligible to be an Ordinary or Associate Member of the Association.
  - d) The persons eligible for membership as Honorary Life Members shall be persons over the age of 18 years, who have been admitted to this class of membership of the Association by the National Board, provided always that any resolution to admit a person to membership of the Association as an Honorary Life Member shall be passed by a majority of not less than 75% of the members of the National Delegates in a secret ballot.
- (4) No member other than an Honorary Life Member, an Ordinary Member or an Associate Member, whose annual subscription for the current year has been paid, may hold office in the Association, its Branches and sub-branches, or exercise a vote at any election of office bearers, or at any meeting of the Association, its Branches and sub-branches.
  - (5) A condition of membership is that members agree to indemnify the Association and its officers against any liability for information and/or advice provided by the Association and its officers.

#### **ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

- 5. (1) The National Board may determine that each person who applies for membership (other than an Honorary Life Member) shall with his application pay to the Association an entrance fee of such sum as shall from time to time be determined by the National Board, provided that such fee shall be refunded if the person concerned is not admitted to membership.
- (2) The amount of the annual subscription payable by the members of each class of membership, and any other fees or dues payable to the Association shall be determined from time to time by the National Board.
- (3) The annual subscription shall be payable in advance and shall become due and payable on the first day of July in each year, or in the case of the first annual subscription, on the day on which it is determined.

- (4) No member shall be eligible to exercise the rights and privileges of membership while his subscription for the current year shall remain unpaid.

## **CESSATION OF MEMBERSHIP**

6. (1) Any member whose annual subscription shall remain unpaid for a period of three calendar months after it becomes due, or who shall be indebted to the Association in respect of any fees or dues for a period of ninety days, may after notice of default has been sent to him by the Secretary, be debarred by resolution of the National Board from all rights and privileges of membership, provided that the National Board may reinstate the member on payment of all arrears if the National Board thinks fit to do so.
- (2) A member may at any time, by giving notice in writing to the Secretary, resign his membership of the Association.
- (3) Any member who for any reason has ceased to be a member of the Association, shall remain liable for all amounts due to the Association as at the date on which his membership ceases, but the National Board may in its absolute discretion refund to a member ceasing to be a member such proportion of any subscription or other monies as the National Board may determine.
- (4) If any member shall refuse or neglect to comply with the Rules of the Association, or shall be guilty of any conduct which in the opinion of the National Board is unbecoming of a member, or prejudicial to the interests of the Association, the National Board may by resolution:-
- a) expel a member of the Association;
  - b) suspend a member from membership of the Association for a specified period;  
or
  - c) censor or fine a member in accordance with the Regulations.
- (5) A resolution of the National Board under Rule 6(4):-
- a) does not take effect unless the Disciplinary Committee appointed in terms of Rule 22(5) confirms the resolution at a meeting held not earlier than 14 and not later than 28 days after service of a notice under Rule 6(6); and
  - b) where the member exercises the right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in

accordance with this clause.

- (6) Where the National Board passes a resolution under Rule 6(4), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-
  - a) setting out the resolution of the National Board and the grounds on which it is based;
  - b) stating that the member may address the Disciplinary Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - c) stating the date, place and time of that meeting;
  - d) informing the member that he may do one or more of the following -
    - (i) attend that meeting;
    - (ii) give to the Disciplinary Committee before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) not later than 48 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- (7) At a meeting of the Disciplinary Committee held in accordance with Rule 6(5), the Disciplinary Committee:-
  - a) shall give to the member an opportunity to be heard;
  - b) shall give due consideration to any written statement submitted by the member;  
and
  - c) shall by resolution determine whether to confirm, revoke or vary the resolution.
- (8) Where the Secretary receives a notice under Rule 6(6), he shall notify the National Board and the National Board shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary receives the notice.
- (9) At a general meeting of the Association convened under Rule 6(8):-

- a) no business other than the question of the appeal shall be transacted;
  - b) the National Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - c) the member shall be given an opportunity to be heard; and
  - d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (10) If at the general meeting:-
- a) two thirds of the members vote in person against the resolution of the National Board, then the resolution is revoked; and
  - b) in any other case the resolution is confirmed.

#### **ANNUAL GENERAL MEETING**

7. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day and at such venue as the National Board determines, provided always that it be held within 120 days of the close of each financial year.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:-
- a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b) to receive from the National Board reports upon the transactions of the Association during the last preceding financial year; and
  - c) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given

in accordance with these Rules.

- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

### **SPECIAL GENERAL MEETING**

8. (1) All general meetings other than the annual general meeting shall be called special general meetings.
- (2) The National Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (3) The National Board shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in like form, each signed by one or more of the members making the requisition.
- (5) If the National Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (6) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the National Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

### **NOTICE OF MEETING**

9. (1) The Secretary of the Association shall, at least 28 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of a members, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.



- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## **PROCEEDINGS AT MEETINGS**

10. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
  - (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when a meeting is considering that item.
  - (3) Twenty members personally present (being members entitled under these Rules to vote at a general meeting) from three States shall constitute a quorum for the transaction of the business of a general meeting.
  - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall be a quorum.
11. (1) The President, or in his absence the Vice-President, shall preside as Chairman at each general meeting of the Association.
  - (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at that meeting.
12. (1) The Chairman of a general meeting at which a quorum is present may, with the

consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) Where a meeting is adjourned for 28 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
13. A question arising at a general meeting of the Association shall be determined on show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
14.
  - (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
  - (2) All votes shall be given personally or by proxy.
  - (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
15.
  - (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
  - (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
16. A member shall not be entitled to vote at any general meeting unless all monies payable by him to the Association have been paid.
17.
  - (1) Each member shall be entitled to appoint another member as his proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
  - (2) The notice appointing the proxy shall be in the following form:-

THE HOLSTEIN-FRIESIAN ASSOCIATION OF AUSTRALIA INC

I ..... of ..... being a member of the Association hereby appoint ..... of ..... or failing him ..... of ..... as my proxy to vote for me on my behalf at the (annual or special, as the case may be) general meeting of the Association, to be held on the ..... day of ..... 20..... and at any adjournment thereof. My proxy is hereby authorised to vote in favour of/against the following resolutions:

Signed this ..... day of ..... 20.....

.....

**BRANCHES**

18. (1) There may be formed upon the approval of the National Board, one Branch of the Association in each State or Territory.
  
- (2) Each Branch shall consist of at least five members of the Association having a breeding herd in that State or Territory, and each Branch may upon application to the National Board form a sub-branch or sub-branches comprised of members of the Association.
  
- (3) State Branches and Sub-Branche s must have clearly drafted Rules and Bylaws that are consistent with HFAA’s Rules and Bylaws and changes to the State and Sub-Branch Rules and Bylaws must be ratified by the National Board.

**NATIONAL DELEGATE**

19. (1) Each of the body of persons (hereinafter respectively called “the State Branch”) known as:-
  - a) Holstein-Friesian Association of Australia (Victorian Branch)
  - b) Holstein-Friesian Association of Australia (New South Wales Branch)
  - c) Holstein-Friesian Association of Australia (Queensland Branch)
  - d) Holstein-Friesian Association of Australia (Tasmanian Branch)
  - e) Holstein-Friesian Association of Australia (South Australian Branch)
  - f) Holstein-Friesian Association of Australia (Western Australian Branch)

may appoint members of the Association to be members of the National Delegate for a term commencing on 1 August and ending at the end of July in the next

financial year, with the exception of the National Board and National Advisory Council who shall continue as members of the National Delegate until the expiration of their terms of office as National Board and/or National Advisory Council members.

- (2) Each respective State Branch shall be entitled to appoint to the National Delegate the number of members calculated in accordance with the following formula save that each State Branch shall be entitled to appoint at least two members to the National Delegate:-

$$A = \frac{B}{C} \times 25$$

where:-

A - is the total number of members of the National Delegate that State Branch may appoint;

B - is the total number of Ordinary Members of the Association resident in the State Branch's State on 30 June in the calendar year in which the appointment is made;

C - is the total number of Ordinary Members of the Association on 30 June in the calendar year in which the appointment is made.

PROVIDED THAT if the above formula results in a fraction, then the number of members of the National Delegate to which the State Branch concerned may appoint will be increased to the next whole number if that fraction exceeds one-half.

- (3) A notice signed by the President or in his absence the Vice-President of the State Branch concerned shall be conclusive evidence of the appointment of a member to the National Delegate to represent that State Branch.
- (4) National Delegates have no maximum term of service, but must be elected annually in accordance with Rules 19 (1) and (2).
- (5) A State Branch shall be entitled from time to time to fill any casual vacancy occurring in its representatives, but shall not be entitled to remove any such representative before the expiry of their term.

## **NATIONAL ADVISORY COUNCIL**

20. (1) A National Advisory Council will be formed, comprising a single National Advisory Councillor from each State, who must be a National Delegate, and who will be elected to the position as National Advisory Councillor – State, by his/her own State.
- (2) There will be three National Advisory Councillors, who are elected by majority vote in a secret ballot by the National Delegate, and who will be elected as National Advisory Councillor – Non State.
- (3) At the formation of the National Advisory Council, the Executive Committee members whose terms have not expired will automatically become National Advisory Councillors – State, for the State from where they were elected as a Federal Councillor, until such time as their current Executive Committee term expires.
- (4) At the formation of the National Advisory Council, State positions will be elected for Queensland (3 year term), South Australia (3 year term), New South Wales (1 year), Victoria (2 years), Western Australia (2 years), Tasmania (1 year).
- (5) At the formation of the National Advisory Council, three National Advisory Councillors – Non State positions will be created – 1 x 3 year term, 1 x 2 year term, 1 x 1 year term. National Advisory Councillors will serve a maximum of 12 years.
- (6) At the expiry of the first term of office following the formation of the National Advisory Council, National Advisory Councillors will subsequently be elected for a 3 year term.
- (7) All elections for the National Advisory Council – Non State position will take place separately and be decided by majority vote and secret ballot.

National Advisory Council – State positions will be announced before the ballot for National Advisory Council – Non State position.

- (8) The Board (in the case of National Advisory Councillor – Non State) or State Branches (in the case of National Advisory Councillor – State) shall be entitled from time to time to fill any casual vacancy occurring in the National Advisory Council, but shall not be entitled to remove any such representative before the expiry of their term.

**PROCEEDINGS OF NATIONAL DELEGATES AND NATIONAL  
ADVISORY COUNCILLORS**

21. (1) Subject to these Rules the National Delegates will meet together once a year at the AGM to review HFAA's performance and policies and present member issues for consideration by the National Board. The quorum for a meeting of the National Delegates shall be 20 representing at least three State Branches, and if a quorum is not present within 30 minutes of the time appointed for the holding of a meeting it will stand adjourned to the same time and place 14 days thereafter. The quorum at a meeting so adjourned shall be five members representing at least two State Branches.
- (2) Questions arising at any meeting of the National Delegates shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.
- (3) The President of the Association shall preside as Chairman at every meeting of the National Delegates and National Advisory Councillors, and if at any meeting of the National Delegates or National Advisory Councillors he is not present within 10 minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman, or if he is not present then the members of the National Board present shall choose one of their number to be Chairman of the meeting.
- (4) Subject to these Rules the National Advisory Councillors shall meet together at least two times per year, one of which shall be the AGM. The National Advisory Council will consider the proposed operating budgets of the States and make recommendations to the Board for budgetary allocations to the States.

## **POWERS, FUNCTIONS AND DUTIES OF THE NATIONAL BOARD**

22. (1) The National Board shall be empowered:-
- a) to manage and control the business and affairs of the Association and pay all expenses in promoting and registering the Association;
- b) to determine the requirements for the registration and recording of Holstein-Friesian cattle in Australia;
- c) to formulate policy and to make bylaws for the detailed implementation of the objects of the Association or any of them and may repeal, alter, vary or add to, either in whole or in part and at any time the bylaws or any of them so made;
- d) to fix all fees in respect of membership of the Association, entry on the registers

kept by the Association and such other matters it deems necessary;

- e) subject to these Rules, the Regulations and the Act, to exercise all such powers and functions as may be exercised by the Association;
- f) to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.

(2) The National Board shall cause minutes to be made:-

- a) of all appointments of officers and servants;
- b) of names of members of the National Board present at all meetings of the Association and of the National Board;
- c) of all proceedings at all meetings of the Association and of the National Board.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held, or by the Chairman of the next succeeding meeting.

(3) The National Delegate shall appoint a Breed Development and Conformation Committee which shall administer the Type Classification Scheme and consider matters relating to the further development of the breed and which shall perform such other functions and duties as may from time to time be imposed on it by the National Board.

a) The Breed Development and Conformation Committee shall consist of five members of the Association other than members of the National Board.

b) The members of the Breed Development and Conformation Committee shall hold office for a period of four years and shall retire by rotation, but be eligible for re-election, save that a member of the Breed Development and Conformation Committee may serve no more than 12 years in that office.

c) At the formation of the Breed Development and Conformation Committee, one (1) member will be elected for a one (1) year term, one (1) member will be elected for a two (2) year term, one (1) member will be elected for a three (3) year term, and two (2) members will be elected for four (4) year terms.

d) One member of the Committee shall be re-elected every year, and two

members elected every four years.

e) The National Board shall have power to co-opt additional person/s to the Breed Development and Conformation Committee as it sees fit.

f) At meetings of the Breed Development and Conformation Committee the President, or his Board nominee, shall preside as Chairman with entitlement to vote, and any three / four members of the Breed Development and Conformation Committee, excluding the Chairman, shall form a quorum.

(4) The National Board shall in each membership year appoint two members of the National Advisory Council and two other members of the National Delegates to form a Disciplinary Committee in accordance with the provisions of Rule 6(5) a).

a) The Disciplinary Committee shall be convened for the purposes of Rule 6(7) where a member has not exercised his right of appeal to the Association in general meeting against a disciplinary resolution of the National Board.

b) In addition to the members appointed by the National Board the President shall appoint one further member of the Association to serve on the Disciplinary Committee provided always that such member shall be a member of the State Branch of the member against whom the disciplinary resolution was passed.

(5) The National Board may delegate any of its powers, functions and duties (not being duties imposed on the National Board by the Act or the general law) to any one or more committees consisting of such member or members of their body or the Association as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers, functions and duties so delegated conform to any regulations that may from time to time be imposed upon it by the National Board.

(6) All acts done at any meeting of the National Board or other committee or by any person acting as a member of the National Board or of a committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such member of the National Board or of a committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the National Delegates or a member of the committee (as the case may be) and had been entitled to vote.



23. (1) Subject to Section 23 of the Act, the National Board shall consist of:-
- a) Five members, elected by secret ballot and majority vote by the National Delegates. Board members must be National Advisory Councillors and will be elected for three years serving a maximum of 12 years.
  - b) The President, Vice President and Treasurer shall be elected from the five member Board by the National Delegates.
  - c) A President and Vice-President and Treasurer shall be elected by the National Delegates at the annual general meeting of the Association in each year, and each of whom shall hold office until the annual general meeting next after the date of his/her election and be eligible for re-election.
  - d) The President and Vice President's terms cannot exceed 3 years each.
  - e) The position of Company Secretary be vested in the position of Executive Director. The Executive Director is a National Board member with one vote at National Board meetings.
- (2) At the formation of the National Board, existing Executive Committee members with unexpired terms will automatically become Board members until their current Executive Committee term expires.
- (3) At the formation of the National Board, three Board members will be elected – 1 x 2 year term, 2 x 3 year term.
- (4) In the event of a casual vacancy occurring in the office of an Ordinary Member of the National Board, the National Board may appoint a member of the National Advisory Council to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of his appointment.
- (5) The office of a member of the National Board shall become vacant if the member:-
- a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

- c) resigns his office by notice in writing to the Association;
- d) for more than four months is absent without permission of the National Board from meetings of the National Board held during that period;
- e) ceases to be a member of the Association.

## **ELECTION OF NATIONAL BOARD MEMBERS AND VACANCY**

24. (1) If insufficient nominations are received to fill all vacancies on the National Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (2) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (3) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (4) The ballot for the election of members of the National Board shall be conducted at the annual general meeting in such usual and proper manner as the Chairman may direct.

## **PROCEEDINGS OF THE NATIONAL BOARD**

25. (1) The National Board shall meet at least four times in each year at such place and such times as the National Board may determine.
- (2) Special meetings of the National Board may be convened by the President or by any four of the members of the National Board.
- (3) Notice shall be given to the members of the National Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting at the Chairman's discretion.
- (4) Any three members of the National Board constitute a quorum for the transaction of the business of a meeting of the National Board.
- (5) No business shall be transacted unless a quorum is present and if within three hours of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in

the following week, unless the meeting was a special meeting, in which case it lapses.

- (6) At meetings of the National Board:-
  - a) the President, or in his absence the Vice-President, shall preside; or
  - b) if the President and the Vice-President are absent, such one of the remaining members of the National Board as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the National Board or of any sub-committee appointed by the National Board shall be determined on a show of hands, or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the National Board or of any sub-committee appointed by the National Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each National Board meeting shall be served on each member of the National Board by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to Clause 25(4) the National Board may act notwithstanding any vacancy on the National Board.

## **SECRETARY AND EXECUTIVE DIRECTOR**

26. (1) The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose, together with a record of the names of persons present at committee meetings.
- (2) The Association may appoint an Executive Director who shall be a salaried officer employed by the Association upon such terms and conditions as the National Board may from time to time determine. The Executive Director shall be a National Board member with one vote and ex officio be entitled to attend and speak, but not to vote, at every meeting of the National Delegates, National Advisory Councillors

and of any committee to whom powers of the National Board are delegated under these Rules.

### **HONORARY TREASURER**

27. (1) The Honorary Treasurer of the Association shall be responsible for overseeing the financial affairs of the Association and reporting the state of those affairs to the Board, National Advisory Council, National Delegates and Ordinary Members.
- (2) Annually all current excess State and Sub-Branch funds (the residual amounts to be defined by the Board) will be collected and held in a specially designated HFAA account, until such time as the Board decides to distribute these funds to the States or otherwise as it sees fit. Excess State funds will be held as a reserve.
- (3) Funds will be distributed annually to the States, based on the submission of audited State and reconciled Sub-Branch accounts and consolidated State and Sub-Branch budgets, which will detail an annual activity plan and associated costs. All State Branches are required to direct Sub-Branches to present to them annual reconciled accounts. All State Branches are required to present annual and audited accounts to HFAA no later than 28 days from the end of each financial year, in order that the financial affairs of the State and Sub-Branches can be reflected in HFAA's annual accounts.

### **REMOVAL OF MEMBER OF THE NATIONAL BOARD**

28. (1) The Association in general meeting may by resolution remove any member of the National Board before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution applies as referred to in Rule 28(1) makes representation in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

### **CHEQUES**

29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the National Board, or in such other manner as

the National Board from time to time determines.

## **SEAL**

30. (1) If a Common Seal is kept and applicable, the Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the written authority of the President or a member of the Board, and the affixing of the Common Seal shall be attested by the signature of the Executive Director.

## **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

31. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

## **NOTICES**

32. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## **WINDING UP OR CANCELLATION**

33. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

## **CUSTODY OF RECORDS**

34. (1) Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association

## **FUNDS**

35. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

## **DISPUTES AND MEDIATION**

36. (1) The grievance procedure set out in this rule applies to disputes under these Rules between -
  - a) a member and another member; or
  - b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 30 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, then the parties must, within 21 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be -
  - a) a person chosen by agreement between the parties; or
  - b) in the absence of agreement -
    - i) in the case of a dispute between a member and another member, a person appointed by the National Board of the Association; or
    - ii) in the case of a dispute between a member and the Association, a person appointed as a mediator by the National Board, or if such mediator is not acceptable to either of the parties, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.

- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must -
  - a) give the parties to the mediation process every opportunity to be heard; and
  - b) allow due consideration by all parties of any written statement submitted by any party; and
  - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.