

CONSUMER AFFAIRS VICTORIA Associations
Incorporation Reform Act 2012
Australasian Life Underwriting and Claims Association Inc. (ALUCA) [Formerly Australian
Life Underwriters and Claims Association Inc. (ALUCA)] RULES
Associations Incorporation Reform Regulations 2012

Part 3

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Rules for an Incorporated Association

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is AUSTRALASIAN LIFE UNDERWRITING AND CLAIMS ASSOCIATION INCORPORATED (ALUCA)

2 Purposes

The Vision of the Association is to be recognised by ALUCA members, their employers, industry colleagues and relevant organisations both internal and external to the Life Insurance industry as the premier association for Life Insurance underwriting and claims professionals in Australasia.

The purposes of the association are to:

- (a) represent the professional interests of underwriting and claims personnel in the life insurance industry.
- (b) maintain and improve the level of professional competence and practice in the field of risk management.
- (c) promote and facilitate the professional development of members.

3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

4 Definitions

In these Rules—

Board means the Board having management of the business of the Association;

Board meeting means a meeting of the Board held in accordance with these Rules;

Board member means a member of the Board elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 17(5);

disciplinary meeting means a meeting of the Board convened for the purposes of rule 17;

financial year means the 12-month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an

annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

the Secretariat means a service provider appointed by the Board to manage the administration of the Association.

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) appoint agents to transact business on its behalf;
 - (b) enter into any other contract it considers necessary or desirable
 - (c) acquire, hold and dispose of real or personal property;
 - (d) open and operate accounts with financial institutions;
 - (e) invest its money in any security in which trust monies may lawfully be invested;
 - (f) raise and borrow money on any terms and in any manner as it thinks fit;
 - (g) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 Who is eligible to be a member?

A natural person who has an active interest in Life and Disability Insurance underwriting or claims who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the application fee and annual subscription fee payable under these Rules.

9 Application for membership

- (1) 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:
 - (a) he or she is nominated and seconded by current financial members of the Association; and
 - (b) his/her admission as a member is approved in accordance with these Rules.
- (2) A nomination of a person for membership of the Association:
 - (a) shall be made in writing in such form that is shown on the Association's webpage on the internet, and
 - (b) together with the prescribed application fee and annual subscription fee, shall be lodged with the Secretariat of the Association. The nominations may be accepted via the Association's website on the internet subject to clause 10(2) of these Rules.

Note

The fees are the fees determined by the Association under rule 12.

10 Consideration of application

- (1) As soon as is practicable after the receipt of a nomination, the Secretariat shall examine the nomination form to make sure that the applicant has been nominated and seconded in accordance with these provisions and, if there are classes of membership, that the applicant has the necessary qualifications for the class of membership for which the applicant has applied.
- (2) Where an application has been lodged electronically, the applicant must provide with the application the names of the members, who are to nominate and second their application. The Secretariat will verify such recommendations by contacting the nominating members.
- (3) The Secretariat shall determine whether the case of approval of the nomination is straightforward and if so, advise that the application for membership will be forwarded to the Board for approval.

- (4) Upon a nomination being approved by the Board, the Secretariat shall, with as little delay as possible, notify the nominee in writing that he/she has been accepted for membership of the association.
- (5) The Secretariat shall arrange to enter the nominee's name in the Association register of members kept by him/her and, upon the name being so entered, the nominee becomes a member of the association and is entitled to exercise the rights of membership of the association.
- (6) Should the Secretariat decide that there is a prima facie case that the nomination be not accepted, the nominee should be advised of this and that the nomination will be referred to the Board for a decision.
- (7) Should the Board decide that the nominee is not to be accepted for membership of the Association, the Secretariat must, as soon as possible, notify the nominee in writing that he/she has not been accepted for membership of the association, and must refund to the nominee an amount equal to the application fee and annual membership subscription fee.
- (8) From time to time, the Secretariat shall cause to be circulated to the Board a list of nominations, pursuant to Clause 10(3) and/or 10(6). The Board shall then decide whether or not an application should be approved and minutes to the effect of such decisions will be made and retained at the next Board meeting.

11 Register of Members

- (1) The Secretariat shall arrange for a register of members to be kept and maintained, in which shall be entered the name, Company and contact details and membership details of each member. The register shall be available for inspection by members at the address of the Public Officer.
- (2) At the end of each calendar year, the Secretariat shall arrange to make a copy of the membership database. This copy is to be kept as a permanent record of the Association's members for that calendar year.

12 Annual subscription and fee on joining

- (1) Subscription to the Association is on a Calendar year basis.
- (2) An annual subscription fee applies from the initial year of joining the Association and is payable together with the application fee at the time of applying for membership. An application fee will apply when a member re-applies to re-join the Association after their membership has lapsed.
- (3) For each subsequent year, an annual subscription will apply and is payable in advance on or within 30 days of receiving notice from the Association, or later if deemed reasonable by the Treasurer. Membership may lapse if subscriptions are not paid within the period indicated.
- (4) The application fee and the annual subscription fee may be varied from time to time by the Board.
- (5) The application fee and the annual subscription fee may be varied depending on the class of membership.
- (6) No subscription shall be payable by a member where a guideline provides that the class of membership to which such member belongs is exempt from payment of the annual subscription.

- (7) In the event that a member joins after the 31st day of the month of July in any given Calendar year, the annual subscription fee payable by that member for that Calendar year may be calculated on a pro rata basis.

13 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under these rules; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
- (a) the member is a member other than an honorary member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

14 Guidelines for membership, Life members and Honorary members

- (1) Guidelines may establish:
- (a) classes of membership;
 - (b) criteria for each class of membership;
 - (c) the level of fees for each class of membership; and
 - (d) conditions applicable for each class of membership.
- (2) Life membership may be granted by the Board after nomination of an individual by at least two members of the Association. The criteria for Life membership of the Association will be defined by the Board and will focus on the individual's industry achievements which fall outside their normal working responsibilities. A Life Member holds the right to vote at a general meeting.
- (3) An honorary member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by the member to the Association may resign from the Association by first giving one month's notice in writing to the Secretariat of his/her intention to resign
- (2) After the expiry of that period of notice
- (a) the member shall cease to be a member; and

- (b) the Secretariat shall arrange to make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- (3) The Board of the Association may terminate the membership of a member who does not pay a debt to the Association within 90 days of the due date
- (4) At the end of the calendar year, after a copy of the database has been made in accordance with 10(5), the Secretariat may arrange to remove from the current database the names of any persons who have ceased to be a member of the association.

Division 2—Disciplinary action

17 Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Board may, by resolution:
 - (a) expel a member from the Association or
 - (b) suspend that member from membership of the Association for a specified period.
- (2) A resolution of the Board under sub-rule 17(1) does not take effect unless:
 - (a) at a meeting held in accordance with sub-rule 17(3), the Board confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this clause.
- (3) A meeting of the Board to confirm or revoke a resolution passed under sub-rule 17(1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule 17(4).
- (4) For the purposes of giving notice in accordance with sub-rule 17(3), the Secretariat shall, as soon as practicable, cause to be served on the member a notice in writing:-
 - (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do one or more of the following-
 - (i) Attend that meeting;
 - (ii) Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) Not later than 24 hours before the date of the meeting, lodge with the Secretariat a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.
 - (e) informing the member that, if at that meeting, the Board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretariat a notice to the effect that he or she wishes to appeal to the Association in general meeting, against the resolution.

- (5) At a meeting of the Board held in accordance with sub-clause 17(3), the Board:-
 - (a) shall give to the member, or his/her representative, 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 or to revoke the resolution.
- (6) If at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretariat a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) Where the Secretariat receives a notice under sub-clause 17(6), the Secretariat shall notify the Board and the Board shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretariat received the notice.
- (8) At a general meeting of the Association convened under sub-clause 17(7):-
 - (a) no business other than the question of the appeal shall be transacted.
 - (b) the 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 must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) If at the general meeting:-
 - (a) two-thirds of the members who vote in person or by proxy vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

Division 3—Grievance procedure

18 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Board;
 - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

19 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 21 days of the dispute coming to the attention of each party.

20 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, the parties must within 21 days—
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Board; or

- (ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

21 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

22 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

23 Annual general meetings

- (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held within 5 months after the end of the financial year of the Association on such day as the Board determines.
- (3) The notice convening the annual general meeting shall specify that the meeting is an annual general meeting.
- (4) The ordinary business of the annual general meeting shall be:-
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect members of the Board; and
 - (d) to receive and consider the Financial Statements of the Association or other such documents as prescribed in the Act with a view to recommending their transmission to the relevant authorities.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.

24 Special general meetings

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Board may, whenever it thinks fit, convene a special general meeting of the Association and where, but for this sub-clause, more than 15 months would lapse between annual general meetings, the Board shall convene a special general meeting before the expiration of that period.

- (4) The Board shall, on the request in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
- (5) The request for a special general meeting shall state the objects of the meeting and must be signed by the members making the request and be sent to the address of the Secretariat and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (6) If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretariat, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (7) 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 Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

25 Special business

- (1) All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

26 Notice of general meetings

- (1) The Secretariat of the Association shall, at least 21 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent:
 - (a) by electronic or facsimile transmission; or
 - (b) by prepaid post to the address appearing in the register of members.
- (3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (4) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretariat, who shall include that business in the notice calling the next annual or special general meeting (as appropriate) after the receipt of the notice.

27 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 26 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 72 hours before the commencement of the meeting.
- (7) All proxy forms qualifying under 27(6) above must be given to the Chairperson of the meeting before or at the commencement of the meeting.

28 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

29 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 28) of 15 of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 24—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 24.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

30 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 26.

31 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub-rule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 17.

32 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

33 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lostand an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

34 Minutes of general meeting

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 27(6); and
 - (c) the financial statements submitted to the members in accordance with rule 23(4)(d); and
 - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD Division

1—Powers of Board

35 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may delegate to a member of the Board, a subcommittee or a contractor or Service Company e.g. current Secretariat, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate. The Board may, in writing, revoke a delegation wholly or in part.
- (4) The Board, for example (but not by way of limitation):
 - (a) may represent the Association in all things;
 - (b) may co-ordinate the activities of the Association;
 - (c) may formulate or recommend policy initiatives and updates to members and Branches/Sub-Groups or confirm policy initiatives of a Branch/Sub- Group where Association-wide application is involved;
 - (d) has power to:
 - (i) make and amend by-laws to be called “Guidelines” (which must not be inconsistent with these rules of the provisions of the Act) in relation to the membership and procedures of the Association;
 - (ii) appoint and remove personnel and fix their conditions; (iii) establish regional or special interest groups;
 - (iv) delegate within the Association (but not this power of delegation);
 - (v) establish educational initiatives and recognition programs for its members;
 - (vi) subject to Part 5 Division 2 of these Rules, create a new Board position as deemed necessary by the current Board;
 - (vii) approve the granting of the various categories of membership; and
 - (viii) to have a matter resolved by a referendum. The result of the referendum will be notified to members within 21 days of the counting of votes.
 - (e) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - (f) subject to these rules, the regulations and the Act, has power to perform all such acts and matters as appear to the Board to be essential for the proper management of the business and affairs of the Association.

Division 2—Composition of Board and duties of members

36 Composition of Board

The Board consists of no more than 9 members, inclusive of:

- (a) a Chairperson; and
- (b) a Vice-Chairperson; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) other board positions as the Board deems appropriate
- (f) ordinary members (if any).

37 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

38 Chairperson and Vice-Chairperson

- (1) Subject to subrule (2), the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Chairperson and the Vice-Chairperson are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a Board meeting—a Board member elected by the other Board members present.

39 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 11; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 60, all books, documents and securities of the Association in accordance with rule 65; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

40 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 Board members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

Division 3—Election of Board members and tenure of office

41 Who is eligible to be a Board member?

A member is eligible to be elected or appointed as a Board member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting; and
- (c) has a current active interest in Life and Disability underwriting or claims and has a minimum of 5 year's experience in this area.

42 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the Association after its incorporation;
Or
 - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare the appropriate positions on the Board vacant and hold elections for those positions in accordance with rules 43 to 46.

43 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) Nominations of candidates for election as members of the Board:-
 - (a) shall be made in writing in the form provided by the Secretariat, signed by two members of the Association and accompanied by the written consent of the candidate; and
 - (b) shall be delivered to the Secretariat of the Association by a date specified in the notice of general election which will be not less than 72 hours before the date fixed for the holding of the annual general meeting.
 - (c) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations can be received at the annual general meeting.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board shall direct.

44 Election of Chairperson etc.

- (1) At the first Board Meeting following the Annual General Meeting elections must be held for each of the following positions—
 - (a) Chairperson;
 - (b) Vice-Chairperson; (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held.
- (4) On his or her election, the new Chairperson may take over as Chairperson of the meeting.

45 Term of office

- (1) Subject to sub-rule (4) and rule 47, a Board member from the date of the appropriate AGM holds office until the positions of the Board are declared vacant at the appropriate general meeting.
- (2) (a) The term of office for each member of the Board elected at a general meeting will be for a period of three consecutive calendar years. Each Board member will be eligible for re-election for one further term of three consecutive years. Any Board member wishing to stand for re-election immediately after six consecutive years will require the approval of the Board which will only be granted in special circumstances (the Board member's qualifications or experience is/are needed by the Board – e.g.: accountancy, strategy, marketing, communications, law). Once an individual has been off the Board for a period of at least three years then that individual is entitled to stand for election onto the Board subject to the Association Rules.
 - (b) 9 board positions will be elected at the 2018 Annual General Meeting:
 - (i) 3 positions will be voted to a term of 1 year
 - (ii) 3 positions will be voted to a term of 2 years
 - (iii) 3 positions will be voted to a term of 3 years
 - (iv) The terms will be allocated to successful nominees at the first Board meeting following the 2018 Annual General Meeting on a consensus basis, with existing tenure and votes received being amongst the factors taken into account
 - (c) 3 board positions will be vacated and elected at each Annual General Meeting from 2019 onwards.
- (3) The Board has the right to appoint Board Members if any vacancy is not filled.
- (4) A general meeting of the Association may—
 - (a) by special resolution remove a Board member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (5) A member who is the subject of a proposed special resolution under sub-rule (4)(a) may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (6) The Secretary or the Chairperson may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

46 Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she —
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 4 Board meetings in a calendar year without leave of absence under rule 57; or
 - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

Note

A Board member may not hold the office of Secretary if they do not reside in Australia.

47 Filling casual vacancies

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that—
 - (a) has become vacant; or
 - (b) was not filled by election at the last annual general meeting.
- (2) The Board can fill a vacant Board position at their discretion without the approval of the membership
- (3) All new appointees are required to stand at the next election for their allocated term
- (4) Any new board positions are to be operated as special appointments until such time the membership has a chance to vote on it
- (5) The Board can appoint new Board members mid-term as needed
- (6) A mid-term appointment does not count against the time allowable to serve on the Board as indicated by Rule 45.
- (7) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (8) Rule 46 applies to any Board member appointed by the Board under subrule (1) or (2).
- (9) The Board may continue to act despite any vacancy in its membership.
- (10) An appointment to a vacant board position under Rule (47) for a period in excess of 18 months will be taken to have served an elected term of three (3) years.

Division 4—Meetings of Board

48 Meetings of Board

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the Chairperson or by any 4 members of the Board.

49 Notice of meetings

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time. (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

50 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 4 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by a majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

51 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

52 Use of technology

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

53 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 52) of 4 members of the Board.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 49.

54 Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) Voting by proxy is not permitted.

55 Conflict of interest

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting;
and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

56 Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 55.

57 Leave of absence

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

58 Source of funds

The funds of the Association may be derived from application fees, annual subscriptions, conference and seminar fees, sponsorship, advertising, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

59 Management of funds

- (1) The Treasurer of the Association:-
 - (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (1)(b) shall be available for inspection by members.
- (3) Approval and Payment of Expenses:

The Board can approve and pay expenses on behalf of the Association with the appropriate authority safeguards. Such approval can be delegated by the Board where appropriate. The authority limits for approval and payment of expenses must, from time to time, be agreed and recorded by the Board and made available to members of the Association on request.

- (4) The assets and income of the Association shall be applied solely in furtherance of its purpose and no portion shall be distributed directly or indirectly to the members of the Association except as bone fide compensation for services rendered or expenses incurred on behalf of the organisation.

- (5) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.
- (6) Approvals referred to in Rule 59(3) may be obtained by circular resolution. (7) A recipient of an expense or cheque amount cannot be one of the signatories.

60 Financial Records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

61 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

62 Common seal

- (1) The Association may have a common seal. (2) If the Association has a common seal—
- (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
 - (c) the common seal must be kept in the custody of the Secretary.

63 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address— the postal address of the Secretary.

64 Notice requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
- (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Any notice required to be given to the Association or the Board may be given—
- (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

65 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrules (1) and (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.

- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

66 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

67 Alteration of rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

68 Indemnity

The Association indemnifies its Officers, Board Members, Branch/Sub Group Members, Committee members and remunerated Officers (where appropriate) against liability incurred whilst acting in good faith carrying out or attempting to carry out Association business.

69 Branches/Sub-Groups

- (1) The Board may establish a Branch or Sub-Group in a defined area of specialisation or geographic region, comprising members who have an interest in that specialisation, or living in that geographic region, provided that the Board may resolve that a Branch or Sub-Group be dissolved where in its sole discretion it determines that dissolution is appropriate. Such group will be responsible for the funding and management of its activities, with the potential for assistance of the Association in the appropriate circumstances.
- (2) Responsibilities and powers of an ALUCA Sub Group Committee and a Sub Group Chair are governed by the ALUCA Board and set out in the policies and procedures that govern the sub-group.
- (3) The funds and other property of the Sub Group belong to the Association and are subject to the control of the Board.

70 Public Statements

- (1) The Board may by resolution authorise an office-bearer, the Chief Executive Officer or other person to make public statements on behalf of the Association.
- (2) No person may make any public statement on behalf of the Association unless authorised by the Board.