CONSUMER AFFAIRS VICTORIA

Associations Incorporation Reform Act 2012

Rules for Orientation and Mobility Association Australasia Incorporated

Constitution (2021)

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 **Rules for Orientation and Mobility Association Australasia Inc.**

# PART 1—PRELIMINARY

### Name

The name of the incorporated association is Orientation and Mobility Association Australasia Incorporated.

Notes
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.

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### Purposes

 The Orientation and Mobility Association Australasia Incorporated (OMAA) is the peak professional body representing the interests of Orientation and Mobility professionals living and/or working in Australia, New Zealand and Pacific Islands. The purposes of the Association are to—

#### support and promote the Orientation and Mobility profession as a vital component of the human services sector in Australasia, collaborating with consumers and other vision, education, allied health, disability, and access professionals to serve the needs of people with low vision or blindness;

#### regulate the Orientation and Mobility profession, determining the minimum standards necessary for Orientation and Mobility qualifications and registration for ethical professional practice in Australia and New Zealand, and collaborating about standards with neighbouring jurisdictions;

#### protect Orientation and Mobility professional knowledge, treasure subject matter expertise, and facilitate the professional development of members through peer networks, meetings, and educational programs related to Orientation and Mobility;

#### promote public understanding of issues related to persons with disabilities accessing and participating in the wider community, also producing and disseminating information that the Executive considers conducive to the promotion of the Association and its purposes;

#### represent Orientation and Mobility Specialists on professional issues, and manage complaints and disciplinary issues as they are brought to the notice of the Association in accordance with the Complaints Policy;

#### foster healthy and supportive professional relationships, and develop and promote membership services as may be considered the professional benefit of members;

#### receive and administer financial and material resources from whatever lawful source, and provide such facilities and resources that the Executive considers conducive to the purposes of the Association.

###  Financial year

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

###  Definitions

In these Rules—

***absolute majority*** of the Executive means a majority of the Executive members currently holding office and entitled to vote at the time (as distinct from a majority of Executive members present at an Executive meeting);

***AGM*** means Annual General Meeting;

***Australasia*** means Australia, New Zealand, their Dependent Territories and Pacific Island nations;

***Certified Orientation and Mobility Specialist*** (COMS) means a natural person who has met the eligibility criteria and passed the international Orientation and Mobility professional examination of the Academy for Certification of Vision Rehabilitation and Education Professionals;

***chairperson*** of a general meeting or Executive meeting means the person chairing the meeting as required under Rule 54;

***disciplinary appeal meeting*** means a meeting of the members of the Association convened under Rule 26(3);

***disciplinary meeting*** means a meeting of the Executive or disciplinary subcommittee convened for the purposes of Rule 25;

***disciplinary subcommittee*** means the subcommittee appointed under Rule 23;

***executive*** means the principal office bearers of the Association having management of the business of the Association namely the President, the Vice-President, the Immediate-Past-President, the Treasurer, the Secretary and Chairperson or representative of each Executive sub-committee

***executive subcommittee*** means a working group of members convened by an executive subcommittee chair to undertake duties for that subcommittee

***executive subcommittee chair*** means a member of the Association who has been duly elected at the AGM to convene and chair the relevant subcommittee and represent that subcommittee on the Executive.

***financial year*** means the 12 month period specified in Rule 3;

***general meeting*** means a general meeting of 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, whether associate, ordinary, registered or otherwise defined by the Executive;

***member entitled to vote*** means a member who under Rule 17(2) is entitled to vote at a general meeting;

***Orientation and Mobility*** means the practise of concepts, skills and techniques necessary to move and travel effectively and efficiently, with relative independence, safety and confidence, in differing environmental conditions and situations; and to professional action which supports this goal, particularly for persons with low vision or blindness;

***Orientation and Mobility professional*** means a natural person who holds full or partial Orientation and Mobility qualifications and provides paid services in any of the disciplines and practices of Orientation and Mobility, including but not limited to Orientation and Mobility Specialists, Guide Dog Mobility Instructors, Assistants, Dog Trainers, Community Based Rehabilitation Fieldworkers, and Teachers.

***Orientation and Mobility Specialist*** means a natural person with comprehensive qualifications in the disciplines and practices of Orientation and Mobility, also including guide dog mobility instructors holding equivalent qualifications as determined by the Executive in accordance with these Rules;

***Registered Orientation and Mobility Specialist in Australasia*** (ROMSA) means an ordinary member of the Association who has also become an internationally Certified Orientation and Mobility Specialist (COMS) and met the minimum requirements for Registration as determined by the Executive from time to time, in accordance with these Rules;

***signature*** means a handwritten, electronic or digital signature, including an electronic sound, symbol, or process, attached to or logically associated with a contract or record and executed or adopted by a person with the intent to sign the record;

***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 at Consumer Affairs Victoria.

# PART 2—POWERS OF ASSOCIATION

### Powers of Association

1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

#### Without limiting Sub-Rule (1), the Association may—

##### acquire, hold and dispose of real or personal property;

##### open and operate accounts with financial institutions;

##### invest its money in any security in which trust monies may lawfully be invested;

##### raise and borrow money on any terms and in any manner as it thinks fit;

##### secure the repayment of money raised or borrowed, or the payment of a debt or liability;

##### appoint agents to transact business on its behalf;

#####  enter into any other contract it considers necessary or desirable.

#### The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

###  Not for profit organisation

1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
2. Sub-Rule (1) does not prevent the Association from paying a member—

#####  reimbursement for expenses properly incurred by the member; or

#####  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.

Note
Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

# PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND COMPLAINTS

## Division 1—Membership

###  Minimum number of members

The Association must have at least 5 members.

###  Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

###  Membership categories

The Association shall consist of—

##### ordinary members;

##### registered members;

##### associate members;

##### Such other categories of membership as may be established by the Executive, from time to time, provided that members in any such other category are not eligible to vote at General Meetings or hold Office on the Executive without approval of at least 75% of members present and eligible to vote on a Special Resolution in respect of such rights, at a General Meeting.

###  Ordinary members

1. Ordinary members are persons accepted into membership by the Executive as meeting the appropriate professional and training requirements for fully qualified Orientation and Mobility Specialists, as set from time to time by the Executive.
2. Evidence of meeting the necessary standards as required by the Executive must be included in the membership application.
3. Ordinary members are entitled to full voting rights and privileges of membership and are entitled to hold any office on the Executive.

### Registered members

1. Registered members are ordinary members of the Association who have also passed the international examination for Certified Orientation and Mobility Specialists and who meet any additional requirements for registration, as set from time to time by the Executive.
2. Evidence of meeting the registration standards approved by the Executive must be included in the application for registration.
3. Registered members are entitled to full voting rights and privileges of membership and are entitled to hold any office on the Executive.

### Associate members

1. Associate members are persons who wish to stay abreast of developments in the Orientation and Mobility profession, and include, but are not limited to trainee Orientation and Mobility Specialists, trainee guide dog mobility instructors, dog trainers, community-based rehabilitation fieldworkers, assistants, employers, allied health professionals, teachers, access consultants, clients, parents, family and friends.
2. Evidence of meeting the necessary standards as required by the Executive must be included in the membership application.
3. Associate members are—

##### Not entitled to vote; and

##### not entitled to hold the Offices of President, Vice-President or Immediate-Past-President on the Executive; and

##### not eligible to apply for international certification or OMAA registration as an Orientation and Mobility Specialist.

###  Application for membership

#### To become a member of the Association, a person must submit a written application using the online application process approved by the Executive, with automated notifications sent out on behalf of the Secretary. The application will state that the person—

##### wishes to become a member of the Association; and

##### meets the requirements relating to the level of membership for which the applicant is applying, as outlined in the membership form approved by the Executive; and

##### supports the purposes of the Association; and

##### agrees to comply with these Rules.

1. The application—

##### must be signed by the applicant; and

##### must be accompanied by the joining fee.

Note
The joining fee is the fee (if any) determined by the Association under Rule 16.

1. Notwithstanding the other requirements for membership of the Association as defined in this Rule, a majority of at least 75% of all Executive Officers, may determine by resolution of which fourteen days’ notice has been given, any other condition upon which membership of the Association is contingent, including but not limited to compliance with the Code of Ethics and professional standards or codes of conduct or practice, provided that such other condition shall not impede the continued membership of any existing member without confirmation of such condition by the members by way of a Special Resolution to that effect in General Meeting.

###  Consideration of application

####  As soon as practicable after an application for membership is received, the Executive, by simple majority, decides whether to accept or reject the application.

####  The applicant can assume acceptance of the application unless notified in writing as soon as practicable after a decision to reject an application is made.

####  If the Executive rejects the application, it must return any money accompanying the application to the applicant.

####  No reason need be given for the rejection of an application.

###  New membership

#### If an application for membership is approved by the Executive —

#####  the resolution to accept the membership must be recorded in the minutes of the Executive meeting; and

##### the name and address of the new member, and the date of becoming a member must be recorded in the register of members.

####  A person becomes a member of the Association and, subject to Rule 17(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

#####  the Executive approves the person's membership; or

#####  the person pays the joining fee.

###  Annual subscription

#### At each annual general meeting, the Association must determine—

##### the amount of the annual subscription (if any) for the following financial year; and

##### the date for payment of the annual subscription.

#### The Association may set different subscription fees for different categories and/or duration of membership of the Association.

#### The Association subscription fee is payable in advance, on or before the date that a member’s subscription expires, and shall be forwarded to the Treasurer.

#### The Executive may set membership application and such other fees or levies as it deems fair and necessary from time to time, being within the scope of provisions for the annual budget and to meet the Association’s usual financial obligations at the absolute discretion and approval of at least 75% of all Executive Officers. Such fees and levies shall be treated as subscriptions for the purposes of these Rules and this Sub-Rule shall not limit the generality of Rule 73.

#### Each member shall receive from the Secretary a membership renewal notice and subscription account, at least fourteen days prior to the expiration of their membership.

#### Members shall complete a renewal of membership form when or before their period of membership expires and pay any subscriptions as set by the Executive.

####  In exceptional circumstances, the Executive may in its absolute discretion waive a member’s subscription in part or whole for a specified time.

####  Provided that notice in writing of expiration of membership has been forwarded less than two months after the due date, to the member, any member failing to pay their subscription within three months after the due date shall cease to be a member of the Association.

###  General rights of members

#### A member of the Association who is entitled to vote has the right—

##### to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

##### to submit items of business for consideration at a general meeting; and

##### to attend and be heard at general meetings; and

##### to vote at a general meeting; and

##### to have access to the minutes of general meetings and other documents of the Association as provided under Rule 80; and

##### to inspect the register of members.

#### A member is entitled to vote if—

##### the member is an ordinary or registered member of the Association; and

##### more than 10 business days have passed since he or she became a member of the Association; and

##### the member's membership rights are not suspended for any reason.

### Rights not transferable

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

###  Ceasing membership

#### The membership of a person ceases on resignation, expulsion, or death.

#### If a person ceases to be a member of the Association, the date the person ceased to be a member must appear in the register of members as soon as practicable.

###  Resigning as a member

####  A member is taken to have resigned if—

##### the member's annual subscription is more than 12 months in arrears; or

##### the member has given one month’s notice in writing to the Association; or

Note
Rule 78(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Executive.

##### where no annual subscription is payable—

######  the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

######  the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

###### Upon the expiration of the periods outlined in Sub-Rule (1), the Secretary shall forward to that person or legal entity, written confirmation of the acceptance of their resignation and date of cessation of membership.

###  Register of members

#### The Secretary shall maintain a register of members incorporating each category of membership and including, as applicable, each member’s and any nominee’s—

##### full name,

#####  address,

##### email address,

##### contact telephone numbers,

##### professional qualifications and/or other necessary criteria for membership,

##### preferred format/mode for giving of notices,

#####  dates of membership approval and entry on the Register,

##### any other information deemed necessary by the Executive from time to time, and

##### date of cessation of membership which must be entered within 14 days after a person ceases to be a member.

#### Information about a person who is no longer a member of the Association other than the name of the person and the date on which the person ceased to be a member of the Association, must be removed from the register within 14 days after the person ceases to be a member of the Association.

#### Any member may, at a reasonable time and free of charge, inspect the register of members.

Note
Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of members.

## Division 2—Disciplinary Action

###  Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

#####  has failed to comply with these Rules; or

#####  refuses to support the purposes of the Association; or

#####  has engaged in conduct prejudicial to the Association.

###  Disciplinary subcommittee

#### If the Executive is satisfied that there are sufficient grounds for taking disciplinary action against a member, either the Executive will hear the matter and determine what action, if any, to take against the member or the Executive will appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

####  The members of the disciplinary subcommittee—

#####  may be any member or former member of the Association or other relevant stakeholder, but

#####  must not be biased against, or in favour of, the member concerned.

###  Notice to member

####  Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

#####  stating that the Association proposes to take disciplinary action against the member; and

#####  stating the grounds for the proposed disciplinary action; and

#####  specifying the date, place and time of the meeting at which the Executive or disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and

#####  advising the member that he or she may do one or both of the following—

######  attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

######  give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and

#####  setting out the member's appeal rights under Rule 26.

####  The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

###  Decision of subcommittee

####  At the disciplinary meeting, the Executive or disciplinary subcommittee must—

#####  give the member an opportunity to be heard; and

#####  consider any written statement submitted by the member.

####  After complying with Sub-Rule (1), the Executive or disciplinary subcommittee may—

#####  take no further action against the member; or

#####  subject to Sub-Rule (3)—

######  reprimand the member; or

###### recommend further education and/or a period of supervised practice to support remediation; or

######  suspend the membership rights of the member for a specified period; or

######  expel the member from the Association.

####  The Executive or disciplinary subcommittee may not fine the member.

####  The suspension of membership rights or the expulsion of a member by the Executive or disciplinary subcommittee under this Rule takes effect immediately after the vote is passed.

### Appeal rights

####  A person whose membership rights have been suspended or who has been expelled from the Association under Rule 25 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

####  The notice must be in writing and given—

#####  to the Executive or disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

#####  to the Secretary not later than 48 hours after the vote.

####  If a person has given notice under Sub-Rule (2), a disciplinary appeal meeting must be convened by the Executive as soon as practicable, but in any event not later than 21 days, after the notice is received.

####  Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—

#####  specify the date, time and place of the meeting; and

#####  state—

######  the name of the person against whom the disciplinary action has been taken; and

######  the grounds for taking that action; and

######  that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

###   Conduct of disciplinary appeal meeting

####  At a disciplinary appeal meeting—

#####  no business other than the question of the appeal may be conducted; and

#####  the Executive must state the grounds for suspending or expelling the member and the reasons for taking that action; and

#####  the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

####  After complying with Sub-Rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

####  A member may not vote by proxy at the meeting.

####  The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## Division 3—Complaints

###  Application

####  The complaints procedure set out in this Division applies to disputes under these Rules between a member of the OMAA or a member of the public and—

#####  another member;

#####  the Executive; or

#####  the Association.

####  A member of the OMAA or a member of the public must not initiate a complaint procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### Appointment of a mediator

####  If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 29, the parties must within 10 days—

#####  notify the Executive or representative; and

#####  agree to or request the appointment of a mediator, investigator, or hearing panel; and

#####  attempt in good faith to settle the dispute by mediation.

####  The mediator must be—

#####  person (s) chosen by agreement between the parties; or

#####  in the absence of agreement—

######  if the dispute is between a member and another member—a person appointed by the Executive or representative, or

######  if the dispute is between a member and the Executive or the Association—a person appointed or employed by the Dispute Resolution Centre in whichever state or region the member resides.

####  A mediator appointed by the Executive or representative may be a member or former member of the Association, but in any case, must not be a person who—

#####  has a personal interest in the dispute; or

#####  is biased in favour of or against any party.

###  Complaints procedure

####  The mediator to the dispute, in conducting the mediation, must—

#####  give each party every opportunity to be heard; and

#####  allow due consideration by all parties of any written statement submitted by any party; and

#####  ensure that natural justice is accorded to the parties throughout the mediation process.

####  The mediator must not determine the dispute.

### Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute—

##### through a formal OMAA investigation as indicated in the Complaints Policy, or

##### in accordance with the Act or otherwise at law.

# PART 4—GENERAL MEETINGS OF THE ASSOCIATION

### Use of technology

####  General meetings, including annual general meetings and special general meetings, may involve use of any technology (e.g., phone, video-link) that allows members present at the meeting to clearly and simultaneously communicate with each other.

####  A member participating in a general meeting as permitted under Sub-Rule (1) is taken to be present at the meeting and, if voting at the meeting, is taken to have voted in person.

### Annual general meetings

####  The Executive must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

####  Despite Sub-Rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.

####  The Executive may determine the date, time and place of the annual general meeting.

####  The ordinary business of the annual general meeting is as follows—

#####  to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

#####  to receive and consider—

######  the annual report of the Executive on the activities of the Association during the preceding financial year; and

######  the financial statements of the Association for the preceding financial year submitted by the Executive in accordance with Part 7 of the Act;

#####  to elect the members of the Executive, as positions are vacant or declared vacant, (in accordance with rules 53 & 54)

#####  to confirm or vary the amounts (if any) of the annual subscription and joining fee.

####  The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

###  Special general meetings

####  Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

####  The Executive may convene a special general meeting whenever it thinks fit.

####  No business other than that set out in the notice under Rule 36 may be conducted at the meeting.

Note
General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 36 and the majority of members at the meeting agree.

###  Special general meeting held at request of members

####  The Executive must convene a special general meeting if a request to do so is made in accordance with Sub-Rule (2) by at least 10% of the total number of members.

####  A request for a special general meeting must—

#####  be in writing; and

#####  state the business to be considered at the meeting and any resolutions to be proposed; and

#####  include the names and signatures of the members requesting the meeting; and

#####  be given to the Secretary.

####  If the Executive does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

####  A special general meeting convened by members under Sub-Rule (3)—

#####  must be held within 3 months after the date on which the original request was made; and

#####  may only consider the business stated in that request.

####  The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under Sub-Rule (3).

###  Notice of general meetings

####  The Secretary (or, in the case of a special general meeting convened under Rule 35(3), the members convening the meeting) must give to each member of the Association—

#####  at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

#####  at least 14 days' notice of a general meeting in any other case.

####  The notice must—

#####  specify the date, time and place of the meeting; and

#####  indicate the general nature of each item of business to be considered at the meeting; and

#####  if a special resolution is to be proposed—

######  state in full the proposed resolution; and

######  state the intention to propose the resolution as a special resolution; and

#####  comply with Rule 38(5).

####  This Rule does not apply to a disciplinary appeal meeting.

Note
Rule 26(4) sets out the requirements for notice of a disciplinary appeal meeting.

###  Proxies

####  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.

####  The appointment of a proxy must be in writing and signed by the member making the appointment.

####  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.

####  If the Executive has not 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.

####  Notice of a general meeting given to a member under Rules 34 to 37 must—

#####  state that the member may appoint another member as a proxy for the meeting; and

#####  include a copy of any form that the Executive has approved for the appointment of a proxy.

####  A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

####  A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

###  Quorum at general meetings

####  No business may be conducted at a general meeting unless a quorum of members is present.

####  The quorum for a general meeting is the presence (physically, via technology, or by proxy) of 10% of the members entitled to vote.

####  If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

#####  in the case of a meeting convened by, or at the request of, members under Rule 35— the meeting must be dissolved;

Note
If a meeting convened by, or at the request of, members is dissolved under this Sub-Rule, 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 35.

#####  in any other case—

######  the meeting must be adjourned to a date not more than 21 days after the adjournment; and

######  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.

####  If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Sub-Rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

###   Adjournment of general meeting

####  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.

####  Without limiting Sub-Rule (1), a meeting may be adjourned—

#####  if there is insufficient time to deal with the business at hand; or

#####  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 Executive at an annual general meeting.

####  No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

####  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 36.

###  Voting at general meeting

####  On any question arising at a general meeting—

#####  subject to Sub-Rule (3), each member who is entitled to vote has one vote; and

#####  members may vote personally or by proxy; and

#####  except in the case of a special resolution, the question must be decided on a majority of votes.

####  If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

####  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.

####  This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 27.

###  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.

Note
In addition to certain matters specified in the Act, a special resolution is required—

 (a) to remove an Executive member from office;

 (b) to alter these Rules, including changing the name or any of the purposes of the Association.

###  Determining whether resolution carried

####  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—

#####  carried; or

#####  carried unanimously; or

#####  carried by a particular majority; or

#####  lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

####  If a poll (where votes are cast in writing) is demanded by three or more members on any question—

#####  the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

#####  the Chairperson must declare the result of the resolution on the basis of the poll.

####  A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

####  A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

###  Minutes of general meeting

#### The Executive must ensure that minutes are taken and kept of each general meeting.

####  The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

####  In addition, the minutes of each annual general meeting must include—

#####  the names of the members attending the meeting; and

#####  proxy forms given to the Chairperson of the meeting under Rule 37(6); and

#####  the financial statements submitted to the members in accordance with Rule 33(4)(b)(ii); and

#####  the certificate signed by two members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

#####  any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

# PART 5—EXECUTIVE

## Division 1—Powers of Executive

###  Role and powers

####  The business of the Association must be managed by a committee of management known as the Executive.

####  The Executive 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.

####  The Executive may—

#####  appoint and remove staff;

#####  establish subcommittees consisting of members, with terms of reference it considers appropriate.

###  Delegation

####  The Executive may delegate to a member of the Executive, a subcommittee or staff, any of its powers and functions other than—

#####  this power of delegation; or

#####  a duty imposed on the Executive by the Act or any other law.

####  The delegation must be in writing and may be subject to the conditions and limitations the Executive considers appropriate.

#### The Executive may, in writing, revoke a delegation wholly or in part.

## Division 2—Composition of Executive and Duties of Members

###  Composition of Executive

The Executive consists of—

#####  a President; and

#####  a Vice-President; and

#####  an Immediate Past President; and

#####  a Secretary; and

#####  a Treasurer; and

#####  Chairs of the current Executive sub-committees as stated in the terms of reference of the Association.

###  General Duties

#### As soon as practicable after being elected or appointed to the Executive, each Executive member must become familiar with these Rules, the current terms of reference of the Association, and the Act.

#### T he Executive is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Executive comply with these Rules.

#### Executive members must exercise their powers and discharge their duties—

#####  with reasonable care and diligence;

##### in good faith in the best interests of the Association; and

#####  for a proper purpose.

#### Executive members and former executive members must not make improper use of—

#####  their position; or

#####  information acquired by virtue of holding their position—

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.

####  In addition to any duties imposed by these Rules, an Executive member must perform any other duties imposed from time to time by resolution at a general meeting.

###  President, Vice-President and Immediate Past President

####  Subject to Sub-Rule (2), the President or, in the President's absence, the Vice-President or in the absence of the President and Vice-President the Immediate Past President is the Chairperson for any general meetings and for any Executive meetings.

####  If the President, the Vice-President and the Immediate Past President are all absent, or are unable to preside, the Chairperson of the meeting must be—

#####  in the case of a general meeting—a member elected by the other members present; or

#####  in the case of an Executive meeting—an Executive member elected by the other executive members present.

###  Secretary

####  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.

####  The Secretary must—

#####  reside in Australia; and

##### maintain the register of members in accordance with Rule 21; and

#####  keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 74(3), all books, documents and securities of the Association in accordance with Rules 76 and 79; and

#####  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

#####  perform any other duty or function imposed on the Secretary by these Rules.

####  The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

###  Treasurer

####  The Treasurer must—

#####  receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

#####  ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

#####  make any payments authorised by the Executive or by a general meeting of the Association from the Association's funds; and

####  The Treasurer must—

#####  ensure that the financial records of the Association are kept in accordance with the Act; and

#####  coordinate the preparation of the financial statements of the Association and their certification by the Executive prior to their submission to the annual general meeting of the Association.

####  The Treasurer must ensure that at least one other Executive member has access to the accounts and financial records of the Association.

### Chair of Executive sub-committee

#### An Executive subcommittee chair must—

#####  Convene a working group of members to perform any duty or function identified by the Executive within the purpose of the subcommittee, as defined from time to time in the terms of reference of the Association.

##### Chair a meeting of the subcommittee at least twice a year, minuting activities and decisions, then reporting back to the Executive.

## Division 3—Election of Executive Officers and Tenure of Office

###  Who is eligible to be an Executive officer

#### A member is eligible to be elected or appointed as an Executive officer if the member—

#####  is 18 years or over; and

#####  is entitled to vote at a general meeting, notwithstanding Rule 12(4).

#### An Executive officer may hold the same office on the Executive for a maximum of three consecutive two year terms, unless approved by at least 75% of the members present who are eligible to vote at the meeting at which that Executive member is elected to the same office for any additional consecutive two year term.

###  Positions to be declared vacant

####  This Rule applies to—

#####  the first annual general meeting of the Association after its incorporation; or

#####  any annual general meeting when an Executive officer has served two years in the role, after the annual report and financial statements of the Association have been received; or

##### at the annual general meeting if the officer has stepped down.

####  The Chairperson of the meeting must declare the vacant positions on the Executive and hold elections for those positions in accordance with Rules 55 to 57.

###  Nominations

####  Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

####  An eligible member of the Association may—

#####  nominate himself or herself; or

#####  with the member's consent, be nominated by another member.

####  A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

###   Election of Executive Officers

####  At the annual general meeting, in accordance with sub rules 34 (c) and 54, separate elections must be held for each of the following positions—

#####  President;

#####  Vice-President;

#####  Secretary;

#####  Treasurer; and

##### Chairs of the current Executive Subcommittees

####  If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

####  If more than one member is nominated, a ballot must be held in accordance with Rule 57.

####  On his or her election, the new President may take over as Chairperson of the meeting.

###  Ballot

####  If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

####  The returning officer must not be a member nominated for the position.

####  Before the ballot is taken, each candidate may make a short speech in support of his or her election.

####  The election can be by secret ballot.

####  The returning officer must give an opportunity to vote to—

#####  each member present in person; and

#####  each member present via teleconference; and

#####  each proxy appointed by a member.

Example
If a member has been appointed the proxy of 5 other members, the member must be given 6 opportunities to vote—one for the member and one each for the other members.

####  If the ballot is for a single position, the voter must indicate the name of the candidate for whom they wish to vote.

####  If the ballot is for more than one position—

#####  the voter must indicate the name of each candidate for whom they wish to vote;

#####  the voter must not indicate the names of more candidates than the number to be elected.

####  Votes that do not comply with Sub-Rule (7)(b) are not to be counted.

####  Each vote for a candidate counts as one vote for that candidate.

####  The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

####  If the returning officer is unable to declare the result of an election under Sub-Rule (10) because 2 or more candidates received the same number of votes, the returning officer must—

#####  conduct a further election for the position in accordance with Sub-Rules (4) to (10) to decide which of those candidates is to be elected; or

#####  with the agreement of those candidates, decide by lot (e.g., toss of a coin, drawing straws, or drawing a name out of a hat) which of them is to be elected.

###   Term of office

####  Subject to Sub-Rule (3) and Rule 58, an Executive member holds office for a two year period or until they resign from the position.

####  An Executive member may be re-elected.

####  A general meeting of the Association may—

#####  by special resolution remove an Executive member from office; and

#####  elect an eligible member of the Association to fill the vacant position in accordance with this Division.

####  A member who is the subject of a proposed special resolution under Sub-Rule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

####  The Secretary or the President 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.

###  Vacation of office

####  An Executive member may resign from the Executive by written notice addressed to the Executive.

####  A person ceases to be an Executive member if he or she—

#####  ceases to be a member of the Association; or

#####  fails to attend 3 consecutive Executive meetings (other than special or urgent Executive meetings) without leave of absence under Rule 72; or

#####  otherwise ceases to be an Executive member by operation of section 78 of the Act.

###   Filling casual vacancies

####  The Executive may appoint an eligible member of the Association to fill a position on the Executive that—

#####  has become vacant under Rule 58; or

#####  was not filled by election at the last annual general meeting.

####  If the position of Secretary becomes vacant, the Executive must appoint a member to the position within 14 days after the vacancy arises.

####  Rule 57 applies to any Executive member appointed by the Executive under Sub-Rule (1) or (2).

####  The Executive may continue to act despite any vacancy in its membership.

###  Removal of an Officer of the Executive

#### The Association in General Meeting may by Special Resolution remove any officer of the executive before the expiration of that officer’s term of office and appoint another member in their stead to hold office until the expiration of the term of the first mentioned officer.

#### Where the Executive officer, to whom a proposed Special Resolution as referred to in Sub-Rule (1) relates, makes representations in writing to the Secretary or President and requests that those representations be notified to the members of the Association, the Secretary or President shall send a copy of those representations to each member of the Association, or that Officer may require that they be read out at the General Meeting prior to the Special Resolution seeking their removal from office being put.

## Division 4—Meetings of Executive

### Use of technology

####  Meetings of the Executive may involve use of any technology (e.g., phone, video-link) that allows Executive members present at the meeting to clearly and simultaneously communicate with each other.

####  For the purposes of this Part, an Executive member participating in an Executive 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.

###  Meetings of Executive

####  At least four Executive meetings shall be scheduled by the Executive between each Annual General Meeting and additional Executive Meetings may be convened by the President or Vice-President or any three other officers of the Executive.

####  The date, time and place of the first executive meeting must be determined by the members of the Executive as soon as practicable after the annual general meeting of the Association at which the members of the Executive were elected.

####  Special Executive meetings may be convened by the President or by any four members of the Executive.

### Notice of meetings

####  Notice of each executive meeting must be given to each Executive member at least two days prior to Executive meetings.

####  Notice may be given of more than one executive meeting at the same time.

####  The notice must state the date, time and place of the meeting.

####  If a special executive meeting is convened, the notice must include the general nature of the business to be conducted.

####  The only business that may be conducted at the meeting is the business for which the meeting is convened.

###  Urgent meetings

####  In cases of urgency, a meeting can be held without notice being given in accordance with Rule 64 provided that as much notice as practicable is given to each executive member by the quickest means practicable.

#### Any resolution made at the meeting must be passed by an absolute majority of the Executive.

####  The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

###  Procedure and order of business

#### The procedure to be followed at a meeting of an Executive must be determined from time to time by the Executive.

#### The order of business may be determined by the members present at the meeting.

###   Quorum

#### No business may be conducted at an Executive meeting unless a quorum is present.

#### Three Executive officers constitute a quorum for Executive meetings.

#### If a quorum is not present within 30 minutes after the notified commencement time of an Executive meeting—

##### in the case of a special meeting—the meeting lapses;

#####  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 64.

###  Voting

#### On any question arising at an Executive meeting, each Executive member present at the meeting has one vote.

####  A motion is carried if a majority of Executive members present at the meeting vote in favour of the motion.

####  Sub-Rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Executive.

#### If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

### Proxy Votes

Proxy votes may only be exercised at an Executive meeting where—

##### the Executive officer wishing to exercise a proxy vote forwards to the Secretary, written voting instructions either “yes” or “no” in respect of each resolution for which due notice has been given and authorisation nominating another Executive officer to act as their proxy holder without discretion, and

#####  at least fourteen days’ notice has been given of the resolution/s in respect of which the proxy vote is proposed to be cast.

### Conflict of interest

#### An Executive member who has a material personal interest in a matter being considered at an Executive meeting must disclose the nature and extent of that interest to the Executive.

#### The member—

#####  must not be present while the matter is being considered at the meeting; and

#####  must not vote on the matter.

Note
Under section 81(3) of the Act, if there are insufficient executive 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.

#### This Rule does not apply to a material personal interest—

##### that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

##### that the member has in common with all, or a substantial proportion of, the members of the Association.

### Minutes of meeting

#### The Executive must ensure that minutes are taken and kept of each Executive meeting.

#### The minutes must record the following—

#####  the names of the members in attendance at the meeting;

##### the business considered at the meeting;

##### any resolution on which a vote is taken and the result of the vote;

#####  any material personal interest disclosed under Rule 70.

###  Leave of absence

#### The Executive may grant an Executive member leave of absence from Executive meetings for a period not exceeding 3 months.

#### The Executive must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Executive member to seek the leave in advance.

# PART 6—FINANCIAL MATTERS

### Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Executive.

###  Management of funds

#### The Association must open one account with a financial institution from which all expenditure of the Association is made and into which all the Association's revenue is deposited.

#### Subject to any restrictions imposed by a general meeting of the Association, the Executive may approve expenditure on behalf of the Association.

#### The Executive may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive for each item on which the funds are expended.

#### All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

#### With the approval of the Executive, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### Financial records

#### The Association must keep financial records that—

##### correctly record and explain its transactions, financial position and performance; and

##### enable financial statements to be prepared as required by the Act.

#### The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

#### The Treasurer must keep in his or her custody, or under his or her control—

##### the financial records for the current financial year; and

#####  any other financial records as authorised by the Executive.

###  Financial statements

#### For each financial year, the Executive must ensure that the requirements under the Act relating to the financial statements of the Association are met.

#### Without limiting Sub-Rule (1), those requirements include—

#####  the preparation of the financial statements;

#####  if required, the review or auditing of the financial statements;

#####  the certification of the financial statements by the Executive;

#####  the submission of the financial statements to the annual general meeting of the Association; and

#####  the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements, and fee.

# PART 7—GENERAL MATTERS

###  Common seal

#### The Association may have a common seal.

####  If the Association has a common seal—

#####  the name of the Association must appear in legible characters on the common seal;

#####  a document may only be sealed with the common seal by the authority of the Executive and the sealing must be witnessed by the signatures of two Executive members;

#####  the common seal must be kept in the custody of the Secretary.

### Registered address

The registered address of the Association is—

#####  the address determined from time to time by resolution of the Executive; or

##### if the Executive has not determined an address to be the registered address—the postal address of the Secretary.

### Notice requirements

#### Any notice required to be given to a member or an Executive member under these Rules may be given—

#####  by email transmission; or

##### by post to the member at the address recorded for the member on the register of members; or

##### by handing the notice to the member personally.

#### Sub-Rule (1) does not apply to notice given under Rule 63.

#### Any notice required to be given to the Association or the Executive may be given—

#####  by email to the email address of the Association or the Secretary; or

##### by sending the notice by post to the registered address; or

#####  by handing the notice to an Executive member personally.

### Custody and inspection of books and records

####  Members may on request inspect free of charge—

#####  the register of members;

#####  the minutes of general meetings;

##### subject to Sub-Rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Executive meetings.

Note
See note following Rule 21 for details of access to the register of members.

#### The Executive 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.

#### The Executive must on request make copies of these Rules available to members and applicants for membership free of charge.

#### Subject to Sub-Rule (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.

#### 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—

#####  its membership records;

#####  its financial statements;

#####  its financial records;

##### records and documents relating to transactions, dealings, business or property of the Association

### Winding up and cancellation

#### The Association may be wound up voluntarily by special resolution.

#### 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.

#### 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.

#### The body to which the surplus assets are to be given must be decided by special resolution.

### 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.

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| Orientation and Mobility Association Australasia Inc. (A0039419Z) PO Box 324 Ashburton VIC 3147 Australiawww.omaaustralasia.com ABN: 86044510235 info@omaaustralasia.com |
| Doc: Constitution | Version: 2021 | Date: 1/10/21 | Authority: PSC | Author: JB/KD/LD | Review: 01/23 |