

Clause	Comment
<b>AACE AUSTRALIAN SECTION INC STATEMENT OF PURPOSES AND RULES 2018</b>	
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 (Victorian) <b>Associations Incorporation Reform Act 2012</b> , these Rules are taken to constitute the terms of a contract between the Association and its members.	(Model Rule)
<b>PART 1—PRELIMINARY</b>	
<p><b>1 Name</b></p> <p>1.1 The name of the incorporated association is "AACE Australian Section Incorporated".</p> <p>1.2 The organisation is a local Section, chartered by AACE International Inc. (AACE) of 1265 Suncrest Towne Centre Dr, Morgantown, WV USA. <a href="http://web.AACE.org">http://web.AACE.org</a></p> <p>1.3 The geographical area served by this Section shall be Australia including its territories</p> <p><b>Note</b> Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.</p>	(Varied Model Rule)
<p><b>2 Purposes</b></p> <p>The purposes of the association are:</p> <p>2.1 General Purpose</p> <p>The Section is a not-for-profit association chartered by AACE, and is dedicated to the tenets of furthering the concepts of total cost management and cost engineering by the effective application of professional and technical expertise to plan and control resources, costs, profitability, and risk throughout the life cycle of any enterprise, program, facility, project, product, or service. This is accomplished through the application of cost engineering and cost management principles, proven methodologies, and the latest technology in support of the management process.</p> <p>2.2 Specific Purposes</p> <p>Consistent with the terms of the Charter executed between the Section and AACE and these Rules, the purposes of the Section shall include the following:</p> <p>2.2.1 To promote through education and scientific means, cost management and cost engineering for the public good.</p> <p>2.2.2 To advance the science and art of cost management and cost engineering.</p> <p>2.2.3 To provide forums and media through which experience with the principles and techniques of cost management and cost engineering may be reported, discussed, and published in furtherance of the public interest.</p> <p>2.2.4 To promote standardization of terminology in cost management and cost engineering, and so far as practical, develop standard methods.</p> <p>2.2.5 To encourage the inclusion of cost engineering and cost management instruction in engineering curricula in furtherance of our primary objective.</p> <p>2.2.6 To cooperate with other organizations having common or related objectives, in furtherance of the public interest.</p> <p>2.2.7 To support members in Australia in their professional development.</p> <p>2.2.8 To evaluate and issue specialty certification credentials to individuals having expertise in cost management and cost engineering.</p>	(Varied Model Rule)
<p><b>3 Financial year</b></p> <p>The financial year of the Association is each period of 12 months ending 31 December.].</p>	(Varied Model Rule)
<p><b>4 Definitions</b></p> <p>In these Rules, unless the contrary intention appears:</p> <p><b>AACE</b> means AACE International Inc of Morgantown, WV, USA</p> <p><b>AACE Member</b> means a person who is a member of AACE</p> <p><b>AACE annual dues</b> means the amount set by AACE as payable for the year for the class of membership applicable for the member or applicant for membership</p> <p><b>absolute majority</b>, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);</p> <p><b>Act</b> means the Associations Incorporation Act 1981 (Vic).</p> <p><b>AGM</b> means annual general meeting conducted under rule 30</p> <p><b>Association or Section</b> means the AACE Australian Section Incorporated.</p> <p><b>associate member</b> means a member referred to in rule 14(1);</p> <p><b>Board or Section Board</b> means the Board having management of the business of the Section;</p> <p><b>Board Committee</b> refers to a group of Directors and Section Officers of the AACE Section</p> <p><b>Board meeting</b> means a meeting of the Board held in accordance with these rules;</p> <p><b>board member</b> means a member of the Board elected or appointed under Division 3 of Part 5;</p> <p><b>business meeting</b> means a meeting of members of the Section other than general meetings, Board meetings and committee meetings, as further described in rule 78</p> <p><b>Chairperson</b> of a meeting including but not limited to a general meeting, Board meeting, business meeting or committee meeting, means the person chairing the meeting as required under rule 46;</p> <p><b>committee meeting</b> means a meeting of a committee established to deal with a particular class of matters as further described in these rules.</p>	(Varied Model Rule)

<p><b>Director</b> means an elected member of the Board of the Section other than an Officer, see rule 44.  <b>disciplinary appeal meeting</b> means a meeting of the members of the Association convened under rule 23(3);  <b>disciplinary meeting</b> means a meeting of the Board convened for the purposes of rule 22;  <b>disciplinary subcommittee</b> means the subcommittee appointed under rule 20;  <b>financial year</b> means the 12 month period specified in rule 3;  <b>general meeting</b> 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;  <b>group or groups</b> means organisational units of the Section referred to in rule 5(6).  <b>member</b> means a member of the Association;  <b>member entitled to vote</b> means a member who under rule 13(2) is entitled to vote at a general meeting;  <b>Officer</b> means a member holding positions on the Board defined in rule 44  <b>Register</b> means the Register of Members kept in accordance with these Rules.  <b>regulations</b> means any Regulations made by the Board.  <b>returning officer</b> means the person appointed by the Board to conduct elections of the Section  <b>rules</b> means these Rules of the Section.  <b>Section</b> means the Association - that is, the AACE Australian Section Incorporated  <b>Section Fee</b> means the amount set under rule 12 as the section fee;  <b>special resolution</b> 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;  <b>student member</b> shall be a student regularly enrolled in a college or university. <b>the Act</b> means the <b>Associations Incorporation Reform Act 2012</b> and includes any regulations made under that Act;  <b>the Registrar</b> means the Registrar of Incorporated Associations; that is, the body corporate referred to in s.187 of the Act</p>	
<b>PART 2—POWERS OF ASSOCIATION</b>	
<p><b>5 Powers of Association</b></p> <p>(1) Subject to the Act, the Section has power to do all things incidental or conducive to achieve its purposes.</p> <p>(2) Without limiting subrule (1), the Section may—</p> <ul style="list-style-type: none"> <li>(a) acquire, hold and dispose of real or personal property;</li> <li>(b) open and operate accounts with financial institutions;</li> <li>(c) invest its money in any security in which trust monies may lawfully be invested;</li> <li>(d) raise and borrow money on any terms and in any manner as it thinks fit;</li> <li>(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;</li> <li>(f) appoint agents to transact business on its behalf;</li> <li>(g) enter into any other contract it considers necessary or desirable.</li> </ul> <p>(3) The Section may only exercise its powers and use its income and assets (including any surplus) for its purposes.</p> <p>(4) Officers and Directors shall have no power to make the Section liable for any debts amounting to more than half of the amount in the Treasury, in cash, and not subject to prior liabilities.</p> <p>(5) The Section including the Officers and Directors shall have no power to make AACE Inc liable for any debts or activities taken on by the Section.</p> <p>(6) Regional Groups. The Board may constitute a group in various localities within Australia, generally located in different Australian States on the petition of at least 10 members, as provided by rule 78.</p> <p><b>Note</b> Because mainland Australia has only 7% of the population of the USA with its people spread over an area about 75% of the USA and 4 different time zones there is a distinction from most other AACE Sections in that the Australian Section Board meetings are generally only policy &amp; management meetings and the other activities of the Section are normally conducted at separate meetings of Groups in different locations, or in some cases, attended or accessed by the use of technology. There may be differences in structure and format between various Group meetings depending on factors such as geography, maturity of the Group and the needs of the local members. An example of the approach taken in recent times is that some of the Group technical meetings have been recorded and made available to other groups for use in their technical meetings and, using external resources, on an "as required" basis to isolated members who are unable to physically attend group meetings.</p>	<p>(Varied Model Rule) (</p>
<p><b>6 Not for profit organisation</b></p> <p>(1) The Section must not distribute any surplus, income or assets directly or indirectly to its members.</p> <p>(2) Subrule (1) does not prevent the Section from paying a member—</p> <ul style="list-style-type: none"> <li>(a) reimbursement for expenses properly incurred by the member; or</li> <li>(b) for goods or services provided by the member—</li> </ul> <p>if this is done in good faith on terms no more favourable than if the member was not a member.</p> <p><b>Note</b>  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.</p>	<p>(Model Rule)</p>
<b>PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES</b>	
<b>Division 1—Membership</b>	
<b>7 Minimum number of members</b>	<p>(Varied</p>

The Section must have at least 10 members	Model Rule)
<b>8 Who is eligible to be a member</b> (a) Any person who supports the purposes of the Section and is an AACE member in good standing is eligible for membership	(Varied Model Rule)
<b>9 Application for membership</b> (a) For persons who are already AACE members in good standing, to apply to become a member of the Section, a person must submit a written application to a Board member stating that the person— (i) wishes to become a member of the Section; and (ii) supports the purposes of the Section; and (iii) agrees to comply with these Rules. (iv) The application— <ul style="list-style-type: none"> <li>• must be signed by the applicant; and</li> <li>• must be accompanied by the Section joining fee applicable at the date of application as determined for the current year under rule 12(3).</li> </ul> (b) For persons who are not already AACE members in good standing, they must first apply for and be accepted as AACE members by AACE. (c) Persons who normally reside in the geographical area defined in Rule 1.3 or who intend to work in that area may pay the Section joining fee to AACE with their AACE subscription and this will be deemed to be an application for membership of the Section <b>Note</b> The joining fee is the fee (if any) determined by the Section under rule 12(3).	(Varied Model Rule)
<b>10 Consideration of application</b> (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application. (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made. (3) If the Board rejects the application, it must return any money accompanying the application to the applicant. (4) No reason need be given for the rejection of an application.	(Model Rule)
<b>11 New membership</b> (1) If an application for membership is approved by the Board— (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members. (2) A person becomes a member of the Section and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which— (a) the Board approves the person's membership; or (b) the person pays the joining fee.	(Model Rule)
<b>12 Annual subscription and fee on joining</b> (1) At each annual general meeting, the Section must determine— (a) the amount of the annual Section Fee (if any) for the following financial year; and (b) confirm that the date for payment of the annual Section Fee shall be coincident with the date for the payment for the AACE annual dues. (2) The Section may determine that a lower annual Section Fee is payable by associate members. (3) The Section may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to— (a) the full annual Section Fee; or (b) a pro rata annual Section Fee based on the remaining part of the financial year; or (c) a fixed amount determined from time to time by the Section. (4) The rights of a member (including the right to vote) who has not paid the annual Section Fee by the due date are suspended until the Section Fee is paid. (5) Production of an AACE receipt for the payment of the AACE annual dues plus the Section Fee will constitute prima facie evidence that the Section Fee has been paid.	(Varied Model Rule)
<b>13 General rights of members</b> (1) A member of the Section 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	(Varied Model Rule)

<p>(e) to have access to the minutes of general meetings and other documents of the Section as provided under rule 75; and  (f) to inspect the register of members.</p> <p>(2) A member is entitled to vote if—  (a) the member is a member other than an associate member or a student member; and  (b) more than 10 business days have passed since he or she became a member of the Section; and  (c) the member's membership rights are not suspended for any reason.</p>	
<p><b>14 Associate members</b></p> <p>(1) Associate members of the Section include—  (a) any members under the age of 15 years, and  (b) any other category of member as determined by special resolution at a general meeting.</p> <p>(2) An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.  <b>Note</b> <i>No provision exists in the model rules or the AACE Sample Section Bylaws for life members of the Section, Is such a provision desirable in our opinion?</i></p>	(Varied Model Rule)
<p><b>15 Rights not transferable</b>  The rights of a member are not transferable and end when membership ceases.</p>	(Model Rule)
<p><b>16 Ceasing membership</b></p> <p>(1) The membership of a person ceases on resignation, expulsion or death.  (2) If a person ceases to be a member of the Section, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.  (3) The Secretary must, as soon as practicable, advise AACE the name of the person who has ceased to be a member, the reason for the cessation and the date on which that has occurred.</p>	(Varied Model Rule)
<p><b>17 Resigning as a member</b></p> <p>(1) A member may resign by notice in writing given to the Section.</p> <p><b>Note</b>  Rule 74(3) sets out how notice may be given to the Section. It includes by post or by handing the notice to a member of the Board.</p> <p>(2) A member is taken to have resigned if—  (a) the member's annual subscription is more than 12 months in arrears; or  (b) where no annual subscription is payable—  (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and  (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.</p>	(Model Rule)
<p><b>19 Register of members</b></p> <p>(1) The Secretary must keep and maintain a register of members that includes—  (a) for each current member—  (i) the member's name;  (ii) the address for notice last given by the member;  (iii) the date of becoming a member;  (iv) if the member is an associate member or a student member, a note to that effect;  (v) any other information determined by the Board; and  (b) for each former member, the date of ceasing to be a member.</p> <p>(2) Any member may, at a reasonable time and free of charge, inspect the register of members.</p> <p><b>Note</b>  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.</p>	(Varied Model Rule)
<p><b>19 Grounds for taking disciplinary action</b></p> <p>The Section may take disciplinary action against a member in accordance with this Division if it is determined that the member—  (a) has failed to comply with these Rules; or  (b) refuses to support the purposes of the Section; or  (c) has engaged in conduct prejudicial to the Section or to AACE</p>	(Model Rule)
<p><b>20 Disciplinary subcommittee</b></p>	(Model Rule)

<p>(1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.</p> <p>(2) The members of the disciplinary subcommittee—</p> <p>(a) may be Board members, members of the Section or anyone else; but</p> <p>(b) must not be biased against, or in favour of, the member concerned.</p>	
<p><b>21 Notice to member</b></p> <p>(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—</p> <p>(a) stating that the Section proposes to take disciplinary action against the member; and</p> <p>(b) stating the grounds for the proposed disciplinary action; and</p> <p>(c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and</p> <p>(d) advising the member that he or she may do one or both of the following—</p> <p>(i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;</p> <p>(ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and</p> <p>(e) setting out the member's appeal rights under rule 23.</p> <p>(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.</p>	(Model Rule)
<p><b>22 Decision of subcommittee</b></p> <p>(1) At the disciplinary meeting, the disciplinary subcommittee must—</p> <p>(a) give the member an opportunity to be heard; and</p> <p>(b) consider any written statement submitted by the member.</p> <p>(2) After complying with subrule (1), the disciplinary subcommittee may—</p> <p>(a) take no further action against the member; or</p> <p>(b) subject to subrule (3)—</p> <p>(i) reprimand the member; or</p> <p>(ii) suspend the membership rights of the member for a specified period; or</p> <p>(iii) expel the member from the Section.</p> <p>(3) The disciplinary subcommittee may not fine the member.</p> <p>(4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.</p>	(Model Rule)
<p><b>23 Appeal rights</b></p> <p>(1) A person whose membership rights have been suspended or who has been expelled from the Section under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.</p> <p>(2) The notice must be in writing and given—</p> <p>(a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or</p> <p>(b) to the Secretary not later than 48 hours after the vote.</p> <p>(3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.</p> <p>(4) Notice of the disciplinary appeal meeting must be given to each member of the Section who is entitled to vote as soon as practicable and must—</p> <p>(a) specify the date, time and place of the meeting; and</p> <p>(b) state—</p> <p>(i) the name of the person against whom the disciplinary action has been taken; and</p> <p>(ii) the grounds for taking that action; and</p> <p>(iii) 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.</p>	(Model Rule)

<p><b>24 Conduct of disciplinary appeal meeting</b></p> <p>(1) At a disciplinary appeal meeting—</p> <p>(a) no business other than the question of the appeal may be conducted; and</p> <p>(b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and</p> <p>(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.</p> <p>(2) After complying with subrule (1), members entitled to vote must vote by secret ballot in accordance with subrule 54(1) on the question of whether the decision to suspend or expel the person should be upheld or revoked.</p> <p>(3) A member may not vote by proxy.</p> <p>(4) The returning officer for the ballot must not be a member of the Board or otherwise involved in the disciplinary process to date.</p> <p>(5) The person whose membership has been suspended or who has been expelled must be given an opportunity to appoint a scrutineer to audit the ballot process.</p> <p>(6) The decision is upheld if not less than three quarters of the members voting in the ballot vote in favour of the decision</p>	<p>(Varied Model Rule)</p>
<p><b>Division 3—Grievance procedure</b></p>	
<p><b>25 Application</b></p> <p>(1) The grievance procedure set out in this Division applies to disputes under these Rules between—</p> <p>(a) a member and another member;</p> <p>(b) a member and the Board;</p> <p>(c) a member and the Section.</p> <p>(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.</p>	<p>(Model Rule)</p>
<p><b>26 Parties must attempt to resolve the dispute</b></p> <p>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.</p>	<p>(Model Rule)</p>
<p><b>27 Appointment of mediator</b></p> <p>(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—</p> <p>(a) notify the Board of the dispute; and</p> <p>(b) agree to or request the appointment of a mediator; and</p> <p>(c) attempt in good faith to settle the dispute by mediation.</p> <p>(2) The mediator must be—</p> <p>(a) a person chosen by agreement between the parties; or</p> <p>(b) in the absence of agreement—</p> <p>(i) if the dispute is between a member and another member—a person appointed by the Board; or</p> <p>(ii) if the dispute is between a member and the Board or the Section—a person appointed or employed by the Dispute Settlement Centre of Victoria.</p> <p>(3) A mediator appointed by the Board may be a member or former member of the Section but in any case must not be a person who—</p> <p>(a) has a personal interest in the dispute; or</p> <p>(b) is biased in favour of or against any party.</p>	<p>(Model Rule)</p>
<p><b>28 Mediation process</b></p> <p>(1) The mediator to the dispute, in conducting the mediation, must—</p> <p>(a) give each party every opportunity to be heard; and</p> <p>(b) allow due consideration by all parties of any written statement submitted by any party; and</p> <p>(c) ensure that natural justice is accorded to the parties throughout the mediation process.</p> <p>(2) The mediator must not determine the dispute.</p>	<p>(Model Rule)</p>
<p><b>29 Failure to resolve dispute by mediation</b></p> <p>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.</p>	<p>(Model Rule)</p>
<p><b>PART 4—GENERAL MEETINGS OF THE ASSOCIATION</b></p>	

<p><b>30 Annual general meetings</b></p> <p>(1) The Board must convene an annual general meeting of the Section to be held within 4 months after the end of each financial year.</p> <p>(2) Despite subrule (1), the Section may hold its first annual general meeting at any time within 18 months after its incorporation.</p> <p>(3) The Board may determine the date, time and place or places for the annual general meeting. Where more than one place is determined, arrangements must be made for communications between different locations in accordance with the principles set out in rule 35.</p> <p>(4) The ordinary business of the annual general meeting is as follows—</p> <p>(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;</p> <p>(b) to receive and consider—</p> <p>(i) the annual report of the Board on the activities of the Section during the preceding financial year; and</p> <p>(ii) the financial statements of the Section for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;</p> <p>(c) to declare the results of the election of the members of the Board undertaken under rules 50 to 54;</p> <p>(d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.</p> <p>(5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.</p>	<p>(Varied Model Rule)</p>
<p><b>31 Special general meetings</b></p> <p>(1) Any general meeting of the Section, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.</p> <p>(2) The Board may convene a special general meeting whenever it thinks fit.</p> <p>(3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.</p> <p><b>Note</b> General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.</p>	<p>(Model Rule)</p>
<p><b>32 Special general meeting held at request of members</b></p> <p>(1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.</p> <p>(2) A request for a special general meeting must—</p> <p>(a) be in writing; and</p> <p>(b) state the business to be considered at the meeting and any resolutions to be proposed; and</p> <p>(c) include the names and signatures of the members requesting the meeting; and</p> <p>(d) be given to the Secretary.</p> <p>(3) If the Board 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.</p> <p>(4) A special general meeting convened by members under subrule (3)—</p> <p>(a) must be held within 3 months after the date on which the original request was made; and</p> <p>(b) may only consider the business stated in that request.</p> <p>(5) The Section must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).</p> <p>(6) If a ballot is required, the ballot must be conducted in accordance with rule 35</p>	<p>(Varied Model Rule)</p>
<p><b>33 Notice of general meetings</b></p> <p>(1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Section—</p> <p>(a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or</p> <p>(b) at least 14 days' notice of a general meeting in any other case.</p> <p>(2) The notice must—</p>	<p>(Varied Model Rule)</p>

<p>(a) specify the date, time and place of the meeting; and</p> <p>(b) indicate the general nature of each item of business to be considered at the meeting; and</p> <p>(c) if a special resolution is to be proposed—</p> <p>(i) state in full the proposed resolution; and</p> <p>(ii) state the intention to propose the resolution as a special resolution; and</p> <p>(iii) state the name and contact details of the returning officer for the meeting., and</p> <p>(d) comply with rule 34(5).</p> <p>(3) This rule does not apply to a disciplinary appeal meeting.</p> <p><b>Note</b> Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.</p>	
<p><b>34 Proxies</b></p> <p>(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.</p> <p>(2) The appointment of a proxy must be in writing and signed by the member making the appointment.</p> <p>(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.</p> <p>(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.</p> <p>(5) Notice of a general meeting given to a member under rule 33 must—</p> <p>(a) state that the member may appoint another member as a proxy for the meeting; and</p> <p>(b) include a copy of any form that the Board has approved for the appointment of a proxy.</p> <p>(6) A form appointing a proxy must be provided to the returning officer for the meeting at least 5 days before the commencement of the meeting.</p> <p>(7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Section no later than 24 hours before the commencement of the meeting.</p>	(Varied Model Rule)
<p><b>35 Use of technology</b></p> <p>(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.</p> <p>(2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting.</p> <p>(3) If the option in subrule 1 is judged to be too complex or expensive to be effective, a ballot may be conducted under the provisions of rule 54. This may require that the meeting be adjourned for the conduct of the ballot process and then reconvened.</p>	(Varied Model Rule)
<p><b>36 Quorum at general meetings</b></p> <p>(1) No business may be conducted at a general meeting unless a quorum of members is present.</p> <p>(2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote.</p> <p>(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—</p> <p>(a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;</p> <p><b>Note</b> 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 32.</p> <p>(b) in any other case—</p> <p>(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and</p> <p>(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.</p> <p>(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 3) may proceed with the business of the meeting as if a quorum were present.</p>	(Model Rule)
<p><b>37 Adjournment of general meeting</b></p>	(Varied Model Rule)



<p>(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.</p> <p>(2) Without limiting subrule (1), a meeting may be adjourned—</p> <p>(a) if there is insufficient time to deal with the business at hand; or</p> <p>(b) to give the members more time to consider an item of business.</p> <p><b>Example</b> The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.</p> <p>(3) If a ballot under rule 54 is required, the permission of members for an adjournment will not be required if the adjournment is necessary only for the conduct of the ballot.</p> <p>(4) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.</p> <p>(5) 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 33.</p>	
<p><b>38 Voting at general meeting</b></p> <p>(1) On any question arising at a general meeting—</p> <p>(a) subject to subrule (3), each member who is entitled to vote has one vote; and</p> <p>(b) members may vote personally or by proxy; and</p> <p>(c) except in the case of a special resolution, the question must be decided on a majority of votes.</p> <p>(2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.</p> <p>(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.</p> <p>(4) If a vote is to be taken, it must be conducted in accordance with subrules 54 (1), (2) and (5).</p> <p>(5) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.</p>	(Varied Model Rule)
<p><b>39 Special resolutions</b></p> <p>(a) A special resolution is passed if not less than three quarters of the members voting at a ballot authorised by a general meeting (whether in person or by proxy) vote in favour of the resolution.</p> <p>(b) Proposals to amend the rules must be signed by at least five (5) members of the Section and must be submitted in writing to the Board.</p> <p>(c) The Board shall consider these proposals and notify the proposers of the Board's opinion within sixty (60) days.</p> <p>(d) These rules may be amended at any meeting of the Section provided official notice of the proposed amendment shall have been sent to each member with notice of the ballot at least one month in advance thereof. A three quarters vote of those voting shall be necessary to amend these rules. Any such ballot must be conducted in accordance with subrules 54 (1), (2) and (5).</p> <p>(e) An alteration to these rules does not take effect unless and until the alteration is approved by the Registrar.</p> <p><b>Note</b> In addition to certain matters specified in the Act, a special resolution is required—</p> <p>(a) to remove a Board member from office ;</p> <p>(b) to alter these Rules, including changing the name or any of the purposes of the Section, see also .50 of the Act</p>	(Varied Model Rule)
<p><b>40 Determining whether resolution carried</b></p> <p>(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a ballot carried out in accordance with rule 54 declare that a resolution has been—</p> <p>(a) carried; or</p> <p>(b) carried unanimously; or</p> <p>(c) carried by a particular majority; or</p> <p>(d) lost—</p> <p>and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.</p>	(Varied Model Rule)  Unresolved issue of how to deal with dissension in a general meeting where people are not necessarily present, given the issues of different time zones and people not

	gathered in the same place and time
<p><b>41 Minutes of general meeting</b></p> <p>(1) The Board must ensure that minutes are taken and kept of each general meeting.</p> <p>(2) The minutes must record the business considered at the meeting, any resolution on which a vote had been taken and the result of the vote as reported to the meeting.</p> <p>(3) In addition, the minutes of each annual general meeting must include—</p> <p>(a) the names of the members attending the meeting and whether physically or by remote means; and</p> <p>(b) proxy forms given to the Chairperson of the meeting under rule 34(6); and</p> <p>(c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and</p> <p>(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 Section; and</p> <p>(e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.</p>	(Varied Model Rule)
<b>PART 5—Board</b>	<b>(Model Rule)</b>
<b>Division 1—Powers of Board</b>	<b>(Model Rule)</b>
<p><b>42 Role and powers</b></p> <p>(1) The business of the Section must be managed by or under the direction of a Board.</p> <p>(2) The Board may exercise all the powers of the Section except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Section.</p> <p>(3) The Board may—</p> <p>(a) appoint and remove staff;</p> <p>(b) establish subcommittees consisting of members with terms of reference it considers appropriate.</p>	(Model Rule)
<p><b>43 Delegation</b></p> <p>(1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—</p> <p>(a) this power of delegation; or</p> <p>(b) a duty imposed on the Board by the Act or any other law.</p> <p>(2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.</p> <p>(3) The Board may, in writing, revoke a delegation wholly or in part.</p>	(Model Rule)
<b>Division 2—Composition of Board and duties of members</b>	
<p><b>44 Composition of the Board</b></p> <p>(a) The Board consists of Officers and Directors:</p> <p>(b) The Officers are:</p> <p>(i) a President; and</p> <p>(ii) a Vice-President; and</p> <p>(iii) a Secretary; and</p> <p>(iv) a Treasurer;</p> <p>(c) Members of the Board including the Immediate Past President and members elected under rule 53 are termed Directors.</p> <p><b>Note</b> I have not found any clause in the model rules that deals with indemnities. However, under Division 3 of Part 6 of the Act 2012, the duties of office holders and the conditions of their Indemnity are set out. In that context, <b>office holder</b> of an incorporated association means any of the following—</p> <p>(a) a member of the Board;</p> <p>(b) the secretary;</p> <p>(c) a person, including an employee of the association, who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the association;</p> <p>(d) a person who has the capacity to significantly affect the association's financial standing;</p> <p>(e) a person in accordance with whose instructions or wishes the committee of the association are accustomed to act (but excluding a person who</p>	(Varied Model Rule)

<p>gives advice to the association in the proper performance of functions attaching to the person's professional capacity or to the person's business relationship with members of the Board or with the association). s.82 states that "An incorporated association must indemnify each of its office holders against any liability incurred in good faith by the office holder in the course of performing his or her duties as an office holder." I believe that this provision in the Act should be included in AACE Australian Section Rules for clarity</p>	
<p><b>45 General Duties</b></p> <p>(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.</p> <p>(2) The Board is collectively responsible for ensuring that the Section complies with the Act and that individual members of the Board comply with these Rules.</p> <p>(3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.</p> <p>(4) Board members must exercise their powers and discharge their duties—</p> <p>(a) in good faith in the best interests of the Section; and</p> <p>(b) for a proper purpose.</p> <p>(5) Board members and former Board members must not make improper use of—</p> <p>(a) their position; or</p> <p>(b) information acquired by virtue of holding their position—</p> <p>so as to gain an advantage for themselves or any other person or to cause detriment to the Section.</p> <p><b>Note</b> See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.</p> <p>(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.</p>	(Model Rule)
<p><b>46 President and Vice-President</b></p> <p>(1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.</p> <p>(2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—</p> <p>(a) in the case of a general meeting—a member elected by the other members present; or</p> <p>(b) in the case of a Board meeting—a Board member elected by the other Board members present.</p>	(Model Rule)
<p><b>47 Secretary</b></p> <p>(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.</p> <p><b>Example</b> Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.</p> <p>(2) The Secretary must—</p> <p>(a) maintain the register of members in accordance with rule 18; and</p> <p>(b) keep the minutes of the Board meetings and general meetings of the Section and hold a copy of the minutes of any committees established by the Board.</p> <p>(c) keep custody of the common seal (if any) of the Section and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Section in accordance with rules 72 and 75; and</p> <p>(d) 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</p> <p>(e) perform any other duty or function imposed on the Secretary by these Rules.</p> <p>(3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.</p>	(Model Rule)
<p><b>48 Treasurer</b></p> <p>(1) The Treasurer must—</p> <p>(a) receive all moneys paid to or received by the Section and issue receipts for those moneys in the name of the Section; and</p> <p>(b) ensure that all moneys received are paid into the account of the Section within 5 working days after receipt; and</p> <p>(c) make any payments authorised by the President or the Secretary or by a general meeting of the Section from the</p>	(Varied Model Rule)

<p>Section's funds; and</p> <p>(d) ensure cheques are signed by at least 2 Board members.</p> <p>(2) The Treasurer must—</p> <p>(a) ensure that the financial records of the Section are kept in accordance with the Act; and</p> <p>(b) coordinate the preparation of the financial statements of the Section and their certification by the Board prior to their submission to the annual general meeting of the Section. The certification by the Board shall be dependent upon the satisfaction of any audit requirements of both the Act and of AACE.</p> <p>(3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Section.</p>	
<p><b>Division 3—Election of Board members and tenure of office</b></p>	(Model Rule)
<p><b>49 Who is eligible to be a Board member</b></p> <p>A member is eligible to be elected or appointed as a Board member if the member—</p> <p>(a) is 18 years or over; and</p> <p>(b) is entitled to vote at a general meeting.</p>	(Model Rule)
<p><b>50 Positions to be declared vacant</b></p> <p>(1) This rule applies to—</p> <p>(a) the first annual general meeting of the Section after its incorporation; or</p> <p>(b) any subsequent annual general meeting of the Section, after the annual report and financial statements of the Section have been received.</p> <p>(2) The Chairperson of the meeting must declare all positions on the Board vacant other than those that continue under the terms of rule 55 and declare the results of the elections for those positions in accordance with rules 51 to 54.</p> <p><b>Note</b> Because of the geographic spread of members across Australia, it is neither possible to conduct reasonably representative elections in a single physical location nor in a multiple set of locations with demonstrable integrity. Accordingly, elections by secret ballot shall be conducted by an independent voting organisation either by mail or by electronic means using the principles set out in rules 51 to 54.</p>	(Varied Model Rule)
<p><b>51 Nominations</b></p> <p>Nominations for Board positions must be determined through one of the following processes:</p> <p>(1) Members nominated by the Board under rule 59A (4), or</p> <p>(2) An eligible member of the Section may—</p> <p>(a) nominate himself or herself; or</p> <p>(b) with the member's consent, be nominated by another member, but in either case must be accompanied by written support of that nomination signed by each of 3 other members of the Section and submitted to the returning officer at least 20 days prior to the date announced for the commencement of the ballot..</p>	(Varied Model Rule)
<p><b>52 Election of President etc.</b></p> <p>(1) In the period before the annual general meeting, separate elections must be held for each of the following positions—</p> <p>(a) President;</p> <p>(b) Vice-President;</p> <p>(c) Secretary;</p> <p>(d) Treasurer.</p> <p>(2) If only one member is nominated for the position, the returning officer must declare the member elected to the position.</p> <p>(3) If more than one member is nominated, a ballot must be held in accordance with rule 54.</p> <p>(4) After the declaration of the polls at the annual general meeting, the new President takes over as Chairperson of the meeting and other members of the Board take over their positions</p>	(Varied Model Rule)
<p><b>53 Election of ordinary members</b></p> <p>(1) The Board must <del>recommend</del> nominate to the members the number of Directors it wishes to hold office for the next year and the number must be voted on by procedures set out in rule 54.</p>	(Varied Model Rule)

<p><del>(2) A single election may be held to fill all of those positions.</del></p> <p><del>(3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.</del></p> <p><del>(4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.</del></p> <p><b>Notes by PLD</b> The (Model Rule) wording implies that the constitution cannot nominate a standard number of committee members – it would not be possible to have a ballot on that question in the same ballot as the election of members without changing subrule 54(8)</p>	
<p><b>54 Ballot</b></p> <p>(1) Because the membership is geographically dispersed around Australia, the conduct of ballots for general meetings must be carried by secret ballot through an electronic process of demonstrable integrity, preferably conducted by an independent third party.</p> <p>(a) If the ballot is conducted by an independent third party, the returning officer must audit the conduct of the ballot to ensure it has been conducted in accordance with these rules and certify that to the Board and the annual general meeting.</p> <p>(b) If the ballot is conducted by the returning officer, the Secretary must audit the conduct of the ballot to ensure it has been conducted in accordance with these rules and certify that to the Board and the annual general meeting.</p> <p>(2) The returning officer appointed by the Board must not be a member nominated for any position.</p> <p>(3) Before the ballot is taken, each candidate may supply a short written statement in support of his or her election and such statements must be supplied to each member with the other documents distributed as part of the secret ballot process.</p> <p>(4) The ballot for Officers and Directors must be conducted:</p> <p>(a) after the President’s report plus the Treasurer’s report for the previous financial year have been sent to the members, and</p> <p>(b) sufficiently in advance of the date for the annual general meeting to enable the returning officer to report the result of the election to the members at the meeting.</p> <p>(5) A member may appoint another member as his or her proxy for a ballot, and the returning officer must make appropriate arrangements for such proxies to be effective during the conduct of the ballot</p> <p><b>Example</b> If a member has been appointed the proxy of 5 other members, the member must be given 6 voting opportunities—one for the member and one each for the other members for whom a proxy is held.</p> <p>(6) If the ballot is for a single position, the electronic ballot process must write require the member voting to select the name of the person for whom they wish to vote.</p> <p>(7) If the ballot is for more than one position—</p> <p>(a) the electronic ballot process must require the member voting to select the name of each person for whom they wish to vote.</p> <p>(b) the voter must not select the names of more candidates than the number to be elected.</p> <p>(8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.</p> <p>(9) Each valid ballot paper on which the name of a candidate has been selected counts as one vote for that candidate.</p> <p>(10) 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</p> <p>(11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must decide by lot which of them is to be elected.</p> <p><b>Examples</b> The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat</p> <p>(12) The returning officer must declare in an attachment to the agenda papers for the annual general meeting that are to be distributed to the members, the candidate or, in the case of an election for more than one position, the candidates who received the most votes and the result of any decision by lot and the Secretary must also include a copy of the Certificate(s) issued under subrule 54(1).</p>	<p>(Varied Model Rule)</p>
<p><b>55 Term of office</b></p> <p>(1) Subject to subrule (5) and rule 56, a Board member holds office until the positions of the Board are declared vacant at the next annual general meeting.</p> <p>(2) An Officer may be re-elected for a maximum period of continuous service in the one position of 2 years.</p> <p>(3) A Past President’s term as a Director shall mirror the term of office of the succeeding President’s term of office.</p> <p>(4) (a) During the first year, there being no Past President, there will be a total of five Directors elected. The two Directors receiving the most votes shall serve a regular two-year term. The other three Directors shall serve terms of one year each.</p> <p>(b) Thereafter, all Directors shall normally serve a term of two years so that half of the elected Directors retire each year.</p> <p>(c) Additional Directors who are deemed members of the Board under rule 78 have a term of office equal to the period while holding the position of President of a Group unless removed by the provisions of subrule (55)(5)(a) or rule 56.</p>	<p>(Varied Model Rule)</p>

<p>(5) A general meeting of the Section may—</p> <p>(a) by special resolution remove a Board member from office; and</p> <p>(b) elect an eligible member of the Section to fill the vacant position in accordance with this Division.</p> <p>(6) A member who is the subject of a proposed special resolution under subrule (5)(a) may make representations in writing to the Secretary or President of the Section (not exceeding a reasonable length) and may request that the representations be provided to the members of the Section in advance of any vote being taken on the matter.</p> <p>(7) The Secretary must provide a copy of any representations provided under subrule 55(6) to each member of the Section at least 7 days in advance of any vote being taken on the matter.</p>	
<p><b>56 Vacation of office</b></p> <p>(1) A Board member may resign from the Board by written notice addressed to the Board.</p> <p>(2) A person ceases to be a Board member if he or she—</p> <p>(a) ceases to be a member of the Section; or</p> <p>(b) fails to attend 3 consecutive Board meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or</p> <p>(c) is removed from office by special resolution, with or without cause, by a two-thirds vote of all members, or</p> <p>(d) in the case of the Secretary -ceases to reside in Australia, or</p> <p>(e) otherwise ceases to be a Board member by operation of section 78 of the Act.</p> <p><b>Note</b> The Act also includes provisions covering death, insolvency, Guardianship, or appointment by a Magistrate of a statutory manager of the Association on application by the Registrar</p>	(Varied Model Rule)
<p><b>57 Filling casual vacancies</b></p> <p>(1) The Board may appoint an eligible member of the Section to fill a position on the Board that—</p> <p>(a) has become vacant under rule 56; or</p> <p>(b) was not filled by election at the last annual general meeting.</p> <p>(2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.</p> <p>(3) Rule 55 applies to any Board member appointed by the Board under subrule (1) or (2).</p> <p>(4) The Board may continue to act despite any vacancy in its membership.</p>	(Model Rule)
<b>Division 4—Meetings of Board(</b>	
<p><b>58 Meetings of Board</b></p> <p>(1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board. One of those meetings must be in February to meet the requirements of rule 59A. Additional Board meetings may be called by the President or any three members of the Board.</p> <p>(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 Section at which the election of the members of the Board was confirmed.</p> <p>(3) Special committee meetings may be convened by the President or by any 4 members of the Board.</p>	(Varied Model Rule)
<p><b>59 Notice of meetings</b></p> <p>(1) Notice of each Board meeting or Board committee meeting must be given to each Board member no later than 7 days before the date of the meeting.</p> <p>(2) Notice may be given of more than one Board or Board committee meeting at the same time.</p> <p>(3) The notice must state the date, time and place of the meeting.</p> <p>(4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.</p> <p>(5) The only business that may be conducted at the Board meeting is the business for which the meeting is convened.</p> <p>(6) The Treasurer must present a draft financial report for the previous fiscal year to the Board at the first scheduled Board meeting in each new fiscal year.</p>	(Varied Model Rule)
<p><b>59A Board Committees</b></p> <p>(1) Standing committees are appointed by the Board no later than the meeting following installation of Officers and shall serve terms of one year.</p>	(Varied Model Rule)

<p>(2) The committees shall devise their own rules of procedure, subject to the approval of the Board.</p> <p>(3) (a) There will be at least the following standing committees, with the Vice President of the Section as Chair of the Program Committee:</p> <ul style="list-style-type: none"> <li>Nominating</li> <li>Membership</li> <li>Communications</li> <li>Programs</li> </ul> <p>(b) The Nominating Committee of the Board must judiciously select at least one candidate for each office and directorship to become vacant, having first obtained the prior agreement of each individual to serve if elected and additionally confirmed that each is a member in good standing with AACE International and report the result to the February Board meeting its proposed selection of candidates, accompanied by a brief biographical sketch for each candidate. The Board must consider that recommendation and determine those candidates (if any) to be nominated by the Board.</p> <p>(c) The rules and conduct of the standing committees may be determined by the Board or set by the standing committee.</p> <p>(5) Special committees may be appointed by the Board as required, and shall serve terms as required to accomplish their purpose, but in in general the term will not be longer than one year. An exception might include a purpose that necessarily extended beyond a year such as negotiating a major conference involving external organisations.</p> <p><b>Note.</b> Since the Section will not normally have permanent staff, in the Board's opinion continuity may be important. In such a case, the continuity may require some or all of the committee members to continue.</p>	
<p><b>60 Urgent meetings</b></p> <p>(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Board member by the quickest means practicable.</p> <p>(2) Any resolution made at the meeting must be passed by an absolute majority of the Board.</p> <p>(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.</p>	(Model Rule)
<p><b>61 Procedure and order of business</b></p> <p>(1) The procedure to be followed at a meeting of the Board or committee must be determined from time to time by the Board or committee as applicable.</p> <p>(2) The order of business may be determined by the members present at the meeting.</p>	(Varied Model Rule)
<p><b>62 Use of technology</b></p> <p>(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 member and the Board members present at the meeting to clearly and simultaneously communicate with each other.</p> <p>(2) For the purposes of this Part, a Board member participating in a 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.</p>	(Model Rule)
<p><b>63 Quorum</b></p> <p>(1) No business may be conducted at a Board meeting unless a quorum is present.</p> <p>(2) The quorum for a Board meeting is the presence (in person or as allowed under rule 62) of a majority of the Board members holding office.</p> <p>(3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—</p> <ul style="list-style-type: none"> <li>(a) in the case of a special meeting—the meeting lapses;</li> <li>(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 59.</li> </ul>	(Model Rule)
<p><b>64 Voting at Board meetings</b></p> <p>(1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.</p> <p>(2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.</p> <p>(3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.</p> <p>(4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.</p> <p>(5) Voting by proxy is not permitted.</p>	(Model Rule)

<p><b>65 Conflict of interest</b></p> <p>(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.</p> <p>(2) The member—</p> <p>(a) must not be present while the matter is being considered at the meeting; and</p> <p>(b) must not vote on the matter.</p> <p><b>Note</b> 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.</p> <p>(3) This rule does not apply to a material personal interest—</p> <p>(a) that exists only because the member belongs to a class of persons for whose benefit the Section is established; or</p> <p>(b) that the member has in common with all, or a substantial proportion of, the members of the Section.</p>	(Model Rule)
<p><b>66 Minutes of meeting</b></p> <p>(1) The Board must ensure that minutes are taken and kept of each Board meeting.</p> <p>(2) The minutes must record the following—</p> <p>(a) the names of the members in attendance at the meeting;</p> <p>(b) the business considered at the meeting;</p> <p>(c) any resolution on which a vote is taken and the result of the vote;</p> <p>(d) any material personal interest disclosed under rule 65.</p>	(Model Rule)
<p><b>67 Leave of absence</b></p> <p>(1) The Board may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.</p> <p>(2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.</p>	(Model Rule)
<b>PART 6—FINANCIAL MATTERS</b>	
<p><b>68 Source of funds</b></p> <p>The funds of the Section may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.</p>	(Model Rule)
<p><b>69 Management of funds</b></p> <p>(1) The Section must open an account with a financial institution from which all expenditure of the Section is made and into which all of the Section's revenue is deposited.</p> <p>(2) Subject to any restrictions imposed by a general meeting of the Section, the Board may approve expenditure on behalf of the Section.</p> <p>(3) The Committee may authorise the Treasurer to expend funds on behalf of the Section (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.</p> <p>(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.</p> <p>(5) All forms of electronic funds transfer out of the Section's accounts opened under subrule 69(1) must be authorised by 2 committee members.</p> <p>(6) All funds of the Section must be deposited into the financial account of the Section no later than 5 working days after receipt.</p> <p>(7) With the approval of the Committee, 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.</p>	(Varied Model Rule)
<p><b>70 Financial records</b></p>	(Model Rule)



<p>(1) The Section must keep financial records that—</p> <p>(a) correctly record and explain its transactions, financial position and performance; and</p> <p>(b) enable financial statements to be prepared as required by the Act.</p> <p>(2) The Section must retain the financial records for 7 years after the transactions covered by the records are completed.</p> <p>(3) The Treasurer must keep in his or her custody, or under his or her control—</p> <p>(a) the financial records for the current financial year; and</p> <p>(b) any other financial records as authorised by the Committee.</p>	
<p><b>71 Financial statements</b></p> <p>(1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Section are met.</p> <p>(2) Without limiting subrule (1), those requirements include—</p> <p>(a) the preparation of the financial statements;</p> <p>(b) if required, the review or auditing of the financial statements;</p> <p>(c) the certification of the financial statements by the Board;</p> <p>(d) the submission of the financial statements to the annual general meeting of the Section;</p> <p>(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.</p>	(Model Rule)
<b>PART 7—GENERAL MATTERS(</b>	
<p><b>72 Common seal</b></p> <p>(1) The Section may have a common seal.</p> <p>(2) If the Section has a common seal—</p> <p>(a) the name of the Section must appear in legible characters on the common seal;</p> <p>(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;</p> <p>(c) the common seal must be kept in the custody of the Secretary.</p>	(Model Rule)
<p><b>73 Registered address</b></p> <p>The registered address of the Section is—</p> <p>(a) the address determined from time to time by resolution of the Board; or</p> <p>(b) if the Board has not determined an address to be the registered address—the postal address of the Secretary.</p>	(Model Rule)
<p><b>73A Meetings Generally</b></p> <p>(1) Procedural questions requiring rulings not specifically provided for in the rules shall be decided in accordance with the most current edition of Robert’s Rules of Order.</p> <p>(2) All other meetings of members, other than general meetings, Board meetings and committee meetings shall be governed by the provisions in Part 8 of these rules.</p>	New Rule
<p><b>74 Notice requirements</b></p> <p>(1) Any notice required to be given to a member or a Board member under these Rules may be given—</p> <p>(a) by handing the notice to the member personally; or</p> <p>(b) by sending it by post to the member at the address recorded for the member on the register of members; or</p> <p>(c) by email or facsimile transmission.</p> <p>(2) Subrule (1) does not apply to notice given under rule 60.</p> <p>(3) Any notice required to be given to the Section or the Board may be given—</p> <p>(a) by handing the notice to a member of the Board; or</p> <p>(b) by sending the notice by post to the registered address; or</p> <p>(c) by leaving the notice at the registered address; or</p> <p>(d) if the Board determines that it is appropriate in the circumstances—</p> <p>(i) by email to the email address of the Section or the Secretary; or</p> <p>(ii) by facsimile transmission to the facsimile number of the Section.</p>	(Model Rule)
<p><b>75 Custody and inspection of books and records</b></p>	(Model Rule)

<p>(1) Members may on request inspect free of charge—</p> <p>(a) the register of members;</p> <p>(b) the minutes of general meetings;</p> <p>(c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Section, including minutes of Board meetings.</p> <p><b>Note</b> See note following rule 18 for details of access to the register of members.</p> <p>(2) The Board may refuse to permit a member to inspect records of the Section that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Section.</p> <p>(3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.</p> <p>(4) Subject to subrule (2), a member may make a copy of any of the other records of the Section referred to in this rule and the Section may charge a reasonable fee for provision of a copy of such a record.</p> <p>(5) For purposes of this rule—</p> <p><b>relevant documents</b> means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Section and includes the following—</p> <p>(a) its membership records;</p> <p>(b) its financial statements;</p> <p>(c) its financial records;</p> <p>(d) records and documents relating to transactions, dealings, business or property of the Section.</p>	
<p><b>76 Winding up and cancellation</b></p> <p>(1) The Section may be wound up voluntarily by special resolution.</p> <p>(2) In the event of the winding up or the cancellation of the incorporation of the Section, the surplus assets of the Section must not be distributed to any members or former members of the Section.</p> <p>(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 Section and which is not carried on for the profit or gain of its individual members. For the purposes of this clause, the parent organization AACE International, Inc. would qualify as such an organisation while it remains a non-profit corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of the USA or corresponding section of any future US federal tax code..</p> <p>(4) The body to which the surplus assets are to be given must be decided by special resolution.</p>	(Varied Model Rule)
<p><b>77 Alteration of Rules</b></p> <p>These Rules may only be altered by special resolution of a general meeting of the Section.</p> <p><b>Note</b> 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 Section is taken to have adopted its own rules, not the model rules.</p>	(Model Rule)
<p><b>PART 8 MEETINGS OTHER THAN BOARD MEETINGS AND GENERAL MEETINGS</b></p>	New
<p><b>78 Business Meetings</b></p> <p>(1) The Board shall establish processes to allow regular meetings of members of the Section for at least 9 months each year, including a minimum of 3 technical meetings or events each year. Such meetings shall be termed Business Meetings.</p> <p>(2) For meetings other than a general meeting, Board or committee meeting, reasonable efforts must be made by the Board:</p> <p>(a) to enable members to attend such meetings if they wish to do so, or</p> <p>(b) to be able to gain knowledge of the matters that take place at such meetings.</p> <p>(3) Such reasonable efforts shall be deemed to be satisfied by the Board by any of the following actions;</p> <p>(a) Allow any group of 10 or more members, who are able to generally gather in a common location, to petition the Board to permit the establishment of a regional Group for the conduct of Business Meetings, or</p> <p>(b) who are not able to be physically present at a Business Meeting, to either</p> <p>(i) 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, or</p> <p>(ii) in the event that such arrangements are either not feasible or too expensive, provide alternative means such as, but not limited to, posting reports on a website or some other form of publishing to facilitate later member access to information about the proceedings that have taken place.</p> <p>(c) For the purposes of this Part, a member participating in a Business Meeting as permitted under subrule (3)(b)(i) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.</p> <p>(4) (a) The Board may set whatever conditions as it sees fit for the establishment of a regional group and its continuance, including, but not limited to, a minimum number of members for its establishment and for its continuance, requirements for a</p>	New

satisfactory location for its meetings, for its viability and for reporting to the Board.

(b) The Board must also require that the principles underlying the rules governing the conduct of the Board and the Section are carried through mutatis mutandis to the conduct of any regional Groups. This provision must not be interpreted to require the Board to necessarily delegate any of its powers or authority to a regional Group or its President.

(c) The Board may from time vary the conditions set under the provisions of subrule 78(4)(a) but the requirements of subrule 78(4)(b) must also apply to any such varied conditions.

(d) The Board may also at its sole discretion determine from time that a matter or matters affecting the conduct of Business Meetings in a regional Group or Groups that will require a vote, are to be conducted under arrangements developed and approved by the Board that include suitable arrangements for distribution of relevant information to all members entitled to vote plus electronic voting processes that facilitate participation by all members entitled to vote in the matter and who may wish to participate can do so, regardless of their geographic location.

(a) A regional Group shall elect a President and a Secretary/Treasurer in accordance with principles set out by the Board.

(b) Subject to the consent of the Board on a case by case basis, the President shall be deemed to be a non-elected Director of the Board and shall then hold office for the duration of his or her holding the position of President of that regional Group unless otherwise vacated under rule 56

A regional Group must not establish a separate bank account, but may have limited funds provided to the Secretary/Treasurer for the funding of modest routine regional Group activities. Arrangement for any larger disbursements must be referred to the Board to be funded through normal Board processes in accordance with these rules.

(5) The order of business at every business meeting of the Section shall be as follows:

(a) Approval of the minutes of the preceding meeting

(b) Report of the Board of Directors

(c) Committee reports

(d). Other business

This order may be changed for any meeting by vote of the majority of the members present at the meeting.

**Note** If the minutes of the meeting are distributed to the section membership in advance of the meeting, they can be approved with a simple motion for approval. If the minutes of the meeting have not been distributed in advance of the meeting, they will be read aloud and then approved with a simple motion for approval.

(6) The time and location of each meeting shall be the responsibility of the Program Committee or as delegated from time to time. Wherever possible, the Secretary (or delegate) shall notify each member, in writing, at least two (2) weeks prior to the date of the meeting.