

List of changes proposed to Statement of Purposes and Rules

24 June 2020

Introduction

The Statement of Purposes and Rules of AACE Australian were originally developed and lodged with Consumer Affairs Victoria (CAV) together with our incorporation which was certified on 9 May 2019.

These original rules were drafted based primarily on the model rules provided by CAV with some additional clauses and terminology adopted from the Sample Section Rules provided by AACE.

The Section has now operated for over 12 months and during this time the board has progressed the development of its operational procedures and governance policies to ensure the organisation works effectively and efficiently on behalf of its members while recognising the Board members are volunteers, many with full time work responsibilities. As part of this the Statement of Purposes and Rules have undergone substantial review and revision from its original draft submitted for incorporation and this revision will be put forward to members to vote for their adoption as a special resolution at the inaugural annual general meeting on 5 August 2020.

This document details the proposed changes to the Statement of Purposes and Rules that were moved and accepted unanimously at a Board meeting on 24th June 2020. The key emphasis of the revision includes:

- Changing the name of the Section's managing body from "board" to "committee".
The terminology "board" was initially adopted to align with the AACE Sample Section Rules which is aligned with US terminology, but the term "committee" better aligns with the Australian terminology for incorporated associations and has been adopted to avoid misinterpretation that the organisation is operating as a company. Henceforth in this document the board will now be referred to as committee
- Changing the name of "Director" to "Ordinary Committee Member"
Similar to the above point, we propose changing the term "Director" to "Ordinary Committee Member" to better align with Australian terminology for incorporated association and to avoid misinterpretation
- Term of office changed to one year with re-election possible at each AGM to the simplify process and ensure members can be attracted to serving on the committee
- Revision of membership application process to align with actual practice with AACE
- Revision of disciplinary process to align with actual practice with AACE
- Revision of ballot process to align with actual practice
- Revision of management of funds to allow functional operation of bank accounts and enable payment processes particularly considering the geographical separation of the committee
- Removal of the requirement for the use of Common Seal which is optional under the Act
- Removal of Part 8 related to Business Meetings
Procedures for subcommittees and any other general business meetings of the Section will be dealt with either via 1) terms of reference for each subcommittees or 2) internal policies and procedures. It was decided by the committee that these matters need not be included in the Statement of Purposes and Rules and could cause confusion to the reader. Instead the Statement focuses on General Meetings, Special Meetings and Committee Meetings.
- Standardisation of numbering
Adopted use of outline numbering i.e. 1 , 1.1, 1.1.1, 1.1.1.1 etc) to improve readability and cross-referencing within the document

- General formatting of document with cover page, revision history, header and footer and standardised paragraph formatting
- General correction of grammatical and spelling errors

The following changes were made throughout the document

1. Replaced “association” with “Section” when referring to the organisation
2. Replaced “board” with “committee” when referring to managing body
3. Replaced “Officer” with “Office Bearer”
4. Removed Associate members
5. Renumbered outline numbering for clauses and updated cross referenced clauses
6. Removed cross references to deleted clauses as applicable

Old reference	New Reference	Comment
Note	Deleted	Deleted note
4		Removed “unless the contrary intentions appears” to align with wording in model rules which are considered adequate
		Added following definition <ul style="list-style-type: none"> • AACE Constitution and Bylaws • AACE Website • ASIC • Ballot • Treasury • Section Fee
		Changed the following definitions <ul style="list-style-type: none"> • Act – added “and includes any regulations under that Act” • Chairperson – replaced “business meeting or committee meeting “with “subcommittee meeting” • Committee meeting – replaced with single definition of Committee meeting • General meeting – removed reference to disciplinary meeting • Group or Groups – replaced with Area Subcommittees • Section – replaced with “means the AACE Australian Section Incorporated
		Removed the following definition

Old reference	New Reference	Comment
		<ul style="list-style-type: none"> • Associate member • Business meeting • Disciplinary appeal meeting • Disciplinary meeting • Disciplinary subcommittee • Regulations
5 (6)	5.6	“Regional Groups” replaced by “Area Subcommittee” to avoid confusion with AACE Regions. Added “or Territories, or combinations of multiple States or Territories”
Note	Deleted	Removed note
Note	Deleted	Removed note
8 (a)	8.1	Rule rewritten to align with AACE Procedures
9	9	Rule and subrules rewritten to align with AACE Procedures
10	Deleted	Enter rule and subrule removed as not applicable – to align with AACE Procedures
10 (1)		
10 (2)		
10 (3)		
10		
11	10	Rule and subrules rewritten to align with AACE Procedures
12	11	Retitled
12 (1)		Rule and subrules rewritten to align with AACE Procedures
14	Deleted	Removed as there is no classification of Associate membership with AACE
14 (1)		
14 (1) a		
14 (1) b		
14 (2)		
16 (1)	14.1	Expanded to subrules and added “failure to pay the annual membership fee by the expiration date” and expulsion “by AACE”
16 (3)	Deleted	Removed as not required under AACE procedures
17	15	Rule and subrules rewritten to align with AACE Procedures
19 (1) a ii	16.1.1.2	Added “email or”
19 (1) a iv	16.1.1.4	Replaced

Old reference	New Reference	Comment
	Division 2	Division title added
19 (b)	17.2	Replaced
	18	Added new rule for disciplinary process that aligns AACE Procedures
20 to 24	Deleted	Removed – replaced by Rule 19 entirely
30 (4) d	Deleted	Removed to align with AACE Procedures
33 (3)	Deleted	Removed as no longer applicable
34 (1)	28.1	Deleted “other than at a disciplinary meeting” as no longer applicable
Note	Deleted	Removed as no longer applicable
34 (2)	28.2	Added “This requirement will be deemed satisfied if the appointment document has been signed, scanned and sent via email from the member’s registered email address”
35 (3)	Deleted	Removed as subrule 29.1 deemed to valid in all circumstances
Note	Deleted	Removed note as dealt with sufficiently in rule 26
Example	Deleted	Removed example
38 (5)	Deleted	Removed as no longer applicable
39 (d)	Deleted	Deleted as this is contradiction with rule 71.1
39 Note	Deleted	Removed noted
39 Note a	Deleted	Removed note as already covered by rule 50
39 Note b	Deleted	Removed as already covered by rule 71
	34.2	Paragraph given rule number
42 (3) b	36.3.2	Added “and subcommittee procedures”
44 (a)	38.1	Replaced with “The Committee consists of:”
44 (b)	38.1.1	Replaced with “Office Bearers including:
	38.1.2	Added “Ordinary Committee members”
44 (c)	Deleted	Removed requirement for immediate past president to serve on board and Directors replaced with rule 38.1.2
Note	Deleted	Removed note
45 (5)	39.5	Reworded to improve flow of reading
Example	Deleted	Removed example
47 (2) c	41.2.3	Removed reference to common seal
48 (1) c	41.1.3	Replace “the President and the Secretary” with “the Committee”
48 (1) d	41.1.4	Replaced with “ensure that all the financial rules contained in Part 6 are adhered to”

Old reference	New Reference	Comment
48 (2)	Deleted	Repetition of 42.1
48 (3)	41.1.7	Removed "The Treasurer must" as repetition of 42.1
49 blank	43.1	Added " as specified in rule 12.2"
Note	Deleted	Removed note
51 blank	45.1	Removed "under rule 59A(4)" as no rule with this reference existing
52	46	Revised to "Election of Office Bearers"
52 (1)	46.1	Added " that become vacant under the provisions of rule 44"
52 (3)	46.3	Added in "to the secretary"
53	47	Revised as "Election of Ordinary Committee Members"
53 (1)	47.1	Revised to "The Committee must decide on the number of Ordinary Committee Members it wishes to hold office for the next year"
54 (4)	48.1	Replaced with "If a ballot is required for the election of a Committee position, the Committee must appoint a member to act as returning officer to conduct the ballot.
54(1) a	Deleted	Removed as covered 48.1 and 48.6
54(1) b	Deleted	
54 (3)	48.3	Added "to the Secretary"
54(4) a	48.4.1	Replaced with "after the Committee's report including the previous financial year statements have been provided to members; and"
54(1)	48.5	Added (previously included in 54(1))
	48.6	Added (replaces rules contained in previous rule 54(1)) to provide simplified explanation of ballot process
	48.7	Added (replaces rules contained in previous rule 54(1))
Example	Deleted	Removed example
54 (6)	48.9	Replaced "the electronic ballot process must write require the member voting to select the name of the person for who they wish to vote" with "the voter must select the name of the person for whom they wish to vote"
54 (7) a	48.10.1	Replaced "the electronic ballot process must required the member voting to select the name of each person for whom they wish to vote" with "the voter must select the name of each candidate for whom they wish to vote; and"
54 (8)	48.11	Replaced "Ballot papers" with "Ballot votes"
54 (9)	48.12	Replaced "Ballot paper" with "Ballot vote"

Old reference	New Reference	Comment
54 (10)	48.15	Added "at the annual general meeting" and "and the result of any decision by lot"
54 (11)	48.13	Added "with the method agreed between those candidates"
	48.14	Added rule to cover situation if member nominates for more than one position and is successful in more than one position
Examples	Deleted	Examples removed
54 (12)	48.16	Replaced "agenda" with "minutes"
55 (2)	49.2	Replaced "Officer" with "Committee Member" and removed "for a maximum period of continuous service in the one position for 2 years"
55 (3)	Deleted	Removed requirement for Past President to continue to serve on Committee
55 (4) a	Deleted	Remove as in contradiction with other rules related to election process
55 (4) b		
55 (4) c		
55 (7)	49.5	Added "or President" and removed "provided under subrule 55(6)"
	50.3.4	Added
	50.3.6	Added to comply with the Act
	50.3.7	
	50.3.8	
Note	Deleted	Removed note
57 (3)	51.3	Replaced by "A Committee member appointed under rule 51.1 may be removed by the Committee by resolution at a Committee meeting by approval of two thirds of the Committee". Since casual vacancies are appointed by the Committee they should correspondingly have the right to remove as well without special resolution at a general meeting since they were not originally elected by members but rather filling a position on a casual basis.
58 (1)	51.1	Removed "One of those meetings must be in February to meet the requirements of rule 59A" as no longer applicable. Removed "Additional Board meetings may be called by the President or any three members of the Board" as this is already covered under rule 52.3
	52.3	Added
58 (3)	52.4	Added "Additional or"
59 (1)	53.1	Added "and Area Subcommittee Chairpersons"
59A	Deleted	Removed as Standing Committees no longer applicable. Rules related to subcommittees already covered by rules 5.6 and 36.3.2
63 (2)	57.2	Replaced "a majority of the Board members holding office" with "a minimum of five Committee members including a minimum of two Office Bearers and a minimum of two ordinary committee members" Under the original rule, a

Old reference	New Reference	Comment
		quorum could be formed with only 2 Office Bearers and it was felt this did not reflect an adequate representation of the Committee.
64	58	Added "Motions and"
	58.1	Added
64 (1)	58.2	Replaced "question" with "motion"
64 (4)	58.5	Added "or two thirds majority"
67 (1)	61.1	Added "initial" period
68 Blank	62.1	Replace "joining fee, annual subscription" with "section fees paid directly by AACE to the Section" and added "sponsorship, advertising, fees to attend events,"
69 (1)	63.1	Replaced "open" with "maintain", Added "or accounts",
69 (5)	63.5	Replaced "opened" with "maintained", Added "with the exception of transactions under rule 63.8"
	63.8	Added to allow for operation of debit card
	66	Added to align with operation of organisation
72	Deleted	Removed as decision taken not to use a common seal
73	67	Added "and Office"
73 blank	67.1	Added "as notified to government bodies"
	67.2	Added requirements for registered office under requirements for a Registered Australian Body
73A	Deleted	Removed since general meeting procedures not required to be included in the Rules according to the Act
73A (1)		
73A (2)		
74 (3) d ii	Deleted	Removed facsimile as not available
Part 8	Deleted	Removed as since procedures for subcommittees are covered by rules 5.6 and 36.3.2 and therefore this part is not applicable