

2020 Annual General Meeting

Minutes of Meeting

Date	5 th August 2020
Time	8.00 pm Australian Eastern Standard Time, 6:00 pm Australian Western Standard Time
Place	Zoom

Attendees

Current Board Members: President - Paul Harris (President), Treasurer - Yazeed Abdelhadi, Secretary - Karen Chew

Directors: Alberto Sanchez, Cameron Baker, Frank Vera, Islam Sabbar, Peter Downie, Louis Vidotto, Raphael Dua

Returning Officer: Laurie Pole

Members: Chris Ashley, Colin Cropley, Daisuke Takano, David Harrison, Fannie Thai, Greg Downing, Husain Farsan Meera Sahib, Ian McWalter, James Stone, John Paterson, Keith Farrell, Kenneth Uber, Kym Henderson, Leonardo Ferro, Mark Wells, Nolan Bear, Norelle Zanetti, Paschal Baugh, Patrick Matchado, Paul Altis-Downie, Phillip Blunden, Ralph Padilla, Russell Kenley, Shaun Clarke

Guests: Chris Caddell

Apologies: Bruce Waghorn

1. Welcome and Introductions

Paul Harris welcomed all attendees to the meeting and outlined the agenda.

2. Attendance, Apologies and Proxies

As at 1 August 2020, we had 182 registered members. We initially had 31 members in attendance at the commencement of the meeting with which we reached a quorum in accordance with current Statement of Purposes and Rules. An additional 4 members joined late during the meeting.

Apologies received from Bruce Waghorn.

Proxy voting forms were received from 9 members as listed below.

Member	Proxy Vote Assigned to
Nishand D'Silva	Cameron Baker
Andrew Buckley	Paul Harris
Andrew Garlick	Paul Harris
Ann Purchase	Paul Harris
Dennis Suckling	Paul Harris
Terrance Stackpole	Paul Harris

Member	Proxy Vote Assigned to
Valliappa Arunachalam	Paul Harris
Santosh Bhat	Raphael Dua
Karen Wenham	Yazeed Abdelhadi

3. Guest Speaker

Chris Caddell, President, AAACEI presented “Preparing AAACEI for the Future and Lessons Learned from COVID-19” in which he discussed the recent strategic workshop that was conducted with the primary objective to “Restructure the organization to operate more efficiently to better engage with existing members and acquire new members”

Initial recommendations include:

- Sections for face to face / local engagement
- Online Communities for virtual engagement
- Restructure Associate boards to Committees
- Rethink our approach to marketing
- Major regional / section events to be coordinated with headquarters staff
- Update Board structure including “at large” directors
- Enhance ethics training and Code of Conduct requirements
- Define roles and responsibilities and qualifications for key positions

Following Chris’ presentation, members had an opportunity to ask questions and provide their comments.

Refer to presentation attached.

4. Board Report

Paul Harris, Yazeed Abdelhadi and Karen Chew presented a summary of the Board Report.

Key items discussed were:

- Strategic plan for the Section
- 2019 financial results and 2020 goals
- Current membership and 2020 goals
- Overview of Technical Meetings for the period

Refer to full board report attached.

5. Special Resolution

A special resolution was moved “That the Proposed Statement of Purposes and Rules (PO-RUL-001 Revision 1) be accepted and adopted by AAACE Australian Section Inc”

Moved by Paul Harris, President, AAACE Australian Section

Seconded by Karen Chew, Secretary, AAACE Australian Section

Polling completed via Zoom Registered Poll

Poll result 31 agreed representing 100% of members in attendance at that time.

Motion carried unanimously

6. Acceptance of Financial Statements

Polling completed via Zoom Registered Poll

Poll result 32 agreed representing 100% of members in attendance at that time.

Motion carried unanimously

7. Acceptance of Board Report

Polling completed via Zoom Registered Poll

Poll result 32 agreed representing 100% of members in attendance at that time.

Motion carried unanimously

8. Election of Committee Members

In accordance with the approved change in the “Statement of Purposes and Rules” the Sections managing body has been changed from “Board” to “Committee”

Laurie Pole stood down the current Board and formally gave notice of the election results for the new Committee as follows:

President:	Paul Harris
Vice President:	Louis Vidotto
Treasurer:	Yazeed Abdelhadi
Secretary:	Karen Chew
General Committee Members:	Cameron Baker
	Frank Vera
	Islam Sabbar
	Raphael Dua

On behalf of the Committee, Paul Harris expressed sincere gratitude to Peter Downie, a long term AACE member, who is retiring from the Board at this AGM. Peter Downie was a pivotal driving force in the reestablishment and setting up of the Section as we see it today providing his wealth of experience and countless hours of voluntary work.

9. Meeting Close

Meeting closed at 9:30 pm AEST

Next Annual General Meeting will be held of ## March 2012

Attachments

1. Board Report Including Financial Statement for 2019
2. Presentation by Chris Caddell
3. Revised Statement of Purpose and Rules (Rev 1)
4. Election Results

Board Report

2020 AGM

Document No:	RP-ORG-001
Revision:	0
Revision Date:	14 July 2020
Prepared by:	Paul Harris
Reviewed by:	Karen Chew
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1. Introduction

This is the Board report for the Inaugural Annual General Meeting for the AACE Australian Section Incorporated to be held on 5th August 2020. This report contains a summary of activities by the Section from inception to the current date as well as strategic plans going forward until the next AGM in March 2021.

2. Formation of the Australian Section

AACE involvement in Australia started in 1977 in Melbourne and expanded over the years to Perth, Sydney and Brisbane. In the 1990's we helped start the Australian Cost Engineering Society (ACES), a Society of Engineers Australia and operated jointly with them for a number of years. In 2018, an AACE constitution issue required the separation of AACE from ACES resulting in the re-establishment of the AACE Australia Section.

As a first step, the AACE Australia Section held nominations and elections in the first quarter of 2019 and announced the new AACE Australia Section Board. The Section was formally registered as an Incorporated Association with the Consumer Affairs Victoria (CAV) on 9 May 2019 and as a Registered Body with ASIC on 23rd July 2019.

3. Strategic Plan

Initial activities in 2019 have focused on establishing the entity and included:

- Development of draft Statement of Purpose and Rules
- Registration with Consumer Affairs Victoria as an Incorporated Association
- Registration of Australian Business Number (ABN)
- Registration with Australian Securities & Investment Commission (ASIC) with an ARBN as a registered not-for-profit which allows us to operate across all states and territories in Australia
- Recruitment of additional board members
- Establishment of bank account and transfer of funds from the joint fund with ACES
- Agreed mission, vision and values
- Development of operational procedures
- Development of a website and email accounts
- Development of short-term and longer-term objectives as part of a strategic plan

Short term objectives planned and achieved in 2020 to date include:

- Further board positions and roles filled
- Publication of monthly newsletters to members
- Held monthly Technical Meetings as Webinars commencing April 2020
- Area Subcommittee Chairpersons appointed for Queensland, New South Wales and Victoria/Tasmania
- Established accounting record system and financial reporting procedures
- Reporting procedures in place for statutory and AACE International reporting
- Website published and operational
- LinkedIn site established
- Review and revision to draft Statement of Purpose and Rules
- Planning for Inaugural Annual General Meeting 5 August 2020

Longer term objectives following the Inaugural Annual General Meeting include:

- Establish annual budget for the 2021 financial year
- Continue holding Technical Meeting Webinars (during COVID 19 restrictions)
- Commence holding regular events in major cities (as lifting of COVID 19 restrictions allow)
- Engage with existing and potential AACE Corporate members
- Encourage AACE members residing and working in Australia to register with the Section
- Further develop the strategy for 2020 and beyond with a focus in the following areas:

- Develop policy and strategy for training and development to offer the opportunity for members to take AACE certification exams and other opportunities via AACE. This could include the ability for training organisations to advertise their courses through AACE-AU or partnering arrangements.
- Develop alliances with other PM organisation including PMI, AIPM and ACES for shared training & development and event opportunities.
- Become involved in the Project Management conferences either as sponsors or assisting in the organisation of the conferences.
- Develop Sponsorship opportunities with industry partners. These could take many forms including paid advertising, or a “quid quo pro” opportunities where companies could provide meeting facilities in return for promotion in our email newsletter or on our website.

4. Board

The original board elected in early 2019 consisted of:

- President - Ralph Padilla
- Vice President - Vacant
- Treasurer - Magued Shalibi
- Secretary – Peter Downie
- Directors:
 - Mohamed Abdalla Nada
 - Yazeed Abdelhadi
 - Paul Harris

During 2019 and first half of 2020 the make-up of the board underwent some changes with some resignations due to personal commitments, a number of members joining as casual vacancies and existing members taking on Office Bearer positions. The current board prior to the AGM consists of:

- President – Paul Harris
- Vice President - Vacant
- Treasurer – Yazeed Abdelhadi
- Secretary – Karen Chew
- Directors:
 - Peter Downie
 - Alberto Sanchez
 - Louis Vidotto
 - Raphael Dua
 - Cameron Baker

All positions are to be declared vacant at the Inaugural Annual General Meeting on 5 August 2020 and a call for nominations was issued on 25th May 2020. There were no contested Office Bearer positions and there were less than required nomination for Directors and therefore all nominations have been accepted by the Board and a formal ballot by members is not required, in accordance with our current Statement of Purposes and Rules.

Peter Downie is not renominating, and the Board would like to formally acknowledge Peter and give thanks for his tireless contribution to getting us to where we are now.

Alberto Sanchez has not renominated for a Board position but will be continuing as the Chairperson for the NSW Subcommittee so we will look forward to his future contributions in this space.

We welcome Islam Sabbar and Frank Vera onto the Board and their roles will be agreed with the Board following the AGM.

The new Board following the AGM will consist of:

- President – Paul Harris

- Vice President – Louis Vidotto
- Treasurer – Yazeed Abdelhadi
- Secretary – Karen Chew
- Directors:
 - Raphael Dua (Sponsorship & Alliances Coordinator)
 - Cameron Baker (Website & Social Media Coordinator)
 - Islam Sabbar (Membership Secretary)
 - Frank Vera (Events Coordinator)

There are three remaining vacant Director positions and the Board will be actively seeking volunteers to fill these positions as casual vacancies during the remainder of the year. Vacant roles include:

- Training & Development Coordinator
- Publications Coordinator
- Reporting Coordinator

For further details refer to the Board Nomination Report provided together with the AGM invite and agenda. For further details of the candidates [click here](#).

5. Statement of Purposes and Rules

The current Statement of Purposes and Rules of AACE Australian were originally developed and lodged with Consumer Affairs Victoria (CAV) together with our incorporation association registration

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 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 has been sent to member together with a list of proposed changes via email on 5th July 2020.

At the AGM, a special resolution will be moved at the AGM to adopt the proposed rules for a vote by members.

6. Financial

6.1. 2019 Financial Year Results

This financial report is for the 2019 financial year commencing 1 January 2019 and ending 31 December 2019.

The Section commenced with an initial funding of \$10,000 which was transferred from previous AACE related funds held by ACES. Expenditure to 31 December 2019 relates primarily to Australian registration costs related to our Incorporated Association and Registered Body costs which were required to legally operate as a not for profit organisation in Australia as well as website development costs.

Sections are funded by AACE by a small proportion of member fees paid (Section Fee) according to the number of registered Section members. Funding also requires minimum standards in terms of number and attendance at technical meetings and other prerequisites. As this period was focused on establishing the Section, the minimum standards were not met during this period, and therefore no funding was provided by AACE.

A summary of the financial results is provided in the table below and a full report is provided in 0.

Item	AUD
Starting Balance	Nil
Income	\$10,000
Expenditure	\$1,652
Net Surplus	\$8,348
Ending Balance	\$8,348

6.2. Goals for 2020 Financial Year

The amount of funding provided by AACE as the Section fee is generally insufficient to operate the Section due to administrative and legal costs involved in operating a not for profit organisation especially across all Australian States and Territories as well as holding events particularly when we return to face to face events. Therefore, in addition to Section fees and increasing our membership, the Section will be seeking suitable sponsorships to support our administration and event costs which may be monetary or by provision of services in kind.

7. Membership

Our membership is made of AACE members in good standing who have registered for Region 8 Australia in their AACE profile via the AACE website.

As of 12 July 2020, we have 182 members of the Section which is summarised in the table below.

Location	Number of members
ACT	3
NSW	39
NT	1
QLD	53
SA	4
TAS	1
VIC	36
WA	43
Other Countries	2
Grand Total	182

When members join AACE they are automatically registered as “At large” and after joining they must update their profile to select the Section that they wish to belong to. This has resulted in a large number of AACE members residing and working in Australia (approximately 400) who are not members of the AACE Australian Section.

The funding for our Section is tied to the number of registered members and therefore in order for us to provide member services, in terms of events, training and development and certification support, we need to maximise our membership. With this goal in mind, following the AGM the Board will be actively contacting these “At large” members to request them to register for our Section.

8. Website and Social Media

The website was first published on 29 June 2020 and as strategies are developed for Sponsorship, Alliances, Training & Development and Publications there will be more content on this site.

9. Sponsorship and Alliances

The Sponsorship & Alliances Coordinator is in the process of developing some proposals for the board to consider.

10. Training and Development

We are actively seeking a Board Director to fulfil this role and once this is filled, we will develop a strategy for supporting Training and Development for members further.

11. Events

The COVID-19 issues have prevented face to face Technical Meetings, and we are currently conducting online monthly Technical Events via Zoom which will continue in the near future. Once face to face meetings are allowed it is intended to broadcast these events for any member to attend remotely.

We have held the following Technical Meetings during this period:

- 29th August 2019, Perth, “Integrated Software Based Project Controls on Major Capital Projects” by Gideon Klipstein, Cleopatra Enterprise and Networking Event
- 30th April 2020, Webinar, “Understanding the Techniques to Updating a Schedule” by Paul Harris
- 28th May 2020, Webinar, “Construction Planning, A Risky Business – Decision and Risk Management” by Alberto Sanchez
- 25th June 2020, Webinar, “How Project Failure Threatens Board Room Governance – Some Prevention Strategies” by Raphael Dua

12. Reporting

There are some complex reporting requirements required by both AACE and Australian statutory authorities and thus the board has a specific position to ensure all reporting requirements are met which will ensure that we will obtain funding from AACE and will not receive fines from Australian authorities.

The activities this period as focused on the registration with CAV and ASIC as well as score card reporting with AACE.

13. Area Subcommittees

13.1. New South Wales

Alberto Sanchez is the current NSW Subcommittee Chair.

During this period activities included:

- Completed first webinar about “Construction Planning, a Risky Business - Decision and Risk Management” with a major focus on AACE recommended practices:
 - 39R-06, Project Planning -As Applied in Engineering and Construction for Capital Projects
 - 15R-81, Profitability Methods
 - 16R-90, Conducting Technical and Economic Evaluations – As Applied for the Process and Utility Industries
 - 32R-04, Determining Activity Durations
 - 56R-08 Cost Estimate Classification System

Activities planned for the next period include:

- Prepare and present second webinar about “Schedule Risk Analysis Practices During the Bid Phase” using AACE recommended practices as reference (64R-11, 41R-08) and presenting the construction of a new football stadium as case study
- Prepare more webinars particularly in key areas such as strategic planning, schedule and cost risk analysis, decision and risk management
- Work with the board to seek more industry collaboration in the Australian construction industry
 - In the absence of standard planning and scheduling practices in the public sector how can AACE-AU influence government agencies to refer to AACE for planning and scheduling

requirements (e.g. similar to how most private companies refer to AACE for the cost estimate classification)

- Support the Training and Development Coordinator to seek ways to support large engineering and construction companies to certify their planning staffs as part of their training and development programs

13.2. Victoria / Tasmania

Raphael Dua has recently come on board as the VIC Subcommittee Chair

Activities planned for the next period include:

- Commence local meetings via Zoom to engage with local members

13.3. Queensland

Louis Vidotto has recently come on board as the QLD Subcommittee Chair.

During this period activities included:

- Commenced discussions about a sponsored venue with Comms for AACE meetings

Actions planned next period

- Prepare and present Webinar – “Basic skills required of a Cost Engineer to understand what their role is and why – A mandate for training and mentoring”
- Contact Queensland AACE members and start an ongoing discussion about what they want from the AACE.
- Plan to have Q&As
- Plan to have face to face catchups when travel restrictions permit
- Plan to have a Webinar every 3 months
- Provide regular feedback to the Board
- Promote AACE membership to our large Project Controls constituency in QLD
- Promote Certification to Construction and Engineering companies, working closely with the AACE board

13.4. Western Australia

We are currently actively seeking a WA Subcommittee Chairperson.

During this period activities included:

- Held a Technical Meeting and Networking Event on 29th August 2019 at the Grand Bar and Bistro with a presentation provided by Gideon Klipstein of Cleopatra Enterprises on “Integrated Software Based Project Controls on Major Capital Projects”
- Commenced discussions with potential sponsor for venue for AACE meetings

Activities planned for the next period include:

- Seek nomination of a WA Subcommittee Chairperson to be supported by Karen Chew, Board Secretary
- Commence in person events follow lifting of restrictions currently anticipated in August 2020.

13.5. Other Areas

Members can propose further Area Subcommittees by petitioning the Board. The minimum requirement is at least 10 local members to petition and the nomination of an Area Subcommittee Chairperson.



AACE Australian Section Incorporated
ABN 82 298 423 018 / ARBN 634 477 446
Vic Reg A0106430P

AACE Australian Section Incorporated

2019 Treasurer's Report

By: Yazeed Abdelhadi

Date: 14 May 2020

Board's Financial Statement: 1 January 2019 to 31 December 2019

- Starting balance: \$0
- Income: \$10,000
- Expenditure: \$1,652.20
- Net Surplus: \$8,347.80
- End balance: \$8,347.80

Attachments

Attachment 1: Financial Report 2019

In accordance with Part 7, Division 2, Provision 94 (2)(b) of the Associations Incorporation Reform Act 2012, the Board certifies that this Financial Statement gives a true and fair view of the financial position and performance of the association during and at the end of 2019 financial year.

The board also confirms it reviewed its status, for the report period, and confirms it is a "Not For Profit (NFP)" organization that is income tax exempt.

Treasurer

A handwritten signature in blue ink, appearing to be 'Yazeed Abdelhadi'.

Yazeed Abdelhadi

A handwritten signature in black ink, appearing to be 'Paul E Harris'.

President:

Paul E Harris

Secretary:

A handwritten signature in black ink, appearing to be 'Karen Chew'.

Karen Chew



AAE Australian Section Incorporated
ABN 82 298 423 018 / ARBN 634 477 446
Vic Reg A0106430P

Attachment 1: Financial Report 2019

Report
 Errors on sheet
 Total errors

Income and Expenditure Report

Current Reporting Year

Financial Year

Current Reporting Month

Year
 Month

Account

Income

205 Initial Funding	10,000.00	0.00
Total Income	10,000.00	0.00

Expenditure

321 Com: Website: Development & Maintenance	-700.00	0.00
322 Com: Website & Email Hosting	-258.85	0.00
405 Gen: Other	-77.00	0.00
402 Gen: Registrations	-612.50	0.00
500 Banking fees	-3.85	0.00
Total Expenditure	-1,652.20	0.00
Net Surplus	8,347.80	0.00

Balance Sheet

Account

Assets

Bank & Cash

101 Bank Account: Main	8,347.80
Total Bank and Cash	8,347.80

Total Assets	8,347.80
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Liabilities

Current Liabilities

601 Accounts Payable	0.00
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Total Current Liabilities	0.00
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Net Assets	8,347.80
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Equity

Current Year Earnings	8,347.80
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600 Accounts Receivable	FY2020	0.00
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Total Equity	8,347.80
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End



Preparing AACE for the Future and Lessons Learned from COVID-19

AACE Australian Section

web.aacei.org

AACE
INTERNATIONAL

- President AACE, 2020-21
- Involved with AACE since 1999
- Senior VP, Turner & Townsend
- Based in Houston
- Believes coffee should be available by IV



- The Challenge
- The Approach
- The Disruption
- Lessons Learned
- Path Forward



- In many ways, AACE is operating the same way as it has for decades.
- But the world around us has changed and continues to do so.
- Need to update our organization to better engage with members and improve our flexibility to adapt to these changes.
- Change is never easy.

Internal

- Membership levels are stagnant
- Communication not reaching many sections and members
- Sections struggling, lower attendance, hard to find new officers
- Internal competition from regional events
- Some committees and Associate Board's are ineffective
- Organization operating largely the same for decades, not nimble

External

- Younger workforce engage differently
- People have less time or interest in face to face engagement
- More internet based project controls organizations
- External event competition
- Many companies are unaware of AACE and/or its value
- Relationship with Approved Education Providers often not working well
- MOU's not adding value
- ASAE and CAI recommended updates

Reshape organization to better connect with members and potential members

Restructure sections and boards to be more effective and attract volunteers

Update our governance structure and operations to help the organization to be more effective and flexible in the future to meet the needs of our members

In October, the Board, Assc. Board Chairs, and key staff had a Strategic Workshop to develop near term strategic objectives

Primary objective: Restructure organization to operate more efficiency to better engage with existing members and acquire new members

A task force was approved to research, make recommendations, and draft Constitution & Bylaws changes for the Board's approval

Initial Recommendations

Sections for face to face/local engagement

Online Communities for virtual engagement

Restructure Associate Boards to Committees

Rethink our approach to marketing

Major regional/section events to be coordinated with headquarters staff

Update Board structure including “at large” directors

Enhance ethics training and Code of Conduct requirements

Define roles & responsibilities and qualifications for key positions

COVID-19

Executive Director resigned

Transition of
Conference
event to
entirely virtual

AAACE staff started
working from home

All Conference
preparation,
including papers
and recordings
handled virtually

Executive
Director search
activities done
entirely virtually

AACE staff were just as efficient and able to meet member's needs same as before...and they like it.

The Executive Director does not have to be at the AACE office.

The tools to support virtual interaction are vastly better than we understood.

While not perfect, the Conference was a great success and provides a blue print for future virtual events.

There is a market for virtual events even if in-person events are held.

COVID-19 Impacts
reinforced
recommendations

Increased
immediacy for
these actions

Increased
understanding of
how tools can help

Going remote for
AACE staff

Adding more
virtual elements to
Conference



Questions

Just use the Zoom Chat to submit

Chris Caddell
AAACE President

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AAACE
INTERNATIONAL



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Australian Section

AAACE Australian Section Inc.

Statement of Purposes and Rules

Document No:	PO-RUL-001
Revision:	1
Revision Date:	24 June 2020
Author:	K Chew
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Revision History

Revision	Description	Date	Author	Reviewed	Approved
0	Interim Rules Submitted at Incorporation	9 May 2019	P Downie		
1	Revised rules approved by Board for presentation at AGM	24 June 2019	K Chew	P Downie	P Harris

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PREAMBLE

The persons who from time to time are members of the Section are an incorporated association by the name given in rule 1 of these Rules. Under section 46 of the (Victorian) Associations Incorporation Reform Act 2012, these rules are taken to constitute the terms of a contract between the Section and its members.

PART 1 - PRELIMINARY

1. Name

- 1.1. The name of the incorporated association is "AACE Australian Section Incorporated".
- 1.2. The organisation is a local section, chartered by AACE International Inc. (AACE) of 1265 Suncrest Towne Centre Dr, Morgantown, WV USA. <http://web.AACE.org>.
- 1.3. The geographical area served by this Section shall be Australia including its territories.

2. Purpose

The purposes of the Section are:

2.1. General Purpose

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.

2.2. Specific Purposes

Consistent with the purposes of AACE and these Rules, the purposes of the Section shall include the following:

- 2.2.1. To promote through education and scientific means, cost management and cost engineering for the public good.
- 2.2.2. To advance the science and art of cost management and cost engineering.
- 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.
- 2.2.4. To promote standardisation of terminology in cost management and cost engineering, and so far as practical, develop standard methods.
- 2.2.5. To encourage the inclusion of cost engineering and cost management instruction in engineering curricula in furtherance of our primary objective.
- 2.2.6. To cooperate with other organizations having common or related objectives, in furtherance of the public interest.
- 2.2.7. To support members in Australia in their professional development.
- 2.2.8. To evaluate and issue specialty certification credentials to individuals having expertise in cost management and cost engineering.

3. Financial year

The financial year of the Section is each period of 12 months ending 31 December.

4. Definitions

In these Rules:

AACE means AACE International Inc. of Morgantown, WV, USA;

AACE Member means a person who is a member of AACE;

AACE annual membership fees means the amount set by AACE as payable for the year for the class of membership applicable for the member or applicant for membership;

AACE Constitution and Bylaws means the rules for AACE International Inc.;

AACE Website means the website as listed in rule 1.2;

Absolute majority, of the Committee, means a majority of the Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Committee members present at a Committee meeting);

Act means the Associations Incorporation Reform Act 2012 (Victoria) and includes any regulations made under that Act;

AGM means annual general meeting conducted under rule 24;

Area Subcommittee means subcommittee of the Section referred to in rule 5.6 ;

ASIC means the Australian Securities and Investment Commission;

Ballot means a system of voting;

Chairperson of a meeting including but not limited to a general meeting, Committee meeting, subcommittee meeting, means the person chairing the meeting as required under rule 40;

Committee means the Committee having management of the business of the Section;

Committee meeting means a meeting of the Committee held in accordance with these rules;

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

Financial year means the 12 month period for financial reporting as specified in rule 3;

General meeting means a general meeting of the members of the Section convened in accordance with Part 4 and includes an annual general meeting or a special general meeting;

Member means a member of the Section;

Member entitled to vote means a member who under rule 12.2 is entitled to vote at a general meeting;

Office Bearer means a member holding positions on the Committee defined in rule 38;

Ordinary Committee Member means an elected member of the Committee of the Section other than an Office Bearer, see rule 38;

Register means the Register of Members kept in accordance with these Rules;

Registrar means the Registrar of Incorporated Associations; that is, the body corporate referred to in s.187 of the Act;

Returning Officer means the person appointed by the Committee to conduct elections of the Section;

Rules means these Rules of the Section;

Section means the AACE Australian Section Incorporated;

Section fee means the proportion of the AACE annual membership fee that is paid to the Section by AACE;

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;

Student member shall be a student regularly enrolled in a college or university;

Treasury means the total cash funds of the Section.

PART 2 - POWERS OF ASSOCIATION & NOT FOR PROFIT ASSOCIATION

5. Powers of Association

- 5.1. Subject to the Act, the Section has power to do all things incidental or conducive to achieve its purposes.
- 5.2. Without limiting rule 5.1 the Section may—
 - 5.2.1. acquire, hold and dispose of real or personal property;
 - 5.2.2. open and operate accounts with financial institutions;
 - 5.2.3. invest its money in any security in which trust monies may lawfully be invested;
 - 5.2.4. raise and borrow money on any terms and in any manner as it thinks fit;
 - 5.2.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 5.2.6. appoint agents to transact business on its behalf;
 - 5.2.7. enter into any other contract it considers necessary or desirable.
- 5.3. The Section may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- 5.4. Office Bearers and Ordinary Committee Members 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.
- 5.5. The Section including the Office Bearers and Ordinary Committee Members shall have no power to make AACE liable for any debts or activities taken on by the Section.
- 5.6. Area Subcommittees
 - 5.6.1. The Committee may constitute an area subcommittee in various localities within Australia, generally located in different Australian States or Territories or combinations of multiple States and Territories, either initiated by the Committee or on the petition of at least 10 members.

6. Not for profit organisation

- 6.1. The Section must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2. Rule 6.1 does not prevent the Section from paying a member—
 - 6.2.1. reimbursement for expenses properly incurred by the member; or
 - 6.2.2. for goods or services provided by the member—
- 6.3. if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7. Minimum number of members

- 7.1. The Section must have at least 10 members.

8. Who is eligible to be a member

- 8.1. Any person who supports the purposes of the Section, is an AACE member in good standing who has paid their AACE annual membership fee **and** has registered for the Region 8 Australian Section via the AACE Website is eligible for membership.

9. Application for membership

- 9.1. Any person who is eligible to be a member as stated in rule 8.1 is automatically considered a member of the Section.
- 9.2. Any person who is not eligible to be a member as stated in rule 8.1 must first apply for and be accepted as AACE member by AACE and register for the Region 8 Australian Section via the AACE Website.

10. New membership

- 10.1. New members are identified monthly by the Secretary through the AACE member reporting database available at the AACE website.
- 10.2. 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.
- 10.3. A person becomes a member of the Section and, subject to rule 12.2, is entitled to exercise his or her rights of membership from the date on which the Secretary includes the member in the register.

11. Annual Membership Fee

- 11.1. The annual membership fee for the Section is included in the annual membership fee for AACE which is stated on the AACE website.
- 11.2. AACE will transfer a portion of the annual membership fees to the Section as the Section Fee in accordance with AACE reporting requirements (subject to achieving annually set performance targets).
- 11.3. The rights of a member (including the right to vote) who has not paid the AACE annual membership fee by the due date are suspended until the annual membership fee is paid and the member is reinstated by AACE.
- 11.4. Production of an AACE receipt for the payment of the AACE annual membership fee and evidence of registration to Region 8 Australian Section will constitute prima facie evidence that the membership fee has been paid.

12. General rights of members

- 12.1. A member of the Section who is entitled to vote has the right—
- 12.1.1. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- 12.1.2. to submit items of business for consideration at a general meeting; and

- 12.1.3. to attend and be heard at general meetings; and
- 12.1.4. to vote at a general meeting; and
- 12.1.5. to have access to the minutes of general meetings and other documents of the Section as provided under rule 69; and
- 12.1.6. to inspect the register of members.
- 12.2. A member is entitled to vote if—
 - 12.2.1. if the member is a member other than student member;
 - 12.2.2. more than 10 business days have passed since he or she became a member of the Section; and
 - 12.2.3. the member's membership rights are not suspended for any reason.

13. Rights not transferable

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

14. Ceasing membership

- 14.1. The membership of a person ceases on:
 - 14.1.1. resignation;
 - 14.1.2. failure to pay the annual membership fee by the expiration date;
 - 14.1.3. expulsion by AACE; or
 - 14.1.4. death.
- 14.2. 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.

15. Resigning as a member

- 15.1. A member may resign by:
 - 15.1.1. removing their registration from Region 8 Australian Section; or
 - 15.1.2. submitting their resignation in writing to the Vice President – Administration of AACE.

16. Register of members

- 16.1. The Secretary must maintain a register of members that includes—
 - 16.1.1. for each current member—
 - 16.1.1.1. the member's name;
 - 16.1.1.2. the email or postal address for notice as provided to AACE in their membership profile;
 - 16.1.1.3. the date of becoming a member;
 - 16.1.1.4. the membership type and specifically if the member is a student member;
 - 16.1.1.5. any other information determined by the Committee; and
 - 16.1.2. for each former member, the date of ceasing to be a member.
- 16.2. Any member may, at a reasonable time and free of charge, inspect the register of members.

Division 2 - Disciplinary Procedures

17. Grounds for taking disciplinary action

- 17.1. The Section may take disciplinary action against a member in accordance with this Division if it is determined that the member—
 - 17.1.1. has failed to comply with these Rules; or
 - 17.1.2. has failed to comply with the AACE Canon of Ethics; or
 - 17.1.3. has engaged in conduct prejudicial to the best interests of the Section or to AACE

18. Disciplinary process

- 18.1. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must raise the disciplinary matter in writing with Vice President - Administration of AACE.
- 18.2. The detailed of the AACE disciplinary procedures is contained in the Constitution and Bylaws of AACE which is available at the AACE website.
- 18.3. The Section will abide by the rulings of AACE on the disciplinary matter.

Division 3 - Grievance Procedure

19. Application

- 19.1. The grievance procedure set out in this Division applies to disputes under these Rules between—
 - 19.1.1. a member and another member; or
 - 19.1.2. a member and the Committee; or
 - 19.1.3. a member and the Section.
- 19.2. 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.

20. Parties must attempt to resolve the dispute

- 20.1. 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.

21. Appointment of mediator

- 21.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 20, the parties must within 10 days—
 - 21.1.1. notify the Committee of the dispute; and
 - 21.1.2. agree to or request the appointment of a mediator; and
 - 21.1.3. attempt in good faith to settle the dispute by mediation.
- 21.2. The mediator must be—
 - 21.2.1. a person chosen by agreement between the parties; or
 - 21.2.2. in the absence of agreement—
 - 21.2.2.1. if the dispute is between a member and another member—a person appointed by the Committee; or

- 21.2.2.2. if the dispute is between a member and the Committee or the Section—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 21.3. A mediator appointed by the Committee may be a member or former member of the Section but in any case must not be a person who—
- 21.3.1. has a personal interest in the dispute; or
- 21.3.2. is biased in favour of or against any party.

22. Mediation process

- 22.1. The mediator to the dispute, in conducting the mediation, must—
- 22.1.1. give each party every opportunity to be heard; and
- 22.1.2. allow due consideration by all parties of any written statement submitted by any party; and
- 22.1.3. ensure that natural justice is accorded to the parties throughout the mediation process.
- 22.2. The mediator must not determine the dispute.

23. Failure to resolve dispute by mediation

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

PART 4 - GENERAL MEETINGS OF THE SECTION

24. Annual general meetings

- 24.1. The Committee must convene an annual general meeting of the Section to be held within 4 months after the end of each financial year.
- 24.2. Despite subrule 24.1, the Section may hold its first annual general meeting at any time within 18 months after its incorporation.
- 24.3. The Committee 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 29.
- 24.4. The ordinary business of the annual general meeting is as follows—
- 24.4.1. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
- 24.4.2. to receive and consider—
- 24.4.2.1. the annual report of the Committee on the activities of the Section during the preceding financial year; and
- 24.4.2.2. the financial statements of the Section for the preceding financial year submitted by the Committee in accordance with the Act; and
- 24.4.3. to declare the results of the election of the members of the Committee undertaken under rules 44 to 48.
- 24.5. The annual general meeting may also conduct any other business of which notice has been given in accordance with these rules.

25. Special general meetings

- 25.1. Any general meeting of the Section, other than an annual general meeting, is a special general meeting.
- 25.2. The Committee may convene a special general meeting whenever it thinks fit.
- 25.3. No business other than that set out in the notice under rule 27 may be conducted at the meeting.
- 25.4. General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 27 and the majority of members at the meeting agree.

26. Special general meeting held at request of members

- 26.1. The Committee must convene a special general meeting if a request to do so is made in accordance with subrule 26.2 by at least 10% of the total number of members.
- 26.2. A request for a special general meeting must—
 - 26.2.1. be in writing; and
 - 26.2.2. state the business to be considered at the meeting and any resolutions to be proposed; and
 - 26.2.3. include the names and signatures of the members requesting the meeting; and
 - 26.2.4. be given to the Secretary.
- 26.3. If the Committee 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 amongst them) may convene the special general meeting.
- 26.4. A special general meeting convened by members under subrule 26.3—
 - 26.4.1. must be held within 3 months after the date on which the original request was made; and
 - 26.4.2. may only consider the business stated in that request.
- 26.5. The Section must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 26.3.
- 26.6. If a ballot is required, the ballot must be conducted in accordance with rule 29

27. Notice of general meetings

- 27.1. The Secretary (or, in the case of a special general meeting convened under rule 26.3, the members convening the meeting) must give to each member of the Section—
 - 27.1.1. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - 27.1.2. at least 14 days' notice of a general meeting in any other case.
- 27.2. The notice must—
 - 27.2.1. specify the date, time and place of the meeting; and
 - 27.2.2. indicate the general nature of each item of business to be considered at the meeting; and
 - 27.2.3. If a special resolution is to be proposed—
 - 27.2.3.1. state in full the proposed resolution; and
 - 27.2.3.2. state the intention to propose the resolution as a special resolution; and
 - 27.2.3.3. state the name and contact details of the returning officer for the meeting. and
 - 27.2.4. comply with rule 28.5.

28. Proxies

- 28.1. A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- 28.2. The appointment of a proxy must be in writing and signed by the member making the appointment. 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.
- 28.3. 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.
- 28.4. If the Committee has approved a form for the appointment of a proxy, the member may still use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 28.5. Notice of a general meeting given to a member under rule 27 must—
 - 28.5.1. state that the member may appoint another member as a proxy for the meeting; and
 - 28.5.2. include a copy of any form that the Committee has approved for the appointment of a proxy.
- 28.6. 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.
- 28.7. 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.

29. Use of technology

- 29.1. 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.
- 29.2. For the purposes of this Part of these Rules, a member participating in a general meeting as permitted under subrule 29.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

30. Quorum at general meetings

- 30.1. No business may be conducted at a general meeting unless a quorum of members is present.
- 30.2. The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 29) of 10% of the members entitled to vote.
- 30.3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - 30.3.1. in the case of a special general meeting convened by, or at the request of, members under rule 26—the meeting must be dissolved;
 - 30.3.2. in any other case—
 - 30.3.2.1. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - 30.3.2.2. 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.

- 30.4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 30.3.2, 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.

31. Adjournment of general meeting

- 31.1. 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.
- 31.2. Without limiting subrule 31.1, a meeting may be adjourned—
- 31.2.1. if there is insufficient time to deal with the business at hand; or
- 31.2.2. to give the members more time to consider an item of business.
- 31.3. If a ballot under rule 48 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.
- 31.4. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 31.5. 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 27.

32. Voting at general meeting

- 32.1. On any question arising at a general meeting—
- 32.1.1. subject to subrule 32.3, each member who is entitled to vote has one vote; and
- 32.1.2. members may vote personally or by proxy; and
- 32.1.3. except in the case of a special resolution, the question must be decided on a majority of votes.
- 32.2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 32.3. 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.
- 32.4. If a vote is to be taken, it must be conducted in accordance with rule 48.

33. Special resolutions

- 33.1. A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
- 33.2. In addition to certain matters specified in the Act, a special resolution is required—
- 33.2.1. to remove a Committee member from office; or
- 33.2.2. to alter these Rules, including changing the name or any of the purposes of the Association.

34. Determining whether resolution carried

- 34.1. Subject to subrule 34.2, the Chairperson of a general meeting may, on the basis of a ballot carried out in accordance with rule 48 declare that a resolution has been—
- 34.1.1. carried; or
- 34.1.2. carried unanimously; or

34.1.3. carried by a particular majority; or

34.1.4. lost—

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

35. Minutes of general meeting

35.1. The Committee must ensure that minutes are taken and kept of each general meeting.

35.2. 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.

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

35.3.1. the names of the members attending the meeting and whether physically or by remote means; and

35.3.2. proxy forms given to the Chairperson of the meeting under rule 28.6; and

35.3.3. the financial statements submitted to the members in accordance with rule 24.4.2.2; and

35.3.4. the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Section; and

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

PART 5 - COMMITTEE

Division 1 – Power of Committee

36. Role and powers

36.1. The business of the Section must be managed by or under the direction of a Committee.

36.2. The Committee 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.

36.3. The Committee may—

36.3.1. appoint and remove staff;

36.3.2. establish subcommittees consisting of members with terms of reference and subcommittee procedures it considers appropriate.

37. Delegation

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

37.1.1. this power of delegation; or

37.1.2. a duty imposed on the Committee by the Act or any other law.

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

37.3. The Committee may, in writing, revoke a delegation wholly or in part.

Division 2 – Composition of Committee and duties of members

38. Composition of the Committee

- 38.1. The Committee consists of:
- 38.1.1. Office Bearers including
 - 38.1.1.1. a President;
 - 38.1.1.2. a Vice-President;
 - 38.1.1.3. a Secretary;
 - 38.1.1.4. a Treasurer; and
 - 38.1.2. Ordinary Committee members

39. General Duties

- 39.1. As soon as practicable after being elected or appointed to the Committee, each Committee member must become familiar with these Rules and the Act.
- 39.2. The Committee is collectively responsible for ensuring that the Section complies with the Act and that individual members of the Committee comply with these Rules.
- 39.3. Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 39.4. Committee members must exercise their powers and discharge their duties—
- 39.4.1. in good faith in the best interests of the Section; and
 - 39.4.2. for a proper purpose.
- 39.5. Committee members and former Committee members must not gain an advantage for themselves or any other person or cause detriment to the Section by making improper use of—
- 39.5.1. their position; or
 - 39.5.2. information acquired by virtue of holding their position.
- 39.6. In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

40. President and Vice-President

- 40.1. Subject to subrule 40.2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Committee meetings.
- 40.2. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
- 40.2.1. in the case of a general meeting—a member elected by the other members present; or
 - 40.2.2. in the case of a Committee meeting—a Committee member elected by the other Committee members present.

41. Secretary

- 41.1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 41.2. The Secretary must—
- 41.2.1. maintain the register of members in accordance with rule 16; and

- 41.2.2. keep the minutes of the Committee meetings and general meetings of the Section and hold a copy of the minutes of any committees established by the Committee.
- 41.2.3. keep custody of all books, documents and securities of the Section in accordance with rule 69 except for the financial records referred to in rule 42; and
- 41.2.4. 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
- 41.2.5. perform any other duty or function imposed on the Secretary by these Rules.
- 41.3. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

42. Treasurer

- 42.1. The Treasurer must—
 - 42.1.1. receive all moneys paid to or received by the Section and issue receipts for those moneys in the name of the Section; and
 - 42.1.2. ensure that all moneys received are paid into the account of the Section within 5 working days after receipt; and
 - 42.1.3. make any payments authorised the Committee or a general meeting of the Section from the Section's funds; and
 - 42.1.4. ensure that all the financial rules contained in rule 63 are adhered to;
 - 42.1.5. ensure that the financial records of the Section are kept in accordance with the Act;
 - 42.1.6. coordinate the preparation of the financial statements of the Section and their certification by the Committee prior to their submission to the annual general meeting of the Section. The certification by the Committee shall be dependent upon the satisfaction of any audit requirements of both the Act and of AACE; and
 - 42.1.7. ensure that at least one other Committee member has access to the accounts and financial records of the Section.

Division 3 – Election of Committee members and tenure of office

43. Who is eligible to be a Committee member

- 43.1. A member is eligible to be elected or appointed as a Committee member if the member—
 - 43.1.1. is 18 years or over; and
 - 43.1.2. is entitled to vote at a general meeting as specified in rule 12.2.

44. Positions to be declared vacant

- 44.1. This rule applies to—
 - 44.1.1. the first annual general meeting of the Section after its incorporation; or
 - 44.1.2. any subsequent annual general meeting of the Section, after the annual report and financial statements of the Section have been received.
- 44.2. The Chairperson of the meeting must declare all positions on the Committee vacant and declare the results of the elections for those positions in accordance with rules 45 to 48.

45. Nominations

- 45.1. Nominations for Committee positions must be determined through one of the following processes:
- 45.1.1. Members nominated by the Committee, or
- 45.1.2. An eligible member of the Section may—
- 45.1.2.1. nominate himself or herself; or
- 45.1.2.2. with the member's consent, be nominated by another member,
- 45.1.3. 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.

46. Election of Office Bearers

- 46.1. In the period before the annual general meeting, separate elections must be held for each of the following positions that become vacant under the provisions of rule 44 -
- 46.1.1. President;
- 46.1.2. Vice-President;
- 46.1.3. Secretary;
- 46.1.4. Treasurer.
- 46.2. If only one member is nominated for the position, the Returning Officer must declare the member elected to the position.
- 46.3. If more than one member is nominated, a ballot must be held in accordance with rule 48.
- 46.4. After the declaration of the results of the elections at the annual general meeting, the new President takes over as Chairperson of the meeting and other members of the Committee take over their positions.

47. Election of Ordinary Committee Members

- 47.1. The Committee will decide on the number of Ordinary Committee Members it wishes to hold office for the next year.
- 47.2. A single election may be held to fill all of those positions.
- 47.3. If the number of members nominated for the position of ordinary board 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.
- 47.4. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 48.

48. Ballot

- 48.1. 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.
- 48.2. The returning officer appointed by the Committee must not be a member nominated for any position.
- 48.3. Before the ballot is taken, each candidate may supply, to the Secretary, 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.
- 48.4. The ballot for Office Bearers and Ordinary Committee Members must be conducted:

- 48.4.1. after the Committee's report including the previous financial year statements have been provided to members; and
- 48.4.2. 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.
- 48.5. The election must be by secret ballot.
- 48.6. The ballot may be conducted via an electronic voting process of demonstrable integrity through a reputable independent third party service provider or be conducted via postal voting.
- 48.7. 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 Committee and the annual general meeting.
- 48.8. 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.
- 48.9. If the ballot is for a single position, the voter must select the name of the person for whom they wish to vote.
- 48.10. If the ballot is for more than one position—
- 48.10.1. the voter must select the name of each candidate for whom they wish to vote; and
- 48.10.2. the voter must not select the names of more candidates than the number to be elected.
- 48.11. Ballot votes that do not comply with subrule 48.10.2 are not to be counted.
- 48.12. Each valid ballot vote on which the name of a candidate has been selected counts as one vote for that candidate.
- 48.13. If the returning officer is unable to declare the result of an election under subrule 48.15 because 2 or more candidates received the same number of votes, the returning officer must, with the method agreed between those candidates, decide by lot which of them is to be elected.
- 48.14. A candidate may only be elected for one Committee position. If a candidate is elected to more than one position the returning officer must:
- 48.14.1. declare that person elected to the position based on the following order of selection as listed in rule 38.1: and
- 48.14.2. declare that the candidate was eliminated from the election of the other positions.
- 48.15. The returning officer must declare, at the annual general meeting, 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.
- 48.16. The returning officer must declare in an attachment to the minutes 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 48.7.

49. Term of office

- 49.1. Subject to subrule 49.3 and rule 50, a Committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- 49.2. A Committee member may be re-elected.
- 49.3. A general meeting of the Section may—
- 49.3.1. by special resolution remove a Committee member from office; and

- 49.3.2. elect an eligible member of the Section to fill the vacant position in accordance with this Division.
- 49.4. A member who is the subject of a proposed special resolution under subrule 49.3.1 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.
- 49.5. The Secretary or President must provide a copy of any representations to each member of the Section at least 7 days in advance of any vote being taken on the matter.

50. Vacation of office

- 50.1. A Committee member may resign from the Committee by written notice addressed to the Committee.
- 50.2. An Office Bearer may resign from that position by written notice addressed to the Committee and remain on the Committee as an Ordinary Committee member provided that this does not result in more Ordinary Committee members than that decided by the Committee under rule 47.1.
- 50.3. A person ceases to be a Committee member if he or she—
- 50.3.1. ceases to be a member of the Section; or
 - 50.3.2. fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under rule 61; or
 - 50.3.3. is removed from office by special resolution, with or without cause, by a two-thirds vote of all members, or
 - 50.3.4. is removed from office by operation of rule 51.3, or
 - 50.3.5. in the case of the Secretary, ceases to reside in Australia, or
 - 50.3.6. resigns in accordance with subrule 50.1; or
 - 50.3.7. becomes insolvent; or
 - 50.3.8. becomes a represented person under the Guardianship and Administration Act 2019 (Victoria) or equivalent act in other Australian State or Territory; or
 - 50.3.9. otherwise ceases to be a Committee member by operation of section 78 of the Act.

51. Filling casual vacancies

- 51.1. The Committee may appoint an eligible member of the Section to fill a position on the Committee that—
- 51.1.1. has become vacant under rule 50; or
 - 51.1.2. was not filled by election at the last annual general meeting.
- 51.2. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 51.3. A Committee member appointed under rule 51.1 may be removed from the Committee by resolution at a Committee Meeting by approval of two thirds of the Committee.
- 51.4. The Committee may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Committee

52. Meetings of Committee

- 52.1. Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- 52.2. The date, time and place of the first Committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Section at which the election of the members of the Committee was confirmed.
- 52.3. Area Subcommittee Chairpersons (or their delegate within the Subcommittee) may attend Committee meetings.
- 52.4. Additional or Special Committee meetings may be convened by the President or by any 4 members of the Committee.

53. Notice of meetings

- 53.1. Notice of each Committee meeting must be given to each Committee member, and Area Subcommittee Chairpersons, no later than 7 days before the date of the meeting.
- 53.2. Notice may be given of more than one Committee meeting at the same time.
- 53.3. The notice must state the date, time and place of the meeting.
- 53.4. If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 53.5. The only business that may be conducted at the Committee meeting is the business for which the meeting is convened.
- 53.6. The Treasurer must present a draft financial report for the previous fiscal year to the Committee at the first scheduled Committee meeting in each new fiscal year.

54. Urgent meetings

- 54.1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 53 provided that as much notice as practicable is given to each Committee member by the quickest means practicable.
- 54.2. Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 54.3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

55. Procedure and order of business

- 55.1. The procedure to be followed at a meeting of the Committee or subcommittee must be determined from time to time by the Committee or subcommittee as applicable.
- 55.2. The order of business may be determined by the members present at the meeting.

56. Use of technology

- 56.1. A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.
- 56.2. For the purposes of this Part, a Committee member participating in a meeting as permitted under subrule 56.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

57. Quorum

- 57.1. No business may be conducted at a Committee meeting unless a quorum is present.

- 57.2. The quorum for a Committee meeting is the presence (in person or as allowed under rule 56) of a minimum of five Committee members including a minimum of two Office Bearers and a minimum of two Ordinary Committee Members.
- 57.3. If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting—
- 57.3.1. in the case of a special meeting—the meeting lapses;
- 57.3.2. 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 53.

58. Motions and Voting at Committee Meetings

- 58.1. Any Committee member can raise a motion at a Committee Meeting. The motion must be seconded by another Committee member and then the Committee must discuss and consider the motion and vote accordingly.
- 58.2. On any motion arising at a Committee meeting, each Committee member present at the meeting has one vote.
- 58.3. A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
- 58.4. Subrule 58.3 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority or two-third majority of the Committee.
- 58.5. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 58.6. Voting by proxy is not permitted.

59. Conflict of interest

- 59.1. A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- 59.2. The member—
- 59.2.1. must not be present while the matter is being considered at the meeting; and
- 59.2.2. must not vote on the matter.
- 59.3. This rule does not apply to a material personal interest—
- 59.3.1. that exists only because the member belongs to a class of persons for whose benefit the Section is established; or
- 59.3.2. that the member has in common with all, or a substantial proportion of, the members of the Section.

60. Minutes of meeting

- 60.1. The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 60.2. The minutes must record the following—
- 60.2.1. the names of the members in attendance at the meeting;
- 60.2.2. the business considered at the meeting;
- 60.2.3. any resolution on which a vote is taken and the result of the vote;

60.2.4. any material personal interest disclosed under rule 59.

61. Leave of absence

- 61.1. The Committee may grant a Committee member leave of absence from Committee meetings for an initial period not exceeding 3 months.
- 61.2. The Committee 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.

PART 6 - FINANCIAL MATTERS

62. Source of funds

- 62.1. The funds of the Section may be derived from Section fees paid directly by AACE to the Section, donations, sponsorship, advertising, fees to attend events, fund-raising activities, grants, interest and any other sources approved by the Committee.

63. Management of funds

- 63.1. The Section must maintain an account or accounts with a financial institution from which all expenditure of the Section is made and into which all of the Section's revenue is deposited.
- 63.2. Subject to any restrictions imposed by a general meeting of the Section, the Committee may approve expenditure on behalf of the Section.
- 63.3. 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.
- 63.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee members.
- 63.5. All forms of electronic funds transfer out of the Section's accounts maintained under subrule 63.1 must be authorised by 2 Committee members with the exception of transactions under rule 63.8.
- 63.6. All funds of the Section must be deposited into the financial account of the Section no later than 5 working days after receipt.
- 63.7. 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.
- 63.8. The Treasurer may maintain and operate a debit card service with a financial institution, with a running balance and spending limit as specified by the Committee, and limited to minor transactions approved by the Committee that are not practicable to be paid via normal electronic funds transfer as per rule 63.5.

64. Financial records

- 64.1. The Section must keep financial records that—
- 64.1.1. correctly record and explain its transactions, financial position and performance; and
- 64.1.2. enable financial statements to be prepared as required by the Act.
- 64.2. The Section must retain the financial records for 7 years after the transactions covered by the records are completed.
- 64.3. The Treasurer must keep in his or her custody, or under his or her control—
- 64.3.1. the financial records for the current financial year; and

64.3.2. any other financial records as authorised by the Committee.

65. Financial statements

65.1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Section are met.

65.2. Without limiting subrule 65.1, those requirements include—

- 65.2.1. the preparation of the financial statements;
- 65.2.2. if required, the review or auditing of the financial statements;
- 65.2.3. the certification of the financial statements by the Committee;
- 65.2.4. the submission of the financial statements to the annual general meeting of the Section;
- 65.2.5. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 - GENERAL MATTERS

66. Registered Australian Body

66.1. In order to operate across all States and Territories in Australia as an incorporated association, the Section is registered with ASIC as a Registered Australian Body.

67. Registered address and office

67.1. The registered address of the Section as notified to government bodies is—

- 67.1.1. the address determined from time to time by resolution of the Committee; or
- 67.1.2. if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

67.2. The registered office of the Section as notified to ASIC may be the same or different from the registered address and is required to be open and accessible each business day

- 67.2.1. from at least 10:00 am till 12:00 pm and from at least 2:00 pm till 4:00 pm (“standard hours”); or
- 67.2.2. at least 3 hours between 9:00 am and 5:00 pm, as chosen by the Section and advised to ASIC; those hours need not be consecutive.

68. Notice requirements

68.1. Any notice required to be given to a member or a Committee member under these Rules may be given—

- 68.1.1. by handing the notice to the member personally; or
- 68.1.2. by sending it by post to the member at the address recorded for the member on the register of members; or
- 68.1.3. by email.

68.2. Subrule 68.1 does not apply to notice given under rule 54.

68.3. Any notice required to be given to the Section or the Committee may be given—

- 68.3.1. by handing the notice to a member of the Committee; or
- 68.3.2. by sending the notice by post to the registered address; or

- 68.3.3. by leaving the notice at the registered address; or
- 68.3.4. if the Committee determines that it is appropriate in the circumstances by email to the email address of the Section or the Secretary;

69. Custody and inspection of books and records

- 69.1. Members may on request inspect free of charge—
 - 69.1.1. the register of members;
 - 69.1.2. the minutes of general meetings;
 - 69.1.3. subject to subrule 69.2, the financial records, books, securities and any other relevant document of the Section, including minutes of Committee meetings.
- 69.2. The Committee 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.
- 69.3. The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 69.4. Subject to subrule 69.2, 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.
- 69.5. For purposes of this rule—

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

 - 69.5.1. its membership records;
 - 69.5.2. its financial statements;
 - 69.5.3. its financial records;
 - 69.5.4. records and documents relating to transactions, dealings, business or property of the Section.

70. Winding up and cancellation

- 70.1. The Section may be wound up voluntarily by special resolution.
- 70.2. 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.
- 70.3. 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.
- 70.4. The body to which the surplus assets are to be given must be decided by special resolution.

71. Alteration of Rules

- 71.1. These Rules may only be altered by special resolution of a general meeting of the Section.
- 71.2. Proposals to amend the Rules may be submitted by members in which case they must be signed by at least five (5) members of the Section and must be submitted in writing to the Committee.

- 71.2.1. The Committee shall consider these proposals and notify the proposers of the Committee's opinion within sixty (60) days.
- 71.2.2. If accepted by the Committee the proposed changes will put forward as a special resolution at the next scheduled general meeting of the Section in accordance with subrule 71.1
- 71.3. An alteration of the Rules does not take effect unless or until it has been approved by the Registrar.

AAACE Australian Section 2020 Board Election Results

A Call for Nominations for the positions of President, Vice President, Treasurer, Secretary, and seven Directors was issued on 3 June 2020. That resulted in only one person applying to nominate for each of the Office Bearer positions which includes President, Vice President, Secretary and Treasurer positions. Six nominations were also received for the seven vacant Director positions. Subsequently two applicants withdrew their nominations. The four remaining Board nominations were successfully endorsed and accepted by the Board.

As only one person nominated for each of the defined officer bearer roles and four for the seven vacancies on the Board those candidates will automatically be allocated to their chosen position and no formal ballot by members will be required on this occasion.

In this instance, I declare the ballot closed and submit that the following people are appointed to the positions listed:

President: Paul Harris
Vice President: Louis Vidotto
Treasurer: Yazeed Abdelhadi
Secretary: Karen Chew
Committee members: Cameron Baker, Raphael Dua, Islam Sabbah, Frank Vera.

The above listed people shall be entitled to hold office in their respective positions until such time as the next election occurs in March 2021 at a date to be announced at the AGM on 5th August 2020.



Laurence Pole

Returning Officer

12th July 2020