

SAGE-AU

The System Administrators Guild of Australia
(ARBN 082 497 792)

Associations Incorporation Act 1981

RULES FOR AN INCORPORATED ASSOCIATION

NAME

01. The name of the incorporated association is The System Administrators Guild of Australia, Incorporated (in these Rules called "the Association").

INTERPRETATION

02. (1) In these Rules, unless the contrary intention appears:--

"Committee" means the Committee of Management of the Association.

"Financial year" means the year ending on 30 June.

"General Meeting" means a general meeting of members convened in accordance with Rule 11.

"Member" means a member of the Association.

"Individual Member" means a natural person having reached the age of majority, who is a full voting Member, and eligible for all offices.

"Associate Individual Member" means a natural person Member who is not a full, voting Member.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 22.

"The Act" means the _Associations Incorporations Act of 1981_.

"The Regulations" means regulations under the Act.

"Standard Working Group for Membership" shall be established by the Committee to process applications for membership of the Association, and approve or reject those applications according to the criteria set by the Committee from time to time. Where this Standard Working Group has not been explicitly established as a separate working group by the Committee, then it shall comprise all members of the Committee.

- (2) In these Rules, a reference to the Secretary of the Association is a reference:--

(a) where a person holds office under these Rules as Secretary of the Association--to that person; and

(b) in any other case, to the Public Officer of the Association.

- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.
- (4) These Rules are based on the Model Rules For An Incorporated Association, Associations Incorporation Act 1981 (Schedule 3), and wherever necessary should be interpreted as closely as possible as would be those Model Rules, unless a contrary intent is clearly expressed herein.

APPLICATION FOR MEMBERSHIP

03. (1) The Schedule of Membership shall define the classes of membership, entrance requirements for each class, and the fees associated with each class.
- (2) The Schedule of Membership shall be set by the Committee from time to time, provided always that there must be at least one class of membership which provides for a natural person who is a resident of Australia and passes fair and reasonable entrance requirements (that are consistent with the Statement of Purposes) to become an ordinary Individual Member of the Association, and exercise voting and other rights as are appropriate to that class of membership.
- (3) The addition or removal of a class of membership to or from the Schedule of Membership shall require a resolution of the membership to be ratified. A substantive change to the requirements or benefits associated with an existing class of membership (as specified in the Schedule of Membership) shall require a resolution of the membership to be ratified.
- (4) A person who is not a Member of the Association at the time of incorporation (or who was such a Member at that time but has ceased to be a member) shall only be admitted to membership as provided in the Schedule of Membership.
- (5) A nomination of a person for membership of the Association:--
 - (a) shall be made in writing in a format equivalent to that set out from time to time by the Committee; and
 - (b) shall be lodged with the Secretary of the Association.
- (6) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Standing Working Group for Membership.
- (7) Upon a nomination being referred to the Standing Working Group for Membership, that Working Group shall determine whether to approve or to reject the nomination.
- (8) Upon a nomination being approved by the Standing Working Group for Membership, the Secretary shall, with as little delay as possible, notify the Nominee in writing that they are approved for membership of the association and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the Entrance Fee and the first year's Annual Subscription.
- (9) The Secretary shall, upon payment of the amounts referred to in sub-clause (8) within the period referred to in that sub-clause, enter the Nominee's name in the Register of Members kept by the Secretary and, upon the name being so entered, the Nominee becomes a Member of the Association.
- (10) Upon a nomination being rejected by the Standing Working Group for Membership, the Secretary shall, with as little delay as possible, refer the rejected nomination to the

Committee for final determination. The Committee may approve it, in which case the nomination is returned to the Secretary for action under sub-clause (8) above, or may confirm the rejection, in which case the rejected nomination is returned to the Secretary. The Secretary shall, in that case and with as little delay as possible, notify the Nominee in writing, of the of the rejection along with the reason given by the Committee.

- (11) A right, privilege, or obligation of a person by reason of their membership of the association:--
- (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of their membership whether by death or resignation or otherwise.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

04. (1) The Entrance Fee for each class of membership shall be set from time to time by the Committee, and recorded in the Schedule of Membership. This fee will only be applicable to new applications for membership, not renewing members, and is payable in advance of any applicant becoming a member. Acceptance as a Member is dependent upon receiving such payment.
- (2) The Annual Subscription for each class of membership shall be set from time to time by the Committee, and recorded in the Schedule of Membership. The Term of Membership shall be defined in the Schedule of Membership.
- (3) Acceptance as a Member is dependent upon receiving such Annual Subscription as is prescribed in the Schedule of Membership for the initial Term of that membership.
- (4) The Committee may at its discretion, waive all or part of the subscription fee for any member who, in its opinion, is in disadvantaged or necessitous circumstances or other such reasons as the Committee may determine.
- (5) Where a membership has been terminated, whether by resignation or other reason, no portion of the Entrance Fee or Annual Subscription shall be refundable to the member.

REGISTER OF MEMBERS

05. (1) The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address, classification (type of membership) and date of entry of the name of each Member and the Register shall be available for inspection by Members at the address of the Public Officer.
- (2) Nothing in the previous sub-clause shall entitle any member to make a copy of the Register of Members, except with the written permission of the Committee, and on such terms and conditions as the Committee shall from time to time determine.

RESIGNATION AND EXPULSION OF MEMBER

06. (1) A Member who has paid all moneys due and payable by them to the Association may resign from the Association by first giving one months notice in writing to the Secretary of their intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.

- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the Register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.
 - (3) A Member who is in arrears is deemed to have resigned, and such membership terminates immediately with no further action.
 - (4) A Member who is in arrears for any payments due and payable by them to the Association for more than six (6) months, may have their membership terminated immediately by the Committee with no further action. In such circumstances, the debt to the Association (other than Annual Subscription) remains and the Committee may use such commercial means as it deems appropriate to recover that debt.
 - (5) A Member who has applied (or been requested by the Committee to apply) for a change to their class of membership, and whose application has been rejected;
 - (a) if they still meet entrance requirements for their incumbent class of membership shall remain in that class; and
 - (b) if they no longer meet entrance requirements for their incumbent class of membership shall be deemed to have resigned, and such membership shall terminate immediately with no further action.
 - (6) A member shall be deemed to have resigned if they are a natural person and die.
07. (1) Subject to these Rules, the Committee may by resolution:--
- (a) expel a Member from the Association; or
 - (b) suspend a Member from membership of the Association for a specified period; or
 - (c) suspend specific privileges associated with membership of the Association for a specified period.
- if the Committee is of the opinion that the Member--
- (i) has refused or neglected to comply with these Rules; or
 - (ii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association; or
 - (iii) has wilfully and knowingly breached the Association's Schedule of Ethics.
- (2) A resolution of the Committee under sub-clause (1):--
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the Member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:--
- (a) setting out the resolution of the Committee and the grounds on which it is based;

- (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that they may do one or more of the following--
 - (i) Attend that meeting;
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) Not later than 7 days before the date of the meeting, lodge with the Secretary a notice to the effect that they wish to appeal to the Association membership against the resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee--
- (a) shall give to the Member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the Member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3), they shall notify the Committee and the Committee shall undertake a poll of the membership of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (6) In appeal to the membership under sub-clause (3) the member shall be given the opportunity to send to all members of the Association a written document (not exceeding a reasonable length) specifying why they believe that the motion should be revoked. Such document will be transmitted by electronic or other means as decided by the Committee.
- (7) If as the result of the poll:-
- (a) the resolution was voted on by at least twenty (20) members or half the membership, whichever is less, and there were more votes for the resolution than against it, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

08. (1) The Association shall in each calendar year convene an Annual General Meeting of its Members.
- (2) The Annual General Meeting shall be held on such day as the Committee determines.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be--
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;

- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect further Officers and members of the Committee as permitted in these Rules;
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
 - (6) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

- 09. All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- 10. (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this sub-clause, more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
 - (2) The Committee shall, on the requisition in writing of Members representing not less than 5% of the total number of Members, convene a Special General Meeting of the Association.
 - (3) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
 - (a) If the objects of the meeting relate to a grievance, then the grievance process defined in Rule 40 must have been followed and failed to reach resolution before the Special General Meeting can be convened; otherwise
 - (b) the business to be transacted at the Special General Meeting shall be provided in writing to the Committee.
 - (4) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
 - (5) A Special General Meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.
 - (6) The Committee of Management may choose to conduct a ballot of the membership on one or more matters in lieu of them being dealt with at a Special General Meeting. Such ballot shall be deemed to be the resolution of that matter at that Special General Meeting.
 - (7) All ballots shall be conducted according to the Proceedings of Ballots as set forth in these Rules.

NOTICE OF MEETING

11. (1) The Secretary of the Association shall, at least 14 days or, if the special resolution has been proposed, at least 21 days before the date fixed for holding a general meeting of the Association, cause to be sent to each Member of the Association at their address appearing in the Register of Members, a notice in writing stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

12. (1) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
 - (2) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
 - (3) 5 Members personally present (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
 - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) shall be a quorum.
13. (1) The President, or in their absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.
 - (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
14. (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll or ballot is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16. (1) Upon any question arising at a general meeting of the Association, a Member has one vote only.
 - (2) All votes shall be given personally or by proxy.
 - (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
17. (1) If at a meeting a poll on any question is demanded by not less than three Members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
18. (1) Any question of substance may be referred to a ballot by a resolution of the meeting. The question will then be resolved by a ballot of the membership. Such a resolution shall not be binding on the Committee of Management unless the ballot was voted on by a quorum, and there were more votes for the resolution than against it.
 - (2) All ballots shall be conducted according to the Proceedings of Ballots as set forth in these Rules.
19. An Individual Member may vote at general meetings only if they are currently in good standing under Rules 4 and 6.
20. (1) Each Member entitled under these Rules to vote shall be entitled to appoint another Member who is also entitled to vote as their proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
 - (2) The notice appointing the proxy shall be in the form set out in Appendix 1.

COMMITTEE OF MANAGEMENT

21. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 23.
 - (2) The Committee:--
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

22. (1) The Officers of the Association shall be:--
- (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The Associate Officers of the Association shall be:--
- (a) a Returning Officer; and
 - (b) an Assistant Returning Officer.
- (3) Each Officer of the Association shall hold office until the conclusion of the annual general meeting next after the date of their election but is eligible for re-election.
- (4) Each Associate Officer of the Association shall hold office from the call for nominations (as specified in Rule 24 (2)) after the Annual General Meeting at which they were elected, until the subsequent call for nominations.
- (5) In the event of a casual vacancy in any office referred to in sub- clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of their appointment.
- (6) In the event of a casual vacancy in any office referred to in sub-clause (2) the Committee may appoint a Member in good standing to the vacant office provided that such member may not hold any other office or position on the Committee. The member so appointed may continue in office up to the call for nominations next following the date of their appointment.
- (7) No Member may hold more than one office at any one time.
23. (1) Subject to section 23 of the Act, the Committee shall consist of:--
- (a) the Officers of the Association, excluding the Associate Officers;
 - (b) 4 ordinary members;
 - (c) one advisory member representing Associate Classes of Membership (as defined in the Schedule of Membership). This member is not a voting member of the Committee. This member shall be elected at the Annual General Meeting of the Association in each year, by the members of the Associate Classes of Membership. Where no such member has been selected, the Committee may choose a Member to serve; and
 - (d) the immediate past president.
- (2) Each ordinary member of the Committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting next after the date of their election, but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of

the Annual General Meeting next following the date of their appointment, but is eligible for re-election.

- (4) The position of Immediate Past President shall be held by the person who held the position of President at the end of the previous term of office, providing he or she has not been elected to any other position and agrees to accept this position. Otherwise, the position of Immediate Past President remains vacant for the entire term of office.
- (5) Should the position of Immediate Past President become vacant, it shall remain vacant for the remainder of the term of office.

ELECTION OF OFFICERS AND VACANCY

24. (1) The election of Officers (including Associate Officers) and ordinary management committee members shall be by ballot held annually in accordance with the Schedule of Election Ballot. A substantive change to the Schedule of Election Ballot shall require a resolution of the membership to be ratified.
- (2) A call for nominations of candidates for election as Officers of the Association or as ordinary members of the Committee of Management must be sent to all voting members of the association not less than 90 days prior to the date fixed for the holding of the Annual General Meeting.
- (3) Nominations of candidates for election to the Committee of Management:--
 - (a) shall be made in writing, signed by two Individual Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and shall be delivered to the Secretary of the Association not less than 60 days before the date fixed for the holding of the Annual General Meeting; or
 - (b) in the case of the advisory member of the Committee for Associate Members, shall be made in the same manner as in sub-clause (3)(a) except that such nominations and secondings shall be made by Associate Individual Members.
- (4) Where the number of candidates for any position or positions is less than or equal to the number of vacancies, those nominated shall be deemed elected and no ballot for that position or positions shall be held.
- (5) On or before the date which is 50 days before the date of the scheduled Annual General Meeting, the Secretary shall advise the Returning Officer of all valid nominations received. If a ballot is required, the Secretary shall provide the Returning Officer with a list of voting members.
- (6) If a ballot is required, the Returning Officer shall arrange a ballot, with Ballot Notice to be sent to voting members no later than 30 days before the scheduled Annual General Meeting.
- (7) All ballots shall be conducted according to the Proceedings of Ballots as set forth in these Rules.
- (8) Any position for which no nominations are received or which remains unfilled after the ballot of the membership referred to in this clause 24 shall be called for from the floor during the Annual General Meeting. Where a vote is required to determine the successful candidate, then this vote shall be determined in such usual and proper manner as the returning officer may choose.

- (9) Any position for which remains unfilled at the conclusion of the AGM shall be considered as a vacancy on the incoming Committee of Management and handled as specified in these rules by the incoming Committee.
 - (10) Each voting member shall be entitled to one vote.
 - (11) While any ordinary member may be nominated for more than one Office or position, no person shall be elected to more than one position. Ballots shall be determined in the following order: for President, for Vice President, for Secretary, for Treasurer, for Ordinary Committee Members, for Returning Officer and lastly for Assistant Returning Officer.
 - (12) The closing date of the ballot shall be 7 days before the scheduled date of the Annual General meeting.
 - (13) The Returning Officer or their proxy shall announce the results of the elections at the Annual General Meeting.
25. For the purposes of these Rules, the office of an Officer of the Association or of an ordinary member of the Committee or of the Immediate Past President becomes vacant if he or she:-
- (a) ceases to be a Member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Companies Act (Victoria) Code; or
 - (c) resigns his or her office by notice in writing given to the Secretary.

PROCEEDINGS OF COMMITTEE

26. (1) The Committee shall meet at least three (3) times in each year at such place and such times as the Committee may determine. The Committee may meet in person, or by telephonic, video, electronic (including by e-mail), or other means, as agreed to by the members of the Committee. These mechanisms may be used in combination, provided that all members of the Committee are given reasonable ability to participate in the meeting. Procedures for such meetings shall be established as Standing Orders in advance of the meeting.
- (2) Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
 - (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
 - (4) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
 - (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
 - (6) At meetings of the Committee:--
 - (a) the President, or in their absence the Vice-President shall preside; or

- (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands, or if demanded by a member, by a poll taken in such a manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to them at a reasonable time before the meeting or by sending it by in writing sent to an address appearing in the Register of Members at least two business days before the date of the meeting. Waiver of this Rule may be gained at any such meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

PROCEEDINGS OF BALLOTS

- 27. (1) A ballot of the membership shall proceed by a notice from the Committee of Management ("Ballot Notice") being sent to the members at least 21 days prior to the closing date of the ballot.
 - (2) The Ballot Notice shall include details of the resolutions to be voted upon, the valid methods for casting a vote, and the closing date that votes will be accepted.
 - (3) More than one resolution may be voted on in a single ballot, but each resolution must be voted on separately.
 - (4) Each Member who is entitled to vote under these Rules shall be entitled to cast one vote for each resolution under ballot.
 - (5) For a ballot to be binding on the Committee of Management, the number of votes correctly cast (including abstentions) on any resolution under ballot (by whatever accepted methods including by proxy) must be at least twenty (20) or half the membership, whichever is the lesser. Abstention votes will not be counted for the purposes of determining the proportion of votes for and against the resolution under ballot.
- 28. (1) The Committee of Management may provide for ballots to be voted upon in such usual and proper manner as it determines from time to time, provided that:
 - (a) The Committee of Management can demonstrate that methods of voting which it provides for may be readily audited at any time as to the authenticity and correctness of the vote; and
 - (b) The combination of methods chosen by the committee provide for a fair and equitable vote on each resolution, and do not unfairly bias the outcome of the vote.
- (2) The ballot shall be determined on the combined votes from all approved methods of voting for that resolution.

RETURNING OFFICERS

29. (1) The Returning Officer and any Assistant Returning Officers shall be elected to the Committee as Associate Officers of the Association. They shall have no rights or responsibilities other than those set forth in this clause.
- (2) The Returning Officer and any Assistant Returning Officers must not hold any other position on the Committee of Management. Neither may the Returning Officer nor Assistant Returning Officers stand for any other position in a ballot they are conducting.
- (3) The Returning Officer shall be responsible for ensuring that all ballots are conducted in accordance with these Rules, and shall be responsible for the collation and tallying of the results of all ballots, including the Annual Elections.

SECRETARY

30. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

TREASURER

31. (1) The Treasurer of the Association:--
 - (a) shall collect and receive all moneys due to the Association and make all payments authorized by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by Members.
- (3) Nothing in the previous sub-clauses shall entitle any member to make a copy of any financial records, except with the written permission of the Committee, and on such terms and conditions as the Committee shall from time to time determine.

REMOVAL OF MEMBER OF COMMITTEE

32. (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution is referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

33. (1) Signing Officers for the Association's accounts shall be the President, the Secretary, and the Treasurer; and optionally an agent of the Association as determined from time to time by the Committee.
- (2) All cheques, drafts and other orders for payment of money out of the funds of the Association, if for less than a limit established by the Committee, may be signed by only one Signing Officer.
- (3) For other amounts, each such instrument must be signed by at least two Signing Officers.

SEAL

34. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

35. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

36. (1) A notice may be served by or on behalf of the Association upon any Member either personally or by sending it in writing to the Member at their address shown in the Register of Members.
- (2) Where a document is properly addressed and sent to a person, the document shall, unless the contrary is proven, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of transmission.

WINDING UP OR CANCELLATION

37. (1) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.
- (2) In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to Members.

CUSTODY OF RECORDS

38. Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all books, documents and securities of the Association.

FUNDS

39. (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.
- (2) The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

DISPUTES AND MEDIATION

40. (1) The grievance procedure set out in this rule applies to disputes under these Rules between:--
- (a) a member and another member; or
 - (b) a member and the Association.
- (2) The substance of the grievance must be communicated clearly, specifically and in writing between the parties.
- (3) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties. Such meeting may be held:--
- (a) in person; or
 - (b) if the parties are located remotely, by such near real-time communication mechanism as is agreeable to all parties; or
 - (c) in the absence of agreement, by such means as determined by the Committee.
- (4) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator. Such meeting may be held:--
- (a) in person; or
 - (b) if the parties are located remotely, by such near real-time communication mechanism as is agreeable to all parties.
- (5) The mediator must be:--
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:--
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (6) The cost of mediation will be borne equally between the parties.

- (7) A member of the Association can be a mediator.
- (8) The mediator cannot be a member who is a party to the dispute.
- (9) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (10) The mediator, in conducting the mediation, must:--
 - (a) give the parties to the mediation process every reasonable opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (11) The mediator must not determine the dispute.
- (12) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I, _____
(name)

of _____
(address)

being a member of **The System Administrators Guild of Australia (SAGE-AU)**

appoint _____
(name of proxy holder)

of _____
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on-

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour/against* the following resolution (insert details of resolution).

Signed:

Date:

*Delete not applicable