

RULE OF THE NATIONAL BODY

(Registration Number A0033627N)

Statement Of Purpose & Rules Of The Organisation

Changes approved by the Annual General Meeting held on 3rd October 2000

Statement Of Purposes

(1) The Purposes of the Association are as follows:

- (a) To promote and contribute to the science and practice of quality management in any of its forms;
- (b) To recognise and to advance the status of natural persons engaged in management or technology or both related to the science and practice of quality management in any of its forms;
- (c) To recognise, promote, encourage and advance the status of Australian organisations, in the public and the private sectors, in the application of Modern Quality Principles in all aspects of competitive business management;
- (d) To promote Professional Development in Quality Management and related fields;
- (e) Coordinate joint activities of member AOQ organisations;
- (f) Represent member AOQ organisations internationally;
- (g) Promote and facilitate communications between overseas parties and members, and between members;
- (h) Assign Qualcons to members;
- (i) To recognise outstanding individual contributions to the achievement of the Purposes of the Association, and in other relevant fields, and to make appropriate awards.

(2) In carrying out these purposes the Association has all the powers which an adult person has.

1. Name

The name of the association is The Australian Organisation for Quality Incorporated ("the Organisation"). Any statutory Registration Number required is as shown at the top of page one of this document.

2. Membership

- (1) The National Council ("The Council") may admit to membership one association from each state or territory, whether incorporated or not, known locally as the Australian Organisation for Quality for the state or territory, and which has a constitution approved by the Council.
- (2) Each Member Association may nominate one delegate from its governing Council as its representative on the Council.

3. Register Of Members

The Secretary must keep a register of Member Associations in which is registered the name, contact address and date of joining of each Member Association.

4. Subscription

- (1) The annual subscription of a Member Association for each year consists of a per capita fee, set by the Council, and based on the individual and corporate membership number of each Member Association.
- (2) There is no joining fee.

5. The Council

- (1) The Organisation is managed by a Council, consisting of the delegates from the Member Associations.
- (2) The delegates are referred to as Councillors, and are voting members of the Council.
- (3) In addition, the immediate past president is ex officio a member for the following two terms, but is not eligible to vote, nor to hold any elected office.
- (4) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each Council Meeting of the Organisation.
- (5) If the President and the Vice-President are absent from a Council Meeting, or decline to chair the meeting, the members present shall appoint an appropriate person to preside as Chairperson at the Council Meeting.

6. Powers Of The Council

The Council has the entire management and control of the business of the Organisation, and has power to do anything necessary or convenient, that is not in contravention of these rules or the Associations

Incorporation Act 1981 (Victoria) ("the Act"), to achieve the purposes of the Organisation.

7. By-laws

The Council may make by-laws not inconsistent with the Act or these Rules for the better management of the affairs of the Organisation.

8. Term Of Office And Vacancies On The Council

A Councillor takes office as soon as the Secretary is advised in writing of that person's nomination, and remains a member of the Council until:

- (1) the Councillor resigns;
- (2) a new Councillor is nominated by the Member Association by which that Councillor was nominated;
- (3) the nominating Member Association ceases to be a member of the Organisation.

9. Calling Meetings

- (1) The Council must meet at least once per year. Additional meetings of the Council must be held if the President or at least three Councillors make a request in writing for a meeting.
- (2) A Council Meeting called as a result of a request must be held within one month from the date on which the Secretary receives the request.

10. Quorum At Council Meetings

A quorum at a Council Meeting is one half of the Councillors present in person or by proxy, but if one half is not a whole number, the quorum is the next whole number above that number.

11. Telephone Or Videoconference Council Meetings

- (1) A Council Meeting may be held as a telephone conference or a videoconference.
- (2) The procedure for such a Council Meeting is the same as for a normal Council Meeting except that it is not necessary for the participating delegates to be present in the same room.

12. Notice Of Council Meetings

- (1) The Secretary must give two weeks notice of the date time and place of a Council Meeting of the Council.
- (2) A Council Meeting held as a telephone conference or videoconference may be called with less notice than for a normal Council Meeting if a majority of Councillors agree.

13. Council Meetings Not Public

Meetings of the Council are conducted in private but the Council may determine that part of the meeting be open to the press or other observers. The Council may permit a person other than a Councillor to address it.

14. Decisions At Council Meetings

- (1) Except where these rules specifically state to the contrary, all decisions at meetings of the Council are made by a simple majority of votes cast.
- (2) The person presiding has a deliberative and a casting vote. A tied vote is deemed to maintain the existing position in relation to the matter under discussion.
- (3) Valid votes may be cast in person, by proxy, or by electronic means.

15. Conflict Of Interest

A Councillor, or member of any subcommittee of the Organisation who has any direct or indirect interest in any present or anticipated contract agreement or arrangement with the Organisation must declare that interest at the first meeting of the Council or the subcommittee (as the case may be) after becoming aware of the interest or the contract agreement or arrangement, and must not vote in respect of the matter. If that person does vote in those circumstances, that vote must not be counted.

16. Business Of The Annual General Meeting

- (1) confirm the minutes of the last Annual General Meeting, and of any Council Meetings held since that date;
- (2) discuss any business arising from those minutes;
- (3) receive the reports of the President, Secretary and Treasurer,
- (4) receive and consider the financial statement required by the Act; and

- (5) consider other business by leave of the Chair.
- (6) the election of the President, Vice-President, Secretary and Treasurer of the Organisation;
- (7) the appointment of the Public Officer;
- (8) the appointment of an auditor, if necessary;
- (9) the election of two councillors to the Award Subcommittee.

17. Time For General Meetings

The Annual General Meeting must be held in the second half of each calendar year.

18. Election Of Officers

- (1) The President shall be elected by and from the Councillors and outgoing President at the Annual General Meeting. On election, the President ceases to be the representative of the Member Association, but otherwise retains all the rights and privileges of a Councillor, and the Member Association concerned may nominate a new delegate in accordance with Rule 2 (2).
- (2) The Vice President, and where required, Secretary and Treasurer, are elected by and from the Councillors at the Annual General Meeting and each continues as the representative of the Member Association of which that person is the delegate.
- (3) The Council may appoint an Executive Officer in lieu of electing a Secretary and Treasurer. Where so appointed, the Executive Officer may perform the duties of Secretary and Treasurer, and such other duties as directed by Council. That person is not a member of the Council.

19. Period Of Office

- (1) The President, Vice President, Secretary and Treasurer take office at the end of the Annual General Meeting at which they were elected, and hold office until the end of the following Annual General Meeting.
- (2) The Immediate Past President holds that position ex officio for the two terms following the expiry of their final term as President.
- (3) A person cannot hold office as President for more than two consecutive terms.

20. Delegation Of Power

The Council may delegate any of its powers other than this power of delegation to a person or subcommittee and may withdraw the delegation at any time.

21. Casual Vacancy

- (1) A casual vacancy in any officer's position must be filled by the remaining members of Council using their discretion to choose the best person currently on Council.
- (2) The person so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

22. Council Meetings

All meetings other than the Annual General Meeting shall be called Council Meetings.

- (1) A Council Meeting must be called if three Councillors or the President request one.
- (2) Unless so requested or advised, it is not necessary to hold any Council Meeting other than the Annual General meeting in any year.
- (3) The business considered at a Council Meeting is that set out in the Notice of the Meeting, or by leave of the President.
- (4) Notice of a Council Meeting must be given within two weeks of receipt of the request.
- (5) If no notice is sent within that time, any of the persons requesting the Council Meeting may call it.

23. Form Of Notice

A Notice stating:

- (1) the place, date and time of the Annual or Council Meeting;
- (2) the nature of the business to be considered;
- (3) if a special resolution has been proposed, the text of any such proposed motion must be delivered to the Secretary of each Member Association, and to each Councillor
 - (a) at the postal addresses last notified to the Secretary by that Councillor, or,
 - (b) if the Councillor has provided facsimile or electronic transmission addresses, by sending the notices to those numbers.

24. Time Of Receipt Of Notices

- (1) Notices, if posted, are deemed to have been received on the second business day after posting.
- (2) Any notice required by these Rules is sufficient if posted, faxed, emailed or delivered to the last address notified in writing to the Secretary.

25. Proxies

A Councillor, by a signed authority produced to the Secretary, may grant a proxy to another Councillor or to the Meeting Chair.

26. Decisions At Council Meetings

- (1) All decisions at Council Meetings other than
 - (a) a resolution to alter the name, Statement of Purposes or the Rules of the Organisation, or
 - (b) any other resolution required by the Act to be a special resolution are decided by a simple majority of votes cast. Any decisions referred to in paragraphs (a) or (b) of this sub-rule must be decided by special resolution.
- (2) A decision made at a Council Meeting, takes effect
 - (a) in the case of a decision required to be made by special resolution, when it has been lodged with the Registrar of Incorporated Associations (Victoria) and
 - (b) in any other case, immediately, unless otherwise specified in the resolution.

27. Special Resolution

- (1) As prescribed by the Act a special resolution is a resolution proposed at a Council Meeting, of which notice:
 - (a) was given at least 21 days before the meeting; and
 - (b) specified that the resolution was to be proposed as a special resolution
- (2) agreed to by at least three quarters of the votes cast in respect of that resolution.

28. Secretary's Responsibilities

It is the responsibility of the Secretary to:

- (1) keep records and files of all meetings;
- (2) arrange Annual General Meetings of the Council, Council Meetings and meetings of the subcommittees;
- (3) carry out the directions of the Council.

29. Treasurer's Responsibilities

- (1) produce financial reports to the Council and the Member Associations;
- (2) collect and bank all money received in a bank account or accounts in the name of the Organisation;
- (3) pay by cheque, at the direction of the Council, all expenses incurred by the Organisation;
- (4) prepare the annual financial statements for the Annual General Meeting;
- (5) carry out the directions of the Council.
- (6) Ensure that all cheques are signed by two persons appointed by the Council for that purpose.

30. Public Officer

- (1) In accordance with the Act, the Councillor representing Victoria shall act as Public Officer. The Public Officer may concurrently hold other positions in the Organisation.
- (2) The Public Officer is responsible for the custody of the Common Seal of the Organisation.

31. Financial Year

The financial year of the Organisation ends on 30 June.

32. Derivation Of Funds

The funds of the Organisation are derived from subscriptions, grants, examination fees, and such other sources as the Council agrees to.

33. Common Seal

The Public Officer is responsible for affixing the Common Seal, in accordance with a resolution of the Council.

34. Books And Records

The Secretary is responsible for the custody of the books, records and securities of the Organisation.

35. Inspection Of Documents

Any book and record of the Organisation, including these rules, may be inspected upon reasonable notice to the Secretary, by any Councillor or by any person authorised by a Member Association to do so.

36. Minutes

The Secretary must after each Annual General Meeting, Council Meeting or meeting of a subcommittee, send

- (1) one copy to each Councillor; and
- (2) one copy to the Secretary of each Member Association.

37. Returns

Each Member Association must forward to the Secretary the following:

- (1) Within one month of the Member Association's AGM -
 - (a) The Annual Report, Statement of Accounts and Balance Sheet of that Member Association for the previous financial year;
 - (b) The membership statistics of that Member Association as at the end of the last financial year.
- (2) Within seven days of approval by that Member Association -
 - (a) any application for transfer or admission to those grades of membership for which the approval of the Council is required;
 - (b) any alteration to the Constitution of the Member Association.

38. Alteration Of The Statement Of Purposes And The Rules

The Statement of Purposes and Rules of the Organisation may only be amended by a special resolution passed at a Council Meeting of the Organisation.

39. Liability Of Members

The liability of the Member Associations on the winding up of the Organisation is limited to any unpaid subscriptions and any other amounts due to the Organisation at the date of the commencement of the winding up.

40. Disposal Of Assets On Winding Up

If passed by a Special Resolution, and after payment in good faith of remuneration of any officers or servants of the Organisation for services actually rendered, and after satisfaction of all its debts and liabilities, the balance of all assets are to be distributed, in equal shares, to the financial members of the Organisation.

41. Withdrawal Of A Member Association

- (1) A Member Association which wishes to withdraw from membership of the Organisation is to be requested in writing to
 - (a) call a Council Meeting of that Member Association to pass a resolution seeking cancellation of its membership, and to record any reasons it may wish to advance together with any remedial action by the Organisation which might alter the Member Association's position;
 - (b) forward copies of the resolution together with the other resolutions of the meeting to each of the other Member Associations and to the Secretary;
 - (c) forward a requisition for a Council Meeting of the Organisation to the Secretary.
- (2) At the next following Council Meeting the resolution will be considered, and the most appropriate action taken.
- (3) Cancellation and withdrawal of membership does not absolve the Member Association from liability to pay any amount due to the Organisation at that date.

42. Grievance Procedures

Grievance procedures, as approved by Council, and not inconsistent with the Act, are to be followed prior to initiating any disciplinary process.

43. Discipline Of Members

- (1) The Organisation may discipline a Member Association by:
 - (a) expelling it; or

- (b) warning it that it may be expelled if it continues to act in the specified manner of which the Organisation disapproves.
- (2) If a motion is proposed at a Council Meeting for the disciplining of a Member Association, the President must first put a motion that the Member Association be called upon to explain its conduct to the Council.
- (3) If that motion is carried by a simple majority of those present and voting, the motion for the disciplining of the Member Association must be adjourned to a Council Meeting to be held not less than fourteen days later.
- (4) The Member Association named in the motion must be given notice, by delivering it to its contact address in the register of members:
- (a) of the conduct complained of; and
 - (b) that it is entitled to present oral or written evidence or arguments to the Council at a Council Meeting on a given date.
- (5) At the later Council Meeting, the Council must:
- (a) give the Member Association, if represented by one or more of its members, the opportunity to be heard; and
 - (b) consider any written document presented by it or on its behalf.
- (6) The Council may then, by an absolute majority of its members, determine:
- (a) whether to discipline the Member Association; and
 - (b) whether the penalty should be expulsion or a warning.
- (7) A decision of the Council in accordance with the procedure set out in this rule must be ratified by all the remaining Member Associations before coming into operation.
- (8) On expulsion under this Rule, all moneys paid to the Organisation by the expelled Member Association remain the property of the national Organisation, but the national Organisation cannot recover any unpaid moneys owed by the expelled Member Association.

44. Cessation Of Membership

- (1) A Member Association ceases to be a member of the Organisation if its membership is cancelled, it is expelled, or if the member decides to withdraw, in accordance with these Rules.
- (2) Subscription monies remain unpaid for six months from the date they became due and payable.

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