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8th September 2004
AUSTRALIAN COLLEGE OF AMBULANCE PROFESSIONALS LTD

CERTIFIED RULES

1. COMPLIANCE - WORDS AND EXPRESSIONS TO HAVE MEANING IN ACT

1.1 The Certified Rules of the Australian College of Ambulance Professionals Ltd shall be established and maintained in accordance with the provisions and standards for Certified Rules within Australian Company Registration and Incorporation standards;

1.2 A word or expression that is not defined in these model rules, but is defined in the Associations Incorporation Act 1981 has, if the context permits, the meaning given by the Act;

1.3 The Certified Rules of the incorporated Branches must be consistent and compliant with these Certified Rules of the Australian College of Ambulance Professionals Ltd and all Branches must establish and maintain incorporation status.

2. NAME

The name of the incorporated association is the AUSTRALIAN COLLEGE OF AMBULANCE PROFESSIONALS LTD, hereinafter called ACAP.

3. OBJECTS

The objects of ACAP are:

3.1 Representation

3.1.1 To provide a national platform for policies and representation to enhance the quality of pre-hospital emergency patient care in Australia;

3.1.2 To absorb the functions, membership, assets and liabilities of the pre-existing Institute of Ambulance Officers (Australia); and

3.1.3 To represent the interests of the members throughout Australia on matters relating to professional pre-hospital care and associated issues.

3.2 Professional Standards and Policies

3.2.1 To enhance the professional standards of education, training, continuing development and accreditation of its members;

3.2.2 To maintain policies and practices which continually enhance the skills and professional performance of its members; and

3.2.3 To achieve the most effective, efficient and economic use of resources available for pre-hospital emergency patient care throughout Australia.

3.3 Code of Conduct
3.3.1 To maintain the highest levels of integrity, ethical behaviour and compassion in the provision of patient care services by members at all times; and

3.3.2 To establish and enforce a Code of Conduct which ensures full independence, objectivity, responsibility and accountability in all individual and collective ACAP activities.

3.4 Affiliation

To encourage beneficial communication, cooperation and interaction between ACAP members and allied associations.

3.5 Professional Recognition

3.5.1 To foster wide understanding and acceptance of the high professional and ethical standards, commitment and performance of ACAP and its members; and

3.5.2 To establish and promote ACAP’s role as an accrediting body whose members have nationally registered qualifications and expertise in the provision of emergency ambulance and/or paramedic and/or pre-hospital services.

4. POWERS

4.1 ACAP has the powers of an individual, except as, in accordance with the ACAP Constitution (Section 7.2), the income and property of ACAP shall be applied solely towards the promotion of the objects of ACAP.

4.2 In accordance with Section 7 of the Constitution, ACAP also has powers to:

(a) make, alter or rescind Certified Rules to give effect to the Constitution of ACAP;
(b) take disciplinary action as prescribed in these Certified Rules against any member for any alleged breach of the member's obligations under the ACAP Constitution or in accordance with Section 16 of these Certified Rules;
(c) appoint a member or members of ACAP as Trustees (Section 7.4);
(d) exercise the rights of indemnity (Section 7.5) to the maximum extent permitted by law;
(e) enter into contracts;
(f) acquire, hold, deal with and dispose of property;
(g) make charges for services and facilities supplied by ACAP; and
(h) do other things necessary or convenient in carrying out the affairs of ACAP.

4.3 ACAP may take over the funds and other assets and liabilities of the previous incorporated association known as the Institute of Ambulance Officers (Australia).

4.4 ACAP may also issue secured and unsecured notes, debentures and debenture stock for ACAP in accordance with the provision of Australian Corporations Law and Financial Standards.

5. MEMBERS

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5.1 Membership Levels

ACAP shall offer membership at one of four levels. These levels are:

(a) Life Member;
(b) Fellow;
(c) Member; and
(d) Associate.

The number of members in each level is unlimited. Determination of the appropriate level will be in accordance with Section 5.3 of these Rules.

5.2 Membership

5.2.1 Membership of ACAP is intended to be inclusive and reflect a representation of the broad range of people providing, or contributing directly to the provision of, pre-hospital care and ambulance service delivery throughout Australia. This may include, but not be limited to, persons from statutory, private, military, industrial and/or hospital ambulance services or kindred voluntary organisations.

5.2.2 A person who, on the day that ACAP is incorporated, was a member of ACAP or the previous Institute of Ambulance Officers (Australia) and who, on or before a day fixed by the Board, is a financial member of ACAP, must be admitted by the Board to a level of membership of ACAP as defined in the transitional model (refer to Attachment 1).

5.2.3 A member as described in Section 5.2.2 who has paid the member's annual subscription for membership of ACAP on or before a day fixed by the Board, is not liable to pay a further amount of annual subscription for the period to the newly incorporated body, before the day fixed by the Board as the day on which the next annual subscription is payable;

5.2.4 An application for ACAP membership must be in accordance with the procedure outlined in 5.6.

5.3 Membership Recognition Levels

Criteria for Member Recognition Levels

Details of the requirements/criteria for appointment to, or maintenance of, a particular ACAP member’s recognition level shall be published, and kept abreast of ambulance industry standards, in the ACAP National Professional Recognition Program - Guidelines Booklet;

5.3.1 Life Member (post nominal LMACAP)
This is a "bestowed" ACAP member status level resulting from a decision by the Board of ACAP, or by the Council of the former Institute of Ambulance Officers (Australia), and re-affirmed by the Board of ACAP in recognition of an on-going, high level of commitment to, and support of, the objects of ACAP. The appointee may be either an existing member of ACAP or a non-member prior to this decision by the Board.

5.3.2 Fellow (post nominal FACAP)

Appointments to this recognition level shall only be made for financial ACAP members or successful applicants to ACAP membership. Applications, for a membership recognition determination by the Board, will include details of experience, qualifications and professional appointment in the prescribed format to the Branch Secretary for submission to the Board. Appointees may be clinical or non-clinical ambulance personnel. Criteria for elevation will be established by ACAP from time to time.

NB: Additionally, operational ambulance officers/paramedics seeking recognition at the level of Fellow must provide documented evidence of their approval to practice in the relevant State or Territory.

5.3.2.1 Associate Fellow (post nominal AFACAP)

Members appointed to this recognition level of Associate Fellow undertake a less rigorous criterion than for full Fellowship. The appointees may be clinical or non-clinical ambulance personnel. The criteria for elevation will be established by ACAP from time to time.

5.3.2.2 Honorary Fellow (bestowed recognition - post nominal HFACAP)

Refer to Clause 5.3.6

5.3.3 Member (post nominal MACAP)

Appointments to this recognition level shall only be made for financial ACAP members or successful applicants to ACAP membership. Applications in the prescribed format will be forwarded to the Secretary for processing in accordance with criteria determined from time to time.

Members appointed to this level shall include ambulance officers/paramedics and Founder Members of the former Institute of Ambulance Officers (Australia).

The appointees may be clinical or non-clinical ambulance personnel with criteria for elevation established by ACAP accordingly.

NB: Additionally, operational paramedics seeking recognition at this level must provide documented evidence of their approval to practice in the relevant State or Territory.

5.3.3.1 Honorary Member (bestowed recognition –post nominal HMACAP).

Refer to clause 5.3.6.

5.3.4 Associate (post nominal AACAP)
Associates include all other members or successful applicants who may not be currently eligible for recognition in any of the above categories.

5.3.5 Appointment to Membership Level

Only the Board shall determine the recognition level of any ACAP member or successful applicant joining ACAP. The Board may receive a recommendation from the ACAP Membership Sub-Committee in relation to recognition or change to recognition of any member of ACAP.

5.3.6 Bestowed Recognition

Bestowed ACAP recognition status level results from a decision by the Board of ACAP. Bestowed levels shall only be granted in recognition of an on-going, high level of commitment to, and support of, the objects of ACAP.

The nomination may be come from any member of ACAP, a Branch or the Board. The appointee may be either an existing member of ACAP or a non-member prior to this decision by the Board.

This recognition level may include Life Member, Honorary Member and Honorary Fellow.

5.4 Entitlements

5.4.1 Full Entitlements

Fellows (including Associate Fellow) and Members may hold office subject to election, call meetings and have full voting rights.

5.4.2 Prescribed Entitlements

All other members are entitled to full voting rights but may not hold office or call meetings of ACAP.

5.5 Membership Fees

5.5.1 Membership fees are determined by each Branch and shall include an amount provide for the payment of capitation fees to the Board for each member.

5.5.2 Capitation fees for each class of membership are determined by and payable to the Board. Capitation fees are authorised at a General Meeting.

At the AGM on 17th September 2003 the following Notice of Motion was passed:
“That as from the 1st July 2003 the capitation fees (of the College) be set at $0.90 per week per full member and 30% of the fees charged for a concessional member.”

5.6 Admission And Rejection Of Members

5.6.1 Applicants for admission to membership of ACAP must complete and submit to the Secretary of ACAP the appropriate application form as authorised by the Board.

5.6.2 The Secretary will then forward the application to the appropriate Branch Secretary who will apply the Membership Application/Elevation Policy (as provided by the Board) and prepare recommendations for the Branch Committee for allocation of appropriate entry level status.

5.6.3 The Branch Management Committee must, at its next meeting, consider the recommendations of the Branch Secretary and

(a) if a majority of the Committee members present at the meeting resolve to accept the recommendations, the Branch will advise the Secretary of ACAP of the applicant's details;

(b) if a majority of the Committee members present at the meeting reject the application, the Branch Secretary will advise the applicant of this decision.

5.6.4 The Secretary of ACAP must, as soon as practicable after advice from a Branch, prepare the appropriate ACAP membership level certificate and issue the certificate through the Branch Management Committee.

5.7 When Membership Ends

5.7.1 A member may resign from ACAP by giving written notice of resignation to the Branch Secretary.

5.7.2 The resignation takes effect on:

(a) the day and at the time the notice is received by the Branch Secretary; or
(b) if a later day is stated in the notice - the later day.

5.7.3 The Board may terminate a person's membership if the member:

(a) is convicted of an indictable offence; or
(b) does not comply with any of the provisions of these rules; or
(c) has membership fees in arrears for at least three months; or
(d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of ACAP.
5.7.4 Before the Board terminates a person's membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.

5.7.5 If, after considering all representations made by the member, the Board decides to terminate the membership, the Secretary of ACAP must give the member written notice of the decision.

5.8 Appeals Against Rejection or Termination of Membership

5.8.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary of ACAP written notice of their intention to appeal against the decision;

5.8.2 A notice of intention to appeal must be given to the Secretary of ACAP within 30 days after the person receives written notice of the decision;

5.8.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within three months after the day of receipt, call an Extraordinary General Meeting of the Board to decide the appeal;

5.8.4 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated;

5.8.5 The Board and the Directors of ACAP who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership terminated. The Board may delegate the powers to hear such matters and make recommendations.

5.8.6 An appeal must be decided by a vote of the members present at the extraordinary General Meeting; and

5.8.7 If a person whose application has been rejected does not appeal against the decision within 30 days after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Branch Secretary must, as soon as practicable, refund the application fee paid by the person.

5.9 Register Of Members

5.9.1 The Branch Management Committee shall keep an up-to-date Register of Members; this Register shall be in MS Access format and will be based on, but not limited to, a spreadsheet provided from time to time by the National Registrar.

5.9.2 The Register of Members shall include the following particulars for each member:

(a) full name and residential address;
(b) date of admission;
(c) date of death or resignation;
(d) details about any termination or reinstatement of membership;
(e) ACAP appointment level and current professional appointment status;
(f) advancements or downgrades of ACAP member status level;
(g) certificate number, level date and other details; and
(h) any other particulars decided by the Board.

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5.9.3 The Register of Members must be available for inspection at all reasonable times by an ACAP member (in so far as it relates to that member) or by an officer or authorised delegate of the Board;

5.9.4 However, before the member may inspect the Register of Members, the member must make an appointment, for a mutually convenient time, with the Branch Secretary;

5.9.5 The Branch Management Committee shall submit a summary report on membership and adjustments to the Board's Membership Registrar one week prior to the end of each quarter of the financial year.

6. PRESIDENT

The President shall be elected for a three (3) year term from among the Board members by the Board members at the Board meeting immediately following the Annual General Meeting. The Board may elect a Director to fill a casual vacancy in the office of President until the next AGM.

7. SECRETARY

7.1 The members of the Board and of Branch Management Committees must ensure (in each case) that a Secretary is appointed or elected for the Board or Branch within one month after incorporation. The National Secretary will be appointed for a three (3) year term by the Board.

7.2 If a vacancy occurs in the office of Secretary, the members of the Board or Branch Management Committee (as the case may be) must ensure a Secretary is appointed or elected within one month after the vacancy occurs. This appointment will be until the next AGM.

7.3 The Secretary must be an appropriately experienced individual who is a resident of Australia or, in the case of a Branch, within the Branch, and who is:

7.3.1 a member of ACAP elected by the ACAP members as Secretary; or

7.3.2 any of the following persons appointed by the Board or Branch Management Committee:

(a) a member of the ACAP Board or Branch Management Committee;
(b) a member of ACAP; or
(c) another person who may be suitably qualified, for example an employed Executive/Administrative Officer.

7.4 The Board or the Branch Management Committee (as the case may be) may appoint and remove their Secretary at anytime.

8. TREASURER
8.1 The members of the Board and of Branch Management Committees must ensure (in each case) that a Treasurer is appointed or elected for the Board or Branch within one month after incorporation.

The National Treasurer will be appointed for a three (3) year term by the Board.

8.2 If a vacancy occurs in the office of Treasurer, the members of the Board or Branch Management Committee (as the case may be) must ensure a Treasurer is appointed or elected within one month after the vacancy happens. This appointment will be until the next AGM.

8.3 The Treasurer must be an appropriately experienced individual who is a resident of Australia or, in the case of a Branch, within the Branch, and who is:

8.3.1 a member of ACAP elected by the ACAP members as Treasurer; or

8.3.2 any of the following persons appointed by the Board or Branch Management Committee:
   (a) a member of the ACAP Board or Branch Management Committee;
   (b) a member of ACAP
   (c) another person who may be suitably qualified, for example an employed Executive/Administrative Officer.

8.4 The Board or the Branch Management Committee (as the case may be) may appoint and remove their Treasurer at anytime.

9. ACAP BOARD

9.1 Membership of the ACAP Board

9.1.1 The Board shall be comprised of eleven (11) members, one (1) from each Branch plus a President, Secretary and Treasurer. The Board will have the ability to co-opt three (3) additional members by a 75 percent majority for a specific purpose with a tenure not greater than twelve (12) months.

9.1.2 A member of the Board, (apart from a Secretary or Treasurer appointed as per 7.3.2. (c)/8.3.2(c)), must be a member of ACAP.

9.1.3 At the Annual General Meeting the newly elected Branch representatives of the Board shall assume the position of Director for 2 years.

Each Branch shall at the appropriate AGM nominate a member to the Board of ACAP for a period of two (2) years.

The initial appointments were determined at the Board Meeting on 9th September 2004 and are as follows:

ACT Branch – 2 years; NSW Branch – 2 years; NT Branch – 2 years; QLD Branch – 1 year; SA Branch – 2 years; TAS Branch – 1 year; VIC Branch – 1 year; WA Branch – 1 year.
9.1.4 **Members** of the Board of ACAP shall be aware of, and govern ACAP in accordance with, contemporary principles of corporate governance. All Board members shall be accountable for their performance on behalf of ACAP to the Annual General Meeting. New members of the Board will be provided and assisted with information about their obligations as a Board member of ACAP; and

9.1.5 **Members** of the Board of ACAP shall be bound by the duties and obligation of a "Director", in accordance with the standards of the Australian Securities and Investment Commission (ASIC).

9.2 **ELECTING BOARD MEMBERS**

9.2.1 A member of the Board may only be elected as follows:

(a) any two financial members of an ACAP Branch may nominate to their Branch Committee another member of that Branch (the candidate) to serve as a member of the ACAP Board;

(b) the nomination must be:

(i) in writing; and signed by the candidate and the members who nominated him or her; and
(ii) given to the Branch secretary at least 14 days before the Branch Annual General Meeting at which the election is to be held;

(c) a list of the candidates’ names in alphabetical order, along with the names of the members who nominated each candidate, must be circulated to ACAP members not later than seven (7) days preceding the Branch Annual General Meeting;

(d) each member present at the Annual General Meeting may vote for any number of candidates, but not more than the number of vacancies.

9.3 **RESIGNATION OR REMOVAL FROM OFFICE OF A BOARD MEMBER**

9.3.1 A Board member may resign from the Board by giving written notice of resignation to the Secretary. The Secretary shall immediately notify the ASIC of this change in ACAP Board membership;

9.3.2 The resignation takes effect on:

(a) the day and at the time the notice is received by the Secretary; or
(b) if a later day is stated in the notice - the later day.

9.3.3 A Board member may be removed from office at a General Meeting of ACAP if a majority of the members present at the meeting vote in favour of removing the member;
9.3.4 Before a vote of members is taken related to the removal of a Board member from office, the Board member must be given a full and fair opportunity to show cause why he or she should not be removed from office; and

9.3.5 A Board member has no right of appeal against the member's removal from office under this Section.

9.4 Vacancies on the Board

9.4.1 If a vacancy occurs on the ACAP Board as the result of a Branch representative resignation, the Board will request the affected Branch Committee to nominate a replacement representative to fill the vacancy until the next Annual General Meeting.

If a vacancy occurs on the ACAP Board, other than that of a Branch representative, the continuing members of the Board may appoint a replacement to fill the vacancy until the next Annual General Meeting.

9.4.2 The continuing members of the Board may act despite a vacancy on the Board;

9.4.3 However, if the number of Board members is less than the number fixed under these rules as a quorum of the Board, the continuing members may act only to:

(a) increase the number of Board members to the number required for a quorum; or
(b) call a General Meeting of ACAP.

9.5 Functions of the Board

9.5.1 Subject to these rules or a resolution of ACAP members carried at a General Meeting, the Board:

(a) has the general control, governance, and management of the administration of the affairs, property and funds of ACAP; and
(b) has authority to interpret the meaning of these Certified Rules and any matter relating to ACAP on which the rules are silent.

9.5.2 For the number of members to form a quorum see Section 8.6 (Meetings of the ACAP Board);

9.5.3 The Board may exercise the powers of ACAP:

(a) to borrow, raise or secure the payment of amounts in a way that ACAP members decide;
(b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by ACAP in any way,
including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of ACAP’s property, both present and future;
(c) to purchase, redeem or pay off any securities issued;
(d) to borrow amounts from members and pay interest on the amounts borrowed;
(e) to mortgage or charge the whole or part of its property;
(f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of ACAP;
(g) to invest in a way the members of ACAP may from time to time decide.

9.5.4 For sub-section 8.5.3 (d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

(a) the financial institution for ACAP; or
(b) if there is more than one financial institution for ACAP - the financial institution nominated by ACAP.

9.6 Meetings of the ACAP Board

9.6.1 Subject to the provisions of Section 8, the Board may meet and conduct its proceedings, as it considers appropriate;

9.6.2 The Board shall meet six times per year with at least four of the meetings face to face to exercise its functions;

9.6.3 The Board shall decide how a meeting is to be called;

9.6.4 Notice of a meeting is to be given in the way decided by the Board;

9.6.5 If the Secretary receives a written request signed by at least 33% of the Board members, the Secretary must call an Extraordinary Meeting of the Board;

9.6.6 A request for an Extraordinary Meeting must state:

(a) why the Extraordinary Meeting is being called; and
(b) the business to be conducted at the meeting.

9.6.7 At a Board meeting, more than 50% of the members elected or appointed to the Board as at the close of the last General Meeting of ACAP members form a quorum;

9.6.8 A question arising at a Board meeting is to be decided by a majority vote of Board members present at the meeting and, if the votes are equal, the question is decided in the negative;

9.6.9 A Board member must not vote on a question about contract or proposed contract with ACAP if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted; and
9.6.10 The Secretary must give each Board member at least 14 days notice of an Extraordinary Meeting of the Board.

9.6.11 A notice of an Extraordinary Meeting must state:

(a) the day, time and place of the meeting; and
(b) the business to be conducted at the meeting.

9.6.12 The President or, if there is no President or if the President is not present within ten minutes after the time fixed for a Board meeting, the Vice-President is to preside as Chairperson at the meeting;

9.6.13 If the President and the Vice-President are both absent from a Board meeting, the members may choose one of their number to preside as Chairperson at the meeting;

9.6.14 If a quorum is not present within 30 minutes after the time fixed for a Board meeting called on request of Board members, the meeting lapses;

9.6.15 If a quorum is not present within 30 minute after the time fixed for a Board meeting called other than on the request of Board members, the meeting is to be adjourned to:

(a) the same day, time and place in the next week; or
(b) a day, time and place decided by the Board; and

9.6.16 If, at the adjourned meeting mentioned in subsection 8.6.15 a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

9.7 Delegation of Board Powers

9.7.1 The Board may delegate the whole or part of its powers to a Sub-Committee consisting of ACAP members considered appropriate by the Board;

9.7.2 A Sub-Committee may only exist for any term or for an exercise for which it is delegated powers in the way the Board decides;

9.7.3 The Chair of a Sub-Committee may be appointed by the Board or elected as Chairperson of its meetings;

9.7.4 If a Chairperson is not elected, or if the Chairperson is not present within ten minutes after the time fixed for a meeting, the members present may choose one of their numbers to be Chairperson of the meeting;

9.7.5 A Sub-Committee may meet and adjourn, as it considers appropriate; and

9.7.6 A question arising at a Sub-Committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative or referred to the Board.

9.8 Acts Not Affected By Defects or Disqualifications

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9.8.1 An act performed by the Board, a Sub-Committee or a person acting as a member of the Board is taken to have been validly performed, if

(a) a defect in the appointment of a member of the Board, Sub-Committee or person acting as a member of the Board; or
(b) a Board member, Sub-Committee member or person acting as a member of the Board was disqualified from being a member.

9.9 Resolutions of the Board without Meeting

9.9.1 A written resolution signed by each member of the Board for the time being entitled to receive notice of a Board meeting is as valid and effectual as if it had been passed at a Board meeting that was properly called and held; and

9.9.2 A resolution mentioned in subsection 8.9.1 may consist of several documents in like format signed by one or more members of the Board.

10. ANNUAL GENERAL MEETINGS

10.1 First Annual General Meeting

The first Annual General Meeting must be held within 18 months after the day ACAP is incorporated.

10.2 Subsequent Annual General Meetings

Each subsequent Annual General Meeting must be held:

(a) at least once each year; and
(b) within six months after the end of ACAP's previous financial year.

10.3 Business to be conducted at The Annual General Meeting

10.3.1 The following business shall be conducted at each Annual General Meeting:

(a) receiving a report from the President on the performance of ACAP relating to the goals previously set, the performance of the Board and the future directions of ACAP;
(b) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of ACAP for the last financial year;
(c) receiving the auditor's report on the financial affairs of ACAP for the last financial year;
(d) presenting the audited statement to the meeting for adoption;
(e) electing members of the Board;
(f) appointing an auditor.

11. EXTRAORDINARY GENERAL MEETINGS

11.1 The Secretary may only call an Extraordinary General Meeting by giving each member notice of the meeting within 14 days after:
(a) being directed to call the meeting by the Board; or
(b) being given a written request signed by:
   (i) at least 33% of the members of the ACAP Board; or
   (ii) by two or more Branches, or by over two (2) percent of members.

(c) being given a written notice of an intention to appeal against the decision of the Board:
   (i) to reject an application for membership; or
   (ii) to terminate a person's membership.

This statement is required to be prepared under the Associations Incorporation Act 1981, Section 59 (Audit: and Statement :).

11.2 A request mentioned in subsection 11.1 (b) must state:
   (a) why the Extraordinary General Meeting is being called; and
   (b) the business to be conducted at the meeting.

11.3 Notice of General Meeting

11.3.1 The Secretary may call a General Meeting of ACAP;

11.3.2 The Secretary must give at least 14 days notice of the meeting to each ACAP member;

11.3.3 The Board may decide the way in which the notice must be given;

11.3.4 However, notice of the following meetings must be given in writing:
   (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of their membership by the Board; or
   (b) a meeting called to hear and decide a proposed special resolution of ACAP.

11.3.5 A notice of a General Meeting must state the business to be conducted at the meeting.

11.4 Quorum for, and Adjournment of, General Meeting

11.4.1 At a General Meeting the number of members present equal to the number of members of ACAP presently on the Board plus one form a quorum;

11.4.2 No business may be conducted at a General Meeting unless a quorum of members is present when the meeting proceeds to business;

11.4.3 If a quorum is not present within 30 minutes after the time fixed for a General Meeting called on the request of members of the Board of ACAP, the meeting lapses;
11.4.4 If a quorum is not present within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Board of ACAP, the meeting is to be adjourned to:

(a) the same day, time and place in the next week; or
(b) a day, time and place decided by the Board;

11.4.5 If at an adjourned meeting, a quorum under subsection 11.4.1 is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum;

11.4.6 The Chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place;

11.4.7 If a meeting is adjourned under subsection 11.4.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting;

11.4.8 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days; and

11.4.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for the original meeting.

11.5 Procedure at General Meetings

11.5.1 Subject to these rules, at each General Meeting:

(a) the President, or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice-President is to preside as Chairperson;
(b) if the Vice-President is absent or unwilling to act as Chairperson, the members present must elect one of their number to be Chairperson of the meeting;
(c) the Chairperson must conduct the meeting in a proper and orderly way;
(d) each question, matter or resolution must be decided by a majority of votes of the members present;
(e) each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote;
(f) a member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting;
(g) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot;
(h) if a secret ballot is held, the Chairperson must appoint two members to conduct the secret ballot in the way the Chairperson decides;
(i) the result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held;
(j) a member may vote in person;
on a show of hands, each person present who is a member or a representative of a member has one vote;  
in a secret ballot, each member present in person has one vote; and  
the Secretary must ensure the Minute book for each General Meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.

11.5.2 To ensure the accuracy of the Minutes recorded under sub-section 11.5.1 (m):

(a) the Minutes of each Board meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Board meeting, verifying their accuracy;  
(b) the Minutes of each General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next General Meeting, verifying their accuracy; and  
the Minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of ACAP that is a General Meeting or Annual General Meeting, verifying their accuracy.

12. ALTERATION OF RULES

12.1 Subject to the Constitution, the Board may make, alter or rescind at any time Certified Rules (in the Constitution referred to as the Rules) which are necessary or expedient for giving effect to the Constitution.

12.2 However an amendment, repeal or addition is valid only if it is registered by ACAP with the Australian Securities and Industry Commission.

13. COMMON SEAL

13.1 The Board must ensure ACAP has a Common Seal;

13.2 The Common Seal must be:

(a) kept securely by the Board; and  
(b) used only under the authority of the Board;

13.3 Each instrument to which the Seal is attached must be signed by a member of the Board and countersigned by:

(a) the Secretary; or  
(b) another member of the Board.

14 FUNDS AND ACCOUNTS

14.1 The funds of ACAP must be kept in an account in the name of ACAP in a financial institution decided by the Board;
14.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of ACAP, electronic accounting records shall comply with obligatory reporting standards, legislation and Australian Accounting Standards;

14.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt;

14.4 If an account is paid by cheque, the cheque must be signed by any two of the following:
   (a) the President;
   (b) the Secretary;
   (c) the Treasurer;
   (d) another member authorised by the Board for the purpose;

14.5 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "Not Negotiable";

14.6 Credit card procurements are permissible subject to the following conditions:
   (a) A credit card shall only be issued on the authorisation of the Board;
   (b) The expenditure limit on any card for any one purchase shall not exceed $500 AUD unless a greater amount is authorised by the Board up to but not exceeding $1000 AUD;
   (c) An amount equivalent to the combined limits (set out in Section 14.6 (b) above) shall be held in reserve by the Board as security against the amount;

14.7 A petty cash account may be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account;

14.8 All expenditure must be approved or ratified at a Board meeting;

14.9 The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
   (a) the income and expenditure for the financial year just ended;
   (b) ACAP assets and liabilities at the close of the year;
   (c) the mortgages, charges and securities affecting the property of ACAP at the close of the year;

14.10 The Treasurer must, as soon as practicable after the end of each financial year, ensure that the Business Activity Statement for ACAP is prepared and submitted by the due date to the Australian Taxation Office;

14.11 The auditor must examine the statement prepared under sub-section 14.9 and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made; and

14.12 The income and property of ACAP must be used solely in promoting ACAP’s objects and exercising ACAP’s powers.

15. DOCUMENTS

The Board must ensure the safe custody and security of electronic records registers, books, documents, instruments of title and securities of ACAP.

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16 FINANCIAL YEAR

The financial year of ACAP shall begin on 1 July in each year and end on 30 June in each year.

17. BREACHES OF THE CODE OF CONDUCT & ACAP CERTIFIED RULES

17.1 Policy

17.1.1 Members of ACAP will ensure their conduct meets standards expected by the community and as provided for in the ACAP “Code of Conduct” and these Certified Rules;

17.1.2 Breaches of the ACAP Code of Conduct or Certified Rules by any member that may bring disrepute to the members of ACAP must be brought to the attention of the Board for investigation; and

17.1.3 The principles of fairness and natural justice will prevail in all matters of alleged serious misconduct. Frivolous or vexatious allegations will not be tolerated.

17.2 Complaints Management

17.2.1 Complaints received by the Board or Branch Management Committees shall be handled in a professional and consistent manner. The following are provided as the basic steps for the Board and/or Branch Management Committees to follow:

(a) take all reasonable steps to identify the risks to other individuals, the member concerned and to ACAP;
(b) make an informed and reasonable assessment of the severity and frequency of the complaint and of the risks;
(c) report the matter to the Board immediately where the matter is consider serious or the risks to parties involved unacceptable;
(d) develop and implement reasonable and fair control strategies to address those risks;
(e) implement remedial action to address the concerns raised; and
(f) record the complaint and actions taken and secure the record with a view to the potential need for future reference.

17.3 Investigations

17.3.1 Formal investigation of any complaint coming before ACAP against an ACAP member shall only proceed under the authority and supervision of the Board;

17.3.2 The Board shall ensure discretion and confidentiality are maintained within the principles of fairness and natural justice;
17.3.3 A member shall not be disadvantaged in any way until investigations are complete and the Board has made a determination on the matter in question. The member should also not be disadvantaged in any way should the determination of the Board (or the courts, as the case may be) find in favour of the member. However, the Board reserves the right to suspend a member pending the outcome of an investigation;

17.3.4 The Board reserves the right, at any time, to hand an investigation over to the police, criminal justice agencies, or to its own panel or to a qualified and independent licensed investigator; and

17.3.5 In the use of its own panel or independent licensed investigator, the Board will ensure the competency of the investigation and require a report and recommendations on which the Board can make a determination of the matter.

17.4 Findings and Penalties

17.4.1 Findings – The Board shall determine and announce the outcome of the matter in one of the following ways:

(a) a finding in favour of the member;
(b) a finding against the member;
(c) the matter is "not proven" or "unresolved";

17.4.2 Penalties – A penalty will not be imposed by the Board in the case of a finding resulting in sub-section 16.4.1 (a) or (c). As a general principle a penalty imposed by the Board for finding against a member as in sub-section 16.4.2 (b) must be equal to, and not in excess of, the severity of the proven offence.

17.4.3 Penalty options available to the Board include:

(a) Termination of membership of ACAP;
(b) The member to provide written advice to the Board of their suitability to remain a member of ACAP;
(c) Reduction of recognition level;
(d) The issue of a formal written apology by the member concerned to the victims of the offence.

17.4.4 Notification – Once making a determination and, if against the member, deciding the penalty to be applied, the Secretary will immediately notify the member and the Branch Management Committee in writing of the Board’s decision.

17.5 Future Breaches

In the case of a re-offence by the same member, the Board will take into account the period that may have been free of offences of any kind and/or the nature of the previous offence/s in the context of the new offence in making their determination.

18. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

8th September 2004
18.1 This section applies if ACAP:

(a) is wound-up under the provisions of Company Incorporation as specified by the Australian Securities and Industry Commission
(b) it has surplus assets, and
(c) is wound up voluntarily by a resolution proposed at a General Meeting of members, duly convened and constituted by the majority of no less than three fourths of members present in person who are entitled to vote.

18.2 The surplus assets must not be distributed among ACAP members. The surplus assets must be given to another entity;

(a) having objects similar to ACAP's objects; and
(b) rules of which prohibit the distribution of the entity's income and assets to its members.

18.3 In this section - "its surplus assets" has the meaning given by section 92(3) of the Associations Incorporation Act and Part: 10 (winding-up) of the Associations Incorporation Act, Section 92 (distribution of surplus assets) of the Associations Incorporation Act.
TRANSITIONAL MODEL

IAOA Membership Levels

- Life Member
- Fellow
- Founder Fellow
- Associate Fellow
- Honorary Fellow

ACAP Membership Levels

- Life Member
- Fellow
  (Associate Fellow)
  (Honorary Fellow)
- Member
- Founder Member
- Member
- Student Member
- Associate
- Honorary Member
- Affiliate
- Corresponding Member
- Corresponding Student Member

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