MYOTHERAPY ASSOCIATION AUSTRALIA™

MA RULES

Adopted 28 October 2020

TABLE OF CONTENTS

PART 1—PRELIMINARY **4**
1 Name 4
2 Purposes 4
3 Financial year 4
PART 2—POWERS OF ASSOCIATION **4**
4 Powers of association 4
5 Not for profit organisation 4
PART 3—MEMBERSHIP **4**
6 Minimum number of members 5
7 Member eligibility 5
8 Application for membership 6
9 Consideration of application 6
10 New membership 6
11 Obligations of members 6
12 Annual subscription and fee on joining 6
13 Rights of members 7
14 Rights not transferable 7
15 Suspending membership at the member's request 7
16 Ceasing membership 7
17 Resigning as a member 7
18 Register of members 8
PART 4—GENERAL MEETINGS OF THE ASSOCIATION **8**
19 General meetings 8
20 Annual general meetings 8
21 Special general meetings 8
22 Special general meeting held at request of members 9
23 Notice of general meetings 9
24 Proxies 9
25 Use of technology 10
26 Quorum at general meetings 10
27 Adjournment of general meetings 10
28 Voting at general meetings 10
29 Special resolutions 11

30 Determining whether a resolution is carried 11
31 Minutes of general meetings 11
PART 5—THE BOARD 12
Division 1—Powers of the Board 12
32 Role and powers 12
33 Delegation 12
34 Codes and policies 12
Division 2—Composition of the Board and power and duties of members 12
35 Composition of the Board 12
36 General duties 13
37 Payments to Board members 13
38 Chair and deputy chair 14
39 Secretary 14
40 Treasurer 14
Division 3—Election or appointment of Board members and tenure of office 15
41 Who is eligible to be an elected Board member 15
42 Board member positions to be declared vacant 15
43 Nominations 15
44 Election of Board members 15
45 Appointed Board members 15
46 Election of office bearers 15
47 Ballot 16
48 Term of office 16
49 Vacation of office 16
50 Filling casual vacancies 17
Division 4—Meetings of the Board 17
51 Meetings of the Board 17
52 Notice of meetings 17
53 Urgent meetings 17
54 Procedure and order of business 17
55 Use of technology 18
56 Quorum 18
57 Voting 18
58 Conflict of interest 18
59 Minutes of meetings 18
60 Exemptions from attendance and leave of absence 19

62 Management of funds 19
63 Financial records 19
64 Financial statements 20
65 Auditor 20
PART 7 – DISCIPLINE, REMOVAL OF BOARD MEMBERS AND GRIEVANCES 20
Division 1—Disciplinary action 20
66 Grounds for taking disciplinary action 20
67 Ethics Committee hearing 20
68 Notice to member 20
69 Decision of Ethics Committee 21
70 Appeal rights 21
71 Conduct of disciplinary appeal meeting 22
Division 2—Removal of a Board member 22
72 Removal of a Board member 22
Division 3—Grievance procedure 22
73 Application 22
74 Parties must attempt to resolve the dispute 23
75 Appointment of mediator 23
76 Failure to resolve dispute by mediation 23
PART 8—GENERAL MATTERS 23
77 Registered address 23
78 Notice requirements 23
79 Custody and inspection of books and records 24
80 Winding up and cancellation 24
81 Alteration of rules 24
82 Force of provisions in these rules 24
83 Definitions 24

PART 1–PRELIMINARY

1. Name

The name of the incorporated association is 'MYOTHERAPY ASSOCIATION AUSTRALIA INCORPORATED'.

2. Purposes

The purposes of the Association are:

(a) to represent the profession of myotherapy and raise its education standards and professional status

(b) to define and maintain a code of practice to ensure high standards of practice in the profession

(c) to promote public understanding of the myotherapy profession, and

(d) to advocate for the myotherapy profession.

3. Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

PART 2–POWERS OF ASSOCIATION

4. Powers of association

(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieving its purposes.

(2) Without limiting rule 4(1), the Association may:

(a) acquire, hold and dispose of real or personal property

(b) open and operate accounts with financial institutions

(c) invest its money in any security in which trust monies may lawfully be invested

(d) raise and borrow money on any terms and in any manner it thinks fit

(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability

(f) appoint agents to transact business on its behalf, and

(g) enter into any other contract it considers necessary or desirable.

(3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5. Not for profit organisation

(1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Rule 5(1) does not prevent the Association from paying a member:

(a) reimbursement for expenses properly incurred by the member

(b) for goods or services provided by the member, or

(c) payments made under rule 47

if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3–MEMBERSHIP

6 Minimum number of members

The Association must have at least five members.

7 Member eligibility

(1) Any person is eligible for membership who supports the purposes of the Association and meets the membership criteria on the application form.

(2) Member categories include the following.

(a) Full member: to be a full member, a person must be engaged in the practice of myotherapy or musculoskeletal therapy and fulfil the current educational qualification criteria and ongoing professional development requirements for membership as determined by the Board.

(b) Student member: to be a student member, a person must currently be enrolled in an accredited institute of education in Australia in a course approved by the Board as meeting the criteria for student membership.

(c) Provisional member: to be a provisional member, a person must be either:

(i) a graduate of the Diploma of Remedial Massage who intends to meet the current qualification criteria for full membership within 12 months after the date of their graduation from the Diploma of Remedial Massage, or

(ii) a previous member who meets the educational requirements for full membership determined by the Board but has not met the professional development requirements, and is undertaking professional development to regain full membership.

(iii) The chief executive officer of the association may extend the 12-month limit in rule 7(c)(i) for up to a further 12 months where they are satisfied that a graduate intends to enrol in the relevant course to meet the current qualification criteria for full membership.

(iv) A provisional member must meet the ongoing professional development requirements for membership as determined by the Board.

(d) Affiliate member: anyone may apply to be an affiliate member, including people who would meet the criteria to be one or more other type(s) of member.

(i) An affiliate member cannot vote but may have other rights as determined by the Board or by resolution at a general meeting.

(e) Other categories of membership: the Board may establish other categories of member, but cannot grant them voting rights. Only a general meeting of the Association can grant voting rights to a category of member.

(3) The Board may:

(a) decline an application for membership from a person who

(i) has a criminal conviction

(ii) has been subject to a disciplinary penalty from another professional association, or

(iii) has had a professional insurance claim declined by the insurer such that if they were admitted as a member, they would pose a risk to the public and the good reputation of myotherapy, and

(b) cancel the membership and refund the membership fees of a member who is found to have failed to declare, in their membership application, one of the circumstances listed in rule 8(3)a.

8 Application for membership

To apply to become a member, a person must submit an application to the Association using the prescribed application form, which will require the applicant to establish whether they meet the criteria for membership.

9 Consideration of application

(1) As soon as practicable after an application for membership is received, a staff member will decide whether to accept or reject the application, on the basis that it meets or does not meet the criteria set by the Board.

(2) The Association must notify the applicant of their decision within 10 business days of receiving the membership application.

(3) If the application is rejected, the Association must return any money accompanying the application to the applicant and advise the applicant of the reason(s) why their application was not approved.

(4) A person whose application has been rejected may apply for membership again if new information becomes available.

10 New membership

(1) If an application for membership is approved:

(a) the decision to accept the membership must be recorded on the Association's database, and

(b) a staff member must, within 10 business days of the application, enter the name and address of the new member, and the date on which they became a member.

(2) A person becomes a member and is entitled to exercise their rights of membership from the date on which their membership is approved.

11 Obligations of members

(1) All members must observe these rules and the Association's code of practice.

(2) All members must pay their annual membership subscription in accordance with rule 12.

(3) All members other than affiliate members must maintain a first aid qualification approved by the Board for this purpose, undertaken with a training provider accredited to deliver this qualification.

(4) Full and provisional members must meet their obligations for undertaking and documenting professional development as per the Association's professional development policy.

12 Annual subscription and fee on joining

(1) The Board will determine the annual subscription as follows.

(a) At least eight weeks before the end of each financial year, the Board will determine the amount of the annual subscription for each membership category, that will apply to a member's membership year that begins in the next financial year.

(b) The Board will advise the newly determined annual subscription amounts to members no later than four weeks before the end of that previous financial year.

(2) All rights of a member who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 Rights of members

(1) A voting member has the right to:

(a) be notified of general meetings and of proposed special resolutions in the manner and time prescribed by these rules

(b) submit items of business for consideration at a general meeting

(c) attend and be heard at a general meeting

(d) vote at a general meeting and at a disciplinary appeal meeting

(e) access the minutes of a general meeting and other documents of the Association as provided under rule 79, and

(f) inspect the register of members.

(2) The Board may, however, refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do somay be prejudicial to the interests of the Association.

(3) A member is entitled to vote (and thus is a voting member) if:

(a) the member is a full member, and

(b) the member's membership rights are not suspended for any reason.

14 Rights not transferable

The rights of a member are not transferable.

15 Suspending membership at the member's request

(1) A member may, on request, suspend their membership for up to one year.

(2) The effects of suspending a membership are that

(a) the member's member rights are suspended for the period of suspension, and

(b) the member's current membership year is extended by the period of the suspension.

16 Ceasing membership

(1) The membership of a person ceases on their resignation, expulsion, death or when the person has not met membership obligations as per rule 12.

(2) If a person ceases to be a member, a staff member must, as soon as practicable, enter the date the person ceased to be a member on the Association's database.

17 Resigning as a member

(1) A member may resign by notice in writing to the Association.

(2) A member is taken to have resigned if:

(a) the member's annual subscription is in arrears and if, by the deadline stated in letters to remind them to pay the subscription, the member has not paid, or

(b) where no annual subscription is payable:

(i) the secretary or representative appointed by the Board has made a written request to the member to confirm that they wish to remain a member, and

(ii) the member has not, within three months after receiving that request, confirmed in writing that they wish to remain a member.

18 Register of members

The staff of the Association must keep a register of members that includes:

(a) for each current member:

(i) the member's name

(ii) the address for notice last given by the member

(iii) the date they became a member

(iv) the type of member they are

(v) any other information determined by the Board, and

(b) for each former member, the date they ceased to be a member.

PART 4–GENERAL MEETINGS OF THE ASSOCIATION

19 General meetings

(1) There are two types of general meetings of the Association:

(a) annual general meetings, and

(b) special general meetings.

20 Annual general meetings

(1) The Board must convene an annual general meeting of the Association to be held within five months after the end of each financial year.

(2) The Board may determine the date, time and place of the annual general meeting.

(3) The ordinary business of the annual general meeting is to:

(a) confirm the minutes of the previous annual general meeting and of any special general meeting held since then

(b) receive and consider

(i) the annual report of the Board on the activities of the Association during the preceding financial year, and

(ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with the Act,

(c) elect the members of the Board, and

(d) at every second annual general meeting, appoint an auditor to audit the Association's financial statements for the following year.

(4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

21 Special general meetings

(1) Any general meeting of the Association, other than an annual general meeting, is a special general meeting.

(2) The Board may convene a special general meeting whenever it thinks fit.

(3) No business other than that set out in the notice under rule 23 may be conducted at the meeting.

22 Special general meeting held at request of members

(1) The Board must convene a special general meeting if at least 10 per cent of the total number of members request it to do so in accordance with rule 22(2).

(2) A request for a special general meeting must:

(a) be in writing

(b) state the business to be considered at the meeting and any proposed resolutions

(c) include the names and signatures of the members requesting the meeting, and

(d) be given to the secretary.

(3) If the Board does not convene a special general meeting within one month after the date on which the request was made, the members making the request (or any of them) may convene the special general meeting.

(4) A special general meeting convened by members under rule 22(3):

(a) must be held within three months after the date on which the original request was made, and

(b) may only consider the business stated in that request.

(5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under rule 22(3).

23 Notice of general meetings

(1) The Secretary (or, in the case of a special general meeting convened under rule 22(3), the members convening the meeting) must give to each member:

(a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting, or

(b) at least 14 days' notice of a general meeting in any other case.

(2) The notice must:

(a) specify the date, time and place of the meeting

(b) indicate the general nature of each item of business to be considered at the meeting, and

(c) if a special resolution is to be proposed

(i) state in full the proposed resolution, and

(ii) state the intention to propose the resolution as a special resolution, and

(d) state that the member may appoint another member as a proxy for the meeting, and

(e) include a copy of the Association's form for the appointment of a proxy.

24 Proxies

(1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.

(2) The appointment of a proxy must be in writing and signed by the member making the appointment but does not need to be on a specific form.

(3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf; otherwise the proxy may vote as they see fit.

(4) A form appointing a proxy, or other written appointment of a proxy, must be given to the chairperson of the meeting before or at the start of the meeting.

25 Use of technology

A member may participate in, be counted as present at and, if they are a voting member, vote at a general meeting by using technology that allows them and the other members participating in the meeting to communicate with each other clearly and simultaneously.

26 Quorum at general meetings

(1) No business may be conducted at a general meeting unless a quorum of members is present.

(2) The quorum for a general meeting is (physically, by proxy or as allowed under rule 25) 10 voting members.

(3) Subject to rule 27(4), if a quorum is not present within 60 minutes after the notified start time of a general meeting:

(a) in the case of a meeting convened by, or at the request of, members under rule 22, the meeting must be abandoned, or

(b) in any other case:

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment, and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

27 Adjournment of general meetings

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place, or at another place.

(2) Without limiting rule 27(1), a meeting may be adjourned:

(a) if there is insufficient time to deal with the business at hand, or

(b) to give the members more time to consider an item of business.

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) If the quorum of members to hold a general meeting under rule 26(2) is not present by half an hour after the start time of the adjourned meeting, three members will be a quorum and can conduct the unfinished business.

(5) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 23.

28 Voting at general meetings

(1) On any question arising at a general meeting:

(a) subject to rule 28(3), each voting member has one vote

(b) members may vote personally or by proxy, and

(c) except in the case of a special resolution, the question must be decided on a majority of votes.

(2) If votes are divided equally on a question, the chairperson has a second, casting vote.

(3) If the question is whether to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

29 Special resolutions

A special resolution is passed if not less than three-quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

30 Determining whether a resolution is carried

(1) Subject to rule 30(2), the chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

(a) carried

(b) carried unanimously

(c) carried by a particular majority, or

(d) lost

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

(2) If a poll (where votes are cast in writing) is demanded by any member on any question:

(a) the poll must be taken at the meeting in the manner determined by the chairperson of the meeting, and

(b) the chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the chairperson.

31 Minutes of general meetings

(1) The Board must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record:

(a) the names of the members attending the meeting

(b) proxy forms and other written proxy authorisations given to the chairperson of the meeting under rule 24(4)

(c) apologies for non-attendance

(d) business considered at the meeting

(e) any resolution on which a vote is taken, and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include:

(a) the financial statements submitted to the members in accordance with rule 20(3)(b)(ii)

(b) a certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association, and

(c) where the accounts for the financial year have been audited, the audited accounts and auditor's report or report of a review accompanying the financial statements.

PART 5–THE BOARD

Division 1—Powers of the Board

32 Role and powers

(1) The Board directs the management of the business of the Association.

(2) The Board may exercise all the powers of the Association except those powers that these rules or the Act require to be exercised by general meetings of the members of the Association.

(3) The Board may:

(a) appoint and remove staff

(b) appoint up to six members who are not members of the Association

(c) establish subcommittees consisting of board members, other members and or non-members with expertise relevant to the subcommittee's work, with terms of reference it considers appropriate, and

(d) establish codes and policies to regulate the activities of the Association and ensure that it achieves its objectives.

(4) Each subcommittee of the Board will be chaired by a Board member.

33 Delegation

(1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:

(a) this power of delegation; or

(b) a duty imposed on the Board by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

(3) The Board may, in writing, revoke a delegation wholly or in part.

(4) Rule 62(3) specifies a delegation of expenditure decisions.

34 Codes and policies

(1) Any code or policy established by the Board must be consistent with the Act, these rules and with the Association's code of practice.

(2) Should there be any inconsistency:

(a) the Act, these rules or the code of practice overrule the policy or other code, and

(b) the Board must as soon as practicable change the policy or other code so it is consistent with the Act, these rules or the code of practice, as relevant.

(3) A code or policy may set requirements for members, staff of the Association and/or the Board itself.

(4) Where a code or policy uses the verb 'will', 'must' or 'cannot' it states a requirement.

Division 2—Composition of the Board and power and duties of members

35 Composition of the Board

(1) The Board consists of:

(a) a chair

(b) a deputy chair

(c) a secretary (who may also be deputy chair)

(d) a treasurer (who may also be deputy chair)

(e) a minimum of two and a maximum of six board members elected under rule 45, and

(f) a maximum of six appointed board members.

(2) Where not all the board positions in rule 35(1)(a)–(e) are filled, the Board may function as long as it has;

(a) at least three of the positions in rule 35(1)(a)–(d) filled, and

(b) the minimum number of elected board members in rule 35(1)e).

(3) Where the Board does not have the number of elected board members required in rule 35(2)(b), it must convene a special general meeting to elect more board members.

36 General duties

(1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these rules, the Act and the Association's policies on the conduct and business of the Board.

(2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these rules.

(3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Board members must exercise their powers and discharge their duties:

(a) in good faith in the best interests of the Association, and

(b) for a proper purpose.

(5) Board members and former Board members must not make improper use of:

(a) their position, or

(b) information acquired by virtue of holding their position

to gain an advantage for themselves or any other person or to cause detriment to the Association.

(6) In addition to any duties imposed by these rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

(7) Board Members must adhere to all requirements set by the Board, and can be removed from office by a special resolution of the membership under 782b of the Act.

37 Payments to Board members

No payment will be made to any member of the Board other than payment:

(a) of out-of-pocket expenses incurred by the Board member in performing any duty as a Board member where the amount payable does not exceed an amount previously approved by the Board

(b) of fees for professional development to enable the Board member to perform effectively in that role, where the expenditure has been approved by the Board

(c) for services rendered in their capacity as a Board member, provided such payments have been approved by the Board, and

(d) for any service rendered to the Association by a Board member in a professional or technical capacity, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is an amount that commercially would be reasonable payment for the service.

38 Chair and deputy chair

(1) Subject to rule 38(2), the chair of the Board or, in the chair's absence the deputy chair of the Board, is the chairperson for any general meetings and for any Board meetings.

(2) If the chair of the Board and deputy chair of the Board are both absent, or are unable to preside, the chairperson of the meeting must be:

(a) in the case of a general meeting, a member elected by the other members present, or

(b) in the case of a Board meeting, a Board member elected by the other Board members present.

39 Secretary

(1) The secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

(2) The secretary must:

(a) satisfy themself that staff of the Association are maintaining the register of members in accordance with rule 18

(b) satisfy themself that staff of the Association are keeping custody of all books, documents and securities of the Association in accordance with rule 79, except for the financial records referred to in rule 63(3)

(c) subject to the Act and these rules, provide members with access to the register of members, the minutes of general meetings and other books and documents, and

(d) perform any other duty or function imposed on the secretary by the Act, these Rules or by an Association policy.

(3) The secretary must give notice to the Registrar of their appointment within 14 days after the appointment.

40 Treasurer

(1) The treasurer must:

(a) satisfy themself that any payments authorised by the Board or by a general meeting of the Association from the Association's funds are made

(b) satisfy themself that cheques are signed or electronic transfers are approved by at least two of the treasurer, chief executive officer and the Association's bookkeeper, and

(c) perform any other duty or function imposed on the treasurer by these rules or by a policy established by the Board.

(2) The treasurer must also:

(a) satisfy themself that the financial records of the Association are being kept in accordance with the Act, and

(b) authorise the submission of the financial statements of the Association prepared by the Association's bookkeeper to the annual general meeting of the Association.

(3) The treasurer must also ensure that at least one other Board member has access to the accounts and financial records of the Association.

Division 3—Election or appointment of Board members and tenure of office

41 Who is eligible to be an elected Board member

A member is eligible to be elected as a Board member if the member is a full member.

42 Board member positions to be declared vacant

(1) This rule applies to any annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

(2) The chairperson of the meeting must declare the positions on the Board, where board members are retiring in accordance with rule 48, vacant and hold elections for those positions in accordance with rules 43, 44, 45 and 47.

43 Nominations

(1) Twenty-one days before the proposed election date of the Board members the chairperson of the meeting must call for nominations to fill those member positions.

(2) An eligible member may:

(a) nominate themself, or

(b) with the member's consent, be nominated by another member.

(3) Nominations must be submitted in writing to the chairperson of the meeting at least 48 hours before the proposed election date.

44 Election of Board members

(1) The annual general meeting must by resolution decide the number of members of the Board (if any) it wishes to hold office for the next year.

(2) A single election may be held to fill all of those positions.

(3) If the number of members nominated for the position of Board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

(4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 47.

45 Appointed Board members

(1) In addition to the elected Board members, the Board may itself appoint up to six other appointed Board members for their business acumen and/or technical skills.

(2) The Board will appoint any appointed Board member at the first meeting after the annual general meeting.

46 Election of office bearers

(1) At the first Board meeting after an annual general meeting, the Board will elect the following positions from among its elected and appointed members:

(a) chair of the Board

(b) deputy chair

(c) secretary

(d) treasurer.

(2) If only one member is nominated for the position, the chairperson of the Board meeting must declare the member elected to the position.

47 Ballot

(1) If a ballot is required for election of board members, the chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

(2) The returning officer must not be a member nominated for any of the positions.

(3) Before the ballot is taken, each candidate will make a short speech in support of their election.

(4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to:

(a) each member present in person, and

(b) each proxy appointed by a member.

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) Each voter must:

(a) write on the ballot paper the name of each candidate for whom they wish to vote, and

(b) not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with rule 47(7)(b) must not be counted.

(9) The returning officer must declare elected the candidates who received the most votes.

(10) If the returning officer is unable to declare the result of an election under rule 47(10) because two or more candidates received the same number of votes, the returning officer must:

(a) conduct a further election for the position in accordance with rules 47(4)–(10) to decide which of those candidates is to be elected, or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

48 Term of office

(1) Subject to rules 32(3)(b), 41 and 48(2), the elected and appointed Board members will hold office for a two-year period with staggered retiring dates At the end of each term of office, each Board member will retire and be eligible for re-election or re-appointment for a full term.

(2) The term for all Board members will continue until the end of the annual general meeting in the year in which their term ends.

(3) The maximum term of office for Board members is three consecutive terms.

(4) If an elected Board member has served three consecutive terms as a Board member, that person may not be elected or appointed as a Board member again until the second annual general meeting after the end of their third term of office.

49 Vacation of office

(1) A Board member may resign from the Board by written notice to the Board.

(2) A person ceases to be a Board member if they:

(a) cease to be a member and are an elected Board member

(b) fail to attend three consecutive meets of the Board (other than special or urgent Board meetings) or three consecutive meetings of a committee of the Board without leave of absence under rule 60

(c) is absent from half the meetings of the Board or half the meetings of a committee of the Board during a calendar year without leave of absence under rule 60

(d) are removed as a Board member by a special resolution of a general meeting under rule 72, or

(e) otherwise cease to be a Board member by operation of the Act.

50 Filling casual vacancies

(1) The Board may appoint an eligible member to fill a position on the Board that:

(a) has become vacant under rule 49, or

(b) was not filled by election at the last annual general meeting.

(2) If the position of secretary becomes vacant, the Board must appoint a member to the position within 10 business days after the vacancy arises.

(3) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of the Board

51 Meetings of the Board

(1) The Board must meet at least four times in each year at dates, times and places the secretary determines.

(2) The Board will meet in each quarter after the annual general meeting at which the Board is elected.

(3) Special Board meetings may be convened by the chair of the Board or by any four members of the Board.

52 Notice of meetings

(1) Each Board member must be notified of each Board meeting no later than seven days before the date of the meeting.

(2) Notice may be given of more than one Board meeting at the same time.

(3) The notice must state the date, time and place of the meeting.

(4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.

(5) The only business that may be conducted at a special Board meeting is the business for which the meeting is convened.

53 Urgent meetings

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 52, provided that as much notice as practicable is given.

(2) Any resolution made at an urgent meeting must be passed by an absolute majority of the Board.

(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

54 Procedure and order of business

(1) The Board will determine from time to time the procedure to be followed at its meetings.

(2) The order of business may be determined by the members present at the meeting.

55 Use of technology

A Board member who is not physically present at a Board meeting may participate in, be counted as present at and vote at the meeting by the use of technology that allows that Board member and other Board members participating in the meeting to communicate with each other clearly and simultaneously.

56 Quorum

(1) No business may be conducted at a Board meeting unless a quorum is present.

(2) The quorum for a Board meeting is the presence (in person or as allowed under rule 55) of more than half the current number of Board members.

(3) If a quorum is not present within 30 minutes after the notified start time of a Board meeting:

(a) in the case of a special meeting, the meeting will be abandoned, or

(b) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 52.

57 Voting

(1) On any question arising at a Board meeting, subject to rule 57(4), each Board member present at the meeting has one vote.

(2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.

(3) Rule 57(2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.

(4) If votes are divided equally on a question, the chairperson of the meeting has a second, casting vote.

(5) Voting by proxy is not permitted at a Board meeting.

58 Conflict of interest

(1) A Board member who has a conflict of interest in a matter being considered at a Board meeting must at the start of the meeting disclose the nature and extent of that interest to the Board.

(2) Where a Board member has disclosed a conflict of interest in a matter before a Board meeting, the Board will consider whether the member's interest will preclude them from participating in discussion of the matter and/or from voting on the matter.

(3) This rule does not apply to a conflict of interest:

(a) that exists only because the Board member belongs to a class of persons for whose benefit the Association is established, or

(b) that the Board member has in common with all, or a substantial proportion of, the members of the Association.

59 Minutes of meetings

(1) The Board must ensure that minutes are taken and kept of each Board meeting

(2) The minutes must record:

(a) the names of the members who attend the meeting

(b) the business considered at the meeting

(c) any resolution on which a vote is taken and the result of the vote, and

(d) any conflict of interest disclosed under rule 58 and how the Board decided to handle it.

60 Exemptions from attendance and leave of absence

(1) The chair of the Board may exempt a Board member from attending a meeting of the Board for a reasonable reason.

(2) The chair of a committee of the Board may exempt a Board member from attending a meeting of the committee for a reasonable reason.

(3) The Board may grant a Board member leave of absence from Board meetings and Board committee meetings for a period of up to three months.

PART 6–FINANCIAL MATTERS

61 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

62 Management of funds

(1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.

(3) The Board may authorise others to expend funds on behalf of the Association (including by electronic funds transfer—EFT) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

(4) All cheques, EFT, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board members.

(5) All funds of the Association must be deposited into the financial account of the Association no later than 10 business days after receipt.

(6) With the approval of the Board, the treasurer may maintain a cash float, provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

(7) The Board will prepare and adopt an annual budget for its activities, and will prepare and adopt a cash flow forecast for the coming year.

(8) At its meetings (other than urgent meetings for a specific purpose), the Board will review the financial position and the financial performance against budget of the Association.

63 Financial records

(1) The Association must keep financial records that:

(a) correctly record and explain its transactions, financial position and performance, and

(b) enable financial statements to be prepared as required by the Act.

(2) The Association must retain the financial records for seven years after the transactions covered by the records are completed.

(3) The treasurer must keep in their custody or under their control:

(a) the financial records for the current financial year, and

(b) any other financial records as authorised by the Board.

64 Financial statements

(1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

(2) Without limiting rule 64(1), those requirements include:

(a) preparing the financial statements

(b) if required, reviewing or auditing the financial statements

(c) the Board certifying the financial statements

(d) submitting the financial statements to the annual general meeting of the Association, and

(e) lodging the financial statements and accompanying reports, certificates, statements and fee with the Registrar.

65 Auditor

Members will appoint a properly qualified auditor or auditors at every second annual general meeting and the Association will remunerate the auditor or auditors for their fixed fees and duties in accordance with the Act.

PART 7 - DISCIPLINE, REMOVAL OF BOARD MEMBERS AND GRIEVANCES

Division 1—Disciplinary action

66 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member:

(a) has failed to comply with these rules or with the Association's code of practice

(b) refuses to support the purposes of the Association, or

(c) has engaged in conduct prejudicial to the Association.

67 Ethics Committee hearing

(1) If the Board is satisfied that there are sufficient grounds to consider taking disciplinary action against a member, the Ethics Committee of the Board will hear the matter and determine what action, if any, to take against the member.

(2) The members of the Ethics Committee must not have a conflict of interest in considering the matter.

68 Notice to member

(1) Before the Ethics Committee meets for a disciplinary hearing, the chief executive officer must give written notice to the member:

(a) stating that the Association is considering taking disciplinary action against them

(b) stating the grounds for considering disciplinary action

(c) specifying the date, place and time of the disciplinary meeting

(d) advising the member that he or she may:

(i) attend the disciplinary meeting and address the Ethics Committee at that meeting, and/or

(ii) give a written statement to the Ethics Committee at any time before the disciplinary meeting, and

(e) setting out the member's appeal rights under rule 69.

(2) The notice must be given no later than 14 days before the disciplinary meeting is held

69 Decision of Ethics Committee

(1) At the disciplinary hearing, the Ethics Committee must:

(a) give the member an opportunity to be heard, and

(b) consider any written statement submitted by the member.

(2) After complying with rule 68(1) the Ethics Committee may:

(a) take no further action against the member, or

(b) subject to rule 68(3):

(i) reprimand the member

(ii) suspend the membership rights of the member for a specified period, or

(iii) expel the member from the Association.

(3) The Ethics Committee may not fine the member.

(4) The suspension of membership rights or the expulsion of a member by the Ethics Committee under this rule takes effect immediately after the vote is passed.

(5) The chief executive officer must give written notice of the subcommittee's decision to the member as soon as practical, and no more than 24 hours after the decision is made.

70 Appeal rights

(1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 69(2)(b) may appeal the decision to a disciplinary appeal meeting of all voting members.

(2) The appeal must take the form of a notice in writing to:

(a) the Ethics Committee immediately after the vote to suspend or expel the person is taken, or

(b) the secretary not later than seven days after the vote.

(3) If a person has given notice under rule 69(2), a disciplinary appeal meeting must be convened by the Board as soon as practicable but no later than 15 business days after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each voting member as soon as practicable and must:

(a) specify the date, time and place of the meeting, and

(b) state:

(i) the name of the person against whom the disciplinary action has been taken

(ii) the grounds for taking that action, and

(iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

71 Conduct of disciplinary appeal meeting

(1) At a disciplinary appeal meeting:

(a) no business other than the question of the appeal may be conducted

(b) the chair of the Ethics Committee must state the grounds for suspending or expelling the member and the reasons for taking that action, and

(c) the person whose membership rights have been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with rule 70(1), the voting members present at the meeting must vote by secret ballot on whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting

(4) The decision is upheld if not less than three-quarters of the votes cast are in favour of the decision.

(5) The following rules on conduct of general meetings above also apply to disciplinary appeal meetings: rules 24, 25, 26, 29 and 40.

(6) The following rules on conduct of general meetings below do not apply to disciplinary appeal meetings: rules 22, 23, 27 and 28.

Division 2—Removal of a Board member

72 Removal of a Board member

(1) A general meeting of the Association may:

(a) by special resolution remove a Board member from office, and

(b) elect an eligible member to fill the vacant position in accordance with this Division.

(2) A Board member who is the subject of a proposed special resolution under rule 71(1)(a) may make representations in writing to the secretary or chair of the Board (not exceeding a reasonable length).

(3) At the meeting, the Board member's representations will be:

(a) provided by the secretary or chair to each member, or

(b) read out.

Division 3—Grievance procedure

73 Application

(1) The grievance procedure set out in this Division applies to disputes under these rules between:

(a) a member and another member

(b) a member and the Board

(c) a member and the Association

(d) a member and a member of the public

(e) a member of the public and the Board, or

(f) a member of the public and the Association.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed: Division 2 describes the disciplinary procedure.

74 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 20 business days of the dispute coming to the attention of each party.

75 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 74, the parties must within a further 10 business days:

(a) notify the Board of the dispute

(b) agree to or request the appointment of a mediator, and

(c) begin an attempt in good faith to settle the dispute by mediation.

(2) The mediator must be:

(a) a person chosen by agreement between the parties, or

(b) in the absence of agreement, a person appointed or employed by a mediation service on a list of suitable mediation services maintained by the chief executive officer.

(3) Any costs of a mediation service will be shared between the parties in accordance with the terms and conditions of the service.

76 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute at law.

PART 8–GENERAL MATTERS

77 Registered address

The registered address of the Association is the address determined from time to time by resolution of the Board.

78 Notice requirements

(1) Any notice required to be given to a member or a Board member under these rules may be given:

(a) by handing the notice to the member personally

(b) by sending it by post to the member at the address recorded for the member on the register of members, or

(c) by email or facsimile transmission.

(2) Rule 78(1) does not apply to notice given under rule 53.

(3) Any notice required to be given to the Association or the Board under these rules may be given:

(a) by handing the notice to a member of the Board

(b) by sending the notice by post to the registered address

(c) by delivering the notice to the registered address, or

(d) if the Board determines that it is appropriate in the circumstances:

(i) by email to the email address of the Association or the secretary, or

(ii) by facsimile transmission to the facsimile number of the Association.

79 Custody and inspection of books and records

(1) Members may on request inspect free of charge:

(a) the register of members

(b) the minutes of general meetings.

(c) subject to rule 13(2) the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

(2) The Board must on request make copies of these rules available to members and applicants for membership free of charge.

(3) Subject to rule 13(2) a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(4) For purposes of this rule, relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and include:

(a) its financial statements

(b) its financial records, and

(c) records and documents relating to transactions, dealings, business or property of the Association.

80 Winding up and cancellation

(1) The Association may be wound up voluntarily by special resolution.

(2) Subject to the Act and any court order made under section 13 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members

(3) The body to which the surplus assets are to be given must be decided by special resolution.

81 Alteration of rules

These rules may only be altered by special resolution of a general meeting of the Association.

82 Force of provisions in these rules

Where one of these rules uses the verb 'will', 'must' or 'cannot' it states a requirement.

83 Definitions

In these rules:

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

(2) Accredited, of an institute of education, means registered with, as relevant, the Australian Skills Quality Authority as a registered training organisation or the Tertiary Education Quality and Standards Authority as a higher education provider.

(3) Association means Myotherapy Association Australia.

(4) Board means the Board of Directors of the Association elected or appointed in accordance with these Rules.

(5) Business day means a day that, in the relevant place, is a weekday and is not a public holiday.

(6) Conflict of interest means where a decision-maker has or may reasonably be perceived to have a personal interest or previous involvement in the matter to be decided which may make them biased as a decision-maker.

(7) Member means a member of the Association.

(8) Membership year means the year following the date on which someone becomes a member of the Association and, if they continue as a member, the year following the anniversary of the date on which they became a member.

(9) Special resolution has the meaning stated in rule 29. The decisions that require a special resolution are stated in rules 36, 72 and 80.

(10) Staff member means a person employed by the Association as one of its staff.

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

(12) The Registrar means the Registrar of Incorporated Associations under the Act. Voting member has the meaning stated in rule 13(3).