

ANZ STAFF CLUB AUSTRALIA

Rules of Association ANZ Staff Club Australia Inc.

Adopted on 17 March 2020



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Rules of Association of ANZ Staff Club Australia Inc

1. Preliminary

1.1 Definitions

In these Rules, unless the context otherwise requires:

Act means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under that Act.

Annual Members are Members who the Committee is satisfied are:

- (a) contractors of ANZ;
- (b) casual staff of ANZ;
- (c) temporary staff of ANZ;
- (d) employees of agencies contracted to ANZ; and
- (e) ANZ salaried employees who are currently on or about to commence parental or other unpaid leave.

ANZ means Australia and New Zealand Banking Group Limited (ABN 11 005 357 522) of 833 Collins Street, Docklands VIC 3008 and a reference to ANZ in these Rules includes its subsidiaries (as defined in the *Corporations Act 2001* (Cth)) and entities it controls.

ANZ Salary Members are Members who the Committee are satisfied are fulltime or part time staff paid directly by ANZ.

ANZ Senior Manager means an ANZ employee who holds the position of a "Senior Manager" within ANZ or equivalent, as determined by the Committee from time to time.

Association's Purposes means the purposes of the Association as set out under Rule 3.

Committee means the committee of management of the Association.

Committee Meeting means a meeting of the Committee held in accordance with Rule 10.

Committee Member means a member of the Committee appointed in accordance with Rule 9.7.

Special Member means a person who, under the Association's rules of association immediately prior to the adoption of these Rules, was a "Life Member" or a "Retired Officer" or any other person selected by the Committee in its sole discretion.

Financial year means each period of 12 months ending on 30 June.

General Meeting means a general meeting of members convened in accordance with Rule 8.



Member means a member of the Association in accordance with Rule 5.4.

Membership Categories means the categories of membership of the Association, as determined and or varied by the Committee from time to time, and includes:

- (a) Annual Member;
- (b) ANZ Salary Member; and
- (c) Special Member.

Membership Rights means the rights, privileges and obligations of a Member as set out in Rule 5.6.

Regulation means regulations under the Act.

Register means the register of Members maintained by the Committee.

Registrar means the Registrar of Incorporated Associations.

Secretary means a person appointed under the Rule 9.5 as secretary of the Association.

Terms and Conditions means the terms and conditions applicable to Members which are published on the Associations website, as amended from time to time.

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise:

- (a) the **singular** includes the plural and vice versa;
- (b) where a **word** or **phrase** is defined, its other grammatical forms have a corresponding meaning;
- (c) a reference to a **person** includes a firm, a body corporate, an unincorporated association or an authority and vice versa;
- (d) a reference to these **Rules** or another **document** includes any variation, novation, replacement or supplement to any of them from time to time;
- (e) a reference to a **clause** or **schedule** is a reference to a clause of or schedule to these Rules and a reference to these Rules includes any schedule;
- (f) a reference to any **legislation** or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and any regulations and statutory instruments issued under it;
- (g) an expression defined in, or given a meaning for the purposes of, the Act (except where defined, or given a meaning, in these Rules) has the same definition or meaning in these Rules where it relates to the same matters for which it is defined, or given a meaning, in the Act;
- (h) a reference to a particular Part, Division, section, sub-section, paragraph or subparagraph is a reference to a Part, Division, section, sub-section, paragraph or sub-paragraph of the **Act**; and



(i) where an expression is defined anywhere in these **Rules** it has the same meaning throughout.

2. Name

The name of the incorporated association is ANZ Staff Club Australia Inc (the **Association**).

3. Purposes

The purposes of the Association are to:

- (a) organise and encourage social activities for the Members;
- (b) promote fellowship and harmony among Members;
- (c) provide benefits including goods and services to Members; and
- (d) do all things necessary or desirable in the opinion of the Committee to promote the above purposes.

4. Not for Profit

The income and property of the Association, however derived, must be applied solely towards promoting the Association's Purposes and no amount of that income or property must be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any Member of the Association, or related party.

5. Membership

5.1 Eligibility

Any person who meets the requirements of the Membership Categories is eligible for membership.

5.2 Application for membership

To apply to become a Member, a person must submit an application to the Association:

- (a) in writing in the form published by the Committee from time to time; or
- (b) electronically (in the form published by the Committee from time to time) via the Association's web address (as amended from time to time).

The application:

- (a) must contain all relevant and accurate information required by the application form; and
- (b) may be accompanied by a joining fee.



5.3 Consideration of membership application

- (a) If the applicant meets the eligibility criteria set out in these Rules, the applicant will be provided with written confirmation of membership.
- (b) If the applicant does not meet the eligibility criteria set out in these Rules, the applicant will be provided with written notice of the outcome and any joining fee accompanying the application will be returned to the applicant.

5.4 New membership

- (a) A person becomes a Member and is entitled to exercise the Membership Rights once they have received email confirmation from the Association, confirming their membership.
- (b) The Secretary or nominee of the Secretary, must enter the Member's name into the Register within 28 days of approving the membership application under Rule 5.3(a).

5.5 Annual subscription and fee on joining

- (a) The Committee will, from time to time, determine the membership fees and the payment requirements for each Membership Category.
- (b) The Membership Rights of a Member who has not paid the annual subscription fee by the due date are suspended until the subscription fee is paid.

5.6 Obligations of Members

- (a) Each Member is required to abide by:
 - (i) these Rules; and
 - (ii) the Terms and Conditions.
- (b) Failure of a Member to comply with this Rule 5.6 may result in the Committee taking disciplinary action against the Member in accordance with Rule 6.

5.7 General rights of Members

Each Member has the right to:

- (a) receive notice 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 General Meetings;
- (d) vote at a General Meeting; and
- (e) inspect the Register.

5.8 Rights not transferrable

Membership Rights:



- (a) are not capable of being transferred, assigned or transmitted to another person; and
- (b) terminate upon the cessation of membership whether by death, cessation of eligibility under the Membership Categories, resignation or otherwise.

5.9 Ceasing membership

- (a) A Member may resign from the Association by giving one months' written notice to the Secretary. If a Member resigns, the Association is not obliged to refund any portion of a subscription or membership fee paid by the Member in advance.
- (b) After the expiry of the period referred to in Rule 5.9(a):
 - (i) the person ceases to be a Member; and
 - (ii) the Secretary must record in the Register the date on which the person ceased to be a Member.
- (c) Aperson who is registered as a Member and then ceases to be eligible for membership under a Membership Category will have their membership cancelled on and from the date that that person ceased to be eligible under that Membership Category.

5.10 Register

- (a) The Secretary must keep and maintain a Register containing:
 - (i) the name, postal address and email address of each Member; and
 - (ii) the date on which each Member's name was entered in the register.
- (b) The Register is available for inspection free of charge by any Member upon request.
- (c) A Member may make a copy of entries in the Register.
- (d) A Member's use of information on the Register must only be for:
 - (i) purposes directly related to the management of the Association; or
 - (ii) Association's Purposes or any other purpose that has been approved by the Committee and are not contrary to these Rules, including, for example, giving notice to Members of meetings.

6. Disciplinary Action

6.1 Grounds for taking disciplinary action

The Committee may take disciplinary action against a Member in accordance with this section if it determined that the Member:

- (a) has failed to comply with these Rules;
- (b) has failed to comply with the Terms and Conditions;



- (c) refuses to support the purposes of the Association; or
- (d) has engaged in conduct prejudicial to the Association.

6.2 Notice to disciplinary action

If the Committee decides to take disciplinary action against a Member, the Committee must:

- (a) provide written notice to the Member stating the grounds of the disciplinary action;
- (b) allow the Member to make submissions to the Committee in connection with the disciplinary action within 14 days from receipt of the notice referred to in Rule 1(a); and
- (c) take into consideration any submissions made by the Member in connection with the disciplinary action.

6.3 Decision of the Committee

- (a) When considering whether to take disciplinary action against a Member, the Committee must not be biased against, or in favour of, the Member concerned.
- (b) After considering the submission from the Member, the Committee may expel or suspend the Member from the Association.
- (c) If the Committee expels or suspends a Member, it must provide written notice to the Member within 7 days after the disciplinary action is taken stating the reasons given by the Committee for the disciplinary action.

7. Grievance Procedure

7.1 Application

The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (a) a Member and another Member; or
- (b) a Member and the Association.

7.2 Parties must attempt to resolve dispute

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

7.3 Appointment of mediator

- (a) If the parties are unable to resolve the dispute then the parties must, within 14 days, hold a meeting in the presence of a mediator.
- (b) The mediator must be:
 - (i) a person chosen by agreement between the parties; or



- (ii) in the absence of agreement:
 - (A) if the dispute is between a Member and another Member, a person appointed by the Committee; or
 - (B) if the dispute is between a Member and the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Committee may be a Member.
- (d) The mediator cannot be a Member who is a party to the dispute or be biased in favour of or against any party.

7.4 Mediation process

- (a) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (b) The mediator must not determine the dispute.

7.5 Failure to resolve dispute by mediation

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

8. General Meetings

8.1 Annual General Meetings

- (a) The Committee must convene an annual General Meeting within five months after the end of each Financial Year.
- (b) The Committee may determine the date, time and place of the annual General Meeting.
- (c) The ordinary business of the annual General Meeting will be to:
 - (i) confirm the minutes of the previous annual General Meeting and of any General Meeting held since that meeting;
 - (ii) receive and consider the Committee reports on the activities of the Association during the preceding financial year; and
 - (iii) receive and consider the financial statements of the Association for the preceding financial year in accordance with Part 7 of the Act.
- (d) The annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.



8.2 Special General Meetings

- (a) Any General Meeting of the Association, other than an annual General Meeting, is a special General Meeting.
- (b) The Committee may convene a special General Meeting whenever it thinks fit.
- (c) The Committee must convene a special General Meeting if a request to do so is made by at least 10% of the total number of Members.
- (d) The request for a special General Meeting must:
 - state the business to be considered at the meeting and any resolutions to be proposed;
 - (ii) include the names and signatures of the Members requesting the meeting; and
 - (iii) be provided to the Secretary.
- (e) If the Committee does not convene a special General Meeting within one month after the date on which the request is made, the Members making the request, or any of them, may convene a special General Meeting to be held not later than three months after that date.
- (f) The Association must reimburse all reasonable expenses incurred by the Members convening a special General Meeting under Rule 8.2(e).

8.3 Notice of General Meetings

- (a) The Secretary (or in the case of a special General Meeting convened under Rule 8.2(e), the Members convening the meeting) must give to each Member:
 - (i) at least 21 days' notice of a general meeting if a special resolution is to be proposed; or
 - (ii) at least 14 days' notice of a general meeting in any other case.
- (b) The notice must specify the date, time and place of the meeting and indicate the nature of the business to be conducted that meeting.
- (c) If a special resolution is to be proposed, the notice must state:
 - (i) the proposed resolution in full; and
 - (ii) the intention to propose the resolution as a special resolution.

8.4 Use of technology

- (a) A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting as permitted under Rule 8.4(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.



8.5 Presiding at General Meetings

The Secretary will preside as chairperson at each General Meeting. If the Secretary is absent or unable to preside, the Members present must choose one of their number to preside.

8.6 Quorum at General Meetings

- (a) No business may be conducted at a General Meeting unless a quorum of Members who are entitled under these Rules to attend and vote at General Meetings is present.
- (b) The quorum for a General Meeting is four Members.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (i) in the case of a meeting convened upon the request of Members: the meeting must be dissolved; and
 - (ii) in any other case:
 - (A) the meeting will be adjourned to a date not more than 21 days after the adjournment; and
 - (B) 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.
- (d) If a quorum is not present within 30 minutes after the time at which a general meeting has been adjourned under 8.6(c)(ii) the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

8.7 Adjournment of General Meeting

- (a) The chairperson may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 8.3.
- (d) Except as provided in Rule 8.7(c), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

8.8 Voting at General Meeting

- (a) Upon any question arising at a General Meeting, each Member has one vote only.
- (b) Other as permitted by Rule 8.8(c), the Secretary is not entitled to vote at General Meetings. All votes must be given personally or by proxy.
- (c) In the case of an equality of voting on a question, the chairperson at the meeting (whether or not a Member) is entitled to exercise a casting vote.



8.9 Special resolution

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.

8.10 Determining whether resolution carried

- (a) Subject to Rule 8.10(b), the chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost; and

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

- (b) If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - (i) the poll must be taken at the meeting in the manner determined by the chairperson of the meeting; and
 - (ii) the chairperson must declare the result of the resolution on the basis of the poll.
- (c) A poll demanded on the election of the chairperson or on a question of an adjournment must be taken immediately. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the chairperson.

8.11 Minutes of General Meeting

The Secretary must keep minutes of the resolutions and proceedings of each General Meeting.

8.12 Proxies

- (a) Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) Subject to law, the notice appointing the proxy must be in the form set out in Schedule 1 or in an electronic form determined by the committee.

9. Committee

9.1 Role and powers

The Committee:

(a) will control and manage the business and affairs of the Association; and



- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

9.2 Delegation

- (a) The Committee may delegate to a Member of the Committee any of its powers and functions other than:
 - (i) this power of delegation; or
 - (ii) a duty imposed on the Committee by the Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (c) The Committee may, in writing, revoke a delegation wholly or partly.

9.3 Composition of Committee

- (a) The Committee will consist of a minimum of seven Members.
- (b) Notwithstanding Rule 9.6, Secretary will hold office as a Committee Member for so long as his or her employment in that role with the Association continues.

9.4 Duties of Committee Members

- (a) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and the Act.
- (b) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee Members comply with these Rules.
- (c) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Committee Members must exercise their powers and discharge their duties:
 - (i) in good faith in the best interests of the Association; and
 - (ii) for a proper purpose.
- (e) Committee Members must not make improper use of:
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position

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



9.5 Secretary

- (a) If the office of Secretary becomes vacant, the Committee must, within 14 days after the vacancy arises, appoint a new Secretary.
- (b) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (c) Notwithstanding Rule 9.6, a person is eligible to be appointed as Secretary without being a Member or an ANZ Senior Manager.
- (d) The Secretary must:
 - (i) maintain the register of members in accordance with Rule 5.10;
 - (ii) keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association;
 - (iii) provide members with access to the register of members, the minutes of General Meetings and other books and documents; and
 - (iv) perform any other duty or function imposed on the Secretary by these Rules.
- (e) The Secretary must give notice to the Registrar of his or her appointment within 14 days of the appointment.

9.6 Eligibility to be a Committee Member

A person is eligible to be appointed as a Committee Member if the person is:

- (a) a Member; and
- (b) either:
 - (i) ANZ Senior Manager; or
 - (ii) determined to be eligible by the Committee.

9.7 Appointment of Committee Members

Any person eligible to be a Committee Member may be appointed as a Committee Member by way of vote at a Committee Meeting.

9.8 Term of office

Subject to Rule 9.8, a Committee Member holds office until that Committee Member:

- (a) is removed from office in accordance with Rule 9.9;
- (b) ceases to be a Member;
- (c) declares bankruptcy;
- (d) resigns from office; or
- (e) otherwise vacates office in accordance with the Act.



9.9 Removal of Committee Member

A Committee Member may be removed from office by way of special resolution passed at a General Meeting.

9.10 Resignation as Committee Member

A Committee Member may resign from the Association by providing one months' notice in writing to the Secretary.

10. Committee Meetings

10.1 Committee Meetings

- (a) The Committee must meet at least three times in each year at such place and such times as the Committee may determine.
- (b) Special meetings of the Committee may be convened by the Secretary or by any 4 Members of the Committee.

10.2 Notice of Committee Meeting

- (a) Written notice of each Committee Meeting must be given to each Committee Member at least 2 days before the date of the meeting.
- (b) Written notice must be given to Committee Members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

10.3 Presiding at Committee Meetings

The Secretary will preside as chairperson at each Committee Meeting. If the Secretary is absent or unable to preside, the Committee Members present must choose one of their number to preside.

10.4 Quorum at Committee Meetings

- (a) No business may be conducted at a Committee Meeting unless a quorum of Members is present.
- (b) The quorum for a Committee Meeting is four Committee Members.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting:
 - (i) in the case of a special meeting, the meeting lapses; and
 - (ii) in any other case:
 - (A) the meeting will be adjourned to a date not more than 14 days after the adjournment; and
 - (B) notice of the date, time and place to which the meeting is adjourned must be given in accordance with Rule 10.2.



10.5 Voting at Committee Meetings

- (a) Other than as permitted by Rule 10.5(d), the Secretary is not entitled to vote at Committee Meetings.
- (b) On any question arising at a Committee Meeting, each Committee Member present at the meeting has one vote.
- (c) A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- (d) If the votes are divided equally on a question, the chairperson of the meeting has a casting vote.
- (e) Voting by proxy is not permitted.

10.6 Minutes of Committee Meetings

The Secretary must keep minutes of the motions and proceedings of each Committee Meeting, together with a record of the names of persons present at Committee Meetings.

11. Financial Matters

11.1 Funds

- (a) The Committee must establish procedures to:
 - (i) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (ii) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee Members.
- (c) The funds of the Association will be derived from annual membership fees, donations and such other sources as the Committee determines.

11.2 Financial records

- (a) The Association must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) The Association must retain the financial records for seven years after the transactions covered by the records are completed.

11.3 Financial statements

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



- (b) Without limiting Rule 11.3(a) those requirements include:
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Committee;
 - (iv) the submission of the financial statements to the annual general meeting of the Association; and
 - (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

12. General Matters

12.1 Indemnity

To the extent that is permitted by the Act, the Company must indemnify each Committee Member against any liability which that Committee Member may incur by reason of being a Committee Member or in carrying out the business or exercising the powers of the Association.

12.2 Common seal

- (a) The Association may have a common seal.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal;
 - a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of 2 Committee Members; and
 - (iii) the common seal must be kept in the custody of the Secretary.

12.3 Notice to requirements

Any notice required to be given to a Member or Committee Member under these Rules may be given by:

- (a) delivering the notice to the Member personally;
- (b) sending it by post to the Member at the address recorded for the Member in the Register; or
- (c) by email or facsimile transmission.

12.4 Custody and inspection of books and records

(a) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.



- (b) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Member upon request.
- (c) A Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

12.5 Winding up

- (a) The Association may be wound up voluntarily by special resolution.
- (b) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.
- (c) Subject to the Act and any court order made under 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.
- (d) The body to which the surplus assets are to be given must be decided by special resolution.

12.6 Alteration of Rules

These Rules may only be altered by special resolution at a General Meeting of the Association.



Schedule 1

Form of Appointment of Proxy

I,

(name)

of

(address)

being a member of

(name of Incorporated Association)

appoint

(name of proxy holder)

of

(address of proxy holder)

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

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against the following resolution: **[insert details of resolution]**

Signature Date

*Delete if not applicable