

Associations Incorporation Act 1981

Statement of Purposes and Rules

of

**Australia and New Zealand Association
of the Academy of International Business Inc.**

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ASSOCIATIONS INCORPORATION ACT 1981

RULES

OF

AUSTRALIA AND NEW ZEALAND ASSOCIATION OF THE ACADEMY OF INTERNATIONAL BUSINESS INC.

1 Name

The name of the incorporated association is Australia and New Zealand Chapter of the Academy of International Business Inc. (in these Rules called the “**Association**”).

2 Definitions and interpretation

2.1 Definitions

In these Rules, the following terms shall have the following meanings unless the subject or the context otherwise requires:

“**Act**” means the *Associations Incorporation Act 1981*.

“**Affiliated Members**” means fully paid-up members of the AIB who have selected the Association as their primary affiliation.

“**AIB**” means the organisation known as the Academy of International Business.

“**AIB Executive**” means the executive board of AIB from time to time.

“**Annual Conference**” means the annual conference of the Association held in accordance with Rule 19.

“**By-laws**” means the by-laws of the AIB.

“**Chair**” means the chair of the Association appointed pursuant to Rule 16.

“**Commissioner**” means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner of Taxation for the purposes of the Tax Act.

“**Executive Committee**” means the Executive Committee of Management of the Association established under Rule 16.

“**Constitution**” means the constitution of the AIB.

“**Financial Year**” means each period of twelve months ending on 30th June provided that the first Financial Year shall be the period commencing on the date of incorporation of the Association and terminating on the next ensuing 30th June.

“**General Meeting**” means a general meeting of members convened in accordance with Rule 13.

“**Honorary Member**” means a person appointed in accordance with Rule 5.

“Member” means each person who is recorded as a Member in the register of members and includes Affiliated Members, Honorary Members and Ordinary Members.

“Membership” means the contractual right of a person to membership of the Association.

“Newsletter” means the annual newsletter of the Association referred to in Rule 19.

“Ordinary Members” means the Officers.

“Officers” means each person elected as a member of the Executive Committee to perform the duties set out in Schedule 1.

“Public Officer” means the person appointed by the Executive Committee to perform the duties of a public officer of the Association.

“Regulations” means regulations under the Act.

“Relevant Documents” has the same meaning as in the Act.

“Secretary-Treasurer” means the person elected from time to time in accordance with Rule 16 to perform the duties of a secretary and treasurer of the Association.

“Tax Act” means the *Income Tax Assessment Act 1997* (Cth).

2.2 Interpretation

In these Rules:

- (a) a reference to the Secretary-Treasurer of the Association is a reference:
 - (i) where a person holds office under these Rules as Secretary-Treasurer of the Association - to that person; and
 - (ii) in any other case - to the Public Officer of the Association;
- (b) a reference to these Rules includes any amendment, variation or replacement thereof and any reference to any provision of these Rules is a reference to that provision as so amended, varied or replaced (as the case may be) and includes rules, regulations and by-laws made thereunder;
- (c) a reference in these Rules to any statutory enactment or law shall mean and be construed as references to that enactment or law as amended or modified or re-enacted from time to time and to the corresponding provisions of any similar enactment or law of any other relevant jurisdiction and includes regulations and statutory instruments thereunder;
- (d) words importing the singular include the plural and vice versa;
- (e) words importing any gender shall mean and include all other genders;
- (f) words importing persons include companies, corporations, partnerships, associations, institutions, bodies and entities (whether incorporated or not) and vice versa;
- (g) the headings to Rules or groups of Rules shall not affect the construction of these Rules; and
- (h) words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.

3 Constitution and By-laws

Subject to Rule 4:

- (a) if these Rules conflict with, or are inconsistent or overlap with, the provisions contained in the Constitution and By-laws, the Constitution and By-laws shall apply to the extent of the conflict, inconsistency or part which overlaps; and
- (b) the Members will exercise their powers under these Rules to ensure that, to the extent that the Constitution and By-laws requires the Members to do so, these Rules conform with the Constitution and By-laws.

4 Alteration of Rules and statement of purposes

These Rules and the statement of purposes of the Association shall not be altered except in accordance with the Act and the following procedures:

- (a) a meeting of Members being called to consider the proposed amendments, or by postal ballot or other electronic means, and passed by special resolution by at least 75% of votes cast by Members entitled to vote and present (whether in person or by proxy) or an equivalent majority of votes by postal ballot or other electronic means; and
- (b) the proposals to amend these Rules or statement of purposes are endorsed by:
 - (i) at least 15 Members; or
 - (ii) by a majority of Members present at the annual general meeting; or
 - (iii) by majority of the Executive Committee; and
- (b) an alteration to these Rules or statement of purposes that conflicts with the Constitution and By-laws does not take effect unless and until it is approved in writing by the AIB Executive; and
- (c) if Members are permitted to vote by electronic means, the Association must establish requirements for identifying and authenticating Members or a Member's proxy or agent and the Member's approval of the information communicated must be communicated by a form of security protection.

5 Membership

5.1 Membership of the Association will be available in the following categories:

- (a) Affiliated Members;
- (b) Honorary Members;
- (c) Ordinary Members;
- (d) and such other person as the Executive Committee admits to Membership.

5.2 Affiliated Members must agree in writing to become Affiliated with the Association and to be bound by these Rules and the Constitution and By-laws.

5.3 There shall be no separate entrance fee or annual subscription payable under these Rules unless otherwise determined by the Executive Committee.

- 5.4 Honorary Members will be elected by the Executive Committee. A candidate for Honorary Membership must be a member of AIB whose contribution to the advancement of the purposes of AIB merit this award. Honorary Members will have the same rights and privileges as Members of the Association but will not be required to pay any entrance fee or annual subscription fee for that Membership.
- 5.5 Any other person who seeks Membership shall not be admitted to Membership unless:
- (a) he applies for Membership in accordance with Rule 5.6; and
 - (b) his admission as a Member is approved by the Executive Committee.
- 5.6 An application for Membership of the Association must:
- (a) be made in writing in the form set out in Appendix 1; and
 - (b) shall be lodged with the Secretary-Treasurer of the Association.
- 5.7 As soon as practicable after the receipt of a nomination, the Secretary-Treasurer must refer the nomination to the Executive Committee.
- 5.8 Upon an application being referred to the Executive Committee, the Executive Committee shall determine, in its absolute discretion, whether to approve or to reject the nomination for Ordinary Membership.
- 5.9 Upon an application being approved by the Executive Committee, the Secretary-Treasurer must, as soon as practicable:
- (a) notify the applicant; and
 - (b) request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- 5.10 The Secretary-Treasurer must, within 28 days after receipt of the amounts referred to in Rule 5.9, enter the applicant's name in the register of members.
- 5.11 All Members are entitled to exercise the rights of Membership when their name is entered into the register of members.
- 5.12 Upon an application being rejected by the Executive Committee, the Secretary-Treasurer must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 5.13 A right, privilege, or obligation of a person by reason of his Membership:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of his Membership whether by death or resignation or otherwise.

6 Entrance fee and annual subscription

- 6.1 The entrance fee is such amount as determined by the Executive Committee.
- 6.2 The annual subscription may be fixed at the annual general meeting and unless so fixed shall be the amount determined by the Executive Committee and is payable in advance on or before 1 July in each year.
- 6.3 The Executive Committee is entitled to determine that different fees or subscriptions are payable in respect of any Membership and as between Members or that no fees or subscriptions are payable by one or more Members.

7 Register of Members

- 7.1 The Secretary-Treasurer must keep and maintain a register of members containing:
- (a) the name and address of each Member;
 - (b) the date on which each Member's name was entered in the register; and
 - (c) any other information which the Executive Committee considers necessary.
- 7.2 The register shall be available for inspection, free of charge, by any Member upon request.
- 7.3 A Member may make a copy of entries in the register.

8 Ceasing Membership

- 8.1 A Member who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the Secretary-Treasurer of his intention to resign.
- 8.2 After the expiry of that period referred to in Rule 8.1:
- (a) the Member ceases to be a Member;
 - (b) all Members ceasing to be Ordinary Members of the Executive Committee will automatically cease to be Members of the Association; and
 - (c) the Secretary-Treasurer must record in the register of members the date on which the Member ceased to be a Member.

9 Discipline, suspension and expulsion of Members

- 9.1 Subject to these Rules, if the Executive Committee is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Executive Committee may by resolution:
- (a) fine that Member an amount not exceeding \$500; or
 - (b) suspend that Member from Membership of the Association for a specified period; or
 - (c) expel that Member from the Association.
- 9.2 A resolution of the Executive Committee under Rule 9.1 does not take effect unless:
- (a) at a meeting held in accordance with Rule 9.3, the Executive Committee confirms the resolution; and
 - (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- 9.3 A meeting of the Executive Committee to confirm or revoke a resolution passed under Rule 9.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 9.4.
- 9.4 For the purposes of giving notice in accordance with Rule 9.3, the Secretary-Treasurer must, as soon as practicable, cause to be given to the Member a written notice:
- (a) setting out the resolution of the Executive Committee and the grounds on which it is based; and

- (b) stating that the Member, or his representative, may address the Executive Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that he may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing that Member that, if at that meeting, the Executive Committee confirms the resolution, he may not later than 48 hours after that meeting, give the Secretary-Treasurer a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- 9.5 At a meeting of the Executive Committee to confirm or revoke a resolution passed under Rule 9.1, the Executive Committee must:
- (a) give the Member, or his representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine whether to confirm or to revoke the resolution.
- 9.6 If at the meeting of the Executive Committee, the Executive Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary-Treasurer a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- 9.7 If the Secretary-Treasurer receives a notice under Rule 9.6, he must notify the Executive Committee and the Executive Committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary-Treasurer received the notice.
- 9.8 At a general meeting of the Association convened under Rule 9.7:
- (a) no business other than the question of the appeal shall be conducted; and
 - (b) the Executive Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the Member, or his representative, must be given an opportunity to be heard; and
 - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 9.9 If at the general meeting:
- (a) two-thirds of the Members vote in person, or by proxy, in favour of the resolution - the resolution is confirmed; and
 - (b) in any other case - the resolution is revoked.

10 Disputes and mediation

- 10.1 The grievance procedure set out in this Rule 10 applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Association.

- 10.2 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.
- 10.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days thereafter, hold a meeting in the presence of a mediator.
- 10.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member – a person appointed by the Executive Committee; or
 - (ii) in the case of a dispute between a Member and the Association – a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 10.5 A Member of the Association can be a mediator.
- 10.6 The mediator cannot be a Member who is a party to the dispute.
- 10.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties by any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 10.9 The mediator must not determine the dispute.
- 10.10 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.

11 Annual general meeting

- 11.1 The Executive Committee may determine the date, time and place of the annual general meeting of the Association.
- 11.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 11.3 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Executive Committee reports upon the transactions of the Association during the last preceding Financial Year; and
 - (c) to elect Officers of the Association and the Ordinary Members of the Executive Committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.

- 11.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

12 Special general meeting

- 12.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 12.2 All general meetings other than the annual general meeting are special general meetings.
- 12.3 The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 12.4 If, but for this Rule, more than 15 months would elapse between annual general meetings, the Executive Committee must convene a special general meeting before the expiration of that period.
- 12.5 The Executive Committee must, on the request in writing of Members representing not less than 25% of the total number of Members, convene a special general meeting of the Association.
- 12.6 The request for a special general meeting must:
- (a) state the objects of the meeting; and
 - (b) be signed by the Members requesting the meeting; and
 - (c) be sent to the address of the Secretary-Treasurer.
- 12.7 If the Executive Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary-Treasurer, the Members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 12.8 If a special general meeting is convened by Members in accordance with this Rule 12, it must be convened in the same manner as far as possible as a meeting convened by the Executive Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

13 Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under these Rules as ordinary business of the annual general meeting, is deemed to be special business.

14 Notice of meeting

- 14.1 The Secretary-Treasurer of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each Member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 14.2 Notice may be sent:
- (a) by prepaid post to the address appearing in the register of members; or

- (b) by facsimile transmission or electronic transmission.
- 14.3 No business other than that set out in the notice convening the meeting shall be conducted at the meeting.
- 14.4 A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary-Treasurer of that business, who must include that business in the notice calling the next general meeting.

15 Proceedings at meetings

- 15.1 No item of business shall be conducted at a general meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 15.2 Five Members personally present (being Members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 15.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - (a) in the case of a meeting convened upon the request of Members – the meeting must be dissolved; and
 - (b) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 15.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than 3) shall be a quorum.
- 15.5 The President shall preside as Chair at each general meeting of the Association.
- 15.6 If the Chair is absent from a general meeting, or is unable to preside, the Members present must select one of their number to preside as Chair.
- 15.7 The Chair may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 15.8 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 15.9 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 14.
- 15.10 Except as provided in Rule 15.9, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
- 15.11 Upon any question arising at a general meeting of the Association, a Member has one vote only.
- 15.12 All votes must be given personally or by proxy.
- 15.13 In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

- 15.14 A Member is not entitled to vote at any general meeting unless all moneys due and payable by that Member to the AIB have been paid.
- 15.15 If at a meeting a poll on any question is demanded by not less than 3 Members, it must be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 15.16 A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chair may direct.
- 15.17 If a question arising at a general meeting of the Association is determined on a show of hands:
- (a) a declaration by the Chair that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
 - (b) an entry to that effect in the minute book of the Association.
- is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 15.18 Each Member is entitled to appoint another Member as his proxy by notice given to the Secretary-Treasurer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 15.19 The notice appointing the proxy must be:
- (a) for a meeting of the Association convened under Rule 9.7, in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

16 Executive Committee of Management

- 16.1 The affairs of the Association shall be managed by the Executive Committee.
- 16.2 The Executive Committee:
- (a) shall control and manage the business and affairs of the Association;
 - (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 of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the Association.
- 16.3 Subject to section 23 of the Act, the Executive Committee shall consist of:
- (a) the Officers of the Association; and
 - (b) two ordinary members elected in accordance with Rule 16.

- 16.4 The Officers of the Association shall comprise:
- (a) the President;
 - (b) the immediate past President;
 - (c) the Secretary-Treasurer; and
 - (d) the four Vice-Presidents.
- 16.5 The provisions of Rule 17, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of Officers.
- 16.6 The President, immediate past President, Secretary-Treasurer and Vice Presidents will hold office for a term of three years and will be eligible for re-election for one further term of three years.
- 16.7 In the event of a casual vacancy in any office referred to in Rule 16.4, the Executive Committee may appoint one of the Members to the vacant office and the Member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- 16.8 Schedule 1 sets out the duties of each Officer.

17 Election of Officers

- 17.1 Nominations of candidates for election as Officers of the Association must be:
- (a) made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) be delivered to the Secretary-Treasurer not less than seven days before the date fixed for the holding of the annual general meeting.
- 17.2 A candidate may only be nominated for one office, on the Executive Committee, prior to the annual general meeting.
- 17.3 If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated will be deemed to be elected and further nominations may be received at the annual general meeting.
- 17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 17.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held.
- 17.6 The ballot for the election of Officers and Ordinary Members of the Executive Committee will be conducted at the annual general meeting in such manner as the Executive Committee may direct.
- 17.7 The position of an Officer or other member of the Executive Committee becomes vacant if the Officer or member:
- (a) ceases to be a Member of the Association; or
 - (b) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*; or
 - (c) resigns from office by notice in writing given to the Secretary-Treasurer.

18 Proceedings of Executive Committee

- 18.1 The Executive Committee must meet at least once in each year at such place and such times as the Executive Committee may determine.
- 18.2 Special meetings of the Executive Committee may be called by the President or by any four members of the Executive Committee.
- 18.3 Written notice of each Executive Committee meeting must be given to each member of the Executive Committee at least two business days before the date of the meeting.
- 18.4 Written notice must be given to members of the Executive Committee of any special meeting specifying the general nature of the business to be conducted and no other business shall be conducted at such a meeting.
- 18.5 A majority of the Executive Committee constitutes a quorum for the conduct of the business of a meeting of the Executive Committee.
- 18.6 No business shall be conducted unless a quorum is present.
- 18.7 If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting – the meeting lapses;
 - (b) in any other case – the meeting shall stand adjourned to the same place and at the same time and day in the following week.
- 18.8 At meetings of the Executive Committee:
- (a) the President presides; or
 - (b) if the President is absent, or are unable to preside, the members present must choose one of their number to preside.
- 18.9 Questions arising at a meeting of the Executive Committee, or of any meeting of any sub-Executive Committee appointed by the Executive Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at the meeting may determine.
- 18.10 Each member present at a meeting of the Executive Committee, or at a meeting of any sub-Executive Committee appointed by the Executive Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

19 Annual Conference and Newsletter

- 19.1 An Annual Conference must not be held within six weeks of the AIB annual conference for the purposes set out in Rule 19.2.
- 19.2 The purpose of the Annual Conference is to facilitate a forum for the exchange of information, ideas, research activities at member universities and maintain relationships between Members and foster the main purposes of the Association.
- 19.3 The Executive Committee will hold the Annual Conference in such location considered appropriate and produce a Newsletter each year which, among other things, will contain publications by Members.
- 19.4 An Annual Conference fee shall be payable as determined by the Executive Committee. Non-Members may be required, in addition to the Annual Conference fee, to pay the AIB membership fee. The Treasurer shall, within two months of the Annual Conference,

remit the fees collected together with a completed application form to the executive secretary at AIB headquarters.

20 Removal of Executive Committee Member

- 20.1 The Association in general meeting may, by resolution, remove any member of the Executive Committee before the expiration of that member's term of office and appoint another member in his place to hold office until the expiration of the term of the first-mentioned member.
- 20.2 A member who is the subject of a proposed resolution referred to in Rule 20.1 may make representations in writing to the Secretary-Treasurer or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- 20.3 The Secretary-Treasurer or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the member of the Executive Committee may require that they be read out at the meeting.

21 Funds

- 21.1 The Treasurer of the Association must:
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) 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.
- 21.2 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines.

22 Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the President and countersigned by the Secretary-Treasurer.

23 Seal

- 23.1 The common seal of the Association shall be kept in the custody of the Secretary-Treasurer.
- 23.2 The common seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures either of two members of the Executive Committee or, of one member of the Executive Committee and of the Public Officer of the Association.

24 Notices

- 24.1 Except as required in Rule 14, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:
- (a) delivering the notice to the Member personally; or

- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of members; or
- (c) facsimile transmission, if the Member has requested that the notice be given to him in that manner; or
- (d) electronic transmission, if the Member has requested that the notice be given to him in that manner.

24.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected, in the case of a notice of a meeting, on the date after the date of its posting and, in any other case, at the time which the letter would be delivered in the ordinary course of post. A notice of meeting sent by facsimile transmission or other electronic transmission, is taken to be given on the business day after it is sent.

25 Winding up or cancellation

25.1 If on the winding up or cancellation of the Association there remains, after satisfaction of all its debts and liabilities, any assets or property, the remaining assets or property will not be paid to or distributed among the Members of the Association but will be given or transferred to some other institution or institutions having objects or purposes similar to the purposes of the Association and whose statement of purposes or constituent documents prohibit the distribution of its or their income, assets and property among its or their members, and which is exempt from income tax under the provisions of the Tax Act, such institution or institutions to be determined by the Members of the Association at or before the time of the winding up or cancellation of the Association and (where applicable) approved by the Commissioner and, in default, by application to the Supreme Court of Victoria for determination.

26 Custody and inspection of books and records

- 26.1 Except as otherwise provided in these Rules, the Secretary-Treasurer must keep in his custody or under his control all books, documents and securities of the Association.
- 26.2 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.
- 26.3 A Member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association.

APPENDIX 1

NOMINATION FOR MEMBERSHIP OF AUSTRALIA AND NEW ZEALAND CHAPTER OF THE ACADEMY OF INTERNATIONAL BUSINESS INC. (the "Association")

I,....., being a Member of the
Executive Committee of the Association desire to nominate
....., being a member of the AIB as a Member of the
Association.

.....
Signature of Proposer

Date.....

I,....., being a Member of the
Executive Committee of the Association, second the above nomination.

.....
Signature of Secunder

Date.....

APPENDIX 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 9.7

I.....

of.....

being a member of.....
(name of Incorporated Association)

appoint.....

of.....

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the
appeal to the general meeting of the Association convened under Rule 9.7 to be held on the
.....day of 20 and at any adjournment of that
meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution
(insert details of resolution passed under Rule 9.7).

Signed

Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I.....

of.....

being a member of.....
(name of Incorporated Association)

appoint.....

of.....

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on theday of 20 and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signed

Date

SCHEDULE 1

Duties of Officers

1 The Officers will actively promote the objects and purposes of the Association through leadership, conferences and chairmanship of Association meetings in regions, Associations and institutions throughout Australia and New Zealand.

2 **President**

The President will:

- (a) preside at all meetings of the Association;
- (b) be responsible for direction of the Association, supervision the functions of all other Officers;
- (c) serve as the Association's representative on the Association Coordination Committee of the AIB;
- (d) submit the minutes of the Executive Committee Meetings, the annual general meeting's minutes, a statement of the Association's financial position, written annual report of the Association's activities to the AIB executive secretary, no later than three weeks prior to the AIB annual meeting;
- (e) together with the Secretary-Treasurer be the co-signatory of the Association's bank account;
- (f) provide a copy of all publications of the Association to the AIB executive office for archiving; and
- (g) together with the Treasurer be responsible for all tax filings and legal issues arising from the establishment and option of the Association.

3 **Secretary-Treasurer**

- (a) It is the duty of the Secretary-Treasurer to keep minutes of:
 - (i) all appointments of Officers, Members, Executive Committee Members and sub-committees;
 - (ii) the names of the Executive Committee Members present at Executive Committee meetings or general meetings; and
 - (iii) all proceedings at Executive Committee meetings and general meetings.
- (b) The Secretary-Treasurer will:
 - (i) ensure that minutes of proceedings at a meeting are confirmed and signed by the Chair in the appropriate manner;
 - (ii) establish and maintain the register of members and other secretarial resources;
 - (iii) be responsible for the conduct of the Association's elections;
 - (iv) fulfil the duties of Public Officer in accordance with the Act unless another person is appointed by the Executive Committee to that position;

- (v) prepare agendas for all meetings of the Association;
- (vi) undertake all other secretarial activities as deemed appropriate by the Executive Committee;
- (vii) be responsible for the preparation of the Association's newsletters;
- (viii) handle all financial transactions of the Association;
- (ix) be responsible for the preparation of budgets for approval by the Executive Committee;
- (x) be responsible for the preparation and signature of the Association's statement of the financial position for submission to the AIB executive secretary;
- (xi) collect and receive all moneys due to the Association and make all payments authorised by the Association;
- (xii) 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;
- (xiii) together with the President be the co-signatory of the Association's bank account;
- (xiv) together with the President be responsible for all tax filings and legal issues arising from the establishment and option of the Association;
- (xv) be responsible for regular liaison with existing Members for the recruitment of new members;
- (xvi) draw guidelines for the Annual Conference; and
- (xvii) liaise with the AIB in respect of Membership and the register of members.