

RULES

Accommodation Association of Australia

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Accommodation Association of Australia

Rules of Accommodation Association of Australia

1. Name

The name of the incorporated Association shall be Accommodation Association of Australia.

2. Objects

2.1 The objects for which the Association is established are:

- a) to promote the interests of persons or entities whose business activities generate income from the provision of accommodation and related or ancillary services;
- b) to promote the welfare of the short term accommodation industry throughout Australia and to foster professionalism and integrity throughout the industry;
- c) to act as a national association providing representation and services to Members across Australia;
- d) to promote and advance the interests of Members;
- e) to assist and give advice to Members on any matters affecting employers and their relationships with employees and to represent Members in proceedings before Federal and State Industrial Tribunals, where such matters are of common interest;
- f) to lobby local, State, Territory and Commonwealth government on behalf of Members;
- g) to cooperate or act in conjunction with any person or persons, firm, company, corporation, public body, or association in respect of any matter in accordance with the objects of the Association, and to appoint representatives from time to time as may be necessary for such purpose;
- h) to establish State and Territory Divisions and regions and to provide for the appointment of state consultative committees to deal with local matters or matters of general interest to the Association which may require local attention;
- i) to admit Full Members, Associate Members, Corporate Members and Honorary Members as hereinafter provided and arrange at the direction of the Board such activities as shall be of mutual benefit to Full Members, Associate Members, Corporate Members and Honorary Members.

3. Powers

3.1 The Powers of the Association are:

- a) to take over the funds and other assets and liabilities of associations, companies or other entities having objects altogether or in part similar to the objects of the Association;
- b) to subscribe to, become a Member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Association by virtue of rule 32.10 and where the Association becomes a member of any such other association, club or organisation, to enable the Members of the Association also to be members of that other association, club or organisation;
- c) in furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions;
- d) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements, or property, real and personal, and any rights or privileges which may be necessary for the purposes of, or capable of being used in connection with, any of the objects of the Association; provided that if the Association takes or holds any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- e) to enter into any arrangements with any Government Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any Government Authority any rights, privileges and concessions which the Association considers desirable; to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- f) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary for the purposes of the Association;
- g) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- h) to establish and support, or aid in the establishment or support of, associations, institutions, unions, funds, trusts and conveniences calculated to benefit Members;
- i) to construct, improve, maintain, develop, work, manage, carry out, alter or control any offices, houses, buildings, grounds, works or convenience which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- j) to invest and deal with the money of the Association not immediately required in such manner as the Association may consider appropriate from time to time;

- k) to hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions; provided that no Member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association;
- l) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- m) in furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate;
- n) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advance borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures, or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase redeem or pay-off any such securities;
- o) to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- p) in furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of; to account or otherwise deal with all or any part of the property and rights of the Association;
- q) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- r) to take any gift of property whether subject to any special trust or not, for anyone or more of the objects of the Association but subject always to the provisions of rule 32.10;
- s) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, membership fees, annual subscriptions or otherwise;
- t) to print and publish any newspaper, periodicals, books or leaflets, that the Association may think desirable for the promotion of its objects;
- u) in furtherance of the objects of the Association to amalgamate with anyone or more incorporated associations, companies or other entities having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as that imposed upon the Association under or by virtue of rule 32.10;
- v) in furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities or engagements of anyone or more of the incorporated associations with which the Association is authorised to amalgamate;
- w) to make donations or contributions for any cause considered by the Association to be in the interests of Members;

- x) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged; and
- y) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

4. Classes of Members

4.1 The membership of the Association shall consist of the following classes of Members:

- a) Full Members consisting of all persons who operate an Accommodation Facility throughout Australia who have been admitted to membership of the Association and who have paid the membership fee and subscription fee set by the Board from time to time;
- b) Corporate Members consisting of persons who are associated with or sponsor the Association;
- c) Associate Members consisting of students, employees and other persons who do not fall within the definition of Full Members or Corporate Members;
- d) Honorary and Life Members consisting of persons who have in the opinion of the Board, provided extraordinary services or contributions to the Association.

4.2 The number of Members in all classes of membership shall be unlimited.

4.3 Full Members are the only class of membership with voting rights.

5. Membership

5.1 An application for any class of membership of the Association must be in writing in the form determined by the Board from time to time. An application for Full Membership must include a statement specifying the address of each Accommodation Facility, within Australia which the applicant operates.

5.2 The Board must consider an application for membership at the next meeting of the Board held after it receives:

- a) the application; and
- b) payment of the appropriate membership fee and subscription fees.

5.3 If a majority of the Board present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member to the class of membership applied for.

5.4 Upon the acceptance or rejection of an application for any class of membership the Secretary shall give the applicant Notice of such acceptance or rejection.

6. Representatives

6.1 A Member may from time to time by Notice to the Secretary of the Association signed on behalf of the Member appoint a Representative to act for the Member in meetings and proceedings of the Association

and may by like Notice from time to time remove any such Representative.

- 6.2 The Representative shall have all the privileges of a Member under these Rules and shall be eligible to hold office in the same way as the Member. A Representative shall not have the power of appointing a representative under this Rule.
- 6.3 Where the Association is a member of another association, club or organisation each ordinary Member of the Association shall be deemed to be a full member of that other association, club or organisation and such membership shall continue for the term of that Member's membership of the Association. Each and any Full Member of the Association that is eligible for membership of The Motor Inn, Motel and Accommodation Association (MIMAA) but which is not currently a member of MIMAA, shall be admitted as a member of MIMAA without the payment of any fees to MIMAA.

7. Membership Fees

- 7.1 The membership fees and the annual subscription fee for each class of membership shall be such sum as the Board shall from time to time determine and may vary as between the types of membership.
- 7.2 The membership fees for each class of membership shall be payable and in such a manner as the Board shall from time to time determine upon application to become a Member ("Application Date") or the anniversary of the Application Date in each Year.
- 7.3 In the event of a Member neglecting to pay the annual subscription fee within a period of one month from the time it becomes due, Rule 9.1 shall take effect.

8. Resignation of Membership

- 8.1 A Member may resign from the Association at any time by giving Notice to the Secretary. Such resignation shall take effect at the time the Notice is received by the Secretary unless a later date is specified in the Notice when it shall take effect on the later date. The Member shall continue to be liable for any amount owing to the Association that is due but unpaid by the Member on the date of resignation.
- 8.2 If a resigned member wishes to rejoin the Association, the resigned member may do so by making application to the Board and paying all outstanding subscription fees.

9. Termination of Membership

- 9.1 The Board may by majority resolution terminate a Member's membership if the Member:
- a) is convicted of an indictable offence; or
 - b) fails to comply with any of the provisions of these Rules; or
 - c) has membership fees in arrears for a period of one month or more; or
 - d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.

- 9.2 At least 14 days before the meeting of the Board at which a resolution pursuant to clause 9.1 is proposed, the Member shall be given Notice of the meeting and of what is alleged against the Member and of the intended resolution and the Member shall, at the meeting and before the passing of the resolution, have a full and fair opportunity to show in writing why the membership should not be terminated.
- 9.3 If the Board resolves to terminate the Member's membership, the Secretary shall notify the Member.

10. Appeal against rejection or termination of Membership

- 10.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving Notice thereof, lodge with the Secretary Notice of his intention to appeal against the decision of the Board.
- 10.2 A Notice to appeal against the decision of the Board must be accompanied with an appeal fee of \$1,000.00. In the event that the appeal is successful, the appeal fee shall be refunded.
- 10.3 If the Secretary receives a Notice of intention to appeal, the Secretary must, within 3 months after the date of receipt of the Notice, call a general meeting to decide the appeal. At the meeting the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated. The Board and the Board members who rejected the application or terminated the membership must also be given an opportunity to show why the application should be rejected or the membership should be terminated. An appeal must be decided by a majority vote of the Members present at the meeting.
- 10.4 If a person whose application has been rejected does not appeal against the decision within one month after receiving Notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the application fee paid by the person.

11. Register of Members

- 11.1 The Secretary must keep a register of Members including the following particulars of each Member:
- a) the full name and address of the Member;
 - b) the date of admission as a Member;
 - c) the properties at which a Member operates an Accommodation Facility (if any);
 - d) the date of resignation of the Member;
 - e) details about the termination or reinstatement of membership;
 - f) any other particulars the Board or the Members at a general meeting decide.
- 11.2 The Register shall be open for inspection at all reasonable times by any Member. However, before a Member may inspect the register, the Member must apply to the Secretary to inspect it.
- 11.3 If the details of the Accommodation Facility listed in the Member's application changes then the Member shall give Notice to this effect to the Board as soon as practicable to enable the Board to update the

Register.

12. Secretary

- 12.1 The Secretary shall be appointed by the Board for such a period, at such salary, and on such conditions as the Board may from time to time determine.
- 12.2 If a vacancy occurs in the office of Secretary, the Board must ensure a Secretary is appointed or elected for the Association within one month after the vacancy occurs.
- 12.3 The Board may appoint and remove the Secretary at any time.
- 12.4 The Secretary shall ensure that a faithful record is kept of the business transacted at all meetings of the Association, keep the Register of Members, secure additional Members of the Association, collect all membership fees, subscriptions and other moneys due to the Association, issue Notices of all decisions, amendments to the Rules, regulations, agreements, and of all meetings connected with the Association and prepare and furnish all notices and returns required to be given by or on behalf of the Association under any law.
- 12.5 The Secretary shall not be entitled to vote at any meeting or Board meeting, unless the Secretary is a Member of the Association and acting in an honorary capacity.
- 12.6 The Secretary is hereby authorised to represent and appear on behalf of the Association and any Member thereof in any Court of Law and/or arbitration in any proceedings concerning the Association or any Member, and in particular to submit any industrial disputes or claims relating to industrial matters to conciliation and arbitration before the appropriate Commonwealth or State Industrial Tribunal.

13. Membership of Board

- 13.1 The Board of the Association shall be elected at an annual general meeting of the Association.
- 13.2 The Board shall consist of not less than six (6) Officers. The maximum number of Offices comprising the Board at any time shall be:
 - a) up to three (3) Officers elected to represent each of the State Divisions in accordance with clause 13.3 and clause 13.4;
 - b) up to three (3) independent officers elected in accordance with clause 13.5;
 - c) up to two (2) additional Officers elected in accordance with clause 13.7.
- 13.3 Each State Division shall be entitled to be represented on the Board by:
 - a) One Officer providing that the State Division has a membership of 35 Full Members registered within the State Division;
 - b) Two Officers providing that the State Division has a membership of 285 Full Members registered within the State Division; or
 - c) Three Officers providing that the State Division has a membership of 535 Full Members registered

within the State Division.

- 13.4 Subject to clause 13.6, any two Full Members of the Association shall be at liberty to nominate independent officers to serve as members of the Board. The nomination shall be in writing signed by the proposed independent officer and the proposer and seconder and shall be lodged with the Secretary at least twenty one days before the annual general meeting at which the election is to take place.
- 13.5 To be eligible to be elected as a Board member, proposed Officers representing State or Territory Divisions and Independent Officers must be Full Members of the Association.
- 13.6 The Board will have the discretion to nominate up to two additional Officers for election to the Board. These additional Officers must demonstrate that they possess the skills and experience considered necessary for the efficient operation of the Association as determined by the Board from time to time from the following categories:
- a) A person with tertiary qualifications and at least 3 years' experience in organising and controlling the operations of hotels, motels or tourist accommodation facilities;
 - b) A person with at least 5 years relevant experience in general management and operation of an industry body, commercial or government organisation or other association;
 - c) A person with a bachelor degree or higher qualification and 5 years relevant experience in planning and providing accounting services to incorporated associations or other similar national entities similarly structured; or
 - d) A person with a bachelor degree or higher qualification and 5 years relevant experience in providing legal advise and services to incorporated associations, industrial bodies or other similar national entities.
- 13.7 The Secretary shall place a list of the Board candidates' names in alphabetical order, with the proposers' and seconders' names, in a conspicuous place in the head office of the Association at least fourteen days immediately preceding the annual general meeting. The list of Board candidate's names shall also accompany the Notice of the annual general meeting of the Association.
- 13.8 Balloting lists shall be prepared (if necessary) containing the names of the candidates eligible for election for each vacant position on the Board, and each Member present at the annual general meeting shall be entitled to vote for one candidate for each vacant position.
- 13.9 Officers elected to the Board shall hold office until the second annual general meeting after the Officer's appointment at which time the Officer shall retire, but shall be eligible for re-election.
- 13.10 The Board shall appoint Officers to act as President, Vice President, Treasurer and Vice Treasurer of the Association in each year at the first Board meeting following the annual general meeting.
- 13.11 Notwithstanding anything contained in this clause 13 the Association may by ordinary resolution passed at an annual general meeting increase, decrease or vary the number, combination and term of service of members or office bearers of the Board.

14. Resignation or Removal from Board

- 14.1 A member of the Board may resign at any time by giving Notice to the Secretary. The resignation shall

take effect at the time the Notice is received by the Secretary unless a later date is specified in the Notice when it shall take effect on that later date.

14.2 A member of the Board may be removed from office by the President if the Board member:

- a) is convicted of an indictable offence; or
- b) without leave of absence first obtained absents himself from three consecutive Board meetings other than by reason of sickness or accident; or
- c) in the opinion of the majority of the Board Members present or represented by proxy at a Board meeting (such opinion not being determined until such Member has been afforded a reasonable opportunity of being heard in his defence), has infringed any of the regulations or by-laws or rules of the Association or is deemed guilty of any act or practice which is considered to be dishonourable or inconsistent with the Board member's position as a member of the Board; or
- d) for any cause whatsoever ceases to be a Member or a representative of a State Division of the Association; or
- e) ceases to be eligible as a member of the Board under the Rules for the time being in force of the Association.

15. Vacancies on the Board

15.1 The Board shall have the power at any time to appoint any Full Member of the Association to fill any casual vacancy on the Board until the next annual general meeting having regard to the composition of the Board outlined in clause 13.

15.2 The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Association, but for no other purpose.

16. Functions of the Board

16.1 Subject to these Rules or a resolution of the Association's Members carried at a general meeting, the Board has:

- a) the general control and management of the administration of the affairs, property and funds of the Association; and
- b) authority to interpret the meaning of these Rules and any matters relating to the Association on which these Rules are silent.

16.2 The Board may exercise all the powers of the Association:

- a) to borrow, raise or secure the payment of amounts in a way the Association Members decide; and
- b) to secure the amounts mentioned in subparagraph 16.2(a) or the payment or performance of any

debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and

- c) to purchase, redeem or pay off any securities issued; and
- d) to borrow amounts from Members and pay interest on the amounts borrowed; and
- e) to mortgage or charge the whole or part of its property; and
- f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- g) to provide and pay off any securities issued; and
- h) to invest in a way the Members of the Association may from time to time decide.

16.3 The Board may remit to each Region reasonable reimbursement of monies to cover operational expenses.

17. Meetings of the Board

17.1 Subject to subclause 17.2 the Board may meet and conduct its proceedings as it considers appropriate.

17.2 The Board shall meet at least once every three months to exercise its functions.

17.3 At every meeting of the Board, one half of the Officers elected or appointed to the Board as at the close of the last general meeting of Members plus one shall form a quorum.

17.4 The Board shall decide how a Board meeting is to be called. Notice of a Board meeting is to be given in the way decided by the Board.

17.5 Questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

17.6 A member of the Board shall not vote on a question in respect of any contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and if the member does so vote the member's vote shall not be counted.

17.7 The Secretary must give at least fourteen days Notice of a special meeting of the Board. A Notice of a special meeting must state:

- a) the day, time and place of the meeting;
- b) the business to be conducted at the meeting;
- c) whether personal attendance is required or if attendance by telephone or video conference is appropriate.

17.8 The President shall preside as Chairperson at every meeting of the Board, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not

present or unwilling to act then the Board members present may choose one of their number to preside as Chairperson of the meeting.

- 17.9 If a quorum is not present within 30 minutes after the time appointed for the commencement of the Board meeting, the meeting, if convened upon the requisition of members of the Board, shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall lapse.
- 17.10 For the purpose of this clause a member of the Board will be considered to be present if they are available to participate in the business of the meeting by telephone or video conference, unless notified by the Secretary that personal attendance is required.
- 17.11 The cost of attendance of State Division Representatives at Board meetings shall be borne by the Association provided that the Board may from time to time determine otherwise.

18. Board Delegation to Subcommittees

- 18.1 The Board may delegate any of its powers to a subcommittee consisting of such Members of the Association as the Board considers appropriate. Any sub-committee may only exercise delegated powers in the way the Board determines.
- 18.2 A subcommittee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if the Chairperson is not present within fifteen minutes after the time fixed for a meeting, the members present may choose one of their number to be Chairperson of the meeting.
- 18.3 A sub-committee may meet and adjourn as it considers appropriate. A quorum for any meeting of the sub-committee shall be one half of the members of the sub-committee plus one. A question arising at a meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

19. Acts not affected by defect or disqualification

- 19.1 An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.
- 19.2 Subclause 20.1 applies even if the act was performed when:
- a) there was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board;
 - b) a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member.

20. Board Resolutions without meeting

- 20.1 A resolution in writing signed by all the members of the Board for the time being entitled to receive

Notice of a meeting of the Board is as valid and effectual as if it had been passed at a Board meeting. A resolution may consist of several documents in like form, each signed by one of more members of the Board.

21. Annual General Meetings

21.1 The annual general meeting shall be held within six months of the close of the financial year.

21.2 The business to be transacted at every annual general meeting shall be restricted to:

- a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
- b) receiving the auditor's report on the financial affairs of the Association for the preceding financial year;
- c) presenting the auditor's statement to the meeting for adoption;
- d) the election of members of the Board; and
- e) the appointment of an auditor.
- f) Resolution on a motion that has been lodged with the Secretary prior to the end of the preceding financial year by:
 - i) At least 33% of the Officers of the Board;
 - ii) The State Consultative Committee providing that the State Division has a minimum membership of 35 Full Members;
 - iii) Full Members of the Association providing that the number of Full Members who propose the Motion is the number calculated in accordance with the following formula:

$$2xBM+1$$

Where BM means the number of Officers on the Board as at the preceding 1st day of June.

22. Special General Meetings

22.1 The Secretary shall convene a special general meeting by giving each Member Notice within 14 days after:

- a) being directed to call a meeting by the Board; or
- b) being given a written request signed by
 - i) at least 33% of the Board members; or
 - ii) at least the number of Full Members of the Association equal to double the number of Members of the Association presently on the Board plus 1.

- c) on being given a Notice of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any person.

22.2 A request in accordance with clause 22.1 (b) must state:

- a) why the special general meeting is being called; and
- b) the business to be conducted at the meeting.

23. Notice of General Meeting

23.1 The Secretary may call a general meeting of the Association.

23.2 The Secretary must give at least 14 days Notice of the meeting to each Association Member.

23.3 The Board may decide the way in which the Notice must be given providing that Notice of the following meetings must be given in writing (whether forwarded by facsimile or email):

- a) a meeting called to hear and decide the appeal of a Member against the rejection or termination of the Member's membership by the Board;
- b) a meeting called to hear and decide a proposed special resolution of the Association.

23.4 A Notice of a general meeting must state the business to be conducted at the meeting.

24. General Meetings

24.1 At any general meeting the number of Members required to constitute a quorum shall be calculated using the following formula:

$$2 \times BM + 1$$

Where BM means the number of Officers on the Board immediately prior to the general meeting being called.

24.2 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

24.3 If within 30 minutes from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of the Board shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present shall form a quorum.

24.4 The Chairperson, may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. If the meeting is adjourned only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting. The Secretary is not required to give the Members Notice of an adjournment of the business to be conducted at an adjournment meeting unless a meeting is

adjourned for at least 30 days. If the meeting is adjourned for 30 days, Notice of the adjournment meeting must be given in the same way as for an original meeting.

24.5 In this rule, "Member" includes a person attending as a proxy or representing a corporation that is a Member.

25. Business at General Meetings

25.1 Unless otherwise provided by these Rules, at every general meeting:

- a) the President shall preside as Chairperson, or if there is no President, or if s not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the Members present shall elect one of their number to be Chairperson of the meeting;
- b) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- c) unless otherwise required each question, matter or resolution shall be decided by a majority of votes of the Members present;
- d) every Full Member present shall be entitled to (1) vote only and if the votes are equal the Chairperson shall have a second or casting vote;
- e) a Member is not entitled to vote at any general meeting if the Member's annual subscription is more than one month in arrears at the date of the meeting;
- f) voting shall be by ballot. The Chairperson shall appoint two Members to conduct the ballot in such manner as the Chairperson determines and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting;
- g) a Member may vote in person, or by proxy or by attorney and every member present in person, by proxy or by attorney or other duly authorised representative shall have one vote;
- h) the instrument appointing a proxy shall be in writing, in the common or usual form, signed by the individual Member or, if the member is a corporation, signed by a properly authorised officer or attorney of the corporation. A proxy may be a Member of the Association or another person.
- i) voting for:
 - i) the election of a Chairperson of a meeting; or
 - ii) on any question of adjournment;shall be by show of hands where each person present at the meeting who is a member or a representative of a Member shall have one vote;
- j) no Member shall vote for a greater or lesser number of Board candidates than the number indicated as required to be elected and any vote contrary to this Rule shall be deemed informal;
- k) if a Member requires their proxy to vote for or against a resolution the instrument appointing the proxy shall be substantially in the following form:

To the Hotel Motel and Accommodation Association Inc:

I, _____ of _____, being a Member of the above named Association, hereby appoint _____, or failing him/her, of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the day of _____, 20____ and at any adjournment thereof.

Signed this _____ day of _____, 20____.

This form is to be used *in favour of the resolution.
*against

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit);

- l) the instrument appointing a proxy shall be deposited with the Secretary 24 hours before the commencement of any meeting or adjourned meeting at which the person named in the instrument purposes to vote;
- m) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for the inspection;
- n) for the purposes of ensuring the accuracy of the recording of such minutes under subclause 25.1(m) above:
 - i) the minutes of every Board meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Board meeting verifying their accuracy;
 - ii) the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting verifying their accuracy; and
 - iii) the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting verifying their accuracy.

26. Auditor

26.1 An Auditor shall be appointed annually at the annual general meeting. The retiring Auditor shall be eligible for re-election. In the event of the Auditor retiring or otherwise being incapable of or disqualified from acting during the interval between annual general meetings, the Board shall appoint another auditor to fill the office until the next annual general meeting. Members and Representatives of Members shall not be eligible for election as the Association's Auditor.

27. Action in industrial disputes

27.1 In the event of a Member becoming party to an industrial dispute which in the opinion of the Board involves a matter of common interest to Members, the Board shall have power to take such action as may seem to it advisable for the purpose of settling the dispute, provided that if after having exhausted all conciliatory means of settling the dispute it is found necessary or desirable to defend the Member's

interests, and the Member so requests, the Board is empowered to utilise the funds of the Association for the purpose of conducting the Member's defence. The Board shall also be empowered to charge a special fee for such action taken on behalf of a Member at such rate as from time to time it shall determine.

28. Representatives to any federal body

28.1 On the authority of the Board, the Association may become affiliated with and appoint representatives to any other Association or organisation of employers throughout Australia or elsewhere having similar objects and in such case the Board may from time to time pay the prescribed annual subscription to such association or organisation and appoint representatives to attend meetings of such association or organisation.

29. By-Laws

29.1 The Board may from time to time make, amend or repeal by-laws not inconsistent with these Rules for the internal management of the Association. A by-law may be set aside by a vote of Members at a general meeting of Members.

30. Alteration of Rules

30.1 Subject to the provisions of the Act, these Rules may only be amended rescinded or added to from time to time by a special resolution carried at a general meeting. An amendment, repeal or addition is only valid if it is registered by the Chief Executive.

31. Common Seal

31.1 The Board shall ensure that the Association has a Common Seal. The Common Seal must be:

- a) kept securely by the Board; and
- b) only be used by the authority of the Board.

31.2 Every instrument to which the seal is affixed must be signed by a member of the Board and must be countersigned by the Secretary or by a second member of the Board or by someone appointed by the Board.

32. Funds and accounts

32.1 The funds of the Association shall be banked in the name of the Association in such bank as the Board may from time to time direct.

32.2 Records and Accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

- 32.3 All moneys shall be banked as soon as practicable after receipt thereof.
- 32.4 All amounts of twenty dollars or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Executive Committee.
- 32.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments.
- 32.6 A petty cash account shall be kept and the Board shall from time to time decide the amount of petty cash to be kept in the account.
- 32.7 All expenditure shall be approved or ratified at a Board meeting.
- 32.8 As soon as practicable after the end of each financial year the Treasurer must cause to be prepared a statement containing particulars of:
- a) the income and expenditure for the financial year just ended;
 - b) the Association's assets and liabilities at the close of the year; and
 - c) the mortgages, charges and securities affecting the property of the Association at the close of year.
- 32.9 The Auditor must examine the statement prepared under subclause 32.8 and present a report about it to the Secretary prior to the holding of the next annual general meeting following the financial year for which the audit was made.
- 32.10 The income and property of the Association must be used and applied solely in promoting the Association's objects and exercising the Association's powers. No portion of the Association's assets or property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members. Nothing herein contained shall prevent the payment in good faith of interest to any such Member in respect of moneys advanced by him to the Association or otherwise owing by the Association to a Member or remuneration to any officers or servants of the Association or to any Member of the Association or other person in return or any services actually rendered to the Association. Further, nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

33. Documents

- 33.1 The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

34. Financial year

- 34.1 The financial year of the Association shall close on 30th June in each year.

35. Distribution of surplus assets

- 35.1 This section applies if the Association:
- a) is wound up under part 10 of the Associations Incorporation Act 1999; and
 - b) has surplus assets.
- 35.2 The surplus assets must not be distributed among the Association Members.
- 35.3 The surplus assets must be given to another entity:
- a) having objects similar to the Association's objects; and
 - b) the rules of which prohibit the distribution of the entity's income and assets to its Members.
- 35.4 In this section, "surplus assets" has the meaning given by section 92(3) of the Act.

36. Interpretation

- 36.1 In these Rules and any By-Laws made there under, the following terms shall, if not inconsistent with the subject or context; respectively have the meanings set opposite thereto, that is to say:
- a) "Accommodation Facility" means an establishment operated for the purpose of providing short term accommodation for travellers;
 - b) "Act" means the Association Incorporation Act 1981 (Qld);
 - c) "Association" means "Accommodation Association of Australia" formally known as "The Hotel Motel & Accommodation Association Inc." and "The Queensland Hotel Motel & Accommodation Association Inc."
 - d) "Board" means the management Committee of the Association appointed to control the business and operation of the Association in accordance with these Articles;
 - e) "Government Authority" means any government, governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity;
 - f) "Member" means any person who applies for and is accepted as a member of the Association in accordance with these Rules;
 - g) "Representative" means a representative of a Member.
 - h) "Rules" means these rules as they may be amended from time to time;
 - i) "Notice" means a written notice or correspondence, and notify shall have a similar meaning.
 - j) "Officer" means a member of the Board appointed in accordance with these Rules.
 - k) "Region" means a region established in accordance With these Rules.
 - l) "Secretary" means the Secretary of the Association and includes the assistant Secretary or other person from time to time acting as Secretary by the authority of the Board;
 - m) "State Consultative Committee" means the state consultative committee elected by the Full Members in each State or Territory Division.

- n) "State Division" means a territory established by the Board in accordance with these Rules based on the States of Australia or any combination of the States of Australia.

36.2 In this Rules, unless a contrary intention appears:

- a) clause headings and the table of contents are for ease of reference only and are to be disregarded in the interpretation of the Rules;
- b) "person" includes an individual, body corporate, firm, trust, partnership, joint venture, an unincorporated body or association or any government authority;
- c) a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- d) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- e) monetary references are references to Australian currency; and
- f) singular includes plural and vice versa.