



**AUSTRALIAN  
RESUSCITATION  
COUNCIL**

**AUSTRALIAN RESUSCITATION COUNCIL INCORPORATED**

## **RULES**

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**AUSTRALIAN RESUSCITATION COUNCIL INCORPORATED**  
**(Organisation Number A0014379B)**

**RULES**  
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## 1. NAME

The name of the incorporated association is the AUSTRALIAN RESUSCITATION COUNCIL INCORPORATED ("**Council**").

## 2. DEFINITIONS

In these rules, unless the context otherwise requires:

- 2.1 "**Act**" means the Associations Incorporation Act 1981 in the State of Victoria (as amended from time to time);
- 2.2 "**Council**" has the meaning given in rule 1;
- 2.3 "**Executive Committee**" means the executive committee of the Council established in accordance with rule 9.3;
- 2.4 "**Guidelines**" means the resuscitation guidelines developed and published by the Council from time to time in accordance with these rules;
- 2.5 "**Member**" means any organisation admitted as a member of the Council in accordance with these rules;
- 2.6 "**Representative**" means a representative of a Member appointed in accordance with rule 7.3; and
- 2.7 "**Resuscitation**" means the preservation or restoration of life by the establishment and/or maintenance of airway, breathing and circulation, and related emergency care.

## 3. AIMS AND OBJECTIVES (STATEMENT OF PURPOSES)

### 3.1 Aims

The aims of the Council are to:

- 3.1.1 Foster and coordinate the practice and teaching of resuscitation;
- 3.1.2 Promote uniformity and standardisation of resuscitation techniques;
- 3.1.3 Act as a voluntary coordinating body in Australia; and
- 3.1.4 Work cooperatively with overseas and international resuscitation organisations.

### 3.2 Objectives

The objectives of the Council are to:

- 3.2.1 Provide a forum for discussion of all aspects of resuscitation;
- 3.2.2 Foster interest in, and promulgate information regarding resuscitation;
- 3.2.3 Gather and collate scientific information regarding resuscitation techniques, and to recommend a modification of those techniques where appropriate on the basis of such information;

- 3.2.4 Promote simplicity and uniformity in techniques and terminology regarding resuscitation;
- 3.2.5 Provide an advisory and resource service regarding techniques, teaching methods and teaching aids;
- 3.2.6 Foster research into methods of teaching and practice of resuscitation;
- 3.2.7 Pursue the development of standards for training;
- 3.2.8 Establish regular communications with other bodies with similar objectives, both in Australia and overseas;
- 3.2.9 Contribute an Australian perspective to international forums on resuscitation (including to the International Liaison Committee on Resuscitation through the Australian and New Zealand Committee on Resuscitation); Consider and advise on the means of preventing circumstances in which resuscitation may become necessary; and
- 3.2.10 Do all such acts and things as are incidental, or subsidiary to all or any of the above objectives.

### **3.3 Implementation of aims and objectives**

In order to implement the Council's aims and objectives, the Council:

- 3.3.1 develops and publishes the Guidelines;
- 3.3.2 reviews and updates the Guidelines by consultation with the Members and other experts;
- 3.3.3 reviews world literature and research in resuscitation; and
- 3.3.4 acts as a resource for anyone seeking authoritative material on resuscitation.

This rule 3.3 does not limit the powers and activities of the Council.

## **4. POWERS**

### **4.1 Legal capacity and power**

The Council has all the powers of an incorporated association as provided by section 16 of the Act. The Council may exercise its powers only for the aims and objectives.

### **4.2 Additional powers**

Without limiting rule 4.1, the Council may

- 4.2.1 enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the aims and objectives;
- 4.2.2 sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with any part of the property or the rights of the Council; and
- 4.2.3 represent the Members as they direct in consultation or negotiation with other groups in any matter affecting the proper conduct or advancement of resuscitation to the Council and the Members.

## 5. SPONSORS

The sponsors of the Council are the Royal Australasian College of Surgeons and the Australian and New Zealand College of Anaesthetists.

## 6. MEMBERSHIP

### 6.1 Membership

Membership is limited to the following organisations:

- 6.1.1 Royal Australasian College of Surgeons;
- 6.1.2 Australian and New Zealand College of Anaesthetists;
- 6.1.3 The Australasian College for Emergency Medicine;
- 6.1.4 The Royal Australian College of General Practitioners;
- 6.1.5 Australian and New Zealand Intensive Care Society;
- 6.1.6 The Cardiac Society of Australia and New Zealand;
- 6.1.7 Royal College of Nursing, Australia;
- 6.1.8 St John Ambulance Australia;
- 6.1.9 Australian College of Critical Care Nurses Ltd;
- 6.1.10 Office of Surgeon General of the Australian Defence Force;
- 6.1.11 Australian College of Ambulance Professionals Ltd;
- 6.1.12 Council of Ambulance Authorities Inc;
- 6.1.13 Australian Red Cross Society;
- 6.1.14 The Royal Australasian College of Physicians;
- 6.1.15 National Heart Foundation of Australia;
- 6.1.16 Royal Life Saving Society of Australia;
- 6.1.17 Surf Life Saving Australia Limited;
- 6.1.18 College of Emergency Nursing Australasia Ltd;
- 6.1.19 such other organisations with a demonstrated interest in resuscitation as may be admitted to membership by the Council in general meeting in accordance with rule 6.2; and
- 6.1.20 any state branches of the Council established pursuant to rule 29.

## 6.2 Application for Membership

Organisations seeking membership of the Council may make application for membership in such form as may be approved by the Council from time to time.

- 6.2.1 Subject to the Act and these rules, the Council in general meeting may determine different classes of membership and the rights and obligations attaching to those classes from time to time.
- 6.2.2 Every application for membership must be made in writing by the applicant and must be supported in writing (in such form as approved by the Council from time to time) by two Members and must be accompanied by such further information or evidence, as the Council from time to time prescribes by regulations.
- 6.2.3 At the next meeting of the Council in general meeting after the receipt of any application for membership, the Council must consider and decide the admission or rejection of the applicant. Admission of a Member requires a majority vote of two-thirds of the votes cast at the general meeting. The Council in general meeting is not required to give any reason for the rejection of an applicant.
- 6.2.4 Where an applicant has been accepted for membership the Secretary must send to the applicant a written notice of acceptance and a request for the payment of the entrance fee (if any) and annual membership fee. Upon payment of the entrance fee (if any) and annual membership fee the applicant becomes a Member provided that if such payment is not made within three calendar months from the date of the notice, the Council may in its discretion cancel its acceptance of the applicant for membership.

## 7. MEMBERS

- 7.1 The Secretary must keep a register of Members of the Council showing such details as the Executive Committee may from time to time require. The register must be available for inspection at all reasonable times by written application of a Member to the Secretary giving reasonable notice.
- 7.2 A Member ceases to be a Member if the Member resigns by notice in writing to the Executive Committee in which case membership ceases at the expiration of thirty days from the receipt by the Executive Committee of the notice, or such earlier date as the Executive Committee determines. The resigning Member continues to be liable for any fees due and unpaid under these rules at the date of the resignation and for all other moneys due by the Member to the Council.
- 7.3 **Voting rights of Members**
  - 7.3.1 At all general meetings of the Council, each Member (acting through the Representatives of the Member, if any) is entitled to attend and has one vote, except that a Member which is a sponsor has two votes.
  - 7.3.2 Each Member may appoint from time to time one (1) Representative and in the case of the sponsors of the Council up to two (2) Representatives each, by notice in writing delivered to the Executive Committee. Such Representatives may exercise on behalf of that Member all rights of membership (until such appointment is revoked by notice in writing delivered to the Executive Committee or the Member ceases to hold membership in the Council for any reason). The Representatives do not become Members of the Council.

7.4 A Member ceases to be a Member if:

- 7.4.1 The Member resigns by notice in writing to the Executive Committee to that effect;
- 7.4.2 The Member is expelled in accordance with these rules;
- 7.4.3 The Member is in arrears with fees for three (3) months;
- 7.4.4 The Member is insolvent or is wound up.

7.5 A Representative ceases to be a Representative of a Member if:

- 7.5.1 The Representative resigns by notice in writing to the Executive Committee;
- 7.5.2 The Representative dies;
- 7.5.3 The Representative is declared insane;
- 7.5.4 The Representative's appointment is revoked by the Member to whom the appointment relates;
- 7.5.5 The Representative is declared bankrupt or commits any serious criminal offence.

## 8. DISCIPLINARY POWERS

- 8.1 The Council in general meeting may by a two-third majority resolution exercise disciplinary powers in respect of any Member where such Member or their Representative has, in the opinion of the Council in general meeting engaged in conduct which is unbecoming of a Member or which, in the opinion of the Council in general meeting may be prejudicial to the interests of the Council, or of its Members, or which is in breach of these rules.

8.2 **Disciplinary process**

- 8.2.1 For the purposes of rule 8.1, the expression "**disciplinary powers**" means the power to do any one (1) or more of the following:
- 8.2.1.1 Expel the Member;
  - 8.2.1.2 Suspend the Member for any period not exceeding one (1) calendar year;
  - 8.2.1.3 Reprimand the Member.
- 8.2.2 The Council in general meeting must not exercise disciplinary powers in respect of the conduct of any person or Member unless not less than two (2) weeks in advance of the meeting there has been given to that Member or Representative, as applicable, written notice of the time and place at which the question of disciplinary action in respect of the conduct of that person is to be brought before the Council in general meeting, together with a description of the nature of the conduct.
- 8.2.3 Copies of any notices required to be given under rule 8.2.2 must be sent by pre-paid post not less than one (1) week in advance of the meeting to each Member.

- 8.2.4 Any Member or Representative, to whom notice is required to be sent under rule 8.2.2, is entitled to be heard by the Council in general meeting before it exercises disciplinary powers in respect of the conduct of or directly affecting that Member or Representative.
- 8.2.5 The decision of the Council in general meeting will take effect upon receipt by the Member or Representative of written notice of the decision of the Council in general meeting.
- 8.3 Any Member that has been expelled ceases to be a Member of the Council. Any Member who has been suspended during the period of suspension is not entitled to attend meetings of the Council or otherwise exercise any of the rights or privileges of membership of the Council, but remains liable for all fees payable under these rules.
- 8.4 The expulsion or suspension of a Member terminates any then current appointment of any Representative of that Member.
- 8.5 The Council may publish lists of Members who have been expelled, suspended or reprimanded pursuant to these rules.

## **9. MEMBERSHIP FEES**

- 9.1 The entrance fee and membership fees for each class of membership is an amount the Council determines from time to time at any general meeting PROVIDED THAT the fee of any Member in any category may be reduced or waived in return for services rendered to the Council and out of pocket expenses (to the extent payment for such services or expenses is permitted under these rules).
- 9.2 The entrance fee and membership fees for each class of membership is payable at such time and in such manner as the Council in general meeting determines from time to time.
- 9.3 Unless otherwise provided in these rules, Members are not liable, by reason only of their membership, to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council, as provided by section 15 of the Act.

## **10. MEMBERSHIP OF EXECUTIVE COMMITTEE**

- 10.1 The Executive Committee of the Council consists of a Chairperson, Deputy-Chairperson, Secretary, Treasurer, the Immediate past Chairperson and two (2) other representatives as the Council in general meeting may from time to time elect or appoint, together with any co-opted members appointed under rule 10.5.
- 10.2 Subject to these rules, at each alternate annual general meeting of the Council, all the elected members of the Executive Committee for the time being will retire from office, but are eligible for re-election.
- 10.3 The election of officers and other members of the Executive Committee shall take place in the following manner:
- 10.3.1 Any Member may nominate any representative to serve as an officer or other member of the Executive Committee.
- 10.3.2 The nomination, which must be in writing and signed by the nominated Representative and his or her proposing Member, must be lodged with the Secretary prior to the commencement of the annual general meeting at which the election is to take place.

- 10.3.3 Balloting lists must be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Member present, personally (including by their Representative) or by proxy at the annual general meeting is entitled to vote for any number of such candidates not exceeding the number of vacancies.
- 10.3.4 Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken at the general meeting.
- 10.4 Any member of the Executive Committee may resign from membership of the Executive Committee at any time by giving notice in writing to the Secretary, but such resignation takes effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it takes effect on that later date.
- 10.5 Any member of the Executive Committee may be removed from office at a general meeting of the Council where that Member must be given the opportunity to fully present his or her case. The question of removal must be determined by a two-thirds majority vote of the representatives present at such a general meeting.
- 10.6 The elected members of the Executive Committee may appoint and remove any number of persons as co-opted members to the Executive Committee (subject to any maximum number set by the Council in general meeting). The elected members of the Executive Committee may determine any terms and conditions of such appointment (subject to any terms and conditions set by the Council in general meeting).
- 10.7 A co-opted member is a member of the Executive Committee and is included for the purposes of quorum under rule but is not entitled to vote for the purposes of rule 13.4.

## **11. VACANCIES ON EXECUTIVE COMMITTEE**

- 11.1 The Executive Committee has power at any time to appoint any person to fill any casual vacancy of an elected position on the Executive Committee to hold office until the next annual general meeting.
- 11.2 The continuing members of the Executive Committee may act notwithstanding any casual vacancy in the Executive Committee, 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 Executive Committee, the continuing members of the Executive Committee may act only for the purpose of increasing the number of members of the Executive Committee to that number by summoning a general meeting of the Council, but for no other purpose.

## **12. FUNCTIONS OF THE EXECUTIVE COMMITTEE**

- 12.1 Except as otherwise provided by these rules and subject to resolutions or directions of the Council in general meeting, the Executive Committee:
- 12.1.1 Has the general control and management of the administration of the affairs, property and funds of the Council;
- 12.1.2 Has authority to interpret the meaning of these rules and any matter relating to the Council on which these rules are silent;
- 12.1.3 May exercise all the powers of the Council.

### 13. MEETINGS OF EXECUTIVE COMMITTEE

- 13.1 The Executive Committee must meet at least three (3) times in each calendar year.
- 13.2 A special meeting of the Executive Committee must be convened by the Secretary on the requisition in writing signed by not less than two (2) elected members of the Executive Committee, which requisition must clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted at that meeting.
- 13.3 At every meeting of the Executive Committee a simple majority of a number equal to the number of members elected and/or appointed to the Executive Committee as at the close of the last general meeting of the Council (including co-opted members of the Executive Committee), constitutes a quorum.
- 13.4 Subject as previously provided in this rule 13, the Executive Committee may meet together and regulate its proceedings as it thinks fit PROVIDED THAT questions arising at any meeting of the Executive Committee must be decided by a majority of votes and, in the case of equality of votes, the questions is deemed to be decided in the negative.
- 13.5 Any member of the Executive Committee who has a material personal interest in a matter that is being considered at a meeting of the Executive Committee:
- 13.5.1 must declare the nature of that interest before the matter is considered by the Executive Committee; and
  - 13.5.2 must not be present while the matter is being considered; and
  - 13.5.3 must not vote on the matter.
- 13.6 Not less than fourteen (14) day's' notice must be given by the Secretary to members of the Executive Committee of any meeting of the Executive Committee. Such notice must state the general nature of the business to be considered.
- 13.7 The Chairperson presides as chair at every meeting of the Executive Committee, or, if at any meeting he or she is not present within ten (10) minutes after the time appointed for holding the meeting, the Deputy-Chairperson presides as chair, or if the Deputy-Chairperson is not present at the meeting, then the members of the Executive Committee present may choose one (1) of their number to chair the meeting.
- 13.8 If within half an hour from the time appointed for the commencement of an Executive Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive Committee, lapses.
- 13.9 All acts done by any meeting of the Executive Committee, or of a sub-committee, or by any person notwithstanding that it is later discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as member of the Executive Committee, or that the members of the Executive Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.
- 13.10 A resolution in writing signed by all the members of the Executive Committee for the time being entitled to vote at a meeting of the Executive Committee is as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in like form; each signed by one (1) or more members of the Executive Committee.

- 13.11 A meeting of the Executive Committee may be held with one or more of the members of the Executive Committee taking part by telephone or other means of audio or audio-visual communication and when each of the members participating in the communication is able to read the written contributions or hear each of the other participating members of the Executive Committee. A meeting of the Executive Committee may only be held in this manner where all of the members (other than any members on leave of absence) have access to the communication facilities to be used for the meeting.

## **14. SUB-COMMITTEES**

- 14.1 The Executive Committee may delegate its powers, including the power to select persons to be co-opted to the Executive Council under rule 11.1, to a sub-committee consisting of such persons, as it thinks fit. Any sub-committee so formed must in the exercise of the delegated powers conform to any regulations or directions that may be imposed on it by the Executive Committee from time to time.
- 14.2 A sub-committee may elect a chair of its meetings. If no chair is elected, or if at any meeting the chair is not present within ten (10) minutes after the time appointed for holding the meeting, the members of the sub-committee present may choose one (1) of their number to chair the meeting.
- 14.3 A sub-committee may meet and adjourn, as it thinks proper. Questions arising at any meeting of a sub-committee are determined by a majority of votes of the members of the sub-committee present, and in the case of an equality of votes, the question is deemed to be decided in the negative.

## **15. TIMING OF ANNUAL GENERAL MEETINGS**

- 15.1 The annual general meeting must be held within three (3) months of the close of the financial year.

## **16. BUSINESS AT ANNUAL GENERAL MEETINGS**

- 16.1 The business to be transacted at an annual general meeting of Members is:
- 16.1.1 The receiving of the Executive Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Council for the preceding financial year;
  - 16.1.2 The receiving of the auditor's report upon the books and accounts for the preceding financial year as required by the Act;
  - 16.1.3 If required under these rules, the election of members of the Executive Committee;
  - 16.1.4 The appointment of committees and the election of chairpersons of those committees, which the Council in general meeting considers will assist the affairs of the Council;
  - 16.1.5 The appointment or removal of an auditor;
  - 16.1.6 Other business as requested in writing by no less than five (5) Members giving twenty-eight (28) days' notice and clearly stating the nature of the business.

## **17. SPECIAL GENERAL MEETINGS**

- 17.1 The Secretary must convene a special general meeting of Members:
- 17.1.1 When directed to do so by the Executive Committee; or

- 17.1.2 On the requisition in writing signed by not less than two (2) elected members of the Executive Committee or not less than five (5) Members of the Council. Such requisition must clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted.

## 18. GENERAL MEETINGS

- 18.1 At any general meeting the number of Representatives of Members required to constitute a quorum is double the number of members presently on the Executive Committee (excluding co-opted members of the Executive Committee) plus one (1).
- 18.2 No business may be transacted at any general meeting unless a quorum of Representatives of Members is present at the time when the meeting proceeds to business. In this rule, "**Representative**" includes a person attending as a proxy.
- 18.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of elected members of the Executive Committee or Members, lapses. In any other case, the meeting is 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 Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present constitute quorum.
- 18.4 The chair may, with the consent of any meeting at which a quorum is present (and if directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting. It is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 18.5 General meetings may be held at more than one place, provided that the technology used enables each Member present at all places the meeting is held to clearly and simultaneously communicate with every other such Member.

## 19. NOTICE OF MEETINGS

- 19.1 The Secretary must convene all general meetings of the Council by giving not less than twenty-one (21) days' notice (excluding the day of posting) of any such meeting to the Members **PROVIDED THAT** notice of any general meeting of the Council at which it is proposed to put a motion to the meeting that the rules of the Council be amended, rescinded or added to requires three (3) calendar month's notice.
- 19.2 The Executive Committee may determine the manner by which such notice is given. Notice of a general meeting must clearly state the nature of the business to be discussed at that meeting. Notice of a general meeting at which it is proposed to put a motion to the meeting that the rules of the Council be amended, rescinded or added to must state the proposed motion in full and that it is proposed as a special resolution, and must in addition be signed by not less than two (2) members of the Executive Committee or representatives of members **PROVIDED THAT** signature of such representatives may be endorsed by an authorised officer of the Member (other than the representative).

## 20. POSTAL BALLOT

- 20.1 In respect of any business which may be validly considered at any general meeting pursuant to these rules, the Executive Committee may (in lieu of such meeting) conduct a Postal Ballot of Members (in these rules referred to as "a **Postal Ballot**" in accordance with the provisions of this rule.
- 20.2 At least twenty-one (21) day's prior to the closing date of a Postal Ballot, the Secretary must send to all Members, ballot papers giving particulars of the business in relation to which the Postal Ballot is conducted, an explanation of the method of voting and a voting form (all in a form and with such content as the Executive Committee may approve), and must give all Members notice of the closing date of the Postal Ballot.
- 20.3 The Secretary must receive all voting forms received from Members in respect of a Postal Ballot and must promptly advise the Executive Committee of the result of the Postal Ballot. Any voting form received at the office after 5:00pm AEST on the closing date of a Postal Ballot is deemed to be invalid and must not be counted.
- 20.4 In the event of an equal number of votes in respect of any business for which a Postal Ballot is conducted, the Chair has a second and casting vote.
- 20.5 In all other respects, subject to these rules, the Executive Committee may determine any other procedures or matters in relation to the conduct of any Postal Ballot and has power to make regulations for that purpose.
- 20.6 In the event of any dispute by any Member in relation to the validity or conduct of any Postal Ballot, such Member may within thirty (30) days of the closing date of such Postal Ballot, give notice in writing to the Executive Committee stating the grounds of his or her complaint. The Executive Committee may either itself investigate the complaint, or may appoint a sub-committee for that purpose. After hearing the complaint, the Executive Committee must determine the matter and its decision is final.

## 21. RULES OF GENERAL MEETING

Unless otherwise provided by these rules, at every general meeting:

- 21.1 The Chairperson presides as chair, or if there is no Chairperson, or if he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy-Chairperson presides as chair, or if the Deputy-Chairperson is not present or is unwilling to act, then the Representatives present must elect one of their number to chair the meeting.
- 21.2 The chair must maintain order and conduct the meeting in a proper and orderly manner.
- 21.3 Every question, matter or resolution must be decided by a majority of votes of the Representatives of the Members present.
- 21.4 Every Representative of the Members present is entitled to one (1) vote and, in the case of an equality of votes, the chair has a second or casting vote. No Representative of a Member is entitled to vote at any general meeting if the Member who appointed the Representative in accordance with rule 7 is in arrears in payment of its annual subscription for more than three (3) months.
- 21.5 Voting is by show of hands unless not less than one-fifth of the Representatives present demand a ballot. The chair of the meeting may appoint two (2) Representatives to conduct the secret ballot in such manner as the chair determines and the result of the ballot as declared by the chair is deemed to be the resolution of the meeting at which the ballot was demanded.

- 21.6 A Representative may vote in person or by proxy and, on a show of hands, every Representative present personally or by proxy is entitled to one (1) vote and in a secret ballot every Representative present in person or by proxy is entitled to one (1) vote.
- 21.7 The instrument appointing a proxy must be in writing, in such form as is approved by the Executive Committee, or, if none is approved, in the common or usual form specified in this rule 21, under the hand of the appointor duly authorised in writing. A proxy may, but need not be a Representative. The instrument appointing a proxy is deemed to confer authority to demand or join in demanding a secret ballot.
- 21.8 Where it is desired to afford representatives an opportunity of voting for or against a resolution, the instrument appointing a proxy must in the following form or a similar form as circumstances permit.

<p><b>TO: AUSTRALIAN RESUSCITATION COUNCIL INCORPORATED ("Council")</b></p> <p>I, .....</p> <p>of .....</p> <p>.....</p> <p>being a Representative of a Member of the Council, <b>HEREBY APPOINT</b></p> <p>.....</p> <p>of .....</p> <p>as my proxy to vote for me on my behalf at the (annual) general meeting of the Council, to be held on the ____ day of _____ 20____, and at any adjournment of that meeting.</p> <p><b>Signed this</b> ____ day of _____ 20____.</p> <p style="text-align: right;">Signature .....</p> <p><b>I authorise my proxy to vote in favour/against the following resolutions:</b></p> <p><b>* <i>Strike out whichever is not desired (unless otherwise instructed, the proxy may vote as he or she thinks fit).</i></b></p>
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- 21.9 The instrument appointing a proxy must be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 21.10 The Secretary must cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive Committee meeting and general meeting and sub-committee 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 that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Executive Committee and sub-committee meeting must be signed by the chair of that meeting or the chair of the next meeting verifying their accuracy. Similarly, the chair of a general meeting, or the chair of the next succeeding general meeting must sign the minutes of that general meeting. The chair of that meeting or the chair of the next succeeding general meeting or annual general meeting must sign the minutes of any annual general meeting.

## 22. REGULATIONS

- 22.1 The Executive Committee may from time to time make, amend or repeal regulations, not inconsistent with these rules, for the internal management of the Council and any regulation may be set aside by any general meeting of the Council.

## 23. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 23.1 Subject to the provisions of the Act, these rules and the Council's statement of purposes may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting **PROVIDED THAT** no such amendment, rescission or addition is valid unless the same has been previously submitted in accordance with the Act (if required under the Act).

## 24. COMMON SEAL

- 24.1 The Executive Committee is responsible for the common seal of the Council and for its safe custody. The common seal only be used by the authority of the Executive Committee and every instrument to which the seal is affixed must be signed by a member of the Executive Committee and counter-signed by the Secretary, or by a second member of the Executive Committee, or by some other person appointed by the Executive Committee for that purpose.

## 25. FUNDS AND ACCOUNTS

- 25.1 The Council will derive funds from gifts, revenue (including fund raising and investments), annual subscriptions and fees and other sources as the Executive Committee determines. The funds of the Council must be invested in the name of the Council in such bank or other investment as the Executive Committee may from time to time direct.
- 25.2 Proper books and accounts must be kept and maintained, either in written or printed form in the English language showing correctly the financial affairs of the Council and the particulars usually shown on books of a like nature, and as required by the Act.
- 25.3 All moneys must be invested as soon as practicable after receipt.
- 25.4 All amounts of twenty (20) dollars or over must be paid by cheque signed by any two (2) of the Chairperson, Vice-Chairperson, Secretary, Treasurer or other persons authorised from time to time by the Executive Committee **PROVIDED THAT** at least one (1) is an elected member of the Executive Committee.
- 25.5 Cheques must be crossed "**not negotiable**", except those in payment of wages, allowances or petty cash recoupment's which may be open.
- 25.6 All expenditure must be approved or ratified at an Executive Committee meeting.
- 25.7 As soon as practicable after the end of each financial year, the Treasurer must cause to be prepared a statement containing particulars of:
- 25.7.1 The income and expenditure for the financial year just ended; and
  - 25.7.2 The assets and liabilities, and of all mortgages, charges and securities affecting the property of the Council at the close of that year.

- 25.8 All such statements must be examined by the auditor, who must present his or her report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 25.9 The income and property of the Council, whenever derived, must be used and applied solely in promotion of its objects and in the exercise of its powers, as set out in these rules, and no portion may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members or Representatives of the Council provided that nothing in this rule 25.9 prevents the payment in good faith of interest to any such Member or Representative in respect of moneys advanced by it to the Council, or otherwise owing by the Council to it or of remuneration to any officers or servants of the Council, or to any Member or Representative of the Council or other person in return for any services actually rendered to the Council **PROVIDED FURTHER THAT** nothing in this rule 25.9 prevents the payment or repayment to any Member or Representative of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Council or reasonable and proper rent for premises demised or let to the Council.

## 26. DOCUMENTS

- 26.1 The Executive Committee is responsible for the safe custody of books, documents, instruments of title and securities of the Council.
- 26.2 All accounts, books, documents and securities (including, without limitation, any minutes required to be prepared under rule 21.10) of the Council must be available for inspection and copying by any Member upon request. The Council may charge Members such reasonable fees for the making of such copies as the Executive Committee from time to time determines.
- 26.3 Any person, by virtue of the person ceasing their office or role in or membership of the Council, has in the person's custody documents of the Council, must return such documents to the Council where required by the Act.

## 27. FINANCIAL YEAR

- 27.1 The financial year of the Council ends on 30 June in each year.

## 28. DISTRIBUTION OF SURPLUS ASSETS

- 28.1 If the Council is wound-up, and there remains, after satisfaction of all of its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the Members, but must be given or transferred to some other institution or institutions having objects similar to the objects of the Council, and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Council under or by virtue of rule 25.9, and which institution or institutions are approved pursuant to the Income Tax Assessment Act as a charitable institution, such institution or institutions to be determined by the Council.
- 28.2 The Council may only voluntarily wind itself up by a resolution at a general meeting and such motion may only be put to a meeting of the Council after three (3) calendar month's' notice has been given to all Members, or otherwise in accordance with the Act.

## **29. STATE BRANCHES**

- 29.1 The Council may from time to time establish state branches of the Council in each State and Territory of Australia, on such terms and conditions and with such functions and powers as the Council may determine or approve from time to time.
- 29.2 The Council may approve, prescribe, vary or revoke rules and regulations for the establishment, conduct and management of such branches, including without limiting the foregoing, in respect of:
- 29.2.1 Membership of state branches;
  - 29.2.2 Meetings of state branches;
  - 29.2.3 Finances and accounts of state branches;
  - 29.2.4 Management committees and office-bearers of state branches; and
  - 29.2.5 The objects, functions and capacity of branches.

## **30. FUNCTIONS OF STATE BRANCHES**

- 30.1 The functions of the state branches are:
- 30.1.1 To gather and collate information, option and requests for presentation to the Council;
  - 30.1.2 To disseminate information from the Council and to respond to requests for information concerning resuscitation;
  - 30.1.3 To promote and coordinate activities supported by the Council.

## **31. POLICY**

- 31.1 In all matters of policy concerning the practice and teaching of resuscitation, the name of the Council may only be used by the state branches or Members in relation to Guidelines, if the Council in general meeting has given prior approval to those Guidelines.

## **32. PUBLIC MEETINGS**

- 32.1 The Council may call public meetings for any purpose, but the Council is not subject to any direction or resolution of such public meeting, except in accordance with these rules.

## **33. AUDIT**

- 33.1 If required by the Act, an auditor must be appointed and the remuneration fixed at each annual general meeting.
- 33.2 The auditor, if appointed, will hold office until the next succeeding annual general meeting unless he or she retires or is removed in accordance with the rules and the Act.
- 33.3 An auditor may be removed from office by the Members in general meeting in accordance with the Act.

- 33.4 The Executive Committee may fill any casual vacancy in the office of auditor and may fix the remuneration of an auditor so appointed.
- 33.5 The auditor must carry out such continuous audit as is required by the Executive Committee and government authorities.
- 33.6 If the Council is or becomes a prescribed association under the Act, the Executive Committee must, after the end of each financial year, cause the accounts of the Council to be audited as required by the Act.

## **34. OFFICERS INDEMNITY AND INSURANCE**

### **34.1 Indemnity**

34.1.1 To the Relevant Extent and subject to the Act the Council will indemnify every person who is or has been an Officer out of the assets of the Council:

34.1.1.1 against any Liability incurred by the Officer in or arising out of the conduct of the affairs or business of the Council, or in or arising out of the discharge of the duties of the Officer, unless such Liability arises out of conduct involving a lack of good faith; and

34.1.1.2 for all reasonable costs and expenses incurred by the person:

- (1) in defending Proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (2) in connection with an application, in relation to such Proceedings, in which the Court grants relief to the person.

34.1.2 The Council may execute and deliver any deed, agreement or other document in favour of any Officer or former Officer to whom this Rule applies, confirming the indemnities contained in this Rule, in relation to that person. The indemnity provisions in these Rules apply whether or not any such deed, agreement or other document is given.

34.1.3 Unless the Executive Committee determines otherwise, the indemnity given pursuant to this rule is confined to Officers and does not extend to employees of the Council.

### **34.2 Insurance**

To the fullest extent permitted by law, the Council may (but is not obliged to) pay, or agree to pay a premium in respect of a contract insuring a person who is or has been an Officer:

34.2.1 against a Liability incurred by the person in his or her capacity as an Officer, or in the course of acting in connection with the affairs of the Council, or otherwise arising out of the Officer's holding such office, which does not arise out of conduct involving a wilful breach of duty in relation to the Council or a contravention of the Act or sections 182 or 183 of the *Corporations Act 2001* (Cth); and

34.2.2 for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

### 34.3 Definitions

In this rule 34:

34.3.1 **"to the Relevant Extent"** means:

34.3.1.1 to the extent the Council is not precluded by law from doing so; and

34.3.1.2 to the extent and for the amount that the Officer is not otherwise entitled to be indemnified and is not otherwise actually indemnified; and

34.3.1.3 where the liability is incurred in the conduct of the business of another corporation or in the discharge of the duties of an Officer in relation to another corporation, to the extent and for the amount that the Officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.

34.3.2 **"Officer"** means:

34.3.2.1 a member of the Executive Committee;

34.3.2.2 a person appointed to a sub-committee established by the Executive Committee in accordance with the Rules; or

34.3.2.3 a person appointed a trustee by, or acting as trustee at the request of the Council.

34.3.3 **"Proceedings"** means any proceedings, whether civil or criminal, in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Officer, or in connection with the affairs of the Council, or otherwise arising out of the Officer's office (including proceedings involving allegations against the Officer of negligence, default, breach of trust or breach of duty in relation to the Council).

## 35. DISPUTES AND MEDIATION

35.1 The grievance procedure set out in this rule 35 applies to disputes under these rules between:

35.1.1 a Member and another Member; or

35.1.2 a Member and the Council.

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

35.3 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 a further 10 days of the scheduled first meeting, hold a meeting in the presence of a mediator.

35.4 The mediator will be selected by agreement between the parties, or failing agreement a person appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

35.5 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

35.6 The mediator will be instructed to:

- 35.6.1 give the parties to the mediation every opportunity to be heard; and
  - 35.6.2 allow due consideration by all parties of any written statement submitted by any party; and
  - 35.6.3 ensure that natural justice is accorded to the parties to the dispute at all times.
- 35.7 The mediator will be instructed not to determine the dispute.
- 35.8 If the dispute is not resolved during mediation, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **36. TAX EXEMPTION**

- 36.1 If the Council has been notified by the Australian Taxation Office that it is endorsed with any tax concessions (including any income tax, fringe benefits or goods and services tax concessions or exemptions):
- 36.1.1 the Council must promptly notify the Australian Taxation Office of all amendments to these rules; and
  - 36.1.2 on winding up the remaining assets of the Council may only be given to an entity that is also endorsed with those same tax concessions.