



AAG

Australian
Association of
Gerontology

BY-LAWS

28 April 2017

Company Limited by Guarantee

BY-LAWS

OF

AUSTRALIAN ASSOCIATION OF GERONTOLOGY LTD

1. Authority

- 1.1 These By-laws are enacted by the Board of the Company, Australian Association of Gerontology Limited, as authorised by Rule 44.3 of the Constitution of the Company.

2. Interpretations

- 2.1 If a By-law listed in this document is inconsistent with a Rule in the Company Constitution, then the Rule will prevail. If any doubt arises as to the interpretation of any By-law, the decision of the Board shall be binding, provided it is recorded in the minutes of a Board meeting.

3. Membership Classes and Categories, and awards of recognition

- 3.1 Under Rule 7.2(a) of the Constitution, Ordinary Members shall comprise the following:
- (1) Individual member: An individual member is someone with interest and expertise in ageing.
 - (2) Student member: A student member is a graduate student or full-time undergraduate student actively working toward a degree or certificate in an area of study involving a major emphasis on ageing. Verification of full-time student status may be required.
 - (3) Early Career Researcher/Practitioner: This class of membership aims to welcome early career researchers and practitioners who are involved in ageing, but may not be in a financial position yet to join as individual members. This class of membership is designed to cover the first three years post-PhD completion or the first three years of employment in the ageing workforce. After three years, Early Career Researchers and Practitioners must convert to an individual membership.

- (4) Concession: Concession Membership is available for individuals with an annual income equivalent to or less than the minimum wage¹.
- (5) Indigenous member: a person of Aboriginal or Torres Strait Islander descent who identifies as an Aboriginal or Torres Strait Islander and is accepted as such by the community in which he or she lives.

3.2 Honorary Life Memberships for Chairpersons

A Chairperson (President) who is appointed in line with Clause 55 of the Constitution and serves a full term in line with Clause 5.2 of the By-laws shall be offered an Honorary Life Membership in line with Clause 9.2 of the Constitution.

3.3 Distinguished Members and Fellowship Awards

- (1) AAG Distinguished Member Award recognises members who have given outstanding service to AAG over many years, through serving on Divisional Committees and/or the National Board, contributing to a range of activities of AAG, and promoting the achievement of AAG's objectives. Nomination is based solely on recognition by and recommendation of AAG's Divisions which is approved by the Board. The Distinguished Member Award provides no special privileges.
- (2) The award of Fellow of the AAG is intended to recognise high professional standing of members in any field of gerontology. Applicants must have been a member of AAG for five years and meet selection criteria approved by the Board. Nomination is supported by endorsement from the AAGs Divisions and is awarded by the Board. The Fellowship Award provides no special privileges, other than recipients being entitled to call themselves a Fellow of the AAG.

3.4 Corporate Members

In addition to Rule 8.1 of the Constitution, a corporate member is a body corporate or other type of organisation with an interest and expertise in ageing. Only the nominated representatives of the corporate member are eligible for Company membership benefits. A Corporate Member, may also be known as an Organisation Member.

¹ As at 1 July 2016, the minimum wage in Australia was \$672.70 per 38 hour week (before tax).

4. Supporting Delegations, Policies and Procedures

- 4.1 The Board may develop and approve a range of delegations, policies, and procedures to support the By-laws and Rules in the operation of the Company. If any doubt arises as to the interpretation of any delegation, policy, procedure or associated guidelines, the decision of the Board shall be final provided it is recorded in the minutes of a Board meeting.

The following Policies, Delegation Authorities and Procedural guidelines have been approved by the Board to support the Constitution and By-laws in the effective operation of the Company. This list is not exhaustive and any policy or procedure approved by the Board as recorded in Board minutes whether listed below or not shall carry the same authority as these By-laws.

- Member Code of Conduct
- Board Orientation Manual
- Statement of Delegated Authority
- Chief Executive Officer position description
- Division and Volunteer Guidelines
- Charters Sub-committees
- Terms of Reference for Special Interest Groups
- Occupational Health & Safety Policy (complying with State, Territory and Federal laws)
- Harassment and Anti-discrimination Policy
- Travel & Reimbursement Policy
- Operational and Procedural Guidelines

5. Governance

- 5.1 In addition to Rule 45.2, the Board will meet at least twice per year face-to-face. One of these meetings will coincide with the Company's National Conference.
- 5.2 The office bearers identified in Rule 55.3 will perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper governance of the Company.
- (1) Office bearer roles will be appointed by the Board for two year terms and there will not be a limit to the number of terms that an office bearer can be re-appointed by the Board, subject to Rule 55.2.

- (2) The Chairperson/ President will be responsible for co-ordinating succession planning of the Chairperson/ President. The remaining office bearing roles will be for the Board to resolve.

5.3 The President will be responsible for:

- (1) chairing all Board meetings and general meetings;
- (2) presiding over a symposium address at each National Conference during the term of their presidency;
- (3) representing the Company externally, including national media and external stakeholder meetings with national peak bodies and Federal Government, unless otherwise delegated, as per clause 14.1(1) below; and
- (4) conducting the mid-year performance review and annual review of the Chief Executive Officer.

5.4 The Treasurer will be responsible for:

- (1) advising the Board of Directors on budgets and expenditure of funds; and
- (2) ensuring that all audited financial reports are delivered on time and presented to members at the Annual General Meeting.

5.5 The Company Secretary will be responsible for:

- (1) acting as the chief administrative officer of the Company;
- (2) ensuring that all returns and records are lodged with the Australian Securities and Investment Commission on time;
- (3) ensuring the appropriate notice is given and documentation prepared and delivered for directors' meetings, agendas are distributed and minutes kept;
- (4) ensuring that proper accounts are maintained and annual reports are prepared;
- (5) ensuring that documentation is prepared and distributed at the appropriate times for general meetings;
- (6) maintaining the registered office of the Company; and

- (7) preparing, with directors, a report for the liquidator on the affairs of the Company in the event of winding up or liquidation and to attend the creditors' meeting.
- 5.6 The role of the Directors of the Board, including Directors elected onto the Board by Divisions in accordance with clause 7, is to provide effective governance of the company and make decisions in the best interests of the Company and its members; Directors will not sit on the Board to represent the specific interests of individual Divisions, or the interests of Division Committees.
- 5.7 The responsibilities of the Directors of the Board include:
 - (1) providing leadership;
 - (2) oversight of the Company, including control and accountability systems;
 - (3) determination of the Company's strategic direction and final approval of the strategic plan, operating budgets and performance objectives;
 - (4) Reviewing and ratifying codes of conduct and legal compliance;
 - (5) Assumption of responsibility for the Company's compliance with relevant laws and regulations, including financial reporting;
 - (6) Appointing and removing the Chief Executive Officer;
 - (7) Monitoring and reviewing the performance of the Board and the Chief Executive Officer; and
 - (8) Monitoring and supporting Committees of the Board.

6. Committees of the Board²

- 6.1 In support of Rule 44.1(a) of the Constitution, each Committee of the Board shall be chaired by a member of the Board of Directors; however, the individual members of the Committee may be drawn from the total membership of the Company.
- 6.2 The Chair of the Committee will be responsible for ensuring that all tasks assigned to the Committee are carried out to the satisfaction of the Board of Directors.

² Excludes Division Committees which are referred to separately in Clause 8 of the By-laws.

- 6.2 The duties, responsibilities and mode of operation of Committees of the Board shall be as laid down by the Board from time to time in accordance with the Constitution.

7. AAG Board elections

- 7.1 In accordance with Clause 38 of the Constitution, elections were held for all board positions in 2013. In addition to Clause 38 the rotation of Elected Director positions from 2017 is as follows:
- SA, WA, NSW - 2017 and then every three years
 - NT, QLD, TAS - 2018 and then every three years
 - ACT, VIC - 2019 and then every three years
- 7.2 In addition to Clause 39 of the Constitution the election of an Elected Director to the Board shall be in accordance with the following:
- 1) At least 30 days' notice provided to Members of the relevant Divisions advising the vacancy of the AAG Board position, the intended date for election, an information sheet listing Directors' responsibilities, and a call for nominations with at least 21 days for submission of nominations;
 - 2) All Nominations must be in writing and signed by at least one Resident Member of the relevant Division and also signed by the nominee consenting to such nomination. A brief biography and a photo should be provided for each nominee;
 - 3) A minimum of one nomination is required from each rotating Division;
 - 4) Nominations should be sent to the National Office who will check that each person nominated is a financial member of AAG;
 - 5) A ballot paper must be prepared listing all the candidates nominated. The nominated candidate's position on the ballot paper shall be determined by the drawing of lots;
 - 6) Ballot papers shall be circulated to all Relevant Division members at least fourteen (14) days prior to the closure of the ballot. The candidates' summaries shall be distributed to the Relevant Division members at the same time as ballot papers are distributed
 - 7) Only Resident Members of the Relevant Division are eligible to vote on the election of the Elected Director and they shall each have one vote;
 - 8) Members shall vote by placing a tick (✓) alongside the candidate selected by them. If more than the required ticks appear on the ballot paper, the vote shall be deemed to be invalid;

- 9) An independent returning officer shall be approved by the Board and shall be responsible for receiving nominations and counting the votes cast;
- 10) If a tied vote occurs, there will be a re-vote;
- 11) Where only one nomination is received for the position of an Elected Director, the nominee shall be elected onto the Board unopposed, and there will be no need for Resident members of the Relevant Division to cast a vote.

8. Divisions and Division Committees

- 8.1 The Board reserves the right to establish Divisions in each Australian State and Territory in accordance with Rule 57 of the Company Constitution.
- 8.2 Each Division shall be managed by a Committee of not fewer than four members. All members of the Division Committee must be current members of the Company.
- 8.3 The Division Committee shall elect the following Office Bearers from amongst the Division Committee members:
 - (1) a Division Chair, who will chair Division Committee meetings (the Chair may or may not be an elected Director of the Board);
 - (2) a Division Treasurer, who will assist the Division Committee with budget and financial matters;
 - (3) a Division Secretary, who will assist the Division Committee with secretariat support functions;
 - (4) a Student/Early Career Representative, who will assist the Division Committee in developing student events and programs; and
 - (5) such other positions as the Division Committee may determine from time to time to assist in the delivery of member services and other operations at the local and regional level.

All other duties of Division Office Bearers shall be determined by the Division Committee to reflect the requirements of the Division. The election of Office Bearers will take place at the first Division Committee meeting following the Division Committee elections.

- 8.4 With the exception of the elected Director of the Board (see Rule 39 of the Company Constitution), the Division Committee shall be elected on an annual basis. Division Committee elections shall be completed at least 60 days prior to the Company's Annual General Meeting³.
- 8.5 The Division Committee election can be undertaken at a meeting of members, by postal ballot or by electronic/web based means and shall be a secret ballot. For postal and web based voting the ballot shall remain open for at least 7 days.
- 8.6 Division Committee elections shall be conducted in accordance with the following:
- (1) at least 30 days' notice to members advising the number of committee vacancies, the intended date for election, an information sheet listing Directors' responsibilities, and a call for nominations with at least 21 days for submission of nominations;
 - (2) information about each nominee and the procedures for voting shall be made available to all Division members via print, email notice or on the web via an email link or combination of these at least 7 days prior to the opening of the voting period;
 - (3) the ballot form will list each candidate's name only;
 - (4) members will be entitled to one vote;
 - (5) if a tied vote occurs, there will be a re-vote;
 - (6) if the number of nominations for the Division Committee is equal to or less than the number of vacancies, no election will be held and the nominees will take office unopposed.
- 8.7 The position of a Division Committee member becomes vacant if the member:
- (1) ceases to be a member of the Company under Rule 12.1 of the Company Constitution;
 - (2) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (3) fails to attend three consecutive Committee meetings without notice;

³ NB: There is no requirement for a Division to hold an Annual General Meeting (AGM) as Divisions are not separate legal entities and hence have no obligations under law to hold a formal AGM. Divisions should refrain from using the term AGM to avoid giving the impression that the Division has some independent legal status.

- (4) resigns; or
- (5) dies.

Where a casual vacancy exists, the Division Committee may appoint a qualified person to fill the casual vacancy until the next Division Committee election.

- 8.8 Division elections to elect a Director to the Board in accordance with Rule 39 of the Constitution will be separate to Division Committee elections, and will be organised triennially in conjunction with the national office, although they may be held concurrent with Division Committee elections.
- 8.9 The Division elected Director of the Board will sit on the Division Committee as a co-opted member of the Committee for the duration of their term as Director to ensure the Division Committee is informed of Board activities.
- 8.10 Divisions shall have the right to adopt supplementary rules and procedures for the administration of their affairs, subject to approval of the Board. Division rules will need to be consistent with the Company's policies and operating procedures, and there must be no conflict with the Constitution or By-laws. If any conflict arises, the Constitution, By-laws, and other policies and procedures as approved by the Board shall prevail.
- 8.11 Divisions may form Chapters where there is local support to run a chapter. Divisions will be responsible for establishing appropriate policies and procedural guidelines for Chapters.

9. Membership Fees Disbursements to Divisions

- 9.1 Membership fees disbursements to Divisions are made up of the following components combined:
 - (1) Base Funding: \$1000 will be provided for each Division (intended to support smaller divisions with low membership numbers).
 - (2) Membership Indexed Funding: 10% of the membership subscription income generated by the Division for the current year, or 10% of the membership subscription income for the previous year, whichever is lower.
 - (3) Growth Indexed Funding: 25% of the membership subscription income generated by the Division that is in excess of the

membership subscription income of the previous year or \$0, whichever is higher.

10. Management of Company Funds and Budgeting

- 10.1 The Board of Directors maintains ultimate responsibility for the strategic direction and performance of the Company and its financial solvency, and is therefore the ultimate authority on the Company's budget.
- 10.2 The Board of Directors authorises any two (2) of the Company Secretary, Treasurer and up to three Directors appointed by the Board to sign formal documents and authorise payments as and when required.
- 10.3 The Company is a single integrated national entity requiring one set of accounts only, and one balance sheet or 'bank balance'.
- 10.4 The Company shall operate its accounts on a consolidated basis, and the National Office shall provide accounting support services to each Division.
- 10.5 The National Office shall ensure that a financial report is submitted to each Division Committee on a frequency nominated by the Committee, but not less than quarterly and not more than monthly.
- 10.6 The National Office budget will be prepared for the Board's consideration by 30 April each year, and will recognise membership fees, income from national events, government grants, and any sponsorship or funding secured for nationally managed programs.
- 10.7 Each Division will be responsible for providing a budget for the Board's consideration by 31 March each year, in preparation for the following financial year. Where Chapters exist, Divisions will need to include their Chapter's budget within the Division budget.
- 10.8 Account and job codes will be allocated to each Division. Income earned (including disbursements and any interest) and funds expended by each Division will be listed against each Division's account code.
- 10.9 Funds listed against each Division's account code may be expended by the respective Division on Division related activities.
- 10.10 Each Division will have a Company Debit card to use as petty cash with a limit of \$500 that will be topped up as required, unless increased by the authority of the Board. All tax invoice receipts will need to be sent to National Office at the end of each month.

- 10.11 Invoices for payment associated with Division expenses will need to be signed by the approved Division signatory with a detailed description of the purchase, and forwarded to National Office for payment.
- 10.12 Clauses 11.7 to 11.10 above may also apply to Chapters, upon request by the Chapter's host Division.

11. General Operations and Management

- 11.1 In accordance with Rule 44.6 of the Company Constitution, the Chief Executive Officer shall be appointed by, and report to, the Directors of the Board.
- 11.2 The responsibilities of the Chief Executive Officer include:
- (1) Making recommendations to the Board of Directors as to the strategic direction of the Company;
 - (2) Managing the Company's contracts to achieve the Company's objectives;
 - (3) Managing the Company's financial and human resources;
 - (4) Performing against established KPIs to deliver the objectives of the Company as set out under the strategic plan;
 - (5) Developing, implementing and updating administrative and operational policies and procedures;
 - (6) Providing regular reports to the Board of Directors (at least once every two months) on the Company's operations and its performance against agreed criteria, including membership and budget;
 - (7) Advising the Board immediately of any material matters impacting or potentially impacting on the Company's operations; and
 - (8) Operating within delegated authority limits set by the Board of Directors.
- 11.3 All other staff, including any support staff, shall be appointed by the Chief Executive Officer or as delegated by the Chief Executive Officer, within the budget allocations set by the Board.

12. Special Interest Groups

- 12.1 The Company may, from time to time, establish special interest groups where members express a common area of interest related to ageing that they would like to pursue through an exchange of information and/or collaboration, and where there is a convenor willing to take on the responsibility of managing the special interest group.
- 12.2 Special interest groups are open to all members of the Company. A minimum of 10 members is required for the special interest group to function.
- 12.3 The special interest group must maintain a minimum of one convenor and a maximum of two co-convenors. A convenor of the special interest group is responsible for:
- (1) Chairing all special interest group meetings;
 - (2) Facilitating the development of activities;
 - (3) Preparing an annual report for the Board of Directors; and
 - (4) Communicating with members using the resources of the National Office.
- 12.4 The National Office is responsible for:
- (1) Providing information about the special interest group to potential and existing members of the Company;
 - (2) Maintaining a membership list;
 - (3) Facilitating communication between convenors and members; and
 - (4) Providing agreed targeted support, based on alignment between the special interest group's activities and the Company's strategic goals.
- 12.5 The convenor will submit a written annual report on the activities and outcomes of the special interest group to the Board of Directors at least one month ahead of the Annual General Meeting, for inclusion in the Chair's Report presented at the Annual General Meeting.
- 12.6 All financial matters relating to the special interest group will be managed by and with the approval of the Board of Directors.
- 12.7 The Chief Executive Officer of the Company will be the point of contact between the special interest group and the Board of Directors.

13. Communications

- 13.1 In relation to external communications:
- (1) In addition to Clause 5.3 (3) above, the Chair may delegate external representation and communications with Federal Government, national peak bodies and national media to other Directors of the Board and/or Division Chairs, as appropriate; and
 - (2) Division Chairs and Directors of the Board have the authority to represent the company with local and state and territory governments, local businesses and organisations, and local media.
- 13.2 A Board report summary will be distributed to Divisions after each Board meeting once the summary has been approved by the Chair of the Board.
- 13.3 The Company's annual report will be posted on the Members Only section of the website.

14. Miscellaneous

- 14.1 In addition to Rule 69.3 of the Company Constitution, members may challenge a vote and demand a recount where the vote by show of hands is inconclusive.