

Associations Incorporation Act 1981 - Schedule 2
Rules Of The Customer Contact Management Association Inc.

1. Name

1. The name of the incorporated association is Customer Contact Management Association Inc. The association is also known as CCMA.

2. Interpretation

2.1. In these rules, unless the contrary intention appears:

'Committee' means the Committee of Management of the Association.

'Financial Year' means the year ending June 30th.

'General Meeting' means a general meeting of members convened in accordance with Rule 12.

'Member' means a member of any level.

'Life Member' means a life member of the association.

'Individual Member' means an individual member of the association.

'Company Member' means a company member of the association, the benefits of which may apply to one or more persons.

'Ordinary Member of the Committee' means a member of the committee who is not a Director or Public Officer of the Association under rule 13.

'The Act' means the Associations Incorporation Act 1981.

'The Regulations' means Regulations under the Act.

2.2 In these Rules, a reference to the Secretary of the Association is a reference to:

(a) Where a person holds office under these Rules as Secretary of the Association - to that person; and

(b) In any other case, to the Public Officer of the Association.

2.3 Words or expressions contained in these rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3. Application for Membership

3.1 A natural person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association upon payment of the entrance fee and annual subscription payable under these rules.

3.2 A person who is not a member of the Association shall not be admitted to membership unless:

(a) A signed and completed application for membership is lodged with the Membership Director; or

(b) An online membership application is completed.

A copy of the Rules must be made available upon request by the member.

3.3 Should an application for membership be rejected by the committee, the Membership Director shall notify the applicant of the decision, stating reasons for the rejection, within 28 days of the date of the committee meeting.

3.4 Upon receipt of a written application, the Membership Director shall enter the applicant's details in the register of members' database and, upon the name being so entered, the applicant becomes a member of the association.

3.5 Any rights, privileges, or obligations of an Individual member of the association:

- (a) Are not capable of being transferred or transmitted to another person; and
- (b) Terminates upon the cessation of membership whether by death, resignation or otherwise.

3.6 Any rights, privileges, or obligations of a Company member of the association:

- (a) Are capable of being transferred or transmitted to another person; and
- (b) Terminates upon the cessation of the nominated person's employment with the member company.

4. Levels Of Membership.

4.1 Levels of membership will be as determined from time to time by the Committee.

4.2 A Life Member shall be deemed to be an individual who has served as a Director of the Association for a minimum five-year term on the Committee, demonstrated significant value to the Committee, the Association and received full endorsement by the outgoing Committee of Management.

5. Entrance Fee and Annual Subscription

5.1 The Entrance Fee and Annual Subscription shall be as determined by the Committee from time to time.

6. Register Of Members

6.1 An Executive Committee Member shall keep and maintain an electronic database register of members. A second Executive Committee Member must keep a second updated copy of this database for back up purposes. In this register shall be entered the full name, address and contact details of each member.

7. Resignation of Members

7.1 A member of the association who has paid all monies due and payable to the Association may resign from the Association by forwarding a written notice of

their wish to resign to the Membership Director. Upon receipt of the 'written notice' the member ceases to be a member.

7.2 Upon receipt of a 'written notice', as described above, the Membership Director shall remove their details from the register of members.

8. Expulsion of Members

8.1 Subject to the rules, the committee may by resolution:

- (a) Expel any member from the Association; or
- (b) Suspend any member from membership of the Association for a specified period.

If the committee is of the opinion that the member:

- (a) Has refused or neglected to comply with these rules;
- (b) Has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association; or
- (c) Has utilised a function as a proactive platform for attracting business.

8.2 If the committee passes a resolution under sub-clause 8.1, the Secretary shall, as soon as practicable cause to be served on the member a notice in writing:

- (a) Setting out the resolution of the committee and the grounds on which it is based;
- (b) Stating that the member may address the committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) Stating the date, place and time of that meeting;
- (d) Informing the member that they may do one or more of the following:
 - (i) Accept the resolution of the committee
 - (ii) Attend the meeting
 - (iii) Give to the Secretary before the date of the meeting a written statement seeking the revocation of the resolution; and
 - (iv) Not later than 24 hours before the date of the meeting lodge with the Secretary a notice to the effect that they wish to appeal to the Association in General Meeting against the resolution.

8.3 At a meeting of the committee held in accordance with sub-clause 8.2, the committee shall:

- (a) Give the member an opportunity to be heard;
- (b) Give due consideration to any written statement submitted by the member; and
- (c) By resolution determine whether to confirm or to revoke the resolution.

8.4 If the Secretary receives a notice under sub-clause 8.2, they shall notify the committee and the committee shall convene a General Meeting of the Association to be held not earlier than 14 and not later than 28 days after the date on which the Secretary received the notice.

8.5 At a General Meeting of the Association convened under sub-clause 8.4:

- (a) No business other than the question of the appeal shall be transacted;
- (b) The committee may place before the meeting details of the ground for the resolution and the reasons for the passing of the resolution;
- (c) The member shall be given an opportunity to be heard; and
- (d) The members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

8.6 If at the General Meeting of the Association:

- (a) Two thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) In any other case the resolution is revoked.

9. Annual General Meeting

9.1 The Association shall, between the first week of July and the first week of August in each calendar year, convene an Annual General Meeting.

9.2 The Annual General Meeting shall be held on such a day as the committee determines.

9.3 The Annual General Meeting shall be specified as such in the notice convening it.

9.4 The ordinary business of the Annual General Meeting shall be:

- (a) To confirm the minutes of the last preceding annual general meeting and of any general meetings held since that meeting;
- (b) To receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
- (c) To elect Directors of the Association and the ordinary members of the committee; and
- (d) To receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

9.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

10. Special General Meetings

10.1 All General Meetings other than annual general meetings shall be called Special General Meetings.

10.2 The committee may, whenever it thinks fit, convene a special general meeting of the Association.

10.3 The committee shall, on the requisition in writing of members representing not less than 25 per cent of the total number of members, convene a Special General Meeting of the Association.

11. Notice Of Meeting

11.1 The Secretary of the Association shall, at least 30 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each member a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

11.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

11.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after receipt of the notice.

12. Proceedings at Meetings

12.1 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present or have provided proxy votes within the time-frames dictated in these rules.

12.2 Ten members personally present, or having provided proxy votes, (being members entitled under these rules to vote at a General Meeting) constitute quorum for the transaction of the business of a General Meeting.

12.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present the meeting, if convened upon the request of the members, shall be dissolved and any other case shall stand adjourned to the same day in the next week at the same time.

If at the adjourned meeting, within half an hour after the appointed time for the commencement of the adjourned meeting a quorum is not present, and proxy votes have not been provided, the members present (being not less than 3) shall be a quorum.

12.4 The President, or in the absence of the President, the Secretary, shall preside as Chairperson at each General Meeting of the Association.

12.5 If the President and the Secretary are absent from a General Meeting, the members (being members entitled under these rules to vote at a General Meeting) present shall elect one of their number to preside as Chairperson at that meeting.

12.6 The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

12.7 A question arising at a General Meeting of the Association shall be determined on a show of hands and a declaration by the Chairperson that a

resolution has, on a show of hands, been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in that resolution.

12.8 Upon any question arising at a General Meeting of the Association, a member (being a member entitled under these rules to vote at a General Meeting) has one vote only, and:

- (a) All votes shall be given personally or by proxy;
- (b) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a casting vote. This vote shall be decided prior to the commencement of the General Meeting and will be contained in a sealed envelope.

12.9 A member (being a member entitled under these rules to vote at a General Meeting) is not entitled to vote at any General Meeting unless all monies due and payable by the member to the Association have been paid.

12.10 Each member (being a member entitled under these rules to vote at a General Meeting) is entitled to appoint another member (also being a member entitled under these rules to vote at a General Meeting) as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting, on the form attached at Appendix 1.

13. Committee of Management

13.1 The Committee:

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

13.2 The Directors of the Association shall be:

- (a) President
- (b) Treasurer
- (c) Secretary
- (d) Up to six additional Directors, each with a specific portfolio of responsibility.

13.3 Each Director of the Association shall hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.

13.4 In the event of a casual vacancy in any office referred to in sub-clause 13.2, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

13.5 Subject to section 23 of the Act, the Committee shall consist of:

- (a) The Directors of the Association; and
- (b) Up to Twelve ordinary members each of whom shall be elected at the Annual General Meeting of the Association each year.

13.6 Each ordinary member of the Committee shall, subject to these rules, hold office until the Annual General Meeting next after the date of election but is eligible for re-election.

13.7 In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the Committee may appoint a member of the Association (being a member entitled under these rules to hold office) to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

14. Elections of Directors and Vacancy

14.1 Nominations of candidates for election as Directors of the Association or ordinary members of the Committee shall:

- (a) Be made in writing, signed by a member of the Association (being a member entitled under these rules to vote at a General Meeting) and accompanied by the written consent of the candidate (being a member entitled under these rules to hold office); and
- (b) Be delivered to the Secretary not less than seven days before the date fixed for the holding of the Annual General Meeting.

14.2 If the number of nominations received is less than the number of vacancies to be filled, the persons nominated shall be deemed to be elected and further nominations shall be received verbally at the Annual General Meeting.

14.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

14.4 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

14.5 For the purposes of these Rules, the office of the Association or of an ordinary member of the Committee becomes vacant if the Director or member:

- (a) Ceases to be a member of the association;
- (b) Resigns from office by notice in writing given to the Secretary; or
- (c) Becomes an insolvent under administration within the meaning of the Companies (Victoria) Code.

15. Proceedings of Committee

15.1 The Committee shall meet at least 6 times in each year at such places and times as the Committee may determine.

15.2 Special meetings of the Committee may be convened by the President, or by any four of the members of the Committee

15.3 All Committee members shall attend a minimum of 6 meetings in each year.

15.4 Notice shall be given to members of the Committee of any special meetings specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

15.5 Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

15.6 No business shall be transacted unless a quorum is present and, if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same time at same place in the next week, unless the meeting was a special meeting in which case it lapses.

15.7 At meetings of the Committee:

- (a) The President or in the President's absence the Secretary shall preside; or
- (b) If the President and Secretary are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

15.8 Questions arising at a meeting of the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

15.9 Each member present at a meeting of the Committee is entitled to one vote only and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

15.10 Written notice of each committee meeting shall be served on each member of the Committee by delivering it to the member at a reasonable time before the meeting or by sending it via an appropriate means of communication.

15.11 Subject to sub-clause 15.5, the Committee may act notwithstanding any vacancy on the Committee.

15.12 At the completion of each Committee year a Director may nominate a Committee bearer for Life Membership with the Association. The nomination is subject to an individual having served as a Director of the Association for a

minimum five year term on the Committee, demonstrated significant value to the Committee, the Association and received full endorsement by the outgoing Committee. Upon Committee resolution the nominee will be presented with a certificate and Life Membership plaque at a designated function.

16. Secretary

16.1 The Secretary of the Association shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

17. Treasurer

17.1 The Treasurer of the Association shall:

- (a) Collect and receive all monies due to the Association and make all payments authorised by the Association; and
- (b) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

18. Removal of Member of Committee

18.1 The Association in General Meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in their place to hold office until the expiration of the term of the first mentioned member.

18.2 Where the member to whom a proposed resolution referred to in sub-clause 18.1 makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

19. Cheques

19.1 Two members of the Committee shall sign all cheques and other negotiable instruments.

20. Notices

20.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the address shown in the Register of Members.

20.2 Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

21. Winding up Or Cancellation

21.1 In the event of the Association being dissolved or directed to wind up and deregistered by the Registrar, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

22. Custody of Records

22.1 Except as otherwise provided in these rules, an Executive Committee Member shall keep in their custody or under their control all books, documents and securities of the Association.

22.2 All accounts, books, documents and securities of the Association shall be available for inspection by Full, Honourary, Corporate members upon request in writing.

23. Funds

23.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, event sponsorship and such other sources as the Committee determine.

24. Not for Profit

The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

25. Alteration of Rules

25.1 The rules of the Association shall not be altered except in accordance with the Act.