



# **THE APEX MANUAL**

The rules and procedures of  
The Association of Apex Clubs of Australia

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# 1 About this document

This document:

- (a) shall be known as The Apex Manual;
- (b) is subject to and is to be read in conjunction with the Constitution;
- (c) is not intended to limit, by implication or otherwise, the powers of the National Board, Regions, Clubs or Members of Clubs that arise under the Constitution or otherwise at law; and
- (d) sets out certain rules, policies and procedures to be followed by the National Board, Regions, Clubs and Members of Clubs.

## 2 Compliance

The Rules shall be binding on and shall be followed by the National Board, Regions, Clubs and Members of Clubs.

## 3 Interpretation

### 3.1 Definitions

Words defined in the Constitution have the same meaning in this document and the following words have the meaning given to them below:

**AGM** means the Annual General Meeting.

**Association Consultants** means such persons appointed to that role in accordance with clause 18.

**Handover Meeting** means the annual meeting of a Member at which the positions on the board of that Member are handed over to persons to hold those positions until the next handover meeting.

**Foundation Project** means a project proposed and supported by the Foundation.

**Constitution** means the constitution of the Association.

**Hours of Service Work** means:

- (i) Service Hours are those which have been approved by the Club at either a General or Board Meeting or by the Club Board or Service Director as assistance to the community, individual or Club, such approval being given prior to the actual provision of service.
- (ii) Assistance to the community is defined as the actions or provision of service to assist and improve the community, individual or Club, or the process of raising funds for assisting or improving the community, individual or Club.
- (iii) Where a Member is engaged in providing assistance to their local community, those hours involved in necessary preparation prior to performing the assistance and those hours involved in the actual performance of the assistance are deemed service hours. Where a Member is engaged in providing assistance outside their local community, in addition to the hours referred to above, the hours taken by the Member to travel to and from the place where the Member is performing the assistance are also deemed service hours.

**Lobby Motion** means a motion put to an AGM to encourage either Federal or State or Local Governments to implement or achieve a certain object.

**National Component** means the portion of the National Fee that is approved at the AGM.

**National Fee** means the annual fee payable by a Club to the Association.

**Rules** means the Constitution and this document.

**State Component** means the portion of the National Fee that is approved at a State Convention.

### 3.2 Interpretation

Any reference in the Constitution, Rules and Association Rules to the male gender shall be deemed to be referring to all genders unless the context otherwise dictates.

## 4 Projects

Projects at any level of the Association are the primary means by which Members of the Association implement and fulfil the Ideals and Objects.

### 4.1 Association Projects

- (a) The National Board shall encourage all clubs to take part in an Association Project.
- (b) The National Board shall seek proposals for Association Projects from Clubs.
- (c) In the absence of a proposal from a Club or a combination of Clubs, the National Board may propose an Association Project.
- (d) Proposals for Association Projects to must comply with the rules for Association Projects set out in clause 4.2.
- (e) The National Board shall review proposals for Association Projects to ensure that the proposals comply with the rules for Association Projects and are, in the view of the National Board, satisfactory Approved Proposals.
- (f) Approved Proposals shall be put to Voting Members at an AGM of the Association.
- (g) Only one Association Project can operate at any time. Where there are multiple Approved Proposals being put to Voting Members at an AGM of the Association the Voting Members shall vote for the Approved Proposals by secret ballot.



## 4.2 Rules of Association Projects

- (a) Any proposal for an Association Project shall contain the following information:
  - (i) a detailed estimate of the cost of implementation including:
    - (A) amounts to be allocated for administration and publicity;
    - (B) an estimate of the period of time necessary for its completion; and
    - (C) a fixed sum of moneys sought from Clubs;
  - (ii) evidence of the practicability of the Project having regard to the functions and/or activities of Governments in the area to which the Project relates; 3
  - (iii) evidence of support and the extent of that support by organisations involved in the area to which the Project relates; and
  - (iv) such other material as the proposer feels is relevant.
- (b) An Association Project commences at the conclusion of the AGM at which it is adopted.
- (c) An Association Project concludes immediately prior to the conclusion of the AGM succeeding the AGM at which the Association Project was adopted.
- (d) Every Association Project shall include the words "Apex Australia" in its name and the beneficiary of the Association Project shall agree that the words "Apex Australia" be included in the name of the Association Project.
- (e) Once a proposal for an Association Project is an Approved Proposal the Club or the National Board proposing the proposal shall be entitled to circulate details of the proposal or solicit votes for such proposal to the Clubs.
- (f) Where a proposed Association Project is of a medical nature, the proposal must contain written comment from the National Health and Medical Research Council or equivalent body on the need and the practicability of the Project and a summary of work done and organisations working in that area.
- (g) An Association Project must have a management committee.

## 4.3 Operating an Association Project

- (a) Where a management committee engages any person or organisation to assist in the raising of funds for the Association Project for a fee and where it is proposed that a fee shall be paid from the funds raised by that person or organisation, then such arrangement shall not be implemented unless the arrangement is approved by the National Board.
- (b) The management committee shall report to the National Board and/or to Clubs on the progress of the Association Project on request from the National Board.

(c) The National Board shall not be required to provide any funds to the management committee unless the funds are set out in an Approved Proposal adopted at an AGM.

(d) Any and all net funds raised from any Association Project which does not have as its major goal or objective, fundraising for an external body or third party, must be invested with the Foundation.

#### **4.4 Foundation Projects**

(a) Where there is no Association Project in operation, a Foundation Project can be implemented by the National Board at its discretion.

(b) The National Board shall encourage all clubs to take part in a Foundation Project.

#### **4.5 Regional Projects**

Regions and Clubs within a particular Region can propose and operate a Regional Project in the same manner as an Association Project (with the necessary changes to allow the operation of a Regional Project by a Region).

#### **4.6 Club Projects**

(a) Clubs and Members of Clubs can propose and operate projects within that Club.

(b) A Club Project must be approved by the Club prior to the commencement of the project.

### **5 Pecuniary gain**

(a) The implementation of the ideals and objects of the Association shall not be carried out for profit or pecuniary gain to any Member.

(b) Members of Clubs are prohibited from employment either directly or indirectly by the Association or any Region or Club without the prior written consent of the National Board.

(c) The Association and any Region or Club of the Association is prohibited from making any distribution in money, property or otherwise to its members from any activity associated with Apex provided that Members shall be entitled to be reimbursed for expenses properly incurred and approved in administering the Association, Region or Club.

## 6 Representations to Government and other Bodies

Where the Association or a State passes a Lobby Motion conveying the attitude or opinion of the Association or State on matters affecting that institution's policy, the following steps shall be taken:

- (a) the submission of evidence shall be finalised and approved by the National Board;
- (b) the proposer shall seek a personal interview with a representative of the institution;
- (c) the submission shall be tabled and discussed at the interview and followed up to obtain the opinion of the institution in response to the submission.

## 7 Clubs

### 7.1 Formation

- (a) Applications to form a Club shall be presented to the National Board.
- (b) The National Board shall set standard procedures and forms to be used in applications to form Clubs.
- (c) In addition to any other requirements, the National Board may require the Club to pay a Charter Fee before issuing the Charter to the Club.
- (d) Approval of the formation of Clubs may be given by the National Board only in those centres, which have a sufficient diversity of business, agricultural, institutional and professional activities to ensure membership resources sufficient to ensure the future stability of a Club.
- (e) Unless otherwise directed by the National Board a Club shall for all purposes be deemed to be included in the closest geographical Region to the Club.
- (f) An application for permission to form a Club in any centre shall be in the form prescribed by the Association and shall be signed by at least 10 persons eligible for active membership of the prospective Club.
- (g) The petition shall be approved by the Board of the Club, which investigated such formation, and by the Training Manager.
- (h) The petition shall then be forwarded to the National Board for consideration.
- (i) Upon the approval by the National Board of an application for permission to form a Club, the National Board may fix the territorial limits of the Club.
- (j) It shall direct the formation of the Club under the supervision of such other person or persons as it deems fit.
- (k) Clubs may be permitted to sponsor more than one Club at a time.

- (l) The Officers of the prospective Club shall complete and forward to the National Board an application for charter in a form prescribed by the National Board and shall certify that the requirements set out therein have been satisfied.
- (m) The application must be accompanied by evidence of an application by the Club for incorporation or the application will be invalid.
- (n) Upon confirmation of approval of charter by the National Board, there shall be issued to the Club by the National Board a Charter of membership in the Association signed by the National President and Communications Manager and under the Seal of the Association.
- (o) The Charter shall be in the form prescribed by the National Board.
- (p) The newly formed club and their sponsoring club shall be exempt from the National Fee for the first twelve months after the new club receives its charter. Fees will then be levied on both the newly formed club and their sponsoring club as follows:
  - Year 2: 33% of the National Fee
  - Year 3: 66% of the National Fee
  - Year 4: 100% of the National Fee

## 7.2 Club board

- (a) The business of each Club is to be administered by its Club Board.
- (b) All of the powers of a Club Board can be exercised by the Club at a Club Meeting.
- (c) Each Club shall elect Members of that Club to hold the following positions:
  - (i) President;
  - (ii) Secretary; and
  - (iii) Treasurer.

## 7.3 Other portfolios

- (a) The Club President may appoint persons to the Club Board to manage any of the following roles or activities of the Club:
  - (i) Service;
  - (ii) Fellowship;
  - (iii) Social;
  - (iv) Commissariat;
  - (v) Membership;
  - (vi) Citizenship;
  - (vii) Apex Foundation;
  - (viii) Youth;
  - (ix) International Relations;
  - (x) Public Relations;
  - (xi) Programmes;
  - (xii) Dinner Notice Editor; and
  - (xiii) such other portfolios as the President may deem necessary.

(b) Persons appointed to any of the roles or portfolios above shall report on the activities in their role or portfolio since the previous meeting.

## **7.4 Term of Office**

- (a) All positions on Club Boards are for a term of one year.
- (b) No Member of a Club shall hold the office of Club President for two terms in succession unless:
  - (i) appointed or elected to fulfil an unexpired term of not more than six months;
  - (ii) the President of a newly chartered Club may be re-elected as President at the Club's first AGM.
  - (iii) the President of a re-Chartered Club may be re-elected as President at the next Annual Meeting.
  - (iv) No other member nominated for the position.
- (c) The Secretary and Treasurer may serve successive terms of office.

## **7.5 Duties of club board members**

Each member of a Club Board must:

- (a) act with the utmost honesty in the course of their duties;
- (b) perform the tasks required with due diligence and to a standard acceptable by law and complying with the Ideals and the Objects; and
- (c) attend all meetings of the Club Board.

## **7.6 Specific roles of club board members**

- (a) The Club President shall preside at the meetings of the Club and the Club Board and to perform such other duties as ordinarily pertain to this office.
- (b) The Club Secretary shall keep the membership records, record meeting attendance, send out or cause to be sent out notices of meetings, record and preserve the minutes of Club and Club Board meetings and to perform such other duties as ordinarily pertain to this office.
- (c) The Club Treasurer shall have custody of all financial records, funds and account for the same to the Club at its meetings and shall deposit all funds of the Club in a bank account nominated by the Club and to perform all other duties as ordinarily pertain to this office.

## **7.7 Powers**

The Club shall have general control of Club Members, members of the Club Board, committees and sub-committees and may, for good cause, declare any office vacant.

## 7.8 Disputes

Where a Club Member disputes a decision of the Club Board then the Club Board shall establish a board of appeal that will review the decision and shall have the powers of the original decision-maker in relation to the decision.

## 7.9 Board meetings

- (a) The Club Board shall meet in the manner and time specified by the Club President.
- (b) If a member of the Club Board fails, without reasonable justification, to attend consecutive meetings of the Club Board, that member shall be called on by the remaining members of the Club Board to show cause why that member should not be removed from their position as a member of the Board. On failing to show just cause, the Member concerned shall be removed from the Board.

## 7.10 Annual Report

- (a) Each Club shall prepare an annual report at the conclusion of the financial year which shall contain:
  - (i) a report from the Club President;
  - (ii) audited financial statements;
  - (iii) Club Meeting and Board Meeting attendance records; and
  - (iv) such other matters as the Club Board decides.
- (b) Each Club shall submit its Annual Report to the Regional Communicator each year.

## 7.11 Meetings

- (a) Each Club shall hold a meeting of its members at least once per month.
- (b) Each Club shall hold its AGM in accordance with each States relevant Government legislation.
- (c) Each Club shall hold a Handover Meeting annually.
- (d) Every Member of a Club shall be given reasonable notice of each meeting.
- (e) Members of Clubs may introduce visitors at meetings of the Club.
- (f) One half of the membership shall constitute a quorum at all meetings of the Club.
- (g) A suggested order of business at a Club Meeting shall be:
  - (i) Song and/or Invocation
  - (ii) Ideals
  - (iii) Loyal Toast
  - (iv) Dinner commences
  - (v) Introduction of guests
  - (vi) Self-introduction of visiting Apexians

- (vii) President's welcome to guests and visitors
  - (viii) Apologies
  - (ix) Induction of new Members
  - (x) Fines Session
  - (xi) Five Minute Recess
  - (xii) Club announcements
  - (xiii) Directors' Reports
  - (xiv) General Business and/or Speaker
  - (xv) Critique
- (h) Electronic Meetings
- (i) This section is intended to apply to the fullest extent possible, subject to state law. To that end, Apex Constitution clause 19.3(a)(ii) is taken to mean that these rules have effect, as if in the Apex Constitution.
  - (ii) These rules apply to Clubs unless prohibited by any state law.
  - (iii) Each Club may conduct an Apex meeting via the use of technology.
  - (iv) Technology to conduct a Club meeting must allow members to clearly and simultaneously communicate with each other.
  - (v) It is the decision of the club executive to hold meetings via the use of technology.
  - (vi) A member who votes at a club meeting using technology is taken to have voted personally in respect of the relevant motion.
  - (vii) A member may be represented by proxy at a club meeting using technology, in the same manner as if the meeting was held in person.
  - (viii) A special resolution may processed at a club meeting using technology, in the same manner as if the meeting was held in person.

At schedule "A" a reference charge has been prepared indicating the various state rules

## 7.12 Termination of Membership

- (a) The National Board or Club Board may terminate the membership of any Member of a Club who, in the opinion of the National Board or the Club Board:
- (i) appropriates to their own use or uses to their own advantage or fails to account, or knowingly accounts falsely for any moneys being the property of the Association, any State, District or Club or other related body of the Association; or
  - (ii) violates any of the provisions of the Rules or Model Club Rules; or
  - (iii) is absent from two or more consecutive meetings without tendering an apology; or
  - (iv) is absent from three or more consecutive meetings with apology; or
  - (v) attends less than 60% of Meetings over a period of twelve months; or
  - (vi) does not carry out sufficient service work; or
  - (vii) does not provide sufficient input to activities of the Club.
- (b) A resolution to terminate the membership of a Member is effective only if two-thirds of the persons voting cast a vote in favour of the resolution.

- (c) The National President (in consultation with the relevant Club President) may suspend or terminate the membership of any Member without notice who has been convicted of a serious criminal offence;
- (d) Any Member who wishes to dispute the decision of the National President may appeal to the Values Committee for review within 14 days of being notified in writing of the suspension/termination by the National President; and
- (e) Any decision of the Values Committee on the matter is final.

### **7.13 Categories of Membership**

Members of Clubs fall into the following categories:

- (a) Active Members;
- (b) Life Members;
- (c) Senior Active Members; and
- (d) Associates.

### **7.14 Club Finances**

- (a) The Club Treasurer shall deposit all funds in a bank selected by the Club Board.
- (b) A Club Board shall have the power to invest in public funds, government stocks, government securities bank or corporation being authorised for investment of cash pursuant to the respective state law applicable to the Club for the time being applicable to trustees and any other government-supervised investment corporation.
- (c) The Treasurer shall submit all books of accounts and all other records for audit purposes as required by their Club Board.
- (d) Clubs or any of their committees shall provide an audited statement of any financial transactions entered into.
- (e) All payments shall be only on the authority of the Club Board.
- (f) All cheques should be signed by any two of the President, Secretary or Treasurer.
- (g) Separate banking shall be effected for the General Fund and Service Fund.
- (h) Cheque co-signatories may not include two immediate family members. If this is unavoidable then the Club may choose one of the following as an additional signatory:
  - (i) non-executive Club Member;
  - (ii) Life Member; or,
  - (iii) Regional Communicator.



- (i) Any monies raised from the general public or any section of the general public:
- (i) by a Club or by individual Apexians for a specific Charity or Service; Project/Scheme may be used for that purpose only;
  - (ii) by a Club or by individual Apexians without reference to any specific Charity may only be used for Service or Charitable purposes;
  - (iii) may not be subject to any deduction to cover unspecified administration costs;
  - (iv) may have deducted any definite and ascertainable expenses arising as a result of the work undertaken to raise the monies including realistic depreciation and maintenance on Club property; and
  - (v) any monies raised from any individual, organisation, company or other legal entity may not be applied to other than charitable purposes unless the individual, organisation or company has been advised in advance in writing of the purpose for which the funds are required; and has consented to such use.
- (j) No donation to a Club shall be used for any purpose other than charitable unless they have been donated for some definite non-charitable purpose or unless they have been donated by a person who consented to some or all of such donation being used for administrative or other non-charitable purpose.
- (k) No funds other than those funds raised by Members of Clubs shall be used to offset or recoup a loss resulting from any form of social activity for Members of Clubs.

## 7.15 Name

A Club shall operate under and use the name designated in its Charter.

## 7.16 Suspension or revocation of charter

- (a) Where a Club commits any of the following:
- (i) more than two months in arrears in payment of any sum to the Association; or
  - (ii) fails for two [2] consecutive years to provide communication to Regional Communicators
  - (iii) fails for two [2] consecutive years to participate in electoral processes within the association
  - (iv) fails, for two consecutive years, to send a representative to a Training Seminar; or
  - (v) fails otherwise to abide by the Rules,

then a ground for the suspension or revocation of the Charter of a Club is established.

- (b) The suspension or revocation of the Charter of a Club shall be regarded as a last resort and the power bestowed by these Rules shall be exercised as sparingly as possible.
- (c) If the National Board is satisfied that a ground for suspension or revocation of a Charter of a Club has been established, then the National Board may suspend or revoke the Charter of the Club. The National Board may only enforce such a penalty by resolution supported by at least seventy five percent majority of the persons voting on the resolution.
- (d) The ground set forth in paragraph 7.16(a)(i) may be relied on by the National Board if and only if a notice is tabled prior to the passing of the resolution which gave the Club notice of the debt and calling on the Club to make good the payment and the Club did not comply with the notice for a period of not less than one month prior to the Board considering the resolution.
- (e) The National Board must remove the suspension of the Charter of a Club or restore the Charter of a Club immediately upon payment of all arrears of monies owing by the Club to the Association and upon receipt of a written undertaking by all members of the Club concerned that all payments due to the Association will be made punctually in the future.
- (f) The National Board may otherwise remove the suspension of a Charter of a Club or restore the Charter of a Club if the Club shows due cause to the National Board.
- (g) If the National Board has suspended or revoked the Charter of a Club, the National Board must, within fourteen days after such suspension or revocation, send a notice of the same to the last reported address of the Club and the President and Secretary of the Club.
- (h) The Club may, within two months of the time from which the notice of suspension or revocation would have been delivered in the ordinary course of mail, appeal against the suspension or revocation of Charter by written notice of appeal to the National Board and such appeal must be determined at the next meeting of the National Board that is more than 30 days after the date the notice of appeal is sent.
- (i) A Club may surrender its Charter provided that all financial and other obligations of the Club to its State and the Association have been fulfilled
- (j) A Club may only surrender its Charter by resolution of the Club that is carried by a majority of seventy five percent persons entitled to vote.
- (k) Any Club which has had its Charter revoked or has otherwise ceased to be a Member of the Association shall forthwith:
- (i) relinquish the word Apex from its name;
  - (ii) remove from any property or signage containing the word Apex;
  - (iii) surrender to the Association its original Charter;
  - (iv) not thereafter use the name, emblem, logo, badge or insignia of Apex or the Association in any manner whatsoever; and
  - (v) Apply all property and monies to the satisfaction of any outstanding liabilities of the Club.

- (l) Immediately upon any Club having its Charter revoked or otherwise ceasing to be a Member of the Association:
  - (i) all of the right, title and interest of the Club to all and any property shall vest in the Association;
  - (ii) the Club will deliver up all of its property including cash and documents providing access to bank accounts to the Association and the Association will discharge from such property any and all monies owing by the Club to any third party and will thereafter discharge any monies owed to a the Association and thereafter for distribution as the National Board shall decide in accordance with the Rules.

### **7.17 Model rules**

- (a) All Clubs will adopt the Model Club Rules as the rules of the Club.
- (b) Where Clubs are required to lodge rules with a regulatory authority, Clubs shall lodge the Model Club Rules.
- (c) The National Board may amend the Model Club Rules as it sees fit.
- (d) All Clubs will, as soon as possible after receiving notice of changes to the Model Club Rules, comply with all requirements of the laws of the Club's state to effect changes to the Club's rules.

### **7.18 Other rules of clubs**

- (a) Clubs may create other rules (including standing orders) but only if they are consistent with the Rules and the Model Club Rules.
- (b) If a Club intends to make or alter its rules, it shall first submit to the National Board, details of the final rules for approval.
- (c) If the National Board determines that the proposed rules are inconsistent with or will change the Club's rules beyond the accepted standard of rules as prescribed in the Model Club Rules then the National Board may decline to approve the proposed rules.

## 8 Members of Clubs

### 8.1 Procedure for election

- (a) A person can become a Member of a Club by nomination of an existing Member of that Club.
- (b) The nomination shall be submitted on the prescribed form and shall be signed by the proposer and seconder both of who shall be Members of the Club and acquainted with the nominee.
- (c) The Club shall vote on the nomination and the nomination need only be carried by a majority of two thirds of the persons entitled to vote.
- (d) The nominee shall not sign the nomination form until the Club has accepted the nomination.
- (e) If the nominee is not elected to Active Membership by the Club Board the Nominee shall have the right to appeal that decision to the Club in general meeting within fourteen (14) days of the Nominee being advised of the decision of the Club Board. The Club Secretary will convene a general meeting of the Club for the purpose of hearing the appeal within fourteen (14) days of the date that the notice of the appeal is received. The Nominee shall be given a fair opportunity to present their case to the Club following which a further ballot of the Club Board will be taken for the election of the Nominee as an Active Member. The outcome of the ballot of the Club Board will be final.

### 8.2 Membership fee

- (a) Each Club may fix an annual membership fee to be paid by Members of the Club.
- (b) Where a Club sets an annual membership fee each Member of the Club must pay that fee before 30 September in each year.

### 8.3 Attendance at club meetings

- (a) A Member of a Club shall attend all regular meetings of the Club.
- (b) Where A Member of a Club fails to attend a meeting of the Club the Member of the Club shall be deemed to have attended such meetings where the Member:
  - (i) is absent from any such meeting while engaged in matters dealing with Apex;  
or
  - (ii) attends the meeting of another Club or during the period between the meeting of the Club immediately preceding the meeting at which the Member did not attend and the next meeting; or
  - (iii) attended a Regional Forum, a National Convention or National Board meeting thirty days prior to that Meeting.
- (c) A Member absent from any Club meeting who is deemed to have attended a Club Meeting according to these Rules, shall not be recorded as absent.

## 8.4 Life members

(a) A Member of a Club (whether current or former) who is considered by a Club to have given exceptional and outstanding service to a Club or the Association, and has demonstrated a commitment to the ideals of the Association and to the future growth of the Association, shall be eligible for life membership of the Association provided that a Club nominates the person for life membership and can establish, to the satisfaction of the relevant National Board, that the person has achieved at least eight of the thirteen standards listed below:

(i) has averaged better than fifty hours of community service work per year through Apex for the period of the person's membership;

(ii) has averaged better than fifty hours per year service work to the community through volunteer work outside of Apex (to be supported in writing from the relevant community groups' appropriate authority) for the period of the person's membership;

(iii) has served at least five years on other community committees or projects (to be supported in writing from the relevant community groups' appropriate authority);

(iv) has recorded an average annual Club meeting attendance of not less than eighty percent for the period of the person's membership;

(v) has attended at least five District Conventions or five State Conventions or two National Convention or one WOCO Convention in the period of the person's membership;

(vi) has achieved an attested level of praiseworthy performance on a Club Board ( to be supported in writing from the relevant Club);

(vii) has achieved an attested level of praiseworthy performance as a Regional, District, State or National officer (to be supported in writing from the Region, District, State or National Board);

(viii) has recorded an average annual minimum of four interclub visits for the period of the person's membership;

(ix) has been a chairman or the main instigator of any Club, State, Foundation or Association Project

(x) has demonstrated a significant commitment to the fourth Ideal; namely, to promote international understanding and friendship

(xi) has sponsored at least four Members of Clubs in the period of the person's membership;

(xii) has completed a minimum of eight years membership (but this does not have to be continuous membership); and

(xiii) has served for at least five years on a Club Board, State Board or the National Board.

- (b) An application to the National Board must be in the form prescribed by the National Board and accompanied by a non-refundable application fee of \$250.
- (c) No application for Life Membership will be considered by the National Board if the National Board determines that the application has been actively pursued or promoted by the person being proposed for life membership.
- (d) A Member of a Club admitted to life membership of a Club is a Life Member of the Association irrespective of the continued existence of the Club to which the person was admitted as a Life Member.
- (e) A Life Member may transfer his or her membership into another Club if he or she satisfies the requirements of the Rules relating to the transfer of Members of Clubs as if he or she was a Member of a Club.
- (f) A Life Member shall be entitled to participate in all Club activities but shall not be entitled to vote or hold office on the Club Board.

### **8.5 Senior active membership**

- (a) A Member of a Club is eligible for senior active membership of a Club if the person has passed the retirement age.
- (b) A Senior Active Member shall be entitled to participate in all Club activities but shall not be entitled to vote or hold office on the Club Board
- (c) A Senior Active Member may transfer his or her membership into another Club if he or she satisfies the requirements of the Rules relating to the transfer of Members of Clubs as if he or she was a Member of a Club.

### **8.6 Associate membership**

- (a) Persons over the age of sixteen but otherwise outside of the age limit to be eligible to become a Member of a Club but who wish to contribute to a Club and have that contribution recognised by that Club may, at the discretion of the Club Board, be admitted to the Club as an Associate.
- (b) An Associate shall be entitled to participate in all Club activities but shall not be entitled to vote or hold office on the Club Board.

### **8.7 Isolated member**

- (a) At the request of a Member of a Club, the National Board may declare that person to have Isolated Member Status if the person transfers his or her place of residence, employment or business to an area outside the reasonable territorial limits of any Club.
- (b) If a person is granted Isolated Member Status then that person and the Club of which that person is a member may be relieved from various of the obligations that arise from the that person's membership of the Club.
- (c) A Member of a Club may only hold Isolated Member Status for a period of 2 years.

## **8.8 Rights to be heard**

Where any Club, Region or National Board or any member of such a board is given the power to terminate or suspend the membership of a Member of a Club, the board or board member, before exercising such power, shall provide the person concerned with a fair opportunity to present a case before determining whether the case for termination or suspension of membership has been made out to the satisfaction of the board or board member. For the purpose of this clause, fourteen days shall be given to any person who is called on to present their case, except where the right of termination of membership is considered sufficiently serious by the board or board member to warrant a shorter period of notice.

## **8.9 Resignation**

- (a) A Member of a Club may resign from a Club on giving written notice to the Secretary.
- (b) If at the time a Member of a Club resigns and the person owes money to the Club, the Club Board may decline to accept such resignation until the person has paid any outstanding fees or amounts to the Club.

## **8.10 Transfers**

- (a) A Member of a Club may apply to transfer his or her membership to another Club.
- (b) A Club that receives a request for a transfer of membership from a Member of another Club may determine whether to grant membership on the membership requirements of the Club.
- (c) If the new Club accepts the transfer then the Member is automatically part of the new Club.

## **8.11 Leave of absence**

- (a) A Member of a Club may apply to the Club to be granted leave of absence.
- (b) The Club may grant the Member of the Club with leave of absence in its discretion.
- (c) The maximum period for which leave of absence may be granted shall be six months.

## **8.12 Parental leave**

- (a) A Member of a Club who has given birth or whose partner has given birth may apply to the Club to be granted parental leave.
- (b) The Club may grant the Member of the Club with leave of absence in its discretion.
- (c) Parental leave may be granted for a twelve month period, and following review by the Club may then be extended for a further period of twelve months.

### **8.13 Termination**

A Club may resolve that the membership of a Member of a Club is to be terminated subject to:

- (a) giving 14 days notice to all Members of the Club before the resolution is put to a vote; and
- (b) allowing the Member to appear or be represented and to tender such reasonable oral or written evidence as the Member may desire.

### **8.14 General restrictions**

No Member of a Club shall:

- (a) advertise their membership when advertising for financial or commercial gain;
- (b) be entitled to use any letterhead of the Association except when corresponding on matters concerning Apex;
- (c) when offering themselves as a candidate for Federal, State or Local Government or other public office, publish or permit to be published any matter which implies or tends to imply that their candidature for such office is in any way sponsored or supported by or affiliated or aligned with the policies of the Association or of any State, District or Club within the Association.
- (d) be precluded from including in any publication of personal background or experience the fact of their being or having been a Member of a Club or otherwise involved with the Association.



## 9 Communication

### 9.1 Official publication

- (a) The National Board shall publish a periodical which shall be the official publication of the Association and shall be titled "The Apexian".
- (b) Regions shall contribute material of interest to "The Apexian" rather than publish their own periodical.
- (c) The National Board shall appoint an editor of "The Apexian".
- (d) The National Board shall distribute "The Apexian" to all Life Governors free of charge.
- (e) All advertising in "The Apexian", including any on behalf of the Association, shall be charged for.
- (f) The National Board shall have control of the content and direction of the publication of "The Apexian".
- (g) A convention website will be maintained depicting the host Club, venue, date and details for registration.

### 9.2 Club information

- (a) The National Board will maintain an Apex Club E-Map directory on the apex.org.au website, containing contact information for each Club.
- (b) Clubs shall notify their Regional Communicator of any updates that need to be made to a club's information.

### 9.3 Circulars

- (a) A circular that is to be issued across Australia can only be issued by or with the consent of the National Board.
- (b) All circulars, other than those issued by the National Board, shall bear the author's name, designation, date and the date of approval.

## 10 Disputes

### 10.1 Internal disputes

This clause relates to the resolution of disputes that are not otherwise addressed in the Rules.

- (a) Where there is a dispute between two or more Members of Clubs, Clubs, Regions that dispute is to be referred by one of the disputing parties to the National President.
- (b) On receiving notification of the dispute, the National President is to issue the disputing parties with the dispute resolution form ("the form").

- (c) The disputing parties are to return the form within 28 days of the date of issue.
- (d) On receiving the completed forms the National President is to appoint an appropriately qualified independent person to review the forms.
- (e) The person is entitled to communicate with the disputing parties.
- (f) The disputing parties are to be given full and fair opportunity to present their case to the expert.
- (g) The expert is to make a decision within 28 days of appointment by the National President.
- (h) If the expert is of the opinion that the dispute arose through a defect in the Association's laws and procedures, then the National Board is to review the expert's opinion at the National Board meeting following the expert providing their opinion.
- (i) Any fees of the expert are to borne equally by the disputing parties.
- (j) If a party is not satisfied with the expert's decision, then that party may refer the dispute to a Community Justice Centre (or equivalent).
- (k) The party referring the dispute beyond the expert will bear the cost of that further referral if that party does not achieve a result different from that of the expert otherwise costs are to be borne equally between the disputing parties.
- (l) If the party is still not satisfied that party may refer the dispute through civil litigation and the costs of such action will be a matter for the court or tribunal hearing that dispute.

## 10.2 External Disputes

This clause relates to disputes raised by a member or members of the public ("complainant") against any Member of a Club ("respondent"), in relation to the conduct of the respondent whilst performing activities relating to the Association.

- (a) Any respondent who receives a complaint from a complainant is to refer that complaint forthwith to the National Board.
- (b) The National Board must control and manage the complaint.
- (c) The National Board on receipt of the complaint is to forthwith refer that complaint to a mediator or arbitrator ("arbitrator").
- (d) The arbitrator is to communicate with the complainant and the respondent to discuss and investigate the complaint within 7 days of referral.
- (e) The arbitrator is to communicate the results of his/her investigations to the National Board within 14 days of referral.
- (f) The National Board is to decide on an appropriate response ("response") to the complaint within 14 days of receipt of the results of the arbitrator's investigations.

- (g) The National Board can apply whatever penalties it sees fit if the complaint is made out against the respondent.

## 11 Awards

### 11.1 National Awards

- (a) The National Board shall establish, vary and maintain a series of awards (**National Awards**).
- (b) The National President, and two (2) other members of the National Board shall comprise the Awards Committee.
- (c) The Awards Committee shall be responsible for deciding the system of nominations for and the recipients of the National Awards.

### 11.2 22 year award

The National Board shall present a 22 year pin to Members of Clubs on the 22<sup>nd</sup> anniversary of that person's membership irrespective of the members age at the time of induction.

### 11.3 27 year award

- (a) Where an Active Member;
  - i) Reaches the 27<sup>th</sup> anniversary of becoming an Active Member;
  - ii) Has not turned 46 years of age; and
  - iii) Has remained an Active Member for the Past 27 years;then specially made pin shall be awarded annually to all Members of on the 27th anniversary of that person's membership.
- (b) The award shall be purchased each year for the recipients and shall be presented at the AGM and recorded in the minutes.
- (c) The recipients will be notified by National Board of their achievement or prospective achievement (prior to the Association AGM of that year) by the National Board 120 days prior to the AGM.
- (d) The recipients will be invited to attend the AGM to receive their award at the cost of the Association.

## 12 Fees

### 12.1 Payment of fees

- (a) Clubs must pay the National Fee to the Association.
- (b) The National Board shall determine the manner and timing for payment of the National Fee.
- (c) Notwithstanding anything else in this document, each Club is liable to pay of the whole amount of the National Fee from 1 July in any year.

### 12.2 Consequences of failure to pay fees

Subject to the National Board deciding to the contrary, if a Club fails to pay the whole of the National Fee due to the Association in the manner or at the time or times specified or fails to make an arrangement with the National Board for payment of the National Fee, then, until the prescribed payment has been made, the Club shall:

- (a) not be entitled to vote at an AGM or a National Convention;
- (b) not be entitled to nominate a Member of the Club for any position on a National Board or as a Regional Communicator; and
- (c) not be entitled to reimbursement for any attendance at any District, State or Association event.

### 12.3 Relief from payment of fees

- (a) The National Board may, in its absolute discretion, waive or defer the payment of the National Fee where special circumstances are shown by the Club to exist.
- (b) If the National Board defers payment of the National Fee it may do so on condition that the amounts due that are deferred be paid in one amount or by instalments over a period of time.
- (c) The National Board decision on the matter shall be final and no Appeal shall lie from any decision of the Board regarding waiver or deferment of payment of the National Fee.

### 12.4 Calculation of fees

The National Fee shall be calculated in the following manner:

- (a)  $\frac{3}{4}$  of the National Component is to be divided by the number of Clubs; plus
- (b)  $\frac{1}{4}$  of the National Component is to be divided by the number of Members of Clubs in the Club;

### 12.5 Approval of national component of fees

- (a) The National Vice-President shall present to the National Board at the board meeting no less than 30 days prior to the 30<sup>th</sup> June. A detailed budget for the anticipated expenses to be incurred by the Association from 1 July until 30 June in the next year. This budget is to be prepared in consultation with the National Office Manager and Treasurer.
- (b) Any items not included in the previous year's budget or items that increase by more than 10% on the previous year should be explained in notes accompanying the budget.
- (c) The budget must specify the amount to be paid by Clubs to fund the anticipated expenses of the Association.
- (d) The National Board may amend the budget that is presented by the National Vice-President it but must approve the budget at that meeting.
- (e) The budget approved by the National Board shall be distributed to all persons eligible to vote at the Association AGM.
- (f) The voting members at the Association AGM may amend the budget that is presented to the meeting but must approve the budget at that meeting.

## **12.6 Formulation of national component of fees**

- (a) The National Component must be divided into two parts designated the General National Component and the Charitable Fund National Component.
- (b) Each Club shall pay the General National Component from its general funds.
- (c) Each Club shall pay the Charitable Fund National Component from its service funds.
- (d) The Charitable Fund National Component shall be comprised of anticipated payments of the following nature:
  - (i) charitable and benevolent activities of the Association; 21
  - (ii) public risk and general insurance of the Association;
  - (iii) personal accident insurance of the Association;
  - (iv) workers compensation insurance of the Association; and
  - (v) Administration costs of the Charitable Fund and the benevolent activities of the Association.

## **12.7 Method of payment of fees**

- (a) Clubs must elect to pay the National Fee by way of direct debit or by cheque.
- (b) Payment of the National Fee by direct debit must be made from the Club's nominated accounts to the appropriate Association accounts of which:
  - (A) An amount of between 25% and 30% of the National Fee will be drawn on 31 July; and
  - (B) the balance of National Fee shall then be drawn in equal instalments on 31 October, 31 January and 30 April.

- (c) Payment of the National Fee by cheque must be made by 31 October.

## **13 Meeting Procedures**

The National Board shall establish, vary and maintain a guide to meeting procedure to be used as a guide to the conduct of meetings of the Association.

## **14 International relations**

### **14.1 International organisations**

- (a) The Association may be a member of such overseas service organisations as the National Board determines.
- (b) The National Board shall determine who shall be the delegate to any overseas service organisations.

### **14.2 Candidacy for office of international organisations**

- (a) A Member of a Club who wishes to make themselves available as an office bearer of an overseas service organisation of which the Association is a member must:
  - (i) be a Member of a Club for not less than five years;
  - (ii) be on the National Board at the time of appointment;
  - (iii) be able to serve for a whole of the term as a Member of a Club;
  - (iv) receive formal approval from the National Board of the day.

### **14.3 International work parties and mass tours**

- (a) All funds, liaison, communications and activities of work parties or mass tours of Members of Clubs, Clubs, Regions that are to be conducted outside of Australia shall be under the control and administration of the National Board via the International Relations Committee.
- (b) The National Board shall publish guidelines for the conduct of work parties and mass tours outside of Australia.
- (c) All persons on work parties and mass tours must follow the guidelines set by the National Board.

### **14.4 Apex Australia Bursary Program**

- (a) The National Board shall operate the Apex Australia Bursary Program on the terms and conditions it deems appropriate.

- (b) The National Board may appoint a person to act as the manager of the Apex Australia Bursary Program.

## **15 Amendments**

### **15.1 Constitution**

- (a) Amendment of the Constitution is addressed in the Constitution.
- (b) Where any amendment to the Constitution causes some inconsistency or other problem of interpretation with this document, the National Board can make such changes as it sees fit.

### **15.2 This document**

- (a) This document may be changed by the National Board or by simple majority at an AGM of the Association.
- (b) Any proposed amendment of this document should be discussed with the National Board before it is put to an AGM of the Association.

## **16 National Board**

### **16.1 Powers**

The National Board shall have power to control and manage the Association and without in any way limiting the generality of such powers shall have power to control and manage:

- (a) the business property and funds of the Association;
- (b) Clubs and their Members including the power to terminate membership and suspend or revoke Club Charters;
- (c) the formation of Regions and the establishment and alterations of Region boundaries;
- (d) Association appointed committees and their appointment and duties;
- (e) Life Governors and their appointment;
- (f) trustees in any way involved with the Association and their appointment;
- (g) meetings of the Association; and
- (h) "The Apexian".

### **16.2 Agenda for meetings**

- (a) The agenda for meetings of the National Board and supporting data shall be posted to all members of the National Board at least 3 days before the meeting.
- (b) Concise background information shall be provided by the proposer of an item included in the meeting agenda.

## **17 Regions**

### **17.1 General**

- (a) The country shall be divided into Regions. Each Region shall consist of no less than five [5] clubs but no more than twenty [20] clubs.
- (b) Each Region shall elect a Regional Communicator.

### **17.2 Variation to region boundaries**

- (a) Changes to the allocation of Clubs to Regions or the formation of new Regions shall be determined by the National Board.
- (b) The National Board shall change the allocation of Clubs to Regions or form new Regions if the National Board is satisfied that there is good and sufficient cause for the change or the formation.

### **17.3 Regional Communicators**

- (a) Any Active Member within the Region shall be eligible to be elected Regional Communicator, but no person shall be submitted for election without their consent in writing first being obtained.
- (b) There shall be a Regional Communicator for each Region within the Association who shall
  - i. Contact each club in their region not less than three [3] times in an Apex year; this contact can be in person, via telephone or using internet-based communication but must be in "real time"
  - ii. Report to the clubs on the results of National Conventions and National Board correspondence
  - iii. Report to National Board on the activities of the clubs three [3] times per year as required for National Board meetings.
  - iv. foster good relations and fellowship between the Clubs of the Region
  - v. represent the Clubs of their Region at Annual National Conventions and Annual General Meetings.
- (c) Regional Communicators shall hold their position for two years commencing from National Convention.
- (d) Each Regional Communicator shall be reimbursed for approved travel to Clubs



## 17.4 Election

- (a) The election of Regional Communicators shall take place:
  - (i) no later than the second week in July in any year;
  - (ii) at a time and a place and in a method nominated by the RC Coordinator; and
  - (iii) the RC Coordinator shall notify all Clubs of the time and place of the election no less than thirty days prior to the time for the election.
- (b) Clubs within a Region shall be entitled to vote in an election for a Regional Communicator.
- (c) Regional Communicators shall otherwise be elected in the same manner as National Board Managers.
- (d) In the event of any vacancy occurring in the position of Regional Communicator in a year the Clubs may appoint a Member of a Club to hold the position for the balance of the term.
- (e) If in the opinion of the National Board a Regional Communicator has not performed the duties required of him/her by the Clubs of the Region, the National Board shall cause to be served on the Regional Communicator and each of the Clubs of the Region a notice specifying the matters in which the performance of the Regional Communicator has been deficient and requiring that the Regional Communicator correct the stated deficiencies within a specified period being no less than 2 months from the date of the notice.
- (f) In the event that the deficiencies are not corrected in the time required the National Board may, after consultation with the Clubs of the Region, dismiss the Regional Communicator from office.
- (g) The Regional Communicator shall be entitled to address the National Board concerning the case before any decision to dismiss shall come into effect.

## 18 Association Consultants

### 18.1 General

- (a) The Association Consultants shall exist in an advisory capacity only
- (b) The Association Consultants must fulfil the obligations delegated to them by the National Board from time to time.
- (c) The Association Consultants as a whole or individually shall be contacted by members, clubs, Regional Communicators or the National Board to assist in the progression of the status of Apex.
- (d) The number of Association Consultants shall not be more than 5 at any time

### 18.2 Selection

- (a) The Association Consultants will be selected by the National Board from a pool of volunteers.
- (b) Any active member, life member, senior active member or past member is eligible to apply to the pool of volunteers, however each such application must be in writing and include;
  - (i) positions held within Apex
  - (ii) current geographic location
  - (iii) best method for contact
  - (iv) specific area of expertise (i.e. legal training, accountancy, project management etc.)
- (c) Any volunteer must have been in Apex for a period of not less than 3 years

### 18.3 Term of office

- (a) The minimum term of appointment to as an Association Consultant is for two [2] years
- (b) Association Consultants cannot serve more than two [2] consecutive terms
- (c) Consultants shall be appointed in such a manner that there will be a fifty percent [50%] changeover in any Apex year.

## 19 Annual meetings of the Association

### 19.1 AGM

- (a) The Association will hold its AGM each calendar year.
- (b) In alternate years, the AGM will be held at the time of a National Convention.

### 19.2 National Convention

The venue for a National Convention must be approved by seventy five percent (75%) of the voting members of the National Board.

### 19.3 Agenda

- (a) Motions may be submitted for inclusion on the AGM agenda by Clubs or the National Board, and shall meet the following requirements:
  - (i) the motion needs to be presented to the National Board not less than 120 days before the commencement of the AGM;
  - (ii) the motion shall include a detailed implementation, costing, and reasons for; and
  - (iii) the motion shall include an explanatory memorandum summarising the main points of the motion.
- (b) The National Board must inform the Clubs responsible whether the motions are, or are not in a suitable format as soon as possible.
- (c) The National Board shall present all motions that meet these requirements to the last National Board Meeting not less than 90 days before the AGM.
- (d) The National Board shall decide if the motions shall be included on the Agenda.
- (e) The Club proposing the motion shall be informed within 30 days of this decision.
- (f) The National Board shall determine who will move motions accepted onto the Agenda.
- (g) The mover of any motion shall be given the right to speak to that motion, but may, with the consent of the Chair of the AGM, pass the right to speak to another person who shall be personally present in the Convention. The right to speak may include the right of reply if appropriate"

### 19.4 Delegates to an AGM

- (a) A Delegate to the AGM shall be an active member representing an active club.

- (b) In the event any Club has failed to pay any amount due to the Association or is unfinancial by a time specified by National Board, its Delegate shall not be entitled to vote at the AGM.

## 19.5 Administration of a National Convention

- (a) Any Club which are selected to host a National Convention will enter into a written Agreement with the Association containing terms and conditions prescribed by the National Board in relation to the holding, funding, reporting and other pertinent matters to the National Convention.
- (b) An Apex Club which hosts a national convention:-
  - (i) Must have their national convention budget approved by the National Board and detail costs likely to be incurred to members attending (such as registration, drinks and non-delegates events)
  - (ii) will be paid the national board registrations which the association must pay for, 90 days prior to convention;
  - (iii) is responsible to meet all liabilities of any losses incurred in hosting the convention for whatever reason; and
  - (iv) may retain all profits for hosting a national convention.
- (c) Convention Fund
  - (i) That National Board shall pay up to \$5,000.00 per financial year to the host club which must be used to either unusual location specific expenses or travel costs associated with the location of the host club provided the convention is to be held at more than 100km from the nearest capital city.
  - (ii) The Host club must apply to the National Board no later than 6 months prior to the National Convention and no earlier than 12 months prior to the National Convention.
  - (iii) The National Board can in its sole discretion approve some or all of the application from the host club which said discretion cannot be challenged.

## 19.6 Reports

Clubs hosting National Conventions shall submit a report to the National Board within 90 days of the Convention and such report shall be in a format determined by the National Board or Association Staff as directed by the National President.

## 19.7 Decisions of an AGM

The National Board shall accept and be bound by and shall implement resolutions carried at the AGM and that all decisions and resolutions carried at such AGM, unless carried as retrospective or with some other actual commencement date, shall be implemented as of the rising of that AGM in which those decisions and resolutions were carried.

## 19.8 National Convention Chair

- (a) The National President, before submitting the National Convention Chair nominee to the National Board for approval, must obtain the confirmation of the Club Secretary of the Club holding the convention ("the Club") that the Club accepts the nominee to be so appointed.
- (b) If the Club and the National President cannot agree on the appointment, then the Club must write to the National Secretary outlining its concerns and/or submitting an alternate nominee.

- (c) The matter must then be debated and the appointment will then be made by a resolution of the voting members of the National Board, having due regard to (but not being bound by) the concerns of that Club.

## **19.9 Automatic Proxy**

At an AGM of National Convention, the Chairperson shall hold an automatic general proxy for each Apex Club that does not have a delegate present or have otherwise appointed an alternate proxy.

# **20 Association Officers**

## **20.1 Patron**

The National Board may as it thinks fit appoint a patron of the Association.

## **20.2 Election of National President**

- (a) The National President shall be elected in accordance with, and hold office for the term specified in, the Constitution.
- (b) The National President shall be eligible for re-election for further terms up to a maximum of two consecutive terms or three terms in total. .
- (c) All nominations shall be in writing and shall be signed by two Board members on behalf of the Club of which the nominee is a Member submitting the nomination and shall contain the written consent of such nominee.
- (d) All nominations shall be given to the National Board prior to the scheduled close of the last National Board Meeting held prior to the delivery of the National Convention Agenda or 180 days prior to the commencement of the National Convention whichever shall first occur.
- (e) The National Board shall notify all Clubs of the date and time of the closure of nominations at least 60 days prior to the date of closure of nominations.
- (f) The National Board shall not less than the period prescribed in the Rules notify all Club Secretaries of the nominations.
- (g) In the event of two or more nominations for the position of National President, the National Board will call for a Postal Ballot in which:
  - (i) Each Club will be entitled to one vote;
  - (ii) The Ballot will be forwarded to Clubs one month after the close of nominations;
  - (iii) The Ballot Papers will contain the name of the candidates listed as per a draw conducted by the National Board;
  - (iv) The Club will record its vote by placing a number in order of preference opposite the name of each candidate on the Ballot paper;
  - (v) The completed Ballot paper will be returned to the National Board (who shall appoint a returning officer) by no later than the closing date for the Ballot;

- (vi) Any Ballot papers received after the closing date will not be counted; and
  - (vii) The candidate who has received the largest number of first preference votes, shall if that number constitutes an absolute majority of votes, be elected.
  - (viii) If no candidate receives an absolute number of first preference votes, the Scrutineers shall make a second count. On the second count the candidate who has received the smallest number of first preference votes shall be excluded and each vote counted for that candidate shall be credited to the candidate next in the order of preference.
  - (ix) If a candidate then has an absolute majority of votes the candidate shall be declared elected, but if no candidate then has an absolute majority of votes, the process of excluding the candidate who has the smallest number of votes and crediting votes to the continuing candidate next in the order of preference shall be repeated by the Scrutineers until one candidate receives an absolute majority of votes. The candidate receiving an absolute majority of votes shall be declared elected.
  - (x) If on any final count two or more candidates shall have an equal number of votes then in that event the Scrutineers shall determine by lot, which shall be elected.
- (h) The successful candidate will be deemed National President Elect once proclaimed by the Returning Officer and endorsed by a teleconference of the National Board.
- (i) In the event that no nominations are received then nominations may be made from the floor of the AGM at the designated time.

### **20.3 Election of National Vice President**

- (a) Any elected National Board member (whom is not the national president) is entitled to nominate for the role of National Vice President for the next Apex year. That position shall be elected annually in the same manner as the National President. The National Vice President shall have the same powers as the National President if the National President is unable or unwilling to act and/or is overseas (on a temporary basis and for as long as the National President is incapacitated or away). To remove any doubt, the role of National Vice President may only be filled from the other elected National Board members serving at that time and it is not any additional member to the national board.

### **20.4 Election of other national board members**

- (b) The National Board members shall be elected in the manner prescribed for the National President and all hold office for the term specified in the Constitution.
- (c) The National Board members shall be eligible for re-election for further terms up to a maximum of two consecutive terms or four terms in total.

### **20.5 Vacancies**

In the event of a vacancy occurring in the office of National President between AGMs, the National Board shall elect one member of the board to assume the responsibilities of the National President until the next annual election.

## **20.6 Qualification**

A person shall not be eligible to be a member of the National Board unless they can remain an Active Member for the whole of the term of office.

# **21 Roles of National Board members**

## **21.1 National President**

The National President will:

- (a) chair all meetings of the National Board and set the order of business at each meeting;
- (b) oversee the functions of the National Secretary and National Treasurer and other members of the National Board;
- (c) maintain as much contact as is practicable with Clubs;
- (d) promote and encourage efficiency and enthusiasm throughout the Association;
- (e) maintain a current strategic plan for the Association, to be distributed to all Clubs; and
- (f) present a status of the Association's progress against the current Strategic Plan as part of a report at the AGM and publish a summary in the subsequent edition of "The Apexian".

## **21.2 National Board Members**

The National Board Members will:

- (a) oversee the formation and operation of committees
- (b) represent committees in the national board

## 22 Committees

- (a) The National Board may form such committees as it sees fit. This may include, but not limited to;
  - (i) Publication Committee;
  - (ii) Human Resources Committee;
  - (iii) International Relations & Youth Committee; and
  - (iv) Service & Fundraising Committee.
- (b) The National Board may form such special committees as it sees fit.
- (c) Members of each committee shall be appointed by the National Board.
- (d) The National Board will advertise vacancies for the position of chairman of the committees and follow a recruitment and appointment process involving receiving written applications addressing selection criteria and those will then be assessed by the National Board and appointed by the National Board.
- (e) Each committee shall be responsible to the National Board for the development and implementation of policies and programs within their respective areas of interest or as directed by the National Board.
- (f) Each committee shall report in writing to each meeting of the National Board.
- (g) The members of the committees shall be appointed for two years and shall be eligible to re-apply.

## 23 Association finance - TO BE REVIEWED

### 23.1 Apex Australia Charitable Fund Inc.

- (a) The service funds of the Association shall be administered by Apex Australia Charitable Fund Inc.
- (b) Any reference to service funds pertaining to the Association shall mean and include those monies held, raised and administered by Apex Australia Charitable Fund Inc.

### 23.2 Reserves

- (a) The Association and the Charitable Fund shall have a general cash reserve.
- (b) All monies to be held by or on behalf of the Association for cash reserves shall be held by the Apex Foundation as trustee for the Association and Apex Charitable Fund Inc.
- (c) Cash reserves held by the Apex Foundation as trustee for the Association and Apex Charitable Fund Inc. may only be paid to the Association or Apex Charitable Fund Inc. upon a written request signed by the National President and National Treasurer following:



- (i) a special resolution of the National Board; and
- (ii) the approval of the Apex Australia National Reserves Committee

### **23.3 Reserves committee**

The Apex Australia National Reserves Committee will be made up of the immediate past three available National Presidents.

### **23.4 Investment**

Association, State, District and Club ("investor") funds shall be invested in the following manner:

- (a) except as provided by this clause, no funds shall be invested other than in the name of the investor and in investments authorised by law for the investment of trust monies in the place of incorporation of the investor;
- (b) the National Board may invest funds in securities or on deposits authorised by law for the investment of trust monies;
- (c) the National Board shall be required to approve all investments made by the Association intended to be or actually made for a period in excess of twelve months; and
- (d) the investor shall not invest in shares of public or private companies except with the express approval of National Board.

### **23.5 Bank accounts**

- (a) The National Board may open or close bank accounts as necessary for the conduct of the finances of the Association.
- (b) The accounts styled "Association of Apex Clubs of Australia National Relief Fund Account" and "Association of Apex Clubs of Australia Overseas Relief Fund Account" shall be administered and controlled in a trustee-like manner by the Apex Australia Charitable Fund and according to the rules of the respective tax exempt funds as approved by the Commissioner of Taxation.
- (c) The National Board shall designate the signatories of all accounts held by the Association.

### **23.6 Audit**

- (a) The National Board shall provide for an annual audit by one or more qualified auditors of the books of the Association.
- (b) A member of the National Board shall not be appointed auditor.

### **23.7 Young Apexian Leaders Development Fund**

- (a) The purpose of the Young Apexian Leaders Development Fund ("the Fund") is to allow young Members of Clubs with leadership potential to travel and attend a

course in order to further their knowledge of Apex and otherwise develop their leadership potential.

- (b) The Fund is open to all young Members of Clubs provided that only six grants nationally may be given in any one year.
- (c) A young Member of a Club may apply for a grant for any educational activity or other activity, which is likely to improve leadership potential.
- (d) Grants may only be awarded from interest earned or accrued on the principal sum invested.
- (e) The names of the persons awarded and the purpose of the grant shall be published in "The Apexian" immediately following approval.
- (f) A young Member of a Club may be paid expenses for the costs incurred in attending a meeting of the National Board.
- (g) A young Member of a Club may apply to their Regional Communicator at any time and applications which warrant consideration shall be forwarded to the National Board.
- (h) The National Board shall consider all applications received at its next meeting.

### **23.8 Fourth Ideal Travellers Fund**

- (a) The Fourth Ideal Travellers Fund is to assist a current member of any Apex Club of Australia to attend a National Apex Convention or major Apex event in another country with the goal of learning from Apex members overseas and promoting the Fourth Ideal.
- (b) Apex members who are under 35 years of age and are undertaking their first overseas Apex travel are preferred applicants for funding.
- (c) The fund may be financed by the Association general account.
- (d) The operation and administration of the Fourth Ideal Travellers Fund shall be as determined in a guidelines document published by the National Board.

### **23.9 Australian Extension Subsidy Account**

- (a) The Australian Extension Subsidy Account is set up by the Association to promote extension and resurgence of Clubs within Australia.
- (b) The maximum claim for formation or to follow the resurgence guide for any one Club shall be \$500.00.
- (c) Payment shall be made upon application to the National Board and upon satisfying the National Board that the funds will be used for the purpose of formation or resurgence only.

### **23.10 National relief**

(a) A fund shall be established for the direct relief of poverty, suffering, distress or misfortune of persons in Australia and shall be known as the "Apex Australia Charitable Fund National Relief Fund".

(b) This fund shall be administered and controlled by the Apex Australia Charitable Fund Inc.

(c) All funds received and disbursed through activities of a service nature shall be paid through this fund and accounts shall be prepared by the National Board of the operation and financial position of this fund and its related service activities.

### **23.11 International relief**

(a) A fund shall be established for the direct relief of poverty, suffering, distress or misfortune of persons outside of Australia and shall be known as the "Apex Australia Charitable Fund Overseas Relief Fund".

(b) This fund shall be administered and controlled by the Apex Australia Charitable Fund Inc.

(c) All funds received and disbursed through activities of a service nature shall be paid through this fund and accounts shall be prepared by the National Board of the operation and financial position of this fund and its related service activities.

### **23.12 Meetings of the national board**

There shall be at least three Board Meetings held each year consisting of at least a Pre-AGM Board Meeting, a Post-AGM and another Board Meeting. The times and venues of which shall be selected by the National President.

### **23.13 Costs of members of the national board**

(a) The travel and accommodation costs of all members of the Board and Association Staff as directed by the National President shall be met by the Association.

(b) The National President shall have power to decide that any Apexian shall attend meetings of National Board at the expense of the Association.

(c) The Board may from time to time hold in-camera meetings whereupon the only members of the Board who shall attend such in-camera meetings shall be the voting members of the Board and the National Secretary unless otherwise agreed by the Association Board.

## **24 Life Governorship**

(a) An Active Member or a past Member of the Association may be nominated for the award of Life Governorship.

(b) A nominee for Life Governorship will have rendered meritorious and outstanding service to the Association either during or after the time of active membership or both.

- (c) Nominations must be submitted to the National Board by a member or a club together with a supporting statement of reasons, testimonials in support and any other relevant supporting material.
- (d) To the extent possible, nominations must be strictly confidential.
- (e) A three-fourths majority vote of the voting members of the National Board shall be necessary for the appointment of a Life Governor. The vote shall be by secret ballot.
- (f) The appointment will be announced and presented at the discretion of the National Board. Before the presentation, the National Board will notify the current Life Governors of the appointment and invite them to attend the presentation.
- (g) A Life Governor ceasing to be an Active Member may attend, without power to vote, any National Convention or any Meeting of a Club.

## **25 Marketing**

### **25.1 Authority**

The National Board shall delegate its authority as to the use of the official emblems of the Association to a Branding Committee.

### **25.2 Branding Committee**

The Branding Committee shall consist of three Members of Clubs, one of whom shall be a member of the National Board, and two other persons appointed by the National Board.

### **25.3 The Apex Logo**

- (a) The Apex Logo as contained in the Constitution is a trademark, which is licensed to the Association.
- (b) Goods for sale to Apex Members bearing the logo will be available only through an authorised Supply House, the National Office or from persons or organisations who have prior written approval from the Branding Committee.
- (c) Permission of the Branding Committee must be sought for goods for sale bearing the Logo to the general public.
- (d) The official colours of the Apex Logo are: Red - PMS032; Blue - PMS072; Yellow- PMS109, in the artwork approved by the Branding Committee.

### **25.4 Badges**

- (a) The badge to be worn by Members of Clubs, Life Members and Senior Active Members shall consist of the members name, occupation and Club. The badge will consist of the colour configurations determined by the National Board.

## 26 Related entities

### 26.1 Apex Charitable Fund Inc.

- (a) Apex Charitable Fund Incorporated is a body duly incorporated pursuant to the Laws of New South Wales whose responsibility it is to carry out the aims and functions set out in its Rules.
- (b) The Directors of the Fund are the elected members of the National Board, National Secretary and National Treasurer and Association Staff as directed by the National President.
- (c) Apex Charitable Fund Inc. shall be maintained to:
  - (i) administer the charitable and benevolent activities of the Association;
  - (ii) provide payment of personal accident and public risk insurance premiums in relation to the activities of the Association;
  - (iii) provide a Fund for the collection of voluntary contributions made to the National President's Discretionary Fund;
  - (iv) administer the National Relief Fund;
  - (v) administer the Overseas Relief Fund.
- (d) The Officers of Apex Charitable Fund Inc shall be the Officers of the Association.
- (e) Separate records shall be kept of monies contributed and disbursements for specific purposes and in the event of a surplus in a specific account the National Board may direct the transfer of the balance subject to the requirements of a public benevolent institution required by the Australian Tax Office or the Income Tax Assessment Act.
- (f) Money shall only be paid from the Charitable Fund with the approval of the National Board.

### 26.2 Apex Consolidated Industries Ltd

- (a) Apex Consolidated Industries Ltd is a body duly incorporated pursuant to the laws of the State of New South Wales.
- (b) Apex Consolidated Industries Ltd is the registered owner of the official emblems of the Association.
- (c) The Directors are the elected Members of the National Board, the Association staff as directed by the National President, National Secretary and National Treasurer.
- (d) The Association shall request Apex Consolidated Industries Ltd to provide its audited annual financial statements to the National Board.

## 27 Core values

### 27.1 The values committee

- (a) All members of the Association and all members of all Clubs shall uphold the Core Values.
- (b) Any question as to whether a Club or Member of a Club has contravened the Core Values of the Association is to be referred to and determined by the Values Committee.
- (c) The National Board at the commencement of each Apex Year will elect a Values Committee which shall be constituted by the National President and two senior Apexians who do not then hold any National Board position.
- (d) The Values Committee shall have the following powers:
  - (i) to dismiss an allegation;
  - (ii) to adjourn consideration of an allegation to allow further information to be put before it;
  - (iii) to find that there has been a contravention of the Core Values;
  - (iv) to determine a penalty to be imposed upon the Member or members concerned including termination of membership, suspension of membership, reprimand or warning; and
  - (v) to refer the contravention of the Core Values to a government authority.

## 27.2 Procedure

- (a) Where a Member of a Club alleges another Member of a Club, a Club, Region or National Board (or any other board, committee or other combination of people) has contravened the Core Values, that allegation must be in writing and lodged with the Values Committee.
- (b) At the time the allegation is provided to the Values Committee, any member of the Values Committee who considers that it would be inappropriate for he or she to determine the allegation must excuse themselves and the National Board shall determine a replacement for the hearing of the allegation.
- (c) At the same time as the written allegation is lodged with the Values Committee, a copy of that allegation must be served to the persons alleged to have contravened the Core Values.
- (d) The Values Committee within 14 days of receiving the allegation must notify parties in writing whether it will convene a hearing or deal with the allegation by way of written submissions.
- (e) In the event of there being a hearing, each party may appear before the Values Committee and present.
- (f) In the event of there being no hearing, each party is to present written submissions to the Values Committee before the date when the Values Committee will make a determination.
- (g) Parties may have assistance in the preparation and presentation of their case or written submissions.
- (h) If the Values Committee determines that there should be no hearing but on considering the material before it, determines that one of the likely potential outcomes

is the termination of membership of the Member or members concerned, the Committee shall convene a hearing and give the Member or members affected the right to be heard before reaching any determination as to contravention of the Core Values and any penalty resulting from that contravention.

- (i) Where possible, the determination should be made by the Values Committee within 30 days of lodgement of the allegation.
- (j) The Members making the allegation are unable to be part of the Values Committee hearing the allegation.

## 28 Training forums

(a) The Association recognises the importance of the training at all levels of the Association so that Apexians are better able to:

- (i) Uphold and implement the Ideals and Objects of the Association and of the Club.
- (ii) Maintain, uphold and implement the Core Values set out in the Association Constitution.
- (iii) Maintain and increase the total membership of the Association and enhance the quality of the membership of the Association.
- (iv) Manage the resources of the Association including the resources of Apexians, Clubs and Regions.
- (v) Understand the structure Rules and Practices of the Association, its Regions, Clubs and Members.

(b) The Association may provide the following training forums:

- (i) Association National Convention;
- (ii) Club President, Secretary and Treasurer Training Forums or Seminars;
- (iii) New Apexian Training Forums and Seminars; and
- (iv) Training of Trainers to further train Apexians at Club, Regional or National Meetings, Forums or Seminars,

(c) In order to further the objectives of the training forums for the benefit of young Apexians, the Young Apexian's Leadership Development Fund may, at the discretion of the National Board, be used to help finance such training forums where no other application for use of the Fund is made in any year.

(d) It shall be the policy of the Association in relation to Training Forums to include sessions on the following issues:

- (i) Dealing with the media and Government authorities.
- (ii) On the Citizenship Ideal and the nature and the role of the Citizenship Director.
- (iii) Dealing with extension and the creation and establishment of new Clubs.

(e) The Agendas for all Executive Training Seminars must emphasise the specialised areas of instruction in the conduct of the portfolios of President, Secretary and Treasurer together with any general areas of instruction required in each particular State.

## **29 Miscellaneous**

### **29.1 Voting**

Notwithstanding anything else in this document:

- (a) At all levels of the Association only the actual votes of those members entitled to vote are to be counted when determining the number of votes for and against a motion.
- (b) Only Active Members are entitled to vote at any level of the Association.

### **29.2 Proxies**

Notwithstanding anything else in this document:

- (a) Proxies are to be given in writing to a person to be present at a Convention or meeting.
- (b) A vote by proxy shall be as directed by the Club on any specific motion.
- (c) All proxies shall be an original in the appropriate form signed by two members of the Club Executive.
- (d) All proxies shall be lodged with the appropriate Secretary/Treasurer before the opening of a Convention or meeting.
- (e) Notwithstanding any other provision contained in the Rules, no Member, Club, Region or any of their representatives shall be entitled to a proxy vote at any meeting unless such proxy is accepted by a majority of persons entitled to vote at the meeting.



### 29.3 Elected positions

Notwithstanding anything else in this document in addition to any other requirements in the Constitution, Rules and/or Association Rules only an Active Member of a Club may be nominated for and hold any elected position at any level of management of the Association.

### 29.4 Removal

If any elected or appointed Member of any Club or National Board is proven to the satisfaction of a special majority of the other voting members of their board to have either:

- (a) failed to have carried out their duty of office as required by the Rules governing their board; or
- (b) failed to have carried out any lawful duty reasonably required of them by their board or the chair of their board; or
- (c) conducted themselves in a manner prejudicial to the best interests of the board or the Association, then the Member's board shall have the right to remove the Member from their position and replace them with another Active Member. Before any vote is taken as to the removal of the Member from the Board, the Member will be given fair and reasonable opportunity to present their case to the Board as to why they should not be removed from Office. The Board will consider all matters put before it before reaching a decision as to whether or not the Member is removed from Office.

## 30 Memorial Roll













Apex Australia recognises that many Apexians have contributed in a significant and meaningful way to Apex and their community. In some cases, Apexians have unfortunately died prior to their contribution being appropriately recognised.

The Apex Australia Memorial Roll has been implemented and will be maintained by the National Board as special recognition for Apexians if the event that sad event occurs.

An Apexian needs to be nominated to be included on the Apex Australia Memorial Roll (any person or club can do so). The nominee must not have received a life membership and have made significant and meaningful contribution to Apex in some way.

**Note 1:** Being listed on the Memorial roll is in recognition of significant and meaningful contribution of a deceased member. The National Board will determine the evidence needed to support the nomination on a case by case basis.

## Schedule A

State	Legislation	Using technology permitted?	If so, is a proxy permitted?	Can a special resolution be put?	Comments:
NSW	<i>Associations Incorporation Act 2009 (NSW)</i>	Silent – permitted if Apex Rules allow			
VIC	<i>Associations Incorporation Act 2012 (VIC)</i>	Permitted by law			
QLD	<i>Associations Incorporation Act 1981 (Qld)</i>	Silent – permitted if Apex Rules allow			
WA	<i>Associations Incorporation Act 2015 (WA)</i>	Silent – permitted if Apex Rules allow			In WA, a special resolution can however be put by postal ballot
SA	<i>Associations Incorporation Act 1985 (SA)</i>	Silent – permitted if Apex Rules allow			In SA, a special resolution cannot be put by technology
TAS	<i>Associations Incorporation Act 1964 (Tas)</i>	Silent – permitted if Apex Rules allow			In TAS, a special resolution cannot be put by technology