

## Australia and New Zealand Short Term Rental Association (‘ASTRA’)

# CONSTITUTION

As Amended Version 27 June 2024

Associations Incorporations Regulations 2016

*“After a three-year public consultation, the Associations Incorporation Act 2009 in NSW (the Act) has been amended and the existing Regulation replaced with a new Associations Incorporation Regulation 2016.”*

<https://www.nfplaw.org.au/changes-nsw-associations-incorporation-laws>

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## PART 1 - PRELIMINARY

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### 1 Definitions

#### (1) Defined terms

In this Constitution:

**“Agency Service”** – means booking or referring holiday rental reservations for a fee, charge or a commission for Property not owned by the Person providing the service and **“Agent”** means a Person who provides such a service.

**“Associate”** means an associate of the ASTRA Association.

**“ASTRA”** means the Australia and New Zealand Short Term Rental Accommodation Association.

**“By-Laws”** means the by-laws made under Rule 9(2) as amended from time to time.

**“Code of Conduct”** means the codes of conduct made under Rule 9(3) as amended from time to time.

**“Board”** means the committee of management of the ASTRA Association as provided in Part 3.

**“Constitution”** means the Rules set out in this document as duly amended from time to time.

**“Director”** means a member of the Board.

**“Director-General”** means the Director-General of the Department of Services, Technology and Administration.

**“Financial Year”** means the period of twelve months commencing on 1 January and expiring on 31 December in each year.

**“holiday rental”** means the short term rental of houses and apartments to visitors.

**“holiday rental industry”** (also referred to as the “Industry”) includes the ownership of houses and apartments used for holiday rental and all the economic activities concerned with holiday rental including development, construction, furnishing, fit out, finance, sales, marketing, distribution, management, insurance, security, cleaning and maintenance.

**“holiday rental property”** (also referred to as “Property”) means a house or apartment used for holiday rental.

**“HRIA”** means the Holiday Rental Industry Association.

**“Management Service”** – means the management for a fee, charge or commission of Property not owned by the Person providing the service and **“Manager”** means a Person who provides such a service.

**“Member”** means a member of the ASTRA Association.

**“Office-Bearer”** means a Director who is an office bearer of the ASTRA Association under Rule 10(2).

**“Owner”** means the Person who owns a Property or is the lessee of a Property who is entitled to sublet or license it to others for holiday rental.

**“Person”** means any individual, company, partnership, joint venture, association, corporation or other body corporate (such as an incorporated association or co-operative) and any government agency.

**“Rule”** means any rule of this Constitution as amended from time to time.

**“Secretary”** means:

- (a) the person holding office under these Rules as secretary of the ASTRA Association, or
- (b) if no such person holds that office – the public officer of the ASTRA Association.

**“Supplier”** means a Person who supplies goods or services to the holiday rental industry other than Agency Services, Distribution Services or Management Services.

**“Special General Meeting”** means a general meeting of the ASTRA Association other than an annual general meeting. **“the Act”** means the Associations Incorporation Act 2009.

**“the Regulation”** means the Associations Incorporation Regulation 2010.

(2) In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) **Interpretation Act**

The provisions of the Interpretation Act 1987 apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

## 2 Objects

(1) **Primary Object**

The primary objective for which the ASTRA Association is established is to promote the development of the holiday rental industry as a valued part of the tourism resources of Australia.

(2) **Subsidiary Objects**

In furtherance of the primary objective the ASTRA Association will act as the national trade association for the Industry with the following subsidiary objectives:

- (a) **Research** To conduct research and to support the research efforts of other bodies which improve understanding of issues affecting the Industry and demonstrate its value.
- (b) **Advocacy** To represent the Industry and advocate to protect its interests with government at all levels and with other relevant public and private sector bodies whose activities affect the Industry.
- (c) **Media** To provide information on the Industry and its value through the media.

- (d) **Standards** To enhance Industry standards, to develop a rating system for Properties or improve the existing system and if required by government to develop an accreditation system for the Industry.
- (e) **Self regulation** To develop, where practical, codes of conduct and other self regulatory methods of dealing with any issues arising in the Industry which might otherwise require legislation or government regulation.
- (f) **Cooperation** To cooperate with other bodies in tourism, housing, property and other relevant fields and participate in conferences, seminars, forums, reviews, and studies on issues affecting the Industry.
- (g) **Promotion** To cooperate with national, state and regional tourism authorities to promote the Industry and its resources.
- (h) **Network** To cooperate with any existing associations at international, national, state or regional level with similar or complementary objectives and develop a national network of state and territory (and where necessary regional) representatives, branches or chapters.
- (i) **Portal** To provide an internet based web site portal for cooperation and communication among Members and Associates.

### (3) **Proportion and priorities**

The ASTRA Association will pursue these objectives progressively and in proportion to the funding and other resources available from time to time. Priorities and activities will be determined by the Board.

### (4) **Not-for-profit**

The ASTRA Association is not carried on with the object of trading or securing financial gain for Members and Members must not receive distribution of profit or income, even upon a winding up, subject to Section 65 of the Act.

## PART 2 - MEMBERSHIP & ASSOCIATESHIP

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### 3 Eligibility

#### (1) **Membership**

Subject to this Constitution and any determinations of the Board, any Person who is a participant in the holiday rental industry is eligible to be a Member of the ASTRA Association provided they have the qualifications specified in Rule 5 to be a Member of one of the classes of membership specified in Rule 4 and have paid the membership fees referred to in Rule 7.

#### (2) **Associateship**

Subject to this Constitution and any determinations of the Board, any Owner is eligible to be an Associate of the ASTRA Association provided they have the qualifications specified in Rule 5 to be an Associate as specified in Rule 4.

### 4 Classes

#### (1) **Members**

The ASTRA Association is to consist of the following classes of Members:

- (a) Owners
- (b) Managers and Agents who are further categorized into: MA Category A; MA Category B; MA Category C; MA Category D; MA Category E; and MA Category F and MO.
- (c) Suppliers who are further categorized into: Suppliers Category A; Suppliers Category B; and Suppliers Category C.
- (d) Government and Industry Associations
- (e) Others being such other class or classes of Members as may be determined by the Board from time.

## (2) **Associates**

Owners who qualify for membership under Rule 5(1)(a) but have not paid the membership fees may become affiliated with the ASTRA Association as Associates.

## **5 Qualifications**

### (1) **Membership**

The qualifications which a Person must possess in order to be eligible for membership of one of the classes of membership specified in Rule 4 are as set out below:

- (a) **Owners**
  - i. Any Owner of Property offered for holiday rental, who has a representative manager (and who does not fall into the Owner Manager class). Co-owners of one Property are regarded as one Owner and must nominate only one Person to be a Member.
  - ii. Owners of more than one Property may at their option either have one Person to be a Member representing all Properties or have a separate membership in respect of each Property.
- (b) **Managers and Agents (“MA”)**
  - i. **MA Category A** – Any Person who manages 10,000 or more Properties.
  - ii. **MA Category B** – Any Person who manages between 3000 and 9999 Properties.
  - iii. **MA Category C** – Any Person who manages between 500 and 2999 Properties.
  - iv. **MA Category D** – Any Person who manages between 100 and 499 Properties.
  - v. **MA Category E** – Any Person who manages between 25 and 99 Properties.
  - vi. **MA Category F** – Any Person who manages between 1 and 24 Properties.
  - vii. **MO** – Any Person who owns and manages their Properties. Otherwise known as Owner Managers. To be made available/advertised as a short term holiday rental for not less than 3 months each calendar year.

- viii. A Person may provide more than one of the services mentioned in this class of membership and a service provided may fall within more than one of the types of service defined for this class of membership.
- ix. For the purposes of calculating the correct category of membership for a Person within this class of membership the number of Properties to which the Person provides services are to be counted rather than the number of services.
- (c) **Suppliers**
  - i. **Suppliers Category A** – Any Supplier who provides goods or services to the holiday rental industry (other than Agency and Management Services) to the value of more than \$1,000,000 per annum.
  - ii. **Suppliers Category B** – Any Supplier who provides goods or services to the holiday rental industry (other than Agency and Management Services) to the value of between \$500,001 and \$1,000,000 per annum.
  - iii. **Suppliers Category C** – Any Supplier who provides goods or services to the holiday rental industry (other than Agency and Management Services) to the value of \$500,000 or less per annum.
- (d) **Government and Industry Associations** – Such eligibility and qualifications as the Board determines from time to time.
- (e) **Other Members** – Such eligibility and qualifications as the Board determines from time to time.

## (2) **Associateship**

Any Owner who would qualify for Membership under Rule 5(1)(a) but does not pay the membership fee is eligible to be affiliated with the ASTRA Association as an Associate.

## **6 Membership and Associateship procedures**

### (1) **Application**

Unless otherwise determined by the Board, application for membership or associateship must be made online by logging in through the ASTRA Association web site or such other web site as is approved by the Board and using the forms and procedures approved by the Board from time to time, or by following such other application procedure as is approved by the Board from time to time.

### (2) **Self assessment**

Applicants must self assess their eligibility and qualifications for the appropriate class of membership or associateship under Rule 5.

### (3) **Payment of fees**

Application for membership requires payment of the appropriate fees provided in Rule 7 online or by such other method as is approved by the Board from time to time.

### (4) **Acceptance**

Applications received in accordance with the approved forms, procedures and fees will be accepted online or by such other method as is approved by the Board from time to time. The secretary must, on acceptance of those forms, procedures and fees, enter or cause

to be entered the applicant's particulars in the register of Members and Associates and, on the name being so entered, the applicant becomes a Member or Associate of ASTRA Association (as the case may be).

## **(5) Particulars of Members and Associates**

The name, postal address, property address (for Owners), business address (for Managers, Agents and Suppliers), electronic mail address, telephone number, facsimile number and other particulars required of Members and Associates under the approved forms and procedures will be added to the register of Members and Associates held by the ASTRA Association. Each Member or Associate is responsible for ensuring that their own particulars are accurate and up-to-date using the method provided on line through the ASTRA Association web site or by such other method as is approved by the Board from time to time.

## **(6) Associateship sponsored through DMAs**

The Board may in its discretion grant approval to any Member in the DMA or Supplier class to sponsor associateship with the ASTRA Association for Owners for whom they provide Distribution Services (in the case of a DMA member) or other services (in the case of a Supplier) provided that:

- (a) applications must be made and accepted online through the Member's website in accordance with the forms and procedures approved by the Board;
- (b) as a condition of approval the Member must provide on its website a link to the ASTRA Association web site and such other information from the ASTRA Association as the Board requires;
- (c) the Member must send the applications it receives to the secretary, or as the secretary directs, and those applications will then be dealt with in accordance with Rule 6(4);
- (d) no fee or charge may be made to either the ASTRA Association or the Associates for any service under this Rule 6(6);
- (e) the Member must comply with such other terms and conditions as the Board may specify from time to time; and
- (f) the Board in its discretion may at any time cancel approval for the Member to sponsor Associates under this Rule 6(6) by notice to the Member. If the Board cancels the approval, the Member's sponsored associateships will also thereby be deemed to be cancelled unless and until renewed directly through the ASTRA Association or another Member to whom approval has been granted under this Rule 6(6).

## **(7) Proof of qualifications**

If the Board in its discretion at any time requests proof of the eligibility, qualifications and class of membership of any Member or Associate then:

- (a) the membership or associateship of that Person is deemed to be provisional and the rights of that Member or Associate including any voting rights are suspended until the Person provides the proof in the form requested and to the reasonable satisfaction of the Board; and

- (b) if the Board is not satisfied on any matter it may in its discretion:
  - i. suspend the membership or associateship until it is so satisfied, or
  - ii. reclassify the Member to a class of membership for which the Member is qualified, subject to the Member paying any adjustment in membership fees,
  - iii. reclassify the Member (if they are an Owner) to an Associate; or cancel the membership or associateship and retain any fees paid.

**(8) Reclassification and re-categorisation**

- (a) if the eligibility or other qualifications of any Member changes so that he or she is no longer eligible to be in the class or category of membership for which he or she is recorded in the register, it is the responsibility of that Member to reclassify or recategorise his or her membership using the method provided on line through the ASTRA Association web site or by such other method as is approved by the Board from time to time.
- (b) The ASTRA Association shall reclassify as Associates any Owners who fail to pay membership fees due.
- (c) If additional membership fees are due they must be paid. No refund is payable if the new classification or categorization requires a lower membership fee.

## 7 Rights and duties of Members and Associates

- (1) **Key rights and duties of Members** The key rights and duties of Members are summarized in the following table:

| Class of Members    | Rights                                                                                                                                                                                                                                                                                                                                                                             | Duties                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|---------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Owners ("O")</b> | <ul style="list-style-type: none"> <li>• to access any general section for Members on the ASTRA Association web site</li> <li>• to access any special section for Owners Members on the ASTRA Association web site</li> <li>• such discounts, concessions and benefits from Suppliers, rating and other authorities as the Board is able to negotiate from time to time</li> </ul> | <ul style="list-style-type: none"> <li>• to pay an annual membership fee determined under Rule 7(3)</li> <li>• to comply with the Constitution and By-Laws of the ASTRA Association</li> <li>• subject to Rule 19, to attend general meetings</li> <li>• to comply with any ASTRA Association Code of Conduct for Owners</li> <li>• to encourage Managers, Agents and Suppliers with whom they deal to join the ASTRA Association</li> </ul> |



| Class of Members                  | Rights                                                                                                                                                                                                                                                                                                  | Duties                                                                                                                                                                                                                                                                                                         |
|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Managers and Agents ("MA")</b> | <ul style="list-style-type: none"> <li>• to access any general section for Members on the ASTRA Association web site</li> <li>• subject to Rule 19, to attend general meetings</li> <li>• to nominate for election to the Board</li> </ul>                                                              | <ul style="list-style-type: none"> <li>• to comply with the Constitution and By-Laws of the ASTRA Association</li> <li>• to comply with any ASTRA Association Code of Conduct for Managers or Agents</li> <li>• to encourage Owners and Suppliers with whom they deal to join the ASTRA Association</li> </ul> |
| <b>MA Category A</b>              | <ul style="list-style-type: none"> <li>• to access any special section for Managers or Agents Category A on the ASTRA Association web site</li> <li>• subject to Rule 19, to attend general meetings</li> <li>• 6 votes at general meetings</li> <li>• to nominate for election to the Board</li> </ul> | <ul style="list-style-type: none"> <li>• to pay an annual membership fee determined under Rule 7(3)</li> </ul>                                                                                                                                                                                                 |
| <b>MA Category B</b>              | <ul style="list-style-type: none"> <li>• to access any special section for Managers or Agents Category B on the ASTRA Association web site</li> <li>• subject to Rule 19, to attend general meetings</li> <li>• 5 votes at general meetings</li> <li>• to nominate for election to the Board</li> </ul> | <ul style="list-style-type: none"> <li>• to pay an annual membership fee determined under Rule 7(3)</li> </ul>                                                                                                                                                                                                 |
| <b>MA Category C</b>              | <ul style="list-style-type: none"> <li>• to access any special section for Managers or Agents Category C on the ASTRA Association web site</li> <li>• subject to Rule 19, to attend general meetings</li> <li>• 4 votes at general meetings</li> <li>• to nominate for election to the Board</li> </ul> | <ul style="list-style-type: none"> <li>• to pay an annual membership fee determined under Rule 7(3)</li> </ul>                                                                                                                                                                                                 |
| <b>MA Category D</b>              | <ul style="list-style-type: none"> <li>• to access any special section for Managers or Agents Category D on the ASTRA Association web site</li> <li>• subject to Rule 19, to attend general meetings</li> <li>• 3 votes at general meetings</li> <li>• to nominate for election to the Board</li> </ul> | <ul style="list-style-type: none"> <li>• to pay an annual membership fee determined under Rule 7(3)</li> </ul>                                                                                                                                                                                                 |



| Class of Members                | Rights                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Duties                                                                                                                                                                                                                                                                                                                                                                                     |
|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>MA Category E</b>            | <ul style="list-style-type: none"> <li>• to access any special section for Managers or Agents Category E on the ASTRA Association web site</li> <li>• subject to Rule 19, to attend general meetings</li> <li>• 2 votes at general meetings</li> <li>• to nominate for election to the Board</li> </ul>                                                                                                                                                                                                                             | <ul style="list-style-type: none"> <li>• to pay an annual membership fee determined under Rule 7(3)</li> </ul>                                                                                                                                                                                                                                                                             |
| <b>MA Category F</b>            | <ul style="list-style-type: none"> <li>• to access any special section for Managers or Agents Category F on the ASTRA Association web site</li> <li>• subject to Rule 19, to attend general meetings</li> <li>• 1 vote at general meetings</li> <li>• to nominate for election to the Board</li> </ul>                                                                                                                                                                                                                              | <ul style="list-style-type: none"> <li>• to pay an annual membership fee determined under Rule 7(3)</li> </ul>                                                                                                                                                                                                                                                                             |
| <b>Managers - Owners ("MO")</b> | <ul style="list-style-type: none"> <li>• to access any general section for Members on the ASTRA Association web site</li> <li>• to access any special section for Owners Members on the ASTRA Association web site</li> <li>• subject to Rule 19, to attend general meetings</li> <li>• 1 vote at General Meetings</li> <li>• to nominate for election to the Board</li> <li>• such discounts, concessions and benefits from Suppliers, rating and other authorities as the Board is able to negotiate from time to time</li> </ul> | <ul style="list-style-type: none"> <li>• to pay an annual membership fee determined under Rule 7(3)</li> <li>• to comply with the Constitution and By-Laws of the ASTRA Association</li> <li>• to comply with any ASTRA Association Code of Conduct for Owners</li> <li>• to encourage Owners, Managers, Agents and Suppliers with whom they deal to join the ASTRA Association</li> </ul> |
| <b>Suppliers</b>                | <ul style="list-style-type: none"> <li>• to access any general section for Members on the ASTRA Association web site</li> <li>• to access any special section for Suppliers on the ASTRA Association web site</li> </ul>                                                                                                                                                                                                                                                                                                            | <ul style="list-style-type: none"> <li>• to comply with the Constitution and By-Laws of the ASTRA Association</li> <li>• to comply with any ASTRA Association Code of Conduct for Suppliers</li> <li>• to encourage Owners, Managers and Agents with whom they deal to join the ASTRA Association</li> </ul>                                                                               |

| Class of Members                             | Rights                                                                                                                                                                                                                                                                                                                 | Duties                                                                                                                                                                                                                                                                        |
|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Supplier Category A</b>                   | <ul style="list-style-type: none"> <li>• to access any special section for Suppliers Category A on the ASTRA Association web site</li> <li>• subject to Rule 19, to attend general meetings</li> <li>• to advertise on the ASTRA Association web site in such form and at such cost as the Board determines</li> </ul> | <ul style="list-style-type: none"> <li>• to pay an annual membership fee determined under Rule 7(3)</li> </ul>                                                                                                                                                                |
| <b>Supplier Category B</b>                   | <ul style="list-style-type: none"> <li>• to access any special section for Suppliers Category B on the ASTRA Association web site</li> <li>• to advertise on the ASTRA Association web site in such form and at such cost as the Board determines</li> </ul>                                                           | <ul style="list-style-type: none"> <li>• to pay an annual membership fee determined under Rule 7(3)</li> </ul>                                                                                                                                                                |
| <b>Supplier Category C</b>                   | <ul style="list-style-type: none"> <li>• to access any special section for Suppliers Category C on the ASTRA Association web site</li> <li>• to advertise on the ASTRA Association web site in such form and at such cost as the Board determines</li> </ul>                                                           | <ul style="list-style-type: none"> <li>• to pay an annual membership fee determined under Rule 7(3)</li> </ul>                                                                                                                                                                |
| <b>Government and Industry Organisations</b> | <ul style="list-style-type: none"> <li>• to access any general section for Members on the ASTRA Association web site</li> <li>• such other rights as the Board may determine from time to time</li> </ul>                                                                                                              | <ul style="list-style-type: none"> <li>• to comply with the Constitution and By-Laws of the ASTRA Association</li> <li>• to comply with any ASTRA Association Code of Conduct for Others</li> </ul>                                                                           |
| <b>Others</b>                                | <ul style="list-style-type: none"> <li>• to access any general section for Members on the ASTRA Association web site</li> <li>• such other rights as the Board may determine from time to time</li> </ul>                                                                                                              | <ul style="list-style-type: none"> <li>• to comply with the Constitution and By-Laws of the ASTRA Association</li> <li>• to comply with any ASTRA Association Code of Conduct for Others</li> <li>• such other duties as the Board may determine from time to time</li> </ul> |

## (2) Rights and duties of Associates

Associates are not Members for any purpose under the Act, Regulations or this Constitution. The rights and duties of Associates are summarized in the following table:

| Associates        | Rights                                                                                                                                                                                                                                                                                      | Duties                                                                                                                                                                                                                                                                                                                                                                                 |
|-------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Associates</b> | <ul style="list-style-type: none"> <li>• to access any special section for Associates on the ASTRA Association web site</li> <li>• to receive communications for Associates as authorized by the Board</li> <li>• such other rights as the Board may determine from time to time</li> </ul> | <ul style="list-style-type: none"> <li>• to comply with the Constitution and By-Laws of the ASTRA Association</li> <li>• to comply with any ASTRA Association Code of Conduct for Owners</li> <li>• to encourage Managers, Agents and Suppliers with whom they deal to join the ASTRA Association</li> <li>• such other duties as the Board may determine from time to time</li> </ul> |

### (3) Fees

- (a) Membership fees for the different classes of Members will be as determined by the Board and notified on the ASTRA Association web site from time to time. The Board may in its discretion determine to waive all or part of the membership fee for a class of Members at any time.
- (b) The membership fees determined by the Board under (a) will be exclusive of Goods and Services tax (GST). If the ASTRA Association is required to pay GST on membership fees then the membership fees are to be increased by the amount of GST payable by the ASTRA Association thereon.

### (4) Variation of rights and duties.

The ASTRA Association may add, delete and vary any of the rights and duties of any class or classes of Members or Associates upon recommendation of the Board approved by special resolution of the ASTRA Association.

## 8 Other Membership and Associateship Rules

### (1) ASTRA Association logo

- (a) No Member or Associate is entitled to use the ASTRA Association logo or any other symbol of accreditation or compliance with ASTRA Association standards, codes of conduct or other self regulatory mechanisms without the prior approval of the ASTRA Association and without compliance with the Constitution, By-Laws, Codes of Conduct and guidelines issued by the ASTRA Association from time to time.
- (b) The ASTRA Association may grant or revoke such approval by notice at any time.

### (2) Cessation of membership or associateship

- (a) A Person ceases to be a Member or Associate of the ASTRA Association if the Person:
  - (i) dies, or
  - (ii) in the case of a Member, resigns membership or is expelled from the ASTRA Association, or
  - (iii) in the case of a Member who is not an Owner, fails to pay the annual membership fee under Rule 8(6) within 3 months after the fee is due; or

- (iv) in the case of an Associate, the associateship is cancelled by the Associate or the ASTRA Association or the sponsoring DMA Member.
- (b) If a Member or Associate of the ASTRA Association ceases to be a Member or Associate under Rule 8(2)(a) or otherwise the secretary must make an appropriate entry in the register of Members and Associates recording the date on which the Member or Associate ceased to be a Member or Associate (as applicable).

### (3) **Membership and associateship entitlements not transferable**

A right or duty which a person has by reason of being a Member or Associate of the ASTRA Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the Person's membership or associateship.

### (4) **Resignation of membership and cancellation of associateship**

- (a) A Member of the ASTRA Association may resign from membership of the ASTRA Association by first giving to the secretary notice of at least one month (or such other period as the Board may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (b) There will be no refund of membership fees paid upon resignation of membership.
- (c) An associateship may be cancelled by the Associate, sponsoring Member or the ASTRA Association at any time for any reason by written notice to the secretary.

### (5) **Register of Members and Associates**

- (a) The secretary of the ASTRA Association must cause to be established and maintained a register of Members and Associates of the ASTRA Association specifying the particulars specified in Rule 6(5) for each Person who is a Member or Associate of the ASTRA Association together with the date on which the Person became a Member or Associate, the class of membership of each Member and whether membership fees have been paid.
- (b) The register of Members and Associates must be kept in electronic format and, subject to (f) and (g), must be open for inspection free of charge by any Member of the ASTRA Association who has paid their annual membership fee.
- (c) The Board must take reasonable measures to ensure that the register of Members and Associates is not copied or misused by any Member or other person.
- (d) The register will constitute the official roll for the purposes of identifying Members eligible to vote at meetings of Members and to nominate and be nominated for positions on the Board.
- (e) Subject to Rule 6(7), the register is conclusive evidence of the status of each Member and Associate.

- (f) The particulars of Associates in the register of Members and Associates is for use by the Board for the purposes of the ASTRA Association only and no person has a right of access to those particulars unless authorized by the Board.
- (g) A Member (including, for the avoidance of doubt, any Director) must not use information about a person obtained from the register of Members and Associates to contact or send material to the person, other than for:
  - (i) the purposes of sending the person a newsletter from the ASTRA Association, a notice in respect of a meeting or other event relating to ASTRA Association or other material relating to ASTRA Association; or
  - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulations.

## **(6) Fees**

A Member must pay to the ASTRA Association the annual membership fees specified in Rule 7:

- (a) except as provided by paragraph (b), before 1 July in each calendar year; or
- (b) if the person becomes a Member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

## **(7) Members' liabilities**

The liability of a Member of the ASTRA Association to contribute towards the payment of the debts and liabilities of the ASTRA Association or the costs, charges and expenses of the winding up of the ASTRA Association is limited to the amount, if any, unpaid by the Member in respect of membership of the ASTRA Association as required by Rule (6). An Associate shall have no liability to contribute towards the payment of the debts or liabilities of the ASTRA Association or the costs, charges and expenses of the winding up of the ASTRA Association.

## **(8) Resolution of internal disputes**

- (a) Disputes between Members (in their capacity as Members) of the ASTRA Association, and disputes between Members and the ASTRA Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act NSW 1983.
- (b) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **(9) Disciplining of Members**

- (a) A complaint may be made to the Board by any person that a Member of the ASTRA Association:
  - i. has persistently refused or neglected to comply with a provision or provisions of the Constitution or By-Laws, or
  - ii. has breached an ASTRA Association Code of Conduct, or
  - iii. has persistently and willfully acted in a manner prejudicial to the interests of the ASTRA Association.



- (b) On receiving such a complaint, the Board:
  - i. must cause notice of the complaint to be served on the Member concerned,
  - ii. must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - iii. must take into consideration any submissions made by the Member in connection with the complaint.
- (c) The Board may, by resolution, expel the Member from the ASTRA Association or suspend the Member from membership of the ASTRA Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (d) If the Board expels or suspends a Member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under Rule 8(10).
- (e) The expulsion or suspension does not take effect:
  - i. until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
  - ii. if within that period the Member exercises the right of appeal, unless and until the ASTRA Association confirms the resolution under Rule 8(10), whichever is the later.

## **(10) Right of appeal of disciplined Member**

- (a) A Member may appeal to the ASTRA Association in general meeting against a resolution of the Board under Rule 8(9), by lodging with the secretary a notice to that effect within 7 days after notice of the resolution is served on the Member.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member under (a), the secretary must notify the Board and the Board must then convene a general meeting of the ASTRA Association to be held within 28 days after the date on which the secretary received the notice.
- (d) At a general meeting of the ASTRA Association convened under (c):
  - i. no business other than the question of the appeal is to be transacted, and
  - ii. the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - iii. the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) If at the general meeting the ASTRA Association passes a special resolution in favour of confirming the Board's resolution, the resolution is confirmed.

- (f) If at the general meeting the ASTRA Association does not pass a special resolution in favour of confirming the Board's resolution, the resolution is taken to be revoked and the Member's membership will continue.

## PART 3 - THE BOARD

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### 9 Powers of the Board

#### (1) General Powers

The Board is the committee of management of the ASTRA Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the ASTRA Association in general meeting:

- (a) the Board is to control and manage the affairs of the ASTRA Association;
  - (b) the Board may exercise all such functions as may be exercised by the ASTRA Association, other than those functions that are required by these Rules to be exercised by a general meeting of Members of the ASTRA Association;
  - (c) the Board has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the ASTRA Association;
  - (d) the Board may delegate management responsibilities to a Chief Executive Officer on such terms and conditions including remuneration as the Board determines;
  - (e) the Chief Executive Officer may also be a Director or office-bearer of the Board; and
  - (f) the Board may engage any Member or Director including any entity associated with a Member or Director to provide administrative, technical or professional services to the ASTRA Association provided that any Member, Director or entity so engaged:
    - i. makes full prior disclosure to the Board of its interest in any entity providing the services, and
    - ii. abstains from voting on any decision to engage that Member or Director or his or her associated entity.
- (2) **By-Laws** The Board may from time to time make, amend and repeal such By-Laws as they may deem necessary or expedient or convenient or for the proper conduct, control and management of the ASTRA Association and the admission of Members and Associates, and in particular and without prejudice to the generality of the powers conferred by Rule (1) they may by such By-Laws regulate:
- (a) the information required to accompany any application for membership or associateship;
  - (b) the eligibility, qualifications, rights and duties of Other classes of Members and Associates under Rules 4, 5 and 7(1);

- (c) the supply by Members and Associates of statistical information on a confidential basis for the purposes of the ASTRA Association's research projects;
  - (d) standards and accreditation;
  - (e) the use by Members and Associates of the ASTRA Association's logo;
  - (f) cooperative arrangements with existing associations with similar objectives; and
  - (g) a national network of state and territory (and where necessary regional) representatives, branches or chapters.
- (3) **Code of Conduct** The Board may from time to time make, amend and repeal Codes of Conduct in relation to the conduct of participants in the holiday rental industry towards:
- (a) other participants in the Industry,
  - (b) consumers, and
  - (c) neighbours of holiday rental properties.
- (4) **Members and Associates to comply**
- (a) The Board may adopt such means as it deems sufficient to bring to the notice of Members and Associates all such By-Laws, Codes of Conduct and amendments and repeals.
  - (b) All By-Laws and Codes of Conduct so long as they are in force will be binding upon all Members and Associates provided that:
    - i. no By-Laws or Codes of Conduct may be inconsistent with this Constitution, and
    - ii. any By-Laws or Codes of Conduct may be set aside by a resolution of a general meeting of the ASTRA Association.
- (5) **Networking and cooperation** In furtherance of the objectives in Rule 2 the Board may enter into such arrangements as it sees fit with any other associations with similar or complementary objectives at international, national, state, territory and regional level and with their members including but without limiting the generality of the foregoing:
- (a) Cooperative and joint venture arrangements;
  - (b) Acquisition of research and other intellectual property;
  - (c) Granting reciprocal memberships; and
  - (d) Sharing, reducing or waiving membership fees.

## 10 Composition and membership

- (1) **Composition**
- (a) The Board is to consist of such number of Directors between 5 and 11 (inclusive) as the Board determines is suitable for the ASTRA Association from time to time.

- (b) Subject to (c) each Director is to be elected at the annual general meeting of the ASTRA Association under Rule 11.
- (c) Subject to the limits on numbers in (a):
  - i. if the Board determines to increase the number of Directors the unfilled positions on the Board will be casual vacancies to be filled in the manner provided in Rule 10(6); and
  - ii. if the Board determines to reduce the number of Directors, all Directors will nevertheless continue to hold office for the remainder of the term under Rule 10(4) subject to Rule 14(1) and (2).
- (d) The number of Directors to be elected at an annual general meeting will be either:
  - i. the number of Directors required for the ASTRA Association as last determined by the Board, or
  - ii. if no number has been determined by the Board within 6 months prior to the date fixed for the holding of the annual general meeting, the number of Directors in office at the time of posting of the notice.

## (2) **Representatives**

- (a) Members who are natural persons may nominate for election to the Board and serve as Directors only in their personal capacity.
- (b) Other Members wishing to nominate for election to the Board must nominate a natural person to serve as their representative Director.
- (c) A Member with a representative Director may from time to time by notice in writing to the secretary remove any such representative and appoint another natural person in their place. Every appointment or removal under this Rule will take effect on and from the date the notice of appointment or removal is received by the secretary.

## (3) **Office-bearers**

- (a) The office-bearers of the ASTRA Association are to be:
  - i. the Chairperson,
  - ii. the vice-Chairperson,
  - iii. the treasurer, and
  - iv. the secretary.
- (b) Office-bearers are to be elected by the Directors under Rule 12.
- (c) A Board member may hold up to 2 offices (other than both the Chairperson and vice-Chairperson).

## (4) **Balance**

- (a) To ensure balanced representation on the Board is maintained commensurate with the relative size and impact of the key segments of the industry, at least three Directors must be Members or representatives of Members of the “MO” class. (Changed from Owner to MO (Manager - Owner).)

- (b) Subject to (c) the other Directors may be Members or representatives of Members of any of the classes entitled to nominate for membership of the Board including Owners.
- (c) If three or more Members are associated entities within the meaning of Section 50AAA of the Corporations Act 2001, then, notwithstanding any other provision of this Constitution:
  - i. the associated entities shall not be entitled to nominate more than two candidate for election or to have more than two representatives on the Board at any one time.
  - ii. if necessary to ensure compliance with i the associated entities must remove one or more of their representatives from the office of Director.

## **(5) Term of office of Directors**

Each Director is, subject to these Rules, to hold office until the conclusion of the second annual general meeting following the date of the Director's appointment or election, but is eligible for re-election.

## **(6) Term of office of office-bearers**

Each office-bearer is, subject to these Rules, to hold office until another Director is elected to that office under Rule 12.

## **(7) Casual vacancy**

- (a) Subject to Rule 10(7)(d), in the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Member or a Member's nominated representative to fill the vacancy provided that the balance required by Rule 10(3) must be maintained.
- (b) If by reason of a casual vacancy the Board does not have at least 3 Members or representatives of Members of the Owners' class as required by Rule 10(3) the Board must as the first item of business at the next Board meeting appoint an Owner or Owner's nominated representative to fill the casual vacancy.
- (c) A Director so appointed is to hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (d) If the casual vacancy relates to a representative Director of a Member (other than by reason of removal under Rule 14(2)), then that Member may appoint another natural person in their place in accordance with Rule 10(2)(c) and the remainder of this Rule shall not apply to that casual vacancy.

## **(8) Register**

- (a) The secretary of the ASTRA Association must cause to be established and maintained a Register of Directors in accordance with section 29 of the Act.
- (b) In addition to the particulars required to be recorded in that Register under the Act, the Register must also record the office-bearers and the class of membership and representative status of each Director.

- (c) The register is conclusive evidence of the names of Directors and office-bearers and other particulars at the date the application is made under Section 10 of the Act to register the changes reflected in this Constitution over the Constitution at the date of incorporation.

## 11 Election of Directors

- (1) **Nominations** Nominations of candidates for election as Directors:
  - (a) must be made in writing, signed by 2 Members of the ASTRA Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the ASTRA Association at least 28 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) **Insufficiency** If insufficient nominations are received to fill all vacancies for a membership class on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) **Further insufficiency** If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) **Equality** If the number of nominations received for a membership class is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) **Excess** If the number of nominations received exceeds the number of vacancies to be filled for a membership class or otherwise, a ballot is to be held.
- (6) **Ballot** The ballot for the election of Directors is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

## 12 Election of office-bearers

- (1) **Nominations**
  - (a) After each election of Directors has been completed, and at such other time or times as the Board may determine, the office-bearers of the ASTRA Association are to be elected by the Directors.
  - (b) Only Directors may nominate office-bearers and be elected as office-bearers.
  - (c) Nominations of candidates for election as office-bearers may be made by candidates personally or by any other Director provided that if made by another Director then the candidate must consent to the nomination.
  - (d) Any current office-bearers may stand for re-election.
- (2) **Sufficiency** If only one nomination is received to fill any vacancy for an office-bearer, the candidate nominated is taken to be elected to that office.
- (3) **Insufficiency** If no nomination is received to fill any vacancy for an office-bearer, the Chairperson will assume the responsibilities of that vacant office-bearer in an acting capacity until such time as a nomination is received.

- (4) **Excess** If more than one nomination is received for any vacancy for an office-bearer, a ballot is to be held.
- (5) **Ballot** The ballot for the election of office-bearers is to be conducted at a meeting of Directors in such usual and proper manner as the Board may direct.

## 13 Roles and responsibilities of office-bearers

- (1) **Chairperson**
  - (a) The Chairperson must preside as chairperson at meetings of the Board and general meetings.
  - (b) Unless otherwise determined by the Board, the Chairperson is the public officer of the ASTRA Association.
- (2) **Vice-Chairperson**
  - (a) In the absence of the Chairperson, the Vice-Chairperson must preside as chairperson at meetings of the Board and general meetings.
  - (b) The Vice-Chairperson has such other roles and responsibilities as are delegated by the Chairperson.
- (3) **Secretary**
  - (a) The secretary of the ASTRA Association must, as soon as practicable after being appointed as secretary, lodge notice with the ASTRA Association of his or her address.
  - (b) It is the duty of the secretary to keep minutes of:
    - i. all appointments of Directors and office-bearers,
    - ii. the names of Directors present at a Board meeting or a general meeting, and
    - iii. all proceedings at Board meetings and general meetings.
  - (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) **Treasurer**
  - (a) It is the duty of the Treasurer of the ASTRA Association to ensure that:
    - i. all money due to the ASTRA Association is collected and received and that all payments authorised by the ASTRA Association are made, and
    - ii. correct books and accounts are kept showing the financial affairs of the ASTRA Association, including full details of all receipts and expenditure connected with the activities of the ASTRA Association.

## 14 Board procedures

- (1) **Casual vacancies**
  - (a) For the purposes of these Rules, a casual vacancy on the Board occurs if a Director:
    - i. dies, or
    - ii. ceases to be a Member of the ASTRA Association, or

- iii. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - iv. resigns office by notice in writing given to the secretary, or
  - v. is removed from office under Rule 14(2), or
  - vi. becomes a mentally incapacitated person, or
  - vii. is absent without the consent of the Board from all meetings of the Board held during a period of 6 months; or
  - viii. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
  - ix. is prohibited from being a company director under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 (Cth).
- (b) A casual vacancy on the Board does not occur under (a) if at the time the Board has determined that the number of Directors required by the ASTRA Association is equal to or fewer than the number of Directors then remaining in office.

## **(2) Removal of Director**

- (a) The ASTRA Association in general meeting may by resolution remove any Director from office before the expiration of the Director's term of office and may by resolution appoint another person to hold the office until the expiration of the term of office of the Director so removed.
- (b) If a Director to whom a proposed resolution referred to in (a) relates makes representations in writing to the secretary or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to the Members of the ASTRA Association, the secretary or the Chairperson may post a copy of the representations on the ASTRA Association web site accessible to Members entitled to vote or, if the representations are not so posted, the Director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **(3) Meetings and quorum**

- (a) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- (b) Meetings of the Board may be held at 2 or more venues using any technology as is approved by the Board that gives each Director a reasonable opportunity to participate in the meeting, including but not limited to teleconferencing and internet based meeting systems.
- (c) Additional meetings of the Board may be convened by the Chairperson or by any Director.
- (d) Notice of a meeting of the Board must be given by the secretary to each Director at least 48 hours (or such other period as may be unanimously agreed on by the Board) before the time appointed for the holding of the meeting.

- (e) Notice of a meeting given under (d) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Directors present at the meeting unanimously agree to treat as urgent business.
  - (f) The number of Directors required to constitute a quorum for the transaction of the business of a meeting of the Board is:
    - i. if the number of Directors in office is 7 or fewer, then any 4 Directors; or
    - ii. if the number of Directors in office is 8 or more, then any 6 Directors.
  - (g) No business is to be transacted by the Board 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
  - (h) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
  - (i) At a meeting of the Board:
    - i. the Chairperson or, in the Chairperson's absence, the vice-Chairperson is to preside, or
    - ii. if the Chairperson and the vice-Chairperson are absent or unwilling to act, such one of the remaining Directors as may be chosen by the Directors present at the meeting is to preside.
- (4) **Delegation by Board to sub-committee**
- (a) The Board may, by instrument in writing, delegate to one or more sub-committees (with each sub-committee consisting of at least 2 Board members and such other Member or Members of the ASTRA Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
    - i. this power of delegation, and
    - ii. a function which is a duty imposed on the Board by the Act or by any other law.
  - (b) A function the exercise of which has been delegated to a sub-committee under this Rule 14(4) may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
  - (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
  - (d) Despite any delegation under this Rule 14(4), the Board may continue to exercise any function delegated.
  - (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule 14(4) has the same force and effect as it would have if it had been done or suffered by the Board.

- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule 14(4).
- (g) A sub-committee may meet and adjourn as it thinks proper.
- (5) **Voting and decisions**
  - (a) Subject to Rule 14(6), questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of Directors or sub-committee present at the meeting.
  - (b) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
  - (c) Each member present at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
  - (d) Subject to Rule 14(3)(f), the Board may act despite any vacancy on the Board.
  - (e) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.
- (6) **Reserved matters** In addition to any approval by the Members in general meeting that may be required under applicable laws, the following matters require a resolution of the Board passed by a majority that comprises at least three-quarters of the Directors present and entitled to vote on the resolution:
  - (a) **financial accommodation:** ASTRA Association entering into borrowings or other financial accommodation, other than that occurring in the ordinary course of its activities;
  - (b) **business plan:** approval of the strategic plan of the ASTRA Association, and any material departures from the strategic plan;
  - (c) **unusual transactions:** ASTRA Association entering into any transaction that is not in the ordinary course of its activities;
  - (d) **expenditure:** ASTRA Association incurring any expenditure or liability exceeding A\$20,000 (or such other threshold as is determined by a resolution of the Board passed by unanimous approval);
  - (e) **disposal of assets:** the sale, transfer, assignment or disposal of any assets of ASTRA Association with a value exceeding A\$10,000 (or such other threshold as is determined by a resolution of the Board passed by unanimous approval);
  - (f) **related party agreements:** ASTRA Association entering into any agreement or arrangement (whether oral or in writing) with a Member;
  - (g) **winding up:** any proposal to appoint an administrator, wind up ASTRA Association or apply for the cancellation of registration of ASTRA Association;

- (h) **constituent documents:** any amendment to the Constitution;
- (i) **litigation:** the commencement or settlement of any litigation, arbitration or other proceedings that will cause, or is likely to cause, ASTRA Association to incur liabilities, losses, damages, costs or expenses (including legal costs) in excess of \$20,000 in aggregate.

## PART 4 - GENERAL MEETINGS

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### 15 Annual general meetings - holding of

- (1) **Regularity** With the exception of the first annual general meeting of the ASTRA Association, the ASTRA Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the ASTRA Association, hold an annual general meeting of its Members.
- (2) **Timeframe** The ASTRA Association must hold its first annual general meeting within the period of 18 months after its incorporation under the Act.
- (3) **Extension** Rules 15(1) and (2) have effect subject to any extension of time granted by the Director-General under section 37(2) of the Act.

### 16 Annual general meetings - calling of and business at

- (1) **Date, time and place** The annual general meeting of the ASTRA Association is, subject to the Act and to Rule 15, to be convened on such date and at such place and time as the Board thinks fit.
- (2) **Business** In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Board reports on the activities of the ASTRA Association during the last preceding financial year,
  - (c) to elect the Directors and office-bearers of the ASTRA Association, and
  - (d) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- (3) **Specification** An annual general meeting must be specified as such in the notice convening it.

### 17 Special general meetings - calling of

- (1) **By Board** The Board may, whenever it thinks fit, convene a special general meeting of the ASTRA Association.
- (2) **By Members** The Board must, on the requisition in writing of Members entitled to vote comprising at least 10 percent of the total number of Members entitled to vote, convene a special general meeting of the ASTRA Association.
- (3) **Requisition** A requisition of Members for a special general meeting:

- (a) must state the purpose or purposes of the meeting,
  - (b) must be signed by the Members making the requisition,
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) **Convening by Members** If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) **Same procedure** A special general meeting convened by a Member or Members as referred to in Rule 17(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

## 18 Notice

- (1) **Ordinary** Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the ASTRA Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member entitled to attend general meetings specifying:
- (a) the place, date and time of the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
  - (b) the nature of the business proposed to be transacted at the meeting; and
  - (c) a place and fax number or electronic address for the receipt of proxy appointments.
- (2) **Special** If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the ASTRA Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member entitled to attend general meetings specifying, in addition to the matters required under Rule 18(1), the intention to propose the resolution as a special resolution.
- (3) **Business** No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 16(2).
- (4) **Notice of business** A Member entitled to vote desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.
- (5) **Method of giving notice** If a Member nominates:
- (a) an electronic means by which the Member may be notified that notices of meeting are available (for example, electronic mail); and

- (b) an electronic means the Member may use to access notices of meeting (for example, the ASTRA Association website), then the secretary of the ASTRA Association may give the Member notice of the meeting by notifying the Member using the nominated notification means that the notice of meeting is available and how the Member may use the nominated access means to access the notice of meeting. This Rule 18(5) does not limit how notices may be given under Rule 35 (Service of Notices).

## 19 Attendance

- (1) **Entitlement** A Member is entitled to attend a general meeting only if:
  - (a) the Member is one of a class of Members who has the right to attend a general meeting under Rule 7.1, and
  - (b) the Member gives at least 7 days prior notice to the secretary of the Member's intention to attend the meeting.
- (2) **Notice of intention** Notice of intention to attend a general meeting must be given on line through the ASTRA Association web site using the forms and procedures approved by the Board from time to time or by such other method as is approved by the Board from time to time.
- (3) **Change of place** If the number of Members who give notice of intention to attend a general meeting exceeds the capacity of the venue at the place nominated for the meeting under Rule 18(1) the secretary may by notice posted on the ASTRA Association web site section accessible to Members and sent by electronic media transfer to those Members not less than 3 days prior to the meeting, change the place of meeting to any other venue within the same city.

## 20 Procedure

- (1) **Quorum required** No item of business is to be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) **Quorum numbers**
  - (a) Five Members present at a general meeting (being Members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
  - (b) A Member is to be taken to be present at a general meeting if the Member is present in person or by proxy, attorney or corporate representative or, if direct voting is allowed, the Member has duly lodged a valid direct vote in relation to the general meeting under Rule 25(5).
- (3) **Quorum not present** If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of Members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by

written notice to Members given before the day to which the meeting is adjourned) at the same place.

- (4) **Adjourned meeting** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) is to constitute a quorum.
- (5) **Conduct of meeting**
  - (a) A general meeting of the ASTRA Association may be held at 2 or more venues using any technology that gives each of the Members entitled to attend the meeting a reasonable opportunity to participate in the meeting.
  - (b) Where a general meeting is held at 2 or more venues using any form of technology:
    - (i) a member participating in the meeting is to be taken to be present in person at the meeting;
    - (ii) all the provisions in this constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to meetings using that technology; and
    - (iii) the meeting is to be taken to be held at the place determined by the chairperson of the general meeting as long as at least one of the members involved was at that place for the duration of the general meeting.
  - (c) If the technology used in accordance with the requirement of (a) encounters a technical difficulty, whether before or during the meeting, which results in a Member not being able to participate in the meeting, the Chairperson may allow the meeting to continue or may adjourn the meeting either for such reasonable period as may be required to fix the technology or to such other time and location as the Chairperson deems appropriate.

## 21 Presiding member

- (1) **Chairperson or Vice-Chairperson** The Chairperson or, in the Chairperson's absence, the vice-Chairperson, is to preside as chairperson at each general meeting of the ASTRA Association.
- (2) **Other** If the Chairperson and the vice-Chairperson are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

## 22 Adjournment

- (1) **By majority consent** The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) **When further notice required** If a general meeting is adjourned for 14 days or more, the secretary must give notice of the adjourned meeting to Members stating

the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) **No notice** Except as provided in Rules 22(1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## 23 Making of decisions

- (1) **Method** A question arising at a general meeting of the ASTRA Association is to be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded. A declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the ASTRA Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) **Poll** At a general meeting of the ASTRA Association, a poll may be demanded by the chairperson or by at least 3 Members present in person or by proxy at the meeting.
- (3) **Poll procedure** If a poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## 24 Special resolution

A special resolution of the ASTRA Association may only be passed by the ASTRA Association in accordance with section 39 of the Act.

## 25 Voting

- (1) **Number** On any question arising at a general meeting of the ASTRA Association a Member has only the number of votes specified for that class of Member under Rule 7(1).
- (2) **Method** Subject to Rule 25(5), all votes must be given by postal ballot, personally (or where the Member is not an individual, by its corporate representative) or by proxy.
- (3) **Casting vote** In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) **Disentitlement** A Member or proxy is not entitled to vote at any general meeting of the ASTRA Association unless all money due and payable by the Member or proxy to the ASTRA Association has been paid.

- (5) **Direct voting** If the Act, Regulations or other applicable laws allows direct voting at general meetings, then the Board may determine that at any general meeting a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. A direct vote includes a vote delivered to the ASTRA Association by post, fax or other electronic means approved by the Board. The Board may prescribe rules and procedures in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.

## 26 Proxies

- (1) **Appointment** Appointment of proxies must be undertaken using the forms and procedures approved by the Board from time to time.
- (2) **Timing** Each Member is to be entitled to appoint another Member as proxy no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (3) **Number of proxies** No Member may hold more than 5 proxies at any one time.

## 27 Postal ballots

- (1) **Types of resolutions** The ASTRA Association may hold a postal ballot to determine any issue or proposal (other than an appeal under Rule 8(10)).
- (2) **Method** A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## PART 5 - MISCELLANEOUS

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### 28 Insurance

The ASTRA Association may effect and maintain insurance.

### 29 Funds - source

- (1) **Sources** The funds of the ASTRA Association are to be derived from membership fees, other fees and subscriptions, donations, borrowings and, subject to any resolution passed by the ASTRA Association in general meeting, such other sources as the Board determines.
- (2) **Deposit** All money received by the ASTRA Association must be deposited as soon as practicable and without deduction to the credit of the ASTRA Association's bank account.
- (3) **Receipt** The ASTRA Association must, as soon as practicable after receiving any money, issue an appropriate receipt which may be issued on line through the ASTRA Association web site.

## 30 Funds - management

- (1) **Use** Subject to any resolution passed by the ASTRA Association in general meeting, the funds of the ASTRA Association are to be used in pursuance of the objects of the ASTRA Association in such manner as the Board determines.
- (2) **Signing authorities** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Directors or employees of the ASTRA Association, being Directors or employees authorised to do so by the Board.

## 31 Change of name, objects and Constitution

- (1) **Special resolution** The name of the ASTRA Association, the statement of objects and this Constitution may be varied only by a special resolution of the ASTRA Association.
- (2) **Application** An application to the Director-General for registration of a change in the ASTRA Association's name, objects of Constitution in accordance with section 10 of the Act is to be made by the public officer or a Director.

## 32 Custody of books

Except as otherwise provided by these Rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the ASTRA Association.

## 33 Accounts

- (1) **Accounting records and preparation of financial statements** The Board must cause proper accounting and other records to be kept and shall post on the ASTRA Association web site sections accessible to Members entitled to vote the financial statements of the ASTRA Association. The financial statements must be prepared in accordance with the Australian Accounting Standards and must deal with such matters as are prescribed by the Regulations.
- (2) **Annual general meeting** The Board must cause to be made out and laid before each annual general meeting the ASTRA Association's financial statements for the previous financial year in accordance with Part 5 of the Act.
- (3) **Audit** If required under Part 5 of the Act or if otherwise determined by the Board, the annual accounts of the ASTRA Association will be audited and the auditor's report will be laid before the annual general meeting.

## 34 Inspection of books etc

- (1) **Right to inspect** A Member of the ASTRA Association does not have the right to inspect any record or document of the ASTRA Association except as provided by law or authorised by the Board or a general meeting.
- (2) **Time and place for inspection** Except as provided in Rule 8(5) and otherwise required by law, the Board may determine whether, and to what extent, and at what time and places and under what conditions, the accounting records and other

records and documents of the ASTRA Association or any of them will be open to the inspection of Members.

### 35 Service of notices

- (1) **Methods** For the purpose of these Rules, unless otherwise stated a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by electronic media transfer (including electronic mail and facsimile transmission) to an address specified by the person for giving or serving the notice.
- (2) **Service** For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee,
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by electronic media transfer, immediately upon the dispatch of the transfer.
- (3) **Particulars** In the service of a notice the ASTRA Association may rely upon the address, facsimile number and electronic mail address of Persons as recorded in the register of Members and Associates.

### 36 Financial year

The financial year of the ASTRA Association is:

- (a) the period of time commencing on the date of incorporation of the ASTRA Association and ending on the following 31 December; and
- (b) each period of 12 months after the expiration of the previous financial year of the ASTRA Association, commencing on 1 January and ending on the following 31 December.