

**Summary:**

**The Standing Orders of the OpenMI Association**

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# Standing Orders of the OpenMI Association

## Definitions & Clarifications

Unless otherwise specified, 'in writing' means:

- A letter signed by the responsible person
- A facsimile signed by the responsible person
- An email originating from the e-mail address listed in the Register

When reference is made to an article, this reference is made to an article of the OpenMI Association Charter

The title "Executive Committee" used in these Standing Orders refers to "The Committee" in the OpenMI Association Charter. "Executive Committee" is the preferred title for use in the Association.

**Cross-reference to Charter**

## ADMISSION OF NEW MEMBERS

Article 4

### 1 Form of Application

1.1 An application for membership must be:

- a) In writing in a form approved by the Executive Committee
- b) Signed by the applicant
- c) Accompanied by such documents or evidence as to qualification for the type of membership applied for as the Executive Committee determine

1.2 An application form should be accompanied by:

- a) The application fee, if any
- b) The annual subscription

Article 6

Article 6

### 2 Admission to Membership

2.1 As soon as practical after the Association receives an application for membership which satisfies the requirements of Charter Article 4:

- a) The Association must notify the applicant of admission in writing and provide a receipt for any application fee or annual subscription received.
- b) If necessary, an invoice for the membership fee should be sent.
- c) The name and details of the applicant must be entered in the Register.

Article 4.3

### **3 Register of Members**

Article 4.3

- 3.1** Each member must notify the Secretary in writing of any change to their Register entry within one (1) month.
- 3.2** The Register should contain:
- a) The full name of the member
  - b) Contact details in a form decided by the Executive Committee
  - c) The membership category
  - d) The dates of admission to and cessation of membership
  - e) The date of last payment of the member's annual subscription
  - f) The membership ID as allocated
  - g) Such other information as the Executive Committee requires

## **DISCIPLINE**

### **4 Disciplining Members**

Article 5.1d

- 4.1** If a resolution of the nature referred to in Article 5 of the Charter is to be decided, the Secretary must give the member at least fourteen days' notice of the meeting at which the decision will be made of:
- a) The meeting
  - b) The allegation against the member
  - c) The intended resolution
  - d) The power of the General Meeting to deal with the matter if the member does not appear
- 4.2** At the General Meeting and before the matter is decided the member may:
- a) Give orally or in writing any explanation the member thinks fit; and
  - b) Call a maximum of three witnesses in the member's defence.
- 4.3** At the General Meeting a member is not entitled to be represented legally or in any other way unless the General Meeting or the Executive Committee, as appropriate, decide otherwise, except for an organisational member, who may be represented by his/her nominated representative.
- 4.4** If at the General Meeting, the meeting finds against the member, the member may address the Executive Committee regarding the penalty, prior to any penalty being imposed.
- 4.5** The decision reached at the General Meeting, and the reasons for this decision, will be incorporated into the minutes of the General Meeting.
- 4.6** Except where required by law, all communications and representations at the General Meeting are confidential and no legal action may be brought in respect of these communications or representations.

## REPRESENTATION OF ORGANISATIONAL MEMBERS

### 5 Representation of Organisational Members

Article 4.1

- 5.1** When appointing a representative, an organisational member may set restrictions on the representative's powers. If the appointment is made based on a position held, the person appointed must identify this position.
- 5.2** An organisational member may appoint more than one representative but only one representative may exercise the organisation's powers at any one time.

## PROXIES

Article 13.4

### 6 Deposit of Proxy and Attorney Implementation

- 6.1** A document appointing a proxy is not valid unless the document, and the power of attorney or other authority (if any) under which the document is signed or proof of the power or authority to the satisfaction of the Executive Committee is or are deposited at the office of the Association, or at any other place specified for that purpose in the notice convening the meeting no less than twenty-four (24) hours before the meeting is held, or the meeting is adjourned, where the person named in the instrument proposes to vote.
- 6.2** For the purposes of Article 13.4, it is sufficient if the proxy is received at the Association Secretary's office, provided it has been transmitted by a means of communication approved by the Executive Committee in a reasonably legible form.

### 7 Proxy Instrument to be in Writing

Article 13.4

- 7.1** A document appointing a proxy must be made in writing by the appointer or of the appointer's attorney who has duly been authorised in writing.

### 8 Form of Proxy

Article 13.4

- 8.1** The document appointing a proxy must be made in the form determined by the Executive Committee and the form must:
- a) Enable the member to specify the manner in which the proxy must vote with regard to a particular transaction; and
  - b) Leave a blank for the member to fill in the name of the person primarily appointed as proxy.
- 8.2** The form may make provision so that if the member leaves it blank as to which person is primarily appointed as a proxy, or if the person or persons named as proxy fails to attend, the chairman of the meeting is appointed proxy.

**8.3** A document appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

I, \_\_\_\_\_  
of \_\_\_\_\_,  
appoint \_\_\_\_\_  
of \_\_\_\_\_  
or, in his or her absence, \_\_\_\_\_  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the \*annual general / \*General Meeting of the Association to be held on the \_\_\_\_ day of \_\_\_\_\_ 20\_\_ and at any adjournment of that meeting.

This form is to be used \*in favour of / \*against the resolutions:

- 1) \_\_\_\_\_ For/Against
- 2) \_\_\_\_\_ For/Against
- 3) \_\_\_\_\_ For/Against
- 4) \_\_\_\_\_ For/Against
- 5) \_\_\_\_\_ For/Against

Signed on \_\_\_\_\_ Date \_\_\_\_ day of \_\_\_\_\_ 20\_\_.

\* Strike out whichever is not desired.

To be inserted if desired.

## **9 Effect of a document appointing a proxy**

Article 13.4

- 9.1** A document appointing a proxy is deemed to confer authority to demand or to join in demanding a poll.
- 9.2** If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- 9.3** A proxy may be revoked at any time by notice in writing to the Association.

## **THE EXECUTIVE COMMITTEE**

### **10 Nomination for Election**

Article 7

- 10.1** Nominations for election to the Executive Committee must be made by two members and must:
  - a) Be in writing;
  - b) Be signed by the candidate; and
  - c) Be signed by the proposer and the seconder.
- 10.2** A nomination for a candidate for election must be received at the office of the Association no later than 5 p.m. on the day that is thirty days prior to the Annual General Meeting at which the candidate seeks election.
- 10.3** A list of the candidates' names in alphabetical order together with the proposers' and seconders' names must be sent to members with the notice of the Annual General Meeting.

## **11 Handover of office**

- 11.1** The Executive Committee remains in office until the end of the Annual General Meeting at which point it will hand over to the new committee.

## **12 Remuneration and Expenses of the Executive Committee**

Article 7.6

- 12.1** No member of the Executive Committee may receive any remuneration for his or her services in his or her capacity as a member of the Executive Committee of the Association other than:
- 12.2**
- For the payment of out-of-pocket expenses incurred by the member in the performance of any duty as a member of the Executive Committee of the Association where the amount payable does not exceed an amount previously approved by the Executive Committee of the Association
- 12.3**
- For payment of any service rendered to the Association by the member in a professional or technical capacity, other than in the capacity as a member of the Executive Committee, where the provision of the service has the prior approval of the Executive Committee of the Association and where the amount payable is approved by the Executive Committee of the Association and is on commercially reasonable terms
- 12.4**
- For payment of any monies due to the member as an employee of the Association where the terms of employment have been approved by the Executive Committee of the Association
- 12.5**
- For the provision of a payment of an insurance premium in respect of a contract insuring a member

## **13 Power to Appoint Deputies for Executive Committee Members**

- 13.1** A member of the Executive Committee may appoint any person approved for that purpose by a majority of the committee, to act as a deputy in place of the appointer whenever the appointer is unable to act personally by reason of illness, absence or any other cause and may do so generally or for a meeting or for any other purpose or for a specified period.

## **14 Rights and Powers of Deputies**

- 14.1** A deputy is entitled to notice of meetings of the Executive Committee and, if the appointer is not present at such a meeting, is entitled to attend and vote in his or her stead.
- 14.2** A deputy may exercise any powers that the appointer may exercise and the exercise of any power by the deputy is deemed to be the exercise of the power by the appointer.
- 14.3** A deputy is not taken into account for the purpose of the number of Executive Committee members.

## **15 Suspension or Revocation of Appointment**

- 15.1** A member of the Executive Committee may revoke or suspend the appointment of a deputy appointed by him or her.
- 15.2** The Executive Committee may suspend or remove a deputy by resolution, after giving the appointer reasonable notice of their intention to do so.

## **16 Form of Appointment, Suspension or Revocation**

- 16.1** Every appointment, revocation or suspension under article 15 or Article 11 must be made by notice in writing signed by the member of the Executive Committee making it.
- 16.2** The notice may be given by facsimile or by similar means of communication in a reasonably legible form.

## **17 Termination of Appointment**

- 17.1** The appointment of a deputy automatically ceases:
- 17.2**
- If the member of the Executive Committee for whom the deputy acts as alternate ceases to hold office as member of the Executive Committee
- 17.3**
- If the member represented by the Deputy ceases to be a member of the Executive Committee
- 17.4**
- If the deputy resigns from the appointment by giving written notice left at the registered office of the Association

## **18 Power to Act as Deputy for More Than One Member of the Executive Committee**

- 18.1** A member of the Executive Committee or any other person may act as deputy for and represent several members of the Executive Committee, but no more than one third or three (whichever is the lesser) of the Executive Committee.

# **POWERS AND DUTIES OF EXECUTIVE COMMITTEE**

## **19 Sub-Committees and Working Groups**

- 19.1** The Executive Committee may create and disband sub-committees and working groups, set their terms of reference and may delegate to them the authority and powers necessary to achieve their objectives. The authority and powers delegated may not exceed or contradict those permitted by Law or Charter of the Association.
- 19.2** The terms of reference of a sub-committee or working group should specify:
- a) The name of the sub-committee or working group
  - b) The duties and responsibilities of the Chairman and members
  - c) The powers delegated to the committee or working group

- d) If appropriate, the issues that must be referred to the Executive Committee, for information, approval or action

## **20 Duty to Prepare and Maintain a Strategy**

- 20.1** The Executive Committee must prepare and maintain a strategy for the development of the Association and the OpenMI.
- 20.2** The strategy must elaborate how the aims of the Association will be achieved.
- 20.3** The strategy and any subsequent changes should be communicated to members of the Association within one month of their approval by the Executive Committee.

## **21 Borrowing Powers**

- 21.1** If the Association borrows money from any member, the maximum rate of interest payable by the Association is 2% per annum higher than the corporate base lending rate (or nearest equivalent) quoted by the Association's bank at the date of the loan.

## **22 Appointment of Attorney**

- 22.1** The Executive Committee may appoint any person or persons to be the attorney or attorneys of the Association for the purposes, with the powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Executive Committee), for the period and subject to the conditions they think fit.
- 22.2** Any power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Executive Committee think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

# **PROCEEDINGS OF EXECUTIVE COMMITTEE**

## **23 Meetings of Executive Committee**

- 23.1** The Executive Committee may meet together for the despatching of business and adjourn and otherwise regulate their meetings as they think fit.
- 23.2** Meetings of the Executive Committee are closed.
- 23.3** The Executive Committee may invite both Association members and non-members to attend and contribute to specific meetings or parts of meetings. These invitees have no voting rights.
- 23.4** The minutes of any meeting of the Executive Committee must state the method of meeting and the persons present.

## **24 Convening of Meetings**

- 24.1** A member of the Executive Committee may at any time request the Secretary to convene a meeting of the Executive Committee.

## **25 Notice of Meeting**

**25.1** Notice of every Executive Committee meeting must be given to each member of the Executive Committee and their deputy except that it is not necessary to give notice of a meeting of Executive Committee to any member of the Executive Committee who:

- a) Has been given special leave of absence; or
- b) Is absent and has not left a postal address, telephone number, facsimile number, email or other means of contact at which he or she may be given notice.

**25.2** Notice of a meeting of Executive Committee may be given in writing or orally, and by postal address, telephone, facsimile, email or other means of contact.

## **26 Teleconference Meeting of Executive Committee**

**26.1** For the purpose of these articles the contemporaneous linking together in oral communication by telephone, real time audio conferencing, audio-visual or other instantaneous means ("telecommunication meeting") of a number of the Executive Committee members not less than a quorum is deemed to constitute a meeting of the Executive Committee. All the provisions of these articles relating to a meeting of the Executive Committee apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of Article 28.1. The following provisions apply to a telecommunication meeting:

- a) All the Executive Committee members for the time being entitled to receive notice of a meeting of the Executive Committee (including any deputy) are entitled to notice of a telecommunication meeting.
- b) All the Executive Committee members participating in the meeting must be linked by telephone, real time audio conferencing, audio-visual or other instantaneous means for the purpose of the meeting.
- c) Notice of the meeting may be given on the telephone or other electronic means.
- d) Each of the Executive Committee members taking part in the meeting must be able to hear and be heard by each of the other Executive Committee members taking part at the commencement of the meeting and each member of the Executive Committee so taking part is deemed for the purposes of these articles to be present at the meeting.
- e) At the commencement of the meeting each member of the Executive Committee must announce his or her presence to all the other Executive Committee members taking part in the meeting.

**26.2** If the Secretary is not present at a telecommunication meeting, one of the Executive Committee members present must take minutes of the meeting.



- 26.3** A member of the Executive Committee may not leave a telecommunication meeting by disconnecting his or her telephone, real time audio conferencing, audio-visual or other communication equipment unless that member of the Executive Committee has previously notified the chairman of the meeting.
- 26.4** A member of the Executive Committee is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that member of the Executive Committee has previously obtained the express consent of the chairman to leave the meeting.
- 26.5** The minutes of the proceedings of a telecommunication meeting are deemed to be sufficient evidence of the proceedings and of the observance of all necessary formalities if the minutes are certified to be correct minutes by the chairman of the meeting.

## **27 Regional Branches and Administration**

- 27.1** The Executive Committee may provide for the management and administration of the affairs of the Association in any specified region or locality in the manner they think fit.
- 27.2** The Executive Committee may:
- a) Establish any regional or local committees or branches
  - b) Appoint any members of the Association or any nominated representative of a member to be a member of the local committee or branch
  - c) Appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the Executive Committee
  - d) Authorise the members for the time being of the local committee or branch to fill any vacancies on it and to act despite vacancies

## **28 Validation of Acts of Committee**

- 28.1** All acts done at any meeting of a Committee or of a committee of a Committee or by any person acting as a member of the Committee are, as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a member of the Committee and was entitled to vote, even if it is discovered afterwards that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote,.

## **EXECUTIVE COMMITTEE INTERESTS**

### **29 Existence of an Interest**

- 29.1** A member of the Executive Committee may not hold any other office or place of profit under the Association in conjunction with the office of member of the Executive Committee.
- 29.2** A member of the Executive Committee may to the extent permitted by the Law:

- a) Enter into contracts or arrangements or have dealings with the Association either as vendor, purchaser, mortgagee or otherwise; or
- b) Be interested in any contract, operation, undertaking or business entered into undertaken or assisted by the Association or in which the Association is or may be interested.

**29.3** The member of the Executive Committee is not, purely because of entering into such a relationship or transaction:

- a) Disqualified from the office of member of the Executive Committee; or
- b) Liable to account to the Association for any profit arising from the relationship or transaction by reason of being a member of the Executive Committee of the Association or of the fiduciary relationship between the member of the Executive Committee and the Association.

**29.4** For the purpose of this article "Association" includes any subsidiary of the Association and any other Association in which the Association or any subsidiary of the Association is or becomes a shareholder or is otherwise interested.

## **30 Disclosure of Interest**

Article 13.5

**30.1** It is the duty of a member of the Executive Committee of the Association who is in any way whether directly or indirectly interested in a contract or proposed contract with the Association to declare the nature of his or her interest in accordance with the provisions of the Law.

**30.2** It is the duty of a member of the Executive Committee of the Association who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as member of the Executive Committee to declare the fact and the nature, character and extent of the conflict in accordance with the provisions of the Law.

## **INADVERTENT OMISSIONS**

### **31 Formalities Omitted**

**31.1** If some formality required by these articles is inadvertently omitted or is not carried out the omission does not invalidate any resolution, act, matter or thing which but for the omission would have been valid unless it is proved to the satisfaction of the Executive Committee that the omission has directly prejudiced any member financially. The decision of the Executive Committee is final and binding on all Executive Committee members.

## **MINUTES**

### **32 Minutes to be Kept**

**32.1** The Executive Committee must carry out the obligations imposed on the Association by the Law to cause:

- a) Minutes of all proceedings of its Executive Committee to be entered, within one month after the relevant meeting is held, in books or files kept for that purpose; and
- b) These minutes should be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting.

**32.2** The Executive Committee must cause minutes to be made of:

- a) All appointments of officers and servants
- b) The names of the Executive Committee members and deputies present at all meetings of Executive Committee and the Association
- c) The method by which a meeting of Executive Committee was held
- d) All motions proposed and seconded, including the names of all Executive Committee proposing and/or seconding the motions, and in the case of deputies, the names of the Executive Committee members they represented in the act of proposing and/or seconding
- e) The outcome of all votes taken on any matters
- f) On the request of any member of the Executive Committee or deputy present at the meeting, any matter so requested

### **33 Availability of minutes**

**33.1** The minutes of any meeting shall be made available for viewing at a time and place acceptable to both the requestor who must be an Association member and the person having custody of the minutes;

**33.2** If no mutually acceptable time and place is decided on within three calendar months of the request, or at the discretion of the person having custody of the minutes, a copy of the requested minutes shall be provided to the requestor by post or facsimile;

**33.3** If an alternative form of delivery is acceptable to both the requestor and the person having custody of the minutes, the requested minutes may be provided in that form.

## **NOTICES**

### **34 Service of Notices**

**34.1** A notice may be given by the Association to any member by sending it to the member's contact address recorded in the Register by a means of communication decided by the Executive Committee.

## **INDEMNITY AND INSURANCE**

### **35 Indemnity**

**35.1** To the extent permitted by the Law, the Association indemnifies:

- a) Every person who is or has been an officer of the Association; and

- b) Where the Executive Committee considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Association; against any liability incurred by that person in his or her capacity as an officer of the Association or of the related body corporate (as the case may be):
- c) To any other person (other than the Association or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
- d) For costs and expenses:
- e) In defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
- f) In connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Law.

## **36 Insurance**

- 36.1** The Association may, where the Executive Committee considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Association
- 36.2** In the case of a member of the Executive Committee, any premium paid pursuant to this article is paid in addition to remuneration paid to that member by the Association pursuant to these articles.

## **37 Voting on Contract of Insurance**

- 37.1** Despite everything in these articles, a member of the Executive Committee is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the member of the Executive Committee against a liability incurred by the member of the Executive Committee as an officer of the Association or of a related body corporate.