



International Society for Nutritional Psychiatry Research (ISNPR) Inc.

Rules

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An incorporated association
Registration number: A0062640H

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Rules

Note

The persons who from time to time are Members of the Society are an incorporated association by the name given in Rule 1 of these Rules.

Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Society and its Members.

1. Name

The name of the incorporated association is International Society for Nutritional Psychiatry Research (ISNPR) Incorporated and in these Rules called the Society.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2. Purposes

The purposes of the Society are to support scientifically rigorous research into nutritional approaches to the prevention and treatment of mental disorders and their comorbidities by, without limitation:

- (a) growing the field of nutritional psychiatry research;
- (b) sharing knowledge and build research collaborations;
- (c) encouraging a multi-disciplinary approach to nutritional psychiatry research;
- (d) building capacity in early career researchers (ECRs) by matching ECRs with mentors or qualified organisations in order to facilitate internships and study visits;
- (e) building partnerships with other disciplines and organisations with common aims;
- (f) facilitating Knowledge Translation (KT);
- (g) promoting events, special edition journal issues, and major updates within fields of related research;
- (h) providing forums for open discussion of new research developments, methodologies, and ideas;
- (i) holding meetings and events supporting the development of the field of nutritional psychiatry research;
- (j) supporting the translation of evidence into policy and clinical practice by acting as a resource for research evidence and consensus;
- (k) building partnerships with health bodies and relevant government organisations.

3. Interpretation

3.1. Definitions

In these Rules the following words have the following meaning:

Absolute Majority, of the Committee, means more than 50% of the Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of Committee Members present at a Committee Meeting);

Chairperson, of a General Meeting or Committee Meeting, means the person chairing the meeting as required under Rule 8.2;

Committee means the Committee having management of the business of the Society;

Committee Meeting means a meeting of the Committee held in accordance with these Rules;

Committee Member means a member of the Committee elected or appointed under Rule 10;

Disciplinary Meeting means a meeting convened for the purposes of Rule 7.2;

Financial Year means the 12 month period specified in the By-laws;

General Meeting means a meeting of the Members of the Society convened in accordance with Rules 8 and 9 and includes an Annual General Meeting but does not include a Disciplinary Meeting;

Member means a member of the Society;

Member entitled to vote means a Member who:

- (a) has been granted membership of a class of membership which confers an entitlement to vote at a General Meeting; and
- (b) is not suspended for any reason provided for in these Rules.

Special Resolution means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

3.2. Headings

Headings are used for convenience only and do not affect the interpretation of these Rules

4. Powers of society

4.1. Subject to the Act, the Society has power to do all things incidental or conducive to achieve its purposes.

4.2. Without limiting sub Rule (4.1), the Society may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

4.3. The Society may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5. Not for profit organisation

5.1 The Society must not distribute any surplus, income or assets directly or indirectly to its Members.

5.2 Sub Rule (5.1) does not prevent the Society from paying a Member:

- (a) reimbursement for expenses properly incurred by the Member; or
- (b) for goods or services provided by the Member; or
- (c) awards or scholarships for research or attendance at the Society's conference;

if this is done in good faith on terms no more favourable than if the Member was not a Member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its Members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its Members.

6. Membership

6.1. Members

(a) The Members are:

- (1) the Members under the existing Rules at the date of the adoption of these Rules who shall be admitted to such class of membership as determined by the Committee, or a delegate approved by the Committee; and
- (2) the Members who are admitted membership in accordance with this Rule 6.

(c) The Society must have at least 5 Members entitled to vote.

6.2. Eligibility

Any natural person committed to the purposes of the Society may become a Member of the Society provided all eligibility requirements and other membership qualifications as set out in the Rules, By-Laws or elsewhere have been met.

6.3. Classes of memberships

The By-Laws shall set out:

- (a) the classes of membership of the Society (including the rights attaching, or not attaching, to a particular class of membership); and
- (b) the qualifications for admission, and continued membership, in a particular class of membership.

6.4. Application and admission

- (a) Every applicant for membership must apply in the form and manner as described in the By-Laws of the Society.
- (b) An application for membership of the Society must:
 - (1) be accompanied by payment of a joining fee, and

- (2) be lodged with the Secretary.
- (c) After receipt of an application for membership, the Secretary will, as soon as practicable, refer the application to the Committee, or a delegate approved by the Committee.
- (d) The Committee, or its delegate, must consider the application and decide whether to admit or reject the application.
- (e) Where different classes of membership have been created, the Committee may, on accepting an applicant's application for membership, admit an applicant to a class of membership that appears appropriate to the Committee.
- (f) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (g) The Committee does not need to give any reason for the rejection of an application nor for any determination whether to admit an applicant to the class of membership applied for.
- (h) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (i) Upon acceptance of the application, the annual subscription is payable by the due date.

6.5. Fees

- (a) The current joining fee and annual subscription amount and due date for payment of annual subscription is as described in the By-Laws.
- (b) The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

6.6. Register of members

- (a) The Secretary must keep and maintain a Register of Members that includes:
 - (1) the Member's name;
 - (2) the Members contact details being their address, email address and telephone number;
 - (3) the Member's organisational affiliation (if applicable);
 - (4) the date of becoming a Member;
 - (5) class of membership (if applicable);
 - (6) any other information determined by the Committee; and
 - (7) for each former Member, the date of ceasing to be a Member.
- (b) Members must advise the Secretary of any change to the Member's details within one month of the change.
- (c) Any Member may, at a reasonable time and free of charge, inspect the Register of Members.
- (d) A Member may not make a copy of the entries (names, addresses and other details) in the register except in circumstances specifically approved by the Committee or a delegate of the Committee.

- (e) The contact details of the Members kept in the Register of Members must only be used by the Secretary for the purpose of the transmission and circulation of communications relevant to the business of the Society, including notices and newsletters and other such communications as are approved by the Committee.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the Register of Members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

6.7. Rights, obligations and liabilities of members

- (a) The rights of a Member are not transferable and end when membership ceases.
- (b) The Members are required to comply with these Rules and any By-Laws, regulations, codes of conduct, policies or guidelines applicable to Members adopted by the Committee from time to time.
- (c) The liabilities of a Member, as a Member, are limited to the amount, if any, unpaid by the Member in respect of any membership fees.

6.8. Grievance procedure

- (a) The grievance procedure set out in this Rule applies to disputes under or concerning these Rules or the By-Laws of the Society between:
 - (1) a Member and another Member;
 - (2) a Member and Society, which shall include a dispute between a Member and the Committee;
- (b) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-rule(b), the parties must within 10 days:
 - (1) notify the Committee of the dispute; and
 - (2) agree to or request the appointment of a mediator; and
 - (3) attempt in good faith to settle the dispute by mediation.
- (d) The mediator must be unbiased and:
 - (1) be a person chosen by agreement between the parties; or
 - (2) in the absence of agreement:
 - (i) if the dispute is between a Member and another Member—a person appointed by the Committee; or
 - (ii) if the dispute is between a Member and the Committee or the Society—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (e) A mediator may be a Member or former Member of the Society provided they are unbiased.
- (f) The mediator to the dispute, in conducting the mediation, must:

- (1) give each party every opportunity to be heard; and
 - (2) allow due consideration by all parties of any written statement submitted by any party; and
 - (3) ensure that natural justice is accorded to the parties throughout the mediation process.
- (g) The mediator must not determine the dispute.
 - (h) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
 - (i) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary action until the disciplinary action has been completed.

7. Ceasing membership

7.1. Resignation and other events

- (a) The membership of a person ceases on resignation, expulsion or death.
- (b) If a person ceases to be a Member of the Society, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the Register of Members.
- (c) A Member may resign by notice in writing given to the Society.

Note

Rule 13.3 sets out how notice may be given to the association. It includes by post or by handing the notice to a Committee Member.

- (d) A Member shall be deemed to have resigned by the Committee if the Member's annual subscription is more than three months in arrears. The Committee may exercise discretion in extending the deadline for payment of the annual subscription where a Member requests an extension due to temporary financial hardship or other reason judged valid by the Committee.

7.2. Disciplinary action

- (a) The Committee may take disciplinary action against a Member if it is determined that:
 - (1) the Member has failed to comply with these Rules or any procedures or policies of the Society including the By-Laws; or
 - (2) the Member refuses to support the purposes of the Society or by act or omission may cause detriment to the Society; or
 - (3) it is in the interests of the Society for a Member to no longer remain a Member.
- (b) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee may establish a sub-committee, consider the matter itself, or refer the matter to a third party, provided the decision maker is not biased against, or in favour, of the Member concerned.
- (c) The decision maker will determine what action, if any, to take against the Member.

- (d) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
- (1) stating that the Society proposes to take disciplinary action against the Member; and
 - (2) stating the grounds for the proposed disciplinary action; and
 - (3) specifying the date, place and time of the meeting at which the decision maker intends to consider the disciplinary action (the Disciplinary Meeting); and
 - (4) advising the Member that he or she may do one or both of the following:
 - (i) attend the Disciplinary Meeting and address the decision maker at that meeting;
 - (ii) give a written statement to the decision maker at any time before the Disciplinary Meeting; and
 - (5) no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.
- (e) The decision maker may not fine the Member.
- (f) The disciplinary action by the decision maker under this Rule takes effect immediately after the determination.

8. Meetings

8.1. Use of technology at meetings

- (a) A Member not physically present at a General Meeting or Committee Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) A Member participating in a General Meeting or Committee Meeting as permitted under sub-rule(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

8.2. Presiding at meetings

- (a) Subject to sub-rule(b), the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Committee Meetings.
- (b) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
- (1) in the case of a General Meeting—a Member elected by the other Members present; or
 - (2) in the case of a Committee Meeting—a Committee Member elected by the other Committee Members present.

9. General meetings

9.1. Annual general meetings

- (a) The Committee must convene an Annual General Meeting of the Society to be held within 5 months after the end of each Financial Year.
- (b) Despite sub-rule(a), the Society may hold its first Annual General Meeting at any time within 18 months after its incorporation.
- (c) The Committee may determine the date, time and place of the Annual General Meeting.
- (d) The ordinary business of the Annual General Meeting is as follows:
 - (1) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since then;
 - (2) to receive and consider:
 - (i) the annual report of the Committee on the activities of the Society during the preceding Financial Year; and
 - (ii) the financial statements of the Society for the preceding Financial Year submitted by the Committee in accordance with Part 7 of the Act;
 - (3) to receive the results of elections held pursuant to the By-Laws
- (e) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

9.2. General meetings

- (a) The Committee may convene a General Meeting whenever it thinks fit.
- (b) No business other than that set out in the notice under Rule 10 may be conducted at the meeting.
- (c) The order of business and procedures at a General Meeting (other than an Annual General Meeting or a Disciplinary Meeting) will be as specified in the By-Laws of the Society.

9.3. General meeting held at request of members

- (a) The Committee must convene a General Meeting if a request to do so is made in accordance with sub-rule(b) by at least 10% of the total number of Members entitled to vote.
- (b) A request for a General Meeting must:
 - (1) be in writing; and
 - (2) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (3) include the names and signatures of the Members requesting the meeting; and
 - (4) be given to the Secretary.
- (c) If the Committee does not convene a General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the General Meeting.

- (d) A General Meeting convened by Members under sub-rule(c):
- (1) must be held within 3 months after the date on which the original request was made; and
 - (2) may only consider the business stated in that request.

9.4. Notice of general meetings

- (a) The Secretary (or, in the case of a General Meeting convened under Rule 9.3, the Members convening the meeting) must give to each Member of the Society:
- (1) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (2) at least 14 days' notice of a General Meeting in any other case.
- (b) The notice must:
- (1) specify the date, time and place of the meeting; and
 - (2) indicate the general nature of each item of business to be considered at the meeting; and
 - (3) if a Special Resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution; and
 - (4) comply with Rule 9.5(e).

9.5. Proxies

- (a) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (d) If the Committee has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (e) Notice of a General Meeting given to a Member under Rule 9.4 must:
- (1) state that the Member may appoint another Member as a proxy for the meeting; and
 - (2) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society no later than 24 hours before the commencement of the meeting.

9.6. Quorum at general meetings

- (a) No business may be conducted at a General Meeting unless a quorum of Members is present.
- (b) The quorum for a General Meeting is the presence (physically, by proxy, or as allowed under Rule 9) of 3 Committee Members plus 5 Members entitled to vote.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (1) in the case of a meeting convened by, or at the request of, Members under Rule 9.3—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, Members is dissolved under this sub Rule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another special meeting, the Members must make a new request under Rule 9.3.

- (2) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under sub-rule(c)(2), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

9.7. Adjournment of general meetings

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting sub-rule(a), a meeting may be adjourned:
 - (1) if there is insufficient time to deal with the business at hand; or
 - (2) to give the Members more time to consider an item of business.

Example

The Members may wish to have more time to examine the financial statements submitted by the Committee at an Annual General Meeting.

- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (d) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 9.4.

9.8. Voting at general meeting

- (a) Any question arising at a General Meeting shall be decided on by way of any combination of the following:
- (1) a show of hands;
 - (2) voting or polling at the meeting in the manner determined by the Chairperson of the meeting;
 - (i) subject to sub-rule(c), each Member who is entitled to vote has one vote; and
 - (ii) Members may vote personally or by proxy; and
 - (iii) except in the case of a Special Resolution, the question must be decided on by a majority of votes.
 - (3) voting or polling in advance in accordance with Rule 9.10.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
- (d) The Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:
- (1) carried; or
 - (2) carried unanimously; or
 - (3) carried by a particular majority; or
 - (4) lost:
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (e) If a poll is demanded by three or more Members on any question:
- (1) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (2) the Chairperson must declare the result of the resolution on the basis of the poll.
- (f) a poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (g) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

9.9. Special resolutions

- (a) A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a Special Resolution is required:

- (1) to remove a Committee Member from office;
- (2) to alter these Rules, including changing the name or any of the purposes of the Society.

9.10. Polling and voting in advance

- (a) The Committee may permit a resolution to be decided partly or wholly by electronic polling or voting in advance of the meeting.
- (b) Electronic polling and voting includes online surveys, email voting or any other method approved by the Committee.
- (c) The notice of a meeting at which a resolution(s) will be decided partly or wholly by electronic polling or voting must specify:
 - (1) the resolution(s) for which electronic polling and voting will be permitted;
 - (2) the method of electronic polling or voting approved by the Committee;
 - (3) the means by which Members may cast their vote (whether by following a link to an online survey, responding to a nominated email address or some other means);
 - (4) the deadline for voting in advance; and
 - (5) that Members who cast a vote by electronic polling or voting will be deemed to have voted in advance and accordingly will not be permitted to vote on that resolution at the meeting.
- (d) Members who do not vote by electronic polling or voting by the deadline may vote at the meeting.
- (e) Members who vote by electronic polling or voting will be deemed to have voted in advance and accordingly will not be permitted to vote on that resolution at the meeting.
- (f) The effective date of a resolution decided partly or wholly by polling or voting in advance is the date of the subsequent meeting (even if a sufficient votes are cast prior to the meeting).
- (g) Polling and voting in advance may only be permitted for decisions that are required to be made by Special Resolution with the approval of a two thirds majority of the Committee.
- (h) A proxy cannot be appointed for polling and voting in advance.

9.11. Minutes of general meeting

- (a) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each Annual General Meeting must include:

- (1) the names of the Members attending the meeting; and
- (2) proxy forms given to the Chairperson of the meeting under Rule 9.5(f); and
- (3) the financial statements submitted to the Members in accordance with Rule 9.1(d)(2)(ii); and
- (4) the certificate signed by two Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Society; and
- (5) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

10. Committee

10.1. Powers of Committee

- (a) The business of the Society must be managed by or under the direction of a Committee.
- (b) The Committee may exercise all the powers of the Society except those powers that these Rules, the By-Laws or the Act require to be exercised by General Meetings of the Members of the Society.
- (c) The Committee may:
 - (1) appoint and remove staff;
 - (2) establish sub-committees consisting of Members with terms of reference it considers appropriate.

10.2. Delegation

- (a) The Committee may delegate to a Member of the Committee, a sub-committee or staff, any of its powers and functions other than:
 - (1) this power of delegation; or
 - (2) a duty imposed on the Committee by the Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (c) The Committee may, in writing, revoke a delegation wholly or in part.

10.3. Composition of Committee

- (a) The Committee shall consist of:
 - (1) the Officers of the Society (Rule 10.4), and
 - (2) ordinary Committee Members (if any).
- (b) The Committee Members will be those persons who were Committee Members immediately before the adoption of these Rules.

10.4. Officers of the Society

- (a) The Officers of the Society shall be:

- (1) a President; and
- (2) a Vice-President; and
- (3) a Secretary; and
- (4) a Treasurer.

10.5. General Duties

- (a) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules, the By-Laws and the Act.
- (b) The Committee is collectively responsible for ensuring that the Society complies with the Act and that individual Members of the Committee comply with these Rules and the By-Laws.
- (c) Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Committee Members must exercise their powers and discharge their duties:
 - (1) in good faith in the best interests of the Society; and
 - (2) for a proper purpose.
- (e) Committee Members and former Committee Members must not make improper use of:
 - (1) their position; or
 - (2) information acquired by virtue of holding their position:so as to gain an advantage for themselves or any other person or to cause detriment to the Society.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (f) In addition to any duties imposed by these Rules, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.

10.6. Election of Committee members

- (a) A Member is eligible to be elected or appointed as a Committee Member if the Member:
 - (1) is 18 years or over; and
 - (2) is entitled to vote at a General Meeting; and
 - (3) with the Member's consent, is nominated by two other Members entitled to vote.
- (b) The Annual General Meeting must by resolution decide the number of ordinary Committee Members (if any) it wishes to hold office for the next term.
- (c) Election procedures shall be as prescribed in By-Laws.
- (d) On his or her election, the new President may take over as Chairperson of the meeting.

10.7. Term of office

- (a) Pursuant to sub-rule(c), and Rule 10.8 each Member of the Committee shall hold office until the third Annual General Meeting after the date of election but must not serve on the Committee for a period exceeding the amount allowed under sub-rule(c).
- (b) A Member may seek re-election to the office he or she holds, or election to another office but must not serve on the Committee for a period exceeding the amount allowed under sub-rule(c).
- (c) The Committee Members may hold office for a maximum of 3 terms in total, unless the Committee otherwise decides for any particular Member.

10.8. Removal of Committee member

- (a) A General Meeting of the Society may by Special Resolution remove a Committee Member from office
- (b) A Member who is the subject of a proposed Special Resolution under sub-rule(a) may make representations in writing to the Secretary or President of the Society (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Society.
- (c) The Secretary or the President may give a copy of the representations to each Member of the Society or, if they are not so given, the Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

10.9. Vacancies

- (a) A Committee Member may resign from the Committee by written notice addressed to the Committee.
- (b) A person ceases to be a Committee Member if he or she:
 - (1) ceases to be a Member of the Society; or
 - (2) fails to attend 3 consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence under Rule 10.18; or
 - (3) is removed from their position under Rule 10.8; or
 - (4) otherwise ceases to be a Committee Member by operation of section 78 of the Act.
- (c) The Committee may appoint an eligible Member of the Society to fill a position on the Committee that:
 - (1) has become vacant under sub-rules(a) and (b); or
 - (2) was not filled by election.
- (d) If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.
- (e) Rule 10.7 applies to any Committee Member appointed by the Committee under sub-rule(c).
- (f) The Committee may continue to act despite any vacancy in its membership.

10.10. Meetings of Committee

- (a) The Committee must meet at least 1 time in each year at the dates, times and places determined by the Committee.
- (b) The date, time and place of the first Committee Meeting must be determined by the Members of the Committee as soon as practicable after the Annual General Meeting of the Society at which the Members of the Committee were elected.
- (c) Special Committee Meetings may be convened by the President or by any 4 Members of the Committee.

10.11. Notice of meetings

- (a) Notice of each Committee Meeting must be given to each Committee Member no later than 7 days before the date of the meeting.
- (b) Notice may be given of more than one Committee Meeting at the same time.
- (c) The notice must state the date, time and place of the meeting.
- (d) If a special Committee Meeting is convened, the notice must include the general nature of the business to be conducted.
- (e) The only business that may be conducted at the meeting is the business for which the meeting is convened.

10.12. Urgent meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 10.11 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by an Absolute Majority of the Committee.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

10.13. Procedure and order of business

- (a) The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.
- (b) The order of business may be determined by the Members present at the Committee Meeting.

10.14. Quorum

- (a) No business may be conducted at a Committee Meeting unless a quorum is present.
- (b) The quorum for a Committee Meeting is the presence (in person or as allowed under Rule 8.2) of a majority of the Committee Members holding office.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting:
 - (1) in the case of a special meeting—the meeting lapses;

- (2) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 10.11.

10.15. Voting

- (a) On any question arising at a Committee Meeting, each Committee Member present at the meeting has one vote.
- (b) A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- (c) Sub-rule(b) does not apply to any motion or question which is required by these Rules to be passed by an Absolute Majority of the Committee.
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (e) Voting by proxy is not permitted.

10.16. Conflict of interest

- (a) A Committee Member who has a material personal interest in a matter being considered at a Committee Meeting must disclose the nature and extent of that interest to the Committee.
- (b) The Member:
 - (1) must not be present while the matter is being considered at the meeting; and
 - (2) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Committee Members to form a quorum because a Member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.

- (c) This Rule does not apply to a material personal interest:
 - (1) that exists only because the Member belongs to a class of persons for whose benefit the Society is established; or
 - (2) that the Member has in common with all, or a substantial proportion of, the Members of the Society.

10.17. Minutes of meeting

- (a) The Committee must ensure that minutes are taken and kept of each Committee Meeting.
- (b) The minutes must record the following:
 - (1) the names of the Members in attendance at the meeting;
 - (2) the business considered at the meeting;
 - (3) any resolution on which a vote is taken and the result of the vote;
 - (4) any material personal interest disclosed under Rule 10.16.

10.18. Leave of absence

- (a) The Committee may grant a Committee Member leave of absence from Committee Meetings for a period not exceeding 3 months. The Committee may exercise discretion in extending the leave of absence where a Member requests an extension due to illness, pregnancy or other reason judged valid by the Committee.
- (b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

11. Secretary

- (a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (b) The Secretary must:
 - (1) maintain the Register of Members in accordance with Rule 6.6; and
 - (2) keep custody of the common seal (if any) of the Society and, except for the financial records referred to in Rule 12.3(c), all books, documents and securities of the Society in accordance with Rules 13.1 and 13.4; and
 - (3) subject to the Act and these Rules, provide Members with access to the Register of Members, the minutes of General Meetings and other books and documents; and
 - (4) perform any other duty or function imposed on the Secretary by these Rules or the By-Laws.
- (c) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (d) The Secretary may hold any other position or office in the Association.

Note

A Member may not hold the office of secretary if they do not reside in Australia.

12. Financial matters

12.1. Source of funds

The funds of the Society may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, conferences, sponsorships, interest, and any other sources approved by the Committee.

12.2. Management of funds

- (a) The Society must open an account with a financial institution from which all expenditure of the Society is made and into which all of the Society's revenue is deposited.
- (b) Subject to any restrictions imposed by a General Meeting of the Society, the Committee may approve expenditure on behalf of the Society.

- (c) The Committee may authorise the Treasurer to expend funds on behalf of the Society (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee Members.
- (e) All funds of the Society must be deposited into the financial account of the Society no later than 5 working days after receipt.
- (f) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

12.3. Financial records

- (a) The Society must keep financial records that:
 - (1) correctly record and explain its transactions, financial position and performance; and
 - (2) enable financial statements to be prepared as required by the Act.
- (b) The Society must retain the financial records for 7 years after the transactions covered by the records are completed.
- (c) The Treasurer must keep in his or her custody, or under his or her control:
 - (1) the financial records for the current Financial Year; and
 - (2) any other financial records as authorised by the Committee.

12.4. Financial statements

- (a) For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Society are met.
- (b) Without limiting sub-rule(a), those requirements include:
 - (1) the preparation of the financial statements;
 - (2) if required, the review or auditing of the financial statements;
 - (3) the certification of the financial statements by the Committee;
 - (4) the submission of the financial statements to the Annual General Meeting of the Society;
 - (5) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

12.5. Treasurer

- (a) The Treasurer must:
 - (1) receive all moneys paid to or received by the Society and issue receipts for those moneys in the name of the Society; and
 - (2) ensure that all moneys received are paid into the account of the Society within 5 working days after receipt; and

- (3) make any payments authorised by the Committee or by a General Meeting of the Society from the Society's funds; and
 - (4) ensure cheques are signed by at least 2 Committee Members.
- (b) The Treasurer must:
 - (1) ensure that the financial records of the Society are kept in accordance with the Act; and
 - (2) coordinate the preparation of the financial statements of the Society and their certification by the Committee prior to their submission to the Annual General Meeting of the Society.
- (c) The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Society.

13. General matters

13.1. Common seal

- (a) The Society may have a common seal.
- (b) If the Society has a common seal:
 - (1) the name of the Society must appear in legible characters on the common seal;
 - (2) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee Members;
 - (3) the common seal must be kept in the custody of the Secretary.

13.2. Registered address

- (a) The registered address of the Society is:
 - (1) the address determined from time to time by resolution of the Committee; or
 - (2) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

13.3. Notice requirements

- (a) Any notice required to be given to a Member or a Committee Member under these Rules may be given:
 - (1) by handing the notice to the Member personally; or
 - (2) by sending it by post to the Member at the address recorded for the Member on the Register of Members; or
 - (3) by email or facsimile transmission.
- (b) Sub-rule(a) does not apply to notice given under Rule 10.12.
- (c) Any notice required to be given to the Society or the Committee may be given:
 - (1) by handing the notice to a Member of the Committee; or

- (2) by sending the notice by post to the registered address; or
- (3) by leaving the notice at the registered address; or
- (4) if the Committee determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Society or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Society.

13.4. Custody and inspection of books and records

(a) Members may on request inspect free of charge:

- (1) the Register of Members;
- (2) the minutes of General Meetings;
- (3) subject to sub-rule(b), the financial records, books, securities and any other relevant document of the Society, including minutes of Committee Meetings.

Note

See note following Rule 6.6 for details of access to the Register of Members.

- (b) The Committee may refuse to permit a Member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- (c) The Committee must on request make copies of these Rules available to Members and applicants for membership free of charge.
- (d) Subject to sub-rule(b), a Member may make a copy of any of the other records of the Society referred to in this Rule and the Society may charge a reasonable fee for provision of a copy of such a record.
- (e) For purposes of this Rule; relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following:
 - (1) its membership records;
 - (2) its financial statements;
 - (3) its financial records;
 - (4) records and documents relating to transactions, dealings, business or property of the Society.

14. Winding up and cancellation

- (1) The Society may be wound up voluntarily by Special Resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Society, the surplus assets of the Society must not be distributed to any Members or former Members of the Society.

- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Society and which is not carried on for the profit or gain of its individual Members.
- (4) The body to which the surplus assets are to be given must be decided by Special Resolution.

15. Alteration of Rules

These Rules may only be altered by Special Resolution of a General Meeting of the Society.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

16. By-Laws and provision for circumstances outside Rules

- (a) The Committee may determine and promulgate By-Laws, regulations, codes of conduct, policies or guidelines for the effective operation of the Society on any matter including:
 - (1) the establishment and Rules for operation of any Special Interest Group;
 - (2) the establishment and operation of any standing or ad hoc committee;
 - (3) the finances and financial procedures of the Society;
 - (4) the establishment of Member classifications, qualifications and experience required to for specified classifications;
 - (5) entrance and annual membership fees of the Society (including separate fees for classes of membership);
 - (6) principles for affiliation with or by any organisation;
 - (7) other matters as the Committee may deem appropriate.
- (b) By-Laws shall be promulgated to Members by publication on the Society's website or other publication
- (c) The By-Laws must not be inconsistent with the law and these Rules.