

AUSTRALIAN SOCIETY FOR OPERATIONS RESEARCH INC

CONSTITUTION

ABN 99 137 210 862

Incorporated in the Australian Capital Territory under the Associations Incorporation Act 1991 (Registration number A 00227)

This constitution adopted 11 January 2021

Table of Contents

I.	GENERAL	4
1.	Name of the Society	4
2.	Definitions and interpretation.....	4
3.	Objects.....	5
4.	Income and property.....	5
II.	MEMBERSHIP	6
5.	Members.....	6
6.	Rights of Members	7
7.	Members' liabilities	7
8.	Application for membership	7
9.	Ceasing to be a Member	7
10.	Payments by Members	8
11.	Disciplining of Members	9
12.	Dispute resolution.....	10
III.	GENERAL MEETINGS	11
13.	General meetings	11
14.	Notice of a general meeting.....	12
15.	Cancellation or postponement of a general meeting.....	12
16.	Quorum at a general meeting.....	13
17.	Chair of a general meeting	13
18.	Conduct of a general meeting	13
19.	Decisions at a general meeting	14
20.	Voting rights at a general meeting.....	15
21.	Appointment of proxy and attorney	15
IV.	NATIONAL COMMITTEE	16
22.	Composition.....	16
23.	Terms of office	16
24.	Eligibility of National Committee members.....	16
25.	Casual vacancies on the National Committee.....	17
26.	Election of the National Committee	17
27.	Vacation of office of National Committee members	18
28.	Removal of National Committee member	18
29.	Payments to National Committee members.....	19
30.	Powers and duties of the National Committee	19
31.	Delegation of powers.....	19
32.	National Committee meetings	20
33.	Notice.....	20
34.	Quorum.....	20
35.	Chair	20

36.	Voting and decisions	20
37.	Use of technology	20
38.	President and Vice President	21
39.	Written resolutions	21
40.	Validity of acts of the National Committee	21
V.	ADMINISTRATION	22
41.	Minutes	22
42.	Custody of records	22
43.	Inspection of records	22
44.	Funds—source & management	22
45.	Financial year	23
46.	Notices	23
47.	Time of service of notices	23
48.	Common seal	24
49.	Indemnity and insurance	24
50.	Winding up	24
51.	Changes to this Constitution	25
52.	Transitional provisions	25

I. GENERAL

1. Name of the Society

- 1.1 The name of the Society is Australian Society for Operations Research Inc.

2. Definitions and interpretation

- 2.1 In this Constitution unless it is inconsistent with the subject or context in which it is used:

Act means the *Associations Incorporation Act 1991* (ACT);

AGM means an annual general meeting of the Society;

Business Day means a day not being Saturday, Sunday or a public holiday in the Australian Capital Territory;

Constitution means this constitution as amended or supplemented from time to time;

Electronic Contact Address means an electronic destination such as an email address to which notices and other material from the Society can be transmitted or made available with reasonable certainty that they will be delivered to or will be accessible by the intended recipient;

Financial means, in relation to a Member, that the Member has paid their annual membership subscription and other fees applicable under rule 10 which are due and payable at the relevant date;

Member means a member of the Society in accordance with part II of this Constitution;

National Committee means the committee of the Society;

National Committee member means an individual appointed or elected to the National Committee;

Objects means the objects of the Society specified in rule 3;

Officer has the same meaning as in the Act;

Public Officer means any individual appointed by the National Committee to perform the duties of public officer of the Society;

President means the individual elected or appointed from time to time to the office of President in accordance with rule 38 of this Constitution;

Register means the register of Members pursuant to the Act;

Society means *Australian Society for Operations Research Inc* registration number A00227; and

Year means the period between the close of one AGM and the close of the next AGM;

- 2.2 A reference in a rule in general terms to a person holding or occupying a particular position or office includes a reference to any person who occupies or performs the duties of that position or office for the time being.

- 2.3 This Constitution is intended to provide for each of the matters raised in schedule 1 of the Act. In the event of any inconsistency between these Rules and the Model Rules in the Regulation, these Rules prevail subject to the constraints imposed by sections 31 & 32 of the Act.
- 2.4 In this Constitution, the following rules of interpretation apply unless the context requires otherwise:
- a) a gender includes all genders;
 - b) singular includes plural and vice versa;
 - c) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
 - d) a reference to a rule or sub-rule is to a rule or sub-rule of this Constitution and includes any further embedded content;
 - e) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it;
 - f) the word *person* means a natural person and any corporation, association, body or entity whether incorporated or not; and
 - g) the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form.
- 2.5 Cross references are for convenience only. A cross reference in a particular rule identifies another rule that impinges on the interpretation of the particular rule in a key way. Not all rules that may affect the interpretation of the particular rule are cross referenced.
- 2.6 Headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

3. Objects

- 3.1 The Society's Objects are
- a) To advance and foster the development of the science of Operations Research;
 - b) To foster the application of Operations Research wherever appropriate;
 - c) To foster the widest possible exchange of information and ideas on Operations Research related subjects; and
 - d) To define standards of knowledge in and to further the study of Operations Research.

4. Income and property

- 4.1 The income and property of the Society must be applied only towards promoting the Objects.

- 4.2 Subject to rule 4.3, no income or property of the Society shall be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution, to any Member of the Society, any former Member of the Society, any National Committee member or any former National Committee member.
- 4.3 Nothing in this Constitution shall prevent payment in good faith of:
- a) reasonable and proper remuneration to any employee of the Society;
 - b) subject to this Constitution, reasonable and proper amounts to any Member in return for any services they render to the Society;
 - c) interest at a rate not exceeding interest at the rate for the time being payable to the Society's bankers for money lent or that would be lent to the Society;
 - d) reasonable and proper rent for premises leased by any Member to the Society;
 - e) reimbursement in good faith of out-of-pocket expenses incurred on behalf of the Society where such expenses have been appropriately authorised in accordance with processes as determined by the National Committee from time to time; and
 - f) any other sums payable under this Constitution.

II. MEMBERSHIP

5. Members

- 5.1 There are 2 classes of membership:
- a) Voting Members; and
 - b) Non-voting Members.
- 5.2 Voting membership is open to individuals who
- a) are interested in the Objects;
 - b) are working in or have an interest in the field of Operations Research; and
 - c) who satisfy any additional requirements for voting membership as prescribed by the National Committee and set out in the by-laws from time to time.
- 5.3 Non-voting membership is open to individuals interested in the Objects but who may not be eligible to be Voting Members and who satisfy any additional requirements for non-voting membership as prescribed by the National Committee and set out in the by-laws from time to time.
- 5.4 The National Committee may provide for additional categories of membership within each class on such conditions as the National Committee determines provided that the rights of Members shall be in accordance with rule 6.
- 5.5 The number of Members is unlimited.

6. Rights of Members

- 6.1 Voting Members have the following rights:
- a) to receive notices of and to attend and to speak at general meetings;
 - b) to nominate or be nominated and be appointed or elected as a National Committee member subject to rule 24; and
 - c) to vote at general meetings and on resolutions put to the membership and on the election of National Committee members provided that the Member is Financial.
- 6.2 Non-voting Members are entitled to receive notices of and to attend general meetings, but are not entitled to speak unless at the invitation of the chair of the meeting.
- 6.3 For the purposes of clarity, the National Committee may extend privileges of membership that may differ between classes and categories of membership and within categories of membership but no such privilege shall affect the rights of Members in this rule 6.

7. Members' liabilities

- 7.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount (if any) unpaid by the Member in relation to membership of the Society as required by rule 10.

8. Application for membership

- 8.1 An application for membership must be submitted in writing in the form the National Committee prescribes from time to time.
- 8.2 The National Committee may delegate the consideration and determination of any membership application.
- 8.3 In no case shall the National Committee be required to give a reason for the rejection of any application for membership.
- 8.4 Subject to rule 8.3, when a decision regarding an applicant for membership has been made, written notice of that decision shall be sent to the applicant.
- 8.5 The acceptance of an applicant to be a Member is subject to payment of any fees in accordance with rule 10 and if such payment is not made then the National Committee may, in its discretion, cancel its acceptance of the applicant for membership of the Society.
- 8.6 If the applicant is not admitted to membership then any moneys paid by them for membership must be returned to them in full.
- 8.7 Subject to rules 5 & 8.5, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

9. Ceasing to be a Member

- 9.1 A Member shall cease to be a Member:

- a) if the Member resigns, by notice in writing, on the date the notice is received by the Secretary or such later date as specified in the notice of resignation;
- b) if the Member ceases to be eligible for membership in accordance with rules 5.2 or 5.3 unless the National Committee resolves otherwise;
- c) if the Member dies;
- d) if the Member becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- e) if the Member is expelled under rule 11;
- f) in any other circumstances prescribed in the terms of membership applicable to the Member or in the failure to satisfy any undertaking given by the Member upon them being admitted as a Member on the date that the National Committee resolves to cease the membership unless the National Committee resolves otherwise;
- g) if the Member is convicted of an indictable offence, on the date that the National Committee resolves to cease the membership unless the National Committee resolves otherwise; or
- h) if the Member has not paid moneys or fees applicable under rule 10 due and payable to the Society within 6 months of them being due and payable provided written notice has been given to the Member of the default.

9.2 Any Member ceasing to be a Member:

- a) shall not be entitled to any refund, in full or part, of any fee paid in accordance with rule 10; and
- b) shall not be readmitted as a Member until any unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding moneys.

10. Payments by Members

- 10.1 The National Committee may determine from time to time to charge Members fees comprising joining fees, annual subscriptions and specific purpose levies and charges.
- 10.2 The National Committee may determine different fees for amounts charged to Members as between categories, if any, of Members and as between Members within a category of membership. The National Committee may determine that no fee is payable by a Member.
- 10.3 Any amounts charged to Members are payable in such manner and at such times as are determined by the National Committee.
- 10.4 No part of any fee paid shall be refunded to a Member who ceases to be a Member in accordance with rule 9.

11. Disciplining of Members

- 11.1 Disciplinary procedures may be initiated against a Member, if in the opinion of the National Committee the Member:
- a) has failed to comply with this Constitution;
 - b) has failed to comply with any code of behaviour or of conduct; or
 - c) has acted in a manner that renders it undesirable that the Member continues to be a Member where such action could include that the Member has acted in a manner prejudicial to the interests of the Society.
- 11.2 The outcome of the disciplinary procedure must be decided by an unbiased decision-maker as determined by the National Committee. The decision-maker may be the National Committee, a disciplinary sub-committee established for that purpose by the National Committee or a third party.
- 11.3 At least 14 days before the meeting at which the matter will be considered, the Member must be given written notice:
- a) stating the grounds upon which the disciplinary action against the Member is proposed to be taken;
 - b) of the date of the meeting; and
 - c) that the Member may attend the meeting to provide an explanation and/or provide a written submission.
- 11.4 The decision-maker will determine the matter including if any disciplinary action should be taken. Disciplinary action may include suspension or expulsion from membership.
- 11.5 No later than 6 weeks after the meeting in rule 11.3, the Member must be given written notice:
- a) of the decision of the decision-maker and the reasons for the decision;
 - b) of any disciplinary action to be taken; and
 - c) that the Member has 7 days from the date of the notice to advise the National Committee in writing that the Member will appeal the decision by referring the matter to mediation.
- 11.6 If the Member does not give written notice within the time specified that they wish to appeal the decision, then the National Committee may proceed to implement the decision of the decision-maker.
- 11.7 If the matter is referred to mediation, then the mediation must be conducted as far as reasonably applicable, in accordance with rules 12.4 to 12.7.
- 11.8 Once the mediation is concluded then the National Committee may decide whether or not to implement the decision of the decision-maker.
- 11.9 The National Committee's decision in rule 11.8 is final.

11.10 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this rule.

12. Dispute resolution

12.1 The dispute resolution procedure in this rule applies to disputes (disagreements) under this Constitution between:

- a) a Member and another Member; or
- b) between a Member and the Society.

12.2 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

12.3 If those involved in the dispute do not resolve it under rule 12.2, they must within 10 days:

- a) notify the National Committee about the dispute;
- b) agree or request that a mediator be appointed; and
- c) attempt in good faith to settle the dispute by mediation.

12.4 The mediator must:

- a) be chosen by agreement of those involved; or
- b) where those involved do not agree:
 - i) for disputes between Members, a person chosen by the National Committee; or
 - ii) for other disputes, a community justice centre as agreed by the parties involved or if they cannot agree, the Conflict Resolution Service or a similar provider of community dispute resolution services in the Australian Capital Territory.

12.5 A mediator chosen under rule 12.4b)i):

- a) may be a Member or former Member of the Society;
- b) must not have a personal interest in the dispute; and
- c) must not be biased towards or against anyone involved in the dispute.

12.6 When conducting the mediation, the mediator must:

- a) allow those involved a reasonable chance to be heard,
- b) allow those involved a reasonable chance to review any written statements,
- c) ensure that those involved are given natural justice, and
- d) not make a decision on the dispute which is for the parties involved to resolve if they can.

12.7 Each party must pay an equal share of any cost of mediation.

12.8 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.

III. GENERAL MEETINGS

13. General meetings

- 13.1 The National Committee may, whenever it considers appropriate, call a general meeting of the Society.
- 13.2 An AGM must be held at least once in each calendar year and within 5 months after the end of each financial year of the Society.
- 13.3 Rule 13.2 has effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.
- 13.4 The AGM must, subject to the Act, be called on the date and at the place or places and time that the National Committee considers appropriate.
- 13.5 The business of an AGM may include any of the following, even if not referred to in the notice of meeting:
 - a) The consideration of the annual financial report, National Committee report and Auditor's report (if any) for the Society;
 - b) The election or announcement of National Committee members; and
 - c) The appointment of the Auditor, if required.
- 13.6 The National Committee must, on the requisition in writing of not less than 5% of the total number of Voting Members, call a general meeting.
- 13.7 A requisition of Voting Members for a general meeting—
 - a) must state the purpose or purposes of the meeting; and
 - b) must be signed by the members making the requisition; and
 - c) must be lodged with the Public Officer; and
 - d) may consist of several documents in a similar form, each signed by 1 or more of the Voting Members making the requisition.
- 13.8 If the National Committee fails to call a general meeting within 1 month after the date when a requisition of Voting Members for the meeting is lodged with the Public Officer, any 1 or more of the Voting Members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- 13.9 A general meeting called by a Voting Member or Voting Members mentioned in rule 13.8 must be called as nearly as is practicable in the same way as general meetings are called by the National Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable expense so incurred.
- 13.10 A general meeting may be held using any technology approved by the National Committee that gives the Members a reasonable opportunity to participate. A Member participating in a general meeting using technology is taken to be present in person at the meeting.
- 13.11 A general meeting convened in accordance with rule 13.10 is not invalidated due to a failure of the technology unless the failure arose out

of conduct of an Officer which was not in good faith, or which involved wilful misconduct, gross negligence, reckless behaviour or fraud.

14. Notice of a general meeting

- 14.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, at least 14 days' notice shall be given for a general meeting. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, at least 21 days' notice must be given.
- 14.2 Notice of a general meeting must be given to each Member, each National Committee member and the Auditor (if any).
- 14.3 A Voting Member desiring to bring any business that may be properly transacted at a general meeting may give written notice of that business to the Public Officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the Voting Member.
- 14.4 A notice of a general meeting must specify:
 - a) the place, date and time of the meeting, and if the meeting is to be held in two or more places the technology that will be used to facilitate this;
 - b) subject to rule 13.5, the general nature of any business to be conducted at the meeting;
 - c) if a special resolution is to be proposed, the details of and intention to propose it.
- 14.5 Except as provided in rule 13.5, no business other than that specified in the notice convening a general meeting may be transacted at that general meeting.
- 14.6 A Member may waive notice of a general meeting by notice in writing to the Society.
- 14.7 The accidental failure to give notice of any general meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- 14.8 A person's attendance at a general meeting waives any objection that that person may have to a failure to give notice, or the giving of a defective notice.

15. Cancellation or postponement of a general meeting

- 15.1 The National Committee may postpone or cancel a general meeting of the Society unless the meeting is called and arranged to be held by the Voting Members or the court. If a general meeting is called and arranged to be held by the Voting Members or the court, the National Committee may not postpone or cancel the general meeting without the consent of a majority of the requesting Members.

- 15.2 The National Committee may change the venue of a general meeting if it would be impractical or unreasonable to hold the meeting at the venue.
- 15.3 Where any general meeting is cancelled or postponed or the venue for the meeting is changed:
- a) the National Committee must make a reasonable attempt to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution; but
 - b) any accidental failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

16. Quorum at a general meeting

- 16.1 The quorum for a general meeting is the number of Financial Voting Members entitled to vote and present that is equal to the number of National Committee members in office at the time plus two.
- 16.2 A Member is taken to be present at a general meeting if the Member is present in person or by proxy or attorney.
- 16.3 No business shall be transacted at a general meeting unless a quorum is present.
- 16.4 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- a) if convened by or on requisition of, Members is dissolved; and
 - b) in any other case stands adjourned to such other day, time and place as the National Committee appoints by notice to the Members and others entitled to notice of the meeting.
 - c) At a meeting adjourned under rule 16.4b), five (5) Financial Voting Members present in person or by proxy or attorney is a quorum. If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

17. Chair of a general meeting

- 17.1 The chair of a general meeting is the President or, if the President is not available or is unwilling to chair the meeting, the Vice-President. If the Vice-President is not available or unwilling then a member of the National Committee, as agreed amongst the members of the National Committee who are present, is to chair the meeting. If no member of the National Committee is available or is willing to act, then the Voting Members present in person and entitled to vote must select one of their number as chair.

18. Conduct of a general meeting

- 18.1 The chair of a general meeting is responsible for the conduct of the meeting. Any question arising at a general meeting relating to the order

of business, procedure or conduct of the meeting must be referred to the chair whose decision is final.

- 18.2 The chair of a general meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting:
- a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;
 - b) terminate debate or discussion; and
 - c) adopt any procedures for casting or recording votes at the meeting whether on a show of hands, on the voices or a poll.
- 18.3 The chair may take any action they consider appropriate for the safety of individuals attending the meeting or the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any individual who the chair considers to be disruptive to the meeting.
- 18.4 The chair of the meeting may delegate powers conferred by this rule 18 to any individual they think fit.
- 18.5 The chair may at any time during the course of a general meeting, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 18.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 18.7 Except as provided by rule 18.6, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. Decisions at a general meeting

- 19.1 Unless otherwise required by this Constitution or the Act, questions arising at a general meeting are to be decided by a simple majority of votes cast by the Voting Members present (see rules 16.2 and 13.10) at the meeting who are eligible to vote and any such decision is for all purposes a decision of the Members.
- 19.2 In the case of an equality of votes upon any proposed resolution the chair of the general meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.
- 19.3 A resolution put to the vote of a general meeting must be decided on a show of hands of the Voting Members present and eligible to vote unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands.
- 19.4 On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

- 19.5 A poll may be demanded:
- a) by the chair of the meeting; or
 - b) by at least 3 Voting Members present (see rules 16.2 and 13.10) and having the right to vote on the resolution.
- 19.6 The demand for a poll may be withdrawn.
- 19.7 A demand for a poll does not prevent the continuation of a general meeting for the transaction of any business other than the question on which the poll has been demanded.
- 19.8 Subject to rule 19.9, a poll demanded must be taken when and in the manner the chair of the general meeting directs including in relation to how votes of Voting Members attending by technology are to be collected.
- 19.9 A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- 19.10 The result of the poll will be the resolution of the meeting at which the poll was demanded, and an entry to that effect in the minutes of the general meeting is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

20. Voting rights at a general meeting

- 20.1 Subject to rule 20.2, each Voting Member has one vote. The vote may be exercised in person, by proxy or by attorney.
- 20.2 No Voting Member may vote at any general meeting unless any fees due and payable under rule 10 have been paid.
- 20.3 A challenge to a right to vote at a general meeting:
- a) may only be made at the meeting; and
 - b) must be determined by the chair, whose decision is final.

21. Appointment of proxy and attorney

- 21.1 A Voting Member may appoint a proxy to attend, speak and vote (as the case may be) at a general meeting in their place by executing an instrument of proxy in any form that the National Committee may prescribe or accept.
- 21.2 A proxy must be another Voting Member.
- 21.3 In the event of a Voting Member not nominating a particular person as proxy, the proxy may be exercised by the chair of the general meeting unless the Voting Member indicates otherwise.
- 21.4 Where a Voting Member's instrument of proxy directs the appointee to vote in a specified way in respect of a particular item of business, the appointee must vote on that item of business in accordance with that direction.

- 21.5 Any appointment of a representative is effective in respect of a particular general meeting if, and only if, the following instruments are actually received (which includes receipt of a copy of those instruments by legible electronic transmission) by the Society at a place or electronic address specified in the notice at least 48 hours (or any shorter time that the National Committee determines) before the time notified for that meeting:
- a) in the case of a proxy, the instrument of proxy; and
 - b) in the case of a person appointed pursuant to a power of attorney, the power of attorney or an office copy or certified copy of the power of attorney.
- 21.6 Unless the Society receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- a) dies;
 - b) is mentally incapacitated;
 - c) revokes the proxy's appointment; or
 - d) revokes the authority of a representative or agent who appointed the proxy.

IV. NATIONAL COMMITTEE

22. Composition

- 22.1 The National Committee will have a minimum of 5 and a maximum of 12 members.

23. Terms of office

- 23.1 Subject to rule 23.2, National Committee members are elected for a term of 2 Years, but a retiring member who is eligible may stand for re-election.
- 23.2 The terms of National Committee members will be staggered so that only half of the National Committee members would normally retire each year. The National Committee may determine that more or less than half must retire from office and stand for re-election at an AGM, where the National Committee considers it is necessary to maintain orderly rotation of members, except that no National Committee member may hold office without re-election beyond the second AGM following the meeting at which the National Committee member was last elected or re-elected.

24. Eligibility of National Committee members

- 24.1 National Committee members must be Voting Members.
- 24.2 To be eligible to stand for election or appointment as a National Committee member, a Voting Member must be Financial and must not be subject to any circumstance in accordance with rule 27.3 that would

result in them ceasing to be a National Committee member once elected or appointed.

25. Casual vacancies on the National Committee

- 25.1 If a casual vacancy occurs on the National Committee, the National Committee may appoint any eligible Voting Member to that position and such appointee holds office for the remainder of the term.
- 25.2 The National Committee may act even if there are vacancies on the National Committee. If the number of members of the National Committee is reduced below the minimum of 5 however, the continuing members may act only:
 - a) in an emergency; or
 - b) for the purposes of appointing additional eligible individuals to the National Committee up to the minimum number; or
 - c) to convene a general meeting.

26. Election of the National Committee

- 26.1 Subject to this rule 26, the National Committee may determine the procedures for the conduct of elections and the nomination process.
- 26.2 Voting Members entitled to vote may, prior to the AGM at which a National Committee member retires or at which a vacancy exists, determine an eligible Voting Member to fill the vacated position by electing an individual to that office in accordance with procedures determined by the National Committee for the conduct of a ballot.
- 26.3 At least 6 weeks before the AGM, the National Committee must give notice of the number of vacancies that may be filled and invite nominations from eligible Voting Members for election. The number of vacancies to be filled will be the difference between the maximum number of National Committee members under rule 22.1 and the number of National Committee members continuing in office.
- 26.4 The nomination form will:
 - a) be in the form determined by the National Committee from time to time;
 - b) include any required information (such as the candidate's skills and experience) as determined by the National Committee from time to time; and
 - c) contain the signed consent of the candidate.
- 26.5 At the close of nominations if there are more candidates for election than there are vacant positions to be filled, then a ballot will be conducted. The voting instructions and processes shall be as prescribed by the National Committee and set out in the by-laws.
- 26.6 If at the close of nominations there are the same number or fewer candidates for election than there are vacant positions to be filled then all eligible nominations shall be deemed to have been elected subject to

rule 26.7 and no ballot shall be held. Any resulting vacancies shall be casual vacancies to which rule 25 applies.

- 26.7 The result of the election process shall be announced at the AGM and, if a ballot has not been conducted, shall be subject to endorsement by ordinary resolution for each candidate.

27. Vacation of office of National Committee members

- 27.1 Subject to rules 27.2 & 27.3, an individual vacates their position on the National Committee at the conclusion of the AGM at which they retire or their term of office expires, subject to them being re-appointed or re-elected on to the National Committee in accordance with this Constitution.
- 27.2 A National Committee member may resign by giving written notice to the Society of their intention to resign and the resignation will take effect at the time of receipt of the notice or a later time expressed in the notice.
- 27.3 The office of a National Committee member becomes vacant if the member:
- a) is prohibited from holding or is no longer eligible to hold office as a committee member pursuant to the Act or the law;
 - b) becomes an individual who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - c) dies;
 - d) becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - e) is convicted on indictment of an offence unless the National Committee resolves otherwise;
 - f) is absent from all meetings of the National Committee during a 6 months' period without the consent of the National Committee, unless at the next meeting of the National Committee, the National Committee resolves otherwise;
 - g) has failed to disclose a material personal interest that would be required to be disclosed under the Act or the law unless at the next meeting of the National Committee, the National Committee resolves otherwise;
 - h) ceases to be a Voting Member;
 - i) ceases to be a Financial Member;
 - j) is removed from office under rule 28.1; or
 - k) is or becomes a paid employee of the Society.

28. Removal of National Committee member

- 28.1 The Society in general meeting may by resolution, subject to the Act, section 50, remove any member of the National Committee from the

office of member of the National Committee before the end of the member's term of office.

29. Payments to National Committee members

- 29.1 The Society must not pay fees to a National Committee member for acting as a National Committee member.
- 29.2 Having regard to rule 4.2, payments may be made to any National Committee member for:
 - a) out-of-pocket expenses incurred by the National Committee member in the performance of any duty as a National Committee member where the amount payable does not exceed an amount previously agreed by the National Committee; and
 - b) any service rendered to the Society by the National Committee member in a professional or technical capacity, other than in the capacity as a National Committee member, where the provision of the service has the prior approval of the National Committee and is not more than an amount which commercially would be reasonable for the service.

30. Powers and duties of the National Committee

- 30.1 The National Committee is responsible for the control, ultimate management and conduct of the Society.
 - a) The National Committee has power to perform all acts and do all things that appear to the National Committee to be necessary or desirable for the proper management of the affairs of the Society.
 - b) In addition to any powers conferred by this Constitution, the National Committee may exercise all the powers of the Society that are not required by the Act or by this Constitution to be exercised by the Society in general meeting.
- 30.2 The National Committee may determine how money and other assets of the Society are managed and how payments are made by or on behalf of the Society.
- 30.3 The National Committee may by resolution make, amend or revoke by-laws for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Society. These by-laws are binding on the National Committee and the Members.
- 30.4 Any question, issue or dispute relating to or arising in consequence from this Constitution shall be determined by the National Committee. Nothing in this Constitution reduces any rights that a Member may have at law.

31. Delegation of powers

- 31.1 The National Committee may delegate any of its powers and/or functions to one or more committees or any employee of the Society or any other person as the National Committee thinks fit.

- 31.2 In exercising any powers so delegated, the committee, employee or person must comply with any terms and conditions that may be set by the National Committee.

32. National Committee meetings

- 32.1 The National Committee will meet for the dispatch of business, adjourn and otherwise regulate its meetings at such place and time as the National Committee may determine.
- 32.2 The President or any 2 or more National Committee members may at any time call a National Committee meeting.

33. Notice

- 33.1 National Committee members should be given at least 7 days' notice of a National Committee meeting. In cases of urgency, a meeting can be held without notice being given provided that as much notice as practicable is given to each National Committee member by the quickest means practicable.
- 33.2 Notice may be given orally or in writing and using any technology.

34. Quorum

- 34.1 No business shall be transacted by the National Committee unless a quorum is present. The quorum for a meeting of the National Committee shall be the number that is a majority of National Committee currently in office.

35. Chair

- 35.1 At a meeting of the National Committee, the President shall preside as chair. If the President is absent or is unable or is unwilling to act, then the Vice President shall preside and if the Vice President is not present or is unable or is unwilling to act, the remaining National Committee members shall choose another National Committee member as chair.

36. Voting and decisions

- 36.1 Decisions made at a meeting of the National Committee will be determined by a majority of votes cast by National Committee members present and eligible to vote at the meeting. Each National Committee member present is entitled to 1 vote.
- 36.2 In the event of an equality of votes on any question, the motion is not carried and the chair does not have a second or casting vote.

37. Use of technology

- 37.1 A National Committee meeting may be held using any technology consented to by each National Committee member. The consent may be a standing one.
- 37.2 A National Committee meeting held by means of technology is taken to be held at the place as determined by the chair of the meeting provided

that at least one of the National Committee members involved was at that place for the duration of the meeting.

- 37.3 A National Committee member who participates in a National Committee meeting using technology is taken to be present at the meeting.

38. President and Vice President

- 38.1 The President and Vice President will be elected from amongst the National Committee members by the National Committee at least annually and in any event at the first meeting of the National Committee following an AGM. Subject to this rule, the National Committee may determine the period for which a National Committee member is President or Vice President.
- 38.2 The President and Vice President has such powers and duties as specified in this Constitution, as required by law and as determined by the National Committee.
- 38.3 The President and Vice President will not hold these positions beyond their retirement as a National Committee member or removal from the National Committee.

39. Written resolutions

- 39.1 The National Committee may pass a resolution without a National Committee meeting if a majority of the National Committee members entitled to vote on the resolution sign or assent to the written resolution. For this purpose, signatures can be contained in more than one document and can include electronically transmitted signatures.
- 39.2 Written resolutions are to be taken to have been passed on the date the resolution was assented to by the final National Committee member whose support resulted in the number of members in favour of the resolution equalling a majority of National Committee members.
- 39.3 For rule 39.1 a National Committee member may signify assent to a resolution by signing a document containing the resolution (or a copy of such document) or by notifying the Public Officer or President of the National Committee member's assent in person or by telephone, email or other electronic means.

40. Validity of acts of the National Committee

- 40.1 Each resolution passed or act or thing performed or done by, or with the participation of, a person acting as a member of the National Committee in respect of whom it is later discovered there was some defect has no bearing, and any actions performed by that person are considered valid and effective.

V. ADMINISTRATION

41. Minutes

- 41.1 The National Committee must ensure that minutes are kept of general meetings of the Society and of National Committee meetings (including sub-committees of the National Committee).
- 41.2 The minutes of a meeting must be signed within a reasonable time after the meeting by the chair of the meeting or the chair of the following meeting.

42. Custody of records

- 42.1 The Public Officer, or another person delegated by the National Committee, must keep the books, records and other documents of the Society in their custody or control at all times, subject to the Act and this Constitution.

43. Inspection of records

- 43.1 Upon reasonable request by a Member, the National Committee will provide a copy of the following documents free of charge:
 - a) a copy of the Constitution; or
 - b) a copy of the deeds of any trust relevant to the Society; or
 - c) the minute for specified general meetings of the Society.
- 43.2 A Member may apply in writing to the National Committee to have access to or a copy of a summary of the minutes of a National Committee meeting. The application must state the purpose for requiring access and how the information will be used. The National Committee may require the Member enter into a confidentiality agreement before granting access or refuse access if allowing access to the document would be prejudicial to the interests of the Society.
- 43.3 A Member, other than a National Committee member, does not have the right to inspect or request copies of any other books, records or documents of the Society except as provided by the Act or authorised by the National Committee.
- 43.4 A previous National Committee member has a right to inspect minute books and related papers for meetings of the National Committee for the period covering when they were on the National Committee.

44. Funds—source & management

- 44.1 The Society may derive its funds from membership fees, provision of services and goods to Members and non-members, sponsorship and any other sources that the National Committee decides.
- 44.2 The funds will be managed and used as decided by the National Committee, subject to rule 4.

44.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 persons duly authorised by the National Committee.

45. Financial year

45.1 The financial year shall be the period of 12 months ending on 31 December, unless the National Committee determines a different end date.

46. Notices

46.1 A notice may be given by the Society to a Member:

- a) by serving it on the Member personally;
- b) by sending it by prepaid post to the Member's address as shown in the Register;
- c) by sending it to the Electronic Contact Address or such other address the Member has supplied to the Society for the giving of notices;
- d) by making a copy of it accessible electronically on a website of, or related to, the Society and advising the Member of its availability via the Electronic Contact Address; or
- e) by publishing it in a regular newsletter publication of the Society to Members which publication may be printed or be electronic or internet based.

46.2 Any Member who has not provided to the Society a place of address or Electronic Contact Address for inclusion in the Register as the place at or via which notices may be given to the Member shall not be entitled to receive any notice.

46.3 Subject to this Constitution, a notice may be given by the Society to any National Committee member either by serving it personally at, or by sending it by prepaid post to, the National Committee member's usual residential or business address, or by sending it to the Electronic Contact Address, or such other address as the National Committee member has supplied to the Society for the giving of notices.

46.4 Subject to this Constitution, a notice may be given by a Member or a National Committee member to the Society by serving it on the Society at, or by sending it by prepaid post to, the registered office or principal place of business if any of the Society or by sending it to the principal electronic address of the Society at its registered office or principal place of business, if any.

47. Time of service of notices

47.1 Where a notice is sent by post, service of the notice is taken to be effected:

- a) in the case of a notice of a general meeting – on the Business Day after the date of its posting; or

- b) in any other case – 3 days after it is posted.
- 47.2 Where a notice is sent by email or other electronic means, service of the notice is to be taken to be effected on the day after the date it is sent.
- 47.3 Where the Society gives a notice under rule 46.1d), service of the notice is to be taken to be effected when the notice was first so made accessible.
- 47.4 When the Society gives notice under rule 46.1e), service of the notice is to be taken to be effected on the Business Day after the day on which the notice was first published.
- 47.5 Rules 46 & 47 apply, so far as they can and with such changes as are necessary as determined by the National Committee, to the service of any other communication or document.

48. Common seal

- 48.1 The National Committee must provide for the safe custody of the Association's common seal.
- 48.2 The common seal must only be used as authorised by the National Committee.

49. Indemnity and insurance

- 49.1 The Society indemnifies each Officer to the relevant extent against all losses and liabilities (including costs, expenses and charges) incurred by that person as an Officer.
- 49.2 In this rule 49, 'to the relevant extent' means:
 - a) to the extent that the Society is not precluded by law from doing so, and
 - b) for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 49.3 The indemnity is a continuing obligation and is enforceable by an Officer even though that person is no longer an Officer of the Society.
- 49.4 To the extent permitted by law and if the National Committee considers it appropriate, the Society may pay or agree to pay a premium for a contract insuring a person who is or has been an Officer of the Society against any liability incurred by the person as an Officer of the Society.

50. Winding up

- 50.1 The Society may be wound up voluntarily by special resolution.
- 50.2 If any property remains following the winding up or dissolution of the Society after satisfaction of all its debts and liabilities, this property will not be paid to or distributed amongst Members, but will be given or transferred to another institution or body corporate that has:
 - a) objects that are similar to the Objects;

- b) a constitution that requires its income and property to be applied to promoting its objects; and
 - c) a constitution that prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Society by rule 4.1.
- 50.3 The identity of the institution or body corporate is to be determined by the Voting Members by special resolution.

51. Changes to this Constitution

- 51.1 This Constitution may only be amended in accordance with the Act.

52. Transitional provisions

Members

- 52.1 Upon adoption of this Constitution:
- a) Corporate Members and Honorary Members under the constitution that this Constitution replaces will become Voting Members; and
 - b) Non-Corporate Members under the constitution that this Constitution replaces will become Non-Voting Members
- 52.2 The National Committee may determine the relevant category that each Voting Member and Non-Voting Member will be further classified in accordance with clause 5.4.
- 52.3 At the time of adoption of this Constitution, there were no Associated Institutions under the constitution that this Constitution replaces. For avoidance of doubt, the member category of Associated Institutions will cease.

Council / National Committee

- 52.4 Upon adoption of this Constitution, the council under the constitution that this Constitution replaces will become the National Committee and the councillors shall continue as members of the National Committee even if that results in there being more National Committee members than are permitted under rule 22.1.
- 52.5 The National Committee will call for nominations for an election no later than 3 months after the date of adoption of this Constitution to fill all 12 positions on the National Committee.
- 52.6 All National Committee members in office at the time as per clause 52.4 must retire with their terms ending immediately prior to the commencement of the terms of National Committee members elected at the first election after the adoption of this Constitution under clause 52.5. Retiring National Committee members if eligible may stand for re-election.
- 52.7 National Committee members elected at the first election following the adoption of this Constitution will commence their term at a date that will be set by the National Committee that is no later than 3 weeks after the completion of any ballots and will end their terms as follows:

- a) At the 2021 AGM half of the National Committee members in office at the time (rounded down if not a whole number) will retire and prior to that AGM, elections will be held for 6 National Committee positions. The National Committee members to retire will be determined by agreement among themselves. If the National Committee members cannot agree then the drawing of lots will determine which National Committee members are to retire. The National Committee members to retire may stand for re-election if eligible under this Constitution;
- b) At the 2022 AGM the remaining National Committee members elected at the first election following the adoption of this Constitution will retire and 6 National Committee positions will be up for election. The National Committee members to retire may stand for re-election if eligible under this Constitution.

Office bearers

- 52.8 If there are National Committee members in the office bearer positions under the constitution that this Constitution replaces, they will continue in their respective office bearer positions until the first National Committee meeting after the adoption of this Constitution.
- 52.9 At the first meeting of the National Committee after the adoption of this Constitution:
 - a) the National Committee will appoint from amongst their number, the President and Vice President in accordance with clause 38.1;
 - b) the office bearer positions of immediate past president, vice president-administration, vice president-membership and public relations, vice president-education and courses and honorary treasurer will cease, but the National Committee members in these roles will continue as National Committee members until their term ends in accordance with these transitional provisions and this Constitution.

Branch Executive Committees and Chapter Executive Committees

- 52.10 Upon adoption of this Constitution, any Branch Executive Committee or Chapter Executive Committee established under the constitution that this Constitution replaces will continue until such time as the National Committee determines otherwise. Terms of reference for such committees shall continue as previously determined until changed by the National Committee.

END OF CONSTITUTION