

# **Australasian Society for Psychophysiology, Inc.**

(Incorporated in NSW – Y1518331)

## **Constitution**

(Adopted 11 December 2011; Effective 1 March 2012)

### **1. Name**

The name of the Society shall be the **Australasian Society for Psychophysiology**, hereinafter referred to as the Society.

### **2. Object**

The primary object of the Society shall be the advancement of psychophysiology and the cognitive neurosciences, defined broadly as the study of the biological or neural underpinnings of mental processes and behaviour, including the fields of psychophysiology, cognitive, affective, autonomic, social and behavioural neurosciences.

To promote this purpose, the Society encourages and facilitates the exchange of knowledge, in teaching and research, by conducting meetings, workshops, and seminars, and by disseminating information about the brain and behaviour to the general public.

### **3. Constitution and Definitions**

This Constitution sets out the rules by which the Society must operate and can only be changed by special resolution of the Society.

The “Schedule” means the Schedule attached to this Constitution. The Schedule sets out specific terms referred to in the Constitution that may, from time to time, be changed by resolution of the committee of the Society.

The “Act” means the Associations Incorporation Act 2009 (New South Wales).

### **4. Membership**

All persons interested in psychophysiology, and cognitive, affective, and autonomic neurosciences shall be eligible to apply for Membership of the Society. A person shall be a member when approved by the Committee of the Society and upon payment of an annual subscription of such amount as is from time to time determined by the committee and stated in the Schedule. Membership shall cease if the annual subscription is not paid by the date as stated in the Schedule.

## 5. Committee

### *a. Powers of the committee*

Subject to the Act and this constitution and to any decisions of the Society in general meeting, the committee shall be responsible for managing the affairs of the Society. The committee has the power to do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Society.

### *b. Membership of the committee*

The committee is to consist of the officers of the Society and at least 3 additional members (at least one of whom is a student). The officers of the Society shall be the President, the Past-President, the Secretary, and the Treasurer. At least three members of the committee must be ordinarily resident in Australia.

Each member of the committee is to hold office for one year, beginning from the conclusion of the Annual General Meeting following the date of his or her election and ending at the conclusion of the following Annual General Meeting. All committee members are eligible for re-election. The President may only be re-elected for one succeeding term, therefore serving for no more than two years as President. The President shall change office to the Past-President following the appointment of a new President. The Past-President shall hold office until the appointment of a new President.

Within 14 days after vacating office, former committee members must ensure that all documents in their possession that belong to the Society are delivered to the public officer of the Society for delivery to their successor.

### *c. Election of committee members*

The officers and additional members of the committee, except for the Past-President, shall be elected by ballot of the members of the Society, which shall be held in the month preceding the annual general meeting of the Society. Members shall cast votes by whatever means the committee may direct.

The committee must give notice to all members of the Society at least 28 days before the date of the election and must call for nominations of candidates for election as officers and additional members of the committee. Nominations must be received, by whatever means the committee directs, at least 7 days before the date of the election.

If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and any further vacant positions remaining on the committee are taken to be casual vacancies.

### *d. Casual vacancies and removal of members*

In the event of a casual vacancy, the committee shall appoint a member of the Society to fill the vacancy. The appointee shall serve until the conclusion of the annual general meeting next following the date of their appointment.

A casual vacancy in the position of a member of the committee occurs if that member ceases to be a member of the Society, or is removed or resigns from office. If a casual vacancy exists for the office of Past-President, the committee shall appoint a member of the Society to serve as an additional ordinary member on the committee.

The Society in general meeting may by resolution remove any member of the committee from their office and may by resolution appoint another person to hold office until the expiration of the term of office of the member removed.

*e. Quorum and procedure at meetings of the committee*

The committee must meet at least 3 times in each 12 month period. Additional meetings of the committee may be convened by any member of the committee. Notice of a meeting of the committee must be given in writing by the Secretary or by the person convening the meeting at least 7 days prior to the meeting.

Meetings of the committee will be held at a place and time determined by the committee, and may make use of teleconference or other technology that gives each member a reasonable opportunity to participate.

At a meeting of the committee the President, or in the President's absence, one of the officers is to preside. The quorum for a meeting of the committee shall be four members of the committee. No business is to be transacted by the committee unless a quorum is present.

**6. Public officer and official address**

The committee must appoint a member of the Society who is ordinarily resident in New South Wales to be the public officer. The public officer is, by virtue of that role, an authorised signatory for the Society.

The public officer must notify NSW Fair Trading, or the relevant authority, of their appointment within 28 days after taking office.

The public officer must notify NSW Fair Trading, or the relevant authority, of any change in the official address of the Society within 28 days after the change. The official address of the Society must be an address in New South Wales at which the public officer resides, is employed or carries on business.

The public officer must lodge with NSW Fair Trading, or the relevant authority, a summary of the Society's financial affairs for the previous financial year in the approved

form. The summary must be lodged within one month after the annual general meeting or within 7 months after the end of the previous financial year, whichever is the earlier.

If for any reason the office of public officer becomes vacant, the former public officer must ensure that all documents in their possession that belong to the Society are delivered to a member of the committee within 14 days after vacating office. The committee must fill any vacancy in the position of public officer within 28 days after the vacancy arises.

## **7. General meetings**

### ***a. Annual general meeting***

The Society must hold an annual general meeting within 6 months after the end of the Society's financial year. The annual general meeting shall be convened on such date and at such time and place as the Committee thinks fit.

The business of the annual general meeting is to include the following: (a) to confirm the minutes of the last annual general meeting; (b) to receive a report from the committee on the activities of the Society during the previous financial year; (c) to receive and consider financial statements of the Society.

### ***b. Special general meetings***

The committee may, whenever it thinks fit, convene a special general meeting of the Society. The committee must, on the requisition in writing of at least 5 percent of members, convene a special general meeting of the Society. If the committee fails to convene a special general meeting to be held within 1 month after the date of the requisition by members, any one or more of the members who made the requisition may convene a special general meeting to be held no later than 3 months after that date.

Special general meetings may be held at 2 or more venues using teleconference or other technology that gives members a reasonable opportunity to participate.

### ***c. Notice of general meetings***

The committee must give notice to all members specifying the place, date and time of a general meeting and the nature of business proposed to be transacted at the meeting at least 21 days before the date fixed for the meeting.

If the nature of business proposed to be dealt with at a general meeting requires a special resolution of the Society, the committee must additionally give notice to all members of the terms of the resolution and the intention to propose the resolution as a special resolution at least 21 days before the meeting.

No business other than that specified in the notice convening a general meeting is to be transacted at the meeting. A member desiring to bring any business before a general meeting may give notice in writing to the Secretary who must include that business in the next notice calling a general meeting.

**d. Procedure at general meetings and voting**

The President, or in the President's absence, one of the officers of the Society is to preside as chairperson at each general meeting of the Society. The quorum for transaction of business at a general meeting shall be ten members present in person. No business is to be transacted at a general meeting unless a quorum is present.

A question arising at a general meeting is to be determined either by a show of hands or, on the motion of the chairperson, by a written ballot. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

On any question arising at a general meeting, a member has one vote only. A member is not entitled to vote unless all money due and payable by the member to the Society has been paid.

A member is entitled to appoint another member of the Society as proxy to vote on their behalf by providing written notice to the Secretary no later than 24 hours before the time of the general meeting. With the exception of the Secretary, no member may hold more than 5 proxy votes.

The Secretary may hold an unlimited number of proxy votes, but may only be appointed as proxy in cases in which the member authorises, at the time of appointing proxy, that their vote is to be given in favour of the resolution or that their vote is to be given against the resolution. Members may give notice appointing the Secretary as proxy and indicating their vote for or against the resolution by whatever means the committee may direct.

A resolution is considered passed if it is supported by more than half the votes cast by members who are entitled to vote. In the case of an equality of votes, the chairperson of the meeting is entitled to exercise a second or casting vote. If the resolution is a special resolution, it is considered passed if it is supported by at least three-quarters of the votes cast by members who are entitled to vote.

Unless a poll is demanded on or before the declaration, a declaration of the chairperson that a resolution has been carried or lost, and an entry to that effect in the minutes of the general meeting of the Society, is evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.

A poll may be demanded by the chairperson or by any three members present in person. If a poll is demanded, the poll must be taken in such manner and at such time before the close of the meeting as the chairperson directs. The resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

**e. Postal ballots**

The Society may hold a postal ballot to determine any issue or proposal. A postal ballot must be conducted in accordance with the relevant Schedule to the Associations Incorporation Regulation 2010.

**8. Register of Members**

The public officer of the association must establish and maintain a register of members of the association specifying the name, academic institution (or place of employment), postal address and email address of each person who is a member of the association together with the date on which the person became a member.

**9. Register of Committee Members**

The public officer must keep a register of committee members specifying: (1) the committee member's name, date of birth, and residential address; (2) the date on which the committee members takes office and the date on which they vacate office. The register must be kept in New South Wales at the association's official address and must be made available for inspection, at all reasonable hours, free of charge, by any person.

Any change in the committee's membership must be recorded in the register within one month after the change occurs.

**10. Responsibilities and liabilities of committee members**

The committee must keep records that correctly record and explain the Society's financial transactions and financial position, and must keep minutes of the proceedings of its committee meetings and general meetings.

The committee must ensure that the Society's name appears in legible characters on any letter, statement, invoice, notice, publication, order for goods or services or receipt in connection with its activities.

Following the end of each financial year, the committee must ensure that financial statements for that year are prepared in relation to the Society's financial affairs. The financial statements must include an income and expenditure statement and a balance sheet that sets out the appropriately classified individual sources of income and individual expenses incurred in the operation of the Society and the assets and liabilities of the Society. These financial statements must be submitted to the annual general meeting of the Society.

The committee must ensure that the Society does not conduct its affairs so as to provide pecuniary gain for its members.

If a committee member has a direct or indirect interest in a matter being considered at a committee meeting, and the interest appears to raise a conflict with the proper performance of the committee member's duties, the committee member must disclose the nature of the interest at a committee meeting. That committee member must not, unless

the committee otherwise determines, be present during any deliberation of the committee with respect to the matter or take part in any decision of the committee with respect to the matter.

All members of the committee are jointly and severally liable for the payment of any debt incurred if, immediately before the debt is incurred, there are reasonable grounds for believing that the Society is or will become insolvent, or there are reasonable grounds to expect that, if the Society incurs the debt, the Society will become insolvent.

**11. Members liabilities**

Members of the Society shall not be liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association.

**12. Disciplining members**

A complaint may be made to the committee by any person that a member of the Society has not complied with any provision of this constitution, or has acted in a manner contrary to the interests of the association.

The committee may refuse to deal with complaints it considers to be trivial or vexatious. If the committee decides to deal with the complaint, the committee must give notice of the complaint to the member concerned, and must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint.

The committee may, by resolution, expel the member from the association if, after considering the complaint and any submissions made, it is satisfied that the facts alleged in the complaint have been proved and the expulsion is warranted in the circumstances.

If the committee expels a member, the secretary must, within 7 days after the action is taken, give written notice to the member concerned, of the reasons given by the committee for having taken that action and of the member's right of appeal.

A disciplined member may appeal against a resolution of the committee, within 7 days after notice of the resolution was served, by lodging notice with the Secretary. Upon receiving notice of appeal from a member, the committee must convene a general meeting of the Society to be held within 28 days after the date on which the Secretary received the notice. At the general meeting of the Society, the committee and the member must be given the opportunity to present their respective cases, either orally or in writing, and the members present are to vote by secret ballot on whether the resolution should be confirmed or revoked.

**13. Internal disputes**

Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

**14. Source and management of funds**

The funds of the Society are to be derived from annual subscriptions and membership fees of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the committee determines.

All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account. The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the committee determines.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee, being members authorised to do so by the committee.

**15. Non-profit clause**

The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

**16. Custody and Inspection of books**

The public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society. This constitution, all financial records of the Society, and all minutes of committee meetings and annual general meetings of the Society must be made available for inspection, free of charge, by any member of the Society at any reasonable hour.

**17. Financial year**

The financial year of the association is each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

**Schedule 1 of the Constitution**  
(Adopted 11 December 2011)

***Membership Fees and Membership year***

Annual membership fees shall be:

- \$40.00 for full membership
- \$20.00 for students

There is no additional joining fee.

Membership shall last from 1 January to 31 December of the year following the year in which the membership fee is paid. Membership renewal for the following calendar year shall be due by 31 December. A reminder notice will be sent to all members at least 1 month before membership shall end.

***Dates for Annual General Meeting and Election***

The Annual General Meeting will be held during the annual conference of the Society, usually in early December.

Elections for officers of the Society will usually be held in November, in the month preceding the Annual General Meeting and conference.

Only people who paid their membership fees in the previous calendar year will be eligible to vote in elections for officers of the Society and at the Annual General Meeting.