

**Australasian Society for Psychophysiology, Inc.**

(Incorporated in NSW – Y1518331)

**Constitution**

(Effective 9 January 2019)

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# Part 1 Preliminary

## 1 Definitions

- (1) This Constitution sets out the rules by which the Society must operate and can only be changed by special resolution of the Society. In this constitution:

**member** means a member of the Society approved by the committee of the Society and upon payment of an annual subscription.

**ordinary committee member** means a member of the committee who is not an office-bearer of the association.

**special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2016*.

**the Society** means the ***Australasian Society for Psychophysiology***.

**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.

- (2) In this constitution:
- (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## 2 Object

- (1) 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, but not restricted to the fields of psychophysiology, cognitive, affective, autonomic, social and behavioural neurosciences.
- (2) 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.

## **Part 2 Membership**

### **3 Membership generally**

- (1) A person is eligible to be a member of the Society if:
  - (a) the person is a natural person, and
  - (b) the person is interested in psychophysiology, or cognitive, affective, and autonomic neurosciences, and
  - (c) the person has applied and been approved for membership of the Society in accordance with clause 4.
- (2) A person is taken to be a member of the Society if:
  - (a) the person is a natural person, and
  - (b) the person was:
    - i. one of the individuals on whose behalf an application for registration of the Society under section 6 (1) (a) of the Act was made, and
    - ii. the person's application for registration of the Society was approved in accordance with clause 4,

Or

  - iii. a pre-existing or continuing member of the Society for which there exists no grounds to warrant expulsion from the society, and
  - (d) the approved person pays the sum payable under this constitution by a member as an annual subscription.

### **4 Application for membership**

- (1) An application by a person for membership of the Society:
  - (a) must be made in writing (including by email or other electronic means) in a form determined by the committee, and
  - (b) must be lodged (including by electronic means) with the designated member(s) of the current executive committee of the Society.
- (2) As soon as practical after receiving an application for membership, the designated committee member(s) are to determine whether to approve or to reject the application. The application can be referred to the committee if a decision cannot be reached.
- (3) As soon as practicable after the designated committee member(s) make that determination, they must:
  - (a) notify the applicant in writing (including by email or other electronic means) that the application was approved or rejected (whichever is applicable), and
  - (b) if the application was approved, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The designated committee member(s) must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the

register of members and, on the name being so entered, the applicant becomes a member of the Society.

## **5 Cessation of membership**

A person ceases to be a member of the Society if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Society, or
- (d) fails to pay the annual membership fee under clause 9 by the due date as stated in the Schedule.

## **6 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the Society:

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

## **7 Resignation of membership**

- (1) A member of the Society may resign from membership of the Society by first giving written notice to the designated committee member(s) of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Society ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership:
  - (a) the designated committee member(s) must make an appropriate entry in the register of members recording the date on which the member ceased to be a member, and
  - (b) the former member of the Society is not entitled to a membership fee refund of any kind.

## **8 Register of members**

- (1) The designated committee member(s) of the Society must establish and maintain a register of members of the Society (whether in written or electronic form) specifying the name, academic institution (or place of employment), postal and email addresses of each person who is a member of the Society, together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Society, or
  - (b) if the Society has no premises, at the Society's official address, or
  - (c) as an electronic record as detailed under subclause (7).

- (3) The register of members must be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (4) A member of the Society may obtain a copy of any part of the register, and if a printed copy is requested, a payment of a fee of not more than \$1 will be charged for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, notices in respect of a meeting or other event relating to the Society or other material relating to the Society, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **9 Fees and subscriptions**

- (1) A member of the Society must pay to the Society an annual membership fee of such amount as is from time to time determined by the committee and stated in the Schedule:
  - (a) before the first day of the new membership year of the Society as set out in the Schedule, or
  - (b) if the member becomes a member on or after the first day of the membership year of the Society — on becoming a member and before the first day of the new membership year of the Society in each succeeding calendar year as set out in the Schedule.

## **10 Members' liabilities**

The liability of a member of the Society 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 respect of membership of the Society as required by clause 9.

## **11 Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **12 Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the Society:
  - (a) has not complied with any provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner contrary to the interests of the Society.
- (2) The committee may refuse to deal with complaints it considers to be trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must give notice of the complaint to the member concerned, and
  - (b) 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, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion is warranted in the circumstances.
- (5) If the committee expels a member, the designated committee members(s) 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 under clause 13.
- (6) The expulsion does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under clause 13, whichever is the later.

## **13 Right of appeal of disciplined member**

- (1) A disciplined member may appeal against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the designated committee member(s) a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) Upon receiving the notice of appeal from a member under subclause (1), the designated committee member(s) must notify the committee, which is to convene a general meeting of the Society to be held within 28 days after the date on which the designated committee member(s) received the notice.
- (4) At a general meeting of the Society convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and

- (b) the committee and the member must be given the opportunity to present their respective cases, either orally or in writing, and
  - (c) the members present are to vote by secret ballot on whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by committee members of the Society.

## Part 3 The committee

### 14 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Society in general meeting, the committee:

- (a) shall be responsible for managing the affairs of the Society, and
- (b) may exercise all the functions that may be exercised by the Society, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society, and
- (c) 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.

### 15 Composition and membership of committee

(1) The committee is to consist of:

- (a) the office-bearers of the Society, and
- (b) at least 3 ordinary committee members (at least one of whom is a student),

each of whom is to be elected in accordance with clause 16.

**Note.** Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

(2) The total number of committee members is to be a maximum of 8.

(3) The office-bearers of the Society shall be:

- (a) the president,
- (b) the past-president,
- (c) the treasurer,
- (d) the secretary.

(4) A committee member may hold up to 2 offices (other than both the offices of president and past-president).

(5) 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.

(6) All committee members are eligible for re-election, other than those outlined in subclause (7) and (8).

(7) Excluding the president, there is no maximum number of consecutive terms for which a committee member may hold office. The president may only be re-elected for one succeeding term, therefore serving no more than two consecutive terms as president.

**Note.** Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (8) The president shall automatically 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.
- (9) At least three members of the committee must be ordinarily residing in Australia.
- (10) 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 designated committee member(s) of the Society for delivery to their successor.
- (11) The designated committee member(s) 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 take 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.
- (12) Any change in the committee's membership must be recorded in the register of committee members within one month after the change occurs.

## **16 Election of committee members**

- (1) The officers and ordinary members of the committee, except for the past-president, shall be elected by ballot of the members of the Society, which shall be held as outlined in the schedule.
- (2) Current members of the Society shall cast votes by whatever means the committee may direct (including by electronic means).
- (3) The committee must give notice to all current 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 ordinary members of the committee.
- (4) Nominations of candidates for election as office-bearers of the Society or as ordinary committee members:
  - (a) must be made in writing by whatever means the committee directs (including by email or other electronic means), and
  - (b) must be received by the secretary of the Society at least 7 days before the date fixed for the election.
- (5) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected unopposed, and any further vacant positions remaining on the committee are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (8) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Society must be a current member of the Society, and must agree to renew their membership for the year in which they would serve as a committee member if elected.
- (9) If no new nominations for existing positions are made, officers and ordinary members of the committee will be nominated by default to continue in their

current roles, with the exception of a president if they are in their second consecutive term of office in accordance with clause 15 subclause (7).

- (10) New members of the Society, whose membership commences the following year on January 1, may be invited by the incoming committee to join as a Committee member for the following year during the annual general meeting.

## **17 Secretary**

- (1) The secretary of the Society must, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **18 Treasurer**

- (1) The treasurer must be ordinarily resident in New South Wales.
- (2) The treasurer will, by default, serve as the Society's public officer.
- (3) It is the duty of the treasurer of the Society to ensure:
  - (a) that all money due to the Society is collected and received and that all payments authorised by the Society are made, and
  - (b) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society, and
  - (c) that all obligations of the public officer role are to be fulfilled in accordance with clause 50.

## **19 Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the committee, 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 the appointment.
- (2) A casual vacancy in the position of a member of the committee occurs if that member:
  - (a) dies, or
  - (b) ceases to be a member of the Society, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

- (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under clause 20, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
- (3) 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.

## **20 Removal of committee members**

- (1) The Society in the 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 so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **21 Responsibilities and liabilities of committee members**

- (1) 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.
- (2) 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.
- (3) 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.
- (4) The committee must ensure that the Society does not conduct its affairs so as to provide pecuniary gain for its members.
- (5) 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.

- (6) 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.

## **22 Committee meetings and quorum**

- (1) The committee must meet at least 3 times in each 12 month period. Meetings of the committee will be held at the 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.
- (2) Additional meetings of the committee may be convened by any member of the committee.
- (3) Notice of a meeting of the committee must be given in writing by the secretary or by the person convening the meeting to each member of the committee at least 7 days (or any other period that may be unanimously agreed on by the members of the committee) prior to the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within 10 minutes of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the place, time and day agreed upon by the members present.
- (7) If at the adjourned meeting a quorum is not present within 10 minutes of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee the president, or in the president's absence, one of the officers is to preside.

## **23 Appointment of Society members as committee members to constitute quorum**

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members (without holding an election) of the Society as committee members to enable the quorum to be constituted.

- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

## **24 Use of technology at committee meetings**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **25 Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Society that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **26 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 22 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 4 General meetings**

### **27 Annual general meetings - holding of**

- (1) The Society must hold its annual general meetings:
  - (a) within 6 months after the end of the Society's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act, and
  - (c) in accordance with the dates set out in the Schedule.

### **28 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Society is, subject to the Act and to clause 27, to be convened on such a date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the Society during the last preceding financial year,
  - (c) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **29 Special general meetings - calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Society.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition by members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **30 Notice**

- (1) 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.
- (2) If the nature of the 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.

**Note.** A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 28 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting after receipt of the notice from the member.

### **31 Quorum for general meetings**

- (1) No business is to be transacted at a general meeting unless a quorum is present.
- (2) The quorum for transactions of business at a general meeting shall be 10 current members present in person or via the use of technology approved by the committee as specified in clause 24.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to a time and place within 7 days as agreed on by the members present at the time of the adjournment. Details of the adjourned meeting are to be communicated to the members of the Society as soon as practicable after the adjournment.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **32 Presiding member**

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.

## **33 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **34 Making of decisions**

- (1) A question arising at a general meeting of the Society is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 39 applies, any appropriate corresponding method that the committee may determine, or
  - (b) on the motion of the chairperson, by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) 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.
- (5) A resolution is considered passed if it is supported by more than half the votes cast by members who are entitled to 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.
- (6) 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.
- (7) A poll may be demanded by the chairperson or by any three current Society members present in person, and supported by at least 1 current office bearer. 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.

### **35 Special resolutions**

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

### **36 Voting**

- (1) On any question arising at a general meeting of the Society, a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting or election of the Society unless all money due and payable by the member to the Society has been paid.
- (4) A member is not entitled to vote at any general meeting of the Society if the member is under 18 years of age.

### **37 Proxy votes**

- (1) 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.
- (2) With the exception of the secretary, no member may hold more than 5 proxy votes.
- (3) 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.
- (4) 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.

**Note.** Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

### **38 Postal or electronic ballots**

- (1) The Society may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 13).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

### **39 Use of technology at general meetings**

- (1) A general meeting or special general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Society's members a reasonable opportunity to participate.

- (2) A member of the Society who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part 5 Miscellaneous**

### **40 Insurance**

The Society may effect and maintain insurance.

### **41 Funds - source**

- (1) 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 that the committee determines.
- (2) 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.
- (3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **42 Funds - management**

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used solely in pursuance of the objects of the Society in the manner as the committee determines.
- (2) 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.

### **43 Non-profit clause**

Subject to the Act and the Regulation, the Society must apply its funds and assets solely in pursuance of the objects of the Society and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

**Note.** Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

### **44 Distribution of property on winding up of Society**

- (1) Subject to the Act and the Regulations, in the event of the organisation being dissolved, any surplus property of the Society is to be transferred to another organisation with similar purposes and objects, as agreed by the committee, and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of the Society is a reference to that property of the Society remaining after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of the winding up of the Society.

**Note.** Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

## **45 Change of name, objects and constitution**

- (1) Any requested change of name, objects, and/or constitution of the Society must be requested by a quorum of current committee members, or by 5% of current members and supported by at least 1 current committee member, and must be passed by special resolution at a general meeting held for that purpose.
- (2) An application for registration of a change in the Society's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

## **46 Custody of books etc.**

Except as otherwise provided by this constitution, all records, books and other documents relating to the Society must be kept in New South Wales:

- (a) at the main premises of the Society, in the custody of the public officer or a member of the Society (as the committee determines), or
- (b) if the Society has no premises, at the Society's official address, in the custody of the public officer, or
- (c) as an electronic record, and if so these documents must be convertible into hard copy.

## **47 Inspection of books etc.**

- (1) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
  - (a) records, books and other financial documents of the Society,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the Society.
- (2) A member of the Society may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the Society to inspect or obtain a copy of 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.

## **48 Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission, electronic mail or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission, electronic mail or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **49 Financial year**

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

### **Notes.**

1. Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

## **50 Public officer and official address**

- (1) The treasurer will, by default, serve as the Society's public officer. The public officer must be ordinarily resident in New South Wales and is, by virtue of that role, an authorised signatory for the Society.
- (2) The public officer must notify NSW Fair Trading, or the relevant authority, of their appointment within 28 days after taking office.
- (3) 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.
- (4) 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.
- (5) 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.

## **51 Benefits for members of affiliated societies**

Members of societies affiliated with the Society are eligible to apply for the Society member's registration rate for their first attendance of a meeting of the Society provided that:

- (a) the society to which they hold membership is officially affiliated with the Society, and
- (b) they provide evidence of the status of their membership of the affiliated society, and
- (c) their affiliated membership is satisfactorily determined as current, and
- (d) it is determined that the person applying for this benefit has not previously attended a meeting of the Society.

## Part 6 Schedule 1 of the Constitution

### **Membership**

- (1) The current treasurer, secretary, and/or a current executive committee member serving on the upcoming conference organising committee (either the Society's subcommittee, or the host's committee) are nominated to handle the applications for membership of new members, including the determination of approval or rejection of the application.
- (2) Annual membership fees shall be:
  - (a) \$50.00 for full membership
  - (b) \$25.00 for students
- (3) There is no additional joining fee.
- (4) Membership shall last from 1 January to 31 December of the year following the year in which the membership fee is paid.
- (5) Membership renewal for the following calendar year shall be due by 31 December. A reminder notice will be sent to all current members at least 1 month before membership shall end.

### **Dates for annual general meeting and election eligibility**

- (1) The annual general meeting will be held during the annual conference of the Society, usually in late November or early December.
- (2) Elections for officers of the Society are to be held in the month preceding the annual general meeting and conference.
- (3) Only current members who are paid to-date will be eligible to vote in an election of committee members of the Society, and at the annual general meeting.