

Australian Society for Technical Communication Constitution

Registration no. A0060863S



Registered address: 8 Meribah Court Frankston Victoria 3199



Document Control

Issue #	Issue Date	Revision	Revision Date	Comments	Authorised By	Position
						President



Table of Contents

PART 1 – Preliminary	6
1. Name	6
2. Purposes	6
3. Financial year	6
4. Definitions	6
PART 2 – Powers of the Society	7
5. Powers of the Society	7
6. Not for profit organisation	7
PART 3 – Members	8
Division 1 – Membership	8
7. Minimum number of members	8
8. Who is eligible to be a member	8
9. Application for membership	8
10. Consideration of application	8
11. New membership	9
12. Annual subscription and designated fees	9
13. Obligations of members	9
14. Members’ liabilities	9
15. General rights of members	10
16. Types of membership	10
17. Full Membership	11
18. Associate Membership	11
19. Corporate Membership	11
20. Life Membership	12
21. Honorary Membership	12
22. Grades of Membership	12
23. Rights not transferable	12
24. Ceasing membership	12
25. Resigning as a member	12
26. Register of members	13
Division 2 – Disciplinary Action	13
PART 4 – General Meetings of the Society	13
27. Annual General Meetings	13
28. Special General Meetings	14
29. Special General Meeting held at request of members	14
30. Notice of general meetings	15
31. Proxies	15
32. Use of technology	16
33. Quorum at general meetings	16
34. Adjournment of general meeting	17
35. Voting at general meeting	17
36. Special resolutions	17
37. Determining whether resolution carried	17
38. Minutes of general meeting	18
PART 5 – Committee	18
Division 1 – Powers of Committee	18
39. Role and powers	18



40.	Delegation	19
Division 2 – Composition of Committee and duties of Committee members		19
41.	Composition of Committee	19
42.	General Duties	19
43.	President and Vice-President	20
44.	Secretary	20
45.	Treasurer	20
Division 3 – Election of Committee members and tenure of office.....		21
46.	Who is eligible to be a Committee member	21
47.	Positions to be declared vacant	21
48.	Nominations.....	21
49.	Election of Officers.....	21
50.	Election of ordinary members	22
51.	Ballot	22
52.	Term of office.....	23
53.	Vacation of office	23
54.	Filling casual vacancies.....	23
Division 4 – Meetings of Committee		24
55.	Meetings of Committee	24
56.	Notice of meetings.....	24
57.	Urgent Meetings	24
58.	Procedure and order of business	24
59.	Use of technology	25
60.	Quorum.....	25
61.	Voting.....	25
62.	Conflict of interest	25
63.	Minutes of meeting.....	26
64.	Leave of absence.....	26
PART 6 – Financial Matters		26
65.	Source of funds	26
66.	Management of funds	26
67.	Financial records	27
68.	Financial statements	27
PART 7 – Disciplinary procedures and Grievances.....		27
Division 1 – Disciplinary action		27
69.	Grounds for taking disciplinary action	27
70.	Disciplinary subcommittee	28
71.	Notice to member	28
72.	Decision of subcommittee	28
73.	Appeal rights	29
74.	Conduct of Disciplinary Appeal Meeting.....	29
Division 2 – Grievance procedure.....		29
75.	Application	30
76.	Parties must attempt to resolve the dispute	30
77.	Appointment of mediator	30
78.	Mediation process	30
79.	Failure to resolve dispute by mediation	31
PART 8 – General matters		31



80.	Common seal	31
81.	Registered address.....	31
82.	Notice requirements	31
83.	Custody and inspection of books and records	31
84.	Winding up and cancellation	32
85.	Alteration of rules	32
86.	Documented procedures	32



Note:

The persons who from time to time are members of the Society are an incorporated association by the name given in rule 1 of these rules.

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

The clauses in this Constitution are referred to as *rules*.

PART 1 – Preliminary

1. Name

The name of the incorporated association is: Australian Society of Technical Communication Incorporated (the Society).

Note:

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

2. Purposes

The purposes of the Society are:

- a. To provide a forum where technical communicators can exchange ideas.
- b. To promote industry and public awareness about technical communication and technical communicators.
- c. To provide services for members such as meetings, publications, seminars, conferences and employment advocacy.
- d. To assist in developing standards and practices for technical communication.
- e. To engage in research, education, and publishing activities designed to advance the theory and practice of technical communication.
- f. To guide and inform students and to aid educational institutions to develop curricula for training in technical communication.
- g. To collaborate with organisations that have complementary objectives to promote the interests of technical communicators.
- h. To maintain the professional integrity and ethical conduct of its members.
- i. To fulfil other purposes that complement these purposes.

3. Financial year

The financial year of the Society is the period of 12 months ending on 30th June.

4. Definitions

In this constitution:

Absolute majority of the Committee means a majority of the Committee members currently holding office and entitled to vote at the time (as distinct from a majority of Committee members present at a Committee Meeting).

Absolute majority of the membership means a majority of all the members with full voting rights (as distinct from a majority of members present at a general meeting).

Associate member means a member referred to in rule 18.

Business days means weekdays that are not gazetted public holidays in the state of Victoria, Australia.

Chairperson of a General Meeting or Committee Meeting means the person chairing the meeting as required under rule 43.



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

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

Committee member means a member of the Committee elected or appointed under Part 5, Division 3.

Disciplinary Appeal Meeting means a meeting of the members of the Society convened under rule 73.3.

Disciplinary Meeting means a meeting of the Committee convened for the purposes of rule 72.

Disciplinary subcommittee means the subcommittee appointed under rule 70.

Australian Eastern Standard Time means the time in that time zone, including gazetted Summer Time changes in the state of Victoria, Australia.

Financial year means the 12 month period specified in rule 3.

General Meeting means a general meeting of the members of the Society convened in accordance with Part 4 and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting.

Member means a member of the Society, governed by the relevant type or grade of membership.

Member entitled to vote means a member who under rule 15.1 is entitled to vote at a general meeting.

Special resolution means a resolution that requires seventy-five percent (75%) of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.

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

The Registrar means the Registrar of Incorporated Associations.

PART 2 – Powers of the Society

5. Powers of the Society

1. Subject to the Act, the Society has power to do all things incidental or conducive to achieve its purposes.
2. Without limiting subrule 1, the Society may:
 - a. acquire, hold and dispose of real or personal property;
 - b. open and operate accounts with financial institutions;
 - c. invest its money in any security in which trust monies may lawfully be invested;
 - d. raise and borrow money on any terms and in any manner as it thinks fit;
 - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f. appoint agents to transact business on its behalf;
 - g. enter into any other contract it considers necessary or desirable.
3. The Society may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

1. The Society must not distribute any surplus, income or assets to its members.



2. Subrule 1 does not prevent the Society from:
 - a. reimbursing a member for expenses incurred in relation to the purposes of the Society.
 - b. paying a member for goods or services, provided this is in good faith on terms no more favourable than if the member was not a member, and provided that fees for the member's services are unanimously approved by the Committee (taking into account any conflicts of interest under rule 62) and itemised as part of the annual financial statements submitted to the Annual General Meeting.

Note:

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

PART 3 – Members

Division 1 – Membership

7. Minimum number of members

1. The Society must have at least five members.

8. Who is eligible to be a member

1. Any person or organisation that supports the purposes of the Society is eligible for membership.
2. Categories and grades of membership, qualifications and fees must be displayed on the Society's website and be available on request from the Society's Secretary or delegated person.

9. Application for membership

1. To apply to become a member of the Society, a person or an organisation must submit a written application addressed to the Secretary or delegated person stating that the person or organisation:
 - a. wishes to become a member of the Society; and
 - b. supports the purposes of the Society.
2. The application:
 - a. must be signed by the applicant, or in the case of an organisation by a person representing the organisation; and
 - b. may be accompanied by the joining fee.

Note:

The joining fee is the fee (if any) determined by the Society under rule 12.4.

10. Consideration of application

1. The Society must have a documented membership process (that includes escalating exceptions to the Committee) approved by an absolute majority of the Committee and must appoint a person to be responsible for ensuring that this process is carried out as specified for each membership application received. This process must be designed to ensure that subrules 2 – 5 of this rule and subrule 11.1 are observed when the process is followed.
2. Membership is at all times at the discretion of the Committee.
3. An application for membership is accepted or rejected as soon as practicable after it is received.



4. The applicant is notified in writing of the Committee's decision as soon as practicable after it is made.
5. If the Committee or delegated person rejects the application, it must return any money accompanying the application to the applicant.
6. No reason need be given for rejecting an application.

11. New membership

1. When an application for membership is approved:
 - a. the decision to accept the membership must be recorded in a manner specified in the membership process; and
 - b. the name and address of the new member, and the date of becoming a member, must be entered in the register of members as soon as possible.
2. A person becomes a member of the Society and, subject to rule 15.1, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - a. the person's membership is approved; or
 - b. the person pays the designated fees.

12. Annual subscription and designated fees

1. At each Annual General Meeting, the Society must determine:
 - a. the date for payment of the annual subscription; and
 - b. any fees to be added (including amounts and due dates) or removed.
2. The annual membership subscription (if any) must be determined by the Committee. If the amount of subscription is changed, the decision must be included in the Committee Meeting minutes no less than three months prior to the end of the financial year.
3. The Society may determine that different types of membership may have different annual subscriptions.
4. The Society may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - a. the full annual subscription; or
 - b. a pro rata amount for the remaining part of the financial year; or
 - c. a fixed amount determined from time to time by the Society.
5. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. Obligations of members

1. By accepting the Society's receipt for the designated fees, each member agrees to abide by the Society's Constitution and governing documents.

14. Members' liabilities

1. A member of the Society is not liable to contribute towards paying the debts and liabilities of the Society or the expenses of winding up the Society.



2. A member is liable for their unpaid designated fees, and any other debts and obligations to the Society for goods or services received.

15. General rights of members

1. A member is entitled to vote if:
 - a. the member holds a type of membership that includes voting rights (see rule 16); and
 - b. the member's membership rights are not suspended for any reason.
2. A member of the Society who is entitled to vote has the right:
 - a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed in rule 30.1; and
 - b. to submit items of business for consideration at a general meeting; and
 - c. to attend and be heard at general meetings; and
 - d. to vote at a general meeting; and
 - e. to have access to the minutes of general meetings and other documents of the Society as provided under rule 83; and
 - f. to inspect the register of members, subject to rules 26.2 and 83.
3. To protect the Society's assets and access to the Society's records, members who fail to abide by the Constitution and governing documents will have their rights of access to assets and records suspended by the Committee, pending outcome of any disciplinary process.
4. Members may:
 - a. attend any meeting, conference, seminar, or other event sponsored by the Society at the relevant membership rate.
 - b. contribute ideas and suggestions which might further the Society's purposes.
 - c. be eligible for election or co-option to the Committee or any subcommittee (provided their membership includes voting rights).
 - d. receive the Society's publications.
 - e. vote on each matter submitted to the membership if their membership includes voting rights.

16. Types of membership

1. The Society has the following types of membership:
 - a. Full Membership (rule 17);
 - b. Associate Membership (rule 18);
 - c. Corporate Membership (rule 19);
 - d. Life Membership (rule 20); and
 - e. Honorary Membership (rule 21)
 - f. Temporary membership.
2. The Committee may create and change types of membership and the qualifications, but it cannot change the rights, obligations and liabilities of membership set out in this Constitution.



3. A person can hold only one type of membership at a time.
4. Types of membership can be removed only by an absolute majority of the Committee.
5. The rights, obligations and liabilities of membership:
 - a. can be changed only to the extent allowed under the Act; and
 - b. can be changed only by an absolute majority of voting members at a general meeting; and
 - c. are contained in rules approved by the Registrar that administers the Act.

17. Full Membership

1. A Full Member of the Society is
 - a. at least 18 years of age; and
 - b. may have other conditions as determined by the Committee or by resolution at a general meeting.
2. A Full Member is allowed to vote.

18. Associate Membership

1. An Associate Member of the Society is:
 - a. any member under the age of 18 years; or
 - b. a member specified by any other condition as determined by special resolution at a general meeting.
2. An Associate Member may have other rights as determined by the Committee or by resolution at a general meeting.
3. An Associate Member is not allowed to vote.
4. Associate Members may be polled and can participate in surveys and other such information gathering activities that do not have, directly or indirectly, the power or force of voting.
5. Associate Members may attend the Society's annual conference and all other events offered by the Society at the same rates as members.
6. Associate Members may not serve as Committee members.

19. Corporate Membership

1. A Corporate Membership is taken out in the name of an organisation (hereafter referred to as the 'joining body').
2. The joining body must nominate one person to become its member of the Society.
3. Corporate Membership confers the following entitlements:
 - a. any person belonging to the joining body who is not already a Full Member may become an Associate Member.
 - b. the joining body is entitled to three copies of the Society's printed publications per issue, to be sent to the nominated member.
 - c. the joining body's nominated person may serve as a Committee member.



4. If an organisation takes a Corporate Membership and already has staff who hold types of membership that include voting rights:
 - a. that organisation and its staff cannot hold more than one tenth of the votes in the Society or in the Committee; and
 - b. all persons who become members of the joining body after the joining body becomes a Corporate Member may become Associate Members of the Society; and
 - c. if any of those members with voting rights leave the joining body, there is no provision or entitlement for other people from the joining body to take the place of the departed members (see also rule 23).

20. Life Membership

1. A person may be granted Life Membership of the Society by an absolute majority of the Committee or a resolution at a general meeting.
2. Conditions of Life Membership are the same as for a Full Membership, except that there are no membership or joining fees.

21. Honorary Membership

1. A person may be granted Honorary Membership of the Society for the period of time specified by an absolute majority of the Committee or a resolution at a general meeting.
2. Conditions of Honorary Membership are the same as for an Associate Membership, except that there are no fees of any kind.

22. Grades of Membership

1. Grades of membership within types of membership may be created by an absolute majority of the committee.
2. Grades of membership must be subordinate to the types of membership in all of the Society's rule and regulations.
3. If a graded membership programme is to have or convey, verbally or in writing, any implication of individual competency, the programme must be run by a separate legal entity to protect the Society from any competency-based legal issues.

23. Rights not transferable

1. Membership cannot be transferred or assigned to another person.
2. All rights, privileges and obligations of membership cease when membership ceases..

24. Ceasing membership

1. The membership of a person ceases on resignation, expulsion or death.
2. If a person ceases to be a member of the Society, the Secretary or delegate is to enter the date the person ceased to be a member in the register of members.

25. Resigning as a member

1. A member may resign by notice in writing given to the Society.



Note:

Rule 82.3 sets out how notice may be given to the Society. It includes by post or by handing the notice to a member of the Committee.

2. A member is taken to have resigned if:
 - a. the member's annual subscription is more than three months in arrears; or
 - b. where no annual subscription is payable:
 - i. the Secretary or delegate has made a written request to the member to confirm that he or she wishes to remain a member; and
 - ii. the member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

26. Register of members

1. The Secretary or delegate must keep and maintain a register of members that includes:
 - a. for each current member:
 - i. the member's name;
 - ii. the address for notice last given by the member;
 - iii. the date of becoming a member;
 - iv. the type and, if applicable, grade of membership;
 - v. any other information determined by the Committee.
 - b. for each former member, the date of ceasing to be a member.
2. Any member may, at a reasonable time and free of charge, inspect the register of members (restricted to member names and joining date only), provided there is no conflict with the relevant state or federal Privacy Laws.

Note:

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

Division 2 – Disciplinary Action

This Division has been moved to PART 7.

PART 4 – General Meetings of the Society

27. Annual General Meetings

1. The Society may hold its first Annual General Meeting at any time within 18 months after its incorporation.
2. The Committee must convene an Annual General Meeting of the Society to be held within five months after the end of each financial year.
3. The Committee may determine the date, time and place of the Annual General Meeting.
4. The ordinary business of the Annual General Meeting is as follows:



-
- a. to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - b. to receive and consider:
 - i. the annual report of the Committee on the activities of the Society during the preceding financial year; and
 - ii. the financial statements of the Society for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - c. to elect the members of the Committee which must be at least the President, Vice-President, Secretary and Treasurer.
5. The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these rules.

28. Special General Meetings

1. Any general meeting of the Society, other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a Special General Meeting.
2. The Committee may convene a Special General Meeting whenever it thinks fit.
3. No business other than that set out in the notice under rule 30 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 30 and the majority of members at the meeting agree.

29. Special General Meeting held at request of members

1. The Committee must convene a Special General Meeting if a request to do so is made in accordance with subrule 2 by at least 5% of the total number of members.
2. A request for a Special General Meeting must:
 - a. be in writing; and
 - b. state the business to be considered at the meeting and any resolutions to be proposed; and
 - c. include the names and signatures of the members requesting the meeting; and
 - d. be sent to the Secretary or delegated person at the business address of the Society.
3. If the Committee does not convene a Special General Meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the Special General Meeting.
4. A Special General Meeting convened by members under subrule 3:
 - a. must be held within three months after the date on which the original request was made; and
 - b. may only consider the business stated in that request.
5. The Society must reimburse all reasonable expenses incurred by the members convening a Special General Meeting under subrule 3.



30. Notice of general meetings

1. The Secretary or delegated person (or, in the case of a Special General Meeting convened under rule 29.3, the members convening the meeting) must give to each member of the Society:
 - a. at least 15 full business days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b. at least ten full business days' notice of a general meeting in any other case.
2. The notice must:
 - a. specify the date, time and place of the meeting; and
 - b. indicate the general nature of each item of business to be considered at the meeting; and
 - c. if a special resolution is to be proposed:
 - i. state in full the proposed resolution; and
 - ii. state the intention to propose the resolution as a special resolution; and
 - d. comply with rule 31.5.
3. This rule does not apply to a Disciplinary Appeal Meeting.

Note

Rule 73.4 sets out the requirements for notice of a Disciplinary Appeal Meeting.

31. Proxies

1. A member entitled to vote may appoint another member entitled to vote as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a Disciplinary Appeal Meeting.
2. The appointment of a proxy must be in writing and signed by the member making the appointment.
3. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
4. If the Committee has not approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
5. Notice of a general meeting given to a member under rule 30 must:
 - a. state that the member (if entitled to vote) may appoint another member entitled to vote as a proxy for the meeting; and
 - b. include a copy of any form that the Committee has approved for the appointment of a proxy.
6. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
7. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society no later than one full business day before the commencement of the meeting, unless stated otherwise in the notice for the meeting.
8. Proxy voting is subject to the following conditions:
 - a. Proxy voting must not account for more than one-third of the votes at a meeting.



- b. The Returning Officer accepts proxy votes up to that limit, in the order they are counted.

32. Use of technology

1. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
2. For the purposes of this rule, a member participating in a general meeting as permitted under subrule 1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
3. The technology interface must support voting and ballot functions and be operated by a non-voting member of the Society or a non-member.
4. The electronic ballot system must provide the equivalent of voting for and against candidates and motions.
5. The technology operator will pass the system generated tally to the Returning Officer and make an electronic, photographic or printed record of the result or save any relevant logs available from the technology interface.
6. In the case of a secret ballot, the technology operator must disclose only the tally of the votes and must not reveal or cause to be captured or saved any details about individual votes.
7. People attending the meeting by a technology interface cannot be proxy holders, unless the technology has a specific proxy interface.

33. Quorum at general meetings

1. No business may be conducted at a general meeting unless a quorum of members is present.
2. The quorum for a general meeting is five members entitled to vote (in accordance with the minimum number of members needed to form the Society), including members represented by proxies and members attending as allowed under rule 32.
3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - a. in the case of a meeting convened by, or at the request of, members under rule 29 – the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another Special General Meeting, the members must make a new request under rule 29.

- b. in any other case:
 - i. the meeting must be adjourned to a date not more than 15 full business days after the adjournment; and
 - ii. notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule 3.b, the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.



34. Adjournment of general meeting

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

Example

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

3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 10 full business days or more, in which case notice of the meeting must be given in accordance with rule 30.

35. Voting at general meeting

1. On any question arising at a general meeting:
 - a. subject to subrule 3, each member who is entitled to vote has one vote; and
 - b. members may vote personally or by proxy; and
 - c. except in the case of a special resolution, the question must be decided by a majority of votes.
2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
4. This rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under rule 74.

36. Special resolutions

1. A special resolution is passed if at least three-quarters of the members voting (whether in person or by proxy and subject to rule 31.8 or participating through the use of technology as specified in 32) in favour of the resolution at a general meeting.

Note

In addition to certain matters specified in the Act, a special resolution is required:

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

37. Determining whether resolution carried

1. Subject to subrule 2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - a. carried; or
 - b. carried unanimously; or



- c. carried by a particular majority; or
 - d. lost
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 2. If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - a. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - b. the Chairperson must declare the result of the resolution on the basis of the poll.
 - 3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
 - 4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

38. Minutes of general meeting

- 1. The Committee must ensure that minutes are taken and kept of each general meeting.
- 2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3. In addition, the minutes of each Annual General Meeting must include:
 - a. the names of the members attending the meeting; and
 - b. proxy forms given to the Chairperson of the meeting under rule 31.6; and
 - c. the financial statements submitted to the members in accordance with rule 27.4.b.ii; and
 - d. the certificate signed by two Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Society; and
 - e. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 – Committee

Note:

As the Society is a national society, the Committee should strive to have members from as many States and Territories of Australia as possible.

Division 1 – Powers of Committee

39. Role and powers

- 1. The business of the Society must be managed by or under the direction of a Committee.
- 2. The Committee may exercise all the powers of the Society except those powers that these rules or the Act require to be exercised by general meetings of the members of the Society.
- 3. The Committee may:
 - a. appoint and remove staff;
 - b. set up subcommittees consisting of members with terms of reference it considers appropriate.



40. Delegation

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

Division 2 – Composition of Committee and duties of Committee members

41. Composition of Committee

1. The Committee must have a minimum of four people who are financial members of the Society entitled to vote.
2. The Committee may choose to expand up to ten members who are financial members of the Society and entitled to vote.
3. The Committee consists of:
 - a. a President; and
 - b. a Vice-President; and
 - c. a Secretary; and
 - d. a Treasurer; and
 - e. ordinary members (if any) elected under rule 50.

42. General Duties

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



Note

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

6. In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

43. President and Vice-President

1. Subject to subrule 2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Committee Meetings.
2. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
 - a. in the case of a general meeting – a member elected by the other members present and entitled to vote; or
 - b. in the case of a Committee Meeting – a Committee member elected by the other Committee members present.

44. Secretary

1. The Secretary or delegated person must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the Secretary or delegated person of an incorporated association is responsible for lodging documents of the association with the Registrar.

2. The Secretary or delegated person must:
 - a. maintain the register of members in accordance with rule 26; and
 - b. keep custody of the common seal (if any) of the Society and, except for the financial records referred to in rule 67.3, all books, documents and securities of the Society in accordance with rules 80 and 83; and
 - c. subject to the Act and this Constitution, provide members with access to the register of members (restricted to member names and joining date only, in accordance with rule 26.2), the minutes of general meetings and other books and documents; and
 - d. perform any other duty or function imposed on the Secretary or delegated person by this Constitution.
3. The Secretary must give to the Registrar notice of his or her appointment within 14 calendar days after the appointment.

45. Treasurer

1. The Treasurer or delegated person must:
 - a. receive all moneys paid to or received by the Society and issue receipts for those moneys in the name of the Society; and
 - b. ensure that all moneys received are paid into the account of the Society within five full business days after receipt; and
 - c. make any payments authorised by the Committee or by a general meeting of the Society from the Society's funds; and



- d. ensure that authorised transactions have two signatories (for paper transactions) or approvers (for electronic transactions), where the first signatory or approver is either a Committee member or a delegated person (such as the Society's administrator) and the second signatory or approver is a Committee member.
2. The Treasurer must:
 - a. ensure that the financial records of the Society are kept in accordance with the Act; and
 - b. coordinate the preparation of the financial statements of the Society and their certification by the Committee prior to their submission to the Annual General Meeting of the Society.
3. The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the Society.

Division 3 – Election of Committee members and tenure of office

46. Who is eligible to be a Committee member

1. A member is eligible to be elected or appointed as a Committee member if the member:
 - a. is 18 years or over; and
 - b. is entitled to vote at a general meeting.

47. Positions to be declared vacant

1. This rule applies to:
 - a. the first Annual General Meeting of the Society after its incorporation; or
 - b. any subsequent Annual General Meeting of the Society, after the annual report and financial statements of the Society have been received.
2. The Chairperson, acting on the advice of the outgoing President, must declare how many Committee positions are recommended for incoming Committee (see rule 41).
3. The Chairperson of the meeting must hold elections for at least the four required positions in accordance with rules 48 to 51.

48. Nominations

1. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
2. An eligible member of the Society may be nominated for one or more positions:
 - a. Nominees must be proposed and seconded and the nominee must agree to stand.
 - b. Nominations may be received before or at the Annual General Meeting.
3. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

49. Election of Officers

1. At the Annual General Meeting, separate elections must be held for each of the following positions:
 - a. President;



- b. Vice-President;
 - c. Secretary;
 - d. Treasurer.
2. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
 3. If more than one member is nominated, a ballot must be held in accordance with rule 51.
 4. On his or her election, the new President may take over as Chairperson of the meeting.

50. Election of ordinary members

1. The Annual General Meeting may by resolution decide the maximum number of ordinary members of the Committee.
2. A single election may be held to fill all of those positions.
3. If the number of members nominated for the position of ordinary Committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
4. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 51.

51. Ballot

1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as Returning Officer to conduct the ballot.
2. The Returning Officer must not be a member nominated for the position.
3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
4. The election must be by secret ballot and in accordance with rule 32.
5. The Returning Officer must give a blank piece of paper to:
 - a. each member present in person; and
 - b. each proxy appointed by a member.

Example

If a member has been appointed the proxy of five other members, the member must be given six ballot papers – one for the member and one each for the other members.

6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
7. If the ballot is for more than one position:
 - a. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - b. the voter must not write the names of more candidates than the number to be elected.
8. Ballot papers that do not comply with subrule 7.b are not to be counted.
9. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.



10. The Returning Officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
11. If the Returning Officer is unable to declare the result of an election under subrule 10 because 2 or more candidates received the same number of votes, the Returning Officer must:
 - a. conduct a further election for the position in accordance with subrules 4 to 10 to decide which of those candidates is to be elected; or
 - b. with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

52. Term of office

1. Subject to subrule 3 and rule 53, a Committee member holds office until the positions of the Committee are declared vacant at the next Annual General Meeting.
2. A Committee member may be re-elected.
3. A general meeting of the Society may:
 - a. by special resolution remove a Committee member from office; and
 - b. elect an eligible member of the Society to fill the vacant position in accordance with this Division.
4. A member who is the subject of a proposed special resolution under subrule 3.a may make representations in writing to the Secretary or President of the Society (not exceeding a reasonable length) and may request that the representations be provided to the members of the Society.
5. The Secretary or delegated person or the President may give a copy of the representations to each member of the Society or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

53. Vacation of office

1. A Committee or office position will be deemed vacant if the Committee member or office-bearer resigns from the Society, becomes un-financial, insolvent or under administration (within the meaning of the Corporations Act), or resigns in writing from the Committee.
2. A person also ceases to be a Committee member if he or she:
 - a. fails to attend three consecutive Committee Meetings (other than special or urgent Committee Meetings) without leave of absence under rule 64; or
 - b. otherwise ceases to be a Committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of Secretary if they do not reside in Australia.

54. Filling casual vacancies

1. The Committee may appoint an eligible member of the Society to fill a position on the Committee that:
 - a. has become vacant under rule 53; or
 - b. was not filled by election at the last Annual General Meeting.



2. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 calendar days after the vacancy arises.
3. Rule 52 applies to any Committee member appointed by the Committee under subrule 1 or 2.
4. The Committee may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Committee

55. Meetings of Committee

1. The Committee must meet at least four times in each year at the dates, times and places determined by the Committee.
2. The date, time and place of the first Committee Meeting must be determined by the members of the Committee as soon as practicable after the Annual General Meeting of the Society at which the members of the Committee were elected.
3. Special Committee Meetings may be convened by the President or by any four members of the Committee.

56. Notice of meetings

1. Notice of each Committee Meeting must be given to each Committee member no later than five full business days before the date of the meeting.
2. Notice may be given of more than one Committee Meeting at the same time.
3. The notice must state the date, time and place of the meeting.
4. If a special Committee Meeting is convened, the notice must include the general nature of the business to be conducted.
5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

57. Urgent Meetings

1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 56 provided that as much notice as practicable is given to each Committee member by the quickest means practicable.
2. Any resolution made at the meeting must be passed by an absolute majority of the Committee.
3. The only business that may be conducted at an Urgent Meeting is the business for which the meeting is convened.

58. Procedure and order of business

1. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
2. The order of business may be determined by the members present at the meeting.



59. Use of technology

1. A Committee member who is not physically present at a Committee Meeting may participate in the meeting by the use of technology that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.
2. For the purposes of this Part, a Committee member participating in a Committee Meeting as permitted under subrule 1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
3. Notwithstanding subrule 1, some items of Committee business may be conducted by email exchanges and, if agreed by an absolute majority of Committee members, may be decided by an email vote or electronic poll by an agreed date and time.
4. Where Committee business is conducted by email, all members of the Committee must be included as addressees.
5. If a secret ballot is required, it must be conducted in accordance with the relevant subrules under rule 32.

60. Quorum

1. No business may be conducted at a Committee Meeting unless a quorum is present.
2. The quorum for a Committee Meeting is a majority of the Committee members holding office (attending either in person or as allowed under rule 59).
3. If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting:
 - a. in the case of a Special Meeting – the meeting lapses;
 - b. in any other case – the meeting must be adjourned to a date no later than ten full business days after the adjournment and notice must be given of the time, date and place to which the meeting is adjourned in accordance with rule 56.

61. Voting

1. On any question arising at a Committee Meeting, each Committee member present at the meeting has one vote.
2. A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
3. Subrule 2 does not apply to any motion or question which is required by this Constitution to be passed by an absolute majority of the Committee.
4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
5. Voting by proxy is not permitted.

62. Conflict of interest

1. A Committee member who has a material personal interest in a matter being considered at a Committee Meeting must disclose the nature and extent of that interest to the Committee.
2. The member:



- a. must not be present, either physically or via technology, while the matter is being considered at the meeting; and
- b. must not vote on the matter.

Note

Under section 81.3 of the Act, if there are insufficient Committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

3. This rule does not apply to a material personal interest:
 - a. that exists only because the member belongs to a class of persons for whose benefit the Society is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the Society.

63. Minutes of meeting

1. The Committee must ensure that minutes are taken and kept of each Committee Meeting.
2. The minutes must record the following:
 - a. the names of the members in attendance at the meeting;
 - b. the business considered at the meeting;
 - c. any resolution on which a vote is taken and the result of the vote;
 - d. any material personal interest disclosed under rule 62.

64. Leave of absence

1. The Committee may grant a Committee member leave of absence from Committee Meetings for a period not exceeding three months.
2. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave in advance.

PART 6 – Financial Matters

65. Source of funds

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

66. Management of funds

1. The Society must open an account with a financial institution from which all expenditure of the Society is made and into which all of the Society's revenue is deposited.
2. Subject to any restrictions imposed by a general meeting of the Society, the Committee may approve expenditure on behalf of the Society.
3. The Committee may authorise the Treasurer or delegated person (see rule 45.1.d) to expend funds on behalf of the Society (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each transaction (see rule 86).
4. All cheques must be signed by two people under rule 45.1.d.



5. All drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Committee members.
6. All funds of the Society must be deposited into the financial account of the Society no later than five full business days after receipt.
7. With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

67. Financial records

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

68. Financial statements

1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Society are met.
2. Without limiting subrule 1, those requirements include:
 - a. preparing the financial statements;
 - b. if required, reviewing or auditing of the financial statements;
 - c. certifying the financial statements by the Committee;
 - d. submitting the financial statements to the Annual General Meeting of the Society;
 - e. lodging the financial statements and accompanying reports, certificates, statements and fee with the Registrar.

PART 7 – Disciplinary procedures and Grievances

Division 1 – Disciplinary action

69. Grounds for taking disciplinary action

1. The Society may take disciplinary action against a member in accordance with this Division if it is determined that the member:
 - a. has failed to comply with this Constitution; or
 - b. refuses to support the purposes of the Society; or
 - c. has engaged in conduct prejudicial to the Society.



70. Disciplinary subcommittee

1. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
2. The members of the disciplinary subcommittee:
 - a. may be Committee members, members of the Society or anyone else; but
 - b. must not be biased against, or in favour of, the member concerned.

71. Notice to member

1. Before disciplinary action is taken against a member, the Secretary or delegated person (or the President, if the Secretary is directly involved on either side) must give written notice to the member:
 - a. stating that the Society proposes to take disciplinary action against the member; and
 - b. stating the grounds for the proposed disciplinary action; and
 - c. specifying the date, place and time of the Disciplinary Meeting at which the disciplinary subcommittee intends to consider the disciplinary action; and
 - d. advising the member that he or she may do one or both of the following:
 - i. attend the Disciplinary Meeting and address the disciplinary subcommittee at that meeting;
 - ii. give a written statement to the disciplinary subcommittee at any time before the Disciplinary Meeting.
 - e. setting out the member's appeal rights under rule 73.
2. The notice must be given no earlier than 20 full business days, and no later than ten full business days, before the Disciplinary Meeting is held.
3. The Disciplinary Meeting must not use a technology interface unless agreed to by the member in writing before the notice is sent and a statement of that consent is included in the notice.

72. Decision of subcommittee

1. At the Disciplinary Meeting, the disciplinary subcommittee must:
 - a. give the member an opportunity to be heard; and
 - b. consider any written statement submitted by the member.
2. After complying with subrule 1, the disciplinary subcommittee may:
 - a. take no further action against the member; or
 - b. subject to subrule 3:
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from the Society.
3. The disciplinary subcommittee may not fine the member.



4. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

73. Appeal rights

1. A person whose membership rights have been suspended or who has been expelled from the Society under rule 72 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
2. The notice must be in writing and given:
 - a. to the chairperson of the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - b. to the Secretary or delegated person (or the President, if the Secretary is directly involved on either side) not later than two full business days after the vote.
3. If a person has given notice under subrule 2, a Disciplinary Appeal Meeting must be convened by the Committee as soon as practicable, but in any event not later than 15 full business days after the notice is received.
4. Notice of the Disciplinary Appeal Meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must:
 - a. specify the date, time and place of the meeting; and
 - b. state:
 - i. the name of the person against whom the disciplinary action has been taken; and
 - ii. the grounds for taking that action; and
 - iii. that at the Disciplinary Appeal Meeting the members present (physically or by a technological presence) must vote on whether the decision to suspend or expel the person should be upheld or revoked.

74. Conduct of Disciplinary Appeal Meeting

1. At a Disciplinary Appeal Meeting:
 - a. no business other than the question of the appeal may be conducted; and
 - b. the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
2. After complying with subrule 1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
3. A member may not vote by proxy at the meeting.
4. The decision is upheld if at least three-quarters of the members voting at the meeting vote in favour of the decision.

Division 2 – Grievance procedure



75. Application

1. The grievance procedure set out in this Division applies to disputes under these rules between:
 - a. a member and another member;
 - b. a member and the Committee;
 - c. a member and the Society.
2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

76. Parties must attempt to resolve the dispute

1. The parties to a dispute must attempt to resolve the dispute between themselves within ten full business days of the dispute coming to the attention of each party.

77. Appointment of mediator

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 76, the parties must within eight full business days:
 - a. notify the Committee of the dispute; and
 - b. agree to or request the appointment of a mediator; and
 - c. attempt in good faith to settle the dispute by mediation.
2. The mediator must be:
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement:
 - i. if the dispute is between a member and another member – a person appointed by the Committee; or
 - ii. if the dispute is between a member and the Committee or the Society – a person appointed or employed by the Dispute Settlement Centre of Victoria.
3. A mediator appointed by the Committee may be a member or former member of the Society but in any case must not be a person who:
 - a. has a personal interest in the dispute; or
 - b. is biased in favour of or against any party.

78. Mediation process

1. The mediator to the dispute, in conducting the mediation, must:
 - a. give each party every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties throughout the mediation process.
2. The mediator must not determine the dispute.



79. Failure to resolve dispute by mediation

1. 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.

PART 8 – General matters

80. Common seal

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

81. Registered address

1. The registered address of the Society is:
 - a. the address determined from time to time by resolution of the Committee; or
 - b. if the Committee has not determined an address to be the registered address – the postal address of the Secretary or delegated person.

82. Notice requirements

1. Any notice required to be given to a member or a Committee member under these rules may be given:
 - a. by handing the notice to the member personally; or
 - b. by sending it by post to the member at the address recorded for the member on the register of members; or
 - c. by email or facsimile transmission.
2. Subrule 1 does not apply to notice given under rule 57.
3. Any notice required to be given to the Society or the Committee may be given:
 - a. by handing the notice to a member of the Committee; or
 - b. by sending the notice by post to the registered address; or
 - c. by leaving the notice at the registered address; or
 - d. if the Committee determines that it is appropriate in the circumstances:
 - i. by email to the email address of the Society or the Secretary or delegated person; or
 - ii. by facsimile transmission to the facsimile number of the Society.

83. Custody and inspection of books and records

1. Members may on request inspect free of charge:
 - a. the register of members;



- b. the minutes of general meetings;
- c. subject to subrule 2, the financial records, books, securities and any other relevant document of the Society, including minutes of Committee Meetings.

Note

See note following rule 26 for details of access to the register of members.

2. The Committee may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
3. If this Constitution is not available on the Society's web site, the Committee must make copies of these rules available to members and applicants for membership, on request and free of charge.
4. Subject to subrule 2, a member may make a copy of any of the other records of the Society referred to in this rule and the Society may charge a reasonable fee for providing the copy of such a record.
5. For purposes of this rule:
 - a. **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following:
 - i. membership records;
 - ii. financial statements;
 - iii. financial records;
 - iv. records and documents relating to transactions, dealings, business or property of the Society.

84. Winding up and cancellation

1. The Society may be wound up voluntarily by special resolution as per rule 36.
2. In the event of winding up or cancellation of the incorporation of the Society, the surplus assets of the Society must not be distributed to any members or former members of the Society.
3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Society and which is not carried on for the profit or gain of its individual members.
4. The body to which the surplus assets are to be given must be decided by special resolution.

85. Alteration of rules

1. These Rules may only be altered by special resolution of a general meeting of the Society (see rule 36).

Note

An alteration of these rules does not take effect unless or until it is approved by the Registrar. If these rules (other than rule 1, 2 or 3) are altered, the Society is taken to have adopted its own rules, not the model rules.

86. Documented procedures

1. The Committee will ensure that the Society's routine procedures are documented.



2. Each procedure will name the Committee position responsible for approving changes to the procedure.
3. The procedures will be reviewed at least whenever there is a change of person in that Committee position.