

Rules of FAOBMB

(approved by Council of FAOBMB on 20 October 2014)

Effective from 16 January 2015

As approved by the Department of Justice and Regulation

Consumer Affairs Victoria

With format of Model Rules for an Incorporated Association

[Under section 46 of the Associations Incorporation Reform Act 2012

In the State of Victoria, Australia]

Model Rules for an Incorporated Association

Note

The National or Regional Societies that from time to time are members of the Association 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 Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "FEDERATION OF ASIAN AND OCEANIAN BIOCHEMISTS AND MOLECULAR BIOLOGISTS INCORPORATED".

The abbreviation of the Federation is FAOBMB.

Incorporated under the Association Incorporation Act 1981, Victoria, Australia

Registration number A0026594K

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 association are:

1. To promote the science of biochemistry and molecular biology, including education, research and applications, worldwide and in particular in the Asian and Oceanian Region.
2. To disseminate biochemical and molecular biology information among its members and others.
3. To arrange and conduct meetings, conferences, workshops and symposia to increase and promote the knowledge of biochemistry and molecular biology among its members and others.
4. To encourage and assist the exchange of biochemical and molecular biology information among its members and others.
5. To maintain and promote close relationships with any other organization having similar purposes to the Federation especially the International Union of Biochemistry and Molecular Biology.
6. To manage the funds and other assets and liabilities of the Federation for the object of carrying out the aforesaid purposes and not otherwise.
7. To give consideration to gender and regional equity in the conduct of its activities.

3 Financial year

The financial year of the Association is each period of 12 months ending on 31 December

4 Definitions

In these Rules—

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);

associate member means a member referred to in rule 14(1);

annual meeting of Council means the Annual general meeting referred to in rule 30;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

Committee means the Executive Committee having management of the business of the Association;

Council means the delegates of the Constituent Members and members of the Executive Committee;

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

committee member means a member of the Executive Committee elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 22;

disciplinary subcommittee means the subcommittee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

federation means the Federation of Asian and Oceanian Biochemists and Molecular Biologists Incorporated, also referred to as the Association in these Rules;

general meeting means a general meeting of the members of the Association, in these Rules a meeting of the Council of the Federation, convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

honorary member means a member referred to in rule 14(1)(b);

member means a Constituent Member of the Federation, being one of those groups or organizations afforded FAOBMB constituent membership by virtue of these Rules;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting, through their delegate to Council or deputy appointed by the member;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or as under Rule 35, to vote in favour of the resolution;

special member means a member referred to in rule 14(1)(a);

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;

the Secretary means the person appointed by Council to perform the duties of Secretary as defined under the Act, who must be resident in Australia;

the Past President means the Immediate Past President referred to in Rule 56(1), unless explicitly indicating any those persons who have previously served as President;

the Vice-President means the President-Elect or Past President referred to in Rules 46 and 56(1).

PART 2—POWERS OF ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association 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 Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its Constituent Members or to members of the Executive Committee.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.
- (3) The income and property of the Federation, whencesoever derived shall be applied solely towards the promotion of the foregoing purposes of the Federation, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit to the members of the Federation PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration, retiring allowances or superannuation benefits to any officers or servants of the Federation or to any member of the Federation in return for any services actually rendered to the Federation or in the case of retiring allowances or superannuation benefits to the dependents of such persons nor for goods supplied in the ordinary and usual way of business, nor prevent payment of interest at a reasonable and proper rate on money borrowed from any member of the Federation or reasonable and proper rent for premises demised or let by any member of the Federation but so that no member of the Federation shall be appointed to any salaried office of the Federation paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Federation to any member except repayment of out-of-pocket expenses and interest at the rate foresaid on money lent or reasonable and proper rent for premises demised or let to the Federation.

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, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of Constituent Members

The Association must have at least 5 members.

8 Who is eligible to be a member

- (1) The Constituent Members shall consist of societies or groups for promotion of biochemistry and molecular biology in Asia, Oceania and Islands in the Pacific and Indian Oceans. A group of biochemists and molecular biologists in any area within the defined region of the Federation as stated in this rule may be a Constituent Member and shall continue to be eligible as a member for as long as no organised biochemical society in the area, for membership of which they would individually be eligible, is in existence.
- (2) Each defined region can have only one constituent member.

9 Application for membership

- (1) To apply to become a member of the Federation, a person delegated by a society or group for promotion of biochemistry and molecular biology in the FAOBMB region must submit a written application to the Secretary General stating that the society or group—
 - (a) wishes to become a member of the Federation; and
 - (b) supports the purposes of the Federation; and
 - (c) agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed by the person delegated by the applicant; and
 - (b) must contain full details of its organization, objectives and activities; and
 - (c) must be lodged with the Secretary General at least ninety days before the Council meeting at which the application will be considered; and
 - (d) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(5).

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, Council must decide by resolution whether to accept or reject the application through a simple affirmative majority vote.
- (2) Council, through the Secretary General, must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If Council rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Committee—
 - (a) the resolution to accept the membership must be recorded in the minutes of the meeting of Council; and

- (b) the Secretary General must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A society or group becomes a member of the Association and, subject to rule 13(2), is entitled to exercise the rights of membership from the date, whichever is the later, on which—
 - (a) Council approves the membership of the society or group; or
 - (b) the society or group pays the joining fee.

12 Annual subscription and fee on joining

- (1) At each annual meeting of Council, the Federation must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription, which normally shall be not later than 31 January of the financial year following that of the annual meeting of Council.
- (2) The Federation may determine that lower annual subscriptions are payable by members approved by Council from time to time to be in particular financial categories, save that Council may determine a minimum contribution from any Constituent Member or Special Member.
- (3) The membership fees determined from time to time by the Council shall be expressed in terms of United States dollars for each Constituent Member or Special Member,
- (4) Council shall have power, for reasons which seem to it sufficient, to waive, postpone or reduce the fees due from a Constituent Member or Special Member.
- (5) The Association 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 annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (6) Any Member which has not paid subscriptions for two successive years shall be notified by the Treasurer and its delegate shall by that fact be thereupon deprived of the right to vote.
- (7) Any Member whose subscription is in arrears for three years shall by that fact be immediately suspended from the Membership of the Federation. Such suspension shall be reported by the Treasurer to the next meeting of Council and the membership of the Member in question be terminated from that date, unless Council determines otherwise.

13 General rights of members

- (1) A member of the Federation who is entitled to vote has the right—
 - (a) to receive notice of meetings of Council and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a meeting of Council; and
 - (c) to attend and be heard at meetings of Council; and
 - (d) to vote at a meeting of Council; and
 - (e) to have access to the minutes of general meetings and other documents of the Federation as provided under rule 76; and
 - (f) to inspect the register of members.

- (2) A member is entitled to vote if—
 - (a) the member is a member other than an Associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Federation; and
 - (c) the member's membership rights are not suspended for any reason.

14 Associate members

- (1) Associate members of the Federation include—
 - (a) special members being organizations which have interest in the purposes of the Federation; and
 - (b) honorary members being organizations or individuals who have made significant contributions to the Federation; and
 - (c) any other category of member as determined by special resolution at a meeting of Council.
- (2) An Associate member must not vote but may have other rights as determined by the Executive Committee or by resolution at a meeting of Council.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

- (1) The membership of a society or group ceases on resignation, expulsion or disestablishment.
- (2) If a society or group ceases to be a member of the Federation, the Secretary General must, as soon as practicable, enter the date the society or group ceased to be a member in the register of members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the Federation.

Note

Rule 75(3) sets out how notice may be given to the association. It includes by email, facsimile transmission, post or by handing the notice to a member of the Executive Committee.

- (2) A member is taken to have resigned if—
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the Secretary General has made a written request to the delegate of the member to confirm that the society or group wishes to remain a member; and
 - (ii) the delegate of the member has not, within 3 months after receiving that request, confirmed in writing that the society or group wishes to remain a member.

18 Register of members

- (1) The Secretary General must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;

- (ii) the name of the delegate and the address for notice last given by the delegate of the member, including the email address;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect indicating which category of associate membership under Rule 14(1);
 - (v) any other information determined by the Executive Committee; and
- (b) for each former member, the date of ceasing to be a member.
- (2) The delegate of any constituent or special member may, at a reasonable time and free of charge, inspect the register of members.
- (3) The list of members, the name and address of the delegate of each Constituent Member including the email address, and the name and address of each member of the Executive Committee including the email address will be made available by the Secretary General for inspection by members on the web page of the Federation.

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

19 Grounds for taking disciplinary action

The Association may take disciplinary action against a member of the Association in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

20 Disciplinary subcommittee

- (1) If the Executive 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 Association or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary General must give written notice to the member—
 - (a) stating that the Association 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 meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and

- (d) advising the member that the delegate of the Constituent Member or Special Member 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; and
- (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 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 Association.
- (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.

23 Appeal rights

- (1) A member whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that the member wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary General not later than 14 days after the vote.
- (3) If a member has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Executive Committee as soon as practicable, but in any event not later than 180 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of Council 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 member 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 must vote on whether the decision to suspend or expel the society or group should be upheld or revoked.

24 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 Executive Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the delegate of the member 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 of Council 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 society or group should be upheld or revoked.
- (3) A member of the Executive Committee or delegate of a Constituent Member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members of Council voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 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 Association.
- (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.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 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 Association—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 Association 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.

28 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.

29 Failure to resolve dispute by mediation

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 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Council membership

- (1) Council will be made up of the six members of the Executive Committee (defined under rule 44(a)-(f) and one delegate from each Constituent Member.
- (2) Each Constituent Member shall annually appoint a delegate to the Council and may appoint a deputy who may attend Council meetings in place of the delegate. The delegate appointed shall normally be an officer of the Constituent Member, preferably its President/Chairperson or an active representative of the Member. In the absence of its delegate the Member's officially designated deputy shall be eligible to participate in Council Meetings with full voting rights. The Secretary-General shall be duly notified by Members of any change of their delegates.
- (3) The Executive Committee may determine the date, time and place of the annual meeting of Council, normally held in association with the Annual Congress or Conference of the Federation.

31 Annual general meetings

- (1) The Executive Committee must convene an annual general meeting of the Federation, being the annual meeting of Council, to be held within 12 months after the end of each financial year.
- (2) The Executive Committee may determine the date, time and place of the annual meeting of Council, normally held in association with the Annual Congress or Conference of the Federation.
- (3) The ordinary business of the annual general meeting is as follows—

- (a) to confirm the minutes of the previous annual meeting of Council and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Executive Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Executive Committee;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (4) The annual meeting of Council may also conduct any other business of which notice has been given in accordance with these Rules.

32 Special general meetings

- (1) Any general meeting of the Association, other than an annual meeting of Council or a disciplinary appeal meeting, is a special general meeting.
- (2) The Executive Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 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 33 and the majority of members at the meeting agree.

33 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 20% of the total number of Constituent 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 delegates of constituent members requesting the meeting; and
 - (d) be given to the Secretary General.
- (3) If the Executive Committee does not convene a special general meeting within 3 months 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 6 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

34 Notice of general meetings

- (1) The Secretary General (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 30 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 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.
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

35 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 Part, 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.

36 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 meeting of Council is the presence (physically or as allowed under rule 35) of 33% of the members entitled to vote, determined as the next whole number above one-third of the number of such members entitled to vote.
- (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 32— 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 meeting, the members must make a new request under rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 90 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.

37 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 14 days or more, in which case notice of the meeting must be given in accordance with rule 34.

38 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 only vote personally or as under Rule 35; and
 - (c) voting by proxy is not permitted; and
 - (d) except in the case of a special resolution, the question must be decided on 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 24.

39 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or as under Rule 35) vote in favour of the resolution.

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 Association.

40 Determining whether resolution carried

- (1) Subject to subsection (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 of Council 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.

41 Minutes of general meeting

- (1) The Executive Committee must ensure that minutes are taken and kept of each meeting of Council.
- (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 meeting of Council must include—
 - (a) the names of the members of Council attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 31(4)(b)(ii); and
 - (c) 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 Association; and
 - (d) 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

Division 1—Powers of Committee

42 Role and powers

- (1) The business of the Association must be managed by or under the direction of an Executive Committee.
 - (2) The Executive Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
 - (3) The Executive Committee may—
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- (a) appoint and remove staff;
- (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

43 Delegation

- (1) The Executive Committee may delegate to a member of the Executive 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 Executive Committee considers appropriate.
- (3) The Executive Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of members

44 Composition of Committee

The Executive Committee consists of—

- (a) a President; and
- (b) a Vice-President, being the President-Elect or Past-President; and
- (c) a Secretary General; and
- (d) a Treasurer; and
- (e) a Chair of the Education Committee; and
- (f) a Chair of the Fellowships Committee; and
- (g) delegates of Constituent Members (if any) elected under rule 53.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Executive Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Executive Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Executive Committee comply with these Rules.
- (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 Association; 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 Association.

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.

46 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the President-Elect (or the Past President) is the Chairperson for any meetings of Council and for any Executive Committee meetings.
- (2) If the President and the President-Elect (or the Past President) are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a meeting of Council—a member elected by the other members present; or
 - (b) in the case of an Executive Committee meeting—an Executive Committee member elected by the other committee members present.
- (3) The President shall—
 - (a) be the Chief Executive Officer of the Federation; and
 - (b) be the spokesperson for the Federation.
- (4) The President-Elect or the Past President shall—
 - (a) assist the President; and
 - (b) act at the request of the President as official representative of the Federation; and
 - (c) substitute for the President when necessary.

47 Secretary General

The Secretary General must—

- (a) maintain the register of members in accordance with rule 18; and
- (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 73 and 76; and
- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- (d) assist the President in the day-to-day affairs of the Federation; and
- (e) be responsible for the minutes of all Council meetings and Executive Committee meetings; and
- (f) be responsible for liaising with Members of the Federation and other organisations on matters relating to the purposes and activities of the Federation; and
- (g) coordinate the work of the various Committees of the Federation; and
- (h) provide advice to organizers of Congresses or Conferences; and
- (i) solicit new Constituent Members; and
- (j) be responsible for the managing the content of the World Wide Web site of the Federation and for keeping it up to date.
- (k) perform any other duty or function imposed on the Secretary General by these Rules.

48 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Federation and issue receipts for those moneys in the name of the Federation; and
 - (b) ensure that all moneys received are paid into the account of the Federation within 5 working days after receipt; and
 - (c) make any payments authorised by the Executive Committee or by a meeting of Council from the Federation’s funds; and
 - (d) ensure cheques are signed by at least 2 committee members of the Executive Committee or other person approved by the Executive Committee to have authority to sign.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Executive Committee prior to their submission to the annual meeting of Council; and
 - (c) render to the Council at its regular meetings or when the Council or the Executive Committee so requires, an audited account of the financial transactions and status of the Federation expressed in United States dollars; and
 - (d) be responsible for all moneys and valuable effects of the Federation, and full and accurate accounting of receipts and disbursement in books belonging to the Federation; and
 - (e) have power to open bank accounts for the Federation and be signatory on such accounts; and
 - (f) serve on the Fellowships Committee and other committees or subcommittees dealing with and handling the finance of the Federation; and
 - (g) solicit new Special Members; and
 - (h) be responsible for maintaining regular contact with Special Members.
- (3) The Treasurer must ensure that at least one other committee member of the Executive Committee has access to the accounts and financial records of the Association.

49 Chairs of standing committees of Council

- (1) The Chair of the Education Committee and the Chair of the Fellowships Committee will—
 - (a) convene meetings of their committees; and
 - (b) undertake relevant activities; and
 - (c) report to the Executive Committee and Council on their activities and those of their standing committees.
- (2) The Chair of any other standing committee appointed by Council from time to time will—
 - (a) convene meetings of their committees; and
 - (b) undertake relevant activities as defined by Council; and
 - (c) report to the Executive Committee and Council on their activities and those of their standing committees.

Division 3—Election of Committee members and tenure of office

50 Who is eligible to be a Committee member

A person is eligible to be elected or appointed as a member of the Executive Committee if he or she—

- (a) is 18 years or over; and
- (b) is a member of a Society or Group that is a Constituent Member of the Federation.

51 Positions to be declared vacant and nominations at the annual Meeting of Council

- (1) After the annual report and financial statements of the Association have been received the Chairperson of the meeting must declare vacant any positions filled by delegates of Constituent Members on the Executive Committee and hold elections for those positions in accordance with rules 53 to 54.
- (2) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (3) An eligible member of the Association under rule 50 may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member of Council.

Note

A member is not eligible to nominate or be nominated for the office of secretary if they do not reside in Australia.

- (4) 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.

52 Nominations to positions of President, Secretary General, Treasurer, Chair of Education Committee and Chair of Fellowships Committee

- (1) During the calendar year preceding that in which a vacancy is anticipated to arise for a particular office by virtue of the incumbent in that office having reached the limit of their term in office under rule 56, or as soon as practicable after a member of the Executive Committee leaves office by resignation or for any other reason under these Rules, the Secretary General shall send a dated circular by email to all members not less than 42 days before the deadline for the receipt of nominations, calling for nominations of candidates for the respective offices of the Executive Committee.
- (2) Each nomination shall be signed by a nominator and a seconder who are each a member of a Society or Group that is a Constituent Member of the Federation, and shall be accompanied by the written consent of the nominee to serve if elected. Nominations are to be sent electronically to the Secretary General either by email or facsimile.
- (3) If there is one valid nomination for the position to be filled the Secretary General will declare the candidate elected to that position.
- (4) If the number of valid nominations exceeds one for any position to be filled, an election will be held —
 - (a) by Ballot at the next meeting of Council according to rule 54 provided that the date for return of nominations is less than 42 days before the next announced date for a meeting of Council; or
 - (b) by Ballot outside Council meeting according to rule 55 provided that the date for return of nominations is 42 days or more before the next announced date for a meeting of Council.

53 Election of delegates of Constituent Members

- (1) The annual meeting of Council must by resolution decide the number of delegates of Constituent members (if any) it wishes to hold office under rule 44(g) for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of delegates of Constituent members nominated for office 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 delegates of Constituent members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot at a meeting of Council

- (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.
- (5) The returning officer must—
 - (a) give a blank piece of paper to each member present in person; and
 - (b) request each person present at the meeting by virtue of technological communication under rule 35 to communicate directly and secretly by electronic means to the returning office the name of the candidate for whom they wish to vote according to subrule (6), or for multiple positions according to subrule (7).

Note

This direct and secret communication may be via telephone or internet applications using short message service (SMS), or via email.

- (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.

55 Ballot outside of Council meeting

- (1) If the Executive Committee considers that it is impractical to call an effective Council Meeting within reasonable time or for other valid reasons including an election under Rule 51(3)(b), it may submit any matter which it deems to be urgent to a ballot among members of Council.
- (2) Any ballot conducted as required under subrule (1) shall be decided by a simple majority affirmative vote, provided not less than 42 days have elapsed since the date on which the Secretary-General has despatched the ballot papers by email to Members and not less than 50% of the number of Council Members have voted.
- (3) In the case of an election held under Rule 52(3)(b) the Secretary General shall act as the returning officer and shall provide the ballot papers by email to the members of Council and shall specify the date by which votes must be returned.
- (4) For votes to be valid under this rule each member of Council eligible to vote must return their vote by email or facsimile transmission to the Secretary General by the date specified.

56 Term of office of the Executive Committee members

- (1) Presidential officers
 - (a) The term of office of the President-Elect is one calendar year beginning on 1 January and ending 31 December of the year of assuming office. At the termination of the term as the President-Elect, he or she shall become the President of the Federation with a term of three calendar years beginning on 1 January of the year of assuming office. The term of the Immediate Past President shall be two calendar years following the termination of his or her term as the President.
 - (b) The President-Elect shall be elected by the Council every three years.
 - (c) The President shall not be eligible for a second consecutive term in the same office.
- (2) The Secretary General and the Treasurer
 - (a) The term of office of the Secretary General and that of the Treasurer shall be three calendar years which shall begin on 1 January of the year of assuming office.
 - (b) The Secretary-General and the Treasurer shall be elected by the Council every three calendar years.
 - (c) The Secretary-General and the Treasurer shall be eligible for re-election for a second and final consecutive term to the same office.
- (3) Chair of the Education Committee and the Chair of the Fellowships Committee
 - (a) The term of office of the Chair of the Education Committee and the Chair of the Fellowships Committee shall be three calendar years which shall begin on 1 January of the year of assuming office.
 - (b) The Chair of the Education Committee and the Chair of the Fellowships Committee shall be elected by the Council every three calendar years.
 - (c) The Chair of the Education Committee and the Chair of the Fellowships Committee shall be eligible for re-election for a second and final consecutive term to the same office.

- (4) Secretary and delegates of Constituent Members
 - (a) Subject to subrule (5) and rule 57, a committee member under this subrule holds office until these positions on the Executive Committee are declared vacant at the next annual meeting of Council.
 - (b) A committee member may be re-elected.
- (5) A meeting of Council of the Federation may—
 - (a) by special resolution remove an Executive Committee member from office; and
 - (b) elect an eligible member of the Association under Rule 50 to fill the vacant position in accordance with this Division.
- (6) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary General or President of the Federation (not exceeding a reasonable length) and may request that the representations be provided to the members of Council.
- (7) The Secretary General or the President may give a copy of the representations to each member of the Association 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.

57 Vacation of office and filling casual vacancies

- (1) A committee member may resign from the Executive Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
 - (a) ceases to be eligible to be a member of the Association; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.
- (3) The Executive Committee may appoint an eligible member of the Association under rule 50 to fill a position on the Committee that—
 - (a) has become vacant under subrules (1) and (2); or
 - (b) was not filled by election at the last annual meeting of Council.
 - (c) was not filled by election prior to the last annual meeting of Council in the case of elections permitted to be held by Ballots outside Council under rules 52 and 55.
- (4) Any committee member appointed by the Executive Committee under subrule (3) or (4), may serve only until the end of the calendar year in which they have been appointed, after which elections must be held in accordance with rules 51 to 53, subject to the provisions of subrules (6) to (8) below.
- (5) Should the office of the President become vacant, the President-Elect shall become the President and serve the remainder of the unexpired term as well as the succeeding term, or the Immediate Past-President shall become the Acting President until a new President shall be elected.
- (6) Should the office of Secretary-General, Treasurer, Chair of the Education Committee or Chair of the Fellowships Committee become vacant, the President shall, if deemed necessary and after consultation with members of Council, appoint from among Council members one to serve as Acting Secretary-General or Acting Treasurer, or Acting Chair of the relevant standing committee of Council as the vacant office may be, until a replacement office bearer is elected.

- (7) An election will be held as soon as practicable after the vacancy arises and the person elected will take office immediately after election. The term of office of the newly elected office bearer will be considered to commence on 1 January of the year following the election.
- (8) The Executive Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

58 Meetings of Committee

- (1) The Executive Committee must meet at least once in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting each year must be determined by the members of the Executive Committee as soon as practicable after each annual meeting of Council of Federation.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Executive Committee.

59 Notice of meetings

- (1) Notice of each Executive Committee meeting must be given to each committee member by the Secretary General no later than 30 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.

60 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 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.

61 Procedure and order of business

- (1) The procedure to be followed at a meeting of the Executive 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.

62 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.

63 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- (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 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64 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 these Rules 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.

65 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 Executive Committee.
- (2) The member—
 - (a) must not be present 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 Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

66 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 65.

67 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 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

68 Source of funds

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

69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Federation's revenue is deposited.
- (2) Subject to any restrictions imposed by a meeting of Council of the Federation, the Executive Committee may approve expenditure on behalf of the Federation.
- (3) The Executive Committee may authorise the Treasurer to expend funds on behalf of the Federation (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Federation must be deposited into the financial account of the Federation no later than 5 working days after receipt.
- (6) 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.
- (7) All funds of the Federation shall be applied solely to further the purposes of the Federation.

70 Financial records

- (1) The Association 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 Association must retain the financial records for 7 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 Executive Committee.

71 Financial statements

- (1) For each financial year, the Executive Committee must ensure that the requirements under the Act relating to the financial statements of the Federation are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual meeting of Council of the Federation;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—SECRETARY

72 Secretary

- (1) The Secretary must—
 - (a) perform any duty or function required under the Act to be performed by the secretary of an incorporated association; and
 - (b) give to the Registrar notice of his or her appointment within 14 days after the appointment; and

Example

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

- (2) The Secretary—
 - (a) must be an eligible member of the Association applied to committee members under rule 50; and
 - (b) is appointed by Council at the annual Meeting of Council on the recommendation of the Executive Committee; and
 - (c) serves for the term of the subsequent financial year of the Federation; and
 - (d) may be reappointed for successive years by Council.

Note

A person is not eligible to be appointed to the office of secretary if they do not reside in Australia.

- (3) The Secretary may resign from the office by written notice addressed to the Executive Committee
- (4) The Secretary ceases to hold office if he or she—
 - (a) ceases to be eligible to be a member of the Association; or
 - (b) ceases to reside in Australia; or
 - (c) otherwise fulfils those conditions leading to removal from or vacation of office of committee members by operation of section 78 of the Act.
- (5) If the position of Secretary becomes vacant, the Executive Committee must appoint an eligible member to the position within 14 days after the vacancy arises.

PART 8—GENERAL MATTERS

73 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
 - (a) the name of the Association 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 General.

74 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Executive Committee has not determined an address to be the registered address—the postal address of the Secretary.

75 Notice requirements

- (1) Any notice required to be given to a delegate of a Constituent Member or a member of the Executive 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 60.
- (3) Any notice required to be given to the Federation or the Executive Committee may be given—
 - (a) by handing the notice to a member of the Executive 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 Executive Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Federation or the Secretary General; or
 - (ii) by facsimile transmission to the facsimile number of the Secretary General.

76 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 meetings of Council;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Federation, including minutes of Executive Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) The Executive Committee may refuse to permit a member to inspect records of the Federation that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Federation.
- (3) The Executive Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Federation referred to in this rule and the Federation may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Federation and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Federation.

77 Language

The language of the Federation shall be English.

78 Standing orders

The Council may from time to time enact Standing Orders for the effective operation of the Federation.

79 Winding up and cancellation

- (1) The Federation may be wound up voluntarily by special resolution, at a meeting of Council at which not less than two-thirds of the members are present.
- (2) In the event of the winding up or the cancellation of the incorporation of the Federation, the surplus assets of the Federation must not be distributed to any individual members or former members of the Federation in their personal capacity defined by rule 50 or to persons who are former members of a Society or Group that is a Constituent Member of the Federation or a former Constituent Member.
- (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 Federation and which is not carried on for the profit or gain of its individual members.
- (4) Any and all assets remaining after full settlement of all just debts and liabilities incurred by the Federation shall be disposed of by gift or transfer to such other institution or institutions, organisation or organisations, having purposes wholly or in part similar to the purposes of the Federation.
- (5) If and so far as effect cannot be given to the provision under subrule (4), then such remaining assets shall be given or transferred to some charitable purposes, the body to receive such assets not being carried on for the profit or gain of its individual members.
- (6) The body or bodies to which the surplus assets are to be given under this rule must be decided by special resolution.

80 Alteration of Rules

- (1) These Rules may only be altered by special resolution of a meeting of Council of the Federation.
- (2) For the purposes of subrule (1) the special resolution may be decided by an affirmative vote of three fourths of the votes cast in a ballot in accordance with the procedure set out in rule 55.
- (3) In the case of special resolution to be decided at a meeting of Council under subrule (1), proposed changes to these rules must be communicated in writing to the Secretary-General not less than 60 days before a Council meeting. The Secretary-General shall in turn notify all members of the Executive Committee and all Constituent Members through their delegates of such proposals not less than 30 days before the meeting of Council.
- (4) In the case of special resolution to be decided by ballot under subrule (2), proposed changes to these Rules must be communicated in writing to the Secretary-General. The Secretary-General shall in turn notify all members of the Executive Committee and all Constituent Members through their delegates of such proposals not less than 42 days before closing date for the ballot outside of Council meeting.

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 Association is taken to have adopted its own rules, not the model rules.

