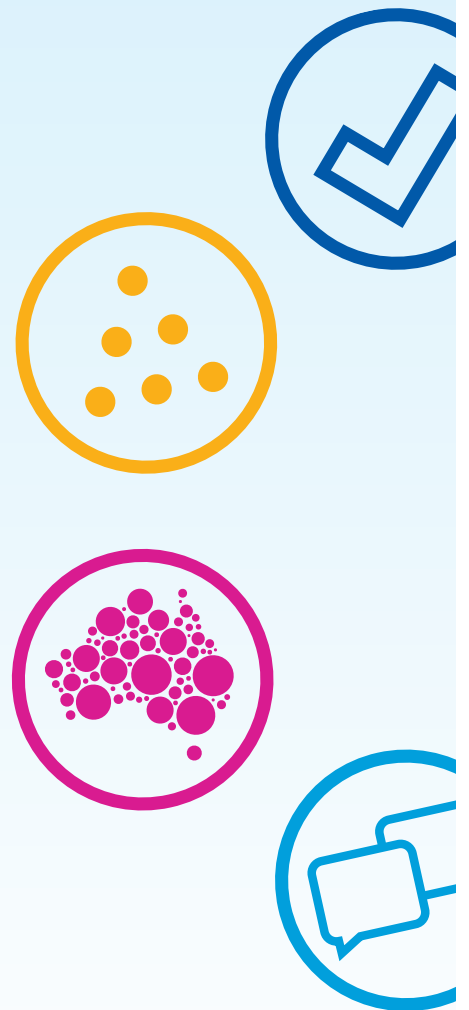


# AMSRS CONSTITUTION

*The interests of the nation and the community are served by the informed decision-making that results from having a research profession that adopts high standards of ethics, quality and professional development; and whose interests are effectively articulated.*



# Australian Market and Social Research Society Ltd

ABN 19 002 882 635

## CONSTITUTION

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## PART 2 – NAME, OBJECT AND POWERS

### 2. Name

The name of the company is “Australian Market and Social Research Society Ltd” (in this constitution, “the Society”).

### 3. Object

The object of the Society is to advance the market and social research profession in Australia by:

- (a) providing education and member services;
- (b) setting and promoting high professional standards; and
- (c) communicating and engaging with stakeholders and the wider community.

### 4. Legal Capacity and Powers

#### 4.1 The Society has:

- (a) the legal capacity and powers of an individual, and
- (b) all the powers of an incorporated body.

See section 124 of the Corporations Act.

#### 4.2 The Society may only:

- (a) exercise its powers; and
- (b) use its income and assets (including any surplus);

for its object.

### 5. Not For Profit

#### 5.1 The Society must not distribute any surplus, income or assets directly or indirectly to its members.

#### 5.2 Clause 5.1 does not prevent the Society from paying its members (including directors):

- (a) reimbursement for expenses properly incurred by them, and

- (b) for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

## PART 3 – MEMBERSHIP

### 6. Eligibility

Any individual who:

- (a) supports the object of the Society; and
- (b) agrees to comply with the Code of Professional Standards\*;

is eligible for membership.

### 7. Categories

#### 7.1 The Society has the following categories of membership:

- (a) full members (including fellows), and
- (b) associate members.

#### 7.2 The Board may by regulation\* create other categories of membership, including subcategories.

#### 7.3 The Board must by regulation\* prescribe the qualifications (if any) for each category of membership.

### 8. Applications

#### 8.1 Applications for membership must be:

- (a) in writing, stating that the applicant:
  - (i) wishes to become a member of the Society;
  - (ii) supports the object of the Society;
  - (iii) agrees to comply with the Code of Professional Standards\*, constitution and regulations\* of the Society; and
  - (iv) undertakes to contribute up to \$20 to the Society’s property, if the Society is wound up;
- (b) accompanied by the first subscription; and
- (c) sent or given to the Society.

8.2 The Board may by regulation\* prescribe a membership application form for the purposes of clause 8.1(a), in which case applications for membership must be in the prescribed form.

## **9. Approval**

9.1 The Board must:

- (a) by resolution approve or reject the application; and
- (b) notify the applicant whether the application has been approved or rejected.

9.2 No reason need be given for the rejection of an application.

9.3 If the Board approves the application:

- (a) the applicant becomes a member from the date of the Board meeting; and
- (b) the name and address of the new member, the category of membership and the date of becoming a member must be entered in the register of members.

9.4 If the Board rejects the application, it must return the subscription to the applicant.

## **10. Subscriptions**

10.1 The Board must by regulation\* set the subscription.

10.2 The amount of the subscription and the date for payment may vary according to criteria set by the Board in the regulation\*, including the category of membership.

10.3 The voting and other rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.

## **11. Rights and Obligations**

11.1 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 15.

11.2 By becoming and remaining members, members agree

- (a) to support the object of the Society; and
- (b) to comply with the Code of Professional Standards\*.

11.3 Members also agree that all intellectual property created by them while participating in the Society belongs to the Society and must not be used without its permission.

11.4 Members must at all times comply with the constitution and regulations\*.

11.5 This constitution is an enforceable contract between the Society and each member.

See section 140 of the Corporations Act.

## **12. Liability**

12.1 The liability of members is limited to the amount specified in clause 12.2.

12.2 If the Society is wound up, each member undertakes to contribute up to \$20 to the Society's property.

12.3 In clause 12.2, "member" includes a former member who was a member at any time during the year ending on the day of the commencement of the winding up, subject to clause 12.4.

12.4 Former members need not contribute in respect of a debt or liability of the Society contracted after they ceased to be a member.

## **13. Discipline**

13.1 The Board may by resolution passed by an absolute majority\* reprimand, suspend or expel a member for:

- (a) failing to comply with the Code of Professional Standards\*, constitution or regulations\*; or
- (b) conduct prejudicial to the Society.

13.2 The Board must not pass a resolution under clause 13.1 unless the member has been:

- (a) informed of what it is alleged the member has done; and
- (b) given a reasonable opportunity to be heard.

13.3 The Society may not fine members.

13.4 Without limiting clause 41.4, the Board may delegate its powers under this clause to a discipline committee appointed by the Board.

13.5 The members of the discipline committee need not be directors or members of the Society.

13.6 Clauses 13.1 and 13.2 apply to the discipline committee in the same way as the Board.

## **14. Resignation**

- 14.1 Members may resign by writing to the Society.
- 14.2 Members whose subscriptions are more than 3 months in arrears are taken to have resigned.

## **15. Cessation**

- 15.1 Members cease to be members on resignation, expulsion or death.
- 15.2 If a member ceases to be a member, the date of ceasing to be a member must be entered in the register of members.

## **16. Register of Members**

The Board must ensure that a register of members is kept in which are entered:

- (a) the name of each member,
- (b) the address for notices last given by the member,
- (c) the category of membership,
- (d) the date of becoming a member, and
- (e) in the case of former members – the date of ceasing to be a member.

See section 169 of the Corporations Act.

## **17. Grievance Procedure**

- 17.1 The grievance procedure in this clause applies to disputes under this constitution between:
- (a) a member and another member, and
  - (b) a member and the Board or the Society.
- 17.2 The parties must first attempt to resolve the dispute themselves.
- 17.3 If the parties are unable to resolve the dispute, the Board must appoint a conciliator and arbitrator (in this clause, “conciliator”).
- 17.4 The conciliator:
- (a) must not have a personal interest in the dispute;
  - (b) must not be biased in favour of or against any party;
  - (c) may be a member or former member; and
  - (d) if possible, must be appointed with the agreement of all parties.

- 17.5 The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard.
- 17.6 The parties must in good faith attempt to resolve the dispute by conciliation.
- 17.7 The conciliator may during, and must at the end of, the conciliation attempt to resolve the dispute by agreement between the parties.
- 17.8 If the conciliator is unable to resolve the dispute by agreement between the parties, the conciliator must determine the respective rights and obligations under this constitution of the parties and any other members.
- 17.9 A determination of a conciliator under clause 17.8 is binding on the parties and all members.
- 17.10 A party may appoint another person to act on its behalf in the grievance procedure.
- 17.11 The State, Territory and Commonwealth Acts applying to commercial arbitrations do not apply to the grievance procedure in this clause.

## **PART 4 – GENERAL MEETINGS**

### **18. Annual General Meeting**

- 18.1 The Board must convene\* an annual general meeting to be held:
- (a) at least once in each calendar year, and
  - (b) within 5 months after the end of the Society’s financial year.
- See section 250N of the Corporations Act.
- 18.2 The Board must send full members\* copies of the reports referred to in clause 18.3 with the notice of the annual general meeting.
- See sections 314 and 315 of the Corporations Act.
- 18.3 The Board must lay before the annual general meeting the annual financial report, directors’ report and auditor’s report for the last financial year.
- See section 317 of the Corporations Act.
- 18.4 The ordinary business of the annual general meeting is:
- (a) to verify the minutes of:
    - (i) the last annual general meeting, and

(ii) any special general meetings since the last annual general meeting; and

(b) to consider the annual financial report, directors' report and auditor's report (including questions and comments from full members\* on the management of the Society).

18.5 The annual general meeting may only consider other business of which notice has been given in accordance with clause 20.2(c).

## 19. Special General Meetings

19.1 The Board may convene\* a special general meeting.

19.2 The Board must convene\* a special general meeting if requested by full members\* in accordance with the Corporations Act.

See section 249D of the Corporations Act.

19.3 Full members\* may themselves convene\* a special general meeting in accordance with the Corporations Act.

See section 249F of the Corporations Act.

19.4 Special general meetings may only consider business of which notice has been given in accordance with clause 20.2(c).

## 20. Notice

20.1 At least 21 days notice in writing of general meetings must be given to:

(a) each full member\* (including each director), and

(b) the Society's auditor.

20.2 The notice must state:

(a) the date, time and place (or places) of the meeting,

(b) if the meeting is to be held at more than 1 place – the technology that will be used,

(c) the general nature of each item of business to be considered, and

(d) if a special resolution\* is to be proposed:

(i) the proposed resolution, and

(ii) that it is intended that the resolution be proposed as a special resolution\*.

See section 249L(1) of the Corporations Act.

20.3 The notice must include under clause 20.2(c) any business that any full member\* has requested in writing be considered at least 1 month before the notice is sent.

20.4 The notice must also include:

(a) a statement that:

(i) all full members\* have the right to appoint a proxy to attend, speak and vote instead of the member in accordance with clause 21, and

(ii) proxies need not be members, and

See section 249L(1) of the Corporations Act.

(b) a copy of clause 21.

20.5 The notice may (but need not) include a form of appointment for the purposes of clauses 20.4 and 21.

20.6 If a general meeting is adjourned for 1 month or more, new notice of the resumed meeting must be given.

20.7 Despite clause 20.1, the accidental omission to give notice of the meeting to a person entitled to notice, or the non-receipt of notice of the meeting by a person entitled to notice does not invalidate the meeting, except as provided by the Corporations Act.

See section 1322(3) of the Corporations Act.

## 21. Proxies

21.1 Full members\* may appoint any person (including another full member\*) as a proxy.

See section 249X(1) of the Corporations Act.

21.2 Appointments of proxies must be:

(a) in writing, naming the person (or persons, in order) appointed;

(b) signed by the full member\* making the appointment; and

(c) sent to the Society before the meeting; or

(d) given to the chair of the meeting before or at the commencement of the meeting.

- 21.3 Appointments of proxies are valid if they contain the information required by clause 21.2.

Compare section 250A(1) of the Corporations Act.

- 21.4 Proxies may exercise all the rights of full members\* at general meetings.

## 22. Use of Technology

General meetings may be held at more than 1 place, provided that the technology used enables each full member\* and proxy present at all places the meeting is held to clearly and simultaneously communicate with every other such person.

## 23. Quorum

- 23.1 The quorum for consideration of the ordinary business of the annual general meeting is the presence in person of at least 9 full members\*.
- 23.2 The quorum for consideration of a proposed resolution (including a special resolution\*) recommended by the Board is the presence in person or by proxy of at least 5% of full members\*.
- 23.3 The quorum for the consideration of all other business at general meetings is the presence in person or by proxy of at least 25% of full members\*.
- 23.4 If a quorum is not present within 30 minutes from the time of the meeting of which notice has been given, the meeting must not proceed.

## 24. Chairing

- 24.1 The President is entitled to chair general meetings.
- 24.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.
- 24.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the meeting must elect another full member\* to chair.
- 24.4 The chair of the meeting does not have a casting vote.

## 25. Voting

- 25.1 Only full members\* are entitled to vote at general meetings

- 25.2 Each full member\* has 1 vote.
- 25.3 Full members\* may vote in person or by proxy.
- 25.4 Unless a poll is demanded, voting is by show of hands.
- 25.5 Proxies are not entitled to vote on a show of hands (but this does not prevent full members\* appointed as proxies from voting as full members\* on a show of hands).
- 25.6 If an equal number of votes are cast for and against a proposed resolution or amendment, the chair of the meeting must declare the proposed resolution or amendment lost.
- 25.7 A challenge to a right to vote:
- (a) may only be made at the meeting; and
  - (b) must be determined by the chair of the meeting, whose decision is final.

## 26. Poll

- 26.1 Any person entitled to vote (including proxies and the chair of the meeting) may demand a poll on any resolution, other than a resolution concerning:
- (a) the election of the chair of the meeting, or
  - (b) the adjournment of the meeting.
- 26.2 The poll may be demanded:
- (a) before a vote is taken,
  - (b) before the voting results on a show of hands are declared, or
  - (c) immediately after the voting results on a show of hands are declared.
- 26.3 The poll must be taken when and in the manner the chair of the meeting directs.
- 26.4 On a poll, proxies:
- (a) need not cast any or all of their votes as proxies, unless they are the chair of the meeting;
  - (b) may cast their votes in different ways; and
  - (c) if:
    - (i) they do cast votes as proxies; and
    - (ii) the appointment of proxy specifies the way the proxy is to vote on a proposed resolution;must vote that way.

26.5 A demand for a poll may be withdrawn.

## **PART 5 – DIRECTORS**

### **27. Number and Type**

- 27.1 The Society has between 6 and 9 directors:
- (a) 6 elected directors – 3 elected each year under clause 28, with staggered 2 year terms; and
  - (b) up to 3 co-opted directors – appointed under clause 30.
- 27.2 The Society does not have:
- (a) alternate directors, or
  - (b) a managing director.

### **28. Election**

- 28.1 Before the annual general meeting each year the full members\* must elect 3 directors for a 2 year term.
- 28.2 Only full members\* who are not employees of the Society are eligible to be elected as directors.
- 28.3 A Division Chair referred to in clause 55.3 who is elected as a director (or appointed to fill a casual vacancy) is taken to have resigned as Division Chair.
- 28.4 An elected director who has held office for 3 consecutive terms (not including part of a term filled as a casual vacancy) is not eligible to be re-elected without a break of at least 5 years.
- 28.5 At least 7 weeks before the annual general meeting the Society must give notice in writing of the close of nominations to each full member\*. The notice may include a nomination form.
- 28.6 The Board may by regulation\* prescribe a nomination form for the purposes of this clause, in which case nominations must be in the prescribed form.
- 28.7 Nominations must be:
- (a) signed by:
    - (i) 3 full members\*, nominating the candidate; and
    - (ii) the candidate, consenting to act as a director; and

- (b) received by the Society no later than 5.00 pm on the last business day 5 weeks before the annual general meeting.

- 28.8 Either the original nomination must be received, or a copy lodged electronically in accordance with the regulations\*.
- 28.9 The Board must by regulation\* provide for candidate statements and photographs to be submitted before the close of nominations and published to members before the ballot opens.
- 28.10 If the number of nominations received is fewer than or equal to the number of positions to be elected, those candidates must be declared elected.
- 28.11 If the number of nominations received is more than the number of positions to be elected, a ballot must be held in accordance with clause 29.
- ### **29. Ballot**
- 29.1 The ballot must be a secret ballot.
- 29.2 The ballot may be conducted by post, telephone or email, online, or by any other means approved by the Board by regulation\*.
- 29.3 Only full members\* are entitled to vote in the ballot.
- 29.4 The Society must give notice in writing of the ballot to all full members\* before the ballot opens.
- 29.5 The ballot must remain open for at least 2 weeks.
- 29.6 Each full member\* may only vote once.
- 29.7 The voting system is first past the post.
- 29.8 Full members\* may vote for up to as many candidates as there are positions to be elected.
- 29.9 The ballot must close at 5.00 pm on the last business day 1 week before the annual general meeting.
- 29.10 If 2 or more candidates receive the same number of votes, and 1 or some but not all of those candidates must be elected, the candidate or candidates to be elected must be decided by lot.



### **30. Co-option**

30.1 The Board may:

- (a) at its first meeting after each annual general meeting, and
  - (b) at any subsequent meeting,
- co-opt up to 3 additional directors.

30.2 Only individuals who:

- (a) have relevant experience and expertise;
  - (b) are (or become) members;
  - (c) are not employees of the Society; and
  - (d) consent in writing to act as a director;
- are eligible to be co-opted.

30.3 The Board may by resolution decide when the term of office of a co-opted director is to begin and end.

30.4 Before co-opting directors, the Society may call for expressions of interest, by advertisement or otherwise.

### **31. Term of Office**

31.1 Elected directors hold office:

- (a) from the end of the first annual general meeting after they are elected,
- (b) until the end of the third annual general meeting after they are elected,

subject to clauses 31.3–31.6.

31.2 Co-opted directors hold office:

- (a) from the time they are co-opted,
- (b) until the end of the annual general meeting after they are co-opted,

subject to clauses 30.3 and 31.3–31.6.

31.3 Directors may be re-elected and co-opted again, subject to clause 28.4.

31.4 Directors may resign by writing to the Society.

31.5 Directors cease to hold office if they:

- (a) cease to be a member;
- (b) become an employee of the Society;
- (c) fail to attend 3 consecutive Board meetings without leave of absence under clause 53;
- (d) receive any payment from the Society otherwise than in accordance with this constitution; or

- (e) become disqualified under the Corporations Act.

See Part 2D.6 of the Corporations Act.

31.6 Directors may be removed by a general meeting in accordance with the Corporations Act. The resulting vacancy may be filled at the general meeting.

See section 203D of the Corporations Act.

31.7 If there is a vacancy in directors (including a vacancy under clause 31.6 not filled at the general meeting), the Board may appoint an individual who would be eligible to be elected under clauses 28.2–28.4 to fill the vacancy for the remainder of the term of office.

31.8 The Board may continue to act despite any vacancy in directors.

31.9 Even if it is subsequently found that a person who has acted as a director was not properly elected, co-opted or appointed, the validity of:

- (a) the acts of that person as a director, and
- (b) decisions of Board meetings in which that person has participated;

is not affected.

### **32. Notification to ASIC**

The Society must notify ASIC\* within 28 days of any change in its directors or Secretary, or their personal details.

See section 205B of the Corporations Act.

### **33. Duties**

33.1 Each director has the duties prescribed by the Corporations Act, including those of:

- (a) reasonable care and diligence,
- (b) good faith and proper purpose,
- (c) proper use of position, and
- (d) proper use of information.

See Part 2D.1 of the Corporations Act.

33.2 Without limiting clause 33.1, each director also has a fiduciary duty to act in the best interests of the Society as a whole.

### **34. Remuneration**

The Board may by regulation\* set reasonable remuneration to be paid to directors (including reimbursement for expenses), subject to the Corporations Act.

See section 211 of the Corporations Act.

### **35. Indemnity**

The Society indemnifies its directors and Secretary against any liability incurred in that capacity (other than to the Society or a related body corporate), unless the liability did not arise out of conduct in good faith.

## **PART 6 – OFFICE-BEARERS**

### **36. Positions**

36.1 The Society has the following office-bearers:

- (a) President,
- (b) Vice-President,
- (c) Treasurer, and
- (d) Secretary.

36.2 The Board may by regulation\* establish other office-bearer positions.

### **37. Election**

37.1 The Board must at its first meeting after the annual general meeting each year elect the office-bearers (other than the Secretary) from among the directors.

37.2 A director who has already been elected to a particular office-bearer position 5 consecutive times (including filling a vacancy) is not eligible to be elected again to that position without a break of at least 5 years.

### **38. Term of Office**

38.1 Office-bearers hold office from the time of their election until their successor is elected, subject to clauses 38.2–38.4.

38.2 Office-bearers may resign by writing to the Society.

38.3 Office-bearers who cease to be directors, other than by the expiry of their term of office, cease to be office-bearers.

38.4 Office-bearers may be removed by resolution passed by an absolute majority\* of the Board.

38.5 The Board must as soon as practicable fill vacancies in office-bearer positions for the remainder of the term.

38.6 This clause does not apply to the Secretary.

### **39. Secretary**

39.1 The Board must appoint a Secretary of the Society in accordance with the Corporations Act.

See Part 2D.4 of the Corporations Act.

39.2 Unless the Board otherwise resolves, the Chief Executive Officer is to be appointed Secretary.

## **PART 7 – THE BOARD**

### **40. Membership**

The members of the Board are the directors of the Society.

### **41. Responsibility and Powers**

41.1 The Board is responsible for both the governance and management of the Society.

41.2 The Board must by regulation\* delegate the management of the Society to the Chief Executive Officer.

41.3 The Board may exercise all powers of the Society on its behalf.

41.4 The Board may delegate its powers as it considers appropriate.

41.5 No delegation by the Board under this clause limits the duties and liability of each Board member.

### **42. Committees**

42.1 The Board may establish committees with such membership and terms of reference as it considers appropriate.

42.2 Without limiting clause 42.1, the Board must by regulation\* establish an Audit and Risk Committee.

### **43. Code of Professional Standards**

The Board must by resolution passed by an absolute majority\* prescribe a Code of Professional Standards to be complied with by members in accordance with clause 11.2(b).

#### **44. Regulations**

- 44.1 The Board may by resolution passed by an absolute majority\* make regulations to give effect to this constitution.
- 44.2 Members must at all times comply with the regulations as if they formed part of this constitution.

#### **45. Public Statements**

- 45.1 The Board may by regulation\* or resolution authorise an office-bearer, the Chief Executive Officer or other person to make public statements on behalf of the Society.
- 45.2 No person may make any public statement on behalf of the Society unless authorised by the Board.

### **PART 8 – BOARD MEETINGS**

#### **46. Convening**

- 46.1 The Secretary, President or any 3 directors may convene\* a Board meeting.
- 46.2 Ordinary Board meetings must be held at least 6 times each year.
- 46.3 At its first meeting after the annual general meeting each year the Board must by resolution set the dates, times and places of ordinary Board meetings until the next annual general meeting.
- 46.4 The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

#### **47. Notice**

- 47.1 Each director must be given at least 7 days notice in writing of Board meetings, subject to clause 47.4.
- 47.2 Notice may be given of more than 1 Board meeting at the same time.
- 47.3 The notice must state the date, time and place (or places) of the meeting, but need not include the business to be considered.
- 47.4 In cases of urgency a meeting may be held without the notice required by clause 47.1, provided that:
- (a) as much notice as practicable is given to each director by the quickest practicable means; and
  - (b) resolutions may only be passed by an absolute majority\*.

#### **48. Use of Technology**

- 48.1 Board meetings may be held at more than 1 place, provided that the technology used enables each director present at all places the meeting is held to clearly and simultaneously communicate with every other such director.
- 48.2 Without limiting clauses 47.4(a) and 48.1, Board meetings may be convened\* and held by telephone.
- 48.3 By becoming and remaining a director, all directors are taken to consent to this clause.

#### **49. Quorum**

The quorum for Board meetings is the presence in person of a majority of the directors at the time.

#### **50. Chairing**

- 50.1 The President is entitled to chair Board meetings.
- 50.2 If the President is not present, or does not wish to chair the meeting, the Vice-President is entitled to chair.
- 50.3 If neither the President nor the Vice-President is present, or if neither wishes to chair the meeting, the Board must elect another director to chair.
- 50.4 The chair of the meeting does not have a casting vote.

#### **51. Voting**

- 51.1 Each director present at a Board meeting has 1 vote.
- 51.2 There is no voting by proxy.
- 51.3 If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

#### **52. Conflict of Interest**

- 52.1 Each director who has a material personal interest in a matter that relates to the affairs of the Society must as soon as practicable after becoming aware of the interest give the other directors notice of the interest at a Board meeting, unless otherwise provided by the Corporations Act.

See section 191(2) of the Corporations Act.

- 52.2 The notice required by clause 52.1 must include details of:
- (a) the nature and extent of the interest, and
  - (b) the relation of the interest to the affairs of the Society;
- and these details must be recorded in the minutes of the meeting.
- 52.3 Each director who has a material personal interest in a matter that is being considered at a Board meeting:
- (a) must not be present while the matter is being considered; and
  - (b) must not vote on the matter;
- except as provided by the Corporations Act. See section 195 of the Corporations Act.

### **53. Leave of Absence**

- 53.1 The Board may by resolution grant directors leave of absence from Board meetings for up to 3 months.
- 53.2 The Board may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the director concerned to seek leave of absence in advance.

### **54. Resolutions without Meeting**

- 54.1 A resolution agreed to in writing by all directors has the same effect as a resolution passed at a Board meeting.
- 54.2 In clause 54.1, “all directors” does not include those directors who:
- (a) would be prohibited by clause 52.3 from voting on the matter at a Board meeting; or
  - (b) have leave of absence from Board meetings under clause 53.

## **PART 9 – DIVISIONS**

### **55. Divisions**

- 55.1 The Board may by regulation\* establish Divisions of the Society.
- 55.2 Each Division must have a Division Committee constituted in accordance with the regulations\*.
- 55.3 Each Division must have as its sole office-bearer a Division Chair elected in accordance with the regulations\*.

- 55.4 A director is not eligible to be elected as Division Chair.
- 55.5 The regulations\* under clauses 55.2 and 55.3 must specify the responsibilities and powers (if any) of the Division Committee and the Division Chair.
- 55.6 To avoid doubt, the funds and other property of the Divisions belong to the Society and are subject to the control of the Board and the Chief Executive Officer.

## **PART 10 – FINANCIAL AND LEGAL**

### **56. Chief Executive Officer**

- 56.1 The Board must appoint a Chief Executive Officer of the Society.
- 56.2 The Chief Executive Officer is responsible to the Board for the management of the Society.
- 56.3 The Chief Executive Officer must attend all meetings of the Board, unless excused or requested not to by the Board.

### **57. Sources of Funds**

The funds of the Society may be derived from subscriptions, donations, fund-raising activities, sales, grants, interest and any other sources approved by the Board.

### **58. Financial Year**

The financial year of the Society is from 1 July to 30 June, unless the Board otherwise determines under the Corporations Act. See section 323D of the Corporations Act.

### **59. Accounts**

The Society must keep written financial records that:

- (a) correctly record and explain its transactions, and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited.

See section 286 of the Corporations Act.

### **60. Audit**

- 60.1 The Board must within 1 month fill a vacancy in auditor until the next annual general meeting. See section 327C(1) of the Corporations Act.

60.2 The annual general meeting must fill any vacancy in auditor.  
See section 327B(1)(b) of the Corporations Act.

60.3 The Society must have its annual financial report audited in accordance with the Corporations Act.  
See section 301(1) of the Corporations Act.

## **61. Payments**

- 61.1 All payments by the Society must be:
- (a) specifically authorised in writing, and
  - (b) in the case of cheques – signed, by at least 2 persons who are:
  - (c) either directors or employees of the Society, and
  - (d) nominated by the Board by regulation\* or resolution.
- 61.2 The Board may nominate a list of individuals or positions for the purposes of clause 61.1.
- 61.3 Signatories must not sign cheques until the payee and amount have been written in.

## **62. Common Seal**

- 62.1 The Society may have a common seal.  
See section 123(1) of the Corporations Act.
- 62.2 Clauses 62.3–62.7 only apply if the Society has a common seal.
- 62.3 The Society must set out its name and ACN (or ABN) on the common seal.  
See section 123(1)(b) of the Corporations Act.
- 62.4 A document may only be sealed with the common seal if authorised by resolution of the Board.
- 62.5 The sealing must be witnessed by the signatures of at least 2 directors nominated by the Board by regulation\* or resolution.
- 62.6 The Board may nominate a list of individuals or positions to be signatories for the purpose of clause 62.5.
- 62.7 The Board must provide for the safe keeping of the common seal.

## **63. Minutes**

The Board must ensure that:

- (a) minutes are taken and kept of all general meetings, Board meetings and resolutions without a meeting; and
- (b) in the case of minutes of meetings – the minutes are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting; or
- (c) in the case of minutes of resolutions without a meeting – the minutes are signed by a director within a reasonable time after the resolution is passed.

See section 251A(1) of the Corporations Act.

## **64. Records**

- 64.1 The Board must provide for the safe keeping of the records of the Society.
- 64.2 Members may inspect the records of the Society at any reasonable time, subject to clause 64.3.
- 64.3 Members may not inspect the records of the Society that relate to confidential personal, employment, commercial and legal matters.
- 64.4 Copies of the Code of Professional Standards\*, constitution and regulations\* must be freely available to members and applicants for membership.

## **65. Amendment**

- 65.1 This constitution may only be amended by special resolution\*.  
See section 136(2) of the Corporations Act.
- 65.2 Within 14 days after passing a special resolution\* to amend this constitution, the Society must lodge with ASIC\* copies of:
- (a) the special resolution\*, and
  - (b) the amendment.
- See section 136(5) of the Corporations Act.

## **66. Winding Up**

- 66.1 If the Society is wound up, its surplus assets must not be distributed to any member.
- 66.2 The surplus assets must be given to an entity that:
- (a) has a similar object to the Society; and

- (b) also prohibits the distribution of any surplus, income and assets to its members to at least as great an extent as the Society.

66.3 If the Society is wound up voluntarily, the entity to which its surplus assets are to be given must be decided by special resolution\*.

66.4 In this clause, “entity” includes body, trust and fund.

## 67. Notices

67.1 Members (including directors) must give the Society their address for notices, and any change in that address.

67.2 The address for notices may include an email address and a fax number.

67.3 The Society must enter any change in the address of a member in the register of members.

67.4 Notice may be given to a member or director by sending it to the address last given by the member or director.

67.5 In this constitution a period of notice of a meeting expressed in days:

- (a) does not include the day on which notice is given; but
- (b) includes the day on which the meeting is held.

67.6 Notices sent by prepaid post are taken to have been given on the second business day after posting.

67.7 Notices sent by email or fax are taken to have been given on the business day after sending.

## 68. Replaceable Rules

The replaceable rules in the Corporations Act do not apply to the Society, except those in sections 204F, 248G(1), 249M, 249U(4), 249W(2), 250C(2) and 250J(2).

## 69. Interpretation

69.1 In this constitution, unless the contrary intention appears:

- (a) “absolute majority” means a majority of the votes of all directors entitled to vote at the time, whether or not those directors are present, and whether or not they vote;

- (b) “ASIC” means the Australian Securities and Investments Commission;

- (c) “Code of Professional Standards” means the code of professional standards prescribed under clause 43;

- (d) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;

- (e) “full member” and “full members” do not include full members whose voting rights have been suspended under clause 10.3 or 13.1;

- (f) “regulations” means regulations of the Society made under clause 44, and “regulation” has a corresponding meaning;

- (g) “the Society” has the meaning given in clause 2;

- (h) “special resolution” means a resolution at a general meeting:

- (i) of which notice has been given in accordance with clause 20.2(d); and

- (ii) that is passed by at least 75% of the votes cast (in person or by proxy) by those members entitled to vote on the resolution; and

See sections 9 and 249L(1)(c) of the Corporations Act.

- (i) “in writing” includes emails, and forms and other documents sent electronically.

69.2 The headings form part of this constitution.

69.3 This constitution is to be interpreted in accordance with the Corporations Act, except as otherwise provided in this clause.

69.4 The Board is responsible for the interpretation of the constitution and regulations\*.

## 70. Transitional

70.1 In this clause:

- (a) “2012 AGM”, “2013 AGM” and “2014 AGM” mean the annual general meetings held in those years; and

- (b) “old constitution” means the constitution of the Society before this constitution was adopted.

70.2 This clause is taken to come into effect on the date notice is given of the 2012 AGM.

- 70.3 The notice of the 2012 AGM must inform members that, if this constitution is adopted at the 2012 AGM, 6 directors will be elected at the 2012 AGM.
- 70.4 If this constitution is adopted at the 2012 AGM:
- (a) 6 directors must be elected at the 2012 AGM;
  - (b) clauses 28.2 and 28.4 of this constitution apply to the election;
  - (c) clauses 27.1 and 27.2 of the old constitution otherwise apply to the election;
  - (d) the 3 candidates who receive the most votes are elected for a term of office expiring at the end of the 2014 AGM;
  - (e) the 3 candidates who receive the next most votes are elected for a term of office expiring at the end of the 2013 AGM;
  - (f) the 6 directors elected at the 2012 AGM take office at the end of the 2012 AGM; and
  - (g) all other directors cease to hold office at the end of the 2012 AGM.
- 70.5 At the end of the 2014 AGM:
- (a) this clause and the references to it in the table of contents in clause 1 and the index in clause 71 are deleted; and
  - (b) clause 71 is renumbered as clause 70, and the table of contents in clause 1 and the index in clause 70 are amended accordingly.

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