**YOUNG SCIENTISTS OF AUSTRALIA, MELBOURNE CHAPTER INC.**

**Constitution of the Association (2016)**

**TABLE OF PROVISIONS**

**Part I – Preliminary**

**Part II – Powers of Association**

**Part III – Members, Disciplinary Procedures and Grievances**

**Division 1 – Membership**

**Division 2 – Disciplinary Action**

**Division 3 – Grievance Procedure**

**Part IV – General meetings of the Association**

**Part V – Committee**

**Division 1 – Powers of Committee**

**Division 2 – Composition of Committee and duties of members**

**Division 3 – Election of Committee members and tenure of office**

**Division 4 – Meetings of Committee**

**PART VI – Financial Matters**

**PART VII – General Matters**

**PART I — PRELIMINARY**

**1 Name**

The name of the Association shall be the ‘Young Scientists of Australia Melbourne Inc.’.

**2 Purposes**

1. The purposes of the Association are—
	1. to promote science to the youth of Australia; and
	2. to support the personal and professional development of members of the Association.
2. These purposes shall be accomplished through, but not limited to, the following activities;
	1. the coordination of and involvement in educational outreach programs; and
	2. social events for members; and
	3. training and professional development events for members; and
	4. science communication events, publications and broadcasts.

**3 Financial year**

The financial year of the Association is each period of 12 months ending on 15 February.

**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);

**Chairperson**, **of a general meeting or committee meeting**, means the person chairing the meeting as required under rules 40 and 71;

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

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

**Committee member** means a member of the Committee elected or appointed under Division 3 of Part V;

**Disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 23;

**Disciplinary** **meeting** means a meeting of the Committee convened for the purposes of rule 21;

**Disciplinary** **subcommittee** means the subcommittee appointed under rule 19;

**Financial** **year** means the 12-month period specified in rule 3;

**General** **meeting** means a general meeting of the members of the Association convened in accordance with Part IV and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**Member** means a member of the Association;

**Member** **entitled** **to** **vote** means a member who under rule 12(2) is entitled to vote at a general meeting;

**Special** **resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

**The** **Registrar** means the Registrar of Incorporated Associations.

**PART II — 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—
	1. acquire, hold and dispose of real or personal property;
	2. open and operate accounts with financial institutions;
	3. invest its money in any security in which trust monies may lawfully be invested;
	4. raise and borrow money on any terms and in any manner as it thinks fit;
	5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
	6. appoint agents to transact business on its behalf;
	7. 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 members.
2. Subrule (1) does not prevent the Association from paying a member—
	1. reimbursement for expenses properly incurred by the member; or
	2. for goods or services provided by the member—
		1. if this is done in good faith on terms no more favourable than if the member was not a member.

**PART III — MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

**Division 1—Membership**

**7 Minimum number of members**

1. If the Association does not have at least 5 members for a continuous period of six months, the Association must be wound up in accordance with rule 86.
2. Honorary life members are not counted as members of the Association under subrule (1).

**8 Eligibility of Normal Members**

1. Any person who supports the purposes of the Association is eligible for membership.
2. Eligible persons must also—
	1. have completed Year 8 of secondary school; and
	2. be under the age of twenty-six.

**9 Application for Membership**

1. To apply to become a member of the Association, a person must submit a written application to the Secretary, via the document approved by the Committee, stating that the person—
	1. wishes to become a member of the Association; and
	2. supports the purposes of the Association; and
	3. agrees to comply with these Rules.
2. The application—
	1. must be signed by the applicant; and
	2. may be accompanied by the 12-month membership fee; and
	3. must be lodged with the Secretary of the Association.
3. The 12-month membership fee is determined by the Committee and the 12-month membership period begins the day the fee is paid.
4. **Acceptance of Members**
5. As soon as practicable after an application for membership is received, the Secretary must decide whether to accept or reject the application.
	1. The Secretary must confirm their decision with at least two office bearers.
6. The Secretary must notify the applicant in writing of their decision as soon as practicable after the decision is made.
7. If the Secretary rejects the application, he or she must return any money accompanying the application to the applicant.
8. No reason need be given for the rejection of an application.

**11 New Membership**

1. If an application for membership is approved, the Secretary 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 person becomes a member of the Association and, subject to rule 12(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
	1. the Secretary approves the person's membership; or
	2. the person pays the 12-month membership fee.

**12 General Rights of Members**

1. A member of the Association who is entitled to vote has the right—
	1. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
	2. to submit items of business for consideration at a general meeting; and
	3. to attend and be heard at general meetings; and
	4. to vote at a general meeting; and
	5. to have access to the minutes of general meetings and other documents of the Association as provided under rule 85; and
	6. to inspect the register of members.
2. A member is entitled to vote if—
	1. more than seven days have passed since he or she became a member of the Association; and
	2. the member's membership rights are not suspended for any reason; and
	3. the member is aged 15-25.

**13 Honorary Life Membership**

1. Honorary Life Membership is a title of recognition for services to the Association that are deemed to be outstanding.
2. The committee may, by resolution, confer an honorary life membership upon any member or former member of the Association.
	1. Rule 8 of these Rules does not apply to honorary life members.
3. The Committee may, by resolution, cease an honorary life membership if they are satisfied that individual—
	1. no longer upholds the purposes of the Association;
	2. has failed to follow these Rules; or
	3. any other policy of the Association.
4. An honorary life membership conferred under sub rule (2), or ceased under sub rule (3) must be confirmed by special resolution at the next general meeting of the Association.
5. An honorary life member is entitled to all rights conferred upon members of the Association, as detailed in these rules.
	1. Attendance at events and activities run by the Association must be first confirmed with the Committee, at least 72 hours prior.
6. The Secretary must record Honorary Life Members as such on the register of members.

**14 Rights not transferable**

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

**15 Ceasing membership**

1. The membership of a person ceases on resignation, expulsion or death.
2. If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

**16 Resigning as a member**

1. A member may resign by notice in writing given to the Association.
2. A member is taken to have resigned if—
	1. the member's annual subscription is more than four weeks in arrears; or
	2. where no annual subscription is payable—
		1. the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
		2. the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

**17 Register of members**

1. The Secretary must keep and maintain a register of members that includes—
	1. for each current member—
		1. the member's name;
		2. the address for notice last given by the member;
		3. the date of becoming a member;
		4. any other information determined by the Committee; and
	2. for each former member, the date of ceasing to be a member.
2. Any member may, at a reasonable time and free of charge, inspect the register of members.

**Division 2—Disciplinary action**

**18 Grounds for taking disciplinary action**

1. The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—
	1. has failed to comply with these Rules; or
	2. refuses to support the purposes of the Association; or
	3. has engaged in conduct prejudicial to the Association; or
	4. has failed to comply with any policy of the Association.

**19 Disciplinary subcommittee**

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

**20 Notice to member**

1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
	1. stating that the Association proposes to take disciplinary action against the member; and
	2. stating the grounds for the proposed disciplinary action; and
	3. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
	4. advising the member that he or she may do one or both of the following—
		1. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
		2. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
	5. setting out the member's appeal rights under rule 22.
2. The notice must be given no earlier than 21 days, and no later than 14 days, before the disciplinary meeting is held.

**21 Decision of subcommittee**

1. At the disciplinary meeting, the disciplinary subcommittee must—
	1. give the member an opportunity to be heard; and
	2. consider any communications submitted by the member.
2. After complying with subrule (1), the disciplinary subcommittee may—
	1. take no further action against the member; or
	2. subject to subrule (3)—
		1. reprimand the member; or
		2. suspend the membership rights of the member for a specified period; or
		3. prohibit the member from attending events and activities run by, or associated with, the Association; or
		4. 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.

**22 Appeal rights**

1. A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
2. The notice must be in writing and given—
	1. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
	2. to the Secretary not later than 48 hours after the vote.
3. If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event, not later than 21 days, after the notice is received.
4. Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable, but not less than seven days prior to the meeting and must—
	1. specify the date, time and place of the meeting; and
	2. state—
		1. the name of the person against whom the disciplinary action has been taken; and
		2. the grounds for taking that action; and
		3. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

**23 Conduct of disciplinary appeal meeting**

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

**Division 3—Grievance procedure**

**24 Application**

1. The grievance procedure set out in this Division applies to disputes under these Rules between—
	1. a member and another member;
	2. a member and the Committee, not otherwise specified in these Rules;
	3. 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.

**25 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.

**26 Appointment of mediator**

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must —
	1. within 3 days, notify the Committee of the dispute; and
	2. within 10 days, request and agree to the appointment of a mediator; and
	3. within 21 days, attempt in good faith to settle the dispute by mediation.
2. The mediator must be—
	1. a person chosen by agreement between the parties; or
	2. in the absence of agreement—
		1. if the dispute is between a member and another member—a person appointed by the Committee; or
		2. 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—
	1. has a personal interest in the dispute; or
	2. is biased in favour of or against any party.

**27 Mediation process**

1. The mediator to the dispute, in conducting the mediation, must—
	1. give each party every opportunity to be heard; and
	2. allow due consideration by all parties of any written statement submitted by any party; and
	3. ensure that natural justice is accorded to the parties throughout the mediation process.
2. The mediator must not determine the dispute.
3. The parties must, in good faith, attempt to settle the dispute by mediation

**28 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 IV — GENERAL MEETINGS OF THE ASSOCIATION**

**29 Annual general meetings**

1. The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
2. The Committee may determine the date, time and place of the annual general meeting.
3. The ordinary business of the annual general meeting is as follows—
	1. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
	2. to receive and consider—
		1. the annual report of the Committee on the activities of the Association during the preceding financial year; and
		2. the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part VII of the Act.
	3. to explain nominations, voting procedures, ballot paper rules and all other relevant procedures outlines in these Rules;
	4. to determine, by resolution, the number of ordinary members that will be elected to the Committee;
	5. to elect the members of the Committee;
	6. to confirm or vary the amounts (if any) of the 12-month membership fee.
4. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

**30 Special general meetings**

1. Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
2. The Committee may convene a special general meeting whenever it thinks fit.
3. No business other than that set out in the notice under rule 32 may be conducted at the meeting.

**31 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 15% of the total number of members.
2. A request for a special general meeting must—
	1. be in writing; and
	2. state the business to be considered at the meeting and any resolutions to be proposed; and
	3. include the names and signatures of the members requesting the meeting; and
	4. be given to the Secretary; and
	5. be acknowledged by the Secretary no more than 48 hours after receipt.
3. If the Committee does not convene a special general meeting within two months after the date on which the request is made, the members making the request (or any one of them) may convene the special general meeting.
4. A special general meeting convened by members under subrule (3)—
	1. must be held within three months after the date on which the original request was made; and
	2. 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).

**32 Notice of general meetings**

1. The Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of the Association—
	1. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
	2. at least 14 days' notice of a general meeting in any other case.
2. The notice must—
	1. specify the date, time and place of the meeting; and
	2. indicate the general nature of each item of business to be considered at the meeting; and
	3. if a special resolution is to be proposed—
		1. state in full the proposed resolution; and
		2. state the intention to propose the resolution as a special resolution; and
	4. comply with rule 33(7).
3. Notice may be given—
	1. by handing the notice to the member personally; or
	2. by sending it by post to the member at the address recorded for the member on the register of members; or
	3. by email or facsimile transmission.
4. This rule does not apply to a disciplinary appeal meeting.

**33 Proxies**

1. A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
2. The chairperson may act as a proxy for a member, and if appointed-
	1. generally, as ‘the chairperson’, whomever is the current chairperson of the meeting shall be deemed as holding the responsibility of the proxy; or
	2. by name, the individual shall hold the responsibility of the proxy, provided they comply with subrule (6).
3. The appointment of a proxy must be in writing and signed by the member making the appointment.
4. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
5. If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
6. With the exception of the chairperson, all members appointed to act as a proxy—
	1. must not act as a proxy for more than two individuals;
		1. in situations where a member has been assigned as a proxy for more than two members, only the two oldest appointments will be deemed the responsibility of the member.
		2. any additional proxy appointments will be given to the chairperson.
	2. must act in the best interests of, or as instructed by, the member appointing the proxy
7. Notice of a general meeting given to a member under rule 33 must—
	1. state that the member may appoint another member as a proxy for the meeting; and
	2. include a copy of any form that the Committee has approved for the appointment of a proxy.
8. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
9. A form appointing a proxy sent —
	1. by post is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
	2. electronically is of no effect unless it is received by the Association no later than 30 minutes before the commencement of the meeting.

**34 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.

**35 Quorum at general meetings**

1. No business may be conducted at a general meeting unless a quorum of members entitled to vote is present at the time in which the meeting is considering that item.
2. With the exception of business conducted under rule 44, the quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 34) of 20% of the members entitled to vote.
3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
	1. in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved;
		1. 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.
	2. in any other case—
		1. the meeting must be adjourned to a date not more than 14 days after the adjournment; and
		2. 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 less than 10% of the membership) may proceed with the business of the meeting as if a quorum were present.

**36 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—
	1. if there is insufficient time to deal with the business at hand; or
	2. to give the members more time to consider an item of business.
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 32.

**37 Voting at general meeting**

1. On any question arising at a general meeting—
	1. subject to subrule (3), each member who is entitled to vote has one vote; and
	2. members may vote in person or by proxy; and
	3. 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 23.

**38 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 by proxy) vote in favour of the resolution.

**39 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—
	1. carried; or
	2. carried unanimously; or
	3. carried by a particular majority; or
	4. lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

1. If a poll (where votes are cast in writing) is demanded by three or more members on any question—
	1. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
	2. the Chairperson must declare the result of the resolution on the basis of the poll.
2. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
3. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

**40 Chairperson at general meetings**

1. The President, or in the President's absence, a Vice-President shall preside as Chairperson at each general meeting of the Association.
2. If both Vice-Presidents are in attendance, they may, by mutual agreement or lots, decide who is to be the chairperson.
3. If the President and the Vice-Presidents are absent from a general meeting, or are unable to preside, the members present must select, by resolution, one of their number to preside as Chairperson.

**41 Minutes of general meeting**

1. The Committee must ensure that minutes are taken and kept of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution, poll or ballot on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must include—
	1. the names of the members attending the meeting; and
	2. proxy forms given to the Chairperson of the meeting under rule 34(6); and
	3. the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
	4. 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
	5. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

**PART V — 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 a Committee.
2. The 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 Committee may—
	1. appoint and remove staff in the employment of the Association;
	2. establish subcommittees consisting of members with terms of reference it considers appropriate.
4. All committee members bearing office must act as signatories for the Association.

**43 Delegation**

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

**44 Disputing committee decisions**

1. Disputes as to the behaviour, conduct, decisions of or resolutions by the Committee must take place at a general meeting of the Association.
2. Quorum at the meeting shall be 15% of the membership, excluding members of the committee.
3. Any resolutions conducted at this meeting will take the form of a special resolution.
	1. Wherever possible, special resolutions will be enacted retrospectively.
4. All voting, including that for special resolutions, will be conducted in the form of a ballot in accordance with rule 60.
5. For special resolutions pertaining to business conducted under subrule (1), members of the Committee will not be given voting rights.
6. If passed, the special resolution will over-rule any associated previous resolutions passed by the Committee

**Division 2—Composition of Committee and duties of members**

**45 Composition of Committee**

1. The Committee consists of—
	1. a President; and
	2. a Vice-President (Events); and
	3. a Vice-President (Science Outreach); and
	4. a Secretary; and
	5. a Treasurer; and
	6. a Communications Officer; and
	7. ordinary members elected under rule 59; and
	8. the Immediate Past President.
2. Positions listed in subrule 1(a)(b)(c)(d)(e)(f) are considered offices of the Committee.

**46 General Duties**

1. As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
2. The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the 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—
	1. in good faith in the best interests of the Association; and
	2. for a proper purpose.
5. Committee members and former committee members must not make improper use of—
	1. their position; or
	2. information acquired by virtue of holding their position—
		1. so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

**47 Handover**

1. At the end of their term, all office bearing committee members must complete a handover with the person who will occupy their office in the coming term.
2. Handover must take the form of a meeting, the date, time, form and location (if applicable) of which must be mutually determined.
3. During the meeting, the former office bearer must outline-
	1. the expectations of the role; and
	2. the current status of tasks, including all tasks that are yet to be completed; and
	3. all relevant policy of the Association; and
	4. anything else deemed essential knowledge for the current office bearer.
4. Handover must include the physical passing on of-
	1. all physical assets in the former office bearer’s possession; and
	2. the details of any contacts useful to the operation of the position; and
	3. all documents created or modified by the former office bearer during their term; and
	4. any other relevant documents outlined in rules 80 and 85.
5. For the first month after handover, the former office bearer must provide the current office bearer with –
	1. a contact phone number; and
	2. a check-in one month after the initial meeting; and
	3. any other support and guidance when necessary.
6. All requirements of handover must be completed no later than four weeks after the annual general meeting.

**48 President**

1. The President must—
	1. act as the chief executive officer of the Association; and
	2. direct the activities of the Association within the bounds set by this constitution and in line with any resolution enacted at a general meeting.

**49 Vice-President (Events)**

1. The Vice-President (Events) must—
	1. aid the President in their duties; and
	2. carry out the duties of the President if the President is unable to act, or if the office of President is vacant; and
	3. be responsible for the organisation and planning of the Association’s activities and events; and
	4. support the Committee in the planning and delivery of events.

**50 Vice-President (Science Outreach)**

1. The Vice-President (Science Outreach) must—
	1. aid the President in their duties; and
	2. carry out the duties of the President if the President is unable to act, or if the office of President is vacant; and
	3. liaise with scientific and outreach organisations on behalf of the Association; and
	4. attend meetings of external partner organisations, and represent the Association on the boards of these organisations; and
	5. be responsible for the general management and coordination of the Association’s science engagements.

**51 Secretary**

1. The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.
2. The Secretary must—
	1. maintain the register of members in accordance with rule 18; and
	2. 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 72 and 75; and
	3. 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
	4. perform any other duty or function imposed on the Secretary by these Rules.
3. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

**52 Treasurer**

1. The Treasurer must—
	1. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
	2. ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
	3. make any payments authorised by the Committee or by a general meeting of the Association from the Association’s funds; and
	4. ensure cheques are signed by at least 2 committee members.
2. The Treasurer must—
	1. ensure that the financial records of the Association are kept in accordance with the Act; and
	2. coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
3. The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

**53 Communications Officer**

1. The Communications Officer must—
	1. oversee and manage all communications produced by the Association, in either electronic or physical format, including—
		1. their content; and
		2. their design; and
		3. their delivery; and
	2. manage the Association’s presence on social media; and
	3. manage the content of the Association’s website.

**54 Immediate Past President**

1. The Immediate Past President must—
	1. assist committee members in performing their duties; and
	2. assist with the general running of the Association; and
	3. advise the Committee when necessary.

**Division 3—Election of Committee members and tenure of office**

**55 Who is eligible to be a Committee member**

1. A member is eligible to be elected or appointed as a committee member if the member—
	1. is entitled to vote at a general meeting
	2. Is aged;
		1. 15 – 25 for ordinary members
		2. 18 – 25 for positions of office
		3. 18 – 26 for the Immediate Past President
	3. has served at least nine months as a member of the Committee for offices of the Committee

**56 Positions to be declared vacant**

1. This rule applies to annual general meetings of the Association, after the annual report and financial statements of the Association have been received.
	1. The position of Immediate Past President will deemed to be vacated and then simultaneously filled by the President who has most recently vacated the office (if the president is re-elected, the previous Immediate Past President is the new Immediate Past President).
2. The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 57 to 60.

**57 Nominations**

1. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
2. An eligible member of the Association may—
	1. nominate himself or herself; or
	2. with the member's consent, be nominated by another member.
3. Nominations made in writing must carry with them, the written support of two current members of the Association, neither of which may be from the person being nominated, or an immediate family member of the nominee.
4. Nominations made in person, must carry the support of two current members of the Association, neither of whom may be the person being nominated or an immediate family member of the nominee.
5. Nominees nominated for both Vice-President (Events) and Vice-President (Science Outreach) may inform the Chairperson of any preference between the two positions.
	1. If required, the Chairperson may decide to alter the election order set out in rule 58, to accommodate for this subrule.
6. 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.
7. A person who has been elected an officer or ordinary committee member may not nominate for anther position unless no other person nominates for that position.

**58 Election of Committee Offices**

1. At the annual general meeting, separate elections must be held for each of the following positions, in the order listed below—
	1. President;
	2. Vice-President (Events);
	3. Vice-President (Science Outreach);
	4. Secretary;
	5. Treasurer;
	6. Communications Officer.
2. If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
3. If more than one member is nominated, a ballot must be held in accordance with rule 54.
4. On his or her election, the new President may take over as Chairperson of the meeting.

**59 Election of ordinary members**

1. The annual general meeting must by special resolution decide the number of ordinary members of the Committee it wishes to hold office for the next term.
2. The number of positions must be between six and ten.
3. No more than eight positions may be filled by members with no prior terms served on the Committee.
4. A single election will be held to fill all of those positions.
5. If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
6. If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 60.

**60 Ballot**

1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
2. The returning officer must not be a member nominated for the position.
3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
4. The election must be by secret ballot.
5. The returning officer must give a piece of paper that is affixed with the official mark of the ballot and otherwise blank to—
	1. each member present in person; and
	2. each proxy appointed by a member.
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—
	1. the voter must write on the ballot paper either;
		1. the name of each candidate for whom they wish to vote for; or
		2. the word ‘abstain’ if they do not wish to cast any vote for that ballot.
	2. the voter must not write the names of more candidates than the number to be elected.
	3. the voter may write the names of fewer candidates than the number to be elected.
	4. the voter must not write down the name of a candidate more than once.
8. Ballot papers are deemed informal and not to be counted if—
	1. they do not comply with subrules (7)(b)(d); or
	2. the intention of the voter is not clear; or
	3. the ballot paper is not marked at all; or
	4. the ballot paper does not have the official mark and has not been initialled by the polling official; or
	5. and the ballot paper is not authentic in the opinion of the Returning Officer; or
	6. the ballot paper has writing on it which identifies the voter.
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 two or more candidates received the same number of votes, the returning officer must—
	1. 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
	2. with the agreement of those candidates, decide by lot which of them is to be elected

**61 Questions of Election**

1. After the results of an election have been announced, and before the meeting begins another item of business or election of a candidate, a poll may be initiated from any member who was not a nominee for the position the poll pertains to.
2. The poll must be conducted in accordance with subrule 39(2).
3. The poll may question;
	1. the election of a member on one or more of the following grounds;
		1. they are not fit to serve; or
		2. they do not possess the relevant skills or experience required by the role as detailed in these Rules; or
		3. the formality of ballot papers; or
		4. the counting of votes; or
		5. the number of abstentions being significantly high enough to cause concern as to support from members of the Association for the elected person.

**62 Term of office**

1. Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
2. A committee member may be re-elected to the Committee.
3. Committee members in office bearing-roles may not be re-elected to the same position for more than 3 consecutive terms.
4. A general meeting of the Association may—
	1. by special resolution remove a committee member from office; and
	2. elect an eligible member of the Association to fill the vacant position in accordance with this Division in the same meeting.
5. A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
6. The Secretary 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.

**63 Vacation of office**

1. A committee member may resign from the Committee by written notice addressed to the Committee.
2. A person ceases to be a committee member if he or she—
	1. ceases to be a member of the Association; or
	2. fails to attend two committee meetings during their term (other than special or urgent committee meetings) without an approved leave of absence under rule 76, and fails to give an apology to the Secretary or the President prior to the end of the second meeting; or
	3. otherwise ceases to be a committee member by operation of section 78 of the Act; or
	4. becomes an insolvent under administration within the meaning of the Corporations Law; or
	5. resigns from office by notice in writing given to the Secretary, or the President in the case of resignation by the Secretary.

**64 Filling casual vacancies**

1. The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
	1. has become vacant under rule 63; or
	2. was not filled by election at the last annual general meeting
	3. that was not filled at a special general meeting after the member was removed in accordance with rule 62 subrule (4).
2. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
3. Rule 62 applies to any committee member appointed by the Committee under subrule (1) or (2).
4. The Committee may continue to act despite any vacancy in its membership.
5. A special general meeting is not required to fill a position, but may be called should the Committee deem it necessary.

**Division 4—Meetings of Committee**

**65 Meetings of Committee**

1. The Committee must meet at least once per quarter at the dates, times and places determined by the Committee.
2. The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
3. Special committee meetings may be convened by the President or by any four members of the Committee.

**66 Notice of meetings**

1. Notice of each committee meeting must be given to each committee member no later than five 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 a proposed 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.
6. Notice may be given—
	1. by handing the notice to the Committee member personally; or
	2. by sending it by post to the Committee member at the address recorded for the member on the register of members; or
	3. by email or facsimile transmission.

**67 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.

**68 Procedure and order of business**

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

**69 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.

**70 Quorum at committee meetings**

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.
3. If a quorum is not present within 1 hour after the notified commencement time of a committee meeting—
	1. in the case of a special meeting—the meeting lapses;
	2. 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 proposed place to which the meeting is adjourned must be given in accordance with rule 59.
4. If a quorum is not present within 1 hour after the time to which a committee meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not less than 30% of the Committee) may proceed with the business of the meeting as if a quorum were present.

**71 Chairperson of committee meetings**

1. Of the members in attendance at a committee meeting, the member who holds the highest-ranked office, as detailed in rule 45, shall act as the Chairperson.
2. If both Vice-Presidents are in attendance, they may, by mutual agreement or lots, decide who is to be the chairperson.

**72 Voting at committee meetings**

1. On any question or motion arising at a committee meeting each committee member present at the meeting has one vote.
	1. The Immediate Past President shall only have a vote during their first term of office.
2. The poll must be taken at the meeting in the manner determined by the Chairperson of the Committee meeting; and
3. The Chairperson must declare the result of the resolution on the basis of the poll.
4. A motion is carried if a majority of votes cast are in favour of the motion.
5. Subrule (4) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
6. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote
7. Voting by proxy is not permitted.

**73 Voting outside of a meeting**

1. Items of business that do not require committee discussion, or that require confirmation may be conducted electronically, as a poll, outside of a committee meeting.
	1. A poll may be initiated by any member of the committee and does not need to be seconded.
2. Voting must be done in a secure manner and results must only be accessible to the committee.
3. The President must declare the result of the resolution on the basis of the poll.
4. The results of all polls conducted under this rule must be officially recorded by the Secretary, in a separate document spanning the length of the committee term.

**74 Conflict of interest**

1. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
2. The member—
	1. must not be present while the matter is being considered at the meeting;
	2. must not vote on the matter.
3. This rule does not apply to a material personal interest—
	1. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
	2. that the member has in common with all, or a substantial proportion of, the members of the Association.

**75 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—
	1. the names of the members in attendance at the meeting;
	2. the business considered at the meeting;
	3. any resolution on which a vote is taken and the result of the vote;
	4. any material personal interest disclosed under rule 65.

**76 Leave of absence**

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

**77 Policy**

1. Any policy adopted by the Committee shall be considered a binding rule unless it is contrary to these Rules, the aims of the Association or any law governing the Association.
2. To change an officially adopted policy of the Committee, a resolution must be passed by an absolute majority of committee members or by a simple majority at a general meeting of the Association.

**PART VI — FINANCIAL MATTERS**

**78 Source of funds**

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

**79 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 Association's revenue is deposited.
2. Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
3. The Association may open a second account with a financial institution, which may be operated by any signatory separately.
	1. Any funds transferred to this account from the main account must be approved by the committee, and
	2. must not exceed 20% of the Association’s cash.
4. The Committee may authorise any signatories of the account specified in (3) to expend the funds in this account on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two office bearing committee members.
6. All funds of the Association must be deposited into the financial account of the Association no later than seven days after receipt.
7. The Treasurer may maintain a cash float of no more than $250, provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

**80 Financial records**

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

**81 Financial statements**

1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
2. Without limiting subrule (1), those requirements include—
	1. the preparation of the financial statements;
	2. if required, the review or auditing of the financial statements;
	3. the certification of the financial statements by the Committee;
	4. the submission of the financial statements to the annual general meeting of the Association;
	5. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

**PART VII — GENERAL MATTERS**

**82 Common seal**

1. The Association may have a common seal.
2. If the Association has a common seal—
	1. the name of the Association must appear in legible characters on the common seal;
	2. 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;
	3. the common seal must be kept in the custody of the Secretary.

**83 Registered address**

1. The registered address of the Association is—
	1. the address determined from time to time by resolution of the Committee; or
	2. if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

**84 Notice requirements**

1. Any notice required to be given to a member or a committee member under these Rules may be given—
	1. by handing the notice to the member personally; or
	2. by sending it by post to the member at the address recorded for the member on the register of members; or
	3. by email or facsimile transmission.
2. Subrule (1) does not apply to notice given under rule 67.
3. Any notice required to be given to the Association or the Committee may be given—
	1. by handing the notice to a member of the Committee; or
	2. by sending the notice by post to the registered address; or
	3. by leaving the notice at the registered address; or
	4. if the Committee determines that it is appropriate in the circumstances—
		1. by email to the email address of the Association or the Secretary; or
		2. by facsimile transmission to the facsimile number of the Association.

**85 Custody and inspection of books and records**

1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, securities and any other relevant documents of the Association, including minutes of Committee meetings
2. Members may on request inspect free of charge—
	1. the register of members;
	2. the minutes of general meetings;
	3. subject to subrule (3), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
3. The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
4. The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
5. Subject to subrule (3), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
6. For purposes of this rule—
	1. relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
		1. its membership records;
		2. its financial statements;
		3. its financial records;
		4. records and documents relating to transactions, dealings, business or property of the Association.

**86 Winding up and cancellation**

1. The Association may be wound up voluntarily by special resolution.
2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
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 Association and which is not carried on for the profit or gain of its individual members.
4. The body to which the surplus assets are to be given must be decided by special resolution.

**87 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.