

# Constitution

*updated AGM 26 August 2017*

## NEW SOUTH WALES ASSOCIATIONS INCORPORATION ACT 1984 RULES

### Part 1: PRELIMINARIES

#### 1. NAME

The name of the Society shall be: **The Applied Neuroscience Society of Australasia** (herein abbreviated as “ANSA”) Incorporation No: INC9878397 ABN No. 22896855463

#### 2. ESTABLISHMENT

ANSA was established by the amalgamation of the Australian Association for Applied Psychophysiology and Biofeedback (AAAPB) and the Pacific Rim Chapter of the International Society for Neuronal Regulation (iSNR) on the 4 November 2006.

#### 3. DEFINITIONS

In these rules, except insofar as the context or subject matter otherwise indicates or requires:

**The Act** means the Societies Incorporation Act 1984

**The Regulation** means the Societies Incorporation Regulation 1999

**Biofeedback** includes the term “Neurofeedback” or “EEG biofeedback” or “Neurotherapy” or “Brainwave Training”

**Special General Meeting** means a general meeting of the Society other than an annual general meeting

**Committee of Management** consists of: The President, Past-President or President-elect, Secretary, Treasurer, and Public Officer.

3.1 In these rules a reference to a function includes a reference to a power, authority and duty.

3.2 The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were instrument made under the Act.

#### **4. AIMS AND OBJECTIVES**

- 4.1 To advance the scientific study and professional practice of applied Neuroscience by all practicable and lawful means. This includes but is not limited to biofeedback, neurotherapy, applied psychophysiology and nutrition.
- 4.2 To function as a professional and educational society in the field of applied neuroscience undertaking such activities normally appropriate to such a society.
- 4.3 To promulgate, foster, and maintain high ethical standards in the use of applied neuroscience through peer review and other means.
- 4.4 To advocate and promote applied neurosciences to professionals in the community.
- 4.5 To establish and support the achievement of best practice for clinical applications of applied neuroscience.
- 4.6 To conduct courses of training and provide further education for health professionals in the application of biofeedback, neurotherapy, applied psychophysiology, nutrition and other self-regulator modalities as therapeutic tools.
- 4.7 Nurture and/or maintain interactions with similar international Societies having objectives that are the same or similar to those of ANSA: such as ISNR, AAPB, etc.
- 4.8 Increase Public & Professional awareness of the need for applied neurosciences as an integral part of the health system.
- 4.9 Encourage research and expansion of clinical and educational applications of applied neurosciences.

#### **5. POWERS**

- 5.1 ANSA has, in the exercise of its affairs, all the power of an individual.
- 5.2 ANSA may, for example:-
  - (a) enter into contracts;
  - (b) acquire, hold, deal with and dispose of property;
  - (c) make charges for services and facilities it supplies;
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- 5.3 To raise funds for the effective maintenance and extension of the Societies activities by subscription, levy, donation or other lawful means.

## 6. MEMBERSHIP

6.1 A person desiring to join the Society will forward to the Secretary a duly completed application form supported by the nomination of a full member of the Society. The application will be accompanied by the appropriate subscription and such confirmation of qualifications and registration as may be required and this will be submitted to the Committee of Management for approval.

6.2 Every member who was previously a financial member of the iSNR and/or the AAAPB at the date of amalgamation of the Society in the State of New South Wales, shall be admitted by the management committee to the same class of membership of the Society as that member previously held.

## 7. CLASSES OF MEMBERSHIP

The membership of the Society shall consist of the following classes of members:

- **Associate members:** Persons who are interested in applied psychophysiology and biofeedback or related fields and who do not meet the necessary requirements for full membership (including tertiary students with a student ID card, concession card holders, retired professionals, etc). Associate Members do not have voting rights.
- **Members:** Persons engaged in the research or practice of applied neurosciences or related fields. Full members are expected to hold an advanced university or professional level degree or certification (e.g. BCIA-A), and also be currently registered with the Professional Registration Management Board or Committee within their particular discipline where it exists, or possesses advanced experience or accreditation to be equivalent to the above as judged by the Management Committee.
- **Fellow:** Persons who have full membership entitlements deemed by the Management Committee, and confirmed by an Annual General Meeting on the grounds of their significant contribution to the Society. Such status will carry privileges as the Management Committee will determine in each case.
- **Honorary members:** Persons deemed by the Management Committee, and confirmed by an Annual General Meeting on the grounds of their significant contribution to the field. Such status will carry privileges as the Management Committee will determine in each case. Honorary members may not be long standing members and/or do not pay an annual membership fee. Honorary members do not have voting rights.
- **Corporate members:** Open to corporations supporting the Society's aims, such as those involved in the improvement of human brain and body functioning and well-being. Corporate members will receive privileges as the Management Committee have determined and made public. Corporate members do not have voting rights.

**NB** All members will abide by the Code of Conduct of the Society (See Appendix).

## 8. CESSATION OF MEMBERSHIP

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

- (a) resigns that membership;
- (b) is expelled from the Society;
- (c) fails to comply with the provisions of these rules;
- (d) has membership fees in arrears for a period of 6 months or more;
- (e) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interest of the Society.

## **9. RESIGNATION OF MEMBERSHIP**

- 9.1 A member may resign at any time, but such resignation shall not relieve the individual from payment of dues for the remaining portion of the member's current dues year or give any right to rebate of dues paid or any right to a pro-rata share of the assets of the Society. No member shall be allowed to resign if an ethics complaint has been filed and is still in process. All resignations shall be made in writing to the Society.
- 9.2 Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it will take place on that later date.
- 9.3 The Management Committee shall consider whether the membership of a person shall be terminated if a member:
- (a) is convicted of a indictable offence;
  - (b) fails to comply with any provisions of these rules;
  - (c) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interest of the Society.
- 9.4 The member concerned shall be given a full and fair opportunity to present their case and if the Management Committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

## **10. DISCIPLINING OF MEMBERS**

- 10.1 A complaint may be made to the committee by any person about a member if that member:
- (a) has persistently refused or neglected to comply with a provision of these rules;
  - (b) has persistently and wilfully acted in a manner prejudicial to the interest of the Society.
- 10.2 On receiving such a complaint, the Management Committee may convene a Complaints' Committee which:
- (a) must cause notice of the complaint to be served on the member concerned;
  - (b) must give the member at least 14 days from the time the notice is served make submissions to the committee in connection with the complaint;
  - (c) must consider any submissions made by the member in connection with the complaint.
- 10.3 The committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been substantiated.
- 10.4 If the committee expels or suspends a member, the secretary must, within 7 days of the action being taken, provide written notice to the member regarding the action taken, the reasons given by the committee for having taken that action, and of the member's right of appeal under rule 6.
- 10.5 The expulsion or suspension does not take effect:
- (a) until the expiration of the period which the member is entitled to appeal against the resolution concerned, or
  - (b) within the period the member exercises the right of appeal, as defined under rule 11.

## **11. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 11.1 A member may appeal to the Society in a general meeting against a resolution of the committee under Rule 10, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 11.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 11.3 On receipt of a notice from a member under clause 11.1, the secretary must notify the committee which is to convene a general meeting of the Society to consider and act upon the appeal within 28 days.
- 11.4 Notification of the outcome of the appeal and/or disciplinary process will be communicated via the newsletter.

## **12. FUNCTIONS OF THE MANAGEMENT COMMITTEE**

- 12.1 The committee is to be called the Management Committee of the Society and is subject to the Act, the regulations, these rules, and to any resolution passed by the Society in a general meeting. The Management Committee:
- a) is to control and manage the affairs of the Society;
  - b) shall have authority to interpret the meaning of these rules and any matter relating to the Society on which these rules are silent;
  - c) may exercise functions of the Society other than those functions that are required by these rules to be exercised by a general meeting of the Society;
  - d) has the power to perform all such acts as appear to the committee to be necessary or desirable for the proper management of the affairs of the Society.
- 12.2 The management committee may exercise all the powers of the Society:
- (a) to borrow or raise or secure the payment of money in such manner as the members may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Society in any way.
  - (b) to invest in such manner as the members of the Society may from time to time determine.

## **13. REGISTER OF MEMBERS**

The secretary of the Society must establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.

## **14. FEES AND SUBSCRIPTIONS**

The membership fees for each class of membership shall be such sum as the committee members shall from time to time so determine and any annual increase is not to be in excess of 10%.

## **15. MEMBERS LIABILITIES**

The liabilities of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by Rule 14.

## **16. RESOLUTION OF INTERNAL DISPUTES**

- 16.1 Disputes between members (in their capacity as members) of the Society and disputes between members and the Society, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Act 1983
- 16.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **17. CONSTITUTION AND MEMBERSHIP**

- 17.1 Subject in the case of the first members of the committee to section 25 of the Act, the committee is to consist of:
  - (a) office-bearers of the Society - and
  - (b) such number of other classes of members as the members of the Society at any general meeting may from time to time elect or appoint.
- 17.2 The office-bearers of the Society are to be: the President; the Past-President or the President-Elect; the Secretary; the Treasurer; and the Public Officer.
- 17.3 Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election, except for the president whose term of office is to be two years.
- 17.4 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the annual general meeting.

## **18. ELECTION OF MEMBERS**

- 18.1 Nominations of candidates for election as office-bearers of the Society or as ordinary members of the committee:
  - (a) may be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the nomination form), and
  - (b) are to be delivered to the secretary of the Society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 18.2 If insufficient nominations are received to fill all vacancies on the committee, further nominations are to be received at the annual general meeting
- 18.3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 18.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected if ratified at the annual general meeting.
- 18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 18.6 The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- 18.7. Term of Office: Notwithstanding the statements made below in Clause 19 Powers and Duties of Officers, there is no maximum number of consecutive terms for which a committee member may hold office.

## 19. POWERS AND DUTIES OF OFFICERS

The officers of the Society shall be the President, the immediate Past President or the President-Elect, the Secretary, the Treasurer, and the Public Officer, as described below:

**The President** shall represent the entire membership and the best interests of the Society. The President shall be the spokesperson for the Society, but may assign this authority. The President shall serve as the presiding officer of the Society, and as Chairperson of the Management Committee. The President shall support and defend policies and programs adopted by the Society and membership. The President shall be an ex-officio member of all committees of the Society except as otherwise provided. The President shall have additional duties which are not inconsistent with the Bylaws as may be assigned by the Management Committee.

**The President-Elect** shall be a member in good standing of the Society who is elected by the membership. He/she shall take office as President-elect at the close of the AGM at which his/her election results are announced. He/she shall serve as the presiding officer of the Society in the absence of the President. The President-elect shall become familiar with the presidential duties and shall perform such duties as are delegated by the President and/or Management Committee. The President-elect shall act in the President's absence or disability. The President-elect shall help formulate Society policy and shall assist the President upon request. The President-elect who has just completed his/her term of office as a member in good standing automatically serves in the succeeding year as the President for two years. If the office of President becomes vacant, the President-elect shall serve as President. He/she shall serve as President for the term to which the President was elected.

In the event that the President-elect shall not be able to serve, a President-elect shall be nominated by the nominating committee and a special election held. The new President-elect will take office immediately. In the event that both the President and the President-elect shall be unable to serve, the Management Committee shall elect one of its members to serve as President of the Society until the next regular election, when a new President and President elect shall be elected. The new President shall take office immediately.

**The Immediate Past President** shall serve on the Management Committee for one year immediately following his/her presidency, and shall have such duties as the Management Committee or the President may designate. He/she shall serve as the presiding officer of the Society in the absence of the President. The immediate Past President shall become familiar with the presidential duties and shall perform such duties as are delegated by the President and/or Management Committee. The immediate Past President shall help formulate Society policy and shall assist the President upon request. If the office of President becomes vacant, the immediate Past President shall serve as President.

**The Treasurer** shall be a member in good standing of the Society and shall be elected to a one-year term by the membership.

The Treasurer shall:

- keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Society's properties and financial transactions;
- send or cause to be given to the members and directors, such financial statements and reports as are required by law, by these Bylaws or by the Management Committee's request. The books of account shall be open to inspection to any member of the Management Committee at all reasonable times;

- deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of, the Society with such depositories as the Management Committee may designate;
- disburse the Society's funds as the Management Committee may order;
- as Chief Financial Officer shall render to the President or the Management Committee, when requested, an account of all financial transactions and of the financial condition of the Society; &
- have such other powers and perform such other duties as the Management Committee or the Bylaws may prescribe.

**The Secretary** shall be a member in good standing of the Society elected for one year and shall keep or cause to be kept, at the Society's principal office or such other place as the Management Committee may direct:

- a book of minutes of all meetings, proceedings and actions of the Management Committee, committees of the Management Committee, and of members' meetings. The minutes of meetings shall include the time and place of the meeting, whether the meeting was annual, regular, or special and, if special, how authorized, and the notice given, the names of those present at the Management Committee and committee meetings and the number of members present at members' meetings; and
- a record of the Society's members, showing each member's name, address, affiliation and date of becoming a member.

The Secretary shall give, or cause to be given, notice of all meetings of members of the Management Committee. He/she shall have such powers and perform such duties as the Management Committee or the Bylaws may prescribe.

**The Public Officer** shall be a member in good standing of the Society elected for one year at the annual meeting of the Society. The public officer of the Society must, as soon as possible after being appointed, lodge with the Society his or her address and must be an individual who is residing in the State of New South Wales.

## 20. CASUAL VACANCIES

For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) ceases to be a member of the Society, or
- (b) becomes insolvent under administration within the meaning of the Corporation Law, or
- (c) resigns office by notice in writing given to the secretary, or
- (d) is removed from office under Rule 21 (1) or
- (e) becomes a mentally incapacitated person, or
- (f) is absent without the consent of the committee from all meetings held during a period of 6 months.

## 21. REMOVAL OF COMMITTEE MEMBER FROM OFFICE

21.1 The Society in general meeting may by resolution remove any member of the committee before the expiration of the member's term of office and by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

21.2 If a member of the committee to whom a proposed resolution, referred to in 21.1, makes representation in writing to the remaining committee members (not exceeding a reasonable length) and requests that the representation be notified to the members of the Society, the remaining committee members may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.



## **22. MEETING AND QUORUM**

- 22.1 The committee must meet at least 2 times in each period of 12 months, at such places and times as the committee may determine.
- 22.2 Additional meetings of the committee may be convened by the president or by any member of the committee.
- 22.3 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such period as may be unanimously agreed on by members of the committee) before the time appointed for holding of the meeting.
- 22.4 Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting.
- 22.5 Any 3 members of the committee constitute a quorum for the transaction of the business of the committee.
- 22.6 No business is to be transacted by the committee unless a quorum is present and if, within a half hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned.
- 22.7 If at the adjourned meeting a quorum is not present within a half hour of the time appointed for the meeting, the meeting is to be dissolved.
- 22.8 At a meeting of the committee:
- (a) the president, or in the president's absence, the past-president/President-elect is to preside, or
  - (b) If the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **23. DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

The committee may, in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the committee thinks fit) functions of the committee as specified in writing, other than: a function which is the duty imposed on the committee by the Act or by any other law.

## **24. VOTING AND DECISIONS**

- 24.1 Questions arising at a meeting of the committee or any sub-committee, appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting
- 24.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any one question, the person presiding may exercise a casting vote subject to 22.5, the committee may act despite any vacancy on the committee.
- 24.3 A member of the management committee shall not vote in respect of any contract or proposed contract with the Society in which the member has a vested interest, or any matter arising there from, and if the member does so vote, the member's vote shall not be counted.

#### 24.4 Electronic Voting:

- (1) This clause applies to a ballot for determination of a matter by the association that is to be conducted by means of electronic voting.
- (2) Electronic voting is to be by means of email or other electronic means determined by the committee.
- (3) Without limiting subclause (2), the other electronic means of voting may include requiring voters to access a voting website and to vote in accordance with directions contained on that website.
- (4) The returning officer must ensure that the form for the electronic ballot paper contains:
  - (a) instructions for completing the voting paper, and
  - (b) the question to be determined, and
  - (c) the means of indicating the voter's choice on the question to be determined.
- (5) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each person entitled to vote:
  - (a) access to an electronic ballot paper, or to a voting website or electronic application containing an electronic ballot paper, that complies with this clause, and
  - (b) access to information about:
    - (i) how the ballot paper must be completed, and
    - (ii) the closing date of the ballot, and
    - (iii) if voting is by email—the address where the ballot paper is to be returned, and
  - (iv) if voting is by other electronic means, the means of accessing the electronic voting system and how the completed electronic ballot paper is to be sent to the returning officer.
- (6) Each person entitled to vote must vote in accordance with the instructions contained in the information.
- (7) If the ballot is a secret ballot, the returning officer must ensure that the identity of the voter cannot be ascertained from the form of the electronic ballot paper.
- (8) An electronic ballot paper must be sent to the returning officer no later than the close of the ballot.
- (9) The returning officer must ensure that all electronic ballot papers are stored securely until the counting of the votes begins.

## **Part 2: GENERAL MEETINGS**

### **25. Annual General Meeting – *Holding of***

25.1 With the exception of the first annual general meeting of the Society, the Society must, at least once in each calendar year and within a period of 6 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.

25.2 The Society must hold its first annual general meeting :

- (a) within the period of 18 months after its incorporation under the Act; and
- (b) within the period of 6 months after the expiration of the first financial year of the Society.
- (c) Clauses (a) and (b) have effect subject to any extension or permission granted by the Director General under section 26(3) of the Act.

## **26. Annual General Meetings – *Calling of and Business at***

26.1 The annual general meeting of the Society, is subject to the Act and to Rule 25, to be convened on such a date and at such place and time as the committee thinks fit.

26.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.
- (b) To receive from the committee reports on the activities of the Society during the last preceding financial year.
- (c) To elect office-bearers of the Society
- (d) To receive and consider the statement which is required to be submitted to members under section 26(6) of the Act
- (e) The appointment of an auditor

26.3 An annual general meeting must be specified as such in the notice convening it.

## **27. Special General Meetings – *Calling of***

27.1 The committee may, whenever it thinks fit, convene a special general meeting of ANSA.

27.2 The committee must, on the requisition in writing of at least 5% of the total number of members, convene a special general meeting of the Society.

27.3 A requisition of members for a special general meeting:

- (a) must state the purpose of the meeting
- (b) must be signed by the members making the requisition
- (c) must be lodged with the secretary
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

27.4 If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

27.5 A special general meeting convened by a member or members referred to in Clause (4) must be convened as nearly as practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the Society for any reasonable expenses so incurred.

## **28. Notice**

28.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.2 If the nature of the business proposed to be dealt with at a general meeting required a special resolution of the Society, the secretary must, at least 14 days before the date fixed for the

general meeting, give notice to each member specifying, in addition to the matter required under clause (1), the intention to raise the resolution as a special resolution.

28.3 A member desiring to bring any business before a general business meeting may give notice in writing to the secretary who must include that business in the next notice calling a general meeting.

## **29. Procedure**

29.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled to vote under these rules is present during the time the meeting is considering that item.

29.2 Three members (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

29.3 If within an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved – and
- (b) in any other case, is to stand adjourned to a prescribed time and place.

29.4 If at the adjourned meeting a quorum is not present within an hour after the time appointed for the commencement of the meeting, the members present, being at least 3 is to constitute a quorum.

## **30. Presiding Member**

30.1 The chairperson or, in the chairperson's absence, the vice-chairperson, is to preside as chairperson at each general meeting of the Society.

30.2 If the chairperson and the vice-chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **31. Adjournment**

31.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place, but no business is to be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

## **32. Making of Decisions**

32.1 A question arising at a general meeting of the Society is to be determined on the show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.

32.2 At a general meeting of the Society, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

32.3 If a poll is demanded at a general meeting, the poll must be taken:

- (a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
- (b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on that matter is taken to be the resolution of the meeting on that matter.

### **33. Special Resolution**

A resolution of the Society is a special resolution:

- (a) if it is passed by a majority which comprises at least two-thirds of such members of the Society as, being entitled under these rules so to do, vote in person or by proxy at a general meeting, given at least 21 days written notice specifying the intended resolution
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

### **34. Voting**

34.1 On any question arising at a general meeting of the Society a member of the Society has one vote only.

34.2 All votes must be given personally or by proxy. No member may hold more than 5 proxies.

34.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

34.4 A member or proxy is not entitled to vote at any general meeting of the Society, unless all money due and payable by the member or proxy to the Society has been paid.

### **35. Appointment of Proxies**

35.1 Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

35.2 The notice appointing the proxy is to be on the prescribed proxy form.

## **Part 3: MISCELLANEOUS**

### **36. Insurance**

The Society may effect and maintain insurance as deemed necessary by the committee.

### **37. Funds – Source**

37.1 The funds of the Society are to be derived from, membership fees, donations, and subject to any resolution passed by the Society in general meeting, such other sources as the management committee determines.

37.2 Grants provided by Federal, State Governments, Local Government Bodies, any organisation or entity.

37.3 Gifts of money or property.

### **38. Funds & Accounts – Management**

38.1 The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services or expenses incurred on behalf of the organisation. Additionally:

- (a) the funds of the Society must be kept in the name of the Society in a financial institution decided by the management committee.
- (b) all moneys shall be deposited as soon as practicable after receipt thereof.

38.2 Electronic transfer is the preferred method for receipts and payments. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments [including electronic banking] must be signed by any 2 members of the committee.

- (a) cheques shall be crossed ‘not negotiable’ except those in payment of wages, allowances or petty cash recoupments which may be open.
- (b) the management committee shall determine the amount of petty cash which will be kept.
- (c) all expenditure shall be approved or ratified at a management committee meeting.

#### *Section 38.2*

*Electronic transfer is the preferred method for receipts and payments. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments [including electronic banking] must be signed by any 2 members of the committee.*

- (a) cheques shall be crossed ‘not negotiable’ except those in payment of wages, allowances or petty cash recoupments which may be open.*
- (b) The management committee shall determine the amount of petty cash which will be kept.*
- (c) all expenditure shall be approved or ratified at a management committee meeting.*

38.3 A ‘GIFT FUND’ Account to be known as “The Applied Neuroscience Society of Australasia, GIFT FUND” – will be maintained at the same bank as the general account. This Gift Fund account is to be for the principal purposes of ANSA. All donations, gifts, property and their accretions (if any) must be deposited directly into the Gift Fund account and a separate Gift Fund receipt for any such donation(s) must be issued to the donor.

38.4 As soon as practicable after the end of each financial year the treasurer shall cause to prepare a statement containing the particulars of:

- (a) the income and expenditure for the financial year just ended
- (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Society at the close of that year.

38.5 The financial statements prepared under subsection (4) are to be either:

- (a) treasurer present the financial report at the next annual general meeting following the financial year just ended;
- (b) or, when deemed by the committee an auditor shall examine the statement prepared under subsection 38.4 and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.

### **39. Alteration of Objectives and Rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Society. Any alteration, rescission or new rules affecting the Society's status as an 'Income Tax Exempt Entity' must comply with the 'Income Tax Assessment Act 1997'.

### **40. Custody of Books**

Except as otherwise provided by these rules the Secretary and Treasurer must keep in their control all records, books and other documents relating to the Society.

### **41. Inspection of Books**

The records, books and other documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour.

### **42. Winding up Clause – Surplus Property**

**General Account:** In the event of the Society being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the committee in accordance with their powers to any fund, institution or authority which is an organisation approved by the Commissioner of Taxation as a public/benevolent institution for the purpose of any Commonwealth Taxation Act.

**Gift Fund Account:** In the event of the Gift Fund being wound up, or if the Deductible Gift Recipient endorsement is revoked, the monies or surplus assets of the Gift Fund account must be transferred to a Public Benevolent institution approved by the Commissioner of Taxation. This transfer is to occur at the earliest of the fund being wound up and/or the revoking of endorsement.

### **43. Amalgamation Clause**

Where it furthers the objects of the Society to amalgamate with any one or more incorporated Societies having similar objects, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to members; and must be endorsed by the Commissioner of Taxation.

### **44. Service Notices**

44.1 For the purpose of these rules, a notice may be served on or given to a person by:

- (a) delivering it to the person personally - or
- (b) sending it by prepaid post to the address of the person – or
- (c) sending it by facsimile transmission or by some other form of electronic transmission to an address specified by the person for giving or serving the notice.

44.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee – and
- (b) in the case of a notice sent by prepaid post, on the date when it would have been delivered in the ordinary course of post – and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Current, 26 August 2017