

# Constitution

Post 2016 AGM

The Australian Psychological Society Limited  
ACN 000 543 788

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The Corporations Act, 2001

A Company Limited by Guarantee and not having a Share Capital

**CONSTITUTION**

**OF**

**THE AUSTRALIAN PSYCHOLOGICAL SOCIETY LIMITED**

ABN 23 000 543 788

**OBJECTS**

1. The objects for which the Society is established are:
  - (a) To advance the scientific study and professional practice of psychology and enhance the contribution of psychology to the promotion of the public welfare by encouraging the development of all branches of psychology; promoting research in psychology; promoting high standards of professional ethics, competence, conduct, education, qualifications and achievement amongst psychologists; promoting the dissemination of psychological knowledge through meetings, lectures, professional contacts, reports, papers, discussions and publications; advancing scientific interest and inquiry in psychology and all related areas of knowledge and practice;
  - (b) To arrange, provide for, or join in arranging and providing for the holding of conferences, national or international exhibitions, business and social meetings, lectures, classes and discussions on subjects of general and special interest to persons interested in psychology and also for the exhibition of any apparatus for psychological research, and the conduct and publication of experiments relevant to psychological research;
  - (c) To print, publish and circulate, gratuitously or otherwise, and to sell, lend, issue and distribute, gratuitously or otherwise, any papers, treatises, books, pamphlets, leaflets, newspapers, periodicals or communications made to the Society or documents relating to psychology, and any reports of the proceedings and accounts of the Society, and for this purpose to cause translations to be made of any such papers, treatises or communications as are in a foreign language, and to illustrate any of the publications as the Society may think expedient in connection with the objects of the Society or any of them;
  - (d) To keep a Register of Members, their qualifications and appointments and particulars of their professional experience generally;
  - (e) To institute and conduct examinations, courses of training and supervision, and to issue certificates and diplomas to persons qualified in psychology;
  - (f) To subscribe to, become a member of and co-operate with any society, association or organisation, whether incorporated or not, whose objects are

altogether or in part similar to those of the Society, provided that the Society will not subscribe to or support with its funds any society, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of clause 106;

- (g) To impose and collect subscriptions and to invite donations to the funds of the Society by any lawful means;
- (h) To act as trustee of any trusts established solely or principally for purposes similar or related to the objects of the Society;
- (i) To promote ethical practice and suppress malpractice by and among psychologists, to settle all questions and decide disputes, questions of practice and questions of professional usage, etiquette and courtesy referred to the Society;
- (j) To consider, initiate and promote improvements in and alterations to the law relating to psychology and cognate subjects and to oppose or support any law relating to psychology in the Commonwealth of Australia and to do all things that may be expedient for such purpose;
- (k) To consider and advise on any question of psychological policy referred to it for consideration by any group or member of the Society or any other body;
- (l) To identify any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Society's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Society may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions; and
- (m) In furtherance of the objects of the Society, to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Society and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Society under or by virtue of clause 106.

## DEFINITIONS AND INTERPRETATION

2. The Constitution is to be construed with reference to the provisions of the Act (as hereinafter defined) and the terms used in the Constitution will have the same meanings as in the Act.

Throughout the Constitution, unless the context otherwise indicates or requires, the following words will have the following meanings:

**"Act"** means the Corporations Act 2001 and all regulations and other instruments pursuant to it and all consolidations, amendments, re-enactments or replacements of it;



"**Admitted Members**" means those Members of the Society who are admitted to a grade of membership referred to in clause 6(b);

"**APAC**" means Australian Psychology Accreditation Council Limited (ACN 117 279 857), which develops the standards for, and implements the process of accreditation of Australian psychology programs;

"**Appeals Committee**" means the committee appointed by the Board from time to time to consider appeals by Members of the Society pursuant to clause 35;

"**Board**" means the Board of Directors of the Society, as hereby constituted from time to time;

"**Branch**" means a Constituent Unit established pursuant to Rules 3, 4 and 5 of Generic Rules for Branches, to further the requirements of Members of the Society for regional services;

"**Code**" means the Code of Ethics of the Society, as amended from time to time;

"**College**" means a Constituent Unit established pursuant to Rules 3, 4 and 5 of Generic Rules for Colleges, and concerned with a specialist area of psychology;

"**Constituent Unit**" means such units within the Society, established in accordance with the Constitution and Rules and, without limitation, includes Branches, Colleges and Interest Groups;

"**Constitution**" means the Constitution of the Society, as amended from time to time;

"**Director**" means a member of the Board;

"**Elected Members**" means those Members of the Society who are elected to a grade of membership referred to in clause 6(a);

"**Ethics Committee**" means the committee established by the Board, from time to time, to deal with complaints and other matters relating to the professional conduct of Members of the Society;

"**Executive Director**" means the person appointed pursuant to 66(c) as the Executive Director of the Society, from time to time;

"**Generic Rules**" means the Rules made, or amended, by the Society in general meeting from time to time, for the formation, operation, management and dissolution of specific groups or committees of the Society or different classes of Constituent Units;

"**Interest Group**" means a Constituent Unit established pursuant to Rules 3, 4 and 5 of Generic Rules for Interest Groups, to support Members of the Society pursuant of a special interest;

**"Members Entitled to Hold Office"** means the Members of the Society who are entitled to hold office, being those Members who are elected to a grade of membership referred to in clause 6(a)(i)-(iii) and whose name appears on the Register of Members;

**"Members of the Society"** means those people who have been elected or admitted to a grade of membership of the Society referred to in clause 6 and, in the case of disciplinary proceedings, will include a person that was a member at the time the act or omission that forms the subject of a disciplinary investigation occurred;

**"President"** means the person elected as the President of the Society from time to time;

**"Register of Members"** means the Register of Members of the Society to be maintained by the Society;

**"Rules"** means the Rules made, or amended, by the Society in general meeting, from time to time, and also means Generic Rules and Specific Rules where the context allows;

**"Secretary"** means any person appointed to perform the duties of Secretary of the Society, from time to time;

**"Specific Rules"** means the Rules made, or amended, or approved by the Board, from time to time, for the operation and management of a specific Constituent Unit, and which are substantially similar to Generic Rules relating to that Constituent Unit.

**"Standing Orders"** means the Standing Orders for the conduct of the business of the Society made by the Board, from time to time;

**"State"** means a State or Territory of the Commonwealth of Australia;

**"Vice-President"** means the person elected as Vice-President of the Society, from time to time pursuant to clause 66(e);

Words importing the singular number include the plural number, and vice versa; words importing persons include corporations; and words importing the masculine gender include the feminine gender, and vice versa.

Where any word or phrase is defined in the Constitution, any other grammatical form of that word or phrase will have a corresponding meaning.

## MEMBERSHIP

3. The Society will maintain a Register of Members of the Society and will enter in such Register of Members the names of all Members of the Society.
4. All Members of the Society will be subject to the obligations and duties applicable to membership of the Society and, without limiting the generality of the foregoing, will be bound by the Constitution, the Rules and the Code.
5. The rights and privileges of a Member of the Society will not be transferable to any other person.

6. The grades of membership of the Society consist of:
- (a) Elected Members, being those members holding the following grades of membership:
    - (i) Honorary Fellows;
    - (ii) Fellows;
    - (iii) Members;
    - (iv) Associate Members; and
  - (b) Admitted Members, being:
    - (i) Affiliates;
    - (ii) International Affiliates;
    - (iii) Student Subscribers; and
  - (c) Such other grades of members as are determined from time to time by the Society in general meeting.
  - (d) Associate Members may not be office-holders in the Society, but, subject to the Constitution, will otherwise be entitled to exercise all of the rights and privileges of membership of the Society under the Constitution, the Rules and the Code.

## **ELECTED MEMBERS**

### **Criteria for Grades of Elected Membership**

Elected Members must be elected to a grade of membership in accordance with the provisions of this Constitution.

#### **7. HONORARY FELLOW**

- (a) To qualify for election to the grade of Honorary Fellow a person must have:
  - (i) been previously elected to the grade of Fellow with continuous membership of the Society since that election;
  - (ii) made an extraordinary contribution to the advancement of the Society; and
  - (iii) an exemplary and distinguished contribution to the advancement of psychological knowledge or practice.
- (b) The total number of Honorary Fellows, at any one time, will not exceed twenty (20).

#### **8. FELLOW**

- (a) To qualify for election to the grade of Fellow a person must have been previously elected to the grade of Member and must satisfy the Board that:

- (i) he or she has been engaged in psychological work or study for a period of not less than ten (10) years subsequent to being elected to the grade of Member or in exceptional circumstances, subsequent to attaining the qualifications necessary to become a Member; and
- (ii) he or she has, in the opinion of the Board, made a substantial contribution to the activities of the Society extending over not less than five (5) years in total; and
- (iii) he or she possesses an advanced knowledge of psychology in at least one (1) of its fields; and
- (iv) he or she has, in the opinion of the Board, made:
  - (A) a substantial and innovative contribution to the advancement of psychological knowledge; and/or
  - (B) a substantial and innovative contribution to the education of psychologists; and/or
  - (C) a substantial and innovative contribution to professional psychological practice, whether through his or her own work or by organising and developing the work of others.
- (b) Only in exceptional circumstances will a person who has not contributed substantially to the activities of the Society be elected as a Fellow.

#### 9. MEMBER

To qualify for election to the grade of Member a person must have been previously elected to the grade of Associate Member or have satisfied the Board that he or she possesses the qualification for such membership and has subsequently:

- (a) completed an APAC accredited post-graduate course work qualification in psychology extending over a period of not less than two (2) years full-time or an equivalent period part-time; or
- (b) completed an approved post-graduate research qualification in psychology extending over a period of not less than two (2) years full-time or equivalent period part-time; or
- (c) satisfied the Board that he or she holds such other qualifications and experiences as the Board considers appropriate.

#### 10. ASSOCIATE MEMBER

To qualify for election to the grade of Associate Member a person must have:

- (a) obtained an APAC accredited four (4) year qualification in psychology or an APAC accredited three (3) year qualification and an APAC accredited fourth (4th) year qualification in psychology; or
- (b) passed such comprehensive examinations in psychology as are approved by the Board; or
- (c) satisfied the Board that he or she holds such other qualifications as the Board considers appropriate.

### **Titles and Abbreviations**

- 11. (a) The only authorised titles of Members of the Society will be "Honorary Fellow of The Australian Psychological Society Limited", "Fellow of The Australian Psychological Society Limited", "Member of The Australian Psychological Society Limited" and "Associate Member of The Australian Psychological Society Limited". Admitted Members will not be entitled to use any form of title or initials to indicate an association with the Society.
- (b) The authorised abbreviations indicating the class of membership of the Society will be as follows:
  - for an Honorary Fellow: Hon FAPS
  - for a Fellow: FAPS
  - for a Member: MAPS
  - for an Associate Member: Assoc MAPS

### **Election of Members**

- 12. Honorary Fellows must be elected at a general meeting of the Society, on the nomination of the Board.
- 13. Election to the grade of Fellow is decided by the Board. No record will be made in the minutes of Board meetings of the names of candidates who are not elected. Any Member, with his or her consent, may be nominated for election to the grade of Fellow by not less than two (2) other Members, Fellows or Honorary Fellows (or not less than two (2) of any of these grades) of the Society.
- 14. Elections to the grade of Member and Associate Member are decided by the Board.
- 15. All applications for the grade of Member or Associate Member must be accompanied by documentary evidence of the educational qualifications of the candidate together with such other written requirements in relation to certain matters as may be additionally required by the Society and as further provided in the Standing Orders.
- 16. An election to a grade of Membership of the Society will not be effective unless the applicant has paid to the Society the relevant application and subscription fees for such grade of membership.

### **Continuing Professional Development**

17. All Elected Members of the Society are required to undertake suitable continuing professional development activities and programs as detailed in the Standing Orders. Professional development activities include supervision and peer consultation.

### **ADMISSION TO OTHER GRADES OF MEMBERSHIP**

#### **Criteria for Grades of Admitted Membership**

Admitted Members must be admitted to a grade of membership in accordance with the provisions of this Constitution.

#### **18. AFFILIATE**

- (a) Admission as an Affiliate will be determined by the Board.
- (b) Subject to such additional regulations and conditions as the Board may from time to time prescribe, to qualify for admission to the grade of Affiliate, a person must satisfy the Board that he or she has:
  - (i) completed an APAC accredited three (3) year qualification in psychology; and
  - (ii) has completed the requirements for a degree,

or

  - (iii) completed such qualifications in psychology as the Board will accept, which may include an examination in psychology set by the Board or an approved graduate qualification,

or

  - (iv) completed qualifications in other disciplines acceptable to the Board.

#### **19. INTERNATIONAL AFFILIATE**

- (a) Admission as an International Affiliate will be determined by the Board.
- (b) Subject to such additional regulations and conditions as the Board may from time to time prescribe, to qualify for admission to the grade of International Affiliate a person must:
  - (i) reside outside the Commonwealth of Australia; and
  - (ii) be a member of a body or organisation:
    - (A) established for like purposes as those for which the Society is established; and

- (B) which the Board in its absolute discretion has approved; and
- (iii) include in his or her application evidence of his or her current membership of such body or organisation; and
- (iv) satisfy the Board that his or her membership of such body or organisation confers on him or her status equivalent to that conferred upon members of the Society.

20. STUDENT SUBSCRIBER

- (a) Admission as a Student Subscriber will be determined by the Board.
- (b) To qualify for admission to the grade of Student Subscriber a person must satisfy the Board that he or she:
  - (i) is undertaking an APAC accredited course in psychology at an institution approved for that purpose; or
  - (ii) is enrolled in a research Masters or PhD under the supervision of a psychologist at a university that offers APAC accredited programs in psychology.
- (c) A candidate for admission as a Student Subscriber will be proposed by:
  - (i) the convener (or nominee) of the APAC accredited course in which they are currently enrolled; or
  - (ii) the candidate's supervisor from a university that offers APAC accredited programs in psychology who will attest that the research is sufficiently psychological in nature, and will be examined by at least one psychologist.
- (d) A Student Subscriber who ceases to be enrolled in an APAC accredited course, or is no longer enrolled in a research Masters or PhD under the supervision of a psychologist at a university that offers APAC accredited programs in psychology is not qualified to be a Student Subscriber and in order to retain membership must immediately apply for a different grade of membership.

**Conditions for Admitted Members**

- 21. Admitted Members will be entitled to receive notices of general meetings.
- 22. Admitted Members will not be entitled to vote in Society elections.
- 23. Admitted Members are not permitted to be office-holders of the Society.
- 24. Except as otherwise provided in this Constitution, Admitted Members will be entitled to the privileges of membership of the Society under the Constitution, the Rules and the Code.

## FEES AND SUBSCRIPTIONS

25. Each Honorary Fellow, Fellow and Member will pay to the Society an annual subscription of an amount determined by the Board from time to time, provided that no increase exceeding twenty per cent (20%) of the annual subscription for the previous year will be made without the approval of a general meeting of the Society.
26. Unless the Board otherwise determines, each Associate Member will pay to the Society an annual subscription equal to seventy-five per cent (75%) of the subscription payable by a Member, each Admitted Member (other than a Student Subscriber) will pay to the Society an annual subscription equal to fifty per cent (50%) of the subscription payable by a Member and each Student Subscriber will pay to the Society an annual subscription equal to twenty-five per cent (25%) of the subscription payable by a Member, provided that no increase of more than twenty per cent (20%) in the annual subscription for the previous year will be made without the approval of a general meeting of the Society.
27. Any Member of the Society who is elected or admitted to membership will, in the first year of such membership, be liable for that proportion of the full subscription applicable to his or her grade of membership from the date of election or admission to 31 May next.
28. Each Member of the Society will be entitled, at no additional charge, to receive a copy of such publications as the Board decides will be part of the membership subscription, provided that, in accordance with clause 36, Members of the Society whose subscriptions are in arrears without authorisation by the Board will not be entitled to receive such journals until they have paid their overdue subscriptions.
29.
  - (a) The Board may in its discretion reduce, defer or remit annual base membership Subscriptions, or the arrears of annual base membership subscriptions, of any member or grade or grades of members of the Society.
  - (b) As necessary, the Board may, in its Standing Orders, provide for the applicable criteria to qualify for the exercise of its discretion.
  - (c) Where a member of the Society is the recipient of a reduction in the annual base membership subscription payable by them they will be entitled, while they remain a continuing member, to retain that rate of reduction should it be higher than the rate that may be subsequently determined by the Board from time to time. For the avoidance of doubt this will not apply to any member whose circumstances require annual assessment by the Board.

## SUSPENSION, EXPULSION AND RESIGNATION

### Grounds

30. Any Member of the Society may be reprimanded, suspended or expelled if, in the opinion of the Board, such person:
  - (a) has acted in breach of the Constitution or the Rules;
  - (b) has acted in contravention of the Code;



- (c) has been elected or admitted to membership of the Society as a result of a material false representation;
- (d) has been guilty of misconduct which, in the opinion of the Board might bring the Society into disrepute;
- (e) has persistently or wilfully acted in a manner prejudicial to the interests of the Society; or
- (f) has deliberately misrepresented the policies and activities of the Society to another party including a Member of the Society, in a manner which is intended to damage or hinder the Society or compromise or undermine the Society's pursuit of its stated objects.

### **Complaints and Decisions Procedures for referral to Ethics Committee**

31. If a written complaint about the conduct of a Member of the Society (including a person who is not currently a Member of the Society but was a Member of the Society at the time of the conduct under investigation) is received by the Society, the Executive Director will refer the complaint to the Ethics Committee. The Ethics Committee will investigate and determine the matter according to the procedures as determined by the Board and will take into account the legal requirements of and agreements with appropriate registration board.
32. The Ethics Committee will report to the Board in relation to each complaint which is referred to it and such report will indicate whether, in the opinion of the Ethics Committee, there has been a breach of the Code. After receiving the report from the Ethics Committee the Board may, if it considers it appropriate to do so, further investigate the complaint. The provisions of this clause apply irrespective of whether the Member of the Society to whom the complaint relates has resigned his or her membership, provided that the complaint relates to that person's conduct while he or she was a Member of the Society (other than a complaint made under clause 34).

On the basis of the report of the Ethics Committee and any further investigation undertaken by the Board, the Board may, in its absolute discretion, decide to deal with the complaint in any one (1) or more of the following ways:

- (a) that the Member of the Society be reprimanded, in which case the Board will request the chairperson of the Ethics Committee to write to the Member of the Society advising of that decision;
- (b) that the Member of the Society be suspended or expelled pursuant to clause 33; and/or
- (c) that some other action be taken as determined by the Board.

### **Suspension or Expulsion**

33. (a) If the Board decides that the Member of the Society should be suspended or expelled, the Executive Director will:

- (i) if the Member of the Society is to be expelled, serve or cause to be served on that person a notice setting out the reasons for the Board's decision and stating that his or her name is to be removed from the Register of Members;
  - (ii) if the Member of the Society is to be suspended, serve or cause to be served on that person a notice setting out the reasons for the Board's decision and stating that his or her name is to be removed from the Register of Members for a specified period of time.
- (b) If the Member of the Society does not, within a period of twenty one (21) days after the forwarding of a notice pursuant to clause 33(a), lodge an appeal against the decision of the Board in accordance with the provisions of clause 35, the Executive Director will cause the name of that person to be removed from the Register of Members, and the Executive Director may notify the relevant appropriate registration board or other relevant authority or organisation, the employer of that Member of the Society, and/or the public accordingly.

#### **Other Grounds for Terminating or Suspending Membership**

34. If any Member of the Society is convicted of a criminal offence, the Board may refer the matter to the Ethics Committee as a complaint for determination in accordance with clause 31.

#### **Appeals**

35. Any Member of the Society who is found to be in breach of the Code pursuant to clause 30 or is suspended or expelled as a Member of the Society by the Board pursuant to the provisions of this Constitution, may, within the period of twenty one (21) days after notice of the decision of the Board has been sent to such person, lodge an appeal in writing with the Board requesting the Board to submit his or her appeal to the Appeals Committee. If such Member of the Society lodges an appeal in accordance with this clause, the name of such person will not be removed from the Register of Members unless such appeal is not upheld.

#### **Non-Payment of Subscription**

36. Any Member of the Society whose subscription remains unpaid for a period of two (2) months after the beginning of the financial year may, after notice has been sent to him or her at his or her address shown in the Register of Members, be removed from the Register of Members by a resolution of the Board, provided that not less than one (1) week before the meeting of the Board at which such resolution is passed, a notice is sent to such Member of the Society setting out the amount(s) unpaid and advising of the proposed resolution of the Board.

#### **Resignation**

37. Any Member of the Society may resign membership of the Society by forwarding to the registered office of the Society a notice signed by such person stating that he or she

wishes to resign membership of the Society either immediately or on a specific date. Such resignation will be recorded and the person will cease to be a Member of the Society in accordance with his or her notice or, if no date is specified in the notice, at the end of the period covered by his or her current membership subscription, unless such person withdraws his or her resignation before it has taken effect.

## **RULES AND CODE OF ETHICS**

38. (a) Subject to clause 40 and clause 41, the Society in general meeting may, by ordinary resolution, make, alter and repeal Rules to regulate all matters which by the Constitution are to be, or may be, prescribed by the Rules provided that no Rule will have any validity or effect if it amounts to or involves such an alteration of, or addition to, the Constitution as could only be legally made by a special resolution of the Society in general meeting.
- (b) The Society in general meeting may, by ordinary resolution, make, alter and repeal the Code to regulate all matters which by the Constitution are to be, or may be, prescribed by the Code and also all matters which consistently with the Constitution may be made the subject of the Code, provided that no provision of the Code will have any validity or effect if it amounts to or involves such an alteration of, or addition to, the Constitution as could only be legally made by a special resolution of the Society in general meeting.
39. A copy of every addition to, alteration of, or deletion from, the Rules and the Code will be kept at the registered office of the Society and be made available to Members of the Society, on request.
40. The Society in general meeting may by ordinary resolution:
- (a) create Constituent Units;
- (b) make, alter and repeal Generic Rules for the formation, operation, management and dissolution of each different class of Constituent Unit;

provided that no Rule will have any validity or effect if it amounts to, or involves, such an alteration of, or addition to, the Constitution as could only be legally made by a special resolution of the Society in general meeting.

41. The Board may make, alter approve and repeal Specific Rules, for the operation and management of specific Constituent Units, provided that:
- (a) such Specific Rules are, in the opinion of the Board, substantially similar to Generic Rules which have been made for that class of Constituent Unit; and
- (b) no Specific Rule will have any validity or effect if it amounts to, or involves, such an alteration of, or addition to, the Constitution as could only be legally made by a special resolution of the Society in general meeting.

**AFFILIATED BODIES**

42. Subject to clause 1(f), the Society may become a member of, or subscribe to, or affiliate with, any society, association or organisation whether incorporated or not, having objects altogether or in part similar to those of the Society. The Society and all affiliated bodies must be separate bodies, each acting under its own charter regulations or rules, and neither the Society nor any of the affiliated bodies may, by the fact of affiliation, become responsible for or acquire control over the acts of any of the other bodies.

**GENERAL MEETINGS**

43. Subject to the provisions of the Constitution, all meetings of the Society held in accordance with and for the purposes of the Constitution will be held at such time and place, and will be conducted in such manner as the Board may determine.
44. In addition to any other meetings, the Society must hold an annual general meeting at least once every calendar year and within five months after the end of its financial year. The annual general meeting will be held at such time and place as the Board determines.
45. A general meeting may only be convened:
- (a) by directors' resolution; or
  - (b) as otherwise permitted under the Act.

**NOTICE OF MEETINGS**

46. (a) A general meeting must be called by not less than twenty-one (21) days' notice in writing.
- (b) The notice for a general meeting will be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and will specify the place, the day and the hour of the meeting and the general nature of any "special business" in accordance with clause 48.
- (c) The notice for a general meeting will be given by the Executive Director in the manner required by the Constitution or in such other manner, if any, as is prescribed by the Society in general meeting. Such notice will be given to:
- (i) all Members of the Society;
  - (ii) each Director; and
  - (iii) the auditor of the Society.
- (d) On every notice convening a general meeting there will appear with reasonable prominence a statement that a Member of the Society who is entitled to vote is entitled to appoint a proxy, and that a proxy need not be a Member of the Society.

47. The omission, unless wilfully made, to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive such notice will not invalidate the proceedings of that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

48. All business that is transacted at an annual general meeting (with the exception of the consideration of the accounts, balance sheets, and reports of the Board and of the auditors, the declaration of the election of the Directors and the appointment of the auditors) and all business transacted at any other general meeting will be deemed "special business".
49. The quorum at a general meeting will be fifty (50) Elected Members, personally present and entitled to vote, and no business will be transacted at any such meeting unless the quorum is present at the commencement of business.
50. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of Elected Members, will be dissolved. In any other case the meeting will stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the commencement of the meeting, the Elected Members (not being less than two) present will constitute a quorum, but no business will be transacted other than that notified in the notice convening the meeting.
51. The President, and failing the President, the Vice-President, will act as chairperson of general meetings of the Society. If neither of these officers is present and willing to act within fifteen (15) minutes after the time appointed for the commencement of the meeting, the Directors present will elect one of their number to be chairperson of the meeting or, failing them, the Elected Members present will elect one (1) of their number to act as chairperson of the meeting.
52. The chairperson may, with the consent of any general meeting at which a quorum is present (and will, if so directed by such general meeting) adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given, as in the case of an original general meeting. Except as aforesaid it will not be necessary to give notice of an adjournment of, or of the business to be transacted at, an adjourned general meeting.
53. At any general meeting a motion put to the vote of the meeting will be decided on a show of hands of Elected Members unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- (a) the chairperson of the meeting; or
  - (b) not less than five (5) Elected Members having the right to vote at the meeting.

The demand for a poll may be withdrawn.

Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, or lost, and an entry to that effect in the minute book of the Society will be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such a resolution.

54. Except as provided in clause 56, if a poll is duly demanded at a meeting it will be taken in such manner as the chairperson directs, and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
55. In the case of an equality of votes at a meeting, whether on a show of hands or on a poll, the chairperson of the Meeting will be entitled to a second or casting vote.
56. A poll demanded in relation to the election of a chairperson or the adjournment of a meeting must be taken forthwith. A poll demanded on any other resolution may be taken at such time as the chairperson of the meeting directs, and the business (other than that upon which a poll has been demanded) may proceed pending the taking of the poll.

#### **VOTES OF MEMBERS AT GENERAL MEETINGS**

57. On a show of hands, every Elected Member who is present at a general meeting has one vote.
58. On a poll, every Elected Member has one vote and every vote may be given personally or by proxy in accordance with this Constitution.
59. The instrument appointing a proxy must be in writing and if in paper form, signed by the Elected Member appointing such proxy or by his or her attorney duly authorised in writing and if by electronic means, is taken to have been signed or authorised upon submission of the proxy form in the manner specified by the Board at the time that the proxy form is made available to members for completion.
60. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which such proxy is signed (or a notarially certified copy of that power or authority) or authorised must be deposited or received at the registered office of the Society or at such other place in Australia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for the commencement of the meeting, (or in regard to an adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll) at which the person named in the instrument proposes to vote, and in default the instrument of proxy will not be treated as valid.
61. An instrument appointing a proxy must be substantially in the following form or any other form approved by the Board:

**THE AUSTRALIAN PSYCHOLOGICAL SOCIETY LIMITED**

I  
of  
in the State/Territory of                      being a member of The Australian Psychological Society Limited entitled  
to vote at its general meetings, hereby appoint  
..... of .....  
or, failing such person,  
..... of ..... or, in the event that no proxy or alternate proxy is specified above or such person is absent from the general meeting, I hereby appoint the Chair of the Meeting  
as my proxy to vote for me and on my behalf at the annual general meeting/ the general meeting of the  
Society to be held on the                      day of                      20     , and at any adjournment thereof.  
The proxy may vote as he or she thinks fit.  
Signed this                      day of                      20     .  
.....

- 62. The instrument appointing a proxy will confer authority to join in demanding a poll.
- 63. A vote given in accordance with the terms of an instrument of proxy will be valid notwithstanding the previous death or insanity of the Elected Member giving it or the revocation of the proxy or of the authority under which the proxy was executed, provided that no notice in writing of such death, insanity or revocation has been received by the Society at its registered office (or at such other place in Australia as is specified in the notice convening the relevant meeting for the depositing of instruments of proxy) before the commencement of the meeting or adjourned meeting at which the proxy is used.

**DIRECTORS**

- 64. (a) (i) The business of the Society will be conducted by the Board which will be constituted as follows:
  - President;
  - President-Elect (in those years in which a President-Elect has been elected);
  - Executive Director;
  - 6 non-executive Directors elected by the Members of the Society pursuant to clause 64(a)(iv) (**General Directors**); and

Up to 3 non-executive Directors appointed by the Board pursuant to clause 66(d) (**Additional Directors**).

- (ii) A person will be elected to the position of President-Elect by the Elected Members in every second year to take office at the annual general meeting held in those years in accordance with clauses 68 to 76. The President-Elect will serve for a term ending at the annual general meeting following the annual general meeting at which the President-Elect took office, at which time that person shall assume the office of the President and shall hold office as President until the second annual general meeting after his or her commencement as President.
- (iii) The Executive Director will be appointed by the Board in accordance with clause 66(c).
- (iv) The General Directors will be elected by the Elected Members in accordance with clauses 68 to 76.
- (v) The responsibilities of members of the Board are as follows:
  - (A) **PRESIDENT** – The President is responsible for chairing meetings of the Board and for developing, articulating and advancing the mission of the Society. The President is entitled to attend and speak at any meeting held by a Constituent Unit.
  - (B) **PRESIDENT-ELECT** – The President-Elect is responsible for chairing meetings of the Board in the absence of the President, for preparing generally for his or her forthcoming term as President and any other duties as are required by the Board.
  - (C) **EXECUTIVE DIRECTOR** - The Executive Director is responsible for the successful operation of the Society's affairs, including the National office, and for the growth and development of the APS in accordance with the Society's mission statement and strategic objectives. The Executive Director is entitled to attend and speak at any meeting held by a Constituent Unit.
  - (D) **GENERAL DIRECTORS AND ADDITIONAL DIRECTORS** – These Directors will be responsible for fulfilling all the duties of a director of a public company and any other duties as are required by the Board.
- (b) It is acknowledged and agreed by all Members of the Society that it is the Society's intention to have a level of diversity on the Board, by having at any one time at least two (2) Directors who are Academic Members and two (2) Directors who are Practitioner Members (**Diversity Principle**). The Board will use all reasonable endeavours to ensure that the Diversity Principle is given effect to, and will have regard to the Diversity Principle when considering appointments for Additional Directors pursuant to clause 66(d). In this clause:



- (i) 'Academic Member' means a Member Entitled to Hold Office who the Board is satisfied is, or was during a significant portion of their career, principally engaged in either research or formal teaching or another scholarly undertaking in a field of psychology for or in conjunction with a higher education institution; and
    - (ii) 'Practitioner Member' means a Member Entitled to Hold Office who the Board is satisfied is, or was during a significant portion of their career, principally engaged in practice as a psychologist in a private or public setting.
  - (c) The Directors will be paid such remuneration as is determined by the Society at each annual general meeting.
    - (i) The remuneration of the Directors will be deemed to accrue from day to day.
    - (ii) The Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Board or of any committee of the Board or of general meetings of the Society or otherwise in connection with the business of the Society.
65. (a) To avoid all Directors retiring at the same time, the General Directors will alternate retirement in such a way so that, subject to clause 67:
- (i) two (2) General Directors retire at each annual general meeting; and
  - (ii) each General Director serves a term of three (3) years expiring at the third annual general meeting after the annual general meeting at which he or she took office.
- (b) Subject to clause 67(e) (pursuant to which a person appointed under that clause as a General Director to fill a casual vacancy is eligible for election for a consecutive term as General Director), a retiring General Director will not be eligible for election as a General Director for a second consecutive term.
- (c) Notwithstanding any other provision of this Constitution, a General Director (whether or not retiring at the next annual general meeting) is eligible for election to the position of President-Elect.

#### **Terms of Office**

66. (a) Subject to clause 67, a term of office for a General Director will be three (3) years expiring at the annual general meeting that is three (3) years after the annual general meeting at which he or she took office.
- (b) Subject to clause 65(c), no person may be appointed as an Additional Director or elected as a General Director if that appointment or election will cause that person to hold office continually as a Director beyond the fourth annual general meeting to occur after he or she first took office as a Director.

- (c) The Board will appoint an Executive Director. All terms governing the appointment, remuneration, powers and duties of the Executive Director will be determined from time to time by the Board. The Executive Director should be absent from any meeting of the Board during such time as any vote is taken concerning the remuneration of the Executive Director, and may be required (at the direction of the chairperson of the meeting or by resolution of the meeting) to leave any meeting of the Board during such time as the remuneration of the Executive Director is discussed.
- (d) The Board may at any time appoint up to three (3) Additional Directors for any purposes it thinks fit, including to give greater effect to the Diversity Principle.
- (i) Additional Directors may be, but need not be, persons other than Members of the Society, provided that a person who in the Board's opinion has obtained the qualifications for a grade of an Elected or Admitted Member referred to in clause 6 but who is not a Member of the Society may not be appointed an Additional Director, and there must be no more than two (2) persons who are not Members Entitled to Hold Office, holding office as Additional Directors at any time.
- (ii) Additional Directors must retire at the annual general meeting following their appointment and subject to clause 66(b) each will be eligible for election for a consecutive term as a General Director.
- (iii) An Additional Director may, subject to clause 66(b) be reappointed for a consecutive term as an Additional Director, provided however that no person may be reappointed as an Additional Director if that reappointment would cause that person to hold office as an Additional Director for a period of more than three consecutive years.
- (e) In the years in which a person is elected to the position of President-Elect, the President-Elect will also act as the Vice-President of the Board. In the years in which there is no President-Elect, the Board will elect from among its number (excluding the Executive Director and any Additional Directors ) a Vice-President. The Vice-President will act as deputy chairperson of the Board and will act in the place of the President when the President is unable to act.

### Casual Vacancies

67. (a) If the office of President becomes vacant for any reason before the annual general meeting in any year when there is a President-Elect, then the President-Elect shall assume the office of President and shall hold that office to the end of the term that they would have served as President had the President's office not become vacant and the President-Elect had assumed the office of President in accordance with clause 64(a)(ii).
- (b) If the office of President becomes vacant for any reason before the annual general meeting in any year when there is no President-Elect, then:

- (i) the Vice-President or, in the Vice-President's absence or inability to act, a person appointed by the Board from among its number, will act as President until the next annual general meeting;
  - (ii) a President shall be elected to take office at the next annual general meeting occurring after that vacancy in accordance with clauses 68 to 76, (however replacing the word 'President-Elect' for 'President'), who shall hold office for a term of two (2) years to the second annual general after he or she took office as President; and
  - (iii) a President-Elect shall be elected to take office at the annual general meeting occurring after the annual general meeting at which the President took office, pursuant to clause 67(b)(ii), in accordance with clauses 68 to 76, who will assume the position of President at the annual general meeting following his or her election as President-Elect.
- (c) If the office of President-Elect becomes vacant, then:
- (i) a President shall be elected to take office at the annual general meeting occurring after that vacancy in accordance with clauses 68 to 76 (however replacing the word 'President-Elect' for 'President'), who shall hold office for a term of two (2) years to the second annual general meeting occurring after he or she took office; and
  - (ii) a President-Elect shall be elected to take office at the annual general meeting occurring after the annual general meeting at which the President took office in accordance with clauses 68 to 76, who will assume the position of President at the annual general meeting occurring after he or she took office as President-Elect.
- (d) If the office of Vice-President becomes vacant for any reason before the annual general meeting in any year in which there is no President-Elect, the Board will elect from among its number (excluding the Executive Director and any Additional Directors) a Vice-President who will act as Vice-President until the next annual general meeting.
- (e) If the office of a General Director becomes vacant after the second annual general meeting occurring after that General Director took office or at any time when the remaining term of that General Director's office is, in the opinion of the Board, likely to be less than twelve (12) months, (having regard to the timing of the next annual general meeting), then the Board may appoint a Member of the Society who is a Member Entitled to Hold Office, to fill that casual vacancy up until the next annual general meeting. A person appointed to fill a casual vacancy pursuant to this clause 67(e) will be eligible for election as a General Director taking office at the next annual general meeting in accordance with clauses 68 to 76, and, in addition to the term served by reason of that person's appointment to fill the casual vacancy, may hold office for a term of up to three (3) years to the third annual

general meeting occurring after he or she took office as a General Director pursuant to that election.

- (f) If the office of a General Director (**Original Director**) becomes vacant at any time before the second annual general meeting occurring after that General Director took office, then a new Director (**New Director**) will be elected by the Elected Members to fill that vacancy until the end of the term of the Original Director. If the casual vacancy occurs within the first six (6) months of the Original Director's term or within the six (6) months following the first annual general meeting after the General Director took office, a separate by-election will be held to elect the New Director on a date to be fixed by the Board, which date shall be not more than three (3) months after the date of the casual vacancy arising, in accordance with clauses 67(g) to 67(o). In all other cases, the New Director will be elected in accordance with clauses 68 to 76 to take office at the next annual general meeting, provided always that:
- (i) a New Director will not be elected to fill a casual vacancy occurring when the remaining term of the Original Director's office at the time of the casual vacancy, is in the opinion of the Board, likely to be less than twelve (12) months (having regard to the timing of the next annual general meeting), in which case clause 67(e) will apply; and
  - (ii) if in any year a casual vacancy occurs after a notice has been sent in accordance with clause 68 and before the annual general meeting in that year, that casual vacancy may, in the Board's discretion, be:
    - (A) filled by way of a by-election held concurrently with the general election in accordance with clauses 67(g) to 67(o); or
    - (B) taken by the Board to have occurred immediately after the annual general meeting following the casual vacancy, in which case the casual vacancy will be filled by way of a by-election held no later than (3) three months after the annual general meeting in accordance with clauses 67(g) to 67(o).
- (g) Where a by-election is to be held to elect a New Director pursuant to clause 1.1(f), not less than fifty (50) days before the date upon which it is proposed to hold a by-election a notice must be sent to all Members, Fellows and Honorary Fellows of the Society informing them that an office has become vacant and calling for nominations for a New Director. All Members, Fellows and Honorary Fellows will be entitled to nominate candidates for this office, and all Members Entitled to Hold Office will be eligible as candidates. Nominations must be in writing and be signed by a proposer and a seconder of each candidate and each candidate must indicate in writing on such nominations, his or her consent. Completed nominations must be lodged with the Executive Director.
- (h) Nominations will close thirty-five (35) days before the date fixed by the Board for the by-election. If only one nomination is received to fill a position or, in the case

of more than one casual vacancy, the number of nominations received is equal to the number of casual vacancies, the President will declare that candidate or those candidates duly elected to the position(s). In all other cases a by-election will be arranged and conducted in accordance with paragraphs 67(i) to 67(o).

- (i) Not less than fifteen (15) days before the date of the by-election, the Executive Director will cause to be provided to every Elected Member the ballot paper(s) containing a list of nominated candidates at the forthcoming by-election. The following information will be provided with the ballot paper(s):
  - the number of vacancies to be filled;
  - (i) a explanation of how to vote; and
  - (ii) any additional information thought necessary by the Executive Director.
- (j) All Elected Members will be entitled to vote in a by-election to elect a New Director. Elected Members entitled to vote in a by-election are entitled to cast their vote by postal ballot or electronic means in the manner approved by the Board and notified to members at the time that ballot papers are provided.
- (k) Clauses 71 to 73 will apply to the conduct of the by-election.
- (l) (The ballot will close at the close of business on the day before the date of the by-election. The Executive Director will provide for the safe custody of all ballot papers received pending the close of the ballot and after the close of the ballot will provide posted ballot papers unopened, and a statement of the results of all electronic voting recorded by the Society by electronic means, to the scrutineers. The Board will appoint a minimum of two (2) scrutineers and a returning officer to supervise the scrutineers.
- (m) The returning officer, together with the scrutineers will take charge of the ballot papers and a statement of the results of all electronic voting recorded by the Society immediately after the ballot is closed, and will count all votes properly recorded and, keeping the result secret, the returning officer will advise the President of the results immediately upon the conclusion of the vote count.
- (n) The method of counting votes will be in accordance with the optional preferential voting method whereby candidates are elected in a progressive count based upon first preferences, followed by the allocation of later preferences, until such time as all vacancies are filled. If the count for an available position results in two (2) candidates having an equal number of votes, the President must exercise a casting vote in addition to his or her deliberative vote.
- (o) The President must as soon as practicable declare the results of the by-election and must:
  - (i) cause a written notice to be provided within seven days of the by-election to each candidate informing them of the results of the by-election; and

- (ii) must cause a notice to be posted in a place where it will be readily viewed by the Members (which may be on the Society's website) advising the Members of the results of the by-election.

**Call for Nominations**

68. (a) Not less than ninety (90) days before the date upon which it is proposed to hold an annual general meeting a notice must be sent to all Members, Fellows and Honorary Fellows of the Society indicating:
- (i) in relevant years, that a President-Elect is to be elected;
  - (ii) the number of offices of General Directors that are to become vacant at the next annual general meeting;
  - (iii) the number of casual vacancies (if any) that are to be filled at the next annual general meeting and the terms that the persons elected to fill those casual vacancies will serve;
  - (iv) that if the circumstances described in clause 68(d) arise as at the time of the close of nominations, an additional casual vacancy to the number stated pursuant to clause 68(a)(iii) will be filled at the next annual general meeting; and
  - (v) calling for nominations for such offices.

All Members, Fellows and Honorary Fellows will be entitled to nominate candidates for such offices, and all Members Entitled to Hold Office will be eligible as candidates.

- (b) Nominations pursuant to clause 68(a) must be in writing and be signed by a proposer and seconder of each candidate; and each candidate must indicate, in writing on such nomination, his or her consent. Completed nominations must be lodged with the Executive Director. A nomination for the position of President-Elect must clearly state that it is so. A candidate who is nominated for the position of President-Elect may also be nominated for the position of General Director.
  - (c) Nominations will close sixty (60) days before the date fixed by the Board for the annual general meeting.
  - (d) If at the time of the closing of nominations for the position of President-Elect, all nominees for the position of President-Elect are current Directors whose offices would not otherwise become vacant at the next annual general meeting, an additional casual vacancy to the number of casual vacancies stated pursuant to clause 68(a)(iii) will be filled in accordance with clauses 70 to 76 from the existing pool of nominees for offices of General Directors.
69. (a) No Member of the Society may be elected to more than one (1) position on the Board. If a Director is elected to the office of President-Elect, he or she shall be taken to have resigned his or her other position on the Board

immediately prior to being elected to the office of President-Elect. Additionally, if a Member of the Society has nominated for both President-Elect and another position on the Board and is elected to the office of President-Elect, the Member's nomination for the other position on the Board will be taken to have been withdrawn immediately prior to being elected to the office of President-Elect.

- (b) If only one nomination is received for the position of President-Elect, the chairperson of the annual general meeting will declare that candidate duly elected to that position. If the number of nominations received for positions of General Directors equals the number of vacant positions, and no positions have terms expiring before the third annual general meeting occurring after the annual general meeting at which the election is to be declared (that is, there are no casual vacancies to fill), then the chairperson of the annual general meeting will declare the candidates elected to those positions. If the number of nominations received for positions of General Directors equals the number of vacant positions, however there is one or more positions having terms expiring before the third annual general meeting occurring after the annual general meeting at which the election is to be declared, then the candidates may agree between them as to who will take the office(s) having the shorter term(s) and if the candidates so agree the chairperson of the annual general meeting will declare the candidates elected to those positions as agreed. If they do not so agree, and in any other case, an election will be arranged and conducted pursuant to clauses 70 to 76.

### **Voting in Elections**

70. (a) All Elected Members will be entitled to vote in an election for the President-Elect and/or General Directors. Elected Members entitled to vote in an election for the President-Elect and/or General Directors, are entitled to cast their vote by postal ballot or electronic means in the manner approved by the Board and notified to members at the time that ballot papers are provided.
- (b) Each Elected Member may vote for the position of President-Elect, where relevant and for each of the General Director position to be filled by indicating their order of preference for each of the candidates in the separate ballot papers provided.
- (c) Not less than twenty-one (21) days before the date of an annual general meeting, the Executive Director will cause to be provided to every Elected Member a ballot paper containing a list of candidates for the position of President-Elect (in the years in which a President-Elect is to be elected) and a ballot paper containing a list of candidates for the positions of General Director which become vacant at the forthcoming annual general meeting. The following information will be provided with the ballot paper(s):
- (i) where relevant, that a President-Elect is to be elected;
- (ii) the number of General Director positions to be filled and in the case that casual vacancies are to be filled, the terms of those positions;

- (iii) an explanation of how to vote; and
  - (iv) any additional information thought necessary by the Executive Director.
71. (a) Postal ballot paper(s) must be accompanied by an envelope marked "ballot paper(s)", a card requiring the name and signature of the Elected Member entitled to vote, and an envelope addressed to the Executive Director.
- (b) Electronic voting must be conducted via a secure electronic format that provides a mechanism capable of achieving the same level of security, secrecy and effectiveness as is provided by the system of postal ballots adopted by the Society.
72. (a) To record his or her vote an Elected Member:
- (i) must place the number "1" in the square opposite the name of the candidate for whom he or she wishes to vote as first preference; and
  - (ii) may, by placing the numbers "2", "3", "4" (and so on, as the case may require) in the squares opposite the remaining candidates, indicate the order of his or her preference for the remaining candidates.
  - (iii) Elected Members are not required to indicate their preference for each and every candidate listed on a ballot paper; thus a ballot paper will not be invalid if a number has not been placed in every square.
- (b) To submit their vote an Elected Member:
- (i) if voting by postal ballot, must place the ballot paper(s) in the envelope marked "ballot paper(s)" without any other matter and seal it, sign his or her name on the card provided, place the envelope marked "ballot paper(s)" and the card in the envelope addressed to the Executive Director, and post or deliver to the registered office of the Society or such other place as is specified at the time ballot papers are provided; or
  - (ii) if voting by electronic means, is taken to have signed or authorised the vote upon submission of the vote in the manner that is specified at the time that ballot papers are provided.
73. (a) The ballot will close at 10 a.m. on the day before the relevant annual general meeting.
- (b) The Executive Director will provide for the safe custody of all ballot papers received, whether by post or electronic means, pending close of the ballot and after the close of such ballot will provide paper ballot papers unopened to the scrutineers along with a statement of the results of all electronic voting recorded by the Society by electronic means.
74. (a) The Board will appoint a minimum of two (2) scrutineers and a returning officer to supervise the scrutineers.



- (b) The returning officer, together with the scrutineers will take charge of the ballot papers and the statement of results of all electronic voting recorded by the Society immediately after the ballot is closed, and will, if a President-Elect is being elected, separate the ballot papers received and the statement of results of all electronic voting for the position of President-Elect from the ballot papers and the statement of results of all electronic voting for General Directors, count all votes properly recorded and, keeping the results secret, the returning officer will hand the results to the chairperson of the annual general meeting.
  - (c) The method of counting votes will be in accordance with the optional preferential voting method whereby candidates are elected in a progressive count based upon first preferences, followed by the allocation of later preferences, until such time as all vacancies are filled.
  - (d) Where there are one or more casual vacancies to fill for General Director positions in addition to the positions of General Directors retiring pursuant to clause 65, candidates will be elected to the retiring General Directors' positions first. After those positions are filled and the count continues, candidates will be elected to fill the casual vacancies, starting with the casual vacancy having the longest term, until all positions are filled.
  - (e) If the count for an available position results in two (2) candidates having an equal number of votes, the chairperson of the annual general meeting must exercise a casting vote in addition to his or her deliberative vote.
  - (f) All Directors will continue in office until immediately after the declaration of the ballot.
75. The chairperson of the annual general meeting will declare the result of the ballot only after the adoption of the reports of the Board and the auditor.
76. If for any reason, including but not limited to the fact that no nominations were received for a position, the office of any Director described under clause 64 becomes vacant at an annual general meeting and is not filled at that annual general meeting, the vacancy shall be treated as a casual vacancy and that casual vacancy shall be filled in accordance with clause 67.

## **SECRETARIES**

77. (a) The Board will, in accordance with the Act, appoint one (1) or more Secretaries for such term, at such remuneration and upon such conditions as it thinks fit.
- (b) Any Secretary so appointed may be removed by the Board.

## **BORROWING POWERS**

78. The Board, for the purposes of the objects of the Society, may exercise all of the powers of the Society to borrow money, and to mortgage or charge its undertaking and property (or

any part thereof), and to issue debentures, debenture stock and other securities (whether outright or as security for any debt, liability or obligation of the Society).

#### **POWERS AND DUTIES OF THE BOARD**

79. (a) The property, affairs and activities of the Society, including its Constituent Units, will be directed and managed by the Board.
- (b) The Board may exercise all powers of the Society as are not, by the Act, the Constitution or the Rules required to be exercised by the Society in general meeting.
- (c) The Board may not act contrary to the provisions of the Act, the Constitution or the Rules.
- (d) No change to the Constitution or the Rules will invalidate any prior act of the Board which would have been valid if such change had not been made.
- (e) Except as is otherwise provided in the Constitution and the Rules, the business of the Board may be conducted in such manner as the Board from time to time determines.
- (f) The Board may from time to time make and implement Standing Orders for the conduct of the business of the Society.
- (g) The Board may delegate any of its powers to a Director or any other persons or a committee consisting of Directors or any other persons as the Board thinks fit. Any person or committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board, and a power so exercised is deemed to have been exercised by the Board.
80. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, will be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board from time to time determines.
81. The Board must cause minutes of all annual general meetings, general meetings and Board meetings to be entered into books kept for that purpose, in accordance with the Act. Such minutes should be signed by the chairperson of the relevant meeting or by the chairperson of the next succeeding meeting.
82. The Board will have power to appoint, remove and suspend employees of the Society, to determine their powers and duties, and to make such arrangements and enter into such agreements with them (or any of them) as the Board thinks fit, and (subject to the provisions of the Constitution) to pay them such salaries, wages and other remuneration (by way of pensions, gratuities or otherwise) as the Board may think proper, and the Board may delegate the powers contained in this clause (but not this power of delegation).
83. Subject to the Constitution and the Rules, and on payment of such fees (if any) as the Board may from time to time prescribe, the Board may issue to Members, Fellows and

Honorary Fellows of the Society a certificate showing the grade of membership of that person. Such certificates will remain the property of, and will on demand be returned to, the Society.

84. Where the Board is satisfied that an office bearer or committee member of any Constituent Unit acts in a manner that is contrary to or inconsistent with the objects and activities of the Society, or which is not otherwise in the best interests of the Society, the Board may in its absolute discretion remove or suspend the office bearer or committee member from office as the Board thinks fit. The office bearer or committee member shall be immediately advised in writing of any removal or sanction. The terms of any suspension shall be determined by the Board in its absolute discretion.
85. Where an office bearer or committee member of any Constituent Unit is charged with a criminal offence which, in the opinion of the Board, is likely to bring the Society into disrepute, the Board may suspend the office bearer or committee member from office pending the determination of the alleged criminal offences. The office bearer or committee member shall be immediately advised in writing of any suspension.

#### **PROCEEDINGS OF THE BOARD**

86. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and may conduct any meeting by means of audio or audiovisual telecommunications in such manner as it thinks fit.
- (b) The Executive Director will, on the requisition of any three (3) Directors, convene a meeting of the Board by giving not less than seven (7) days notice to all Directors.
- (c) Matters arising at any meeting of the Board will be decided by a majority of votes. In the case of an equality of votes the chairperson will have a second or casting vote.
- (d) Matters to be resolved by circulating resolution will be decided by not less than a two-thirds (2/3) majority of votes entitled to be cast. Any vote on a circulating resolution received by electronic means is taken to have been signed or authorised by the Director under whose name the vote is returned.
- (e) A Director must, as soon as practicable after the relevant facts have come to his or her knowledge, disclose to the Board the nature and extent of any interest he or she has in any contract or arrangement (or proposed contract or arrangement) with the Society.
- (f) Without prejudice to the provisions of clause 106, a Director may not vote in respect of any contract or arrangement (or proposed contract or arrangement) in relation to which he or she is in any way, whether directly or indirectly, interested or in respect of any matter arising out of such contract or arrangement; and if a Director does so vote, his or her vote will not be counted.

87. The quorum at any meeting of the Board will be a simple majority of voting members of the Board.
88. The Directors may act notwithstanding any vacancy on the Board, provided that, if the number of Directors is less than six (6), the remaining Directors may act for the purpose of filling vacancies on the Board and of convening a general meeting of the Society, but for no other purpose.
89. (a) The President will be the chairperson of the Board.
- (b) If at any meeting of the Board the President is not present within five (5) minutes after the time appointed for the commencement of such meeting, the Vice-President and, failing the Vice-President, a Director chosen by the Board, will act as chairperson of the meeting.
90. (a) The Board may delegate any of its powers to such committee or committees as it determines.
- (b) Committee members will be chosen from the Directors and/or the Members Entitled to Hold Office.
- (c) The Board may authorise committees to appoint such number of Associate Members and Admitted Members as the Board thinks appropriate, from time to time, and such Associate Members and/or Admitted Members will be entitled to speak at committee meetings, but will not be entitled to vote.
- (d) Committees will have such terms of reference and such powers as the Board prescribes.
- (e) The Board may fix the quorum for each committee. If the Board fails to fix a quorum, the quorum will be a simple majority of the committee members then in office.
- (f) Each committee will, in the exercise of the powers delegated to it, conform to such clauses, Rules and Standing Orders as apply to committees and with additional obligations as are imposed on it by the Board.
- (g) All committees will report to the Board and, unless the Board expressly determines otherwise, their decisions and recommendations will be subject to confirmation by the Board.
- (h) Committees may invite persons who are not Members of the Society to attend their meetings.
- (i) A committee will, in the absence of any provision for its earlier or later disbandment, continue in being until the conclusion of the annual general meeting next following its establishment.
- (j) The Board may authorise any committee to form one (1) or more sub-committees and to appoint individual committee members to carry out the powers and duties of

that committee. Sub-committees and individual committee members so empowered will report to the relevant committee, and their findings and recommendation will be subject to confirmation by the relevant committee.

91. (a) A committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within five (5) minutes after the time appointed for the commencement of the meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (b) Subject to any restriction imposed on it by the Board, a committee may meet and adjourn as it thinks fit. Matters arising at any committee meeting will be determined by a majority of votes of the members present and, in the case of an equality of votes, the chairperson will have a second or casting vote.
92. All acts done by the Directors, any committee appointed by the Board, or by any person acting as a member of a committee will, notwithstanding that it is later discovered that there was a defect in the appointment of such Director, committee or person, or that they (or any of them) were disqualified, be as valid as if every such person had been duly appointed and was qualified to act.

#### **DISQUALIFICATION OF DIRECTORS**

93. The office of a Director will become vacant if such Director:
- (a) ceases to be a Director by virtue of the Act;
  - (b) becomes bankrupt or makes an arrangement or composition with his or her creditors generally;
  - (c) becomes prohibited from being a director of a company by reason of any order made under the Act;
  - (d) resigns his or her office by notice in writing to the President;
  - (e) is absent for more than six (6) months from meetings of the Board held during that period without permission of the Board;
  - (f) ceases to be a Member Entitled to Hold Office; or
  - (g) is directly or indirectly interested in any contract or arrangement (or proposed contract or arrangement) with the Society but does not declare his or her interest in accordance with clause 86(e).

#### **ETHICS COMMITTEE AND APPEALS COMMITTEE**

94. The purposes of the Ethics Committee are to assist Members of the Society to achieve and maintain ethical conduct at the highest professional level, to educate Members of the Society in regard to ethical standards, to protect the public against unethical conduct by

Members of the Society, and to assist the Society to achieve its objectives as stated or envisaged in its Constitution and Rules. The Committee is authorised to:

- (a) develop and formulate principles and standards in relation to conduct of all ethics matters involving Members of the Society for recommendation to the Board;
- (b) develop and formulate Standing Orders relating to the conduct of all ethics matters for recommendation to the Board;
- (c) from time to time, review the then existing principles and standards in relation to the ethical conduct of Members of the Society and Standing Orders relating to the conduct of ethical matters, and recommend changes to the Board;
- (d) investigate (or cause to be investigated) allegations or complaints of breaches of the Code by Members of the Society irrespective of whether they are still members and, in certain circumstances, of applicants for membership;
- (e) recommend to the Board action to be taken against or in relation to any Member of the Society who, in its opinion, has breached the Code;
- (f) report to the Board and to the Members of the Society on the types of complaints evaluated by it;
- (g) take such actions consistent with the Constitution, the Rules, the Code and Standing Orders, which it considers necessary or appropriate for achieving its purposes or objectives; and
- (h) delegate appropriate tasks to subcommittees of the Ethics Committee, or to employees of the Society, as it considers necessary or appropriate for achieving its purposes or objectives.

95. The Appeals Committee will hear appeals by Members where such appeals are permitted by the Constitution or the Rules. The Appeals Committee will hear appeals in accordance with the Standing Orders and relevant Rules.

#### **THE SEAL**

- 96. (a) The Board will provide for the safe custody of the common seal of the Society.
- (b) The common seal may be used only by prior authority of the Board.
- (c) Every document to which the common seal is affixed must be signed by not less than two (2) Directors or one (1) Director and the Secretary.

#### **INDEMNITY**

97. Every Director, auditor, Secretary and other officer of the Society will be indemnified out of the assets of the Society against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is

granted to them by the court in respect of any negligence, default, breach of duty or breach of trust (other than wilful default or negligence) in carrying out the duties of their office.

## **ACCOUNTS**

98. (a) The Board will keep or cause to be kept, in accordance with the Act, proper books of account of the receipts and expenditure of the Society, the matters in respect of which the receipts and expenditure take place, the assets, credits and liabilities of the Society and of all sales and purchases of goods by the Society.
- (b) The books and accounts will be kept at the registered office of the Society.
- (c) At least once in every year the accounts of the Society will be examined and the correctness of the balance sheet ascertained by a qualified auditor.
99. The Board will from time to time, in accordance with the Act, cause to be prepared and laid before the Society in general meeting, such income and expenditure accounts and balance sheets (made up to a date not more than five (5) months before the date of the general meeting) and such reports as are required by the Act, the Constitution and the Rules.
100. A copy of every profit and loss account and balance sheet (including every document required by law to be annexed to them) which is to be laid before the Society in general meeting, together with a copy of the auditor's report, will, not less than twenty-one (21) days before the date of the general meeting, be sent to all persons entitled to receive notices of general meetings of the Society.

## **AUDIT**

101. The appointment, remuneration, powers and duties of the auditor of the Society will be regulated in accordance with the Act, the Constitution and the Rules.

## **NOTICES**

102. Any notice required by the Constitution or the Rules to be served or given by the Society upon a person may be served upon or given to such person either personally or by sending it by pre-paid post, addressed to such person at his or her address set out in the Register of Members or, in the case of a person who is not a Member of the Society, at the last known address of such person.
103. A notice, if served or given by pre-paid post, will be deemed to have been received by the addressee on the third day following that on which such notice was posted; and in proving such service it will be sufficient to prove that the notice was properly addressed, pre-paid and posted.

## **LIMITED LIABILITY**

104. (a) The liability of the Members of the Society is limited.
- (b) Every Member of the Society undertakes to contribute to the assets of the Society in the event of the Society being wound up during the time that person is a

Member of the Society, or within one year after that person ceases to be a Member of the Society, for payment of the debts and liabilities of the Society contracted before that person ceased to be a Member of the Society, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding twenty dollars.

## **DISSOLUTION**

105. If, upon the winding up or dissolution of the Society, there remains after the satisfaction of all debts and liabilities any property whatsoever, such property will not be paid to or distributed among the Members of the Society, but will be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 106 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, or, in default thereof, by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the foregoing provision, then to some charitable object.

## **APPLICATION OF INCOME AND PROPERTY OF SOCIETY**

106. The income and property of the Society will be applied solely towards the promotion of the objects of the Society. No portion of such income and property will be paid or transferred directly or indirectly to the Members of the Society, except that nothing will prevent:
- (a) the gratuitous distribution among, or a sale at less than cost to, Members of the Society of any books, pamphlets or other publications, whether published by the Society or otherwise, relating to all or any of its objects;
  - (b) the payment in good faith of reasonable and proper remuneration to the Executive Director or to any other Director, officer or employee of the Society, or to any Member of the Society in return for any services actually rendered to the Society;
  - (c) the payment of interest at a rate not exceeding the current maximum bank interest rate chargeable by bankers for overdrawn accounts on money lent;
  - (d) the payment of reasonable and proper rent for premises demised or let by any Member of the Society; or
  - (e) the payment to any company for the benefit of any Director or any officer or employee of the Society, provided that such Director, officer or employee does not hold more than one percent (1%) of the capital of such company and that such company is not obliged to account, directly or indirectly, to such Director, officer or employee for any share of such payment.