



Constitution

Adopted at the Annual General Meeting held on 15 November 2023.

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 (Society)

ABN 23 000 543 788

OBJECTS

1. The Society is a not-for-profit and charitable institution established and operated in Australia to advance psychological health by:
 - (a) advancing the science of psychology and contributing to the betterment of human health, welfare and/or performance through psychological research, education, care, support and practice;
 - (b) establishing and promoting high standards of training, education and conduct in psychology to prevent and treat mental health conditions and improve human functioning;
 - (c) encouraging the development and application of psychological knowledge and science to improve individual lives and support the community in responding to increasingly complex societal issues;
 - (d) promoting or opposing change to law, policy or practice relating to psychology;
 - (e) publishing, distributing and providing a collaborative and authoritative repository for psychological knowledge to increase the quality of care and safe practice of psychology; and
 - (f) encouraging collegiate training, support and advancement to promote excellence and high standards of care in the community.

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. The replaceable rules in the Act do not apply to the Society except as far as they are repeated or contained in this document.

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

"Academic Member" means a Member Entitled to Hold Office who in the reasonable opinion of the Board 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;

"**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;

"**Acting President**" means the Director appointed to act as President in accordance with clause 81;

"**Additional Directors**" means:

- (a) the Non-Psychology Directors; and
- (b) those Members Entitled to Hold Office, appointed by the Board, in its absolute discretion, as Directors from time to time in accordance with clause 75;

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

"**AHPRA**" means the Australian Health Practitioner Regulation Agency;

"**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;

"**Ballot**" means a vote cast pursuant to this Constitution;

"**Ballot Paper**" means a ballot paper, regardless of whether it is paper and/or electronic, or a combination of them, as determined by the Board from time to time, having regard to its preference, subject to applicable laws, to transition to a wholly electronic voting system.

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

"**Board Year**" means the period commencing immediately after the closure of the annual general meeting of the Society in any given year and concluding at the closure of the annual general meeting of the Society in the following year;

"**Branch**" means a Member Group 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;

"**Chief Executive Officer (CEO)**" means the person appointed by the Board pursuant to clause 109 as the Chief Executive Officer of the Society, from time to time;

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

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

"**Committee**" means a committee established by the Board, pursuant to clause 72(e).

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

"**Director**" means a director elected or appointed to the Board;

"**Division(s)**" means each of:

- (a) the Division of Colleges;
- (b) the Division of Early Career;

(c) the Division of Professional Psychology; and

(d) the Division of Psychological Research, Education and Training;

"Division of Colleges" means the Member Group, comprising Members of the Society who are also members of a College;

"Division of Early Career" means the Member Unit comprising Members of the Society who commenced paid employment involving the discipline or profession of psychology within the last seven (7) years;

"Division of Professional Psychology " (or **DPP**) means the Member Group comprising Members of the Society who are registered to practice as psychologists but who are not members of a College;

Division of Psychological Research, Education and Training (or **DPRET**) means the Member Group comprising Members of the Society who are principally engaged in research, formal teaching or another scholarly undertaking in a field of psychology for or in conjunction with an education institution and/or research institution;

General Directors has the meaning given to that term in clause 72(a)(vi);

Generic Rules means the rules made, or amended in accordance with the General Rules from time to time, or otherwise by the Society in general meeting for the formation, operation, management and dissolution of specific groups or committees of the Society or different classes of Member Groups;

Interest Group means a Member Group established pursuant to Rules 3, 4 and 5 of Generic Rules for Interest Groups, to support Members of the Society in pursuit of a special interest;

Member Group means such groups within the Society, established in accordance with the Constitution and the Rules;

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)-6(a)(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 who was a member at the time the act or omission that forms the subject of a disciplinary investigation occurred;

Non-Psychology Directors means persons appointed by the Board to be an Additional Director from time to time in accordance with clause 75, who are not Elected Members of the Society and who are not eligible to be Elected Members of the Society;

President means the person appointed or elected as the President of the Society from time to time;

Policies means the Policies for the conduct of the business of the Society made by the Board, from time to time;

Register of Members means the register to be maintained by the Society containing details of the Members of the Society;

Replacement Director means a General Director appointed by the Board to fill a casual vacancy in accordance with clauses 82 to 86;

Rules means any rules made, or amended in accordance with the General Rules from time to time, or otherwise by the Society in general meeting, including the Generic Rules where the context allows;

Secretary means any person appointed in accordance with clause 112 to perform the duties of Secretary of the Society, 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 73(d);

Virtual Meeting means a meeting held using virtual meeting technology only;

Voting Entitlement Record Date means the date set by the Board on which voting entitlements will be determined; and

Voting Member means an Elected Member who holds the membership grade of Honorary Fellow, Fellow, Member or Associate Member.

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.

A reference to a meeting includes a meeting conducted in any format.

A reference to a person present at a meeting includes a person present at a meeting conducted in any format.

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, Rules, Policies 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) Student Subscribers; and
 - (c) Such other grades of members as are determined from time to time by the Society in general meeting.
7. Associate Members may not be a Director, 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, Policies 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.

8. 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) made 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 thirty (30).

9. 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 the person:
 - (i) has been engaged in psychological practice, teaching or research for a period of not less than ten (10) years and is a current Member; and
 - (ii) 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) possesses an advanced knowledge of psychology in at least one (1) of its fields; and
 - (iv) 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.

10. 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) attained current general registration with the Psychology Board of Australia; or
- (b) 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
- (c) 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
- (d) satisfied the Board that he or she holds such other qualifications and experiences as the Board considers appropriate.

11. 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

- 12. (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; and

for an Associate Member: Assoc MAPS.

Election of Members

13. Honorary Fellows must be elected at a general meeting of the Society, on the nomination of the Board.
14. 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.
15. Elections to the grade of Member and Associate Member are decided by the Board.
16. 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 Policies.
17. 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

18. All Elected Members of the Society are required to undertake suitable continuing professional development activities and programs as detailed in the Policies. 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.

19. 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; or
 - (ii) completed qualifications in other disciplines acceptable to the Board.
20. [NOT USED]
21. 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

- 22. Admitted Members will be entitled to receive notices of general meetings.
- 23. Admitted Members will not be entitled to vote.
- 24. Admitted Members are not permitted to be office-holders of the Society.
- 25. 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, Policies and the Code.

DIVISIONAL MEMBERSHIP

- 26. The Board may record Members of the Society as members of one or more Division(s) in respect of which such Members of the Society satisfy the eligibility criteria and, once recorded, the Member of the Society is deemed to be a member of the relevant Division(s).
- 27. The Board may, in its absolute discretion, vary the Division(s) to which a Member of the Society is recorded as belonging as it thinks appropriate, based on information available to it or pursuant to requests by Members of the Society from time to time.
- 28. For the avoidance of doubt, the Division(s) to which an Elected Member is recorded as belonging as at the Voting Entitlement Record Date will determine the voting entitlements of the Elected Member for the purposes of voting in elections of the Society as set out in this Constitution.

FEES AND SUBSCRIPTIONS

- 29. 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.
- 30. 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.

31. 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.
32. 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 40, 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.
33.
 - (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 Policies, 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

34.
 - (a) Any Member of the Society:
 - (i) will be deemed to have been expelled without any right of appeal if such person is:
 - (A) de-registered by AHPRA for unprofessional conduct; or
 - (B) convicted of a criminal offence; and
 - (ii) may be reprimanded suspended or expelled if, in the opinion of the Board, such person has:
 - (A) acted in breach of the Constitution, Rules or the Policies;
 - (B) acted in contravention of the Code;
 - (C) their AHPRA registration suspended;
 - (D) conditions on their AHPRA registration imposed;
 - (E) been charged with a criminal offence;

- (F) been elected or admitted to membership of the Society as a result of a material false representation;
- (G) been guilty of misconduct which, in the opinion of the Board might bring the Society into disrepute;
- (H) persistently or wilfully acted in a manner prejudicial to the interests of the Society; or
- (I) deliberately misrepresented the operation and/or 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.

(b) If:

- (i) the Board determines that a Member should be reprimanded, suspended or expelled pursuant to clause 34(a)(ii):
 - (A) the CEO will serve or cause to be served on that person a notice setting out the reasons for the Board's decision and, in the event of suspension or expulsion, immediately cause a notation to that effect to be made to the Register of Members with respect to the period of suspension of membership or the expulsion;
 - (B) the Member may lodge an appeal pursuant to 39 and if the appeal is determined in the favour of the Member, the CEO will serve or cause to be served a correction to the Register of Members in accordance with the Policies.
- (ii) the Member is expelled pursuant to clause 34(a) the CEO will cause the name of that person to be removed from the Register of Members and may notify the relevant registration board or other relevant authority or organisation, the employer of that Member of the Society, and/or the public accordingly.

COMPLAINTS RELATING TO MEMBERS

- 35. 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 CEO will refer the complaint to a Committee established for that purpose.
- 36. [NOT USED]
- 37. [NOT USED]
- 38. [NOT USED]

Appeals

- 39. Any Member of the Society who is found to be in breach of the Code pursuant to clause 34 or is suspended or expelled as a Member by the Board pursuant to the provisions of this Constitution, may, subject to clause 34(a)(i), lodge an appeal which will be considered in accordance with the Rules and Policies.

Non-Payment of Subscription

40. (a) Any Member of the Society whose subscription in whole or in part remains unpaid for a period of one (1) month after the beginning of the financial year:
- (i) will have all of their rights and privileges automatically suspended until the subscription is paid in whole or in part or until the person is removed from the Register of Members in accordance with clause 40(b); and
 - (ii) the Secretary will give notice of the amount owing to that Member of the Society whose subscription remains outstanding.
- (b) If any Member of the Society fails to pay the subscription in accordance with clause 40(a) and after notice has been given, they will be removed from the Register of Members and the Secretary will notify that member accordingly.
- (c) The Board may, at its sole discretion and on such terms as it thinks fit, reinstate a member if the member pays all their arrears of any annual membership subscription.

Resignation

41. 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

42. (a) Subject to clause 44, 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 consistent 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.
43. 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.
44. The Society in general meeting may by ordinary resolution:
- (a) Create Member Groups;
 - (b) make, alter and repeal Generic Rules for the formation, operation, management and dissolution of each different class of Member Group;

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.

AFFILIATED BODIES

45. 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.

ADVISORY COUNCIL ON MATTERS AFFECTING THE SOCIETY, THE PSYCHOLOGY PROFESSION AND/OR DISCIPLINE

46. The Board may, subject to the Rules and the Policies, establish an advisory council on matters affecting the Society, the psychology profession and/or discipline (Advisory Council).
47. The purpose of the Advisory Council will be to provide advice and recommendations to the Board and the national office of the Society (National Office) with regard to matters affecting the Society, the psychology profession and/or discipline.
48. Membership of the Advisory Council will be as determined by the Board from time to time. The Board will use reasonable endeavours to ensure that membership of the Advisory Council is reflective of key stakeholder groups of the Society.
49. Notwithstanding any other provision of this Constitution, all members of the Advisory Council will be entitled to vote in relation to Council business, irrespective of any other voting entitlements to which they may or may not be entitled concerning the Society.
50. Notwithstanding any other provision of this Constitution, the Advisory Council acts in an advisory capacity only and the Board remains responsible for the management and control of the Society.

GENERAL MEETINGS

51. Subject to the provisions of the Constitution, a general meeting may be held:
- (a) in any format including as a Virtual Meeting, as determined by the Board, acting reasonably; and
 - (b) using any technology approved by the Board that gives Members as a whole a reasonable opportunity to participate.
52. 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.
53. A general meeting may only be convened:
- (a) by directors' resolution; or
 - (b) as otherwise permitted under the Act.

NOTICE OF MEETINGS

54. (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 56.
- (c) The notice for a general meeting will be given by the Secretary 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.
55. 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

56. 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".
57. 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.
58. 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.
59. The President or Acting President, and failing them, 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.

60. 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.
61. 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.
62. Except as provided in clause 64, 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.
63. 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.
64. 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

65. On a show of hands, every Elected Member who is present at a general meeting has one vote.
66. On a poll, every Elected Member has one vote and every vote may be given personally or by proxy in accordance with this Constitution.
67. 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.
68. 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.

69. 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.

70. The instrument appointing a proxy will confer authority to join in demanding a poll.

71. A vote given in accordance with the terms of an instrument of proxy will be valid notwithstanding the previous death or incapacity 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, incapacity 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.

BOARD

- 72. (a) (i) The business of the Society will be conducted by the Board.
- (ii) The Board will be comprised of not more than 12 Directors.
- (iii) The Board may be comprised as follows:
 - (A) President (or Acting President);
 - (B) President-Elect (in those years in which a President-Elect has been elected);
 - (C) Six (6) General Directors; and
 - (D) Up to four (4) Additional Directors.

- (iv) The President will be appointed in accordance with clause 73 (or clause 81 if a casual vacancy arises) or an Acting President appointed in accordance with clause 81(b)(i).
 - (v) The President-Elect will be elected by the Elected Members in accordance with clause 73 (or clause 81 if a casual vacancy arises).
 - (vi) The General Directors will be elected by the Elected Members in accordance with clause 74 (or clause 82 if a casual vacancy arises).
 - (vii) The Additional Directors will be appointed by the Board in accordance with clause 75 (or clause 87 if a casual vacancy arises).
- (b) The responsibilities of the Directors are as follows:
- (i) **PRESIDENT** – The President or Acting President is responsible for chairing meetings of the Board and for developing, articulating and advancing the mission of the Society. The President or Acting President is entitled to attend and speak at any meeting held by a Member Group.
 - (ii) **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.
 - (iii) **GENERAL DIRECTOR**– These Directors will be responsible for fulfilling all the duties of a director of a public company and any other duties required by the Board.
 - (iv) **ADDITIONAL DIRECTOR** – These Directors will be responsible for fulfilling all the duties of a director of a public company and any other duties required by the Board. In addition, their role is to provide specific areas of skill, experience or expertise to guide the strategic direction of the Society as required by the Board.
- (c) The Board will use reasonable endeavours to ensure that at least two (2) Directors are Academic Members. To the extent that this requirement is not satisfied through the election process, the Board must have regard to this requirement when considering appointments for the Additional Directors in accordance with clause 75 (and clause 87 in the event of a casual vacancy).
- (d) The Directors will be paid such remuneration as is determined by the Society at each annual general meeting, subject to the following:
- (i) the remuneration of the Directors will be deemed to accrue from day to day; and
 - (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.
- (e) The Board shall have the power to establish Committees in accordance with the Rules and Policies.
- (f) The Board shall have the power to make, amend and repeal all such Policies as it deems necessary or desirable for the proper conduct and management of the

Society, the regulation of its affairs and furtherance of its objects. Without limiting this power, the Board may make, amend and repeal Policies in relation to:

- (i) procedural matters in relation to application for all classes of membership of the Society (whether by way of examination, assessment or otherwise);
 - (ii) annual subscription and other fees payable by all classes of membership of the Society;
 - (iii) rights and privileges to be accorded to all classes of membership of the Society;
 - (iv) the nomination eligibility and election of Directors, Office Bearers and other officers of the Society, including eligibility to remain a Director, Officer Bearer or other officer of the Society;
 - (v) the conduct of ballots of Members of the Society;
 - (vi) the name, membership, purpose, terms of reference and proceedings of committees of the Board and the Society;
 - (vii) the discipline of, and sanctions applicable to, members, including suspension, counselling, reprimand, termination or expulsion;
 - (viii) complaints made by any person against a Member of the Society and the establishment of committees and the processes for the resolution of such complaints; and
 - (ix) any other matter relating to the affairs and good governance of the Society.
- (g) No Policy shall be inconsistent with, nor shall it affect the repeal or modifications of, anything contained in this Constitution or the Rules.
- (h) All Policies shall be binding upon all members. A record of all Policies shall be kept in such place, as the Society shall appoint for that purpose.

ELECTION AND APPOINTMENT OF DIRECTORS

President and President-Elect

73. (a) To be eligible for the position the candidate must have held no less than four years continuous membership of the Society as at the close of the nomination period as set out in:
- (i) clause 88(c) for by-elections, and
 - (ii) clause 89(j) for general elections.
- (b) At the end of the term of the President-Elect, the person holding that office during the immediately preceding term will automatically be appointed to the position of President.
- (c) 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 that year.
- (d) 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

any Additional Director) a Vice-President. The Vice- President will act as deputy chairperson of the Board and will act in the place of the President or Acting President when the President or Acting President is unable to act.

General Directors

74. The General Directors will be elected as follows:

- (a) Division of Colleges:
 - (i) The Voting Members who are recorded as members of the Division of Colleges may elect up to two (2) General Directors to the Board.
 - (ii) The General Directors elected under clause 74(a)(i) must be elected as follows:
 - (A) One (1) General Director to be elected by the Voting Members who are recorded as members of the College of Clinical Psychologists in the Register of Members; and
 - (B) One (1) General Director to be elected by the Voting Members who are recorded as members of any College or Colleges, but excluding Voting Members who are recorded only as a member of the College of Clinical Psychologists.
 - (C) Where Voting Members are recorded as members of the College of Clinical Psychologists in addition to one or more other Colleges, those Elected Members are entitled to vote for a General Director under both clause 74(a)(ii)(A) and 74(a)(ii)(B).
- (b) Division of Professional Psychology:
 - (i) The Voting Members who are recorded as members of the Division of Professional Psychology may elect up to two (2) General Directors to the Board.
- (c) Division of Psychological Research, Education and Training
 - (i) The Voting Members who are recorded as members of the Division of Psychological Research, Education and Training may elect one (1) General Director to the Board.
- (d) Division of Early Career Director
 - (i) The Voting Members may elect one (1) General Director from the Division of Early Career Members (**Early Career Director**).
- (e) If the position of a General Director is not filled during the election process set out above, it will be treated as a casual vacancy in accordance with clause 82.

Additional Directors

- 75. (a) Subject to clause 75(b), the Board may appoint up to four (4) Additional Directors.
- (b) Subject to clause 75(d), there should at all times be two (2) Non-Psychology Directors appointed to the Board.
- (c) The Board will use reasonable endeavours to ensure that Additional Directors are appointed within sixty (60) days (or otherwise as soon as practicable) after the end

of each annual general meeting, based on the requisite skills, expertise and experience that would best complement the elected Directors.

- (d) If, from time to time, the requirement that there be two (2) Non-Psychology Directors appointed to the Board is unable to be satisfied for any reason, the Board will still be regarded as validly constituted.

TERMS OF OFFICE

President and President-Elect

- 76. The President will hold office until the second annual general meeting following the annual general meeting at which they took office in the position of President.
- 77. 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.

General Directors

- 78. Subject to the casual vacancy provisions contained in clause 83:
 - (a) General Directors hold office until the third annual general meeting following their election to office.

Additional Directors

- 79.
 - (a) All Non-Psychology Directors hold office until the third annual general meeting following their appointment to office.
 - (b) Non-Psychology Directors may be appointed for a subsequent three (3) year term.
 - (c) Additional Directors appointed by the Board (excluding Non-Psychology) hold office until the annual general meeting following their appointment to office.
 - (d) An Additional Director (excluding Non-Psychology Directors) may be appointed or reappointed for a consecutive term as an Additional Director, provided however that no person (excluding Non-Psychology Directors) may be appointed or reappointed as an Additional Director if that appointment or reappointment would cause that person to hold office as an Additional Director for any part of more than three (3) consecutive Board Years.
 - (e) The Non-Psychology Directors whose terms end at the 2019 AGM may be appointed for a term of one (1) year.

Exclusions

- 80.
 - (a) Subject to clause 80(b) and 80(c), no person is eligible to be elected or appointed where that election or appointment would result in the person serving as a Director for any part of more than four (4) consecutive Board Years.
 - (b) Notwithstanding any other provision of this Constitution, any Director (other than a Non-Psychology Director), whether or not retiring at the next annual general meeting is eligible for election to the position of President-Elect or President.

- (c) The limitations imposed on a Director's term of office as set out in clause 80(a) do not apply to a person appointed to fill a casual vacancy during the period described in clause 82(a). In this instance, clause 86 will govern the maximum term of office.

CASUAL VACANCIES

President, President-Elect and Vice-President

81. (a) If the office of President is vacant immediately following any annual general meeting or becomes vacant during the first ninety (90) days of a President's term, then a separate by-election must be held to elect a new President in accordance with clause 88. The person then elected as President will hold office for the remainder of the original President's two (2) year term. Pending completion of the by-election, the Board will appoint from amongst its number (excluding any Additional Director) a person to hold office as Acting President until a President is so elected.
- (b) If the office of President becomes vacant for any reason after the first ninety (90) days of the President's term and when there is no President-Elect, then:
- (i) either:
- (A) if the Vice-President is able and willing to act, the Vice-President will act as President; or
- (B) if the Vice-President is unable or unwilling to act, the Board will appoint, from among its number (excluding any Additional Directors) and using reasonable endeavours to make such appointment within thirty (30) days of the office of the President becoming vacant, a director to act as President,
- (Acting President)** to hold office as Acting President until a President is elected in accordance with this clause 81;
- (ii) a President shall be elected to take office at the next annual general meeting occurring after that vacancy in accordance with clauses 89 to 101, (however replacing the word 'President-Elect' for 'President'), who shall hold office for a term of two (2) Board Years; 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 81(b)(ii), in accordance with clauses 89 to 101, 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 becomes vacant for any reason before the annual general meeting in any year, at a time 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 73(a).
- (d) If the office of President-Elect becomes vacant for any reason before the Call for Nominations has been made in accordance with clause 89, then:
- (i) the Board will appoint from amongst its number (excluding any Additional Director) a Vice-President to hold office until the next annual general meeting in accordance with clause 73(d);

- (ii) a President shall be elected to take office at the annual general meeting occurring after that vacancy in accordance with clauses 89 to 101 (however replacing the word 'President-Elect' for 'President'), who shall hold office until the second annual general meeting after he or she took office; 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 in accordance with clauses 89 to 101, who will assume the position of President at the annual general meeting occurring after he or she took office as President-Elect.
- (e) If the office of President-Elect becomes vacant for any reason after the Call for Nominations has been made in accordance with clause 89 (as defined therein), then:
- (i) the Board will appoint from amongst its number (excluding any Additional Director) a Vice-President to hold office until the next annual general meeting in accordance with clause 73(d);
 - (ii) the Board will ask the incumbent President to continue to hold office for an additional year from the next annual general meeting, and if they are willing, that person will hold office until the subsequent annual general meeting, at which time a President will be elected in accordance with clause 81(b)(ii); and
 - (iii) if the incumbent President is unable or unwilling to continue to hold office beyond the expiry of their term, the consequent vacancy in the office of President will be treated as a vacancy to which clause 81(a) applies.
- (f) 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 any Additional Directors) a Vice-President who will act as Vice-President until the next annual general meeting.

General Directors

82. If a casual vacancy occurs in respect of a General Director:
- (a) after a Call for Nominations has been issued in accordance with clause 89 but before the annual general meeting to which that call relates, then the Board must use reasonable endeavours to appoint a Replacement Director (from the relevant Division or Early Career Members as applicable);
 - (b) within ninety (90) days after an annual general meeting, then the Board must use reasonable endeavours to appoint a Replacement Director (from the relevant Division or Early Career Members as applicable); and
 - (c) after ninety (90) days from an annual general meeting, then the Board may appoint a Replacement Director (from the relevant Division or Early Career Members as applicable).
83. The Board must use reasonable endeavours to ensure that any Replacement Director appointed for the purposes of clauses 82(a) or 82(b) is appointed within sixty (60) days (or otherwise as soon as practicable) of the casual vacancy arising.
84. Any Replacement Director appointed to fill a casual vacancy is entitled to serve up until the next annual general meeting following their appointment, unless that Replacement Director was appointed in accordance with clause 82(a), in which case the person is entitled to

serve until the second annual general meeting after the date that the casual vacancy arose (Replacement Director Term).

85. Where the Board has appointed a Replacement Director to fill a casual vacancy under clause 82, then if, at the conclusion of the Replacement Director Term, the original term of the position has not yet expired, then an election will be held to fill the remainder of the term of the vacated position.
86. For the avoidance of doubt, the maximum term of office as outlined in clause 80(a) does not apply where a Director had been appointed to a casual vacancy position after a Call for Nominations but before an annual general meeting in accordance with clause 82(a). In that case, the Director's maximum term will be extended to include the period up to the annual general meeting immediately following his or her appointment as Director.

Additional Directors

87. At any time, a casual vacancy in the position of Additional Director may be replaced by Board appointment.

By-elections

88. If the Board is required to conduct a by-election, the following procedure must be followed:
- (a) The Board must fix a date for the by-election, which date must be no more than ninety (90) days after the date of the casual vacancy arising, in accordance with this clause 88.
 - (b) 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 President. All Members, Fellows and Honorary Fellows will be entitled to nominate candidates for the office of President. All Members Entitled to Hold Office will be eligible as candidates for the office of President. 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 nomination, his or her consent. Completed nominations must be lodged with the Secretary.
 - (c) Nominations will close thirty (30) days before the date fixed by the Board for the by-election. If only one nomination is received to fill the position, the President (or Acting President) will declare that candidate duly elected to the position. In all other cases a by-election will be arranged and conducted in accordance with clauses 88(d) to 88(l).
 - (d) Not less than fourteen (14) days before the date of the by-election, the Secretary must cause to be provided to every Elected Member a Ballot Paper containing a list of nominated candidates at the forthcoming by-election. The following information must be provided with the Ballot Paper:
 - (i) an explanation of how to vote; and
 - (ii) any additional information thought necessary by the CEO or the Secretary.
 - (e) All Elected Members will be entitled to vote in a by-election to elect a President. Elected Members entitled to vote in a by-election are entitled to cast their vote in the manner approved by the Board and notified to members at the time that Ballot Papers are provided.

- (f) Clauses 96 to 97 will apply to the conduct of the by-election.
- (g) The Board must appoint a returning officer who is not a Member of the Society or eligible to be a Member of the Society to oversee the counting of votes.
- (h) The ballot will close on the date and at the time as prescribed by the Board.
- (i) The Secretary will:
 - (i) provide for the safe custody of all Ballot Papers received pending the close of the ballot; and
 - (ii) after the close of the ballot, provide Ballot Paper records to the returning officer.
- (j) The returning officer will take charge of the Ballot Papers and the electronic voting system and will:
 - (i) count all votes properly recorded; and
 - (ii) keeping the results secret, hand the results to the President or Acting President as the case may be.
- (k) 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. If the count results in two (2) candidates having an equal number of votes, the President (or Acting President) must exercise a casting vote in addition to his or her deliberative vote.
- (l) The President (or Acting President) must, as soon as practicable declare the result 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) cause a notice to be posted in a place where it will be readily viewed by the Members of the Society (which may be on the Society's website) advising the result of the by-election.

ELECTIONS

Call for Nominations

89. (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 Honorary Fellows, Fellows and Members of the Society indicating:
- (i) in relevant years:
 - (A) that a President-Elect is to be elected; or
 - (B) that a General Director from the Early Career Members is to be elected;
 - (ii) the number of General Directors to be elected by the relevant Division that will become vacant at the next annual general meeting; and
 - (iii) calling for nominations for such offices. (Call for Nominations).

- (b) Subject to clause 89(c), a person may only:
 - (i) nominate another person for election to any position(s) of Director; and/or
 - (ii) be nominated for election to any position(s) of Director,

where, in each case, that person is a Member Entitled to Hold Office who would be eligible to vote for the position(s) of Director in respect of which that nomination is made.
 - (c) In the case of a General Director to be elected from the Early Career Members:
 - (i) any Member Entitled to Hold Office may nominate a person for election to that position; but,
 - (ii) only a Member Entitled to Hold Office who will qualify as an Early Career Member as at the close of the Call for Nominations may be nominated to that position.
 - (d) For the avoidance of doubt, the Board may, in its absolute discretion, shorten the notice period set out in clause 89(a) in the event of a casual vacancy.
 - (e) Nominations pursuant to clause 89(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 Secretary.
 - (f) A nomination for the position of President-Elect must clearly state that it is so.
 - (g) A nomination for the position of Early Career Director must clearly state that it is so.
 - (h) A nomination for a General Director must clearly state the Division for which the nominee is nominating.
 - (i) A candidate who is nominated for the position of President-Elect may also be nominated for a General Director position.
 - (j) Nominations will close thirty (30) days before the date fixed by the Board for the annual general meeting.
90. (a) No Member of the Society may be elected to more than one (1) position on the Board. If:
- (i) a Director is elected to the office of President or President-Elect, he or she will be taken to have resigned his or her other position on the Board immediately prior to being elected to the office of President or President-Elect;
 - (ii) a Member Entitled to Hold Office has nominated for both President or President-Elect and another position on the Board and is elected to the office of President or President-Elect, then 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 or President-Elect; and
 - (iii) a Director is taken to have resigned from his or her former position due to the election to the office of President or President-Elect and if the term for which the Director was elected to that former position has not yet expired, then the former position will be taken to be a casual vacancy position in accordance with clause 82.

- (b) For the avoidance of doubt, a Member Entitled to Hold Office may not nominate for two (2) separate General Director roles at any one time.
- (c) If:
 - (i) only one (1) 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;
 - (ii) only one (1) nomination is received for the position of President in the event of a casual vacancy occurring under clause 81(b), the chairperson of the annual general meeting will declare that candidate duly elected to that position;
 - (iii) the number of nominations received for a General Director position equals the number of vacant positions then the chairperson of the annual general meeting will declare the candidates elected to those positions, subject to clause 90(c)(iv);
 - (iv) there are a number of positions of General Director for a Division which are to be filled by election and both:
 - (A) the number of nominations received for those positions equals or is greater than the number of those vacant positions; and
 - (B) one or more of those positions have a term of less than three (3) Board Years,

then an election will be held and the candidate with the most votes (in respect of a particular category of General Director) takes the role with the longest term of office; and/or
 - (v) in relation to any position on the Board, the number of nominations received exceeds the number of positions available to be filled, then an election will be held in accordance with relevant provisions of this Constitution.

VOTING IN ELECTIONS

President-Elect

- 91. (a) All Voting Members recorded in the Register of Members as at the Voting Entitlement Record Date will be entitled to vote in an election for the President-Elect.
- (b) Voting Members entitled to vote in an election for the President-Elect are entitled to cast their vote in the manner approved by the Board and notified to Members of the Society at the time that Ballot Papers are provided.
- (c) Each Voting Member may vote for the position of President-Elect by indicating their order of preference for each of the candidates in the relevant Ballot Paper provided.

General Directors

- 92. (a) Subject to clause 74(a)(ii), Voting Members who are recorded as members of a Division in the Register of Members as at the Voting Entitlement Record Date will be entitled to vote in an election for a General Director from that Division.
- (b) All Voting Members will be entitled to vote in an election for an Early Career Director.

93. Elected Voting Members entitled to vote in an election for a General Director are entitled to cast their vote in the manner approved by the Board and notified to Members at the time that Ballot Papers are provided.
94. Voting for the positions of General Directors will occur by eligible Voting Members indicating their order of preference for each of the candidates in the relevant Ballot Paper provided.

General

95. (a) Not less than fourteen (14) days before the date of an annual general meeting, the Secretary will cause to be provided to every Voting Member:
- (i) 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
 - (ii) a separate Ballot Paper containing a list of candidates for each position of General Director, which will be vacant at the forthcoming annual general meeting.
- (b) 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 and category of General Director positions to be filled and the terms of these positions;
 - (iii) an explanation of how to vote; and
 - (iv) any additional information thought necessary by the CEO or the Secretary.
96. [NOT USED]
97. (a) To record his or her vote a Voting 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) For the avoidance of doubt, Elected Members are not required to indicate their preference for each and every candidate listed on a Ballot Paper. A Ballot Paper will not be invalid if a number has not been placed in every square.
- (b) To submit their vote a Voting Member 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.
98. (a) The ballot will close at 10 a.m. on the day before the relevant annual general meeting.
99. (a) The Board must appoint a returning officer who is not a Member of the Society or eligible to be a Member of the Society to oversee the counting of votes.
- (b) The Secretary will:

- (i) provide for the safe custody of all Ballot Paper records pending the close of the ballot; and
 - (ii) after the close of the ballot, provide Ballot Paper records of the Voting Members have been recorded, to the returning officer.
- (c) The returning officer will take charge of the Ballot Paper records and will:
- (i) aggregate the results of all Ballot Papers for the positions of President-Elect and each position of General Director;
 - (ii) count all votes properly recorded; and,
 - (iii) keeping the results secret, hand the results to the chairperson of the annual general meeting.
- (d) 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.
- (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.
100. 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.
101. If for any reason, including but not limited to the fact that no nominations were received for a position, the office of President, President-Elect or General Director 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 81 or 82 and 83 (as applicable).
102. [NOT USED]
103. [NOT USED]
104. [NOT USED]
105. [NOT USED]
106. [NOT USED]
107. [NOT USED]
108. [NOT USED]

CHIEF EXECUTIVE OFFICER

Appointment of CEO

109. The Board may appoint a Chief Executive Officer (CEO).

Powers, duties and authorities of CEO

110.

- (a) Any CEO appointed in accordance with clause 109 holds office on the terms and conditions (including any remuneration) and with the powers, duties and authorities determined by the Board.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Board.
- (c) The CEO is entitled to attend and speak at any meeting held by a Member Group.

Suspension and removal of CEO

111. Subject to the terms and conditions of the appointment, the Board may suspend or remove any CEO appointed in accordance with clause 109 from that office.

SECRETARIES

- 112. (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 appointed in accordance with clause (a) may be removed by the Board.

BORROWING POWERS

113. 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

- 114. (a) The property, affairs and activities of the Society, including its Member Groups, 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, 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, Rules or the Policies.
- (d) No change to the Constitution, Rules or the Policies 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, Rules and Policies, 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 Policies 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.

115. 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.
116. 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.
117. 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).
118. Subject to the Constitution, Rules and Policies, 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.
119. Where the Board is satisfied that an office bearer or committee member of any Member Group 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.
120. Where an office bearer or committee member of any Member Group 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

121.
 - (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 Secretary 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 141, 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.
122. The quorum at any meeting of the Board will be a simple majority of voting members of the Board.
123. 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.
124. (a) The President or Acting President will be the chairperson of the Board.
- (b) If at any meeting of the Board the President or Acting 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.
125. The Board may delegate any of its powers to such committee or committees as it determines, pursuant to clause 72(f)(vi) and in accordance with the Rules and Policies.
126. [NOT USED]
127. 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

128. 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 or Acting President;
 - (e) is absent for three (3) consecutive meetings or any three (3) meetings out of six (6) consecutive meetings of the Board (other than those necessarily called on less than forty-eight (48) hours' notice) without written permission of the President;
 - (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 121(e).
 - (h) is not eligible to remain on the Board pursuant to Policies made by the Board for this purpose.
129. [NOT USED]
130. 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 Policies and relevant Rules.
131. [NOT USED]

INDEMNITY

132. 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

133. (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.
134. 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, Rules and Policies.
135. 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

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

NOTICES

137. Any notice required by the Constitution, Rules and Policies to be served or given by the Society upon a person may be given to such person either personally, by sending it by pre-

paid post or electronically as nominated to his or her address set out in the Register of Members or, by electronic means as nominated by the person.

138. (a) A notice if 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.
- (b) A notice if given by electronic means, will be deemed to have been received by the addressee on the business day after it was sent.

LIMITED LIABILITY

139. (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

140. (a) Subject to clause 140(b), 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 a not-for-profit and charitable institution, body, entity or organisation:
- (i) having not-for-profit and charitable objects similar to the objects of the Society;
 - (ii) being a charity registered under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) if the Society has been;
 - (iii) being income tax exempt under Commonwealth taxation laws if the Society has been; and
 - (iv) which prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society by virtue of clause 141,

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.

- (b) If the Society is endorsed as a deductible gift recipient, upon the winding up or dissolution of the Society or the revocation of the endorsement of the Society as a deductible gift recipient (whichever occurs first), any surplus comprising of:
- (i) gifts of money or property for the principal purpose of the Society;

- (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Society, and
- (iii) money received by the Society because of such gifts and contributions,

shall be transferred to a not-for-profit and charitable institution, body, entity or organisation selected according to clause (a) with the additional requirement that it must receive deductible gifts under Commonwealth taxation laws on the same basis that the Society had done so.

APPLICATION OF INCOME AND PROPERTY OF SOCIETY

141. 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 any Director, CEO, 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.
142. Effective 1 July 2021 the financial year of the Society shall run from 1 July to 30 June.