

Australasian Research Management Society Inc.

BY-LAWS

Under the Constitution of the Australasian Research Management Society Inc. (**Society**), the Board of the Society (**Board**) has the power to make, alter and amend By-Laws with respect to the operation and procedures of the Society. The Board may amend the By-Laws as it deemed necessary from time-to-time.

The following By-Laws are made by the Board pursuant to its powers under the Constitution of the Society.

BY-LAW 1 SCHEDULE OF MEMBERSHIP FEES

1.1 Annual subscriptions

MEMBERSHIP TYPE	DESCRIPTION
CORPORATE MEMBERSHIP	Designed for those Members whose dues are covered under a group by their employing organisation, which is actively engaged in, or supports the research enterprise. The maximum number of voting Members in each employing organisation under this category is twenty (20), but this does not exclude the employing organisation from identifying further non-voting Members.
SMALL GROUP MEMBERSHIP	Is designed for small corporate organisations of up to 10 individual Members. A 10% discount will apply when 6-10 members at the same corporate organisation pay their membership fee on a single invoice. Each individual Member will have voting privileges of the Society.
INDIVIDUAL MEMBERSHIP	Is designed for individuals who are employed or active in the field of research management and/or research administration at any level and with any sector of the research community. Each individual will have voting privileges of the Society.
RETIRED MEMBERSHIP	This category is designed for current Members that have retired from the research management sector but wish to be part of the Society.

1.2 Register of members

A register of current financial members will be maintained and no information within the register will be used or disclosed to any party if not directly related to the management of the association. The register shall also include members that have temporarily suspended their membership or those individuals that have decided to cancel their ARMS membership.

1.3 Member benefits and privileges

Only financial members of the Society are eligible to receive member benefits.¹

Only financial members of the Society are eligible to vote in any election processes. In respect to Corporate Membership, only those individuals nominated as representative voting members are eligible to vote, up to a maximum of 20 individual per Corporate Membership.

BY-LAW 2 BUDGETS AND FINANCIALS

2.1 Executive Office

Under the Constitution, the Board may establish an executive office (**Executive Office**) which, on establishment, shall be the administrative centre of the Society located and administered as directed by the Board. Save as may be otherwise directed by the Constitution or by law, the files, business records and the accounts of the Society shall be maintained at the Executive Office. The Board may authorise an annual budget for the operation of the Executive Office for secretarial, administrative and consumable expenses.

2.2 Travel costs

2.2.1 General Policy

The Society shall reimburse Members of the Board for their expenses in travel and accommodation to attend Meetings of the Board or other meetings approved by the Board. Where costs of attendance at such meeting are supported by the Member's employing organisation, the Society may, on request of that organisation, reimburse that organisation the costs (expenses) of attending the meeting. Board Members planning to attend the annual ARMS conference will only be reimbursed for any extra accommodation and transfer costs to attend the scheduled Board meeting held prior to the conference.

2.2.2 Standing Committee Meetings

Apart from the annual Society conference, the Society shall reimburse Members of Standing Committees reasonable expenses in travel and accommodation to attend one face-to-face meeting approved annually by the Board.

2.2.3 International Travel

The Society shall reimburse an expense limit of up to \$3500 per individual for economy class international travel which has been pre- approved by the Board.

2.3 Bank Accounts

The Society shall maintain appropriate bank accounts for all membership, sponsorship and other funds of the Society.

2.3.1 Chapter Bank Accounts

Any assets of Chapters shall be held in the name and beneficial interest of the Society. Bank accounts can only be established for non-Australian based Chapters (i.e. Singapore and New Zealand and the Pacific Islands) for management of Board-approved income and expenditure.

2.4 Budgets

Each Chapter and Standing Committee shall provide the Board with a proposed annual budget. The Treasurer shall present an indicative annual budget to the Board before the end of the prior financial year.

Committees may request funding in addition to that which has been approved. Such requests must be in writing, with a justification, prior to the close of submission of papers for the next Board meeting.

2.5 Payments

¹ See the ARMS website for a full list of current member benefits: <http://researchmanagement.org.au/content/membership/>.
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All invoices and accounts for payment should be forwarded to the Executive Office who will arrange for the prompt payment of the account.

2.6 Financial Year

The financial year for the Society shall be from 1 July to 30 June.

The membership year for the Society shall be from 1 July to 30 June.

2.7 Events and activities income

Net income from any events or activities facilitated by the Society, such as the Annual Conference, will be held in the central bank account and will be allocated to the purposes of the Society in accordance with the annual budget.

2.8 Membership subscriptions

Member subscriptions will be held in the central bank account and will be allocated for the purposes of the Society's priorities in accordance with the annual budget.

2.9 Expense reimbursement

The Society will reimburse officers and committee Members for reasonable pre-approved out-of-pocket expenses. Members should use the expense reimbursement claim form available on the website.

BY-LAW 3 ELECTION OF OFFICERS

3.1 Returning Officer

The Board shall appoint a Returning Officer who will oversee all elections of Board Members and ballots of the Society.

3.2 Nominations to the ARMS Board and Standing Committees

Nominations shall be received in writing by the Secretary of the Society at least thirty five (35) days prior to the Annual General Meeting. Nominations shall be signed by at least two (2) voting Members of the Society; one as nominator and one as seconder, in addition to the nominee.

Nominees must be current financial members of the Society at the time of nomination and if approved, throughout the appointment.

Each nomination shall provide a written statement addressing the skills and expertise criteria as outlined in the Terms of Reference of the Board or relevant Standing Committee.

Each nominee will then be assessed against these skills and expertise criteria by a Board appointed ad-hoc nominations committee, typically a sub-committee of the Governance, Finance and Audit Committee. The Board shall have the power to appoint additional expertise to the ad-hoc nominations committee as required. If only one person is considered suitable for the vacant position, this person shall be deemed elected.

If two or more nominations are deemed suitable for the vacant position, then a ballot shall be held. Nominations shall be reported to the membership in writing at least thirty (30) days prior to the start of the Annual General Meeting.

3.3 Ballots

The Returning Officer shall cause ballots to be made available to all Members eligible to vote at least thirty (30) days prior to the start of the Annual General Meeting using the following procedures:

- A. The ballot shall list the names of all the nominees, and shall be accompanied by voting instructions.

- B. All ballots, in order to be valid, must be received by the Returning Officer on or before the tenth (10th) day prior to the date of the Annual General Meeting.
- C. The Returning Officer shall be responsible for the counting of the ballots and the reporting of the election results to the Board.
- D. The President of the Society shall notify all candidates of the results of the election at least five (5) days prior to the Annual General Meeting.
- E. The Members of the Society shall be notified officially of the election results at the Annual General Meeting.
- F. All ballots shall be available for audit by any Society Member for at least thirty (30) days following the close of the Annual General Meeting, after which ballot information may be destroyed.
- G. In the case of tie votes, the selection shall be made by secret ballot of the Board.

If a voting Member nominates for both an Office Bearer position and general membership of the Board and is successful in polling for both positions, he/she takes up the office bearer position and the candidate with the next highest number of votes is elected as a General Member of the Board.

BY-LAW 4 COMMITTEES

4.1 Establishment

The Board has the power to create Standing Committees pursuant to the Constitution. The Board may also from time-to-time create an ad hoc committee (**Ad Hoc Committee**) in respect of a specific matter.

Under the Constitution and pursuant to this By-Law, the Board may from time-to-time delegate such power and authority as it considers necessary for the effective and efficient operation of the Society to an Ad Hoc Committee or Standing Committee as applicable.

4.2 Composition

Standing Committees shall, unless otherwise indicated, be composed of:

- A convenor apart from the Annual Conference Planning Committee, appointed by the Board
- Additional persons appointed by the Board as may be deemed desirable

Ad Hoc Committees shall be composed of such persons required for the specific matter it is created to address, including such persons appointed by the Board as may be deemed desirable by the Board.

The Board may regularly call for expressions of interest from Members who may wish to be considered for appointment to a Standing Committee or an Ad Hoc Committee.

Dedicated secretariat support shall be provided by the ARMS Executive Office for each Standing Committee or Ad-Hoc Committee.

4.3 Relationship between Board and Committees

The Board may appoint any Member of the Board or the Executive Office to serve as liaison with any Standing Committee or Ad Hoc Committee.

Each Standing Committee or Ad Hoc Committee must report regularly (at least quarterly) to the Board on its operations and its compliance and achievement of its objectives as set out by the Board or in the Strategic Plan of the Society.

Each Standing Committee shall have its own Terms of Reference.

4.4 Standing Committees

4.4.1 Education and Professional Development Committee

This committee will oversee the development, promotion, operational management and delivery of the Society's Accreditation Program (Foundation and Professional) and other professional development activities to serve the needs of the members.

4.4.2 Member Services Committee

This committee will be responsible for overseeing and facilitating the development and delivery mechanisms for services to Members of the Society including awards and scholarships that are to be awarded to Members from time-to-time.

This committee shall be a formal channel of communication between the Society and its Chapters.

4.4.3 Governance, Finance and Audit Committee

This committee will ensure that there are robust and effective processes for evaluating the performance of the Board and Board Standing Committees, and to ensure the Board fulfils its legal and functional responsibilities. The committee also supports the Board with maintaining the By-Laws and reviewing or developing other policies as necessary. It shall oversee the rigor and independence of the election processes as well as assist the Board in fulfilling their financial responsibilities by overseeing the development and review of financial reports, assessing systems of internal controls and adequacy of risk management as well as facilitating auditing processes.

4.4.4 Conferences and Major Events Committee

This Committee shall advise on and oversee major events including the annual Society conference, the biennial Australasian Ethics Network (AEN) conference and, when necessary, the International Network of Research Management Societies (INORMS) Congress, as well as any other major events held by or in association with the Society from time to time (e.g. the Australasian Research Training Network events).

BY-LAW 5 CHAPTERS

Chapters consist of those Members whose research management and/or research administration activities are in a specific geographical area. The Chapters are the basic unit of the Society, relating Members to the Society's programs and activities.

These regionally-based groupings of Members will be responsible for identifying the interests and needs of local Members and facilitating and arranging appropriate activities, ensuring Members are informed of Society initiatives, providing a means of encouraging cooperation among Chapter Members and the institutions to which they belong, and forming linkages with related organisations in that region, or with organisations sympathetic to the aims of the Society which would be interested in participating in or sponsoring Society-related activities.

Chapters shall be governed by, and function under the Chapter Committee's Terms of Reference.

Chapters shall liaise directly with the Member Services Committee as required to perform their functions and assist in their dealings with Members. Chapter Committee Convenors shall also be members of the Member Services Committee.

From time-to-time, the Board may consider the establishment of new Chapters. The criteria for establishment may include:

- Demonstration that there is sufficient diversity of corporate membership within the proposed region;
- The proposed region aligns with the strategic objectives of the Society;
- A critical mass of members within the proposed region; and
- A diversity of committee members and a program of activity.

Any requests for the establishment of the new Chapters must be made in writing to the Member Services Committee in the first instance and approved by the Board.

Chapters may be dissolved by action of the Board upon being advised that such Chapter does not comply with the Terms of Reference for Chapter Committees, but only after due notice has been served and a hearing afforded.

BY-LAW 6 SPECIAL INTEREST GROUPS AND NETWORKS

6.1 Special Interest Groups

Special Interest Groups may be formed under the auspices of the Society, upon approval of the Board following receipt of a request in writing by five or more Members. Special Interest Groups enrich the Society's ability to conduct programs for research managers and research administrators from a wide variety of work settings.

Special Interest Groups will be responsible for developing and maintaining a network of Members having a common area of practice or application.

Each Special Interest Group shall have a Convenor and Committee who shall manage the activities and communications, including any web-based discussion facility, of the group.

Special Interest Groups shall be governed by, and function under the By-Laws of the Society, as amended from time-to-time.

Special Interest Groups shall report to the Member Services Committee on a quarterly basis.

From time-to-time the Board, via the Members Services Committee may consider in writing, the establishment of a new Special Interest Group. The request must include the purpose and rationale of the Special Interest Group, the proposed Convenor and a membership engagement strategy.

Any assets of Special interest Groups shall be held in the name and beneficial interest of the Society and no separate bank account or trust fund shall be established, unless approved by the Board for time limited management of conference income and expenditure.

Special Interest Groups may be dissolved by action of the Board upon being advised that such Group does not comply with the By-Laws, but only after due notice has been served and a hearing afforded.

6.2 Networks

Networks are a well-established, high profile groupings of nominated members from outside the ARMS community who share a common interest in a particular practice or application in the profession. Specifically, they provide a forum, professional development, networking opportunities and events such as a conference for their members and characteristically do not have a formal legal structure but operate as a stream of ARMS activity.

Under this arrangement, ARMS bears all the legal and financial risks for activities carried out by the network and therefore the management and delivery of any major events or conference undertaken by the network falls under the governance of the ARMS Conferences and Major Events Committee.

Each Network has a set of operating principles which are approved by the Board. Any conference surpluses generated by Networks legally belong to ARMS. Therefore, Networks shall be governed by, and function under the By-Laws of the Society, as amended from time-to-time.

Each Network shall have a Convenor and an Advisory Group who shall manage the activities and communications of the Network. Networks shall report directly to Member Services Committee.

From time-to-time, the Board may consider the inclusion of additional Networks into the ARMS governance structure. Any requests for the establishment of new Networks must be made in writing to the Member Services Committee in the first instance and approved by the Board.

Networks may be dissolved by action of the Board upon being advised that such Network does not comply with the operating principles of the network, but only after due notice has been served and a hearing afforded.

BY-LAW 7 CONFLICT OF INTEREST

All Members of the Board, the Executive Office and the Committee must comply with the Society's policies, as amended from time-to-time. All policies shall be made available on the ARMS website.

7.1 Conflict of Interest Policy

The Society has in place a policy governing conflicts of interest. The current Conflict of Interest Policy can be found on the Society website.