BY-LAWS

In accordance with clause 12.1 of the ARMS Constitution, the Board of Directors for the Australasian Research Management Society Inc (ARMS) may determine and promulgate By-Laws for the effective operation of the Society on any matters of the Australasian Research Management Society Inc. (Society). The Board may amend the By-Laws as it deemed necessary from time-to-time.

DEFINITIONS

ARMS means the Australasian Research Management Society Inc.

Board of Directors (or Board) means financial members of ARMS who have been elected by the Society to serve on the Board of Directors for the Australasian Research Management Society.

Chapters means 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.

Conference Convenors are volunteers who serve as Chairs of the annual conference sub-committee, overseeing and coordinating all aspects of planning and executing the event.

General Meeting means a general meeting of members of the association convened in accordance with these By-Laws and the ARMS Constitution.

Members means a member of the Australasian Research Management Society.

Register of Members means the platform used to record and store information about ARMS members, including but not limited to email, address, organisation, voting status, membership renewal status, accreditation and other training registration and results.

Special Interest Groups and Networks mean members with common areas of training or interest within the research management profession.

Membership Dues means the invoice that is dispatched annually to members for the purpose of renewing their membership with ARMS.

Reasonable Expenses means the expenses of ARMS Executive Office Staff or approved Members for which those individuals are reimbursed a standard economy airfare (not premium economy class), accommodation, meals and transfers, incurred in order to participate in an activity approved by the ARMS Board.

Society means the Australasian Research Management Society Inc.

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 DUES AND VOTING RIGHTS

1.1 MEMBERSHIP TYPES, DUES AND VOTING RIGHTS

MEMBERSHIP TYPE	DESCRIPTION
CORPORATE MEMBERSHIP	Designed for those members' dues whose membership dues are covered under a group by their employing organisation, which is actively engaged in, or supports the research enterprise. There are three (3) Tiers to Corporate Membership • Tier 1 – Suitable for Research Organisations who generate research income between (AUD $10<50m revenue) • Tier 2 – Suitable for Research Organisations who generate research income between (AUD $50-100m revenue) • Tier 3 – Suitable for Research Organisations who generate research income (AUD $100m+ revenue) The membership dues for each Corporate Tier shall be advertised on the ARMS website. <u>Voting rights</u> A Corporate Member of a numerically lower Tier may not have more voting rights than a Corporate Member of a numerically higher Tier. The maximum number of voting members in each employing organisation under this category is twenty (20), regardless of the tier, but this does not exclude the employing organisation from identifying further non-voting Members. The process for changing number of the voting rights of Corporate Membership Tiers is as follows: • A current and fully paid-up voting member may propose a change to the maximum number of votes that a Corporate Membership Tier is allowed. • The proposed change must be endorsed by two other voting members of the Society who shall be from different organisations than that of the proposing member with at least one member being from a different Tier level from that of the proposing member. • The proposed change must be put forward to the Board for consideration with a detailed rationale for the change. To be considered and potentially incorporated into the next voting cycle, requests for proposed changes must be provided to the Board via the Chief Operating Officer no later than 30 May of each year. Requests made after that date will be considered by the Board but will not have effect until the next voting cycle.

	• The Board shall consider the change and in doing so, may consult further with the membership, for example by poll of all eligible voting members, however this is at the discretion of the Board. • In order to be considered and potentially incorporated into the next voting cycle, the decision of the Board must be made no later than 6 weeks prior to the date of issue of ballots for positions on the Board so that they can be incorporated into the next voting cycle. • The decision of the Board is final.
SMALL CORPORATE 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. The membership fee shall be advertised on the ARMS website.
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 member under this category shall have a single voting right. The membership fee shall be advertised on the ARMS website.
RETIRED MEMBERSHIP	This category is designed for current Members who have retired from the research management sector but wish to be part of the Society. Each member under this category shall have a single voting right. The membership fee shall be advertised on the ARMS website.

1.2 REGISTER OF MEMBERS

A register of the individual names 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 and purposes of the association. The names of Corporate Members will be included on the ARMS website. All use of member's data must comply with the Society's Privacy Policy. The register shall also include members that have temporarily suspended their membership or those individuals that have decided to cancel their ARMS membership – refer to Bylaw 2.8 - Membership Dues and Grace Period.

1.3 MEMBER BENEFITS

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.

[1] See the ARMS website for a full list of current member benefits: http://researchmanagement.org.au/content/membership/.

Voting membership categories are detailed in Clause 3 – Membership Categories – in the ARMS Constitution.

Each Individual member shall have a single voting right.

BY-LAW 2 BUDGETS AND FINANCIALS

2.1 EXECUTIVE OFFICE

Under clause 7.3 of the Constitution, the Board in its absolute discretion, may establish and/or dissolve an Executive Office, to be constituted by senior or management personnel of the Society. The role of the Executive Office shall be to manage the day-to-day operations of the Society on terms set by the Board in accordance with clause 7.4 of the Constitution. The Board may authorise an annual budget for the operation of the Executive Office for secretarial, administrative, professional development and other consumable expenses.

2.2 TRAVEL POLICY FOR BOARD MEMBERS

2.2.1 General Policy

The Society will schedule at least quarterly meetings of the Board. Two Meetings shall be in-person, noting that one of the designated in-person meetings shall be aligned with the annual conference. All other meetings of the Board shall be online.

When an in-person Board meeting is not aligned with the annual conference, the Society shall cover all reasonable expenses. The Executive Office will also coordinate bulk accommodation for Board members needing accommodation. Catering for all in-person Board meetings shall be arranged by the Executive Office.

When a Board Meeting aligns with the annual conference, the Society shall cover all reasonable and best-priced expenses including standard economy airfare (excluding premium economy), local transfers and up to five nights' accommodation. This provision acknowledges that Board members are in services to the Society throughout the entirety of the conference and are expected to actively contribute to the delivery of the conference.

Catering will also be provided during the Board meeting and shall be coordinated by the Executive Office. In addition, each Board Member shall receive a non-transferable, complimentary conference registration. Any additional expenses relating to attendance at the conference such as additional accommodation, catering costs and transfers must be covered by the Board Member and/or their employing organisation.

NOTE: Under exceptional circumstances the Board may approve additional costs incurred by a Board Member at its discretion.

2.2.2 Entitlements for Conference Convenors relating to the Annual Conference

Conference Convenors shall be entitled to the same provisions as Board members attending the in-person conference. The Society will cover all reasonable and competitively priced expenses, including standard economy airfare (excluding premium economy), local transfers, and accommodation for up to five nights. This arrangement reflects the expectation that the Co-Convenors are in service to the Society throughout the entire conference and are required to actively support its successful delivery.

2.2.3 Attendance to INORMS Council Meetings

ARMS is an active member of the International Network of Research Management Societies (INORMS). The ARMS President (or delegate) is an official member of the INORMS Council and, therefore, represents the interests of the Society at all scheduled INORMS Council meetings. These meetings are either held in-

person, online or a hybrid approach may be offered to INORMS Council members.

When a meeting of the INORMS Council aligns with the biennial INORMS Congress, the ARMS President (or delegate) shall be provided with financial assistance to attend. An expense limit of up to AUD$5,000 will be made available, subject to the provision of reimbursement claim form including evidence of receipts. The expense limit shall be used to defray the reasonable cost of standard economy flights (not premium economy), accommodation, transfers, and other incidental expenses. The INORMS Congress registration is typically provided as a complimentary registration to all Council members by the host of the INORMS Congress.

During the alternate year of the INORMS Congress, the ARMS President (or delegate) may also attend one scheduled in-person meeting of the INORMS Council. An expense limit of AUD$5,000 will be made available, subject to the provision of a reimbursement claim form including evidence of receipts. The expense limit shall be used to defray the reasonable cost of a standard economy airfare (not premium economy), accommodation, transfers, and other incidental expenses.

2.3 BANK ACCOUNTS

The Society shall maintain appropriate bank accounts for all membership, sponsorship, and other funds of the Society. These are regularly monitored by the Executive Office and the Treasurer. Any discrepancies are reported to the Board on a quarterly basis or as the need arises.

2.3.1 Chapter Bank Accounts

Any assets of Chapters shall be held in the name and beneficial interest of the Society. A separate bank account may 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.

Chapter 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

All Membership Dues, invoices and other accounts for payment should be forwarded to the Executive Office who will arrange for the payment of the account.

2.6 FINANCIAL AND MEMBERSHIP 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, example includes, but not limited to 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 DUES AND GRACE PERIOD

Membership Dues 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.

Membership Dues are issued annually to all Corporate, Small Corporate and Individual Members registered on the ARMS Register of Members from 1 July. Invoices are generated via the Society's financial management accounting system which is overseen by the Management Accountant and the ARMS Treasurer as required.

The payment due date on invoices issued for Membership Dues is typically one (1) month from the date of issue.

Members who do not pay their Membership Dues by the date specified on the invoice shall receive up to two (2) system-generated reminders. A grace period of up to three (3) months, ending 30 September shall be given to all members who have not paid their membership dues. This will mean that members will continue to receive access to all ARMS member benefits, including the Register of Members during the grace period.

In accordance with clause 14.2 of the ARMS Constitution, "Members whose dues are not paid within the grace period after written notice may have their membership terminated". The ARMS Executive Office shall mark the individual on the Register of Members as a "non-member" and access to the Register of Members shall be removed.

In accordance with clause 3.6 of the ARMS Constitution, "The ARMS Executive Office shall also record in the Register of Members the date on which the member ceased to be a member".

2.8.1 Special Dispensation Requests Relating to Payment of Corporate Membership

Corporate Members who are unable to pay their membership dues may seek special dispensation to either delay payment or have their membership reduced to a lower tier. To seek special dispensation, a request must be made in writing to the Board via the Chief Operating Officer ARMSCOO@researchmanagement.org.au

2.9 EXPENSE REIMBURSEMENT

The Society will reimburse officers and committee members for reasonable pre-approved out-of-pocket expenses.

Members are required to use the expense reimbursement claim form available on the website or provide a tax invoice. All expenses reimbursement claims must be sent to ARMSFinance@researchmanagement.org.au

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

Nominations shall be received in writing by the Returning Officer nominated by the Board 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.

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 tied votes, the selection shall be made by secret ballot of the Board.

If an eligible Member nominates for both an Office Bearer position (President, President Elect, Secretary or Treasurer) and general member of the Board and is successful in polling for both positions, they shall take up the office bearer position and the candidate with the next highest number of votes is elected as a General Member of the Board.

3.4 SELECTION OF DEPUTY PRESIDENT

In accordance with clause 7.5.3 of the ARMS Constitution, in those years where there is no President-elect, the Board shall appoint one of the five General Members elected under sub clause 7.5.2 to act as Deputy President. The Deputy President shall act as President in the case of absence or incapacity of the President.

Eligibility: The five appointed General Members of the Board shall be eligible to submit an Expression of Interest (EOI)and one shall be selected for the role of Deputy President. Other Officers of the Society - President, Treasurer and Secretary are ineligible for this appointment.

Any eligible General Members who submitted an EOI must abstain from voting, otherwise all other Board members (i.e., Officers of the Society and other General Members) are permitted to cast a vote.

Voting Procedures for the selection of the Deputy President include: Each eligible voter casts one vote for their preferred candidate; Votes are collected *anonymously*, via a voting link disseminated by the Executive Office. The voting link will include a copy of the EOI submitted by the General Member. The candidate with the most valid votes shall secure the role of Deputy President.

However, in the case of a tiebreaker, i.e., If two or more candidates tie, the following procedures shall apply:

- Second round of voting: Only the tied candidates proceed; All eligible voters (excluding those that had submitted an EOI) vote again.
- If still tied: Conduct a run-off vote with the same tied candidates
- If tie Persists: The President casts the deciding vote.

Transparency and Integrity: Results to be reported by the Executive Office in writing to the full Board and results recorded in the Board minutes at the first meeting 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 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 BETEWEEN THE BOARD AND COMMITTEES

The Board may appoint a Board member to serve as Chair or Convenor or Board Liaison to any Standing Committee or Ad-Hoc Committee.

Each Standing Committee or Ad Hoc Committee must provide a written report regularly (at least quarterly) via the Board Liaison 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 and a member of the Board who shall act as the Board Liaison. The Board Liaison maintains a critical connection between the Board and Standing Committees or Ad-Hoc Committees. Board Liaisons are appointed by the President and Board members are advised of this role at the annual induction meeting of the newly appointed Board.

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, Established and Advanced) 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 including The Chapter Financial Policy. Chapters will each have a dedicated Dropbox where all communications relating to the Chapter are stored. These include, but are not limited to, minutes of the Chapter Committee, governance documents and other such communications of this nature.

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 Management Professionals from a wide variety of settings.

Each Special Interest Group shall report to the Member Services Committee (MSC) on a quarterly basis. The Convenor shall be a member of the MSC and attend and contribute to the meetings of the MSC.

From time to time, the Board, via the MSC, 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(S), 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 at the discretion of the Board upon being advised that such Group does not comply with the By-Laws or no longer meets the needs of the membership.

From time to time, Special Interest Groups may require financial support to deliver an event for its members. Any requests for financial support must be made, in writing, to the ARMS Board via the Executive Office, for approval.

Financial Support is provided annually for the Directors of Research Special Interest Group for a limit of up to AUD$6,000 in a given financial year to be used to host up to three in-person meetings as required.

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 shall report to the Member Services Committee (MSC) on a quarterly basis. The Convenor or representative of the Network may attend a MSC meeting as an optional member.

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 CONFLICTS 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

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