



Australasian Research Management Society

CONSTITUTION

Australasian Research Management Society Inc

Incorporating changes effective –16 September 2026

SPECIAL RESOLUTION FOR APPROVAL ON 16/9/2026

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APPENDIX 1 – DEFINITIONS

Australasian Research Management Society Inc.

CONSTITUTION

1 Name

The name of the organisation shall be the **Australasian Research Management Society Inc.** (herein after referred to as ARMS or the Society).

2 Mission

ARMS is the peak professional body for Research Management Professionals in Australasia, supporting members to attain the highest standards in research management practice.

The Society shall fulfil its mission through:

- Advocacy and recognition of the importance of research management as an essential foundation for research.
- Empowering members to grow in the profession and practice of research management.
- Developing a strong, vibrant and connected community of members and stakeholders across research and research management.
- Such other activities as the membership shall adopt.

3 Membership Categories

3.1 Voting membership categories are:

- 3.1.1 **Individual:** Shall be open to individuals who at the time of their admission to membership are actively engaged in, or support the research enterprise or, are retired from the profession but wish to remain an active member. Each individual member shall have a single voting right.
- 3.1.2 **Corporate:** Shall be organisations that cover the dues of their registered, employed members, where such organisations are actively engaged in, or support the research enterprise. Corporate members may be classified through tiers as set out in the By-Laws with the maximum number of voting members in each tier as specified in the By-Laws. Corporate members may identify further non-voting registered members, as referenced in clause 3.2.2
- 3.1.3 **Life:** Shall be a person so honoured by the Society, as approved by the Board.

3.2 Non-voting membership categories are:

- 3.2.1 **Corporate:** shall be a person registered under a corporate membership, but who is not a voting member of that corporate membership.
- 3.2.2 **Honorary:** shall be an individual designated for honorary membership by the Board.

- 3.2.3 Application for membership must be made through the Society and the payment of dues as prescribed in accordance with clause 14.
- 3.2.4 A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Society on payment of the annual membership fee.
- 3.2.5 The Board reserves the right to reject an application for membership and must notify the applicant in writing as soon as practicable the reasons for this rejection.
- 3.2.6 A right, privilege, or obligation of a person by reason of membership of the Society –
- 3.2.6.1 is not capable of being transferred or transmitted to another person; and
 - 3.2.6.2 terminates upon the cessation of membership whether by death or resignation or otherwise.

3.3 A member of the Society has the right:

- 3.3.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
- 3.3.2 to submit items of business for consideration at a general meeting;
- 3.3.3 to attend and be heard at general meetings; and
- 3.3.4 to vote, pursuant to clause 3.1, in general meetings in accordance with clause 6.9; to have access to the minutes of general meetings and other documents of the Society as provided under clause 17.

3.4 The Society shall keep and maintain a register of members:

- 3.4.1 The register must contain the name, address, class of membership and organisational affiliation of each member and the date on which each member's name was entered on the register;
- 3.4.2 a member may make a request to the Secretary to restrict access to their personal information recorded in the register, as specified in section 59 of the Act; and
- 3.4.3 Subject to the Act and this Constitution, the register shall be available for inspection by any member upon request free of charge at a reasonable time. Pursuant to section 58 of the Act, the inspecting member may not use information from the register to contact or send materials to another member.

3.5 Members will cease to become members as follows:

- 3.5.1 failure to pay membership dues within a specified time period (as determined by the Society) from the due date;

- 3.5.2 resignation by notice in writing from the member to the Society;
- 3.5.3 expulsion of the member pursuant to the disciplinary process in clause 16;
- 3.5.4 death of the member;
- 3.6 The Secretary or delegated authority must record in the register of members the date on which the member ceased to be a member.

4 Chapters, Special Interest Groups and Networks

- 4.1 To further the Mission defined in clause 2, the Society shall be organised into Chapters, Special Interest Groups and Networks established by By-Laws determined by the Board.
- 4.2 **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.
- 4.3 **Special Interest Groups and Networks** consist of members with common areas of training or interest within the research management profession.

5 Affiliations

The Society may affiliate with, or accept as an affiliate, an Australasian or international association related to research or research management.

6 Meetings

6.1 Annual General Meeting

There shall be an annual general meeting of the Society to be held within 5 months after the end of each financial year.

- 6.1.1 The time and place shall be subject to the approval of the Board.
- 6.1.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 6.1.3 The ordinary business of the annual general meeting shall be –
 - 6.1.3.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - 6.1.3.2 to receive from the Board, reports upon the transactions of the Society during the last preceding financial year;

- 6.1.3.3 to receive the results of elections held pursuant to the By-Laws or failing a result to elect officers of the Society in accordance with clause 9 and other members of the Board in accordance with clause 7.9 and
- 6.1.3.4 to receive and consider the statement submitted by the Society in accordance with the requirements of the Act.

6.1.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

6.2 In addition to the annual general meeting the Board may convene a special general meeting of the Society whenever it thinks fit.

6.3 Special General Meetings

6.3.1 All general meetings other than the annual general meeting are special general meetings.

6.3.2 The Board may convene a special general meeting whenever it considers fit.

6.3.3 The Board must, on the request in writing of voting members representing not less than 20 per cent of the total number of members, convene a special general meeting of the Society.

6.3.4 The request for a special general meeting must:

6.3.4.1 state the objectives of the meeting;

6.3.4.2 be signed by the members requesting the meeting; and

6.3.4.3 be sent to the Secretary at the Society's nominated address.

6.3.5 If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date. Notice for such a special general meeting must be provided in accordance with clause 6.5 and the special general meeting may only consider the business stated in the request.

6.4 Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

6.5 Notice

- 6.5.1 The Secretary of the Society must send to each member of the Society a notice stating the place, date and time of a meeting and the nature of the business to be conducted at the meeting. This notice must be at least 14 days before the date fixed for holding a general meeting of the Society, or if a special resolution has been proposed at least 21 days' notice must be given.
- 6.5.2 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

6.6 Quorum

- 6.6.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 6.6.2 The lesser of twenty members or 10% of the members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting. For purpose of this clause, a member is taken to be personally present if the member attends in person or participates by use of technology in accordance with clause 6.14. For clarity, members entitled to vote means individual members (clause 3.1.1) or identified voting members from corporate members (clause 3.1.2) or life members (clause 3.1.3).
- 6.6.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - 6.6.3.1 in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - 6.6.3.2 in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 6.6.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 15 or 5% of the members) shall be a quorum.

6.7 Presiding

- 6.7.1 The President, or in the President's absence, the Deputy President or delegate selected from the Board, shall preside as Chairperson at each general meeting of the Society.

6.8 Adjournment

- 6.8.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time-to-time and place to place.
- 6.8.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 6.8.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with clause 6.5.
- 6.8.4 Except as provided in clause 6.8.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

6.9 Voting

- 6.9.1 Upon any question arising at a general meeting of the Society, a voting member has one vote only.
- 6.9.2 All votes must be given personally or by proxy.
- 6.9.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 6.9.4 A member is not entitled to vote at a general meeting or special general meeting unless all moneys due and payable by the member to the Society have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

6.10 Poll

- 6.10.1 If at a meeting a poll (where votes are cast in writing) on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 6.10.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

6.11 Manner of determining whether resolution carried

If a question arising at a general meeting of the Society is determined on a show of hands or via an alternative means as determined by the Chair:

- 6.11.1 a declaration by the Chairperson that a resolution has been:

- 6.11.1.1 carried; or

- 6.11.1.2 carried unanimously; or

- 6.11.1.3 carried by a particular majority; or

- 6.11.1.4 lost; and

- 6.11.2 an entry to that effect in the minute book of the Society is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

6.12 Proxies

- 6.12.1 Each voting member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- 6.12.2 The notice appointing the proxy must be for a meeting of the Society convened under clause 6, in the form provided with the notice of general meeting.

6.13 Chapters, Special Interest Groups and Networks

Meetings of Chapters, Special Interest Groups and Networks shall be conducted under rules to be approved by the Board.

6.14 Use of technology

- 6.14.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member, and the members present at the meeting to clearly and simultaneously communicate with each other.
- 6.14.2 For the purposes of this Part, a member participating in a general meeting as permitted under sub clause (6.14.1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person, with the Chairperson determining the method of casting votes for the applicable technology.

6.15 Minutes of meetings

The Secretary of the Society shall keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at general meetings and Board meetings.

7 The Board

- 7.1 The Board shall be the governing body of the Society and shall control and direct the affairs of the Society including its committees and publications and shall determine its promotion, policies, strategic planning and methods of evaluation of the progress made towards achievement of its mission and goals.

7.2 The Board:

- 7.2.1 shall control and manage the business and affairs of the Society and establish and oversee the operation and development of the strategic plan for the Society from time-to-time;
- 7.2.2 may, subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are

required by this Constitution to be exercised by general meetings of the members of the Society;
and

7.2.3 Subject to this Constitution, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Society.

7.3 The Board may, in its absolute discretion, establish and/or dissolve an Executive Office, to be constituted by senior or management personnel of the Society. Except where otherwise required by law or determined by the Board, the role of the Executive Office shall be to manage the day-to-day operation of the Society on terms set by the Board in accordance with clause 7.4.

7.4 The Board may from time-to-time, in its absolute discretion and subject always to its obligations under law:

7.4.1 delegate some or all of its powers to the Executive Office or any committee or sub- committee formed or appointed by the Board, such committee may, but need not, comprise of or include members of the Board from time-to-time; and/or

7.4.2 revoke any such delegated authority or power in whole or in part; and/or

7.4.3 review, override or overrule any decision or actions made under a delegated authority or power granted by sub clause 7.4.1. Any exercise of powers under this clause 7.4 must be made by the Board in writing.

7.5 The Board shall consist of the following members:

7.5.1 **The officers of the Society** – President, Secretary, and Treasurer shall be appointed for a term of (3) three years.

7.5.2 **General members** – Six other members elected by the voting members, with at least one member residing outside of Australia; and one member who identifies as an Indigenous person. The appointment of a member who identifies as Indigenous person is a mandatory appointment. If following an election, no Indigenous member has been elected, the Board will seek to appoint (co-opt) a suitably qualified Indigenous person to fill this position. General members will be appointed for a two-year period and, subject to rotation as provided below, will not need to seek re-election for the second year of their appointment. At least two members shall retire at each general meeting, being those who have been longest in office since their last appointment provided that where more than three members who were last appointed at the same time would be eligible for retirement, only three members shall be determined to retire by agreement between them or failing agreement by the drawing of lots. In addition, subject to the maximum number of general members, the Board shall have the power at any time to co-opt up to two (2) individuals with specific skills, expertise or lived experience, including but not limited to an Indigenous representation, to ensure appropriate capability and representation on the Board.

7.5.2.1 Any co-opted position shall be reviewed prior to each election cycle. Where an ongoing need is identified, the Board may recommend

an elected position, which must be openly advertised, elected by voting members at the next Annual General meeting.

7.5.3 The Board shall appoint in accordance with the procedures prescribed in the By-Laws, one of the six 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.

7.5.4 A member may nominate for more than one Board position; however, one individual may hold only one board position at any time. If an existing Board member is elected to a second Board position, they must immediately resign from any existing Board position. The resignation takes effect upon acceptance of the newly elected position. Any resulting vacancy shall be filled in accordance with this Constitution.

7.5.5 The President of the Society shall be the chair of the Board.

7.6 A quorum for a meeting of the Board shall be one-half of the members. Unless otherwise specified, a decision may be ratified by a simple majority vote of the members present.

7.7 A member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that member, and the members present at the meeting to communicate with each other clearly and simultaneously. For this purpose, a member participating in a meeting as permitted under this rule is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

7.8 The office of an Office Holder becomes vacant if the Office Holder:

7.8.1 ceases to be a member of the Society; or

7.8.2 becomes an insolvent under administration within the meaning of the Corporations Law; or

7.8.3 resigns from office by notice in writing given to the Secretary; or

7.8.4 otherwise ceases to be a member of the Board by operation of section 78 of the Act.

7.8.5 In the event of a vacancy in one or more of the six General Member positions, the President, following consultation with the Board, may appoint a member of the Society to fill the vacancy until the close of the Annual General Meeting, at which an election for the position must be conducted.

7.9 Annual Conference Open Board Meeting

At a scheduled Board meeting aligned with the Annual Conference, the Board shall permit members to attend as observers. Attendance by members shall be subject to a cap, determined by the President, having regard to venue capacity and orderly conduct of the meeting. The Board may, at its discretion, move into closed session for the consideration of confidential, sensitive or governance matters, during which, observers shall be excluded.

8 Duties of Office Holders

Note: The Act provides a wide definition of “Office Holder” which includes a member of the Board as well as a person (including an employee) who makes or participates in making decisions that affect the operations of the Society or a person who has the capacity to affect the Society’s financial standing.

8.1 Each Office Holder must:

- 8.1.1 exercise the Office Holder’s powers and discharge the Office Holder’s duties with the degree of care and diligence that a reasonable individual would exercise if they were an Office Holder of the Society.
- 8.1.2 act in good faith in the Society’s best interests and further the purposes of the Society.
- 8.1.3 not misuse the Office Holder’s position.
- 8.1.4 not misuse information obtained in the performance of the Office Holder’s duties as an Office Holder of the Society.
- 8.1.5 ensure that the Society’s financial affairs are managed in a responsible manner.

8.2 An Office Holder who makes a business judgement is taken to meet the requirement of clause 8.1.1, and their equivalent duties at common law and in equity, in respect of the judgement if they:

- 8.2.1 make the judgment in good faith for a proper purpose; and
- 8.2.2 do not have a material personal interest in the subject matter of the judgement; and
- 8.2.3 inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
- 8.2.4 rationally believe that the judgment is in the best interests of the Society.

An Office Holder’s belief that the judgment is in the best interests of the Society is a rational one unless the belief is one that no reasonable person in their position would hold.

For the purposes of this clause 8.2, **business judgement** means any decision to take or not take action in respect of a matter relevant to the business operations of the Society.

- 8.2.5 In the exercise of the Office Holder’s duties under this clause or at common law or in equity, the Office Holder may reasonably rely on information, including professional or expert advice, in good faith and after the Office Holder has made an independent assessment of the information, if that information has been given by:
- 8.2.6 an employee of the Society that the Office Holder believes on reasonable grounds to be reliable and competent in relation to the matters concerned; or

- 8.2.7 a professional adviser or expert in relation to matters that the Office Holder believes on reasonable grounds to be within the individual's professional or expert competence; or
- 8.2.8 another Office Holder in relation to matters within their authority or area of responsibility; or
- 8.2.9 a sub-committee of the Society that does not include the Office Holder.

In determining whether the Office Holder has made an independent assessment of the information or advice, regard must be had to the Office Holder's knowledge of the Society and the complexity of the structure and operations of the Society.

9 Election of Board members

- 9.1.1 Only members of the Society as set out at clause 3 are eligible for election as officers and office bearers. Existing and past officers and office bearers may seek election unless as specified below.

9.2 Election procedures shall be as prescribed in By-Laws.

9.3 A member of the Society is eligible for election to the Board as a member only if:

- 9.3.1 in relation to the six positions for members of the Board to hold office under clause 7.5.2 – the person is either a member of a committee or nominated by the committee of a Chapter (provided that a Chapter may not nominate more than one person); or
- 9.3.2 in relation to members of the Board to hold office under either sub-clause 7.5.1 or 7.5.2 – the person is a member of the Society nominated by two other members; and
- 9.3.3 the person has signed a consent to nomination, and the duly signed nomination document is lodged at the Society's registered office not less than 35 days before the day on which the annual general meeting is to be held.

9.4 President and Transition: The process for the appointment of the President and will occur as follows:

- 9.4.1 The term of office of the President shall be for three (3) years and shall normally commence at the close of the annual general meeting at which their election is announced and terminate at the close of the second following annual general meeting.
- 9.4.2 The President may seek re-election for a second term contiguous with their first term but thereafter must retire from the role of President at the end of their second term. A past President may seek election for the role of President in the future, provided that at least a period of at least two years has elapsed.
- 9.4.3 The incoming President will assume the role of President when the current President's term has ended. To ensure continuity of governance, a structured transition period shall apply to the office of President during which: a) the incoming President shall work alongside the incumbent President for a pre-determined handover period and (b) the duration and timing of the transition period shall be determined by the Board to ensure an effective transfer of leadership. Unless determined otherwise, the transition will be for a period of six (6) months.

9.4.4 The Deputy President shall act as President in case of absence or incapacity of the President.

9.5 In the event of a vacancy of the office of the President, the Deputy President shall become the President and shall act until an election is conducted at the next annual general meeting. If there is a vacancy in the same term in the offices of both President and Deputy President, the Board shall appoint an acting President from among the Board members until an election is conducted at the next annual general meeting.

9.6 Treasurer and Secretary: The term of office of the Treasurer and Secretary shall be for three (3) years and shall normally commence at the close of the annual general meeting at which their election is announced and terminate at the close of the third year following an annual general meeting. A Treasurer or Secretary may serve a maximum of two consecutive terms. Existing and past Treasurers and Secretaries may seek re-election, subject to this limitation. **Note:** The Act requires that the Secretary be a resident of Australia.

9.7 In the event of a vacancy in the office of Secretary or Treasurer, the President shall appoint a member of the Society to be the Secretary and/or Treasurer until the close of the annual general meeting next occurring at which meeting an election shall be conducted for the position. The term of office for a person so elected shall be for three (3) years terminating at the close of the third following annual general meeting.

10 Conflicts of Interest

10.6 A member of the Board who has a material personal interest in a matter being considered at a Board meeting must, as soon as the member becomes aware of their interest in the matter, disclose the nature and extent of that interest to the Board.

10.7 A member of the Board who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of their interest in the matter at the next general meeting of the Society.

10.8 Clauses 10.1 and 10.2 do not apply in respect of a material personal interest:

10.8.1 that exists only because the member:

10.8.1.1 is an employee of the Society; or

10.8.1.2 belongs to a class of persons for whose benefit the Society is established; or

10.8.1.3 that the member has in common with all, or a substantial proportion of, the members of the Society.

10.9 If a member of the Board discloses a material personal interest in a contract or proposed contract, in accordance with this clause and the member has complied with clause 10.7 or the member's interest is not required to be disclosed because of clause 10.3:

- 10.9.1 the contract is not liable to be avoided by the Society on any ground arising from the fiduciary relationship between the member and the Society; and
- 10.9.2 the member is not liable to account for profits derived from the contract.
- 10.10** A disclosure of a material personal interest required by clauses 10.1 and 10.2 must give details of:
- 10.10.1 the nature and extent of the interest; and
- 10.10.2 the relation of the interest to the activities of the Society.
- 10.11** The details referred to in clause 10.5 must be recorded in the minutes of the committee meeting at which the material personal interest is disclosed.
- 10.12** The Board must keep a conflict-of-interest register. The conflict-of-interest register must record the following:
- 10.12.1 the name and position of the member who has disclosed a material personal interest;
- 10.12.2 a description of the nature and extent of that interest;
- 10.12.3 any plan documenting actions required to mitigate the conflict.
- 10.13** A member of the Board who has a material personal interest in a matter that is being considered at Board meeting must not:
- 10.13.1 be present while the matter is being considered at the meeting.
- 10.13.2 vote on the matter.
- 10.14** Clause 10.7 does not apply in respect of a material personal interest:
- 10.14.1 that exists because the member belongs to a class of person for whose benefit the Society is established; or
- 10.14.2 that the member has in common with all, or a substantial proportion of, the members of the Society.
- 10.15** If there are not enough members of the Board to form a quorum to consider a matter because of clause 10.7:
- 10.15.1 one or more of the members of the Board (including those who have a material person interest in the matter) may call a general meeting; and
- 10.15.2 the general meeting may pass a resolution to deal with the matter.

11 Indemnity of Office Holders

11.1 The Society:

11.1.1 must indemnify each person who is or has been an Office Holder against any liability incurred in good faith by the Office Holder in the course of performing their duties as an Office Holder.

11.1.2 may pay a premium for a contract insuring an Office Holder against that liability.

11.2 The Society may enter into an agreement or deed with an Office Holder under which the Society must do all or any of the following:

11.2.1 allow the Office Holder and the Office Holder's advisers access to the Society's books (including minute books) for any period agreed.

11.2.2 indemnify the Office Holder against any liability incurred by the Office Holder as an Office Holder.

11.2.3 keep the Office Holder insured for any period agreed in respect of any act or omission by the Office Holder while an Office Holder.

12 By-Laws

12.1 The Board of the Society may determine and promulgate By-Laws for the effective operation of the Society on any matter including:

12.1.1 the establishment and rules for operation of any Chapter or Special Interest Group;

12.1.2 the establishment and operation of any standing or ad hoc committee;

12.1.3 the finances and financial procedures of the Society;

12.1.4 the establishment of member designations, qualifications and experience required to attain accreditation for specified designations and continuing education required to maintain accreditation for specified designations;

12.1.5 the establishment of tiers relating to membership through corporate organisations, including voting rights applicable to members within a tier;

12.1.6 entrance and annual membership fees of the Society (including separate fees for classes and tiers of membership or member designations);

12.1.7 principles for affiliation with or by any organisation; or

12.1.8 such other matters as the Board may deem appropriate.

12.2 By-Laws shall be promulgated to members by publication on the Society's web site or other publication.

12.3 The By-Laws must not be inconsistent with this constitution.

13 Finances

13.1 The Society shall be an incorporated association under the Act.

13.2 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Society are met.

13.3 Funds

13.3.1 The Treasurer of the Society must themselves or ensure that the Executive Office must:

13.3.1.1 Collect and receive all moneys due to the Society and make all payments authorised by the Society; and

13.3.1.2 Keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

13.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two officers of the Society or by one officer of the Society and some other person authorised by the Board committee for that purpose.

13.3.3 The funds of the Society shall be derived from annual subscriptions, donations, conference, workshop and event revenue and such other sources as the Board determines.

14 Membership Fees

14.1 Membership fees, where applicable, are to be paid annually.

14.2 Members whose fees are not paid within a grace period determined by the Board after written notice may have their membership terminated.

14.3 The annual membership fee may not be raised by more than 10% in any year except by resolution of a general meeting of the Society.

15 Notice to Members

15.1 Any notice that is required to be given to a member, on behalf of the Society, under these Rules may be sent to corporate, individual, life and honorary categories by electronic transmission to the members via the contact list of members.

15.2 Where the notice refers to a voting situation, the individual will be advised of their membership status (voting or non-voting).

15.3 Any reference to a notice pursuant to these Rules is to a notice in accordance with this clause 15.

16 Disciplinary Action

16.1 Grounds for Disciplinary Action

- 16.1.1 The Society may take disciplinary action against a member if the member: a) has refused or neglected to comply with these Rules; or b) has engaged in conduct unbecoming a member; or c) has engaged in conduct prejudicial to the interests, reputation or objectives of the Society.

16.2 Discipline Committee

- 16.2.1 The President may appoint a Discipline Committee to consider and determine any disciplinary matter.
- 16.2.2 The members of the Discipline Committee may be Directors, members of the Society or independent persons.
- 16.2.3 A person must not be appointed to the Discipline Committee if that person has a personal interest in the matter or is biased in favour of or against the member concerned.

16.2 Disciplinary Process

16.3.1 Before making a determination under this Rule, the Discipline Committee must give the member written notice:

- (a) setting out the allegations and grounds for the proposed disciplinary action;
- (b) specifying the proposed disciplinary action; and
- (c) advising the member that they may provide a written response and/or appear before the Discipline Committee within 14 days of receiving the notice.

16.3.2 The Discipline Committee must:

- (a) give the member a reasonable opportunity to be heard;
- (b) consider any written submissions made by the member; and
- (c) act in accordance with the principles of natural justice.

16.3 Disciplinary Measures

16.4.1 If, after following the process in Rule 16.3, the Discipline Committee determines that disciplinary action is warranted, it may resolve to:

- (a) issue a warning or reprimand;
- (b) suspend the member's membership for a specified period; or
- (c) expel the member from the Society.

16.4 Notice of Decision

16.5.1 The Discipline Committee must notify the member in writing of:

- (a) its decision;
- (b) the reasons for the decision; and
- (c) the member's right of appeal under Rule 16.6.

16.5 Appeal

16.6.1 A member who is suspended or expelled may appeal the decision of the Discipline Committee by giving written notice to the Secretary within 14 days of receiving notice of the decision.

16.6.2 Upon receiving a notice of appeal, the Board must consider the appeal within 28 days.

16.6.3 The Board must:

- (a) give the member a reasonable opportunity to be heard;
- (b) consider any written submissions made by the member;
- (c) consider the reasons of the Discipline Committee; and
- (d) determine whether to confirm, vary or revoke the decision.

16.6.4 The decision of the Board is final.

17. Disputes and Mediation

17.1 Application

17.1.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (a) a member and another member;
- (b) a member and the Board; and
- (c) a member and the Society.

17.1.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

17.2 Parties Must Attempt to Resolve the Dispute

17.2.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

17.3 Appointment of Mediator

17.3.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 17.2, the parties must within 10 days:

- (a) notify the Board of the dispute;
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

17.3.2 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member, a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Society, a registered mediator.

Note: A registered mediator includes a mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

17.3.3 Subject to Rule 17.3.4, the Board may appoint any person as a mediator.

17.3.4 The Board must not appoint a person as a mediator if that person:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

17.4 Mediation Process

17.4.1 The mediator, in conducting the mediation, must:

- (a) give each party every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by a party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

17.4.2 The mediator must not determine the dispute.

17.4.3 Any costs of mediation are to be paid:

- (a) in accordance with any agreement reached between the parties; or
- (b) if there is no such agreement, by the Society.

17.5 Failure to Resolve Dispute by Mediation

17.5.1 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

This numbering aligns the model-rule based grievance provisions with a constitution that commences this section at **Rule 16**, while retaining the ARMS-specific Discipline Committee and Board appeal process.

18 Custody and Inspection of Books and Records

- a. 18.1 Except as otherwise provided in these Rules, the Secretary or delegate must keep in their custody or under their control all books, documents and securities of the Society.
- b. Members may on request at a reasonable time inspect:
 - i. the register of members, in accordance with clause 3.5;

- ii. the minutes of general meetings;
 - iii. subject to clause 17.3, the financial records, minute books, securities, and any other relevant documents of the Society, including minutes of Board meetings.
- c. Subject to the Act, the Board may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- d. The Board must on request make copies of these Rules available to members and applicants for membership free of charge.
- e. Subject to clause 17.3, a member may make a copy of any of the other records of the Society referred to in this rule and the Society may charge a reasonable fee for provision of a copy of such a record.

For purposes of this clause **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- i. its membership records;
- ii. its financial statements;
- iii. its financial records; and
- iv. records and documents relating to transactions, dealings, business or property of the Society.

19 Winding Up

- a. The Society may be wound up voluntarily by special resolution.
- b. In the event of the winding up or the cancellation of the incorporation of the Society, the surplus assets of the Society must not be distributed to any members or former members of the Society.
- c. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association, and which is not carried on for the profit or gain of its individual members.
- d. The body to which the surplus assets are to be given must be decided by special resolution.

20 Amendments

The constitution may be amended as follows.

- a. The Board shall submit all proposed amendments to the constitution to a review committee at least three months prior to the Annual General Meeting or Special General Meeting.
- b. The committee shall review all proposed amendments and submit its recommendations to the Board.
- c. The Board shall review the proposed amendments and send them, with its recommendations, to the membership thirty (30) days before the Annual General Meeting or Special General Meeting.
- d. Subject to the Act, the proposed amendments shall be adopted when approved by not less than three quarters of the members voting in person or by proxy at an Annual General Meeting or Special General Meeting.

Note: Pursuant to section 50 of the Act, an alteration of these Rules does not take effect unless or until it is approved by the Registrar.

APPENDIX 1 – DEFINITIONS

1. "The Act" shall mean the *Associations Incorporation Reform Act 2012* (Victoria).
2. "Relevant documents" has the same meaning as in the Act.
3. "Rules" means this Constitution.
4. "Office Holder" has the same meaning as in the Act.
5. "Board" means the Board of the Society.
6. "Society" means the Australasian Research Management Society.
7. "Electronic transmission" means communications by email the World Wide Web or such electronic communications system as may replace it.
8. "In writing" shall include electronic and/or web transmission.
9. Where there is a requirement to "inform the membership" of any matter or to promulgate or publish any matter to members of the Society, inclusion of such information within the Society's web site shall constitute appropriate advice.