

# **Constitution**

## **Australasian Research Management Society Inc**

*Incorporating changes effective – 10 October 2023*

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# Australasian Research Management Society Inc.

## Constitution

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### 1 Name

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

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### 2 Mission

ARMS is dedicated to the development of Research Management Professionals; the promotion of the profession of research management; and the advancement of the research enterprise. The Society shall fulfil its mission through:

- A strong, agile and resilient network of research management professionals at all levels and in a variety of settings through personal relationships and professional collaborations, presentations, formal and informal meetings and publications.
  - Development and promotion of international best practice for research management in Australasia and Singapore that is responsive to the changing factors that influence the research environment.
  - Enhancement of the interface between researchers and research management professionals; and
  - Such other activities as the membership shall adopt.
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### 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.
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- 3.3** Application for membership must be made through the Society and the payment of dues as prescribed in accordance with clause 14.
- 3.3.1 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.
- 3.3.2 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.
- 3.3.3 A right, privilege, or obligation of a person by reason of membership of the Society –
- 3.3.3.1 is not capable of being transferred or transmitted to another person; and
- 3.3.3.2 terminates upon the cessation of membership whether by death or resignation or otherwise.
- 3.4** A member of the Society has the right:
- 3.4.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
- 3.4.2 to submit items of business for consideration at a general meeting;
- 3.4.3 to attend and be heard at general meetings;
- 3.4.4 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; and
- 3.4.5 to inspect the register of members.
- 3.5** The Society shall keep and maintain a register of members containing the name, address and organisational affiliation of each member and the date on which each member's name was entered on the register. Subject to the Act and this Constitution, the register shall be available for inspection by any member upon request free of charge and a member may make a copy of entries in the register.
- Note:** Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.
- 3.6** Members will cease to become members as follows:
- 3.6.1 Failure to pay membership dues within a specified time period (as determined by the Society) from the due date.
- 3.6.2 Resignation by notice in writing from the member to the Society.

The Secretary or delegated authority must record in the register of members the date on which the member ceased to be a member.

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## 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.
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## 5 Affiliations

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

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## 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.
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**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 Twenty 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 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) shall be a quorum.

## **6.7 Presiding**

- 6.7.1 The President, or in the President's absence, the President-elect or President's 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.

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## **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, President-elect (if applicable), Secretary, and Treasurer; and
- 7.5.2 General members - Five other members elected by the members, with at least one member residing outside of Australia, in accordance with the procedures prescribed in the By-Laws. These 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.
- 7.5.3 In those years where there is no President-elect, the Board shall appoint one of the five 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 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 membership 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.

**7.9** In the event of a vacancy in one or more of the five other members elected annually, the President may appoint a member of the Society to be an additional member of the Board until the close of the annual general meeting next occurring at which meeting an election will be conducted for the position.

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## **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 judgment; 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 judgment** means any decision to take or not take action in respect of a matter relevant to the business operations of the Society.

**8.3** 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:

8.3.1 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

8.3.2 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

8.3.3 another Office Holder in relation to matters within their authority or area of responsibility; or

8.3.4 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.

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## **9 Election of Board members**

**9.1** 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 Exe 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 five 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 President-elect: The process for the appointment of the President and President-elect will occur as follows:

9.4.1 The term of office of the President shall be for two 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 President-elect is the incoming President who will assume the role of President when the current President's term has ended. The President-elect shall act as President in case of absence or incapacity of the President.
- 9.4.4 Where the current President is successfully re-elected pursuant to clause 9.4.2, the role of President-elect will not be filled.
- 9.4.5 Where the President-elect is elected, the term shall be for one year and shall normally commence at the close of the annual general meeting at which the election for the President-elect is announced. The President-elect shall automatically become President upon completion of the term as President-elect.

- 9.5 In the event of a vacancy in the office of the President, the President-elect shall become the President and shall complete the remaining unexpired term and shall also serve as President for the next immediate term.

In the event of a vacancy in the office of President-elect, the Board may fill the unexpired term for the office of President-elect. Such person named to fill the unexpired term shall not automatically succeed to the office of the President, except to fill a vacancy for the unexpired term in the office of the President and may become President only upon election as President or President-elect, under such circumstances in which there are vacancies in both offices in the same term. If there is a vacancy in the same term in the offices of President and President-elect, the Returning Officer shall seek candidates for election to each office and the election thereto shall be conducted in accordance with the By-Laws.

- 9.6 **Treasurer and Secretary:** The term of office of the Treasurer and Secretary shall be for two 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. Existing and past Treasurers and Secretaries may seek re-election.

**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 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 two years terminating at the close of the second following annual general meeting.

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## 10 Conflicts of Interest

- 10.1 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.
- 10.2 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.

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

10.3.1 that exists only because the member:

10.3.1.1 is an employee of the Society; or

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

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

**10.4** 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:

10.4.1 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

10.4.2 the member is not liable to account for profits derived from the contract.

**10.5** A disclosure of a material personal interest required by clauses 10.1 and 10.2 must give details of:

10.5.1 the nature and extent of the interest; and

10.5.2 the relation of the interest to the activities of the Society.

**10.6** 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.

**10.7** A member of the Board who has a material personal interest in a matter that is being considered at Board meeting must not:

10.7.1 be present while the matter is being considered at the meeting.

10.7.2 vote on the matter.

**10.8** Clause 10.7 does not apply in respect of a material personal interest:

10.8.1 that exists because the member belongs to a class of person for whose benefit the Society is established; or

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

**10.9** If there are not enough members of the Board to form a quorum to consider a matter because of clause 10.7:

10.9.1 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

10.9.2 the general meeting may pass a resolution to deal with the matter.

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## **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.

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## **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.

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## **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.

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## **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.

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## **15 Notice to Members**

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.

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

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## 16 Disputes and Mediation

### 16.1 Termination

Membership may be terminated for cause by action of a Discipline Committee appointed by the President subject to appeal at the next Board meeting as set out below.

16.1.1 Subject to these Rules, if the Discipline Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Society, the Discipline Committee may by resolution:

16.1.1.1 suspend that member from membership of the Society for a specified period; or

16.1.1.2 expel that member from the Society.

The members of the Discipline Committee may be Board members, members of the Society or anyone else but must not be biased against, or in favour of, the member concerned.

16.1.2 A resolution of the Discipline Committee under sub-rule (16.1.1) does not take effect unless:

16.1.2.1 at a meeting held in accordance with sub-rule (16.1.3), the Board confirms the resolution; and

16.1.2.2 if the member exercises a right of appeal to the Society under this rule, the Society confirms the resolution in accordance with this rule.

16.1.3 A meeting of the Board to confirm or revoke a resolution passed under sub-rule (16.1.1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (16.1.4).

16.1.4 For the purposes of giving notice in accordance with sub-rule (16.1.3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:

16.1.4.1 setting out the resolution of the Discipline Committee and the grounds on which it is based; and

16.1.4.2 stating that the member, or their representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

16.1.4.3 stating the date, place and time of that meeting; and

16.1.4.4 informing the member that he or she may do one or both of the following:

- (a) attend that meeting; and or
  - (b) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.
- 16.1.4.5 informing the member that, if at that meeting, the Board confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Society in general meeting against the resolution.
- 16.1.5 At a meeting of the Board to confirm or revoke a resolution passed under sub-rule (1), the Board must –
- 16.1.5.1 give the member, or their representative, an opportunity to be heard; and
  - 16.1.5.2 give due consideration to any written statement submitted by the member; and
  - 16.1.5.3 determine by resolution whether to confirm or to revoke the resolution.
- 16.1.6 If at the meeting of the Board the resolution is confirmed, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Society in general meeting against the resolution.
- 16.1.7 If the Secretary receives a notice under sub-rule (6), he or she must notify the Board and the Board must convene a general meeting of the Society to be held within 28 days after the date on which the Secretary received the notice.
- 16.1.8 At a general meeting of the Society convened under sub clause (16.1.7) –
- 16.1.8.1 no business other than the question of the appeal may be conducted; and
  - 16.1.8.2 the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - 16.1.8.3 the member, or their representative, must be given an opportunity to be heard; and
  - 16.1.8.4 the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

A resolution is confirmed if, at the general meeting, not less than two-thirds of the members present or voting by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **16.2 Disputes and Mediation**

- 16.2.1 The grievance procedure set out in this rule applies to disputes under these rules between –
- 16.2.1.1 a member and another member; or

- 16.2.1.2 a member and the Society.
- 16.2.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 16.2.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 16.2.4 The mediator must be:
  - 16.2.4.1 a person chosen by agreement between the parties; or
  - 16.2.4.2 in the absence of agreement –
    - (c) in the case of a dispute between a member and another member, a person appointed by the Board of the Society; or
    - (d) in the case of a dispute between a member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 16.2.5 A member of the Society can be a mediator.
- 16.2.6 The mediator cannot be a member who is a party to the dispute.
- 16.2.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 16.2.8 The mediator, in conducting the mediation, must:
  - 16.2.8.1 give the parties to the mediation process every opportunity to be heard; and
  - 16.2.8.2 allow due consideration by all parties of any written statement submitted by any party; and
  - 16.2.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 16.2.9 The mediator must not determine the dispute.
- 16.2.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

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## **17 Custody and Inspection of Books and Records**

- 17.1** 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.

**17.2** Members may on request inspect:

17.2.1 the register of members.

17.2.2 the minutes of general meetings.

17.2.3 subject to clause 17.3, the financial records, minute books, securities, and any other relevant documents of the Society, including minutes of Board meetings.

**17.3** 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.

**17.4** The Board must on request make copies of these Rules available to members and applicants for membership free of charge.

**17.5** 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:

17.5.1 its membership records;

17.5.2 its financial statements;

17.5.3 its financial records; and

17.5.4 records and documents relating to transactions, dealings, business or property of the Society.

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## **18 Winding Up**

**18.1** The Society may be wound up voluntarily by special resolution.

**18.2** 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.

**18.3** 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.

**18.4** The body to which the surplus assets are to be given must be decided by special resolution.

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## 19 Amendments

The constitution may be amended as follows.

- 19.1 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.
- 19.2 The committee shall review all proposed amendments and submit its recommendations to the Board.
- 19.3 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.
- 19.4 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 s50 of the Act, an alteration of these Rules does not take effect unless or until it is approved by the Registrar.

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## **APPENDIX 1 – DEFINITIONS**

1. "The Act" shall mean the Associations Incorporation Reform Act (Vic.) 2012.
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.