

As voted and approved by the membership at the AGM on December 8th 2022.

AUSTRALASIAN VIROLOGY SOCIETY INCORPORATED.

RULES

Associations Incorporation Reform Act 2012

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1. Name

The name of the incorporated association is the "Australasian Virology Society Incorporated", hereinafter called "the Society".

Note: Under section 23 of the Act, the name of the Society and its registration number must appear on all its business documents. The registration number of the Society is A0053589F.

2. Purposes.

The purposes of the Society are:

- (i) to encourage, promote and support the discipline of virology in the Australasian region;
- (ii) to support research in the field of virus-related diseases and their effect on human health.

3. Definitions

(1) In these Rules, unless the contrary intention appears,

"Act" means the Associations Incorporation Reform Act 2012;

"committee" means the committee of management of the Society;

"financial year" means the year ending on 30th of June;

"general meeting" means a general meeting of members convened in accordance with rule 12.

"member" means a member of the Society;

"Professional member" means a member of the Society whose professional experience and formal qualifications are judged by a qualifications sub-committee to be consistent with a professional level of commitment to their career in virology;

"Fellow" means a member of the Society who is judged by a qualifications sub-committee to have made a significant contribution to the field of virology such that they merit the award of Fellowship;

"ordinary member of the committee" means a member of the committee who is not an officer of the Society under Rule 25;

"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act.

"Registrar" means the Registrar of Incorporated Associations.

"Tax Act" means the Income Tax Assessment Act 1997 (Cth)

4. Powers of the Society

(1) Subject to the Act, the Society has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting sub-rule (1), the Society may—

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

(3) The Society may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5. Not for profit status

(1) The Society must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Sub-rule (1) does not prevent the Society from paying a member—

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated Society is not taken to secure pecuniary profit for its members.

6. Membership, subscription amount and classes of membership.

(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 subscription.

(2) A person who is not a member of the Society at the time of the incorporation of the Society (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless

(a) he or she applies for membership in accordance with sub-rule (3); and

(b) the admission as a member is approved by the committee.

(3) An application of a person for membership of the Society must

(a) be made in writing in a manner as determined by the committee, and

(b) be lodged with the Secretary of the Society.

(4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.

(5) The committee must determine whether to approve or reject the application.

(6) If the committee approves an application for membership, the Secretary must, as soon as practicable

(a) notify the applicant in writing of the approval for membership; and

(b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the subscription.

(7) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.

(8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.

(9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

(10) A right, privilege, or obligation of a person by reason of membership of the Society

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of membership whether by death or resignation or otherwise.

(11) At each annual general meeting, the Society must determine:

(a) the subscription amount and the date payable; and

(b) whether joining members shall pay a fixed amount (a joining fee).

(12) Membership classes shall consist of members, Members (entitled to use the letters MAVS), and Fellows (entitled to use the letters FAVS).

(13). The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

7. Rights of members

- (1) A member of the Society who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Society as provided under rule 26; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) more than 10 business days have passed since he or she became a member of the Society; and
 - (b) the member's membership rights are not suspended for any reason.

8. Register of members

- (1) The Secretary must keep and maintain a register of members containing
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

9. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death. A member of the Society who has paid all moneys due and payable by a member to the Society may resign from the Society by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1)-
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

10. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the 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 committee may by resolution-
 - (a) suspend that member from membership of the Society for a specified period; or
 - (b) expel that member from the Society.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless-
 - (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Society under this rule, the Society confirms the resolution in accordance with this rule.

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- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (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 (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee 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
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee 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.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, 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.
- (7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Society to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Society convened under sub-rule (7)-
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person in favour of the resolution. In any other case, the resolution is revoked.

11. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between
 - (a) a member and another member; or
 - (b) a member and the Society.
- (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.
- (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.
- (4) The mediator must be
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement

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- (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Society; or
- (ii) 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).
- (5) A member of the Society can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (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.

12. Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Society.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Society during the last preceding financial year; and
 - (c) to elect officers of the Society and the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by the Society in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

13. Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (4) If, but for this sub-rule, more than 18 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Society.
- (6) The request for a special general meeting must-
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee 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.

(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Society to the persons incurring the expenses.

14. 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.

15. Notice of general meetings

(1) The Secretary of the Society, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Society, must cause to be sent to each member of the Society, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent-

(a) by prepaid post to the address appearing in the register of members; or

(b) by electronic transmission, unless the member requests that this not be used

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

16. Quorum at general meetings

(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.

(2) Ten members personally present or participating by means of technology (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.

(3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present

(i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and

(ii) 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.

(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 3) shall be a quorum.

17. Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 15 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society no later than 24 hours before the commencement of the meeting.

18. Presiding at general meetings

- (1) The President, or in the President's absence, the Vice President, or in the Vice President's absence, the past President, shall preside as Chairperson at each general meeting of the Society.
- (2) If the President, the Vice President and the past President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

19. Use of technology

- (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.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

20. Adjournment of meetings

- (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.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

21. Voting at general meetings

- (1) Upon any question arising at a general meeting of the Society, a member has one vote only.

As voted and approved by the membership at the AGM on December 8th 2022.

- (2) All votes may be given personally or by proxy.
- (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.
- (4) A member is not entitled to vote at a 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.

22. Poll at general meetings

- (1) If at a meeting a poll 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.
- (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.

23. Manner of determining whether resolution carried

If a question arising at a general meeting of the Society is determined on a show of hands

- (a) a declaration by the Chairperson that a resolution has been
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) 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.

24. Committee of management

- (1) The affairs of the Society shall be managed by the committee of management.
- (2) The committee-
 - (a) shall control and manage the business and affairs of the Society; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Society; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Society.
 - (d) may establish sub-committees consisting of members with terms of reference it considers appropriate.
- (3) The committee shall consist of-
 - (a) the officers of the Society; and
 - (b) four ordinary members (not less than two and up to six).

25. Office holders

- (1) The officers of the Society shall be-
 - (a) a President;
 - (b) a Vice President
 - (c) a Meeting Convenor;
 - (d) a Treasurer;

- (e) a Secretary,
- (f) a Membership Officer, and
- (g) the immediate past President of the Society.

(2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).

(3) Each officer of the Society shall hold office for a two year period until the second successive annual general meeting next after the date of his or her election but is eligible for re-election.

(4) the Membership Officer will assist the Secretary in maintaining the membership register and may from time to time assist the Secretary in other matters.

(5) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

(6) The executive committee shall be comprised of the officers of the Society.

26. Secretary

(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example: Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

(2) The Secretary must—

- (a) maintain the register of members in accordance with rule 18; and
- (b) keep custody of the common seal (if any) of the Society and, except for the financial records referred to in rule 27, all books, documents and securities of the Society; and
- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- (d) perform any other duty or function imposed on the Secretary by these Rules.

(3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

27. Treasurer

(1) The Treasurer must—

- (a) receive all moneys paid to or received by the Society and issue receipts for those moneys in the name of the Society; and
- (b) ensure that all moneys received are paid into the account of the Society within 5 working days after receipt; and
- (c) make any payments authorised by the committee or by a general meeting of the Society from the Society's funds; and
- (d) ensure cheques are signed by at least 2 committee members.

(2) The Treasurer must—

- (a) ensure that the financial records of the Society are kept in accordance with the Act; and
- (b) coordinate the preparation of the financial statements of the Society and their certification by the committee prior to their submission to the annual general meeting of the Society.

(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Society.

28. Ordinary members of the committee

(1) Each ordinary member of the committee shall hold office for a two year period until the second successive annual general meeting next after the date of his or her election but is eligible for re-election.

(2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Society to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

29. Election of officers and ordinary committee members

(1) At the biennial scientific meeting, separate elections must be held for each of the following positions: president, vice-president, meeting convenor, secretary, membership officer, treasurer, and ordinary members of the committee. Nominations of candidates for election as officers of the Society or as ordinary members of the committee should be-

(a) made in writing, as specified by the committee and accompanied by the written consent of the candidate; and

(b) delivered in writing or by electronic transmission to the Secretary of the Society prior to the holding of the annual general meeting, as determined by the committee.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(5) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

30. Vacation of office

(1) A committee member may resign from the committee by written notice addressed to the committee.

(2) A person ceases to be a committee member if he or she—

(a) ceases to be a member of the Society; or

(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or

(c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note: A committee member may not hold the office of secretary if they do not reside in Australia.

31. Meetings of the committee

(1) The committee must meet at least 2 times in each year at such place and such times as the committee may determine. These meetings can be by electronic means such as teleconference, or face to face.

(2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

32. Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

33. Quorum for committee meetings

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present-
 - (i) in the case of a special meeting--the meeting lapses;
 - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

34. Presiding at committee meetings

At meetings of the committee

- (a) the President or, in the President's absence, the Vice President, presides; or, in the Vice President's absence, the past President presides;
- (b) if the President, the Vice President and the past President are absent, or are unable to preside, the members present must choose one of their number to preside.

35. Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

36. Removal of committee member

- (1) The Society in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Society (not exceeding a reasonable length) and may request that the representations be provided to the members of the Society.
- (3) The Secretary or the President may give a copy of the representations to each member of the Society or, if they are not so given, the member may require that they be read out at the meeting.

37. Minutes of meetings

The Secretary of the Society must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present or represented by proxy at committee meetings. The minutes must also include the financial statements and auditor's reports submitted to the meeting.

38. Notice to members

Except for the requirement in rule 12, any notice required to be given to a member, by on behalf of the Society, under these Rules may be given by

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (d) electronic transmission, unless the member has requested that the notice not be given to him or her in this manner.

39. Winding up and DGR revocation

(1) Subject to sub-rule (2), in the event of the winding up or the cancellation of the incorporation of the Society, the assets of the Society must be disposed of in accordance with the provisions of the Act.

(2) Where the Society has been endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act and the Society is wound up or the Society's endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus:

- (a) gifts or money or property for the principal purpose of the Society;
- (b) contributions (as defined by the Tax Act) made in relation to a fundraising event held for the principal purpose of the Society; and
- (c) money received by the company because of such gifts and contributions, must be transferred to one or more entities:
 - (d) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in rule 2,
 - (e) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Society, and
 - (f) are endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act.

40. Custody and inspection of books and records

(1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Society.

(2) All accounts, books, securities, meeting minutes and any other relevant documents of the Society must be available for inspection free of charge by any member upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Society.

41. Alteration of Rules.

These Rules may only be altered by special resolution of a general meeting of the Society.

Note: an alteration of these Rules does not take effect unless or until it is approved by the Registrar.

As voted and approved by the membership at the AGM on December 8th 2022.

42: By-laws

The committee of management shall have the power to make, alter and rescind any by-laws that it considers necessary for the effective administration of the Society, provided that no by-law may be inconsistent with the rules of the Society or the Associations Incorporation Reform Act.