

**AUSTRALASIAN COLLEGE OF NUTRITIONAL AND ENVIRONMENTAL
MEDICINE INCORPORATED**

ABN: 18 776 847 535

Incorporated Association Rules

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¹ Model Rules for an Incorporated Association. The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules. Under section 46 of the *Associations Incorporation Reform Act 2012* (Vic), these Rules are taken to constitute the terms of a contract between the Association and its members.

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PART 1—PRELIMINARY

1. Name

The name of the incorporated association is the 'Australasian College of Nutritional and Environmental Medicine Incorporated' (hereinafter called 'the College' or 'ACNEM').

2. Purposes

(1) The principal object of the College is to promote the prevention and the control of diseases² in human beings by the practice of nutritional and environmental medicine.

(2) The College will act in a way to promote and further this purpose by:

- advancing the awareness of the practice of nutritional and environmental medicine as a means of promoting optimal health and of preventing and treating physical and mental ill-health;
- delivering comprehensive education and training to medical practitioners and allied health professionals in the field of nutritional and environmental medicine to high standards of skill, practice and ethics;
- to assess medical practitioners and allied health professionals participating in the College's education and training programs;
- to support medical practitioners and allied health professionals to develop knowledge and skill in the area of nutritional and environmental medicine;
- collating and maintaining a library of research, reports, online seminars and related information regarding treatments based on nutritional and environmental medicine;
- hosting, editing and monitoring a website for medical practitioners, allied health professionals and the public to provide each with evidenced based information about disease prevention, medical research concerning human disease and the preventative steps and possible treatments based on nutritional and environmental medicine;
- providing educational forums, conferences, seminars, podcasts and webinars to distribute research findings and to foster, promote, encourage, and develop knowledge and understanding of methods relating to the prevention and control of human disease;
- to educate the public and other health disciplines about nutritional and environmental medicine;
- to provide advice and to make submissions to governments, political parties, authorities and other bodies on issues relevant to nutritional and environmental medicine; and
- to undertake other activities to promote nutritional and environmental medicine and/or to provide services to members.

(3) The College must pursue charitable purposes only and must apply its income in promoting these purposes.

3. Financial Year

The financial year of the College is each period of 12 months ending on 30 June.

² Autoimmune Diseases, Allergy and Sensitivities, Food Intolerance, IBS and Functional Enteric Disease, Coeliac Disease, Chronic Fatigue Syndrome, Diabetes, Cancer, Cardiovascular Disease, Dementia/Alzheimer's, ADHD, Autism, Childhood Immune Dysregulation including Asthma, Eczema, Reflux and Functional Gastroenterology, Ear Infections, PANDAS(Paediatric Auto-immune Neuropsychiatric Disease Associated with Streptococcal Infections), Migraine, Fibromyalgia and Chronic Pain, Anxiety, Depression, Altered Methylation Functioning, Atopic Dermatitis, Osteoporosis, Menstrual Disorders, Infertility, Chronic Musculoskeletal Pain, Heavy Metal Toxicity including Lead and Mercury, Multiple Chemical Sensitivity (MCS), Drug Addiction, Alcoholism, Metabolic Syndrome and Obesity, Poor Hypothalamic Pituitary Adrenal and Endocrine Function, Mild Traumatic Brain Injury and other Neurodegenerative Diseases.

4. Definitions

In these Rules:

- **association** means the incorporated association by the name of the Australasian College of Nutritional and Environmental Medicine Incorporated which is managed by a Board;
- **absolute majority**, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);
- **appointed Board member** means a member of the Board that is appointed rather than elected;
- **Associate Fellow** means a member of the College as defined in Rule 8.4;
- **Associate Fellow-in-Training** means a member of the College as defined in Rule 8.5;
- **Associate Member** means a member of the College as defined in Rule 8.6;
- **Board** means the Board having management of the business of the College;
- **Board meeting** means a meeting of the Board held in accordance with these Rules;
- **Board member** means a member of the Board elected or appointed under Division 3 of Part 5;
- **chair or chairperson**, of a general meeting or Board meeting, means the person chairing the meeting as detailed in Rule 46;
- **College** means the Australasian College of Nutritional and Environmental Medicine Incorporated;
- **committee** means a committee appointed from time-to-time by the Board to assist in the management of the business of the College;
- **disciplinary appeal meeting** means a meeting of the members of the College convened under Rule 23(3);
- **disciplinary meeting** means a meeting of the Standards and Complaints Committee convened for the purposes of Rule 22;
- **elected Board member** means a Board member who has been elected following a nomination and election process as detailed within Division 3 of Part 5;
- **eligible member** means a member of the College within a specific category of membership that has voting rights – refer Rule 9.2.1, 9.2.2, 9.2.3, 9.2.4, 9.2.5, 9.2.6 and 9.2.10;
- **financial year** means the 12-month period specified in Rule 3;
- **general meeting** means a general meeting of those members of the College with voting rights convened in accordance with Part 4 and includes annual general meetings, special general meetings and disciplinary appeal meetings;
- **health professional** (other than medical practitioners and dentists) including but not limited to the following professions; Pharmacist, Chiropractor, Nurse, Midwife, Optometrist, Osteopath, Physiotherapist, Podiatrist, Psychologist, Aboriginal and Torres Strait Islander Health Practitioner, Chinese Medicine Practitioner/Acupuncturist, Medical Radiation Practitioner, Occupational Therapist, Exercise Physiologist, Naturopath, Nutritionist, Herbalist, Dietician;
- **member** means a member of the College, covering all membership categories;
- **member entitled to vote at a general meeting** means those members in specific membership categories of the College as defined in Rule 9.2.1, 9.2.2, 9.2.3, 9.2.4, 9.2.5, 9.2.6 and 9.2.10;
- **Professional Member** is a category of membership as defined in Rule 8.3;
- **special resolution** means a resolution that requires not less than three-quarters (75 per cent) of the eligible members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
- **Standards and Complaints Committee** means the Committee appointed under Rule 20;
- **the Act** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act; and
- **the Registrar** means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

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

(2) Without limiting Rule 5(1), the College 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 to:
 - (i) conduct educational and training activities among medical and health professionals and other interested persons;
 - (ii) establish and provide resources for the use of members and others;
 - (iii) print and publish journals, newsletters, periodicals, books, leaflets or information in any other form;
 - (iv) promote and provide opportunities and facilities for research, the writing and reading of papers, delivery of lectures and the collection and dissemination of information;
 - (v) establish and maintain a register of medical practitioners and allied health care professionals who attain the standards required of the College;
 - (vi) liaise with and make such arrangements as desirable with other organisations, bodies and individuals with the same or similar objects; and
 - (vii) establish and maintain information on the internet for use by members and the benefit of the public at large.

(3) The College may only exercise its powers and use its income and assets (including any surplus) for the purposes as set out in Rule 2.

6. Not For Profit Organisation³

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

(2) Rule 6(1) does not prevent the College 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.

³ 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 association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Minimum Number of Members

The College must have at least five members from within any of the categories of membership: Fellow, Fellow-in-Training, Professional Member, Associate Fellow, Associate Fellow-in-Training, Associate Member, Life Member or Retired Fellow/Member/Associate Fellow/Associate Member.

8. Categories of Membership

The categories of membership within the College include:

8.1 Fellow

A Fellow must be a registered medical practitioner or dentist (in Australia, New Zealand or other countries as approved by the Board) who has:

- (a) been admitted by the Board to that category of membership, after fulfilling all requirements (as prescribed in the College’s educational framework, policies, procedures and regulations as approved by the ACNEM Board) of that specific membership category; and
- (b) whose membership has not ceased as a consequence of Rule 17(2), 17(4) and/or 17(5).

8.2 Fellow-in-Training

A Fellow-in-Training must be a registered medical practitioner or dentist (in Australia, New Zealand or other countries as approved by the Board) who has:

- (a) been admitted by the Board to that category of membership, after fulfilling all requirements (as prescribed in the College’s educational framework, policies, procedures and regulations as approved by the ACNEM Board) of that specific membership category; and
- (b) whose membership has not ceased as a consequence of Rule 17(2), 17(4) and/or 17(5).

8.3 Professional Member

A Professional Member must be a registered medical practitioner or dentist (in Australia, New Zealand or other countries as approved by the Board) who has:

- (a) been admitted by the Board to that category of membership, after fulfilling all requirements (as prescribed in the College’s educational framework, policies, procedures and regulations as approved by the ACNEM Board) of that specific membership category; and
- (b) whose membership has not ceased as a consequence of Rule 17(2), 17(4) and/or 17(5).

8.4 Associate Fellow

An Associate Fellow must:

- (a) be a registered health professional from a discipline such as chiropractic, osteopathy, pharmacy, nursing, psychology, naturopathy, Chinese Medicine, dietician, clinical nutrition, physiotherapy, exercise physiology, occupational therapy and other groups as determined by the Board from time-to-time;
- (b) be admitted by the Board to that category of membership, after fulfilling all requirements (as prescribed in the College’s educational framework, policies, procedures and regulations as approved by the ACNEM Board) of that specific membership category; and
- (c) whose membership has not ceased as a consequence of Rule 17(2) and/or 17(5).

8.5 Associate Fellow-in-Training

An Associate Fellow-in-Training must:

- (a) be a registered health professional from a discipline such as chiropractic, osteopathy, pharmacy, nursing, psychology, naturopathy, Chinese Medicine, dietician, clinical nutrition, physiotherapy, exercise physiology, occupational therapy and other groups as determined by the Board from time-to-time;

- (b) be admitted by the Board to that category of membership, after fulfilling all requirements (as prescribed in the College's educational framework, policies, procedures and regulations as approved by the ACNEM Board) of that specific membership category; and
- (c) whose membership has not ceased as a consequence of Rule 17(2) and/or 17(5).

8.6 Associate Member

An Associate Member must:

- (a) be a registered health professional from a discipline such as chiropractic, osteopathy, pharmacy, nursing, psychology, naturopathy, Chinese Medicine, dietician, clinical nutrition, physiotherapy, exercise physiology, occupational therapy and other groups as determined by the Board from time-to-time;
- (b) be admitted by the Board to that category of membership, after fulfilling any requirements, as prescribed by the ACNEM Board; and
- (c) whose membership has not ceased as a consequence of Rule 17(2) and/or 17(5).

8.7 Student Member

A Student Member must:

- (a) be a student who is enrolled in the discipline of medicine, dentistry or an allied health professional degree course such as chiropractic, osteopathy, pharmacy, nursing, psychology, naturopathy, Chinese Medicine, dietetics, clinical nutrition, physiotherapy, exercise physiology, occupational therapy and other degree courses as determined by the Board from time-to-time;
- (b) have been admitted by the Board to that category of membership, after fulfilling any requirements, as prescribed by the ACNEM Board; and
- (c) whose membership has not ceased as a consequence of Rule 17(5).

8.8 Community Member

A Community Member must:

- (a) be a member of the public who has an interest in the area of nutritional and environmental medicine and is not eligible for entry into any other classes of membership;
- (b) have been admitted by the Board to that category of membership, after fulfilling any requirements, as prescribed by the ACNEM Board; and
- (c) whose membership has not ceased as a consequence of Rule 17(2) and/or 17(5).

8.9 Honorary Fellow

An Honorary Fellow must:

- (a) be a medical practitioner or a person with other credentials approved by the Board;
- (b) have been nominated for admission to that class of membership, in line with College policies, procedures, regulations and/or guidelines regarding ACNEM honours and awards; and
- (c) whose membership has not ceased as a consequence of Rule 17(5).

8.10 Life Member

A Life Member must be a current Fellow, Professional Member, Associate Fellow or Associate Member and who has:

- (a) been a member for at least 35 continuous years;
- (b) been admitted by the Board to that category of membership after fulfilling any requirements, as prescribed by the ACNEM Board; and
- (c) whose membership has not ceased as a consequence of Rule 17(5).

8.11 Fellow/Professional Member/Associate Fellow/Associate Member (Retired)

A Retired Fellow/Professional Member/Associate Fellow/Associate Member:

- (a) must have permanently retired from work;

- (b) been admitted by the Board to that category of membership after fulfilling any requirements, as prescribed by the ACNEM Board; and
- (c) whose membership has not ceased as a consequence of Rule 17(5).

8.12 Research Member

A Research Member:

- (a) must be a research scientist with an academic appointment;
- (b) must be admitted by the Board to that category of membership, after fulfilling any requirements, as prescribed by the ACNEM Board; and
- (c) whose membership has not ceased as a consequence of Rule no 17(2) and/or 17(5).

9. Application of Membership

9.1 Membership Application

- (1) All applicants for membership must be at least 18 years of age.
- (2) The Board may from time-to-time prescribe the form in which an application for admission as a member must be made.
- (3) Applications for admission in the following membership categories can be made:
 - Fellow
 - Fellow-in-Training
 - Professional Member
 - Associate Fellow
 - Associate Fellow-in-Training
 - Associate Member
 - Student Member
 - Community Member
 - Retired Fellow/Professional Member/Associate Fellow/Associate Member
 - Life Member
 - Research Member
- (4) An application for membership must be:
 - (a) in writing in a form approved by the Board;
 - (b) signed by the applicant in writing or in electronic form; and
 - (c) accompanied by any other documents or evidence as to qualification for the type of membership applied for which the Board requires.
- (5) An application form must be accompanied by the annual subscription fee, determined in accordance with Rule 12.

9.2 Rights and Responsibilities of Membership

9.2.1 Fellow

A Fellow has the right:

- to receive notices of, able to attend, be heard and vote at any general meeting;
- to propose a nomination for Honorary Fellowship;
- subject to Rule 49 to be elected as a Board member;
- to propose or second a nomination for election to the Board;
- to use the title 'Fellow of the Australasian College of Nutritional and Environmental Medicine' and the post-nominals 'FACNEM'; and
- to other benefits as determined from time-to-time by the Board.

A Fellow:

- must pay their annual subscription in accordance with Rule 12; and
- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board.

9.2.2 Fellow-in-Training

A Fellow-in-Training has the right:

- to receive notices of, able to attend, be heard and vote at any general meeting;
- to second a nomination for Honorary Fellowship;
- subject to Rule 49 to be elected as a Board member;
- to propose or second a nomination for election to the Board;
- to use the title 'Fellow-in-Training of the Australasian College of Nutritional and Environmental Medicine'; and
- to other benefits as determined from time-to-time by the Board.

A Fellow-in-Training:

- must pay their annual subscription in accordance with Rule 12; and
- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board.

9.2.3 Professional Member

A Professional Member has the right:

- to receive notices of, able to attend, be heard and vote at any general meeting;
- to second a nomination for Honorary Fellowship;
- subject to Rule 49 to be elected as a Board member;
- to propose or second a nomination for election to the Board;
- to use the title 'Professional Member of the Australasian College of Nutritional and Environmental Medicine'; and
- to other benefits as determined from time-to-time by the Board.

A Professional Member:

- must pay their annual subscription in accordance with Rule 12; and
- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board.

9.2.4 Associate Fellow

An Associate Fellow has the right:

- to receive notices of, able to attend, be heard and vote at any general meeting;
- to use the title 'Associate Fellow of the Australasian College of Nutritional and Environmental Medicine' and the post-nominals 'AFACNEM'; and
- to other benefits as determined from time-to-time by the Board.

An Associate Fellow:

- must pay their annual subscription in accordance with Rule 12; and
- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board.

9.2.5 Associate Fellow-in-Training

An Associate Fellow-in-Training has the right:

- to receive notices of, able to attend, be heard and vote at any general meeting;
- to use the title 'Associate Fellow-in-Training of the Australasian College of Nutritional and Environmental Medicine'; and
- to other benefits as determined from time-to-time by the Board.

An Associate Fellow-in-Training:

- must pay their annual subscription in accordance with Rule 12; and
- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board.

9.2.6 Associate Member

An Associate Member has the right:

- to receive notices of, able to attend, be heard and vote at any general meeting;
- to use the title 'Associate Member of the Australasian College of Nutritional and Environmental Medicine'; and
- to other benefits as determined from time-to-time by the Board.

An Associate Member:

- must pay their annual subscription in accordance with Rule 12; and
- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board.

9.2.7 Community Member

A Community Member:

- must pay their annual subscription in accordance with Rule 12;
- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board; and
- is not entitled to vote at a general meeting.

9.2.8 Student Member

A Student Member:

- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board; and
- is not entitled to vote at a general meeting.

9.2.9 Honorary Fellow

An Honorary Fellow:

- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board; and
- is not entitled to vote at a general meeting.

9.2.10 Life Member

A Life Member:

- will receive notices of, able to attend, be heard and vote at any general meeting;
- is able to propose or second a nomination for Honorary Fellowship if they have obtained Fellowship status;
- subject to Rule 49 is eligible to be elected as a Board member;
- is able to propose or second a nomination for election to the Board if they were classified in the category of Fellow, Fellow-in-Training or Professional Member (before being converted to Life Member status);

- is able to use the title 'Fellow of the Australasian College of Nutritional and Environmental Medicine' and the post-nominals 'FACNEM', 'Professional Member of the Australasian College of Nutritional and Environmental Medicine', Associate Fellow of the Australasian College of Nutritional and Environmental Medicine and the post-nominal 'AFACNEM' or Associate Member of the Australasian College of Nutritional and Environmental Medicine (whichever is applicable); and
- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board.

9.2.11 Fellow/Professional Member/Associate Fellow/Associate Member (Retired)

A Retired Fellow/Professional Member/Associate Fellow/Associate Member:

- will receive notices of, able to attend, be heard and vote at any general meeting;
- is able to propose or second a nomination for Honorary Fellowship if they have obtained Fellowship status;
- subject to Rule 49 is eligible to be elected as a Board member;
- is able to propose or second a nomination for election to the Board if they were classified in the category of Fellow, Fellow-in-Training or Professional Member (before being classified within the 'Retired' category);
- is able to use the title 'Fellow of the Australasian College of Nutritional and Environmental Medicine (Ret)' and the post-nominals 'FACNEM (RET)', 'Professional Member of the Australasian College of Nutritional and Environmental Medicine (RET)', Associate Fellow of the Australasian College of Nutritional and Environmental Medicine (RET) and the post-nominal 'AFACNEM (RET)' or Associate Member of the Australasian College of Nutritional and Environmental Medicine (RET) (whichever is applicable); and
- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board.

9.2.12 Research Member

A Research Member:

- must pay their annual subscription in accordance with Rule 12;
- must fulfill all requirements as determined in College policies, procedures, regulations and/or guidelines as notified by the Board; and
- is not entitled to vote at a general meeting.

9.3 Patron

The Board may determine to appoint a patron of the College for approval by eligible members at a general meeting who has eminence in medical nutrition or in the community and in accordance with applicable College policies, procedures, regulations and/or guidelines as notified by the Board.

10. Consideration of Application

- (1) As soon as practicable after an application for membership is received, the membership application will be considered against the membership criteria as detailed in College policies, procedures, regulations and/or guidelines as notified by the Board.
- (2) Notification to the applicant in writing of the decision will be made as soon as practicable after the decision is made together with confirmation of the category of membership.
- (3) If the membership application is rejected, all monies accompanying the application must be returned to the applicant.
- (4) A list of all successful applications for membership will be presented at each Board meeting for ratification.
- (5) ACNEM in its absolute discretion may decline to admit any applicant for membership without any obligation to provide reasons.

11. New Membership

- (1) If an application for membership is approved:
 - (a) the resolution to accept the membership must be recorded in the minutes of the next applicable Board meeting; and
 - (b) the Secretary or their delegate must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of ACNEM and, subject to Rule 13(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which:
 - (a) the Board approves the person's membership; or
 - (b) the person pays the joining fee.

12. Annual Subscription and Other Fees

- (1) At each annual general meeting, the College must determine the amount of the annual subscription (if any) fee for the following year (the date of which will take effect will be determined by the Board).
- (2) The application fee payable by an applicant for membership is such a sum as the Board prescribes from time-to-time in respect of each class of membership.
- (3) The Board may prescribe fees for participation in the College's training and educational programs.
- (4) The Board may prescribe other fees for services the College provides to members and others as it determines from time-to-time.
- (5) The Board may set a date on which all annual subscriptions and/or fees are due and payable and may impose an additional fee or fees if subscriptions and/or fees are not renewed by the due date.
- (6) The Board must not apply annual subscriptions to Honorary Fellows, Life Members, Retired Fellows/Professional Members/Associate Fellows/Associate Members, or Student Members.
- (7) The rights of any member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (8) The Board may determine that members who meet prescribed conditions, as described in College policies, procedures, regulations and/or guidelines, are to be exempted, partially or in full, temporarily or permanently, from liability for some or all subscriptions or fees.

13. General Rights of Members within the Categories of 'Fellow', 'Fellow-in-Training', 'Professional Member', 'Associate Fellow', 'Associate Fellow-in-Training', 'Associate Member', 'Life Member' and 'Retired Fellow/Professional Member/Associate Fellow/Associate Member'

- (1) A member of ACNEM within the categories of 'Fellow', 'Fellow-in-Training', 'Professional Member', 'Associate Fellow', 'Associate Fellow-in-Training', 'Associate Member', 'Life Member' and 'Retired Fellow/Professional Member/Associate Fellow/Associate Member' 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 College as provided under Rule 75; and
 - (f) to inspect the register of members.

- (2) A member is entitled to vote if:
- (a) the member is a current financial member in the membership category of either 'Fellow', 'Fellow-in-Training', 'Professional Member', 'Associate Fellow', 'Associate Fellow-in-Training', 'Associate Member', 'Life Member', 'Retired Fellow/Professional Member/Associate Fellow/Associate Member'; and
 - (b) more than ten business days have passed since they became an eligible member of the College; and
 - (c) the member's membership rights are not suspended for any reason.

14. Student Member, Community Member, Honorary Fellow, Research Member and Patron

- (1) Student, Community, Honorary Fellow, Research or Patron members of the College include:
- (a) any members detailed in Rule 8.7, 8.8, 8.9, 8.12; and 9.3
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) These categories of members are not entitled to vote but may have other rights as determined by the Board or by resolution at a general meeting.

15. Rights Not Transferable

The rights of a member are not transferable and end when membership ceases.

16. Ceasing Membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the College, the Secretary or delegate must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17. Resigning as a Member

- (1) A member may resign from membership of the College by giving notice in writing (by post or electronic means) to the College;
- (2) A member is taken to have resigned if:
- (a) the member's annual subscription is more than 12 months or more in arrears; and
 - (b) the member has been notified in writing that unless payments of the overdue amount(s) are made, their membership will terminate.
- (3) Where no annual subscription is payable:
- (a) the Secretary or delegate has made a written request to the member to confirm that they wish to remain a member; and
 - (b) the member has not, within three months after receiving that request, confirmed in writing that they wish to remain a member.
- (4) In the case of 'Fellows', 'Fellows-in-Training', Life Members and Professional Members, they will cease to be a member of ACNEM if they fail to maintain registration as a medical practitioner or dentist or a medical board or similar revokes their registration as a medical practitioner or dentist.
- (5) In the case where any member (in any category of membership), whose conduct has been questioned, where the Board considers that the reputation and/or, interests of the College would be harmed by a member's continuing membership, the member may:
- (a) be expelled from membership;
 - (b) be suspended from membership with all rights associated with that membership also suspended; or
 - (c) have conditions imposed upon their membership as a condition of their continuing membership.

18. Register of Members

(1) The College must keep and maintain a register of members that includes:

(a) for each current member:

- (i) the member's name;
- (ii) a postal address and contact details as provided by the member;
- (iii) the date of becoming a member;
- (iv) the membership category;
- (v) any other information determined by the Board; and

(b) for each former member, the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members⁴.

Division 2—Disciplinary Action

19. Grounds for Taking Disciplinary Action

The College may take disciplinary action against a member in accordance with this Division if it is determined that the member:

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the College; or
- (c) has engaged in conduct prejudicial to the College.

20. Standards and Complaints Committee

(1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must convene a meeting of the Standards and Complaints Committee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the Standards and Complaints Committee:

- (a) may be Board members, members of the College or anyone else approved by the Board; but
- (b) must not be biased against, or in favour of, the member concerned or have been involved in the matter(s) brought before the Committee.

21. Notice to Member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

- (a) stating that the College proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the Standards and Complaints Committee intends to consider the disciplinary action (the disciplinary meeting); and
- (d) advising the member that they may do one or both of the following:
 - (i) attend the disciplinary meeting and address the Standards and Complaints Committee at that meeting;
 - (ii) give a written statement to the Standards and Complaints Committee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under Rule 23.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

⁴ 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.

22. Decision of Committee

- (1) At the disciplinary meeting, the Standards and Complaints Committee must:
 - (a) give the member an opportunity to be heard; and/or
 - (b) consider any written statement submitted by the member.
- (2) After complying with Rule 22(1), the Standards and Complaints Committee may:
 - (a) take no further action against the member; or
 - (b) subject to Rule 22(3):
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the College.
- (3) The Standards and Complaints Committee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the Standards and Complaints Committee under this rule takes effect immediately after the vote is passed.

23. Appeal Rights

- (1) A person whose membership rights have been suspended or who has been expelled from the College under Rule 22 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
 - (a) to the Standards and Complaints Committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under Rule 23(2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, after receiving notification from the Standards and Complaints Committee, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the College who is entitled to vote as soon as practicable and must:
 - (a) specify the date, time and place of the meeting (the meeting can be convened either physically or utilising video technology); and
 - (b) state:
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24. Conduct of Disciplinary Appeal Meeting

- (1) At a disciplinary appeal meeting:
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board and/or a representative from the Standards and Complaints Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with Rule 24(1), the members present and entitled to vote at the meeting must vote by secret ballot (utilising electronic voting methods) on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) Eligible members may not vote by proxy in cases of a disciplinary appeal meeting.

- (4) The original decision will be overturned if more than 75 per cent (three-quarters) of eligible voting members present, vote against the original decision.

Division 3—Grievance Procedure

25. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
- (a) a member and another member;
 - (b) a member and the Board;
 - (c) a member and the College.
- (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.

26. Parties Must Attempt to Resolve the Dispute

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.

27. Appointment of Mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, the parties must within ten days:
- (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (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 College, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of ACNEM but in any case, must not be a person who:
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28. Mediation Process

- (1) The mediator to the dispute, in conducting the mediation, must:
- (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

29. Failure to Resolve Dispute by Mediation

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.

PART 4—GENERAL MEETINGS OF THE COLLEGE

30. Annual General Meetings

- (1) The Board must convene an annual general meeting of the College to be held within five months after the end of each financial year.
- (2) Despite Rule 30(1), the College may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting(s) held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Board on the activities of the College during the preceding financial year; and
 - (ii) the financial statements of the College for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect members to the Board (if required in accordance with the election timeframe);
 - (d) to confirm or vary the amounts (if any) of the annual subscription.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special General Meetings

- (1) Any general meeting of the College, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 33 may be conducted at the meeting⁵.

32. Special General Meeting Held at Request of Eligible Members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with Rule 32(2) by at least ten per cent of the total number of eligible members.
- (2) A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the eligible members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the eligible members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by eligible members under Rule 32(3):
 - (a) must be held within three months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The College must reimburse all reasonable expenses incurred by eligible members convening a special general meeting under Rule 32(3).

⁵ General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of eligible members at the meeting agree.

33. Notice of General Meetings

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 32(3), the eligible members convening the meeting) must give to each eligible member of the College:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with Rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting (Refer Rule 23(4)).
- (4) Notices will be issued via e-mail.
- (5) If any eligible member wishes to propose a motion, at least five working days' notice must be provided in writing to the Secretary; with full details of the motion, being provided at this time.

34. Proxies

- (1) An eligible member may appoint another eligible member as their proxy to vote and speak on their 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 eligible member making the appointment.
- (3) The eligible member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the eligible voting member in any matter as they see fit.
- (4) The Board will provide a form for the appointment of a proxy; however an eligible member may use any other form that clearly identifies the person appointed as the eligible member's proxy and that has been signed by the eligible member.
- (5) Notice of a general meeting given to an eligible member under Rule 33 must:
 - (a) state that the eligible member may appoint another eligible member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) Copies of all proxy forms must be given to the Chair 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 College at least 24 hours before the commencement of the meeting.

35. Use of Technology

- (1) An eligible member who is not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that eligible member and the eligible members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, an eligible member participating in a general meeting as permitted under Rule 35(1) is taken to be present at the meeting and, if the eligible member votes at the meeting, is taken to have voted in person.

36. Quorum at General Meetings

- (1) No business may be conducted at a general meeting unless a quorum of eligible members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 35) of ten eligible members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a meeting convened by, or at the request of, eligible members under Rule 32, the meeting must be dissolved⁶;
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all eligible members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Rule 36 (3b), the eligible members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of General Meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of eligible members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting Rule 37(1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the eligible members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 33.

38. Voting at a General Meeting

- (1) On any question arising at a general meeting:
 - (a) subject to Rule 38(3), each eligible member who is entitled to vote has one vote; and
 - (b) eligible members may vote personally (by a show of hands) or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote in addition to their initial vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only eligible members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 24.

⁶ If a meeting convened by, or at the request of, ordinary members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If ordinary members wish to have the business reconsidered at another special meeting, the ordinary members must make a new request under rule 32

39. Special Resolutions

A special resolution⁷ is passed if not less than three-quarters (75 per cent) of the eligible members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

40. Determining Whether a Resolution Has Been Carried

(1) Subject to Rule 40(2), the Chair of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost:

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more eligible members on any question:

- (a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
- (b) the Chair must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

41. Minutes of General Meeting

(1) The Board must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include:

- (a) the names of the eligible members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting under Rule 34(6); and
- (c) the financial statements submitted to the ordinary members in accordance with Rule 30(4b(ii)); and
- (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the College; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

⁷ In addition to certain matters specified in the Act, a special resolution is required.

(a) to remove a Board member from office;

(b) to alter these Rules, including changing the name or any of the purposes of the Association.

PART 5—BOARD

Division 1—Powers of Board

42. Role and Powers

- (1) The business of the College must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the College except those powers that these Rules or the Act require to be exercised by general meetings of the eligible members of the College.
- (3) The Board may:
 - (a) appoint and remove the chief executive officer;
 - (b) establish committees consisting of eligible members or those committee members as approved by the Board with terms of reference it considers appropriate.

43. Delegation

- (1) The Board may delegate to a member of the Board, a Committee or staff member of the College, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and Duties of Board Members

44. Composition of Board

The Board will consist of:

- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer;
- (e) at least two eligible members elected under Rule 52(1e); and
- (f) two Board appointed positions under Rule 53.

45. General Duties⁸

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the College complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the College; and
 - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of:
 - (a) their position; or

⁸ See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

(b) information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the College.

(6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

(7) All Board members must comply with all College approved policies, procedures, regulations and/or guidelines in place.

46. President and Vice-President

(1) Subject to Rule 46(2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.

(2) If the President and the Vice-President are both absent, or are unable to preside, the Chair of the meeting must be:

(a) in the case of a general meeting, an eligible member elected by another eligible member present; or

(b) in the case of a Board meeting, a Board member elected by another Board member present.

47. Secretary

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

(2) The Secretary may appoint a delegate to assist with any duties or functions required, but has the ultimate responsibility for all functions as detailed.

(3) The Secretary and/or their delegate must:

(a) maintain the register of members in accordance with Rule 18; and

(b) keep custody of the common seal (if any) of the College and, except for the financial records referred to in Rule 70(3), all books, documents and securities of the College in accordance with Rules 72 and 75; 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 their appointment within 14 days after the appointment.

48. Treasurer

(1) The Treasurer must:

(a) ensure that all monies paid to or received by the College are recorded and that receipts are issued, as required, for monies received in the name of the College; and

(b) ensure that all monies received are paid into the account of the College within five working days after receipt; and

(c) ensure that any payments authorised by the Board or by a general meeting of the College are made from the College's funds; and

(d) ensure payments are authorised as determined by policies, procedures and regulations.

(2) The Treasurer must:

(a) ensure that the financial records of the College are kept in accordance with the Act; and

(b) ensure the preparation of the financial statements of the College and their certification by the Board prior to their submission to the annual general meeting of the College.

(3) The Treasurer must ensure that Board members are provided with financial reports for each Board meeting.

- (4) The Treasurer must ensure that at least one member of the Board should be a signatory to the College bank accounts as required by College policies, procedures and regulations.

Division 3—Election of Board Members and Tenure of Office

49. Eligibility to be Elected as a Board Member

A member is eligible to be elected as a Board member if the member:

- (a) is in a membership category as defined within Rule 8.1, 8.2, 8.3 and/or 8.10; and
- (b) is a resident of Australia, if elected to the position of Secretary.

50. Positions to be Declared Vacant

- (1) This rule applies to any subsequent annual general meeting of the College, after the annual report and financial statements of the College have been received.
- (2) All elected positions on the Board are for a fixed term and will be declared vacant at the end of the term of office and elections for each of these positions will be held in accordance with Rules 51 to 54.

51. Nominations

- (1) Prior to the election date of each Board position, a call for nominations to fill each Board position will be made.
- (2) A member of the College as defined within Rules 8.1, 8.2, 8.3 and 8.10 may with the member's consent, be nominated by two other members, within these same categories, for a position on the Board (proposer and seconder).
- (3) All eligible members nominating for a Board member position must provide:
 - (a) a completed nomination form:
 - (i) with signatures from a proposer and seconder (both current financial members as defined within Rules 8.1, 8.2, 8.3 and 8.10),
 - (ii) signed by the nominee,
 - (iii) indication for which position they are nominating for,
 - (iv) declaration that they are a current financial member of ACNEM, and
 - (v) confirmation that they are eligible to stand as a Board member;
 - (b) a brief curriculum vitae; and
 - (c) a statement of 'what they want to achieve' if elected to the ACNEM Board.
- (4) The Nominee will provide the information as detailed in Rule 51 (3) within a requested timeframe.

52. Election of Board Positions

- (1) Elections will be held for each of the following elected positions in advance and within a stipulated timeframe prior to the timing of the next applicable scheduled Annual General Meeting for:
 - (a) President,
 - (b) Vice-President,
 - (c) Secretary,
 - (d) Treasurer, and
 - (e) General Board members (two positions).
- (2) If only one eligible member is nominated for each position, that nominee will be declared the member elected to the position, upon ratification at the Annual General Meeting.
- (4) If more than one eligible member is nominated, a ballot will be held in accordance with Rule 54, within a stipulated timeframe.

(5) Upon ratification of their position, at the Annual General Meeting, the new President may take over as Chair of the meeting from this point.

53. Appointment of Non-Elected Positions

(1) The two Board appointed positions will be made on an appointment basis, in line with requirements as outlined in College policies, procedures, regulations and/or guidelines and as determined by the incoming Board.

(2) The terms of office will be two-yearly in line with all Board positions and as per Rule 55.

54. Ballot

(1) If a ballot is required for the election of any positions, a ballot will be conducted within a stipulated timeframe prior to the next scheduled Annual General Meeting.

(2) A returning officer will be appointed by the Board and must not be a member who has nominated for any of the available positions.

(3) The ballot must be by secret ballot and will be distributed by either postal or electronic means to all eligible members.

(4) The ballot form will display the names of the nominees in alphabetical order.

(5) Each eligible member is entitled to cast one vote for their preferred candidate (using the first past the post voting method).

(a) A ballot paper will be declared to be invalid by the returning officer

(i) an eligible member entitled to vote has placed more votes in the nominated square than there are vacancies to be filled

(ii) a ballot paper is marked in such a way that the intentions of the eligible member casting a vote are not clear

(6) Ballot papers that do not comply with Rule 54 (5a(i) or (ii)) are not to be counted.

(7) The returning officer will provide notice as to the candidate(s) who received the most votes and these will be put forward at the next scheduled Annual General Meeting for ratification.

(8) If the returning officer is unable to declare the result of an election under Rule 54(7) because two or more candidates received the same number of votes, the returning officer shall draw lots in the presence of scrutineers to determine which of the candidates is to be declared elected.

55. Term of Office

(1) Subject to Rule 55(2) and Rule 56, a Board member holds office for a two-year term until the positions of the Board end at the next relevant annual general meeting (ie two years after election).

(2) A Board member may be re-elected as follows:

(a) General Board members may serve a maximum of three (3) two-year terms in the position of a General Board member;

(b) President – a maximum of two (2) two-year terms in the position of President;

(c) Vice President – a maximum of two (2) two-year terms in the position of President;

(d) Treasurer – a maximum of two (2) two-year terms in the position of Treasurer; and

(e) Secretary – a maximum of two (2) two-year terms in the position of Secretary.

(3) The holding of one position does not preclude the holding of any other position, but they cannot be held concurrently.

(4) A general meeting of the College may:

(a) by special resolution remove a Board member from office; and

(b) elect an eligible member of the College to fill a vacant position in accordance with this Division.

- (5) An eligible member who is the subject of a proposed special resolution under Subrule 55(4)(a) may make representations in writing to the Secretary or President of the College (not exceeding a reasonable length) and may request that the representations be provided to the eligible members of the College.
- (6) The Secretary or the President may give a copy of the representations to each eligible member of the College or, if they are not so given, the eligible member may require that they be read out at the meeting at which the special resolution is to be proposed.

56. Vacation of Office

- (1) A Board member may resign from the Board by written notice in accordance with the policy and procedure relating to the Resignation of a Board Member.
- (2) A person ceases to be a Board member if they:
 - (a) cease to be an eligible member of the College; or
 - (b) fails to attend three consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under Rule 67; or
 - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

57. Filling Casual Vacancies

- (1) The Board may appoint an eligible member of the College to fill a position on the Board that:
 - (a) has become vacant under Rule 56; or
 - (b) was not filled during the election process.
- (2) If the position of Secretary becomes vacant, the Board must appoint an eligible member to the position within 14 days after the vacancy arises.
- (3) Any Board member appointed by way of a casual vacancy shall hold office until the election of the next ACNEM Board and will be eligible for re-election in accordance with Rule 52. Rule 55 is applicable regarding the term of office for Board members appointed under Rule 57.
- (4) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board

58. Meetings of Board

- (1) The Board must meet at least four times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the College at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the President or by any four members of the Board.

59. Notice of Meetings

- (1) Notice of each Board meeting must be given to each Board member no later than seven days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
 - (i) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60. Urgent Meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 59 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61. Procedure and Order of Business

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business will be in line with College policies, procedures, regulations and guidelines.

62. Use of Technology

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under Rule 62(1) is taken to be present at the meeting and, if the Board member votes at the meeting, is taken to have voted in person.

63. Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under Rule 62) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - (a) in the case of a special meeting, the meeting lapses;
 - (b) in any other case, the meeting may be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 59;
 - (c) the meeting may proceed if agreed by those present, with discussions only permitted on any agenda items without any decisions being made; any recommendations raised during discussions must be circulated to all Board members for consideration.

64. Voting

- (1) On any question or resolution arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Rule 64(2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote in addition to their original vote.
- (5) Voting by proxy is not permitted at Board meetings.

65. Conflict of Interest

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board in line with College policies, procedures, regulations and/or guidelines.
- (2) The Board member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter⁹.
- (3) This rule does not apply to a material personal interest:
 - (a) that exists only because the eligible member belongs to a class of persons for whose benefit the College is established; or
 - (b) that the eligible member has in common with all, or a substantial proportion of, the eligible members of the College.

66. Minutes of Meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following:
 - (a) the names of the Board members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under Rule 65.

67. Leave of Absence

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding four months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

⁹ Under section 81(3) of the Act, if there are insufficient Board members to form a quorum because an ordinary member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

PART 6—FINANCIAL MATTERS

68. Source of Funds

The funds of the College may be derived from annual subscriptions, donations, sponsorship, fund-raising activities, grants, interest and any other sources approved by the Board.

69. Management of Funds

- (1) The College must open an account with a financial institution from which all expenditure of the College is made and into which all of the College's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the College, the Board may approve expenditure on behalf of the College.
- (3) The Board may authorise the Treasurer or delegate to expend funds on behalf of the College (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended in line with College policies, procedures, regulations and/or guidelines.
- (4) All payments must be authorised by at least two signatories in line with College policies, procedures, regulations and/or guidelines.
- (5) All funds of the College must be deposited into the financial account of the College no later than five working days after receipt.
- (6) With the approval of the Board, the Treasurer or delegate may maintain a cash float provided that all monies paid from or paid into the float is accurately recorded at the time of the transaction.

70. Financial Records

- (1) The College must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The College must retain the financial records for seven years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

71. Financial Statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the College are met.
- (2) Without limiting Rule 71(1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual general meeting of the College;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72. Common Seal

- (1) The College may have a common seal.
- (2) If the College has a common seal:
 - (a) the name of the College must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
 - (c) the common seal must be kept in the custody of the Secretary or their delegate.

73. Registered Address

The registered address of the College is:

- (a) the address determined from time-to-time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—the postal address of the Secretary.

74. Notice Requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given:
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email, facsimile or by other forms of electronic transmission.
- (2) Rule 74(1) does not apply to notice given under Rule 60.
- (3) Any notice required to be given to the College or the Board may be given:
 - (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the College or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the College.

75. Custody and Inspection of Books and Records

- (1) Members may on request inspect free of charge:
 - (a) the register of members¹⁰;
 - (b) the minutes of general meetings;
 - (c) subject to Rule 75(2), the financial records, books, securities and any other relevant document of the College.
- (2) The Board may refuse to permit a member to inspect records of the College that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the College.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.

¹⁰ See footnote 4 for details of access to the register of members.

- (4) Subject to Rule 75(2), a member may make a copy of any of the other records of the College referred to in this rule and the College may charge a reasonable fee for provision of a copy of such a record.
- (5) A member may only inspect the register of members, they are not permitted to copy them.
- (6) Access to minutes of Board meetings by members, is not permitted.
- (7) For purposes of this rule, relevant documents mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the College and includes the following:
 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the College.

76. Winding Up and Cancellation

- (1) The College may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the College (whichever occurs first), the surplus assets of the College must not be distributed to any members or former members of the College.
- (3) In the event of the revocation of the endorsement as a deductible gift recipient of the College, any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
 - gifts of money or property for the principal purpose of the organisation
 - contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - money received by the organisation because of such gifts and contributions.
- (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 College and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

77. Policy of Insurance

A policy of insurance with respect to decisions made by Board members of the College will be sought and effected where, by a simple majority, the Board members agree to pay the premium of insurance.

78. Alteration of Rules¹¹

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

¹¹ An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the College is taken to have adopted its own rules, not the model rules.