

CONSUMER AFFAIRS VICTORIA  
Associations Incorporation Reform Act 2012

**RULES**  
**of**  
**The Australian Society of Rheology, Incorporated**

**Registration number: A0055806E**

Adapted from the Model Rules for an Incorporated Association (2012)

Approved by the members at the General Meeting held on 06 July 2016

Approved by the Registrar on 18 July 2016

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## Note

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**, these Rules are taken to constitute the terms of a contract between the Association and its members.

## PART 1 — PRELIMINARY

### 1 Name

- (1) The name of the incorporated association is “The Australian Society of Rheology, Incorporated”.
- (2) The name may commonly be abbreviated as “The A.S.R.” or “The ASR”.
  - (a) In certain contexts the definite article can be omitted according to the rules of grammar.
- (3) The Society was formed in 1983, taking over the activities, powers and responsibilities, the property and membership of the “British Society of Rheology — Australian Branch”. The latter body ceased to exist with the formation of The Australian Society of Rheology.

#### Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

### 2 Purposes of the Society

- (1) The purposes of the Society are the promotion of inquiry and the dissemination of knowledge connected with the advancement of Rheology, defined as the science of the deformation and flow of matter.
- (2) Such activities are, without exclusion, to be primarily oriented toward Australia, while respecting historical, regional and strategic linkages.
- (3) The Society shall also promote interaction between industry and academia.
- (4) The Society shall support the development of young rheologists.
- (5) The Society shall encourage entry into the profession of underrepresented groups.
- (6) The Society shall co-operate with other associations sharing the interests described in subrule (1).

### 3 Financial year

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

### 4 Definitions

In these Rules —

***absolute majority***, of the Council, means a majority of the council members currently holding office and entitled to vote at the time (as distinct from a majority of council members present at a council meeting);

***associate member*** means a member referred to in rule 14(1);

***Chairperson***, of a general meeting or council meeting, means the person chairing the meeting as required under rule 46;

***Council*** means the committee having management of the business of the Society;

***council meeting*** means a meeting of the Council held in accordance with these Rules;

***council member*** means a member of the Council elected or appointed under Division 3 of Part 5;

***disciplinary appeal meeting*** means a meeting of the members of the Society convened under rule 23(3);

***disciplinary meeting*** means a meeting of the Council convened for the purposes of rule 22;

***disciplinary subcommittee*** means the subcommittee appointed under rule 20;

***financial year*** means the 12 month period specified in rule 3;

***general meeting*** means a general meeting of the members of the Society convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

***member*** means a member of the Society;

***member entitled to vote*** means a member who under rule 13(2) is entitled to vote at a general meeting;

***special resolution*** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

***the Act*** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

***the Registrar*** means the Registrar of Incorporated Associations;

***the Society*** means The Australian Society of Rheology, Incorporated.

#### **4A Status of these Rules**

- (1) These Rules have the status of a ‘constitution’ of the Society.
- (2) Previously issued versions of the Society’s Rules or Constitution are superseded by the present version.

## **PART 2 — POWERS OF ASSOCIATION**

### **5 Powers of Association**

- (1) Subject to the Act, the Society has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (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.

## **6 Not for profit organisation**

- (1) The Society must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (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 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 Society must have at least 5 members.

### **8 Who is eligible to be a member**

Any person who supports the purposes of the Society is eligible for membership.

### **8A Categories of membership**

- (1) There are three categories of full membership —
- (a) Member;
  - (b) Student Member; and
  - (c) Honorary Life Member.
- (2) There is one category of associate membership —
- (a) Associate Member.

### **9 Application for membership**

- (1) Applications to become a member of the Society may be made either in writing or electronically through the Society's website.
- (2) Written applications are to be made as follows.
- (a) A person must submit a written application to a council member stating that the person —
    - (i) wishes to become a member of the Society; and
    - (ii) supports the purposes of the Society; and
    - (iii) agrees to comply with these Rules.

- (b) The written application —
  - (i) must be signed by the applicant; and
  - (ii) may be accompanied by the joining fee and membership fee.

**Note**

The joining fee is the fee (if any) determined by the Society under rule 12(4).

- (c) An appropriate template is provided in Annexure 3.
- (3) Applications via the Society’s website are to be made as follows.
- (a) A person must complete all required details on the electronic form for membership application found on the Society’s website, and by so doing they affirm that they —
    - (i) wish to become a member of the Society; and
    - (ii) support the purposes of the Society; and
    - (iii) agree to comply with these Rules.
  - (b) The website application —
    - (i) is taken as equivalent to a written form signed by the applicant; and
    - (ii) the joining fee and membership fee may be paid either by electronic transfer of funds or posting of a cheque according to the instructions presented to the applicant.
- (4) All applications for membership must be endorsed by two current members of the Society.

**9A Provisional acceptance of applications**

- (1) The Office Holders of the Council, as set out in Rule 44(2), have the authority to provisionally accept membership applications, while awaiting confirmation under Rule 10.
- (2) The Webmaster likewise has authority to provisionally activate website accounts from individuals that he or she believes should be entitled to such access.

**10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Council must decide by resolution whether to accept or reject the application.
- (2) The Council must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Council rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given to the applicant for the rejection of an application.

**10A Life members**

- (1) The Council shall have the power to elect to Honorary Life Membership any person who has attained distinction through achievement in the field of Rheology or by reason of service to The Society or its predecessors.
- (2) The protocols for this are set out in Annexure 2.

**11 New membership**

- (1) If an application for membership is approved by the Council —
  - (a) the resolution to accept the membership must be recorded in the minutes of the council meeting; and



- (b) the Treasurer 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 the Society and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which —
  - (a) the Council approves the person’s membership; or
  - (b) the person pays the joining and membership fees.

## **12 Annual subscription and fee on joining**

- (1) At each annual general meeting, the Society must determine —
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription; and
  - (c) the amount of the joining fee (if any).
- (2) The Society may determine that a lower annual subscription is payable by associate members.
- (3) The Society may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to —
  - (a) the full annual subscription; or
  - (b) a *pro rata* annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Society.
- (4) The Society may determine that any new member (including lapsed members) must, in addition to the membership fee for that financial year (or part thereof), pay a one-off joining fee.
- (5) 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.
- (6) Unless superseded by a determination under subrule (1), the joining fees and membership fees are as set out in Annexure 5.

## **13 General 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 75; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if —
  - (a) the member is a member other than an associate member; and
  - (b) more than 10 business days have passed since he or she became a member of the Society; and
  - (c) the member’s membership rights are not suspended for any reason.

(3) Members of the Society to which this Rule applies are stipulated in Rule 8A.

#### **14 Associate members**

- (1) Associate members of the Society include —
  - (a) any members under the age of 15 years; and
  - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Council or by resolution at a general meeting.
- (3) An associate member cannot simultaneously hold a membership of the Society as enumerated in Rule 8A.

#### **14A Specific privileges of members**

Members and associate members of the Society alike enjoy certain specific privileges.

- (1) They may identify themselves publicly as holding the appropriate category of membership in the Society.
  - (a) Members must not claim merely by virtue of their membership that they ‘represent’ or are ‘affiliated with’ the Society.
- (2) They may obtain an electronic account to access the members-only content of the Society’s website.
  - (a) This includes free access to all articles from the *Korea–Australia Rheology Journal* hosted via the Society’s website.

#### **15 Rights not transferable**

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

#### **15A Duties of members**

Members of the Society must —

- (1) uphold professional ethical standards;
- (2) not act in a way that would bring the Society into disrepute; and
- (3) not act in a way that would be prejudicial to the interests of the Society as set out in Rule 2.

#### **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 Society, the Treasurer 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 by notice in writing given to the Society.

##### **Note**

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the council.

- (2) A member is taken to have resigned if —
  - (a) the member’s annual subscription is more than 12 months in arrears; or
  - (b) where no annual subscription is payable —

- (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
- (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## **18 Register of members**

- (1) The Treasurer, under permanent delegation from the Secretary, must keep and maintain a register of members that includes —
  - (a) for each current member —
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) the category of membership;
    - (v) any other information determined by the Council; 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 members.

### **Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

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## **Division 2 — Disciplinary action**

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## **19 Grounds for taking disciplinary action**

The Society 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 Society; or
- (c) has engaged in conduct prejudicial to the Society.

## **20 Disciplinary subcommittee**

- (1) If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee —
  - (a) may be Council members, members of the Society or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

## **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 Society 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 disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he or she may do one or both of the following —
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee 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.

## **22 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must —
- (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may —
- (a) take no further action against the member; or
  - (b) subject to subrule (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 Society.
- (3) The disciplinary subcommittee may fine the member an amount not exceeding \$500.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee 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 Society under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given —
- (a) to the disciplinary subcommittee 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 subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, 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 Society who is entitled to vote as soon as practicable and must —
- (a) specify the date, time and place of the meeting; and
  - (b) state —
    - (i) the name of the person against whom the disciplinary action has been taken; and
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- (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 Council 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 subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if a majority of the members voting at the meeting vote in favour of the decision.

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## **Division 3 — Grievance procedure**

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## **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 Council;
  - (c) a member and the Society.
- (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 10 days —
  - (a) notify the Council 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 Council; or
  - (ii) if the dispute is between a member and the Council or the Society — a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Council may be a member or former member of the Society 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 SOCIETY**

## **30 Annual general meetings**

- (1) The Council must convene an annual general meeting of the Society to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Society may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Council 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 held since then;
  - (b) to receive and consider —
    - (i) the annual report of the Council on the activities of the Society during the preceding financial year; and
    - (ii) the financial statements of the Society for the preceding financial year submitted by the Council in accordance with Part 7 of the Act;
  - (c) to elect the members of the Council;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee;
  - (e) to specify an auditor of the financial statements and confirm the auditor's remuneration.

- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

**Note**

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 members at the meeting agree.

### **31 Special general meetings**

- (1) Any general meeting of the Society, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Council 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 meeting.

**Note**

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 members at the meeting agree.

### **32 Special general meeting held at request of members**

- (1) The Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of 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 members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3) —
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Society must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **33 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Society —
    - (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.

**Note**

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **34 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 Council 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 33 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 Council 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.
  - (a) An appropriate template is provided in Annexure 4.
- (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.

### **35 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.

### **36 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the 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, members under rule 32 — the meeting must be dissolved;

**Note**

If a meeting convened by, or at the request of, 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 members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (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 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 subrule (3)(b), the members present at the meeting (if not fewer than 3) 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 members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

**Example**

The members may wish to have more time to examine the financial statements submitted by the Council at an annual general meeting.

- (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 general meeting**

- (1) On any question arising at a general meeting —
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally 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 Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only 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.

### **39 Special resolutions**

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

#### **Note**

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

- (a) to remove a council member from office (except as stipulated under Rule 56);
- (b) to alter these Rules, including changing the name or any of the purposes of the Society.

### **40 Determining whether resolution carried**

(1) Subject to subsection (2), the Chairperson 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 members on any question —

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

(3) A poll demanded on the election of the Chairperson 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 Chairperson.

### **41 Minutes of general meeting**

(1) The Council 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 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 members in accordance with rule 30(4)(b)(ii); and
- (d) the certificate signed by two council members certifying that the financial statements give a true and fair view of the financial position and performance of the Society; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

**Division 1 — Powers of Council**

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**42 Role and powers**

- (1) The business of the Society must be managed by or under the direction of a Council.
- (2) The Council may exercise all the powers of the Society except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Society.
- (3) The Council may —
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

**43 Delegation**

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

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**Division 2 — Composition of Council and duties of members**

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**44 Composition of Council**

- (1) The Council consists of a maximum of twelve members, which shall include —
    - (a) five Office Holders, and
    - (b) ordinary members (if any) elected under rule 53.
  - (2) The Office Holders comprise —
    - (a) a President; and
    - (b) a Vice-President; and
    - (c) a Secretary; and
    - (d) a Treasurer; and
    - (e) a Webmaster.
  - (3) the President of the previous year (Immediate Past President) is expected to stand as an ordinary member, wherever possible.
  - (4) The Council shall include a representative from each State, Territory or Country in which at least ten members of the Society reside.
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- (5) The Council may at their discretion allow members of the Society to participate as non-voting observers or advisors in Council meetings, such as may be deemed appropriate for representation of additional segments of the membership or interests of the Society.

#### **45 General Duties**

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

##### **Note**

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

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

#### **46 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any council meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be —
  - (a) in the case of a general meeting — a member elected by the other members present; or
  - (b) in the case of a council meeting — a council member elected by the other council members present.
- (3) The President or, in the President's absence, the Vice-President shall be the spokesperson on behalf of the Society unless this task is delegated to another Council member.
- (4) The President or, in the President's absence, the Vice-President shall prepare a report for the Annual General Meeting summarising the activities of the Society during the preceding financial year.

#### **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.

##### **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) from time to time confirm the Treasurer’s maintenance of the register of members in accordance with rule 18; and
  - (b) keep custody of all books, documents and securities of the Society, except for the financial records referred to in rule 70(3), in accordance with rules 72 and 75, noting that —
    - (i) custody of the register of members is permanently delegated to the Treasurer under Rule 18, and
    - (ii) custody of the Society’s website and associated electronic data repositories are delegated to the Webmaster as per Rule 48A;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) invite nominations for any election and act as Returning Officer, unless a separate Returning Officer is appointed by Council; and
  - (e) 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.
- (4) Ordinarily the Secretary shall deal with matters pertaining to General Meetings and meetings of Council including —
  - (a) negotiation of meeting date and timing, and giving notice of meetings;
  - (b) preparation and distribution of a meeting agenda;
  - (c) taking down minutes during the meeting;
  - (d) preparation of a formal version of the minutes;
  - (e) circulation of these minutes to members of Council; and
  - (f) amendment and finalisation of the minutes as required following any correspondence from Council members or resolutions of Council following discussion on acceptance of the minutes at the following meeting.
- (5) It is recommended that a Deputy Secretary be assigned, preferably from among the ordinary members of Council, to assist the Secretary occasionally.

#### **48 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 an account of the Society within 5 working days after receipt; and
  - (c) make any payments authorised by the Council or by a general meeting of the Society from the Society’s funds; and
  - (d) ensure cheques issued by the Society are signed by at least 2 council members; and
  - (e) maintain the register of members in accordance with rule 18.

- (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 Council prior to their submission to the annual general meeting of the Society, including statement of the number of members in each membership category; and
  - (c) at the request of Council, prepare and present interim financial statements or membership numbers to any other Council meeting or General Meeting.
- (3) The Treasurer must ensure that at least one other council member has access to the accounts and financial records of the Society.
- (3A) The Treasurer shall advise the Council on suitable investment for the Society's funds.
  - (a) Such advice shall be consistent with the following objectives:
    - (i) minimisation of risk;
    - (ii) subject to item (i), maximisation of nett returns.
  - (b) The Treasurer shall arrange to open or close accounts with financial institutions only after specific approval from the Council.
- (3B) It is recommended that a Deputy Treasurer be assigned, preferably from among the ordinary members of Council, to assist the Treasurer occasionally.

#### **48A Webmaster**

- (1) The Webmaster must —
  - (a) maintain the security, privacy and integrity of the Society's website and associated electronic data repositories; and
  - (b) update the Society's website and associated electronic data repositories either at their own initiative in accordance with Rule 2 or at request of Council —
    - (i) they may also undertake these actions, after exercising their own discretion, at request of another Council member; and
  - (c) distribute electronic correspondence (emails) to members on behalf of Council.
- (2) Responsibilities under subrule (1) specifically include uploading to the website or electronic circulation to members of formal meeting minutes released by the Secretary.
- (3) The Webmaster must ensure that at least one other council member has access to the website and electronic data repositories of the Society through their own secure username and password, and is trained in at least basic maintenance of these resources.
- (4) It is recommended that a Deputy Webmaster be assigned, preferably from among the ordinary members of Council, to assist the Webmaster occasionally.

#### **48B Handover**

Upon completion of an Office Holder's appointment, it is expected that they shall assist the incoming replacement during a brief handover phase in which they apprise their replacement of key relevant circumstances and procedures.

- (1) Where the vacating Office Holder remains on Council in a new role, this is considered a duty.

- (a) As alluded to in Rule 44(3), the President of the previous year (Immediate Past President) is expected to remain on Council for at least one year following the completion of their appointment as President, wherever possible. They shall advise Council on the reasons for past policy decisions and brief the President and Council when continuity and earlier experience is relevant.
- (2) Where the vacating Office Holder leaves Council, this is considered a professional courtesy assented to with their acceptance of the original nomination.

#### **48C International representation**

- (1) The Council shall appoint a member to liaise with The International Rheology Committee.
- (2) The Council may also appoint one or more delegates to international meetings.
- (3) The terms of any such appointments under subrule (1) or (2) may not exceed four years in any single commission.

#### **48D Awards**

- (1) The Council shall at least annually consider awarding an A.S.R. Medallion to exceptionally meritorious members of the Society.
  - (a) Any such decision shall consider recommendations of the relevant sub-committee, and follow the protocols presented in Annexure 1.
  - (b) In any given year the Council can decide to present no A.S.R. Medallion, or to present one A.S.R. Medallion, or to present more than one A.S.R. Medallion.
- (2) From time to time the Council may present other awards or bursaries, and this shall be done —
  - (a) following protocols endorsed by the Council;
  - (b) with the choice of recipients likewise endorsed by Council, albeit that such endorsement can be on the basis of a sub-committee's recommendations.

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### **Division 3 — Election of Council members and tenure of office**

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#### **49 Who is eligible to be a Council member**

A member is eligible to be elected or appointed as a council member if the member —

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

#### **50 Positions to be declared vacant**

- (1) This rule applies to —
  - (a) the first annual general meeting of the Society after its incorporation; or
  - (b) any subsequent annual general meeting of the Society, after the annual report and financial statements of the Society have been received.
- (2) The Chairperson of the meeting must declare all positions on the Council vacant and hold elections for those positions in accordance with rules 50A to 54.

#### **50A Nominations prior to meeting**

- (1) At the time of announcing an upcoming general meeting, the Council shall solicit nominations for identified Offices as well as for ordinary members of Council.
- (2) An eligible member of the Society may —

- (a) nominate himself or herself; or
  - (b) with the member's consent, be nominated by another member.
- (3) All nominations must be seconded.
- (4) Such nominations may be made either in writing or by electronic correspondence (email) sent to the Council or any member of Council.
- (a) Any Council member receiving such a nomination must pass this on to the Secretary, or the Returning Officer if one has been appointed by Council.
- (5) Council shall accept such nominations received no less than 7 days before the scheduled commencement of the meeting.
- (a) Once the deadline for receiving pre-meeting nominations has closed, and no less than 3 days before the scheduled commencement of the meeting, the Council shall notify all members of nominations for each position.
- (6) Nominations received prior to a meeting can receive proxy votes.

### **51 Nominations during meeting**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (a) Such nominations are additional to those received in accordance with Rule 50A.
- (2) An eligible member of the Society may —
- (a) nominate himself or herself; or
  - (b) with the member's consent, be nominated by another member.
- (3) All nominations must be seconded.
- (4) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held, subject to further application of subrules (2) and (3).
- (5) Nominations received during a meeting cannot receive proxy votes.

### **52 Election of President *etc.***

- (1) At the annual general meeting, separate elections must be held for each of the following positions —
- (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

### **53 Election of ordinary members**

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Council (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.



- (3) If the number of members nominated for the position of ordinary council member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

#### **54 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to —
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.

##### **Example**

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers — one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position —
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must —
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

##### **Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

#### **55 Term of office**

- (1) Subject to subrule (3) and rule 56, a council member holds office until the positions of the Council are declared vacant at the next annual general meeting.

##### **Note**

This applies equally to the office of President, notwithstanding subrule (2)(a).

- (2) A council member may be re-elected, subject to the following conditions —
  - (a) a member shall not be eligible for the office of President for more than two consecutive years; and
  - (b) a member may not serve for more than four consecutive years without portfolio, except where it may be necessary in order to satisfy Rule 44(4) pertaining to ‘interstate’ Council members.
- (3) A general meeting of the Society may —
  - (a) by special resolution remove a council member from office; and
  - (b) elect an eligible member of the Society to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) 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.
- (5) 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 at which the special resolution is to be proposed.

## **56 Vacation of office**

- (1) A council member may resign from the Council by written notice addressed to the Council.
- (2) A person ceases to be a council member if he or she —
  - (a) ceases to be a member of the Society; or
  - (b) otherwise ceases to be a council member by operation of section 78 of the Act.
- (3) If a council member fails to attend 3 or more consecutive council meetings (other than special or urgent council meetings) without leave of absence under Rule 67, then a vote of Council shall automatically be triggered at the third and any subsequent instances.
  - (a) The council member in question cannot cast a vote on this matter.
  - (b) The person shall retain their position only if agreed to by a majority of the Council voting.

### **Note**

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

## **56A Absence at all Council meetings**

- (1) If a member is elected to Council, but fails to attend any Council meetings before formally vacating office, then the Council shall have the power to resolve that their name be retrospectively removed from the records as a serving member of Council.
- (2) In considering such a motion, the Council shall take into account any other service to Council and the Society undertaken during the term.

## **57 Filling casual vacancies**

- (1) The Council may appoint an eligible member of the Society to fill a position on the Council that —
  - (a) has become vacant under rule 56; or

- (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises.
  - (3) Rule 55 applies to any council member appointed by the Council under subrule (1) or (2).
  - (4) The Council may continue to act despite any vacancy in its membership.

#### **57A Auxiliary roles**

- (1) The Council shall have the power to appoint from its ranks officers with specific duties, *e.g.* a deputy secretary or a Council sub-committee.
- (2) The Council shall have the power to appoint from the general membership of the Society members who will join a Council sub-committee to undertake specific duties, such as organising conferences, *etc.* Such members may, at the discretion of the meeting's Chairperson, participate in council meetings but shall have no voting rights.
- (3) The Council shall have the power to appoint from the general membership of the Society members who, individually or as an auxiliary group, advise on specific matters or carry out specific tasks under the Council's direction. One representative of such an auxiliary group shall participate in Council discussion of matters relevant to such tasks. Others may also be invited at the discretion of the meeting's Chairperson.

#### **Note**

The above powers may be read in conjunction with those specified in Rule 42 and Rule 43. .

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### **Division 4 — Meetings of Council**

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#### **58 Meetings of Council**

- (1) The Council must meet at least 4 times in each year at the dates, times and places determined by the Council.
- (2) The date, time and place of the first council meeting must be determined by the members of the Council as soon as practicable after the annual general meeting of the Society at which the members of the Council were elected.
- (3) Special council meetings may be convened by the President or by any 4 members of the Council.

#### **59 Notice of meetings**

- (1) Notice of each council meeting must be given to each council member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special council meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) 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 council member by the quickest means practicable.

- (2) Any resolution made at the meeting must be passed by an absolute majority of the Council.
- (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 Council must be determined from time to time by the Council.
- (2) The order of business may be determined by the members present at the meeting.

#### **62 Use of technology**

- (1) A council member who is not physically present at a council meeting may participate in the meeting by the use of technology that allows that council member and the council members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a council member participating in a council 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.

#### **63 Quorum**

- (1) No business may be conducted at a Council meeting unless a quorum is present.
- (2) The quorum for a council meeting is the presence (in person or as allowed under rule 62) of either —
  - (a) a majority of the council members holding office; or
  - (b) at least five council members, including at least two Office Holders.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a council meeting —
  - (a) in the case of a special meeting — the meeting lapses;
  - (b) in any other case — the meeting must 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.

#### **64 Voting**

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

#### **65 Conflict of interest**

- (1) A council member who has a material personal interest in a matter being considered at a council meeting must disclose the nature and extent of that interest to the Council.
- (2) The member —

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

**Note**

Under section 81(3) of the Act, if there are insufficient council members to form a quorum because a 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.

- (3) This rule does not apply to a material personal interest —
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Society is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Society.

**66 Minutes of meeting**

- (1) The Council must ensure that minutes are taken and kept of each council meeting.
- (2) The minutes must record the following —
  - (a) the names of the 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 Council may grant a council member leave of absence from council meetings for a period not exceeding 3 months.
- (2) The Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the council member to seek the leave in advance.

**PART 6 — FINANCIAL MATTERS**

**68 Source of funds**

The funds of the Society may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

**69 Management of funds**

- (1) The Society must open one or more accounts with one or more reputable financial institutions from which all expenditure of the Society is made and into which all of the Society's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Society, the Council may approve expenditure on behalf of the Society.
- (3) The Council may authorise the Treasurer to expend funds on behalf of the Society (including by electronic funds transfer) up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 council members.

- (5) All funds of the Society must be deposited into an financial account of the Society no later than 5 working days after receipt.
- (6) With the approval of the Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

#### **70 Financial records**

- (1) The Society 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 Society must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control —
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Council.

#### **71 Financial statements**

- (1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Society are met.
- (2) Without limiting subrule (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 Council;
  - (d) the submission of the financial statements to the annual general meeting of the Society;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

#### **71A Liability**

The Society shall not be liable for any damage or loss to the persons or the property of members howsoever caused, provided nevertheless that the Council may in its absolute discretion make an *ex-gratia* payment out of the Society's funds in respect of any such damage or loss if it thinks that such payment is appropriate.

### **PART 7 — GENERAL MATTERS**

#### **72 Common seal**

The Society does not have a common seal.

#### **73 Registered address**

The registered address of the Society is —

- (a) the address determined from time to time by resolution of the Council; or
- (b) if the Council 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 council 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 or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Society or the Council may be given —
  - (a) by handing the notice to a member of the Council; 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 Council determines that it is appropriate in the circumstances —
    - (i) by email to the email address of the Society or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Society.

## 75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge —
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Society, including minutes of Council meetings.

### Note

See note following rule 18 for details of access to the register of members.

- (2) The Council may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- (3) The Council must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Society referred to in this rule and the Society may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule —

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society 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 Society.

## **76 Winding up and cancellation**

- (1) The Society may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Society, the surplus assets of the Society must not be distributed to any members or former members of the Society.
- (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 Society (as set out in Rule 2) 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 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. If these Rules (other than rule 1, 2 or 3) are altered, the Society is taken to have adopted its own rules, not the model rules.

## **77A Chapters**

Any group of members of the Society may form a Chapter to represent their area. Internal organisation of the Chapter is the concern of its members, provided the rules and activities of the Chapter are consistent with those of the Society. Operation of a Chapter shall be confined to local activities. A Chapter may request representation on the Council and the Council shall grant such a request if it considers the chapter to be viable.





**Protocols pertaining to the A.S.R. Medallion**

1. A Sub-Committee will meet at least annually to discuss nominations for the award.
  - (a) The Sub-Committee shall comprise the President, Vice-President and Immediate Past President of the Society.
  - (b) The Sub-Committee may co-opt other members of the Society onto their number with the approval of the Council.
2. Nominations must comply with the following:
  - (a) The nomination must be made by a current member of the Society.
  - (b) The nomination must additionally be seconded by another current member of the Society.
  - (c) Nominators must receive permission from the nominee to nominate them.
3. For a nominee to be eligible to receive an award, they must meet the following criteria:
  - (a) They must be internationally recognised as having made an outstanding and meritorious contribution to the science and technology of rheology. Whilst service to the Society may be taken into account, it will not be the major factor, which remains that of scientific and technological achievement.
  - (b) They must be permanently resident in Australia, although discretion may be exercised over matters of temporary secondment (or sabbatical leave) overseas.
  - (c) They must have made a demonstrable contribution to the field of rheology in Australia.
  - (d) They must be a current member of the Society.
  - (e) They cannot be a currently serving Office Holder on the Council of the Society, nor can they be a member of the Sub-Committee defined under point 1.
4. The nomination shall take the form of a written testimonial, which must include:
  - (a) Citation
 

The citation (maximum of 2 pages) must:

    - (i) Clearly articulate the nominee’s internationally recognised outstanding and meritorious contribution to the science and technology of Rheology.
    - (ii) Describe the nature, impact, and importance of the nominee’s main discoveries and achievements, and state the nominee’s role.

Proof (evidence) of key claims should be either self-evident or provided in the submission.

It is important that the citation is formatted (*i.e.* legible font, appropriate headings and subheadings) and written in a language that can be clearly and readily understood by scientists and engineers who are non-specialists in the nominee’s field while still conveying the significance of the research achievement.
  - (b) Significant achievements and publications
 

A written explanation of the nominee’s most significant achievements (*e.g.* research centre, new rheometer, *etc.*) and publications.

A maximum of 10 achievements / publications (each 100 words maximum) can be presented and the nominee’s specific role and percentage contribution must be stated.
  - (c) *Curriculum vitae*

A detailed *curriculum vitae* of the nominee’s professional career (no page limit), which may include:

- (i) employment history;
- (ii) major awards;
- (iii) fellowships;
- (iv) invited, keynote and plenary presentations / lectures; and
- (v) full list of publications (including patents).

The submission must indicate whether the items under parts (b) and (c) should be treated as confidential. The text pertaining to part (a) cannot be declared confidential.

5. The award Sub-Committee must base their assessment of the nominees on the respective written testimonials accompanying each nomination.
6. The decision as to whether or not an award will be made in any one year shall be taken by the Sub-Committee and ratified by the Council.
7. The recipient will be formally notified of the nomination and invited to accept the award.
8. The presentation of an award will normally be made at the appropriate Annual General Meeting or A.S.R. Conference of the Society.
9. The documentation of the award will be kept in the Society's records.
10. Any change to the wording of these Protocols must have the unanimous support of the Council.



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**Protocols pertaining to Honorary Life Membership of the A.S.R.**

1. Any Member of Council may submit the proposed name of a candidate to a Council Meeting.
2. Council may vote on the candidature there and then or form a sub-committee to resolve any factual details.
3. The criteria are primarily based on service to the A.S.R., the interpretation of which rests with the Council.
  - (a) The individual will have provided significant service to the Society (usually over a considerable period of time).
  - (b) The individual has been a financial member of the A.S.R. for either the whole, or at least the major part of the time being considered.
  - (c) Normally, the individual will have retired from professional life.
4. A unanimous vote of the Council is required.
5. The individual will be notified and invited to accept the Award (a framed and duly signed certificate or a plaque) at a mutually agreed time and place.
6. The documentation of the Award will be kept in the Society's records.
7. Any change to the wording of this memorandum must have the unanimous support of the Council.



**ANNEXURE 3: MEMBERSHIP APPLICATION FORM**

**Application for Membership of the Australian Society of Rheology, Inc.**

I, \_\_\_\_\_ of \_\_\_\_\_ desire to become a  
*(name and occupation)* *(address)*

member of

The Australian Society of Rheology, Inc. (Reg. No. A0055806E)

In the event of my admission as a member, I agree to be bound by the rules of the Society for the time being in force.

\_\_\_\_\_ Signature of Applicant

\_\_\_\_\_ Date

I, \_\_\_\_\_, a member of the Society,  
*(name)*

nominate the applicant, who is personally known to me, for membership of the Society.

\_\_\_\_\_ Signature of Proposer

\_\_\_\_\_ Date

I, \_\_\_\_\_, a member of the Society, second  
*(name)*

the nomination of the applicant, who is personally known to me, for membership of the Society.

\_\_\_\_\_ Signature of Seconder

\_\_\_\_\_ Date

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**ANNEXURE 4: PROXY APPOINTMENT FOR GENERAL MEETINGS**

**Form of Appointment of Proxy**

I, \_\_\_\_\_  
(name)

of \_\_\_\_\_  
(address)

being a member of  
The Australian Society of Rheology, Inc. (Reg. No. A0055806E)

appoint \_\_\_\_\_  
(name of proxy holder)

of \_\_\_\_\_  
(address of proxy holder)

being a member of that Incorporated Society, as my proxy to vote on my behalf at the \*annual/\*special general meeting of the Society to be held on —

\_\_\_\_\_  
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote \*in favour of/\*against the following resolution: [*insert details of resolution*]

Signed \_\_\_\_\_

Date \_\_\_\_\_

\*Delete if not applicable

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**ANNEXURE 5: FEES**

**Schedule of Fees**

<i>Fee</i>	<i>Membership Category</i>	<i>Amount</i>
Entrance fee	All	\$0.00
Annual subscription fee —	Student Member	\$22.00
Annual subscription fee —	Member	\$44.00
Annual subscription fee —	Honorary Life Member	\$0.00
Annual subscription fee —	Associate Member	\$44.00

These fees are subject to modification under Rule 12(1).

