

**THE AUSTRALIAN AND NEW ZEALAND ASSOCIATION OF  
PSYCHIATRY PSYCHOLOGY AND LAW  
(NSW BRANCH) INCORPORATED**

**PROPOSED RULES**

- 1 The name of the incorporated association is The Australian and New Zealand Association of Psychiatry, Psychology and Law (NSW Branch) Incorporated (in these Rules called "the Association").

**INTERPRETATION**

- 2 In these rules, unless the contrary intention appears:-
  - a. "Committee" means the Committee of Management of the Association;
  - b. "Financial year" means the year ending on 15 January;
  - c. "General Meeting" means a special general meeting of members or an annual general meeting of members convened in accordance with these rules;
  - d. "Member" means a member of the Association as provided for in these rules;
  - e. "National Body" means The Australian and New Zealand Association of Psychiatry, Psychology and Law Incorporated;
  - f. "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association in accordance with these rules;
  - g. "The Act" means the *Associations Incorporation Act 2009* (NSW);
  - h. "The Regulations" means regulations under the Act.
- 3 In these Rules, a reference to the Secretary of the Association is a reference:
  - a. where a person holds office under these rules as Secretary of the Association to that person; and
  - b. in any other case to the public officer of the Association.
- 4 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Interpretation Act 1987* (NSW) and the Act as it is in force from time to time.

**POWERS**

- 5 In order to carry out the purposes of the Association and not otherwise, the Association may:
  - a. establish and conduct research activities, courses, seminars, workshops and other educational programmes;

- b. encourage and assist appropriate practitioners and academics to come to Australia and/or New Zealand for the purpose of research, study, teaching, the conducting of seminars and workshops and the giving of lectures;
- c. assist appropriate practitioners and academics to engage in research and training both in Australia and New Zealand and abroad;
- d. collect funds and solicit financial and other aid, insofar as it is permitted by law;
- e. make known and further the purposes and activities of the Association by encouraging the publication of papers, journal articles, books, chapters of books and other publications;
- f. co-operate with other bodies or organisations within Australia and New Zealand or elsewhere, which have purposes in whole or in part consistent with the purposes of the Association;
- g. work with any organisation in Australia or New Zealand, or elsewhere, which has purposes consistent with those of the Association;
- h. receive gifts, bequests, subsidies and donations: and
- i. do all things which are conducive or incidental to the attainment of the above purposes or of any of them.

#### **APPLICATION FOR MEMBERSHIP**

- 6 The members of the Association are those members of the National Body who are current financial members and who are domiciled in New South Wales.
- 7 All applications for membership of the Association shall complete an application in the form prescribed from time to time by the National Body.
- 8 All applications for membership of the Association shall be subject to the approval of the National Body.
- 9 A right, privilege or obligation of a person by reason of his or her membership of the Association:
  - a. is not capable of being transferred or transmitted to another person;
  - b. terminates upon the cessation of his or her membership whether by death or resignation or failure to maintain currency as a financial member or otherwise.

#### **ANNUAL GENERAL MEETING**

- 10 The Association shall in each calendar year and within the period of 2 months after the expiration of each financial year of the Association convene an annual general meeting of its members.
- 11 The annual general meeting shall be held on such day as the Committee determines.
- 12 The annual general meeting shall be specified as such in the notice convening it.
- 13 The ordinary business of the annual general meeting shall be:
  - a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b. to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - c. to elect officers of the Association; and
  - d. to receive and consider the statement submitted by the Association in accordance with section 47 of the Act.
- 14 The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 15 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

#### **SPECIAL GENERAL MEETING**

- 16 All general meetings other than the annual general meeting shall be called special general meetings.
- 17 The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this clause, more than 18 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 18 The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association, to be held not more than two months after the date of receipt of the requisition.
- 19 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form each signed by one or more of the members making the requisition.

- 20 If the Committee does not, within one month of receiving the requisition, proceed to convene a special general meeting, the members making the requisition or any of them may convene a special general meeting to be held not later than 3 months after that date.
- 21 A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expense.

### **NOTICE OF MEETING**

- 22 The Secretary of the Association shall, at least 14 days, or, if a special resolution has been proposed, 21 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of members, a notice stating the place and time of the meeting and the nature of the business to be transacted at the meeting.
- 23 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 24 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

### **PROCEEDINGS AT MEETINGS**

- 25 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 26 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 27 4 members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 28 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting adjourned) at the same place and if at the

adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall be a quorum.

- 29 The President, or in his or her absence, the Vice President, shall preside as Chairperson at each general meeting of the Association.
- 30 If the President and the Vice President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- 31 The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 32 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of a general meeting.
- 33 Except as provided in rules 46 and 47, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 34 A question arising at a general meeting of the Association shall be determined on a show of hands except at a general meeting called in accordance with these rules to deal with expulsion of members and unless before or on the declaration of the show of hands a poll is demanded a declaration by the Chairperson that a show of hands been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 35 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 36 All votes shall be given personally or by proxy.
- 37 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 38 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 39 A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other

question shall be taken at such time before the close of the meeting that the Chairperson may direct.

- 40 A member is not entitled to vote at any general meeting unless all moneys due and payable by him or her to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 41 Each member shall be entitled to appoint another member as his or her proxy by written notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

### **COMMITTEE OF MANAGEMENT**

- 42 The affairs of the Association shall be managed by a Committee of Management constituted as provided in rule 43.
- 43 The Committee:-
- a. shall control and manage the business and affairs of the Association;
  - b. may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the Association, and
  - c. subject to these rules the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential and expedient for the proper management of the business and affairs of the Association.
- 44 The officers who must be members of the Association and who have paid their membership fees and are up to date with those fees shall be:
- a. a President;
  - b. a Vice President;
  - c. a Secretary; and
  - d. a Treasurer.
- 45 The provisions of rule 53 (election of officers) so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to the offices mentioned in rule 44.
- 46 Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 47 In the event of a casual vacancy in any office referred to in rule 44, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.

- 48 Subject to the Act, the Committee shall consist of:
- a. the officers of the Association; and
  - b. 3 other members - each of whom shall be elected at the annual general meeting of the Association in each year.
- 49 Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 50 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his or her appointment.
- 51 The Committee may coopt unelected ordinary members for a period of time deemed necessary by the Committee.

#### **ELECTION OF OFFICERS AND VACANCY**

- 52 Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:
- a. shall be made by open acclamation or in writing, signed by one or more members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - b. if it is in writing, it shall be delivered to the Secretary of the Association not less than 24 hours before the date fixed for the holding of the annual general meeting.
- 53 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 54 If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
- 55 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 56 The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

- 57 A member may be nominated for more than one officer position, but cannot hold more than one office and the candidate must accept the first office to which that person is elected.
- 58 Positions on the Committee shall be filled in the order in which they are listed in rule 44.
- 59 For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:
- a. ceases to be a member of the Association;
  - b. becomes an insolvent under administration with the meaning of the Corporations Act;
  - c. resigns his or her office by notice in writing given to the Secretary;
  - d. fails to attend three consecutive Committee meetings unless he or she has received prior approval for such absence from the Committee; or,
  - e. is removed from office pursuant to these rules.

#### **PROCEEDINGS OF COMMITTEE**

- 60 The Committee shall meet at such place and such times as the Committee may determine.
- 61 A meeting of the Committee may be held by post or as a telephone conference or a video conference or on the Internet.
- 62 In the case of a meeting held by post, the Secretary:
- a. must include with the notice of the postal meeting an instruction to the members of the Committee to forward to the Secretary as soon as practicable before the meeting date any views, motions or arguments they may wish to be considered by the postal meeting in connection with the business of the meeting;
  - b. must collate all views, motions or arguments received and, if practicable, forward them so as to reach all members of the Committee before the date of the postal meeting together with a voting paper.
  - c. must count all votes forwarded by the members of the Committee by post, courier, facsimile or electronic mail transmission which are received on or before the date set for the close of postal voting.



- 63 The procedure for a meeting of the Committee held as a telephone conference or a video conference is the same as for a normal meeting of the Committee except that it is not necessary for the participating members to be present in the same room.
- 64 Meetings of the Committee may be convened by the President or by any 3 of the members of the Committee.
- 65 At least 1 weeks' notice shall be given to members of the Committee by the Secretary of any meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 66 Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 67 No business shall be transacted unless a quorum is present and if within 30 minutes of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time and place as determined by a member of the Committee present at the meeting.
- 68 At meetings of the Committee:
- a. the President or in his or her absence the Vice President shall preside; or
  - b. if the President and Vice President are both absent, such one of the remaining members of the Committee as may be chosen by the members shall preside.
- 69 Questions arising at the meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 70 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any questions, the person presiding may exercise a second or casting vote.
- 71 Subject to clause (82) the Committee may act notwithstanding any vacancy on the Committee.
- 72 The committee shall meet at least once every three calendar months.

## **SECRETARY**

- 73 The Secretary of the Association shall keep minutes adopted as correct by the President of the resolutions of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

74 The books referred to in clause (88) shall be available for inspection by members.

### **TREASURER**

75 The Treasurer of the Association:

- a. shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- b. shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

76 The accounts and books referred to in clause (90) shall be available for inspection by a member.

### **PUBLIC OFFICER**

77 For the purposes of the Act, the public officer may be the President or any member of the Committee.

### **REMOVAL OF A MEMBER OF THE COMMITTEE**

78 The Association in general meeting may by resolution remove any member of the Committee before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mention member.

79 Where the member to whom a proposed resolution referred to in clause (92) makes representations in writing to the Secretary or President of the Associations (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or President may send a copy of the representations to each member of the Association of, if they are not so sent, the member may required that they be read out at the meeting.

### **CHEQUES**

80 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

### **ALTERATION OF RULES AND STATEMENT OF OBJECTS**

81 These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

82 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or email to the member at his or her address shown in the Register of Members

- 83 Where a document is properly addressed and posted or emailed to a person, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

### **CUSTODY OF RECORDS**

- 84 Except as otherwise provided in these Rules, the Secretary or his or her delegate shall keep in his or her custody or under his or her control all books, documents and securities of the Association.

### **USE OF INCOME AND PROPERTY**

- 85 The income and property of the Association must be used and applied solely to the promotion of its purposes and the exercises of its powers as set out in these rules.
- 86 No portion of the income or property of the Association may be distributed directly or indirectly to or amongst the members of the Association.
- 87 Nothing in this Rule prevents the payment in good faith of remuneration to any members of the Association for services actually rendered.

### **FUNDS**

- 88 The funds of the Association shall be derived from donations and such other sources as the Committee determines.

### **RESIGNATION AND EXPULSION OF MEMBER**

- 89 A member of the Association who has paid all moneys due and payable by him or her to the Association may resign from the Association by first giving notice in writing to the Secretary of the National Body in accordance with the rules of the National Body of his or her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 90 Subject to these rules, the Committee may by resolution:
- a. suspend a member from membership of the Association for a specified period; or
  - b. expel a member from the Association, if the Committee is of the opinion that the member:
    - i. has refused or neglected to comply with these rules; or
    - ii. has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

- 91 A resolution of the Committee under rule 90:

- c. does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under these rules confirms the resolution in accordance with this clause; and
- d. where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.

92 Where the committee passes a resolution under rule 90, the Secretary shall as soon as practicable cause to be served on the member a notice in writing:

- e. setting out the resolution of the Committee and the grounds on which it is based;
- f. stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- g. stating the date, place and time of that meeting;
- h. informing the member that he or she may do one or more of the following:
  - i. attend that meeting;
  - ii. give to the Committee before the date of that meeting a written statement seeking the revocation or alteration of the resolution;
  - iii. not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

93 At a meeting of the Committee held in accordance with rule 92, the Committee:

- i. shall give to the member an opportunity to be heard;
- j. shall give due consideration to any written statement submitted by the member; and
- k. shall by resolution determine whether to confirm, revoke, or alter the resolution.

94 Where the Secretary receives a notice under rule 92, he or she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

95 At a general meeting of the Association convened to hear the appeal:

- a. no business other than the question of the appeal shall be transacted;

- b. the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- c. the member shall be given an opportunity to be heard: and
- d. the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

96 If at the general meeting:

- e. two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- f. in any other case, the resolution is revoked.

97 If a member is suspended or expelled, the Secretary must notify the National Body immediately.

98 A decision of the National Body to suspend or expel a member of the National Body also has effect in respect of membership of this Association.

End