
Statement of Compliance:

The rules of the Regional Science Association International, Australia and New Zealand Section Inc. (ANZRSAI Inc.) herein are in accordance with Section 11 and contain those matters specified in Schedule 1 of the Association's Incorporation Act, 1984.

DEPARTMENT OF FAIR TRADING

ASSOCIATIONS INCORPORATION ACT 1984

RULES OF

**REGIONAL SCIENCE ASSOCIATION INTERNATIONAL
AUSTRALIA AND NEW ZEALAND SECTION INCORPORATED**

(ANZRSAI Inc.)



2003

PART I

PRELIMINARY

1. Interpretation

In these rules, except in so far as the context or subject matter otherwise indicates or requires-

“Ordinary Member” means a member of the Council who is not an Office-Bearer of the Association, as referred to in rule 15(2);

“Secretary” means -

- (a) the person holding office under these rules as Secretary of the Association; or
- (b) where no such person holds that office - the Public Officer of the Association;

“Special General Meeting” means a general meeting of the Association other than Annual General Meeting;

“The Act” means the Associations Incorporation Act, 1984;

“The Regulation” means the Associations Incorporation Regulation, 1985.

2. In these rules -

- (a) a reference to a function includes a reference to a power authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

Act in the event of the winding up or the cancellation of the incorporation of the Association.

- (2) The incorporated association so nominated shall be one which fulfils the requirements specified in section 53(2) (a) - (c) of the Act.

38. Custody of Books, etc

Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

39. Inspection of Books, etc

The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

40. Service of Notices

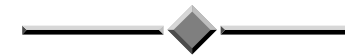
- (1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

41. Surplus Property

- (1) At the first general meeting of the Association, the Association shall pass a special resolution nominating an incorporated association as the association in which is to vest its surplus property pursuant to section 53(2) of the

3. The provisions of the Interpretation Act, 1897 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

- (a) The Council means the Committee of the Association as required by the Act.

**PART II****MEMBERSHIP****4. Membership Qualifications**

There will be the following classes of membership of the Association:-

- (a) Standard Membership;
- (b) Student Membership;
- (c) Emeritus Membership;
- (d) Institutional Membership;
- (e) Honorary Life Membership;

provided that Student Membership may only be held whilst such a member is undertaking a course of further education and provided further that Honorary Life Membership may be conferred on a member for meritorious service to the Association, such honorary membership shall carry all the privileges of membership but shall entail no membership fee.

5. Nomination for Membership

- (1) An application for membership of the Association shall be lodged with the Secretary of the Association -
- (2) As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Council which shall determine whether to approve or reject the application.
- (3) Where the Council determines to approve an application for membership, the Secretary shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification, the annual subscription.
- (4) The Secretary shall, on payment by the applicant of the annual subscription within the period referred to, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Association.

6. Cessation of Membership

A person ceases to be a member of the Association if the person

- (a) dies;
- (b) resigns that membership; or
- (c) is expelled from the Association;
- (d) fails to pay the annual membership fee 28 days after the commencement of the financial year in which it is due.

- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

35. Funds - Management

- (1) Subject to any resolution passed by the Association in general meeting, the funds shall be used in pursuance of the objects of the Association in such manner as the Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the council or employees of the Association, being members or employees authorised to do so by the Council.

36. Alteration of Objects and Rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

37. Common Seal

- (1) The common seal of the Association shall be kept in the custody of the Public Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of 2 members of the Council or of 1 member of the Council and of the Public Officer or Secretary.

- (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.



PART IV MISCELLANEOUS

33. Insurance

- (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Association may effect and maintain other insurance.

34. Funds - Source

- (1) The funds of the Association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Council determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

7. Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the Association -

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

8. Resignation of Membership

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect to the member's membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less than such other period as Council may determine) in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceased to be a member.
- (3) Where a member of the Association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceases to be a member.

9. Register of Members

- (1) The Public Officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.

- (2) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

10. Fees, Subscriptions, etc

A member of the Association shall pay to the Association an annual membership fee determined by the Council. The fee shall be payable not later than 28 days after the commencement of the Association's financial year.

11. Members' Liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 11.

12. Disciplining of Members

- (1) Where the Council is of the opinion that a member of the Association -
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Council may, by resolution -

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.

- (2) At a general meeting of the Association, a poll may be demanded by the Chairperson or by not less than 3 members present in person at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken -
 - (a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

32. Special Resolution

A resolution of the Association is a special resolution if -

- (a) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

- (3) The Secretary shall then circulate to all members of the Association the cases for and against such special resolution, such cases to be in writing.
- (4) The Secretary shall forward to all members of the Association ballot papers for completion by such members.
- (5) Any special resolution put to the members of the Association for determination by postal ballot in accordance with this rule shall only be deemed to have been carried if not less than three-quarters of the total members of the Association return their duly completed ballot papers to the Secretary and further that not less than seventy-five per cent of those members returning their ballot papers approve the special resolution.
- (6) A member may vote in person or by Proxy and, on a show of hands, every person present who is a member or a representative of a member shall have one vote;
The instrument appointing a proxy shall be in writing and be signed. A Proxy may, but need not be, a member of the Association.
If a Proxy is also a member of the Association, the person may vote as both a member and a Proxy.

31. Making of Decisions

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or

- (c) expel the member from the Association; or
 - (d) suspend the member from membership of the Association for a specified period.
- (2) Where the Council passes a resolution under clause (1) the Secretary shall not later than fourteen (14) days after the passing of such resolution cause a notice in writing to be served on the member -
 - (a) setting out the resolution of the Council - and the grounds on which it is based.
 - (b) stating that the member may within twenty-eight (28) days after service of such notice make written submissions in reply to any allegations contained in such resolution.
 - (3) Following receipt of written submissions from the member the Council shall meet and shall either confirm or revoke the resolution referred to in clause (1).
 - (4) The decision of the Council shall be conveyed in writing to the member within seven (7) days after the Council meeting at which the Council decision is confirmed or revoked.
 - (5) Where the Council confirms a resolution under clause (1) the notice in writing to the member referred to in clause (4) shall advise the member that the member shall have a further period of twenty-eight (28) days in which to appeal to the Association in general meeting.

- (6) Where such appeal is received by the Council from the member the appeal will be determined at the next Annual General Meeting of the Association and pending the determination of such appeal all membership rights and privileges are to be retained by the member.



PART III

THE COUNCIL

13. Powers, etc of Council

The Council shall be called the Council of management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the Association;
- (c) and has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association.

- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. General Meetings - Postal Ballot/Proxy Voting

- (1) Where the Council on the requisition in writing of not less than twenty per cent of the total number of members, is requested to convene a special general meeting of the Association and the Council is of the opinion that the matter to be determined at such special general meeting is of sufficient importance not to be delayed until the next annual conference of the Association the Council may by resolution put the matter to the Association for determination by postal poll in accordance with this rule.
- (2) Where the Council passes such a resolution the Secretary shall within fourteen (14) days of the passing of such resolution seek from the members requisitioning the special general meeting the case in writing in favour of any special resolution to be put to such special general meeting. The Secretary shall also request in writing the case against any such special resolution from members of the Association opposed to such resolution

- (3) If within half an hour of 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 a time to be fixed by the Chairman during the annual conference of the Association.
- (4) If at the adjourned meeting a 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 8) shall constitute a quorum.

28. Presiding Member

- (1) The President or, in the President's absence, either of the Vice-Presidents shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and both the Vice-Presidents are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.

29. Adjournment

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at 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.

14. Constitution and Membership

- (1) Subject in the case of the first members of the Council to Section 21 of the Act, the Council shall consist of -
 - (a) the office-bearers of the Association; and
 - (b) at least five (5) but not more than eight (8) ordinary members; each of whom shall be elected at the Annual General Meeting of the Association pursuant to rule 16.
- (2) The office-bearers of the Association shall be -
 - (a) the President;
 - (b) two Vice-Presidents being the Australian Vice-President and the New Zealand Vice-President;
 - (c) the Treasurer;
 - (d) the Secretary; and
 - (e) the Immediate Past President of the Association as an ex-officio member.
- (3) All office-bearers of the Association shall be elected except the Immediate Past President.
- (4) Each elected member of the Council shall, subject to these rules hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the Council, the Council 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 the appointment.

15. Election of Members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Council -
 - (a) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary of the Association not less than seven (&) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Council the candidates' nominations shall be deemed to be elected and further nominations shall be received at the Annual General Meeting and such nominations shall be received orally from the floor of the Annual General Meeting;
- (3) If insufficient further nominations are received, any vacant positions remaining on the Council shall be deemed to be casual vacancies.
- (4) 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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 25(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. Procedure

- (1) 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 the meeting is considering that item.
- (2) Ten members present in person (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.

25. Special General Meetings - Calling of

- (1) The Council may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Council shall, on the requisition in writing of not less than 20 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting -
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) Any special general meeting called in accordance with clause (2) hereof shall only be convened at the time of the annual conference of the Association.
- (5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council.

26. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each

- (6) The ballot for the election of office-bearers and ordinary members of the Council shall be conducted at the Annual General Meeting in such usual and proper manner as the Council may direct.

16. Secretary

- (1) The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of -
 - (a) all appointments of office-bearers and members of the Council.
 - (b) the names of members of the Council present at a Council meeting or a general meeting; and
 - (c) all proceedings at Council meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

It is the duty of the Treasurer of the Association to ensure that -

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and

- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

18. Casual Vacancies

For the purpose of these rules, a casual vacancy in the office of a member of the Council occurs if the member -

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under rule 20;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Council from all meetings of the Council held during a period of six (6) months.

19. Removal of a Member

- (1) The Association in general meeting may by resolution remove any member of the Council from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

24. Annual General Meetings - Calling of and Business at

- (1) The Annual General Meeting of the Association shall, subject to the Act and to rule 24, be convened on such date and at such place and time as the Council thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting.
 - (b) to receive from the Council reports upon the activities of the Association during the last preceding financial year;
 - (c) to elect office-bearers of the Association and ordinary members of the council; and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

- (2) Each member present at a meeting of the Council or of any Sub-Council appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 21(5), the Council may act notwithstanding any vacancy on the Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Council appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or Sub-Council.

23. Annual General Meetings - Holding of

- (1) With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (2) The Association shall hold its first Annual General Meeting:
 - (a) within the period of eighteen (18) months after its incorporation under the Act; and
 - (b) within the period of 2 months after the expiration of the first financial year of the Association.

- (2) Where a member of the Council to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Meetings and Quorum

- (1) The Council shall meet at least two (2) times in each period of 12 months at such place and time as the Council may determine.
- (2) Additional meetings of the Council may be convened by the President or by any member of the Council.
- (3) Oral or written notice of a meeting of the Council shall be given by the Secretary to each member of the Council at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 5 members of the Council, including at least 2 office-bearers, shall constitute a quorum for the transaction of the business of a meeting of the Council.
- (6) No business shall be transacted by the Council unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time to be fixed by the Secretary being a date not more than fourteen (14) days after the adjourned meeting.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Council -
 - (a) the President or, in the President's absence, either of the Vice-Presidents shall preside; and if both are present the meeting shall determine which of the Vice-Presidents shall preside.
 - (b) if the President and both the Vice-Presidents are absent unwilling to act such one of the remaining members of the Council as may be chosen by the members present at the meeting shall preside.

21. Delegation by Council to Sub-Council

- (1) The Council may, by instrument in writing, delegate to one or more Sub-Council (consisting of such member or members of the Association as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than -

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Council by the Act or by any other law.

- (2) A function, the exercise of which has been delegated to a Sub-Council under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Council in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function of the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Council acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A Sub-Council may meet and adjourn as it thinks proper.

22. Voting and Decisions

- (1) Questions arising at a meeting of the Council or of any Sub-Council appointed by the Council shall be determined by a majority of the votes of members of the Council or Sub-Council present at the meeting.