



anzmac  
AUSTRALIAN & NEW ZEALAND MARKETING ACADEMY

**Australian & New Zealand  
Marketing Academy**

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**CONSTITUTION**

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January 2016

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## **Part 1. Incorporation Provisions and Objects**

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### **1. NAME OF THE ASSOCIATION**

The name of the Association is:

Australian and New Zealand Marketing Academy Incorporated.

### **2. SHORT TITLE**

A reference to ANZMAC Incorporated shall be deemed to be a reference to the Academy.

### **3. INCORPORATION PROVISIONS**

The Academy is incorporated in New South Wales under the Associations Incorporation Act 1994 ("the Act") and is a non-profit, non-shareholder corporation with limited liability.

### **4. INTERPRETATIONS**

1. "Association" means the Australian and New Zealand Marketing Academy Incorporated and a reference to the "Academy" shall mean a reference to this Association.

"Constitution" means the published body of rules which give effect and expression to the objects and purposes of the Academy including any constitutional amendments approved by special resolution of the members of the Academy.

"Executive Committee" means the committee of office bearers and Executive Committee members elected or appointed to control and manage the business and affairs of the Academy.

"Executive Committee Member" means a member of the Academy elected or appointed to the Executive Committee.

"Membership" means membership of the Academy in any category of membership defined in Part 2 of the Constitution.

"Secretariat" means:

- a. the Academy's office located at such place (or places) as the Executive Committee shall from time to time determine; and
- b. such functions, duties and powers which are assigned to Academy staff employed in the Secretariat.

"Secretary" means:

- a. the person holding office under this Constitution as Secretary of the Academy; and
- b. the Public Officer of the Academy for the purposes of the Act and Regulation unless a person other than the Secretary is appointed to that position by the Executive Committee.

“Special General Meeting” means a general meeting of the Academy other than an annual general meeting.

2. In this Constitution:

- 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, if the function is a duty, a reference to the performance of the duty.
- c. The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under that Act.

3. Communication

It is an objective of the Association to maximise the use of electronic communication. Consequently terms such as “pre-paid post”, “in writing” and “written” will include information distributed or received electronically including electronic mail, the use of web sites or by facsimile.

**5. OBJECTS AND PURPOSES OF THE ACADEMY**

1. The purpose of the Academy shall be to provide an organisation for educators and practitioners interested in marketing theory and research. More specifically, the Academy has the purpose:
  - a. Provide an Australian/New Zealand network in the field of research in marketing
  - b. Provide a forum for research presentations and evaluations
  - c. Provide publication outlets for high quality research
  - d. Support young researchers in the field of marketing
  - e. Foster a broad variety of methodological approaches and research issues in marketing and encourage cross-fertilisation between approaches
  - f. Develop an agenda of research topics
  - g. Recognise contributions to the marketing discipline
  - h. To carry out any activity which the Academy considers in any way to promote any or all the purposes as set out above.
2. In addition to the basic objects of the Academy, the objects and purposes of the Academy shall be deemed to include:

- a. the purchase, taking on in lease or in exchange, and the hiring or otherwise acquiring any real or personal property that may be deemed to be necessary or convenient for any of the objects or purposes of the Academy;
- b. the establishment of the Academy's Secretariat to assist the Executive Committee in advancing the Academy's objectives;
- c. the accepting of any gift, whether subject to a special trust or not, for any one or more of the purposes of the Academy;
- d. the taking of such steps from time to time as the Executive Committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Academy, whether by way of donations, subscriptions or otherwise;
- e. the recording, printing and publishing of such material as the Executive Committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Academy;
- f. the borrowing and raising of money in such manner and on such terms as the Executive Committee may think fit or as may be approved or directed by resolution passed at a general meeting.
- g. the investment of any moneys of the Academy not immediately required for any of its objects or purposes, in such manner as the Executive Committee may from time to time determine or as may be approved or directed by resolution passed at a general meeting;
- h. the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Academy or of any of the further objects and purposes specified in the foregoing provisions of this subclause.

## **6. INCOME AND PROPERTY OF THE ACADEMY**

1. The funds of the Academy are to be derived from joining fees and annual subscriptions of members, donations and, subject to any resolution passed by the Academy in general meeting, such other sources as the Executive Committee determines.
2. The income and property of the Academy, however derived, shall be applied solely towards the promotion of the objects and purposes of the Academy.
3. The Academy shall not:
  - a. appoint a person who is a member of the Executive Committee to any office of the Academy to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
  - b. pay to any such person any remuneration or other benefit in money or money's worth, other than the repayment of expenses incurred on behalf of the Academy.



**7. ACADEMY'S SECRETARIAT**

An office of the Academy (the Secretariat) will be located at such place (or places) as the Executive Committee shall from time to time determine. The Secretariat will assist the Executive Committee with membership and secretarial requirements and provide storage facilities for the Academy's books, records and registers and generally promote the objects of the Academy in the community.

**8. COMMON SEAL**

1. The Academy shall have a common seal which shall remain in the safe custody of the Executive Committee.
2. The common seal shall not be affixed to any instrument except by the authority and resolution of the Executive Committee and any affixing of the common seal shall be attested by the signatures of two members of the Executive Committee or one member of the Executive Committee and a person appointed by the Executive Committee for that purpose.

**9. CUSTODY AND INSPECTION OF BOOKS, RECORDS, REGISTERS**

The Secretariat will provide safe custody for the Academy's books, records and registers subject to the requirements of the Secretary and Treasurer in fulfilling the duties of office conferred upon them by the Constitution. Upon written request and at reasonable notice, any member of the Academy may inspect the books, records and registers of the Academy, free of charge.

**Part 2. Academy Membership**

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**10. MEMBERSHIP OF THE ACADEMY**

1. Membership of the Academy will be available in the following membership categories by application to the Academy: Membership, Distinguished Membership (Fellow of the Academy), Associate Membership and Institutional Membership. In exceptional circumstances the Academy may confer Life Membership or Honorary Membership in accordance with the protocols established hereunder.

## 2. Membership

- a. Membership shall be available to those persons who are teachers and/or researchers in marketing or related disciplines in universities and colleges, or consultants or employees of organisations with a significant involvement in marketing education, training or practice, and to such other persons as may, in the opinion of the Executive Committee from time to time, have a substantial interest in the advancement of scholarship in those disciplines.
- b. Nomination for membership shall be made in accordance with the provisions of Clause 10(9) of the Constitution.
- c. Once a nomination has been approved by the Executive Committee or officer of the Academy, and the required membership fee (whether in full or pro-rata) has been paid by the nominee, that person's name shall be entered on the Membership Registrar.
- d. Membership may be denoted where appropriate by the personal use of the letters MANZMAC on business card or letterhead.
- e. Membership shall be retained by payment of the annual subscription and shall be deemed to have lapsed if the subscription is not paid by 31 March of the calendar year to which it relates (or any extension of time granted in writing).

## 3. Fellow of the Academy

- a. The Academy shall encourage members to aspire to recognition as a Fellow of the Academy.
- b. Fellowships shall be conferred on nominated members who, in the opinion of the Executive Committee and the Fellows, have demonstrated outstanding contributions to the Academy and also demonstrated eminence in the Marketing discipline through research, scholarship, education and leadership.
- c. Any member of the Academy may nominate another member to become a Fellow. Nominations will be considered by a selection committee consisting of equal representation from the Executive Committee and the Fellows and chaired by the Convenor of the Fellows. The Convenor will make recommendations to the President of the Academy and those recommendations that are approved shall be conferred at an annual general meeting of the Academy.
- d. The conferring of a Fellowship may be denoted by the personal use of the title, Fellow of ANZMAC, or FANZMAC, on business cards or letterheads.
- e. For a Fellowship to be retained the Fellow must be a paid-up member of the Academy. When a Fellow retires from active employment the person may be elected as an Honorary Fellow by the Fellows. Honorary Fellows are not required to maintain paid membership of the Academy.

4. Associate Membership

- a. Associate membership shall be available to post-graduate or honours students (who are not employed full-time by an academic institution) enrolled in full or part-time courses in marketing education or similar areas and to other persons having an interest in marketing education who do not qualify for membership as prescribed in Clause 10 (2)(a).
- b. Nomination procedures for Associate membership are as prescribed in Clause 10(9) of the Constitution.
- c. Associate members shall have the same rights and privileges as members with the exception that they shall not be entitled to be elected as officers of the Academy or to vote for the election of officers at annual general meetings of the Academy.
- d. Membership shall be retained by payment of the annual subscription and shall be deemed to have lapsed if the subscription is not paid by 31 March of the calendar year to which it relates (or any extension of time granted in writing).

5. Institutional Membership

- a. The executive can decide that institutional membership be offered to organisations with an interest in furthering the objectives of the Academy.
- b. These organisations and institutions shall be either:
  - i. Departments, centres, faculties, schools and institutes of universities and colleges or sections thereof which are geographically separate.
  - ii. Associations or companies or divisions thereof.
  - iii. Government departments, authorities or instrumentalities.
- c.
  - i. Except for the provisions of sub-clause (5) (c) (ii), (iii) and (iv) below, Institutional Members shall have the same rights and privileges as Members.
  - ii. The Executive Committee may resolve that specified special privileges be reserved for Institutional Members.
  - iii. Institutional Members or their representatives shall not be entitled to be elected as officers of the Academy unless such individuals are also members on an individual basis.
  - iv. Each Institutional Member may nominate one representative who shall be a member of the Academy, to vote on its behalf at general meetings of the Academy but that representative shall not vote in any other membership capacity.
- d. The provisions of Clause 10(9) shall apply in respect to nominations for Institutional Membership.
- e. Membership shall be retained by payment of the annual subscription and shall be deemed to have lapsed if the subscription is not paid by 31 March of the calendar year to which it relates (or any extension of time granted in writing).

6. Life Membership

- a. Life membership shall be available to be conferred upon those persons who, in the opinion of the Executive Committee have rendered such meritorious service in advancing the objects of the Academy that their contribution to the Academy should be recognised by Life membership.
- b. Life membership shall be conferred on such persons on the recommendation of the Executive Committee at an Annual General Meeting of the Academy.
- c. Persons admitted to Life membership shall have the same rights and privileges as members but shall not be required to pay an annual subscription for membership.

7. Honorary Membership

- a. Honorary membership shall be available for distinguished visitors to Australian or New Zealand, being persons whose services to the advancement of scholarship in Marketing and related disciplines, in the opinion of the Executive Committee, merit this award of membership.
- b. Honorary membership shall be conferred by the Executive Committee for periods not exceeding one year at a time.
- c. Honorary members shall have the same rights and privileges as members during their period of membership but shall not be required to pay a membership subscription or administration fee.

8. Membership Letter

In recognition of Academy membership, the Executive Committee shall provide each member with a membership letter.

9. Application Procedures

- a. A nomination of a person for membership of the Academy:
  - i. must be made by the nominee in writing on the application form provided.
  - ii. must be lodged at the office of the Academy.
- b. As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Executive Committee which is to determine whether to approve or to reject the nomination.
- c. If the nomination is approved, the Secretary shall, as soon as practicable notify the nominee of that approval and request the nominee to pay (within the period of 45 days after receipt by the nominee of the notification) the membership fee payable by a member which may include a joining fee, an annual subscription and if appropriate, an administration fee.
- d. Should the membership fee remain unpaid after a period of forty-five days following notification in writing to the intending member, the Academy shall deem that the nomination was withdrawn.

#### 10. Cessation of Membership

A person ceases to be a member of the Academy if the person:

- a. dies; or
- b. resigns membership; or
- c. is expelled from the Academy.

#### 11. Membership Entitlements not Transferable

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

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

#### 12. Resignation of Membership

- a. A member of the Academy is not entitled to resign that membership except in accordance with this rule.
- b. A member of the Academy who has paid all amounts payable by the member of the Academy in respect of the member's membership may resign from membership of the Academy by first giving to the Secretariat written notice of at least one month (or such other period as the Executive Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- c. If a member of the Academy ceases to be a member under Clause 12(b), and in every other case where a member ceases to hold membership, the Secretariat must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **11. MEMBER'S LIABILITY**

The liability of a member of the Academy to contribute towards the payment of the debts and liabilities of the Academy or the costs, charges and expenses of the winding up of the Academy is limited to the amount, if any, unpaid by the member in respect of membership of the Academy at the relevant time.

### **12. MEMBERSHIP REGISTER**

1. The Secretariat in consultation with the Secretary shall establish and maintain a register of members of the Academy specifying the professional and contact details of each person who is a member of the Academy together with the date or dates upon which the person became a member of a membership category.

2. The Membership Register shall be kept in safe custody at the Academy's Secretariat and must be open for inspection, by a member of the Academy during business hours, free of charge.

### **13. FEES AND SUBSCRIPTIONS**

1. Subject to the approval of the Academy in annual general meeting, the Executive Committee shall determine: (a) a membership joining fee, (b) annual membership subscriptions appropriate to the category of membership, (c) in the category of Distinguished Membership, an additional (once only) administration fee for admittance of the member as a Fellow of the Academy.
2. A person (including institution, corporation or government instrumentality) must, prior to admission to membership, pay to the Academy the joining fee and membership subscription determined by the Executive Committee.
3. Annual membership subscriptions shall be due and payable on 1 January each year. An appropriate membership subscription shall be payable pro rata for a new member at the discretion of the Executive Committee when new membership commences more than three months after the annual renewal date.

### **14. DISCIPLINING OF MEMBERS**

1. A complaint may be made by any member of the Academy that some other member of the Academy:
  - a. has persistently refused or neglected to comply with a provision or provisions of the Constitution rules; or
  - b. has persistently and willfully acted in a manner prejudicial to the interests of the Academy; or
  - c. has brought the good name of the Academy into disrepute by the conduct of the member.
2. On receiving the complaint the Executive Committee shall:
  - a. communicate the substance of the complaint in writing to the member and invite the member to make a submission to the Executive Committee either orally or in writing or both within 30 days of the member receiving the complaint
  - b. convene a meeting of the Executive Committee where the member who is the subject of the complaint may make a submission either personally and or through representation.
3. The Executive Committee may, by resolution, expel the member from the Academy or suspend the member from membership of the Academy if, after considering the complaint and any submissions made in connection with the

complaint, it is satisfied that the facts alleged in the complaint have been proved.

4. If the Executive Committee expels or suspends a member, the Secretariat must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken and the reasons given by the Executive Committee for having taken that action and inform the member of the member's right of appeal.
5. The expulsion or suspension does not take effect:
  - a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - b. if within that period the member exercises the right of appeal, unless and until the Academy confirms the resolution whichever is the later.

## **15. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

1. A member may appeal to the Academy in general meeting against a resolution of the Executive Committee under Clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the Secretariat a notice to that effect.
2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. On receipt of a notice from a member under sub-clause (1), the Secretariat shall notify the Executive Committee which is to convene a general meeting of the Academy to be held within 28 days after the date on which the Secretariat received the notice.
4. At a general meeting of the Academy convened under sub-clause (3):
  - a. the Executive Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both;
  - b. and the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
5. If at a general meeting the Academy passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

**16. INTERNAL DISPUTES BETWEEN MEMBERS**

Disputes between members of the Academy (in their capacity as members) and disputes between members and the Academy are to be referred to an independent mediator for mediation. Should the parties disagree on the choice of a mediator the parties will seek the appointment of a mediator through LEADR Chapters in Australian or New Zealand or a similar body if LEADR has ceased to exist.

**Part 3. Officers and Executive Committee**

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**17. MANAGEMENT BY AN EXECUTIVE COMMITTEE**

1. The affairs of the Academy shall be managed by the Executive Committee.
2. The Executive Committee:
  - a. shall control and manage the business and affairs of the Academy;
  - b. may, subject to the Constitution and the Act, exercise all such powers and functions as may be exercised by the Academy, other than those powers and functions that are required by the Constitution to be exercised by Annual General Meetings of members of the Academy, and may appoint members of the Academy by co-option to sub-committees of the Executive Committee.
  - c. has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Academy.
3. The quorum and procedures of any sub-committee appointed by the Executive Committee, or established under the Constitution of the Academy, shall be the same as for the Executive Committee.
4. The Executive Committee may, by instrument in writing, delegate to:
  - a. one or more sub-committees (consisting of such member or members of the Academy as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than:
    - i. this power of delegation; and
    - ii. a function which is a duty imposed on the Executive Committee by the Act or by any other law.
  - b. A function the exercise of which has been delegated to sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
  - c. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.



- d. Despite any delegation under this rule, the Executive Committee may continue to exercise any function delegated.
  - e. Any act or thing done or suffered by a sub-committee 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 Executive Committee.
  - f. The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
  - g. A sub-committee may meet and adjourn as it thinks proper.
5. The Executive Committee shall have the power to appoint, on a full or parttime basis, any person or body as a consultant, administrator or employee of the Academy to undertake functions specifically delegated to him, her or it by the Executive Committee.

**18. OFFICE BEARERS AND EXECUTIVE COMMITTEE MEMBERS**

1. The Executive Committee of the Academy shall comprise no less than 10 and no more than 12 members.
2. The officers of the Academy shall be the:
  - a. President
  - b. Vice-President
  - c. Secretary
  - e. Treasurer
  - f. Executive Committee Members.
3. The Executive Committee will elect the President, Vice-President, Secretary and Treasurer at their first meeting following the Annual General Meeting.
4. A person may occupy the position of President for no more than three (3) consecutive years.
5. Each member of the Executive Committee is, subject to the Constitution and Clause 18(4), eligible for re-election to the Executive Committee and to any elected position within the Executive Committee.
6. The initial Executive Committee shall comprise 10 members. The Executive may recommend by general business at the Annual General Meeting an change in the size of the Executive Committee within the bounds specified in Clause 18 (1).

**19. ELECTION /APPOINTMENT OF OFFICERS OF THE ACADEMY**

1. All officers of the Academy shall be elected by the members of the Academy except where a casual vacancy occurs and the provisions of Clause 20 (2) are invoked.
2. Nominations of candidates for election as officers of the Academy shall:
  - a. be called by the Secretary no later than 45 days before the next annual general meeting;
  - b. close no later than 30 days before that annual general meeting;
  - c. be in writing, signed by a member of the Academy and by the candidate as giving consent to the nomination.
3. If the number of nominations exceeds the number of vacancies to be filled, a postal ballot of members shall be held.
4.
  - a. The Executive Committee shall be constituted, in so far as it is possible, with representation throughout Australian and New Zealand.
  - b. The Returning Officer shall have regard to the requirements for regional representation, as defined in Clause 4(c) hereunder, before determining and declaring the composition of the Executive Committee duly elected.
  - c. The Executive Committee shall be elected by reference to the following regional representation:
    - i. Australian: A minimum of three members
    - ii. New Zealand: A minimum of three members.
5. In the event of a postal ballot being required:
  - a. the Secretariat shall distribute ballot papers to members not less than 21 days before the next annual general meeting;
  - b. the Executive Committee shall appoint one of its officers, not being a candidate for election, to be Returning Officer for that ballot;
  - c. members shall be directed to mark the names of those candidates they wish to elect, up to the number of officers to be filled;
  - d. ballot papers received by the Returning Officer no later than one day before the annual general meeting shall be counted in determining the election;
  - e. the Returning Officer shall notify the Secretary for reporting to the Executive Committee the numbers of votes cast for each candidate and shall, for the number of offices to be filled by election, declare elected those candidates who have received the greatest number of votes and who fulfil the residential requirements of Clause 19(4).

6. For the purposes of any postal ballot for election, any candidate may supply to the Secretary for distribution with the ballot papers a brief statement not exceeding 100 words of that candidate's curriculum vitae.
7. The Chairperson at the annual general meeting shall declare to the meeting the names of the persons elected to be officers of the Academy.
8. Persons elected to be officers of the Academy shall hold office for a period of three years, except that at the second annual general meeting (and thereafter at successive annual general meetings) half of the elected Members of the Executive Committee shall retire from membership of the Executive Committee (but shall be eligible for re-election). Unless otherwise agreed among themselves retirement shall be determined by lot.
9. Every member of the Executive Committee or other officer of the Academy shall be indemnified out of the assets of the Academy against all losses or liabilities which may be sustained or incurred in or about the lawful execution of their duties including any liability incurred in defending civil or criminal proceedings in which judgement is given in favour of the Executive Committee Member or officer. The Academy shall, at all times, maintain an indemnity insurance policy against any such liability.

## **20. CASUAL VACANCIES**

1. For the purpose of these rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:
  - a. dies; or
  - b. ceases to be a member of the Academy; or
  - c. becomes an insolvent under administration within the meaning of the Corporations Law; or
  - d. resigns office by notice in writing given to the Secretary; or
  - e. is removed from office under Clause 22; or
  - f. becomes a mentally incapacitated person; or
  - g. is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 12 months.
2. In the event of a casual vacancy occurring for any office of the Academy, the Executive Committee shall as soon as convenient appoint:
  - a. an officer of the Academy to that vacated office, whereupon the position from which that officer is appointed shall be deemed to be vacant;
  - b. a member to that vacated office, and such additional member or members as may be required to fill all vacancies in the offices of the Academy.

Any officer appointed to fill a vacancy under the foregoing sub-section shall hold that office only until the succeeding annual general meeting of the Academy.

## **21. FUNCTIONS OF OFFICE BEARERS**

1. The President, Vice-President and other Executive Committee Members will actively promote the objects and purposes of the Academy through leadership, conferences and chairmanship of Academy meetings in regions, chapters and institutions throughout Australian and New Zealand.
2. Secretary
  - a. It is the duty of the Secretary with the assistance of the Secretariat to keep minutes of:
    - i. all appointments of office bearers and members of the Executive Committee and sub-committees;
    - ii. the names of members of the Executive Committee present at Executive Committee meetings or general meetings; and
    - iii. all proceedings at Executive Committee meetings and general meetings.
  - b. The Secretary shall ensure that minutes of proceedings at a meeting are confirmed and signed in the appropriate manner.
  - c. With the assistance of the Secretariat the Secretary will establish and maintain the Membership Register and other secretarial resources.
  - d. With the assistance of the Secretariat and the Returning Officer the Secretary will be responsible for the conduct of the Academy's elections.
  - e. The Secretary will fulfil the duties of Public Officer in accordance with the Act unless another person is appointed by the Executive Committee to that position.
3. Treasurer
  - a. It is the duty of the Treasurer of the Academy to ensure:
    - i. that all money due to the Academy is collected and received and that all payments authorised by the Academy are made; and
    - ii. that correct books and accounts are kept showing the financial affairs of the Academy, including full details of all receipts and expenditure connected with the activities of the Academy.
  - b. With the assistance of the Secretariat the Treasurer will establish and maintain appropriate systems at the Secretariat in accordance with Clause 35 of the Constitution.
4. If agreed by the Executive Committee, the positions of Secretary and Treasurer may be simultaneously held by one member of the executive.

**22. REMOVAL OF EXECUTIVE COMMITTEE MEMBER**

1. The Academy in general meeting may by resolution remove any member of the Executive Committee from office 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.
2. If a member of the Executive Committee, to whom a proposed resolution referred to in sub-clause (1) relates, makes representations in writing to the Secretary or President (not exceeding one thousand words) and requests that the representations be notified to the members of the Academy, the Secretary or the President may send a copy of the representations to each member of the Academy or, if the representations 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.

**23. MEETINGS OF THE EXECUTIVE COMMITTEE**

1. The Executive Committee shall meet from time to time at such place and at such times as the Executive Committee may determine but at least one meeting shall be held in each six month period of the calendar year.
2. One half of the members of the Executive Committee from time to time shall constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
3. A meeting of the Executive Committee shall be deemed to have been held where a quorum of members was present in person and/or by tele-conference (provided that a quorum of members were in communication either by person and/or tele-conference for the duration of the meeting).
4. Additional meetings of the Executive Committee may be convened by the President or by any 3 members of the Executive Committee.
5. Oral or written notice of a meeting of the Executive Committee must be given by the Secretary to each member of the Executive Committee at least 7 days (or such other period as may be unanimously agreed on by the members of the Executive Committee) before the time appointed for the holding of the meeting.
6. Notice of a meeting given under sub-clause (5) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive Committee members present at the meeting unanimously agree to treat as urgent business.

7. No business is to be transacted by the Executive Committee 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 is to stand adjourned to another time.
8. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
9. At a meeting of the Executive Committee:
  - a. the President or, in the President's absence, the Vice-President is to preside; or
  - b. if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Executive Committee as may be chosen by the members present at the meeting is to preside.

#### **24. VOTING AND DECISIONS: EXECUTIVE COMMITTEE**

1. Questions arising at a meeting of the Executive Committee or of any subcommittee appointed by the Executive Committee are to be determined by a majority of the votes of members of the Executive Committee or subcommittee present at the meeting in person or by tele-conference communication in accordance with Clause 23 (2).
2. Each member present at a meeting of the Executive Committee or of any subcommittee appointed by the Executive Committee (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. Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

#### **Part 4. General Meetings**

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#### **25. ANNUAL GENERAL MEETINGS**

1. The Academy shall, each year, hold an annual general meeting in accordance with the Act.
2. The annual general meeting shall be held on such day, being not later than six months after the close of the financial year of the Academy, and at such place as the Executive Committee may determine.
3. The ordinary business of the annual general meeting shall be:

- a. to confirm the minutes of the last preceding annual general meeting
  - b. to receive from the Executive Committee reports on the activities of the Academy since the last annual general meeting
  - c. to receive the annual financial statements from the Executive Committee and the auditor's report thereon
  - d. to elect or announce the election of the officers of the Academy
  - e. to appoint the auditor
  - f. to determine any joining fee, annual membership subscription and where appropriate, administration fee
  - g. to deal with such other general business, brought forward by the Executive Committee or any member, as may be required to further the objects and purpose of the Academy.
4. The annual general meeting may also transact special business in accordance with the provisions of Clause 26 of the Constitution.

**26. SPECIAL BUSINESS AT ANNUAL GENERAL MEETINGS**

1. The Executive Committee may propose items of special business for consideration at annual general meetings.
2. The Executive Committee shall, on the requisition in writing of not less than twenty-five members or half of the members of the Academy from time to time, whichever number shall be the lesser, give notice to members of items of special business to be considered at the next annual general meeting.
3. Items of special business, as referred to in the preceding sub-section, shall state the objects of the items, shall be signed by the requisitionists, deposited at the office of the Academy, and may consist of several documents in like form, each signed by one or more of the requisitioners.
4. All items of special business must be specifically included in the formal notice of meeting referred to in Clause 27 before they may be legitimately considered at an annual general meeting.

**27. NOTICE OF ANNUAL GENERAL MEETING**

1. The Secretary shall give not less than 21 day's notice to members of the Academy specifying the time, date and place of the annual general meeting and the nature of the business to be transacted thereat.
2. The notice shall be sent by pre-paid post to each member at the member's address appearing in the Membership Registrar.

**28. QUORUM, CHAIRPERSON, VOTING AT ANNUAL GENERAL MEETINGS**

1. Twenty-five members, or one half of the members of the Academy from time to time, whichever shall be the lesser number, being personally present and entitled to vote at such meetings, shall constitute a quorum for the transaction of business of an annual general meeting.
2. a. The chairperson of the annual general meeting shall be the President of the Academy.  
b. In the event that the President or the Vice-President is not present to chair the annual general meeting as specified in the foregoing sub-section, any member elected by those present at the meeting may be its chairperson.
3. Upon any question arising at an annual general meeting of the Academy:
  - a. a member has one vote only which may be exercised in person or by proxy;
  - b. a majority of voting is required for a matter to pass, except as required for a special resolution under Clause 32;
  - c. in the case of equality of voting on a question, the matter shall be deemed to lapse.
4. For a proxy to be valid for purposes of voting at an Annual General Meeting, it must:
  - a. be signed by the member granting it;
  - b. name the member of the Academy authorised to use it and specify the meeting at which it is to be exercised;
  - c. be registered with the Secretary or the Secretariat at least 24 hours before the time notified for the meeting.
5. A proxy form received by the Secretary or Secretariat by facsimile transmission shall be valid for the purposes of voting at an annual general meeting or Special General Meeting provided the proxy complies with the provisions of Clause 28 (4) of the Constitution.
6. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. No member shall be entitled to vote at any general meeting unless all money presently payable to the Academy by that member has been paid.

**29. GENERAL MEETING PROCEDURES**

1. A question arising at any general meeting of the Academy is to 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, 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 Academy, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
3. If a poll is demanded at a general meeting, the poll must 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 is taken to be the resolution of the meeting on that matter.
4. Adjournment
  - a. 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
  - b. If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Academy stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
  - c. Except as provided in sub-clauses 4(a) and 4(b), 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. CONVENING SPECIAL GENERAL MEETINGS**

1. The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Academy.
2. The Executive Committee must, on the requisition in writing of at least five per cent of the total number of members, convene a special general meeting of the Academy.
3. A requisition of members for a special general meeting:
  - a. must state the purpose or purposes of the meeting; and
  - b. must be signed by the members making the requisition; and
  - c. must be lodged with the Secretariat or 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. If the Executive Committee fails to convene a special general meeting to be held within one month after that date on which the requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
5. A special general meeting convened by a member or members as referred in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee.
6. No item of business is to be transacted at any general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
7. Twenty-five members present in person (being members entitled under these rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a special general meeting.
8. If within half an hour after the appointed time for the commencement of a special general meeting a quorum is not present, the meeting:
  - a. if convened on the requisition of members, is to be dissolved; and
  - b. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
9. 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 shall constitute a quorum.

### **31. NOTICE REQUIREMENTS FOR GENERAL MEETINGS**

1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Academy, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each 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. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Academy, the Secretary must, at least 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 sub-clause (1) specifying, in addition to the matter required under sub-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 is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Clause 25 (3).
4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **32. SPECIAL RESOLUTION**

1. A resolution of the Academy is a special resolution:
  - a. if it is passed by a majority which comprises at least three-quarters of such members of the Academy as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
  - b. where it is made to appear to the Administrative Authority under the Act that it is not practicable for the resolution to be passed in the manner specified in sub-clause 1(a), if the resolution is passed in a manner specified by the Administrative Authority under the Act.

### **33. VOTING AT SPECIAL GENERAL MEETINGS**

1. The general meeting procedures in Clause 29 of the Constitution are to be followed at any special general meeting of the Academy.
2. On any question arising at a special general meeting of the Academy a member has one vote only.
3. All votes shall be exercised personally or by proxy (provided the proxy conforms with the provisions of Clause 28(4) and (5) of the Constitution) but no member may hold more than ten proxies.
4. In the case of an equality of voting on a question, the matter shall be deemed to lapse.
5. If the special general meeting is adjourned the provisions of Clause 29(4) of the Constitution shall apply.

**34. PRESIDING MEMBER AT SPECIAL GENERAL MEETINGS**

1. The President or, in the President's absence, the Vice-President is to preside as chairperson at each general meeting of the Academy.
2. If the President and the Vice-President are absent or unwilling to act, the members present shall elect one of their members to preside as chairperson at the meeting.

**Part 5. Financial Accounting and Auditing**

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**35. KEEPING OF ACCOUNTS**

The Treasurer with the assistance of the Secretariat will:

1. Keep such accounting records as correctly record and explain the accounting transactions of the Academy, including any transactions as trustee, and the financial position of the Academy; and
2. Keep accounting records in such a manner as will enable:
  - a. the preparation from time to time of true and fair financial statements of the Academy and
  - b. the financial statements of the Academy to be conveniently and properly audited in accordance with this Constitution.
3. Keep the accounting records at such place or places as the Executive Committee may determine.

**36. BANKING AND FINANCE**

1. The Treasurer of the Academy shall with the assistance of the Secretariat, receive and account for all moneys paid to the Academy.
2. The Executive Committee shall cause to be opened with such bank or banks as the Executive Committee selects, one or more banking accounts in the name of the Academy, into which all moneys received by the Academy shall be deposited.
3. The Executive Committee may receive from the Academy's bank or bankers for the time being the cheques drawn by the Academy on any of its accounts with the bank or bankers, and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or their surrender thereof to the Academy.

4. Except with the authority of the Executive Committee, no payment shall be made from the funds of the Academy otherwise than by cheque drawn on the Academy's bank account, but the Executive Committee may establish a cash advance to meet minor or urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Executive Committee may impose.
5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two officers of the Academy from time to time or by one officer and an employee of the Academy duly authorised for the purpose by the Executive Committee.

### **37. ANNUAL FINANCIAL STATEMENTS**

1. The financial year of the Academy shall be the year commencing 1 July or such other period, not in any case being longer than a calendar year, as the Executive Committee may decide.
2. The officers of the Academy shall cause to be made out, in relation to the Academy, statements of revenue and expenditure for the last financial year and of the financial position as at the end of the last financial year, which give a true and fair view respectively of the revenue and expenditure of the Academy for that financial year and of its financial position as at the end of that financial year.
3. The officers of the Academy shall cause to be attached to the statements provided for in the foregoing sub-clause, the auditor's report relating to those statements.
4. The officers of the Academy shall cause to be attached to the statements provided for in sub-clause (2) of this clause and required to be laid before the annual general meeting of the Academy, a statement, made in accordance with resolution of the Executive Committee and signed by not less than two officers of the Academy stating whether in the opinion of the Executive Committee:
  - a. the statement of revenue and expenditure is drawn up so as to give a true and fair view of the revenue and expenditure of the Academy for the financial year;
  - b. the statement of financial position is drawn up so as to give a true and fair view of the state of affairs of the Academy as at the end of the financial year; and
  - c. there are reasonable grounds to believe that the Academy will be able to pay its debts as and when they fall due.

**38. APPOINTMENT OF AUDITOR**

1. At each annual general meeting of the Academy, the members shall appoint a person as the auditor of the Academy.
2. A person so appointed shall hold office until the annual general meeting next after that at which he/she is appointed, and is eligible for reappointment.
3. If, at an annual general meeting, there is no nomination for appointment of an auditor, or if a casual vacancy occurs in the office of auditor during the course of a financial year, the Executive Committee shall appoint an auditor for the then current financial year of the Academy and the person so appointed shall hold office until the next succeeding annual general meeting.

**39. AUDIT OF ACCOUNTS**

1. The auditor appointed under Clause 38 shall report to members on the financial statements required to be laid before the annual general meeting and on the Academy's accounting and other records relating to those financial statements.
2. The auditor shall in his/her report state:
  - a. whether, in the opinion of the auditor, the statements of revenue and expenditure and of financial position are properly drawn up so as to give a true and fair view respectively of the revenue and expenditure of the Academy for the financial year to which the statements relate;
  - b. whether, in the opinion of the auditor, the accounting and other records kept by the Academy have been properly kept;
  - c. any defect or irregularity found in the financial statements, and any matter not set out in the financial statements without regard to which a true and fair view of the matters dealt with by the financial statements would not be obtained; and
  - d. if the auditor is not satisfied as to any matter referred to in sub-clause 2(a) and/or (2)(b), the reasons for not being satisfied.
3. The auditor has a right of access at all reasonable times to the accounts and other records of the Academy and is entitled to require from any officer or servant of the Academy such information and explanations as are required for the purposes of the audit.
4. The auditor, or an agent authorised by the auditor in writing for the purpose, is entitled to attend any general meeting of the Academy, to receive notices of any general meeting that a member is entitled to receive, to be heard at any general meeting on any part of the business of the meeting that concerns the auditor as an auditor, and is entitled to be heard notwithstanding that the auditor retires at that meeting or a resolution to remove the auditor from office is passed at that meeting.

**Part 6: Other Provisions**

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**40. AMENDMENTS TO THE CONSTITUTION**

The Constitution of the Academy and any part thereof may be amended only by special resolution at a general meeting of which due notice has been given in accordance with Clauses 26, 27 and 32 of this Constitution.

**41. SERVICE OF NOTICES**

1. For the purpose of expedition, a notice may be served by or on behalf of the Academy on any member either personally or by sending it by post, facsimile or electronic means to the member at the member's address.
2. If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken 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. If a document is sent by facsimile or electronic means, it is taken as being served 24 hours after the time of sending, unless the sender receives notification through the normal operations of the technology that the message failed to transmit properly.
3. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

**42. TRANSITIONAL PROVISIONS**

Notwithstanding anything expressed herein before to the contrary, the following transitional provisions shall take effect from the date of incorporation of the Academy and shall cease to be of any effect from the close of the first annual general meeting of the Academy:

1. All those people who paid the membership fee included in the charge for the ANZMAC Otago Conference in 1998 will comprise the first members of the Academy with membership from the date of the conference to 31 December 1999, Clause 10 (9) notwithstanding.
2. The Executive at the time of incorporation will be the first Executive.

**DISSOLUTION CLAUSE**

In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the organisation in accordance with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.