

Constitution of the Australian and New Zealand Association for Medieval and Early Modern Studies (Incorporated)

Version effective 12 April 2024

1. Terms Used

In these rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*;

Association means the incorporated association to which these rules apply;

books, of the Association, includes the following:

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

Committee means the General (also called Management) Committee of the Association;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements.

2. Name and Purpose

(1) The name of the Association shall be: Australian and New Zealand Association for Medieval and Early Modern Studies (Incorporated).

(2) The purpose of the Association shall be to promote and foster all aspects of Medieval, Renaissance, and Early Modern Studies by all appropriate and lawful means. To this end, the Association shall endeavour to provide a forum for the communication and promotion of research, the dissemination of news and the exchange of ideas. It does so: by holding a Biennial Conference, by publishing a scholarly journal and Association newsletter, and by supporting the ANZAMEMS research community and, subject to funding, by promoting such activities as Training Seminars, Fellowships, Prizes, Subventions, and Symposia in areas relative to the Association's aims.

3. Membership

(1) Membership shall be open to all interested persons upon payment of appropriate annual fees.

With the exception of Institutional members (defined at 3(3)), membership shall confer: the right to one vote on any motion or election before a General Meeting of the Association; the right to hold office; the right to receive the Association's communications; the right to participate in the Association's activities; and one copy of the journal (in electronic or hard copy). Institutional members shall be entitled to one hard copy of the journal only. A person or institution is deemed to be a member upon payment of the appropriate fees. As soon as practicable that person's or institution's name must be placed on the register of membership. The Annual subscription shall cover the Association's financial year.

(2) The amount of the subscription payable by all categories of members shall from time to time be determined by the Annual General Meeting (AGM) of the Association, or by a Special General Meeting called for that purpose. The subscription rates determined by a General Meeting shall take effect one month from the date of the meeting at which they are agreed; those who have already paid the year's subscription at the previous rate will be deemed financial until the end of the year in question. Membership fees may be waived by a majority vote of the General Committee; such members will be deemed to be financial.

(3) There shall be the following categories of membership:

- (a) Ordinary, within which differential subscription rates may be determined according to subrule (2);
- (b) Institutional (including libraries and other formally constituted organisations);
- (c) Concessional, for full-time students, the unwaged, and retirees, with the fee to be set at a rate significantly less than ordinary membership;
- (d) Life: on a nomination placed before and carried at a General Committee meeting, a member of the Association may be admitted to Life membership of the Association. Life membership exempts the member from the payment of membership fees.

(4) A person ceases to be a member if the person:

- (a) dies;
- (b) resigns membership;
- (c) is expelled from the Association.

(5) A member may resign from membership of the Association. Written notice of the resignation must be delivered to the Secretary, and the resignation shall take effect either when the Secretary receives such notice, or at a later date as contained in the notice. Membership fees will not be refunded.

(6) Pursuant to subrules (4) and (5), the Secretary, or another person authorised by the Committee, must keep a record, for at least one year after a person ceases to be a member, of the date on which the person ceased to be a member, and the reason why the person ceased to be a member.

(7) Membership is not transferable and terminates when annual fees have become more than six months in arrears.

(8) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.

(9) In addition to the matters referred to in section 53(2) of the Act, the register of members must

include the category of membership to which each member belongs, and the date on which each member became a member.

(10) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Committee.

(11) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.

(12) If a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

(13) While the Association stipulates no age requirements for membership, a member cannot stand for election, or be co-opted, to the General Committee until they have reached the age of eighteen.

4. Funds

(1) The funds of the Association shall be derived from membership fees, royalties, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the General Committee 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.

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

5. Management of Funds

(1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes (subject to subrule 2).

(2) A payment to a member out of the funds of the Association may be authorised if it is:

(a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or

(b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or

(c) the payment of reasonable rent to the member for premises leased by the member to the Association; or

(d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

(3) All cheques, drafts, bills of exchange, and other negotiable instruments shall be signed by any

two members of the General Committee, having been authorised by the Committee to do so.

(4) At each Annual General Meeting of the Association, an auditor shall be appointed, being a qualified accountant who is not a member of the General Committee and they shall hold office until the next annual meeting.

(5) If an appointment is not made at an Annual General Meeting, or if a casual vacancy occurs, in regard to the position of auditor, the General Committee shall be empowered to appoint someone to be auditor until the conclusion of the next annual meeting.

(6) The accounts of the Association shall be examined by the auditor each financial year.

(7) The financial year of the Association shall commence on 1 January, and end on 31 December (inclusive).

(8) The auditor shall certify as to the correctness of the accounts and shall report to the General Committee without undue delay.

(9) The auditor's report shall be put before the members at each Annual General Meeting and shall state:

(a) whether they have obtained all necessary information;

(b) whether in their opinion the accounts are properly drawn up so as to give a true and correct view of the Association's finances according to the information at their disposal and the explanations given and shown to them by the books of the association;

(c) whether the rules relating to the administration of the Association have been observed.

(10) In order to fulfil these duties, the auditor has:

(a) a right of access to all financial documentation of the Association;

(b) a right to examine any member of the General Committee, the Editorial Committee or any other member in relation to the Association's accounts; and

(c) a right to such cooperation from members of the General and Editorial Committees or any other member of the Association as may be necessary to fulfil their duties.

(11) There shall be a Common Seal which will be a rubber stamp inscribed with the full name of the Association and the words 'Common Seal'.

(12) This Seal shall remain in the custody of the Secretary and shall only be affixed to instruments with the authority of the General Committee and the affixing shall be attested by the signatures of two members of the General Committee authorised by the Committee to attest thereto and the attestation shall be sufficient for all purposes requiring the affixing of the Common Seal in accordance with the authority of the General Committee.

(13) A member may at any reasonable time inspect without charge the books, documents, records, and securities of the Association.

(14) Unless resolved otherwise by the General Committee, the Secretary shall have custody of all books, documents, records and registers of the Association, relating to membership and correspondence, other than those to be kept and maintained by, or in the custody of, the Treasurer, as specified in subrule (15).

(15) Unless resolved otherwise by the General Committee, the Treasurer shall have custody of all securities, books, and documents of a financial nature and the accounting records of the Association.

6. General Committee

- (1) There shall be a General Committee consisting of fifteen persons elected by a majority of financial members of the Association who vote: either in person at the Association's Annual General Meeting (AGM); or by proxy; or by postal or electronic vote. The General Committee shall be responsible for the management of the Association. Membership of the Committee should, where possible, reflect the geographical and thematic diversity of the Association.
- (2) The presence of a Committee member at a Committee meeting need not be by attendance in person, but may be by that Committee member and each other Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (3) A member who participates in a Committee meeting as allowed under subrule (2) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- (4) General Committee members shall be elected for a period of two years, and be eligible for re-election to a maximum of six years of continuous service in a given office.
- (5) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Committee shall be by two members of the Association in good standing, and with the agreement of the nominated person.
- (6) Candidates who nominate for election unopposed (and remain so after the close of nominations) shall be declared elected.
- (7) If insufficient nominations are received to fill all vacancies on the Committee, the Committee shall have the right to fill any necessary vacancies by co-option. Co-opted members of the Committee shall serve until the next AGM, where they may be elected by the AGM.
- (8) A person may be elected to only one office on the Committee. However, if appropriate, a person may hold an office on both the General Committee and its Editorial Sub-Committee.
- (9) Casual vacancies shall be deemed as occurring if the member of the Committee:
 - (a) dies;
 - (b) ceases to be a member of the Association;
 - (c) resigns office by notice in writing given to the Committee;
 - (d) is removed from office under rules 3.4 or 13;
 - (e) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (f) is absent without the consent of the Committee from all meetings of the Committee held during a period of six (6) months.
- (10) Casual vacancies, if resolved to be filled by the Committee, may be may be filled by co-option by the General Committee without prejudicing the electoral process of the Annual General Meeting.
- (11) The General Committee shall have the right to co-opt additional members for appropriate specific purposes (such as the organisation of a seminar or workshop). Such members shall vote only on the matters for which they were co-opted, and their membership of the General Committee shall lapse after the specific purpose for co-option is concluded.

(12) A person will be prohibited from sitting on the General Committee (without prior approval by the Commissioner for Consumer Protection) if they:

- (a) are an undischarged bankrupt or their affairs are under insolvency laws;
- (b) have been convicted of an offence in connection with the promotion, formation or management of a body corporate;
- (c) have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment; or
- (d) have been convicted of an offence under Division 3 (the duties of officers provisions) or section 127 (the duty with respect to incurring of debt) of the Act.

(13) Where a person is prohibited because they have been convicted of an offence outlined in subrule (12), they cannot be a Committee member for a period of five years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a Committee member for five years from their release from custody.

7. General Committee Procedures

- (1) The General Committee shall be responsible for managing the Association's finances and for organising the Association's activities.
- (2) Six voting members shall constitute a quorum of the General Committee. Decisions shall be made by majority vote; in case of a tied vote, the Chair will have the casting vote.
- (3) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the appointed time for the holding of the meeting.
- (4) Notice of the meeting given under subrule (3) shall specify the general nature of the business to be transacted at the meeting.
- (5) The Secretary, or the Secretary's delegate, will be responsible for the making and keeping of records of the proceedings at meetings of the Committee.
- (6) While the General Committee would normally decide on the times and dates for meetings via a consensus amongst General Committee members, any member of the General Committee may request that a meeting be convened, and the Secretary shall take all reasonable measures to meet the request.

8. General Committee: Office-Bearers

- (1) The General Committee shall consist of the following officers/members:
 - (a) President, whose duty it is to convene and chair the meetings of the General Committee and contingently, the Editorial Sub-Committee, and to carry out such actions as are referred to the President by resolutions of Committee and Sub-Committee meetings.
 - (b) Vice-President (Australian), who shall deputise for the President where required, shall carry out such actions as are referred to the Vice-President (Australian) by resolutions of Committee and Sub-Committee meetings.
 - (c) Vice-President (New Zealand) who shall have responsibility for the New Zealand membership and its activities; who shall liaise and exchange all relevant documents with

the General Committee and carry out such actions as are referred to the Vice- President (New Zealand) by resolutions of Committee and Sub-Committee meetings.

(d) The Secretary, whose duty is to take minutes at the General Committee and if also acting as Editorial Committee Secretary to take the minutes of that Committee also; to keep a register of all members and affiliates; to keep a register of the appointment of all office-holders; to make all documented information available to all appropriate interested parties; to carry out such actions as are referred to the Secretary by resolution of the Committee and if appropriate Editorial Committee meetings. As soon as is practicable after election, the Secretary shall endeavour to have all members informed of their address for correspondence. The Secretary shall keep the Association's Common Seal.

(e) The Treasurer, whose duty is to ensure that all monies due to the Association are collected and received; that all payments authorised by the Association are made; that membership renewals are despatched and dealt with in good time; that correct books and accounts are kept showing the financial affairs of the Association, including all receipts and expenditure connected with its activities; that regular and proper auditing of the Association's accounts takes place. If the Treasurer is not also Editorial Treasurer, the Treasurer must advise and take ultimate responsibility for the actions of the person delegated to the position of Editorial Treasurer.

(f) The Associate Secretary-Treasurer, who shall reside in the country from which the Treasurer has **not** been drawn, and shall carry out the duties of Secretary and Treasurer that are appropriate to the country in question.

(g) The Editor, with responsibility for the publication and distribution of the Association's journal and contingently for the convening of the Editorial Sub-Committee (see below 9).

(h) The Reviews Editor, with responsibility for the preparation and publication of reviews of scholarly books sent to the journal.

(i) The Communications Officer, with the responsibility for the dissemination of news relevant to the Association and its members, and for the development and maintenance of an information network that will support the Association's activities, and especially the research network.

(j) The Biennial Conference Convenor for the forthcoming conference, who shall have the power to co-opt a Local conference Committee—which should include a Conference Treasurer—to manage the Biennial Conference. The Biennial Conference Convenor and the Local conference Committee are required to keep the General Committee fully informed of their activities and to ensure balanced coverage of conference themes and topics. They will do so by regular written reports to the General Committee and any other relevant subcommittees, as well as liaison with office holders. The Biennial Conference Convenor must work to agreed budgets and with regard for the financial wellbeing of the Association. Specifically: the Conference Treasurer shall be in regular communication with the Association's Treasurer and shall pay due regard to such advice as the Association's Treasurer shall provide. The Conference Treasurer shall keep Conference accounts in a manner that permits proper auditing, and shall submit such accounts for review within a period of six months after the conclusion of the Biennial Conference.

- (k) Two postgraduate representatives, one from Australia, the other from New Zealand, who shall represent the postgraduate members of their respective countries.
- (l) Three Committee members, who are responsible for any other Association business the General Committee sees fit to be transacted.

9. Editorial Sub-Committee

- (1) There shall be an Editorial Sub-Committee, answerable to the General Committee, delegated to produce and distribute the Association's Journal, and any other appropriate information in a scholarly and efficient way within the financial constraints of the Association. ^[1]_{SEP}
- (2) This Sub-Committee shall be convened either by the President or, if convenient to the Association, by the Editor, with notice of a fortnight, and shall consist in addition of:
 - (a) the Reviews Editor;
 - (b) the Communications Officer;
 - (c) the Secretary or if convenient to the Association a person delegated to act as Editorial Secretary; should such a delegation be made, the delegated person must liaise fully with the Association's Secretary and is ultimately accountable, through the Editor, to the General Committee;
 - (d) the Treasurer, or if convenient to the Association, a person delegated to handle finances directly related to the production and distribution of the Association's journal; should such a delegation be made, the delegated person must liaise fully with the Association's Treasurer and is ultimately accountable, through the Editor, to the General Committee;
 - (e) up to three members of the Association, situated conveniently so as to assist the work of the Editorial Sub-Committee;
- (3) Notwithstanding the convenor of the Sub-Committee, both the President and the Editor (or their representatives) are members of the Sub-Committee.
- (4) The quorum for the Editorial Sub-Committee shall be half the voting members, less one.

10. General Meetings

- (1) The Committee may, at any time, convene a special general meeting.
- (2) The Committee must, within 30 days of receiving a request in writing to convene a special general meeting from not less than 2% of the total membership, with at least one member from Australia and one from New Zealand, convene a special general meeting for the purpose specified in that request.
- (3) The members making a request referred to in subrule (2) must:
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (4) If a special general meeting is not convened within the relevant period of 30 days referred to in subrule (2), the members who made the request concerned may themselves convene a ^[1]_{SEP} special general meeting as if they were the Committee.
- (5) Notice of such a meeting must be circulated to the entire membership via the Association's

mailing list and the website, and in any other manner deemed appropriate by the Committee.

(6) In the event that a meeting is convened under subrule (4), minutes of the meeting must be circulated via the Association's mailing list within ten working days of that meeting.

(7) The Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify when and where the general meeting concerned is to be held; and ^{[[]]}~~SEP~~ particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(8) A special resolution may be moved either at a special general meeting or at an annual general meeting, however, the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in subrule (7), the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(9) At a general meeting, twenty members present in person or by proxy shall constitute a quorum.

(10) At a general meeting:

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, with the chair holding a casting vote;

(b) a special resolution put to the vote will be decided by a 75% majority of the voting membership present and proxies presented.

(11) A declaration by the Chair of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact.

11. The Biennial Conference

(1) A Biennial Conference shall be convened by the Biennial Conference Convenor and Local Committee.

(2) There shall be a general call for papers to all members, giving ample lead-time for organisation, and the conference themes shall be chosen in such a way as to embrace fairly, as far as possible, all interests of the Association members.

(3) Any conference fees and subsidies to students and unwaged attendees shall be set at such a level as to encourage the broadest range of attendance without prejudice to the financial viability of the Conference or the Association.

(4) A General Meeting shall be convened as part of the Biennial Conference, and is open to all members whether registered at the Conference or not.

12. Annual General Meeting (AGM)

(1) An Annual General Meeting shall be convened within four months of the end of the financial year of the Association.

(2) The quorum shall be twenty (20) voting members present in person or by proxy. A voting member unable to attend the AGM may give a signed proxy to an attending member, and vote thereby on a specific issue nominated in the written proxy. Proxy votes must be given in writing before the opening of the General Meeting that they are in effect for.

(3) The Secretary shall give to all members no fewer than twenty-one days' notice of a general

meeting and motions which have been submitted for that meeting. A notice specifying the date, time and venue for the AGM will be circulated via the mailing list and advertised on the website.

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(4) In addition to any other business that may be transacted at the AGM, the business and procedures of an AGM shall be:

- (a) to confirm the minutes of the last AGM and any special meeting held since then;
- (b) to receive from the Committee, reports upon the activities of the Association during the preceding financial year;
- (c) to receive the audited accounts;
- (d) to elect office-bearers of the Association and ordinary members of the Committee;
- (e) to appoint an auditor;
- (f) to confirm or determine the next Biennial Conference and AGM;

(5) The meeting shall be chaired by the President or, in the absence of that officer, by the Vice-President (Australian) or, in the absence of that Officer, by another nominated by the General Committee.

(6) Saving amendments to the Association's Constitution, decisions shall be by a majority vote; the Chair has a casting vote.

(7) In the absence of the Secretary, the meeting shall appoint some person to take the minutes of that meeting; the said minutes shall be forwarded to the President as soon as possible.

13. Disciplinary Action, Disputes, and Mediation

Suspension or expulsion

(1) The Committee may decide to suspend a member's membership or to expel a member from the Association if:

- (a) the member contravenes any of these rules; or
- (b) the member acts detrimentally to the interests of the Association.

(2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.

(3) The notice given to the member must state:

- (a) when and where the Committee meeting is to be held; and
- (b) the grounds on which the proposed suspension or expulsion is based; and
- (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion;

(4) At the Committee meeting, the Committee must:

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
- (b) give due consideration to any submissions so made;

(5) At the conclusion of the consideration of the submissions made in subrule (4), the Committee must decide:

- (a) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (b) whether or not to expel the member from the Association.
- (6) A decision of the Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (7) The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- (8) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (7), give written notice to the Secretary requesting the appointment of a mediator under rule 23.
- (9) If notice is given under subrule (8), the member who gives the notice and the Committee are the parties to the mediation.

Consequences of suspension

- (10) During the period a member's membership is suspended, the member:
- (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (11) When a member's membership is suspended, the Secretary must record in the register of members:
- (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (12) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

Resolving disputes

Terms used in this Section:

grievance procedure means the procedures set out in this Section;

party to a dispute includes a person –

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Application of Section

- (13) The procedure set out in this Section (Disciplinary Action, Disputes, and Mediation) applies to disputes:
- (a) between members; or
 - (b) between one or more members and the Association.

Parties to attempt to resolve dispute

(14) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

How grievance procedure is started

(15) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule (14), any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

(16) Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.

(17) The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

(18) The notice given to each party to the dispute must state:

- (a) when and where the Committee meeting is to be held; and
- (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.

(19) If the dispute is between one or more members and the Association; and any party to the dispute gives written notice to the Secretary stating that the party does not agree to the dispute being determined by the Committee; and requests the appointment of a mediator under subrules (24), (25), (26) and (27), the Committee must not determine the dispute.

Determination of dispute by Committee

(20) At the Committee meeting at which a dispute is to be considered and determined, the Committee must:

- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

(21) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.

(22) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under subrule (21), give written notice to the Secretary requesting the appointment of a mediator under subrules (24), (25), (26) and (27).

(23) If notice is given under subrule (22), each party to the dispute is a party to the mediation.

Appointment of mediator

(24) The mediator must be a person chosen:

- (a) if the appointment of a mediator was requested by a member under subrule (8) by agreement between the Member and the Committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under subrules (19) or (22), by agreement between the parties to the dispute.
- (25) If there is no agreement for the purposes of subrule (24)(a) or (b), then, subject to subrules (26) and (27), the Committee must appoint the mediator.
- (26) The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
- (a) a member under subrule (8); or
 - (b) a party to a dispute under subrule (19); or
 - (c) a party to a dispute under subrule (22) and the dispute is between one or more members and the Association.
- (27) The person appointed as mediator by the Committee may be a member or former member of the Association but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

Mediation process

- (28) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (29) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (30) In conducting the mediation, the mediator must:
- (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (31) The mediator cannot determine the matter that is the subject of the mediation.
- (32) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (33) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

If mediation results in decision to suspend or expel being revoked

- (34) If: mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under subrule (8); and as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Committee meeting or general meeting during the period of suspension or expulsion.

14. Constitutional Amendments

- (1) Amendments to this Constitution can be made only by special resolution and passed by a majority of 75% of members present (in person or by proxy) and entitled to vote at an Annual General Meeting of the Association, subject to the requirements of subrules (2), (3), (4), and (5).
- (2) Proposals for amendments to the Association's Constitution must be presented initially to the Secretary of the Association in writing ninety days prior to the AGM at which the amendment is proposed for debate, so that notification can be given to all voting members.
- (3) When amendments are required to ensure conformity to the relevant Associations Incorporation Act that do not materially alter the Association's objects, the notification period will be determined by the Committee.
- (4) A proposed amendment must carry the signatures of ten voting members of the Association, and may only be dealt with at a General Meeting of the Association, provided additionally that quorum is met.
- (5) Subrule (4) shall not affect amendments moved under subrule (3).
- (6) It is the responsibility of the Association's Secretary to organise notification of the details of any proposed special resolution to make constitutional amendment(s). The Secretary must give to all members not less than twenty-one days' notice of the General Meeting at which said special resolution is to be proposed. Notice will be given by sending an email circular via the Association's mail-list, posting said notice to the Association's website, and by any additional means the Committee deems appropriate.
- (7) Members attending the AGM to vote for a constitutional amendment may carry a maximum of two (2) proxy votes for each amendment provided that they present clear and verifiable written instructions from those whom they represent; or the President may be vested with the proxy vote of any voting member provided this proxy is given in advance of the Meeting.
- (8) Proxy votes must be given in writing before the opening of the General Meeting that they are in effect for.

15. Dissolution

- (1) The Association may be dissolved only at an AGM by special resolution and passed by a majority of 75% of members present (in person or by proxy) and entitled to vote at an Annual General Meeting of the Association.
- (2) It is the responsibility of the Association's Secretary to organise notification of the details of any proposed special resolution to dissolve the Association. The Secretary must give to all members not fewer than 21 days' notice of the AGM at which said special resolution is to be proposed. Notice will be given by sending an email circular via the Association's mail-list, posting said notice to the Association's website, and by any additional means the Committee deems appropriate.
- (3) If upon the winding up of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members, but shall be given or transferred to another association incorporated under the Act which has similar objects; or for charitable purposes which association or purposes, as the case

requires, shall be determined by resolution of the members.

(4) Subrule (3) shall be administered by the Committee, with the advice of the Association's membership.

(5) Subrules (3) and (4) shall also apply if the Association's incorporation is cancelled.