



australasian cognitive neuroscience society

ABN 15 847 011 482 | ARBN 665 262 288

Australasian Cognitive Neuroscience Society Inc. Constitution

The Australasian Cognitive Neuroscience Society Inc. was incorporated as a non-profit association in New South Wales in April 2012. The following is the formal constitution, outlining the rules by which the Society must operate.

Constitution

(Version 2; 30 November 2022)

1. NAME

- 1.1 The name of the Society shall be the *Australasian Cognitive Neuroscience Society*, hereinafter referred to as '**the Society**' or '**ACNS**'.

2. DEFINITIONS

- 2.1 In this constitution, unless the contrary intention appears:

- (a) **AGM** means an annual general meeting;
- (b) **Code of Conduct** means the code of conduct of members of the Society published by the Committee from time to time;
- (c) **Committee** means the committee of the Society appointed pursuant to clause 12;
- (d) **Constitution** means this constitution;
- (e) **Ex officio Member** means a member of the Committee who is not elected (for example, a Subcommittee lead or Public Officer);
- (f) **Officer** has the meaning given in clause 12.3(c);
- (g) **Ordinary Committee Member** means a member of the Committee who is elected but not an Officer of the Society;
- (h) **Public Officer** means the person who is appointed as the Society's public officer pursuant to clause 12.8;
- (i) **Secretary** means:

- (i) the person holding office under this Constitution as Secretary of the Society;
or
- (ii) if no person holds that office, the Public Officer;
- (j) **Special General Meeting** means a general meeting of the Society other than an AGM;
- (k) **Special Resolution** has the meaning given in section 39 of the Act;
- (l) **Subcommittee** means any working group or subcommittee of the Society, as determined and set up by the Committee from time to time;
- (m) **the Act** means the Associations Incorporation Act 2009 (NSW);
- (n) **the Regulation** means the Associations Incorporation Regulation 2022 (NSW); and
- (o) **the Schedule** means 'Schedule 1' attached to this Constitution.

3. INTERPRETATION:

3.1 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (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) a reference to a law includes regulations and other instruments under it and amendments or replacements of any of them; and
- (d) the provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

4. OBJECTIVE

4.1 The primary objective of the Society shall be the advancement of cognitive neuroscience, defined broadly as the study of the relationship between the brain and behaviour, and which includes but is not limited to such disciplines as neuroscience, neuropsychology, experimental psychology, cognitive science, behavioural science, neurobiology, linguistics, computer science, and philosophy.

4.2 To promote the objects of the Society including the primary objective outlined in clause 4.1, the Society encourages and facilitates the exchange of knowledge, in teaching and research, by conducting meetings, workshops, and seminars, and by providing information about the brain and behaviour to the general public.

5. MEMBERSHIP

5.1 Membership Generally

- (a) A person is eligible to be a member of the Society if:
 - (i) the person is a natural person; and

- (ii) the person has an interest in cognitive neurosciences; and
 - (iii) the person has applied and been approved for membership of the Society in accordance with clause 5.1(c).
- (b) A person is taken to be a member of the Society if:
- (i) the person is a natural person, and
 - (ii) the person was:
 - A. in the case of an unincorporated body that is registered as the Society, a member of that unincorporated body immediately before the registration of the Society; or
 - B. in the case of an association that is amalgamated to form the Society, a member of that other association immediately before the amalgamation; or
 - C. in the case of a registrable corporation that is registered as an association, a member of the registrable corporation immediately before that entity was registered as an association.
- (c) A person is taken to be a member of the Society if the person was one of the individuals on whose behalf an application for registration of the Society under section 6(1)(a) of the Act was made.

5.2 **Application for Membership**

- (a) An application by a person for membership of the Society:
- (i) must be made through the application process on the Society's website as published by the Committee from time to time, and
 - (ii) may be made by such other process that the Committee so determines.
- (b) Upon payment by the applicant of the annual membership fee, payable under this Constitution by a member, as is in the Schedule, the Secretary must enter or cause to be entered the applicant's name in the register of members and on the name being so entered, the applicant becomes a member of the Society.
- (c) The Committee may determine to reject the application of an applicant as they reasonably see fit and must, as soon as reasonably practicable after the member has made an application under this clause 5.2
- (i) notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee rejected the application; and
 - (ii) In the event, the applicant has attended to pay the annual membership fee as required within clause 5.2(b) must, within the period of twenty eight (28) days after receipt of the payment, refund the payment to the applicant.

5.3 **Cessation of Membership**

- (a) A person ceases to be a member of the Society if the person:
 - (i) dies; or
 - (ii) resigns membership; or
 - (iii) is expelled from the Society; or
 - (iv) fails to pay the annual membership fee under clause 7.1

5.4 **Membership Entitlements not Transferrable**

- (a) A right, privilege or obligation which a person has by reason of being a member of the Society:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates on cessation of the person's membership.

5.5 **Resignation of Membership**

- (a) A member of the Society may resign from membership of the Society by first giving to the Secretary written notice of at least one (1) month (or any other period that the 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.
- (b) If a member of the Society ceases to be a member under clause 5.5(a), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (c) A member of the Society who ceases to be a member under clause 5.5(a) will not receive a refund for any annual membership fee the member has paid as required under this Constitution by a member.

6. **REGISTERS**

6.1 **Register of Members**

- (a) The Public Officer must establish and maintain a register of members of the Society (whether in written or electronic form) specifying at least the name and email address of each person who is a member of the Society.
- (b) The register of members shall be kept within New South Wales:
 - (i) at the main premises of the Society; or
 - (ii) if the Society has no premises, at the Society's official address.
- (c) The register of members must be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (d) A member of the Society may obtain a copy of any part of the register on payment of a fee of not more than one dollar (\$1) for each page copied.

- (e) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society; or
 - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (g) If the register of members is kept in electronic form:
 - (i) it must be convertible into hard copy; and
 - (ii) the requirements in clauses 6.1(b) and 6.1(c) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

6.2 Register of Committee Members

- (a) The Public Officer must establish and maintain a register of Committee members, specifying:
 - (i) each Committee member's name and email address;
 - (ii) the date on which the Committee member commences their term in office; and
 - (iii) the date on which the Committee member vacates office.
- (b) The register of Committee members must be kept within New South Wales:
 - (i) at the main premises of the Society; or
 - (ii) if the Society has no premises, at the Society's official address.
- (c) The register of Committee members must be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (d) Any changes to the composition and/or membership of the Committee must be recorded within the register no later than one (1) month after the date on which the change occurs.

7. FEES AND SUBSCRIPTIONS

7.1 A member of the Society must pay to the Society an annual membership fee, as is outlined in the Schedule, by the following time:

- (a) The date which is 12 months after the date on which the member became a Member pursuant to this Constitution, and in each succeeding 12 month period after that date.

8. MEMBERS' LIABILITIES

- 8.1 The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 7.

9. RESOLUTION OF DISPUTES

- 9.1 A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983* (NSW).
- 9.2 If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 9.3 The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

10. DISCIPLINING OF MEMBERS

- 10.1 A complaint may be made to the Committee by any person that a member of the Society:
- (a) has refused or neglected to comply with a provision or provisions of this Constitution;
 - (b) has refused or neglected to comply with a provision or provisions of the Society's Code of Conduct; or
 - (c) has wilfully acted in a manner prejudicial to the interests of the Society.
- 10.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 10.3 If the Committee decides to deal with the complaint, the Committee:
- (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 10.4 The Committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society 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 and the expulsion or suspension is warranted in the circumstances.
- 10.5 If the Committee expels or suspends a member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 11.

10.6 The expulsion or suspension does not take effect until such time that is stated within the Code of Conduct;

11. RIGHT OF APPEAL OF DISCIPLINED MEMBER

11.1 A member may appeal to the Society in general meeting against a resolution of the Committee under clause 10, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

11.2 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.

11.3 On receipt of a notice from a member under clause 11.1, the Secretary must notify the Committee, which is to convene a general meeting of the Society to be held within twenty eight (28) days after the date on which the Secretary received the notice.

11.4 At a general meeting of the Society convened under clause 11.3:

- (a) no business other than the question of the appeal is to be transacted; and
- (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing; or both, and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

11.5 The appeal is to be determined by a simple majority of votes cast by members of the Society.

12. THE COMMITTEE

12.1 Powers of the Committee

- (a) Subject to the Act, the Regulation, this Constitution, and any resolution passed by the Society in general meeting, the Committee:
 - (i) is to control and manage the affairs of the Society; and
 - (ii) may exercise all the functions that may be exercised by the Society, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Society; and
 - (iii) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society including drafting or altering the Code of Conduct; and
 - (iv) can delegate any tasks and responsibilities to the Subcommittees.

12.2 Responsibilities and Liabilities of the Committee

- (a) The Committee must ensure that the Society does not conduct its affairs to provide pecuniary gain for its members.
- (b) It is the duty of the Committee to keep minutes (whether in written or electronic form) of:

- (i) all appointments of Officers and Ordinary Committee Members; and
 - (ii) the names of members of the Committee present at a Committee meeting or a general meeting; and
 - (iii) all proceedings at Committee meetings and general meetings.
- (c) The Committee must ensure that the Society's name appears in legible characters on any letter, statement, invoice, notice, publication, order for goods or services, or receipt in connection with its activities.
- (d) Following the end of each financial year, the Committee must ensure that the following financial statements for that year are prepared to be submitted at the AGM of the Society:
- (i) an income and expenditure statement; and
 - (ii) a balance sheet that sets out the appropriately classified individual sources of income and individual expenses incurred in the operation of the Society and the assets and liabilities of the Society.
- (e) If a Committee member has a direct or indirect interest (whether that be of a commercial or financial nature) in a matter being considered at a Committee meeting, and the interest appears to raise a conflict with the proper performance of the Committee member's duties, that Committee member:
- (i) must disclose the nature of the interest; and
 - (ii) must not, unless the Committee otherwise determines, be present during any deliberation of the Committee with respect to the matter or take part in any decision of the Committee with respect to the matter.
- (f) Committee members are not personally liable wherever it can be shown that they were acting in good faith whilst carrying out their role, except in the event a Committee member has breached Section 31, 32, or 33 of the Act.

12.3 **Composition of the Committee**

- (a) The Committee is to consist of:
- (i) three (3) Officers of the Society; and
 - (ii) at least five (5) Ordinary Committee Members;

each of whom is to be elected at the annual general meeting of the Society under clause 12.5.

- (b) At least three (3) members of the Committee must ordinarily reside within Australia and at least three (3) members of the Committee must be aged eighteen (18) years or more.
- (c) The Officers of the Society will be the:
- (i) President;
 - (ii) Secretary; and

- (iii) Treasurer.
- (d) The Committee may also include:
 - (i) The President-Elect, the person who will serve as President in the following term.
 - (ii) The Past-President, the person who served as President in the previous term;
 - (iii) An Early Career Researcher, a person typically within 0-5 years post-PhD, excluding career disruptions;
 - (iv) A Student, a person who is enrolled in a university degree, typically a PhD; and
 - (v) Any other general Member.

The Committee must consist of at least one (1) representative from each Subcommittee.

- (e) If a representative from the Subcommittee, who form part of the Committee, are not elected Committee members pursuant to clause 12.3(a), that representative will be classified as an Ex Officio Member.
- (f) The Public Officer of the Society must form part of the Committee and will be classified as an Ex Officio Member.
- (g) The total number of Committee members must not exceed 16 persons.

12.4 **Membership of the Committee**

- (a) Subject to clause 12.4(b), each member of the Committee is to hold office for one (1) year, beginning from the conclusion of the AGM of their election and ending at the conclusion of the following AGM.
- (b) The Treasurer and the Secretary is to hold office for a term of two (2) years.
- (c) The office of President is to be filled by the President-Elect, and the retiring President shall become the Past-President.
- (d) All other members of the Committee shall be elected by ballot of the members of the Society and are eligible for re-election.
- (e) Within fourteen (14) days after vacating office, former Committee members must ensure that all documents in their possession that belong to the Society are delivered to the Public Officer for delivery to their successor.
- (f) There is no maximum number of consecutive terms for which a Committee member may hold office.

12.5 **Election of Committee Members**

- (a) The officers and additional members of the Committee shall be elected by ballot by the members of the Society, which is to be held at least fourteen (14) days preceding the date fixed for the holding of the AGM ('**Election Period**').

- (b) Members shall cast votes by whatever means the Committee may direct.
- (c) The Committee, at least fourteen (14) days before the start of the Election Period, must:
 - (i) give notice to all members of the Society of the election; and
 - (ii) call for nominations of candidates for election as officers and additional members of the Committee.
- (d) Nominations must be received, by whatever means the Committee directs, at least two (2) days before the start date of the Election Period.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (f) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and any further vacant positions remaining on the Committee are taken to be casual vacancies.
- (g) A person nominated as a candidate for election as an Officer or as an Ordinary Committee Member of the Society must be a member of the Society.

12.6 **Secretary**

- (a) The Secretary of the Society must, as soon as practicable after being appointed as Secretary, lodge notice with the Society of their address.

12.7 **Treasurer**

- (a) It is the duty of the Treasurer of the Society to ensure:
 - (i) that all money due to the Society is collected and received and that all payments authorised by the Society are made; and
 - (ii) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.

12.8 **Public Officer**

- (a) The Committee must appoint a member of the Society, who is aged eighteen (18) years or more and is ordinarily resident in New South Wales, to be the Public Officer.
- (b) The Public Officer is, by virtue of that role, an authorised signatory for the Society.
- (c) The Public Officer must notify NSW Fair Trading, or the relevant authority, in the approved form of:
 - (i) their appointment within twenty eight (28) days after taking office;
 - (ii) their full name and date of birth;
 - (iii) an address within New South Wales at which the person can generally be found, and at which documents can be served on the Society by post; and

- (iv) any change in the official address of the Society within twenty eight (28) days after the change occurs.
- (d) The Public Officer must lodge with NSW Fair Trading, or the relevant authority, a summary of the Society's financial affairs for the previous financial year in the approved form ('**Summary**'). The Summary must be lodged within one (1) month after the annual general meeting or within seven (7) months after the end of the previous financial year, whichever is earlier.
- (e) If for any reason the office of Public Officer becomes vacant, the former Public Officer must ensure that all documents in their possession that belong to the Society are delivered to a member of the Committee within fourteen (14) days after vacating office.
- (f) The Committee must fill any vacancy in the position of Public Officer within twenty eight (28) days after the vacancy arises, in accordance with clause 12.9.

12.9 **Casual Vacancies**

- (a) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (b) A casual vacancy in the office of a member of the Committee occurs if the member:
 - (i) Dies; or
 - (ii) ceases to be a member of the Society; or
 - (iii) is or becomes insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
 - (iv) resigns office by notice in writing given to the Secretary; or
 - (v) is removed from office under clause 12.10; or
 - (vi) becomes a mentally incapacitated person; or
 - (vii) is absent without the consent of the Committee from three (3) consecutive meetings of the Committee; or
 - (viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months; or
 - (ix) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).
- (c) If a casual vacancy exists for the office of Past-President, the Committee shall appoint a member of the Society to serve as an additional ordinary member on the Committee, as the Committee sees fit.

12.10 **Removal of Committee Members**

- (a) The Society, by resolution, can remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the Committee to whom a proposed resolution referred to in clause 12.10(a) relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the Secretary or the president may send a copy of the representations to each member of the Society 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.

12.11 **Committee Meetings and Quorum**

- (a) The Committee shall meet at least four (4) times in each period of twelve (12) months at the place and time that the Committee may determine.
- (b) Additional meetings of the Committee may be convened by any member of the Committee.
- (c) Notice of a meeting of the Committee must be given by the Secretary (or by such other person convening the meeting) in writing to each member of the Committee at least twenty four (24) hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under clause 12.11(c) 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 Committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Meetings of the Committee will be held at a place and time determined by the Committee and may make use of teleconference or other technology that gives each member a reasonable opportunity to participate.
- (f) To constitute a quorum for the transaction of the business of a meeting of the Committee, there must be:
 - (i) at least one (1) officer present; and
 - (ii) a minimum of four (4) members of the Committee present.
- (g) No business is to be transacted by the 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 until such other date as agreed by a show of hands or, failing agreement, as determined by the President.
- (h) 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.
- (i) At a meeting of the Committee, the President or, in the President's absence, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

12.12 **Appointment of Society Members as Committee Members to Constitute Quorum**

- (a) If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the Society as Committee members to enable the quorum to be constituted.
- (b) A member of the Committee so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- (c) This clause 12.12 does not apply to the filling of a casual vacancy to which clause 12.9 applies.

12.13 Use of Technology at Committee Meetings

- (a) A Committee meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- (b) A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

12.14 Delegation by Committee to Subcommittee

- (a) The Committee may, by instrument in writing, delegate to one or more Subcommittees (consisting of the member or members of the Society that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Committee by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a Subcommittee under this clause 12.14 may, while the delegation remains unrevoked, be exercised from time to time by the Subcommittee in accordance with the terms of the delegation.
- (c) A delegation under this clause 12.14 may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (d) Despite any delegation under this clause 12.14, the Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a Subcommittee acting in the exercise of a delegation under this clause 12.14 has the same force and effect as it would have if it had been done or suffered by the Committee.
- (f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause 12.14.
- (g) A Subcommittee may meet and adjourn as it thinks proper.

12.15 Voting and Decisions

- (a) Questions arising at a meeting of the Committee or of any Subcommittee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Subcommittee present at the meeting.
- (b) Each member present at a meeting of the Committee or of any Subcommittee appointed by the 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.
- (c) Subject to clause 12.11(f), the Committee may act despite any vacancy on the Committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Subcommittee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Subcommittee.

13. GENERAL MEETINGS

13.1 Annual General Meetings – holding of, calling of, and business at

- (a) The Society must hold its annual general meetings:
 - (i) within 6 months after the close of the Society's financial year; or
 - (ii) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.
- (b) Subject to the Act and to clause 1.1(a), the AGM of the Society shall be convened on such a date, time and place as the Committee thinks fit.
- (c) The AGM may be held at two (2) or more venues using teleconference or other technology that gives members a reasonable opportunity to participate.
- (d) In addition to any other business which may be transacted at an AGM, the business of an AGM is to include the following:
 - (i) to confirm the minutes of the last AGM and of any special general meeting held since that AGM;
 - (ii) to receive a report from the Committee on the activities of the Society during the previous financial year;
 - (iii) to ratify the outcome of elections of Officers of the Society and Ordinary Committee Members, conducted by way of electronic ballot; and
 - (iv) to receive and consider financial statements of the Society.
- (e) An AGM must be specified as that type of meeting in the notice convening it.

13.2 Special General Meetings – calling of

- (a) The Committee may, whenever it thinks fit, convene a special general meeting of the Society.

- (b) The Committee must, on the requisition of at least five percent (5%) of the total number of members, convene a special general meeting of the Society.
- (c) A requisition of members for a special general meeting:
 - (i) must be in writing; and
 - (ii) must state the purpose or purposes of the meeting; and
 - (iii) must be signed by the members making the requisition; and
 - (iv) must be lodged with the secretary; and
 - (v) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the committee fails to convene a special general meeting to be held within one (1) month after the date on which a 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 three (3) months after that date.
- (e) A special general meeting convened by a member or members as referred to in clause 13.2(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (f) For the purposes of subclause 13.2(c):
 - (i) a requisition may be in electronic form; and
 - (ii) a signature may be transmitted, and a requisition may be lodged, by electronic means.
- (g) Special general meetings may be held at two (2) or more venues using teleconference or other technology that gives members a reasonable opportunity to participate.

13.3 **Notice of Meetings**

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Society, the Committee must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Society, the Committee must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 13.3(a), the intention to propose the resolution as a Special Resolution.
- (c) 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 13.1(d).

- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Committee who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

13.4 **Quorum for General Meetings**

- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) Ten (10) members present (either online or in person, but being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting is to stand adjourned to the same day in the following week at the same time and at the same place (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).
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three (3)) are to constitute a quorum.

13.5 **Presiding Member**

- (a) The President or, in the President's absence, the President-Elect or Past-President will be Chairperson. In the event of those persons all being unavailable, one of the Officers of the Committee as elected by the members present, is to preside as Chairperson at each general meeting of the Society.

13.6 **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 fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Society 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 clauses 13.6(a) and 13.6(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.

13.7 **Making of Decisions**

- (a) A question arising at a general meeting of the Society is to be determined by:
 - (i) a show of hands or, if the meeting is one to which clause 13.12 applies, any appropriate corresponding method that the Committee may determine; or

- (ii) if on the motion of the chairperson, by a written ballot.
- (b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) clause 13.7(b) applies to a method determined by the Committee under clause 13.7(a)(i) in the same way as it applies to a show of hands.
- (d) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

13.8 **Special Resolutions**

- (a) A Special Resolution may only be passed by the Society in accordance with section 39 of the Act.

13.9 **Voting**

- (a) On any question arising at a general meeting of the Society a member has one vote only.
- (b) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid.
- (d) A member is not entitled to vote at any general meeting of the Society if the member is under eighteen (18) years of age.

13.10 **Proxy Votes**

- (a) A member is entitled to appoint another member of the Society as proxy to vote on their behalf at General Meetings of the Society, by providing written notice to the Secretary no later than twenty four (24) hours before the time of the AGM.
- (b) Subject to clause 13.10(c), no member may hold more than five (5) proxy votes.
- (c) The Secretary may hold an unlimited number of proxy votes.
- (d) Members may give notice appointing the Secretary as proxy and indicating their vote for or against the Special Resolution by providing written notice to the Secretary no later than twenty four (24) hours before the time of the AGM.

13.11 **Electronic Ballots**

- (a) The Society may hold electronic ballots to determine any issue or proposal (other than an appeal under 11). An electronic ballot is to be conducted in accordance with Schedule 2 to the Regulation.
- (b) For the avoidance of doubt, the Society will not hold postal ballots to determine any issue or proposal.

13.12 **Use of Technology at General Meetings**

- (a) A general meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Society's members a reasonable opportunity to participate.
- (b) A member of the Society who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

14. **INSURANCE**

14.1 The Society may effect and maintain insurance as the Committee thinks fit.

15. **FUNDS**

15.1 **Source of Funds**

- (a) The funds of the Society are to be derived from membership fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, any other sources that the Committee determines.
- (b) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's accounts (bank and/or PayPal).
- (c) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

15.2 **Management of Funds**

- (a) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used solely in pursuance of the objects of the Society in the manner that the Committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or electronically authorised by any two (2) members of the Committee.

16. **SOCIETY IS NOT FOR PROFIT**

16.1 Subject to the Act and the Regulation, the Society must apply its funds and assets solely in pursuance of the objects of the Society and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

16.2 No portion shall be distributed directly or indirectly to the members of the Society except in the following circumstances:

- (a) as bona fide compensation for services rendered by that member;
- (b) as part of an award or cash prize; or
- (c) as expenses incurred by that member on behalf of the Society.

17. **DISTRIBUTION OF PROFIT ON WINDING UP OF THE SOCIETY**

17.1 Subject to the Act and the Regulation, in the event of the Society being wound up or dissolved, any surplus amount that remains after such dissolution and the satisfaction of all debts and liabilities is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

17.2 In this clause 17, a reference to the surplus property of the Society is a reference to that property of the Society remaining after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of the winding up of the Society.

18. **CHANGE OF NAME, OBJECTS AND CONSTITUTION**

18.1 An application for registration of a change in the Society's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee Member.

19. **BOOKS, RECORDS AND OTHER DOCUMENTS**

19.1 **Custody**

(a) Except as otherwise provided by this Constitution, all records, books and other documents relating to the Society must be kept in New South Wales, by the Public Officer.

(b) All records, books and other documents relating to the Society must be kept:

(i) in electronic form;

(ii) in English; and

(iii) for a minimum period of seven (7) years from the date that each specific record, book or document was created.

19.2 **Inspection**

(a) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:

(i) records, books and other financial documents of the Society;

(ii) this Constitution; and

(iii) minutes of all Committee meetings and general meetings of the Society.

(b) A member of the Society may obtain a copy of any of the documents referred to in clause 19.2(a) on payment of a fee of not more than one dollar (\$1) for each page copied.

(c) Despite clauses 19.2(a) and 19.2(b), the Committee may refuse to permit a member of the Society to inspect or obtain a copy of records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.

20. **NOTICES**

20.1 For the purpose of this Constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally; or
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by email or facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

20.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by email or facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

21. **FINANCIAL YEAR**

21.1 For the purposes of this Constitution, the financial year of the Society is

- (a) the period of time commencing on the date of incorporation of the Society and ending on the following 30 June; and
- (b) each period of twelve (12) months after the expiration of the previous financial year of the Society, commencing on 1 July and ending on the following 30 June.

22. **ALTERATION OF CONSTITUTION**

22.1 This Constitution shall not be altered except by Special Resolution.

23. **SEVERANCE**

23.1 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

‘SCHEDULE 1’

Membership Fees and Membership year

Annual membership fees shall be:

- **AUD \$50.00 for persons who are not students**
- **AUD \$20.00 for persons who are students**

- A member’s membership shall last for a period of 12 months, commencing on the date on which that member’s annual membership fee has been paid.
- A member’s membership is to be renewed every 12 months’ from the date that the member last paid the annual membership fee.
- If a member has not paid its annual membership fee, the Committee may in its absolute discretion agree to extend a Member’s period of membership.
- Any Memberships paid or given (as part of Australian Brain and Psychological Sciences Conference registration) between the 2021 AGM and 30 July 2022 shall end on 31 October 2023.