



# Rules of the Rationalist Society of Australia Inc.

## **PART 1—PRELIMINARY**

### 1 Name

The name of the incorporated association is "Rationalist Society of Australia Inc."

### 2 Purposes

1. To propound and advance Rationalism, that is, adherence to the principle that all significant beliefs and actions should be based on reason and evidence, that the natural world is the only world there is and that answers to the key questions of human existence are to be found only in that natural world.
2. To stimulate freedom of thought.
3. To promote inquiry into religious and other superstitious beliefs and practices.
4. To encourage interest in science, criticism, history and philosophy, as connected factors in a progressive human culture, independent of theological creeds and dogmas.
5. To promote the fullest possible use of science for human welfare.
6. To promote a secular and ethical system of education.
7. To print or publish original material, including electronically recorded material, relevant to the objectives of Rationalism; or re-issue any periodical or standard or notable books on matters relevant to the objectives of Rationalism and to support the printing, publication or re-issuing of the same by any other person.
8. To aid the progress of Rationalism by means of publications or literature, public lectures, or other such means and activities which may be determined from time to time.
9. To take such actions as may be desirable or incidental to the attainment of the above objects including affiliation with, or subscription to, any organisation having similar objects.

### 3 Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

### 4 Definitions

In these Rules—

**absolute majority**, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

**ACNC Act** means the *Australian Charities and Not for profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or a national education body or otherwise for the not for profit sector, as modified or amended from time to time and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not for profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Association;

**affiliated members** means members referred to in rule 13(1);

**Applicable Not-For-Profit Laws** means any law relating to the regulation of charities or not for profit entities applicable to the Association, including the ACNC Act, the Charities Act, the Charitable Fundraising Act, the Tax Act, the Act and any ruling, determination, decision, statement or requirement of any commissioner or body under any such law, having application to the Association;**Association** means Rationalist Society of Australia Inc. (ABN 41 853 904 693);

**Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 45;

**Charitable Fundraising Act** means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Company, which may, relevantly, include the *Fundraising Act 1998* (Vic);

**Charities Act** means the *Charities Act 2013* (Cth);

**Committee** means the Committee having management of the business of the Association;

**committee meeting** means a meeting of the Committee held in accordance with these Rules;

**committee member** means a member of the Committee elected or appointed under Division 3 of Part 5;

**Deductible Contribution** means a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the Tax Act in relation to an eligible fundraising event.

**disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 22(3);

**disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 21;

**disciplinary subcommittee** means the subcommittee appointed under rule 19;

**financial year** means the 12 month period specified in rule 3;

**general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**member** means a member of the Association;

**member entitled to vote** means a member who under rule 13(2) is entitled to vote at a general meeting;

**Research Committee** means the committee established in accordance with clause 72;

**Research Fund** means the fund established in accordance with clause 71;

**Research Fund Purpose** means the purpose of the Research Fund set out in clause 71(1)(a);

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**Tax Act** means the *Income Tax Assessment Act 1997* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia having application to the Company;

**the Act** means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Associations.

## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks

fit;

- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation and receipts

- (1) The property and income of the Association shall be applied solely towards the promotion of the purposes of the Association and the Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) genuine compensation for services provided to, or reasonable expenses incurred on behalf of the Association;
  - (b) reimbursement for expenses properly incurred by the member on behalf of the Association; or
  - (c) other such payments, distributions or transfers as may be permitted by the Applicable Not-For-Profit Laws—if this is done in good faith on terms no more favourable than if the member was not a member.

## PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

### Division 1—Membership

#### 7 Minimum number of members

The Association must have at least 5 members.

#### 8 Who is eligible to be a member

Any person who supports the purposes of the Association is eligible for membership.

#### 9 Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person—
  - (a) wishes to become a member of the Association; and
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these Rules.
- (2) The application—
  - (a) must be signed by the applicant; and
  - (b) must be accompanied by the annual membership fee.

#### 10 Consideration of application

- (1) Subject to rejection by resolution of the Committee within a calendar month of applying, a person becomes a member of the Association and, subject to rule 12(2), is entitled to exercise his or her rights of membership from the date the person pays the membership fee.
- (2) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (3) No reason need be given for the rejection of an application.
- (4) As soon as practicable after a person pays the membership fee, the Secretary must enter the name and address of the new member, and the date of becoming a member, in the register of members.

#### 11 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.

- (2) The Association may determine that a different annual subscription is payable by other classes of members.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## 12 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 77; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) the member is a member other than an associate member; and
  - (b) more than 10 business days have passed since he or she became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.

## 13 Affiliated members

- (1) Affiliated members of the Association include—
  - (a) any other category of member as determined by special resolution at a general meeting. See Schedule 1 “Affiliated Members of the RSA”.
- (2) Affiliated members have rights as determined by the Committee or by resolution at a general meeting.

## 14 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

## 15 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

## 16 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.
- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than 12 months in arrears;  
or
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## 17 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) if the member is an affiliated member, a note to that effect;
    - (v) any other information determined by the Committee; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

## Division 2—Disciplinary action

### 18 Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

### 19 Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking

disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

- (2) The members of the disciplinary subcommittee—
  - (a) may be Committee members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

## 20 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 21 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or



- (ii) suspend the membership rights of the member for a specified period; or
  - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## 22 Appeal rights

- (2) A person whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (3) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (4) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (5) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
- (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## 23 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
- (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## Division 3—Grievance procedure

### 24 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### 25 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### 26 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or

- (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

27 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

28 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

### 29 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### 30 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

### 31 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and

- (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
- (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### 32 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of the Association—
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
- (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 33(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

### 33 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal

meeting.

- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 32 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

#### 34 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### 35 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 34) of the lesser of 10% of the members entitled to vote, or 40 members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved;

- (b) in any other case—
  - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### 36 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

### 37 Voting at general meeting

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted

under rule 23.

### 38 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

### 39 Determining whether resolution carried

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### 40 Minutes of general meeting

(1) The Committee must ensure that minutes are taken and kept of each general meeting.

(2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

(3) In addition, the minutes of each annual general meeting must include—

- (a) the names of the members attending the meeting; and
- (b) proxy forms given to the Chairperson of the meeting under rule 33(6); and
- (c) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and



- (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## PART 5—COMMITTEE

### Division 1—Powers of Committee

#### 41 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate;
  - (c) co-opt up to two other persons with relevant expertise to be members of subcommittees.

#### 42 Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

### Division 2—Composition and Duties

#### 43 Composition of Committee

- (1) The Committee comprises at least five and not more than seven members and consists of the offices of—
  - (a) President; and
  - (b) Vice-President; and
  - (c) Secretary; and
  - (d) Treasurer; and

(e) Ordinary members elected under rule 51.

(2) The Committee may co-opt up to two additional members to the Committee until the next annual general meeting.

#### 44 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### 45 President and Vice-President

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

## 46 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 17; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 69(3), all books, documents and securities of the Association in accordance with rules 71 and 77; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

## 47 Treasurer

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and

- (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

## Division 3—Election and Tenure

### 48 Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

### 49 Positions to be declared vacant

- (1) This rule applies to—
- (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 50 to 53.

### 50 Nominations

- (1) Prior to the election of the Committee, the Secretary must call for nominations for the Committee.
- (2) An eligible member of the Association may be nominated and seconded for election to the Committee, with the consent of the nominee.
- (3) Nominations must be on the official form (Schedule 2) and be submitted to the Secretary at least 21 days before an Annual General Meeting.

### 51 Election of the Committee

- (1) A single election may be held to fill all the positions on the Committee.
- (2) If the number of members nominated for the Committee is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the Committee.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 52.

## 52 Ballot

- (1) If a ballot is required for the election to the Committee, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for election to the Committee.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a list of nominees to—
  - (a) each member present in person; and
  - (b) each proxy appointed by a member.
- (6) If the ballot is for a single position, the voter must indicate on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must indicate on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not indicate the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been indicated counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

## 53 Election of President etc.

- (1) The Committee must, at the first committee meeting following the annual

general meeting, elect persons to the following offices—

- (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) No committee member is eligible to become President, Vice President, Secretary or Treasurer unless they have been a financial member of the Association for at least one year and a day.

#### 54 Term of office

- (1) Subject to subrule (3) and rule 55, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

#### 55 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 66; or
  - (c) otherwise ceases to be a committee member by operation of section 80 of the Act.

## 56 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - (a) has become vacant under rule 55; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

## Division 4—Committee Meetings

## 57 Meetings of Committee

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

## 58 Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

## 59 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each committee member by the quickest means practicable.



- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### 60 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

#### 61 Use of technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### 62 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 61) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

#### 63 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

#### 64 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

#### 65 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 64.

#### 66 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## PART 6—FINANCIAL MATTERS

### 67 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### 68 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### 69 Financial records

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

### 70 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

- (2) Without limiting subrule (1), those requirements include—
- (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## PART 7—RESEARCH FUND AND RESEARCH COMMITTEE

### 71 Establishment of the Research Fund

- (1) The Association must maintain and operate a fund in accordance with the requirements of section 30-130 of the Tax Act (**Research Fund**):
  - (a) to which gifts and Deductible Contributions can be made for the exclusive purpose of scientific research in the field of natural or applied science which is or may prove to be of value to Australia and which is consistent with the purposes of the Association at clause 2 (**Research Fund Purpose**);
  - (b) to identify and record gifts and Deductible Contributions;
  - (c) to identify and record any money received by the Association because of those gifts and Deductible Contributions; and
  - (d) that does not identify and record any other money or property.
- (2) The Association must maintain a separate bank account for the Research Fund in respect of which it will arrange independent annual audits and use the account exclusively for the Research Fund.
- (3) Members of the public will be invited to make gifts of money or property to the Research Fund.

### 72 Establishment of Research Committee

- (1) The Association must establish and maintain a research committee consisting of at least five people, the majority of whom are appropriately qualified in undertaking or reviewing research in the field to be pursued in accordance with the Research Fund Purpose (**Research Committee**).
- (2) The Committee Members have power to appoint each person to the Research Committee but each appointment must be approved by an approving authority for the purposes of the definition of "an approved research institute" in section 73A(6) of the *Income Tax Assessment Act 1936* (Cth) (**Approving Authority**). Any person who is nominated to be appointed to the Research Committee must:
  - (a) be nominated based on their proven ability to direct a research program evidenced by their academic qualifications and professional appointments;
  - (b) have consent from all other Research Committee members; and
  - (c) give their consent to join the Research Committee.
- (3) Any changes to the Research Committee must be approved by the Approving Authority.

- (4) The Committee Members may remove a member of the Research Committee at any time, subject to approval by the Approving Authority.

### 73 Powers and duties of the Research Committee

- (1) The Research Committee is responsible for:
  - (a) determining what activities will be funded from the Research Fund and carrying out or maintaining control over the conduct of any research activities and to this end, ensure that the research undertaken is scientific in nature and is or may prove to be of value to Australia;
  - (b) confirming the scope and purpose of the research activities to be conducted are consistent with the Research Fund Purpose and purposes of the Association; and
  - (c) to administer the disbursement of funds from the Research Fund.

### 74 Personal interest of committee members

- (1) A member of the Research Committee that has a personal interest in a matter being decided by the Research Committee must declare the nature of their interest in the matter being decided.
- (2) The Research Committee must decide by majority what remedial action is to be taken in respect of such interest, including whether the interested member may:
  - (a) vote on the matter;
  - (b) be involved in discussion of the matter; and
  - (c) be present for discussions of the matter.

### 75 Observers at meetings of Research Committee

- (1) The Committee may appoint one or more observers to attend a meeting of the Research Committee.
- (2) Such person or persons may speak but not vote at the meeting.

### 76 Publication of results

- (1) The Research Committee must make available the results of its research funded from the Research Fund for wide publication and any patent licensing will be available on equal terms to all interested parties.

### 77 Winding up of Research Fund or revocation of endorsement as a deductible gift recipient

- (1) If upon the winding-up or dissolution of the Research Fund, or if its endorsement as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities any money, funds or property in the Research Fund, such money, funds or property will, as required by section 30-125 of the Tax Act, be given or transferred to one or more funds, authorities or institutions gifts to which are deductible under Division 30 of the Income Tax Assessment Act 1997 (Cth) and

which, by their constitution (as the case may be), are:

- (a) required to pursue purposes similar to, or inclusive of, the Research Fund Purpose;
- (b) required to apply any income in promoting those purposes, and
- (c) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under these Rules. not be paid to or distributed among its Members,

such fund, authority or institution to be determined by the Committee Members and, in default, by application to the Supreme Court of Victoria for determination.

## PART 8—GENERAL MATTERS

### 78 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

### 79 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

### 80 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to the Association or the Committee may be given—
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or



- (d) if the Committee determines that it is appropriate in the circumstances—
  - (i) by email to the email address of the Association or the Secretary;  
or
  - (ii) by facsimile transmission to the facsimile number of the Association.

#### 81 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

#### 82 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any

members or former members of the Association.

- (3) Subject to clause 77, the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution and, in default, by application to the Supreme Court of Victoria for determination.

### 83 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

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## Schedule 1

### Affiliated Members of the Rationalist Society of Australia Inc.

#### 1. Life Members

Life Membership may be conferred upon Members who have made a distinguished contribution to the Rationalist Society of Australia over a sustained period of time.

- Nomination for Life Membership is made the Committee and approved by Members in general meeting
- Life Members continue to enjoy for free all the rights and privileges of ordinary Members for the rest of their lives
- Life Members may vote at general meetings of Members.

#### 2. Honorary Members

Honorary Members are persons who may make a significant contribution to the Rationalist Society of Australia through their specialist expertise or their special standing in the community.

- Honorary Members may be appointed by the Committee.
- Honorary Members receive the benefits of free membership of the Society, until their membership is revoked by the Committee.
- Honorary Members may not vote at general meetings of Members.

#### 3. Associates

Associate Members are persons who have associated with the Rationalist Society of Australia through subscribing to the Society's online publications or by attendance at events organised by the Society.

- Associate Members receive electronic communications from the RSA but not the journal.
- Associate Members are not considered ordinary Members of the Society.
- Associate Members may not vote at general meetings of Members.

**Schedule 2**

Rationalist Society of Australia Inc. Committee of Management

Nomination form

To be valid, this form must be received by the Secretary not less than 21 days before the Annual General Meeting.

Forms can be scanned and emailed to the Secretary ([secretary@rationalist.com.au](mailto:secretary@rationalist.com.au)) or posted to Secretary RSA, Post Office Box 1312, Hawksburn, Victoria 3142.

I, \_\_\_\_\_  
of (address) \_\_\_\_\_  
(email) \_\_\_\_\_

Being a financial member of the Rationalist Society of Australia Inc, accept nomination to be elected as a member of the Committee of Management of the RSA until the next AGM.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

Nominated by:

Nominated by:

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date