



**SOUTH PACIFIC UNDERWATER MEDICINE SOCIETY
INCORPORATED**

REGISTERED NUMBER A0020660B

INCORPORATED ON 10th OF APRIL 1990 (ASSOCIATIONS INCORPORATION ACT 1981, VICTORIA)

STATEMENT OF PURPOSES AND RULES

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Second Revision, December 1996

Third Revision, December 1999

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Sixth Revision, February 2008

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ASSOCIATIONS INCORPORATION REFORM ACT 2012
VICTORIA

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is the "**SOUTH PACIFIC UNDERWATER MEDICINE SOCIETY INCORPORATED**".

2 Purposes of the South Pacific Underwater Medicine Society Inc. ("the Association")

The purposes of the Association are:

1. To take over and carry on the unincorporated association heretofore known as "South Pacific Underwater Medicine Society" and the property and rights of that Association at the date of incorporation.
2. To promote and facilitate the study of all aspects of underwater and hyperbaric medicine.
3. To provide information on underwater and hyperbaric medicine.
4. To promote communication between members of the Association and to publish a journal for the Association.
5. To convene members of the Association annually at a scientific conference and to hold meetings and other functions or activities to inform, and to develop fellowship and friendship amongst members of the Association.
6. To undertake and do anything which an incorporated association is authorized to do under the Associations Incorporation Act 1981 or any later equivalent enactment.

Solely for the purpose of furthering the purposes set out above, the Association shall have power:

- (a) To subscribe to, become a member of and cooperate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit or restrict the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of these Rules;
- (b) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association, provided that in the case the Association shall take or hold any property which may be subject to the trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (c) To enter into any arrangements with any Federal, State or local government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (d) To appoint, employ, remove or suspend such managers, clerks, secretaries, employees, agents and other persons as may be necessary or convenient for the purposes of the Association;
- (e) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interest, and to contribute to, subsidize or otherwise assist and to take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (f) To invest, deposit or in any way deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;

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- (g) To take, or otherwise acquire, and hold shares, debentures or other securities of any company of body corporate;
- (h) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts, or obligations by any person or body corporate and other to assist any person or body corporate;
- (i) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes, secured or unsecured, debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (k) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (l) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property or whatsoever kind sold by the Association or any money due to the Association from the purchasers and others;
- (m) To accept any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but always subject to the proviso in paragraph (b);
- (n) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the nature of donations, annual subscriptions or otherwise;
- (o) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (p) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit or restrict the distribution of its or their income and property among its or their members to an extent that is at least as great as that imposed on the Association under or by virtue of these Rules;
- (q) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (r) To transfer all or part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (s) To make donations for patriotic, charitable or community purposes;
- (t) To do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.

3 Financial year

The financial year of the Association is each period of 12 months ending on 31 December

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);
- associate member* means a member referred to in Rule 14(1);
- Chairperson*, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 47
- 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;
- disciplinary appeal meeting* means a meeting of the members of the Association convened under Rule 23(3);
- disciplinary meeting* means a meeting of the Committee convened for the purposes of Rule 22;
- disciplinary subcommittee* means the subcommittee appointed under Rule 20;
- 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;
- 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;
- the Act* means the **Associations Incorporation Reform Act 2012** 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 Sub rule (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

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub rule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Association must have at least 5 members.

8 The following shall be members of the Association:

(a) Full Members:

Any medical practitioner who is legally qualified in the country of their nationality or the country of their permanent domicile whose membership has been accepted in accordance with the procedure set out in these Rules and any other person who has been accepted as a full member of the Association at an Annual General Meeting PROVIDED THAT legally qualified medical practitioners shall at all times constitute no less than 60% of the number of members. Members qualifying pursuant to this Clause shall be called “Full Members”.

(b) Life Members:

Life membership may be conferred upon any full member who has rendered outstanding service to the Association over a period of not less than 10 years whether continuous or intermittent. Nominations shall be by the Committee and confirmed by a two-thirds majority of members voting at a duly convened Annual General Meeting. The number of Life Members shall at no time exceed eight nor shall more than one such member be elected in one financial year.

(c) Associate Members:

Any person who is not a legally qualified medical practitioner who has applied for membership and been accepted as an associate member of the Association in accordance with the procedure set out in these Rules.

(d) Educational Institution Members

Any educational institution may apply for membership of the Association and it may appoint a delegate to attend meetings of the Association.

(e) Retired Members:

Any Full Member who has been a member of SPUMS for at least 10 continuous years and who has retired from all paid medical employment can request transfer to the Retired Membership category. Retired Members will retain their voting rights at the Annual General Meeting but will not be eligible for any reduction in registration fees for the Annual Scientific Meeting.

(g) Student Member:

Any person who is not a legally qualified medical practitioner and who is undergoing training to become a medical practitioner will be eligible to join as a Student Member. The Student Member does not hold voting rights at the Annual General Meeting and is not eligible for any reduction in registration fees for the Annual Scientific Meeting. Once the student has qualified as a medical practitioner they will automatically transfer to the Full Members category.

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) in the case of Full Members, must be accompanied by evidence that the applicant has a medical degree
- (b) must include appropriate documentation and proof of course completion, if the applicant wishes to be included on the Diving Doctors List,
- (c) must be accompanied by the joining fee.
- (d) may be submitted by electronic means with appropriate documentation

Note

The joining fee is the fee (if any) determined by the Association under Rule 12(3).

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10 Consideration of application

- (1) An application for membership shall be provisionally accepted if it fulfils the requirements of Rule 9, pending review by the Secretary. As soon as practicable after an application for membership is received, the Secretary must decide whether to accept or reject the application. If the Secretary is unable to accept the application, it shall be forwarded to the Committee to decide whether to accept or reject the application.
- (2) The Secretary (or delegate) must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Secretary or the Committee—
 - (a) the resolution to accept the membership must be recorded in the Minutes of the next Committee Meeting; and
 - (b) the Secretary or delegate must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the Register of Members.
- (2) A person becomes a member of the Association and, subject to Rule 13(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee.

12 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 lower annual subscription is payable by Associate, Student and Retired members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a fixed amount determined from time to time by the Association.
- (4) 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.

13 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 76; 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, Student or Educational Institution member; and
 - (b) more than 10 business days have passed since they became a member of the Association; and
 - (c) the member's membership rights are not suspended for any reason.

14 Associate members

- (1) Associate members of the Association include—
 - (a) Any person who is not a legally qualified medical practitioner who has applied for membership and been accepted as a member of the Association in accordance with the procedure set out in these Rules
 - (b) An Associate member must not vote but may have other rights as determined by the Committee or by resolution at a General Meeting.

15 Rights not transferable

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

16 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If any member's subscription is in arrears or other monies are owing to the Association for a period of greater than six months, the Committee may direct that the member's name be removed from the register of members and such person shall then cease to be a member PROVIDED THAT the Committee may at any time at its discretion restore membership upon payment of all monies due to the Association.
- (3) If a person ceases to be a member of the Association, the Secretary (or delegate) must, as soon as practicable, enter the date the person ceased to be a member in the Register of Members.

17 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 75(3) sets out how notice may be given to the Association. It includes by post or by handing the notice to a member of the Committee.

- (2) A member is taken to have resigned if the member's annual subscription is more than 6 months in arrears

18 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) the category of membership;
 - (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.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the Register of Members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19 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.

20 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.

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- (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.

21 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 they 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 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

22 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 Sub rule (1), the Disciplinary Subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to Sub rule (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.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under Rule 22 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) 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.
- (3) If a person has given notice under Sub rule (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.
- (4) 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 (this can be held virtually) 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.

24 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 Sub rule (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

25 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.

26 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.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 26, 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.

28 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.

29 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

30 Annual General Meetings

- (1) The Committee must convene an Annual General Meeting of the Association to be held within 10 months after the end of each financial year.
- (2) The Committee may determine the date, time and place (including a virtual meeting) 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.

31 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 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 33 and the majority of members at the meeting agree.

32 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 Sub rule (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 Sub rule (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 Sub rule (3).

33 Notice of General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under Rule 32(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.

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- (2) The notice must—
 - (a) specify the date, time and place (including virtually) 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 35(5).
- (3) This rule does not apply to a Disciplinary Appeal Meeting.

Note

Rule 23(4) sets out the requirements for notice of a Disciplinary Appeal Meeting.

34 Order of business at General Meetings

The order of business at General Meetings of the Association shall normally be:

- (a) At Annual General Meetings:
 - (i) Apologies
 - (ii) Submission of proxy forms in accordance with Rule 35
 - (iii) Reading and confirmation of Minutes from previous Annual General Meeting or any Special General Meeting;
 - (iv) Matters arising from Minutes;
 - (v) Annual reports;
 - (vi) Committee performance indicator reports;
 - (vii) Annual financial statement, audit and certificate signed by two Committee members;
 - (viii) Fix the subscription for the coming year;
 - (ix) Announcement of the newly elected Committee and the holding of any ballots necessary under Rule 55;
 - (x) Appointment of Auditor;
 - (xi) Acceptance of new members;
 - (xii) Any business of which notice has been given.
- (b) At Special General Meetings:

In accordance with the notice convening the meeting.

35 Proxies

- (1) A member may appoint another member as their proxy to vote and speak on their 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 their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use the approved form or 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 33 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.

36 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 Sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) A General Meeting may be held entirely electronically at the discretion of the Committee.

37 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 36) of 20 members
- (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 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this Sub rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Rule 32.

- (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 Sub rule (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.

38 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, or electronically as per 36(3).
- (2) Without limiting Sub rule (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.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an Annual General Meeting.

- (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 33.

39 Voting at a General Meeting

- (1) On any question arising at a General Meeting—
 - (a) subject to Sub rule (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 24.

40 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.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

41 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.

42 Minutes of General Meeting

- (1) The Committee must ensure that Minutes are taken and kept of each General Meeting. The Secretary, (or in their absence, a delegate) shall be responsible for recording the Minutes.
- (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 35(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(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

43 Role and powers

- (1) The business of the Association must be managed by or under the direction of an Executive Committee, (hereafter known as “The 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.

44 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 of Committee and duties of members

45 Composition of Committee

The Committee consists of—

- (a) a President; and
- (b) a Secretary; and
- (c) a Treasurer; and
- (d) five Ordinary Members elected under rule 53; and
- (e) an Immediate Past President
- (f) an Education Officer; and
- (g) a Webmaster; and
- (h) the Editor of the *Diving and Hyperbaric Medicine* Journal; and
- (i) the Chairperson of the Australian and New Zealand Hyperbaric Medicine Group
- (j) a President-elect (for maximum of one year only), in the year preceding a General Election of the Committee, in accordance with Rule 53(5).

The Education Officer, the Webmaster, the Editor and the Chairperson of the Australian and New Zealand Hyperbaric Medicine Group shall be appointed to their positions; the first three by the Committee, the last by the Australian and New Zealand Hyperbaric Medicine Group. The role of the Australian and New Zealand Hyperbaric Medicine Group is defined in SPUMS Policies and Procedures and subject to modification from time to time by SPUMS Executive Committee. The Immediate Past President shall occupy their position until the current President ceases their tenure, or their membership ceases in accordance with Rules 16 and 17.

46 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.

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- (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.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated 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.

47 President

- (1) Subject to Sub rule (2), the President shall be the Chairperson for any General Meetings and for any Committee Meetings.
- (2) If the President is absent, or is unable to preside, the Chairperson of the meeting must be—
- (a) in the case of a General Meeting—a Committee 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.

48 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.

Example

Under the Act, the Secretary of an incorporated association is responsible for lodging documents of the Association with the Registrar.

- (2) The Secretary must—
- (a) maintain the Register of Members in accordance with Rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 71(3), all books, documents and securities of the Association in accordance with Rules 73 and 76; 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) forward notice of all Committee Meetings, Annual General Meetings and Special Meetings conducted in accordance with Rules 30 and 31, to members of the Association
 - (e) record and maintain Minutes of all Committee Meetings, Annual General Meetings and Special Meetings conducted in accordance with Rules 30, 31 and 60, and
 - (f) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

49 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 of Committee members and tenure of office

50 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.

51 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 52 to 55.

52 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
 - (a) nominate themselves; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

53 Election of President-elect, Secretary, Treasurer etc.

- (1) A General Election must be held every three years at the Annual General Meeting, for each of the following positions when their terms of office expire.
 - (a) President via President-elect [held one year before (b), (c), and (d)] in accordance with Rule 53(5);
 - (b) Secretary;
 - (c) Treasurer
 - (d) Ordinary members – numbers defined in Rule 45(d), and process as defined in Rule 54
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with Rule 55.
- (4) On their election, the new President may take over as Chairperson of the meeting.
- (5) President-elect position;
 - a) One year before the President's term is due for completion, a ballot shall be held to vote for President-elect. If the current President seeks re-election, then they shall register as a candidate for President-elect. All other contenders for the position shall also register their candidacy for the position.
 - (b) Election shall be in accordance with normal processes at the Annual General Meeting and Rules 53 (2), (3) and (4).
 - (c) The winner of such election shall occupy the position of President-elect on SPUMS Executive Committee.
 - (d) If the elected individual is the current President, then they assume the role of both President and President-elect, and there are no further changes to the Executive committee, until the next General Election of ExCom members, and the Immediate Past President position does not change.
 - (e) If the elected individual is a current member of the Executive Committee, then the individual shall assume both roles (current Executive Committee role + President-elect), for the 12 months prior to next Executive Committee General Election.

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(f) If the elected individual is not on Executive Committee, then they shall join the Committee for the next 12 months as President-elect, and they will replace the Immediate Past President. The Immediate Past President shall retire at that point.

54 Election of Ordinary members

- (1) The Annual general meeting prior to a general election must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next three year term.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member 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 position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 55.

55 Ballot

- (1) If a ballot is required for the election for a position, 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 the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot.
- (5) The Returning Officer must give a blank piece of paper to—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write 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 write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with Sub rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written 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 Sub rule (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 Sub rules (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.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

56 Term of office

- (1) Subject to Sub rule (3) and Rule 57, a Committee member holds office for three years.
- (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 Sub rule (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.

57 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 they—
 - (a) cease to be a member of the Association; or
 - (b) fail to attend 3 consecutive Committee meetings (other than Special or Urgent Committee Meetings) without leave of absence under Rule 68; or
 - (c) otherwise cease to be a Committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of Secretary if they do not reside in Australia.

58 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 57; 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 56 applies to any Committee member appointed by the Committee under Sub rule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

59 Meetings of Committee

- (1) The Committee must meet at least 2 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.

60 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.

61 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 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.

62 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.

63 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 Sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) Committee meetings may be held entirely electronically at the discretion of the Committee.

64 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 63) of 50% or more 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 60.

65 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) Sub rule (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.

66 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.

Note

Under section 81(3) of the Act, if there are insufficient Committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with 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.

67 Minutes of meeting

- (1) The Committee must ensure that Minutes are taken and kept of each Committee Meeting. The Secretary (or delegate) shall be responsible for recording Minutes of each meeting.

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- (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 66.

68 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

69 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.

70 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.

71 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 their control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

72 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 Sub rule (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—GENERAL MATTERS

73 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.

74 Registered address

The registered address of the Association is—630 St Kilda Road Melbourne Victoria 3004

- (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.

75 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, facsimile or other electronic transmission.
- (2) Sub rule (1) does not apply to notice given under Rule 61.
- (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.

76 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 Sub rule (2), the financial records, books, securities and any other relevant document of the Association, including Minutes of Committee meetings.

Note

See note following Rule 18 for details of access to the Register of Members.

- (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 Sub rule (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.

77 Publication of a scientific journal

- (1) A Journal to be known as “*Diving and Hyperbaric Medicine*” (hereinafter called the “Journal”) or other such name as may be adopted by the Association in general meeting, shall be produced and distributed to all members of the Association. The Journal will be published jointly by the Association and the European Underwater and Baromedical Society (EUBS). Any change in name must be agreed jointly by the Association and EUBS.
- (2) Income from subscriptions to the Association shall be applied by the Committee for such publication via a separate journal bank account, according to an annual budget agreed to jointly by the Association and EUBS. The financial management and governance of the Journal will be arranged by mutual agreement between the Association and EUBS.
- (3) The Committees of the Association and EUBS shall appoint an Editor-in-Chief (hereinafter called the Editor) for terms of five years. The conditions of appointment of the Editor and the respective responsibilities of the Association, the EUBS and the Editor shall be by mutual agreement of the three parties and set out in a contract signed by the Presidents of the Association and EUBS and the appointed Editor.
- (4) The Editor, and an Editorial Board appointed by the Editor and the existing members of the Editorial Board, shall be responsible for all academic content of the Journal and its timely publication at least quarterly. Whilst the Editor shall be mindful of the views, if any, expressed by the majority of each Committee (of the Association and EUBS) as to editorial policy and publishing of material, the Editor is guaranteed full academic freedom by the Association.

78 Other publications and publicity

- (1) Public statements in the name of or on behalf of the Association shall only be made by the President, Secretary or by another member of the Association specifically designated by the Committee to speak on any particular matter.
- (2) The Chairperson of the Australian and New Zealand Hyperbaric Medicine Group is the Association’s official spokesperson on hyperbaric medicine matters.
- (3) Other publications that may be produced by the Association from time to time shall have the majority approval of the Committee prior to publication.

79 Academic Board

The Committee shall appoint an Academic Board headed by the Education Officer.

- (1) The make-up of the Academic Board will comprise individuals with proven clinical, scientific and research skills in the fields of diving and hyperbaric medicine. The minimum number of Board members will be the Education Officer and two others.
- (2) The role of the Board is to advise the Committee on all matters of education in diving and hyperbaric medicine, and to support the Education Officer in the role of administering the Diploma of Diving and Hyperbaric Medicine programme.
- (3) A Diploma of Diving and Hyperbaric Medicine may be awarded by the Association on the recommendation of the Board, to a member who fulfils the requirements set down by the Board and published in the Journal from time to time.

80 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 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.

81 Alteration of Rules

These Rules may only be altered by special resolution of a General Meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.
