

**VICTORIAN ASSOCIATIONS
INCORPORATION REFORM ACT 2012
RULES**

Of the

**IT SERVICE MANAGEMENT FORUM
AUSTRALIA INC Registration No A0036726P**

ITSMFA RULES TABLE OF CONTENTS

Part 1 Preliminary

1.	NAME	1
2.	PURPOSES	1
3.	FINANCIAL YEAR	3
4.	DEFINITIONS	3
	4.1 Interpretations	6
	4.2 Enforceability and Severance Rules	6
	4.3 Expressions in Act	6

Part 2 - Powers of the Forum

5.	POWERS OF THE FORUM	6
6.	NOT FOR PROFIT ORGANISATION	8

DIVISION 1 – MEMBERS

Part 3 – Members Disciplinary Procedures & Grievances

7.	MEMBERS	8
	7.1 Minimum Numbers of Members	8
	7.2 Classes of Membership	8
8.	ELIGIBILITY FOR MEMBERS	9
	8.1 Individual Members	9
	8.2 Partner or Corporate Members	9
	8.3 Schools Member	10
	8.4 Student Membership	10
	8.5 Affiliated Membership	10
	8.6 Associate Member	11
	8.7 Life Members	11
	8.8 Honorary Members	12
	8.9 Creation of New Classes of Membership	12
	8.10 Existing Members	12
9.	APPLICATION FOR MEMBERSHIP	13

9.1 Provisional Membership	13
10. CONSIDERATION OF APPLICATION FOR MEMBERSHIP	13
11. NEW MEMBERSHIP	13
12 ANNUAL SUBSCRIPTION AND FEES ON JOINING	14
12.1 Arrear of Subscriptions	14
12.2 Effect of Payment	15
12.3 Effect of Arrears	15
13. EFFECT OF MEMBERSHIP	15
14. VACANT	16
15. MEMBERSHIP RIGHTS NOT TRANSFERABLE	16
16. CESSATION OF MEMBERSHIP	16
16.1 Forfeiture of Rights	16
16.2 Notice of Resignation	16
16.3 Failure to Renew Membership	16
16.4 Power to Re-instate	16
16.5 Recording in Register	16
17. VACANT	16
18. REGISTER OF MEMBERS	16

DIVISION 2 – DISCIPLINE

19. DISCIPLINE OF MEMBERS	17
19.1 Grounds for taking disciplinary action	17
19.2 Disciplinary Committee	18
19.3 Breach of Discipline by Member	18
19.4 Report of the Disciplinary Matter	18
19.5 Consideration of Matter	18
19.6 Notification of Matter	19

19.7 Meeting of Disciplinary Committee	19
19.8 Decision of Disciplinary Committee	19
19.9 Effect of Resolution	20
19.10 Appeals Rights	20
19.11 Conduct of Disciplinary Appeal Meeting	21
19.12 Decisions of the Disciplinary Committee to be ratified by the Board	21
19.13 Binding Decisions	21
20. VACANT	21
21. VACANT	21
22. VACANT	21
23. VACANT	22
24. VACANT	22

DIVISION 3 – GRIEVANCE PROCEDURE

25. NOTICE OF DISPUTE	22
26. DISPUTE REFERRED TO MEDIATION	22
27. APPOINTMENT OF MEDIATOR	22
28. MEDIATOR PROCEDURE	23
29. FAILURE TO RESOLVE DISPUTE BY MEDIATION	23

Part 4 – General Meetings of the Forum

30. ANNUAL GENERAL MEETINGS	24
30.1 Each Calendar Year	24
30.2 Ordinary Business	24
30.3 Other Business	24
30.4 General Business	24
31. SPECIAL GENERAL MEETINGS	24

32.	SPECIAL GENERAL MEETINGS HELD AT REQUEST OF MEMBERS	25
33.	NOTICE OF GENERAL MEETINGS	25
	33.1 Accidental Omission	26
	33.2 Other Business	26
34.	PROCEEDINGS AT MEETINGS	26
	34.1 No Business without a Quorum	26
	34.2 Quorum at General Meetings	26
	34.3 Chair at General Meetings	26
35.	ADJOURNMENT OF GENERAL MEETINGS	27
36.	VOTING AT A GENERAL MEETING	27
37.	SPECIAL RESOLUTIONS	27
38.	DETERMINING WHETHER RESOLUTION CARRIED	27
39.	CASTING VOTE	28
	39.1 Entitlement to vote	28
40.	PROXIES	28
41.	CONDUCT OF MEETINGS USING COMMUNICATIONS MEDIA	29
42.	MINUTES OF GENERAL MEETINGS	30

Part 5 – Members

43.	POWERS OF MEMBERS	30
	43.1 Powers and Responsibilities of Members	30

44 Vacant

45 Vacant

46 Vacant

47 Vacant

Part 6 – Board of Management

DIVISION 1 – POWERS OF THE BOARD

48.	BOARD OF MANAGEMENT	34
	48.1 Powers and Responsibilities	34
49.	GENERAL DUTIES	34
50.	DELEGATION	35
51.	PORTFOLIOS	35

DIVISION 2 – COMPOSITION OF BOARD

52.	COMPOSITION OF MANAGEMENT BOARD	35
53.	CHAIR AND DEPUTY CHAIR	36
54.	SECRETARY	36
55.	TREASURER...	36
56.	STATE BRANCH DELEGATES	37

DIVISION 3 – ELECTION OF BOARD AND TENURE OF OFFICE

57.	ELIGIBILITY OF CANDIDATES	37
	57.1 Term of Office	37
	57.2 Retiring Directors	38
	57.3 Nomination of Candidates	38
	57.4 Notification of Candidates	38
	57.5 Election of Directors	38
58.	ELECTION OF OFFICE BEARERS	38
59.	BALLOT	39
60.	VACANCY ON THE BOARD	39
	60.1 Vacation of Office	40

60.2	Removal of Director	40
60.3	Removal of Board of Members Thereof	40
61.	CASUAL VACANCY	40
61.1	Filling casual vacancies	40

DIVISION 4 – MEETINGS OF THE BOARD

62.	MEETINGS OF THE BOARD	40
63.	NOTICE OF MEETINGS	41
64.	URGENT MEETINGS	41
65.	PROCEDURE AND ORDER OF BUSINESS	41
66.	USE OF TECHNOLOGY	41
67.	QUORUM	41
68.	VOTING	42
69.	CONFLICT OF INTEREST	42
70.	MINUTES OF MEETING	42
71.	LEAVE OF ABSENCE	42
72.	ATTENDANCE OF MEETINGS	43
73.	CONDUCT OF MEETINGS USING COMMUNICATIONS MEDIA	43
74.	POWERS AND RESPONSIBILITIES OF DIRECTORS	43
75.	EXECUTIVE COMMITTEES	44
76.	DISCIPLINARY COMMITTEE	45

Part 7 – State Branches

77.	STATE BRANCHES	45
77.1	Powers and Responsibilities	45
77.2	Establishment of State Branches	45
78.	ELECTION OF STATE BRANCH COMMITTEE MEMBERS	46
78.1	Term of Office	46
78.2	Eligibility of Candidates	46

78.3 Election of State Branch Committee Members	46
78.4 Compliance of State Branches	47
78.5 Operation of Rules	47
78.6 Quorum	47

Part 8 – Financial Matters

79. FINANCIAL MATTERS	47
79.1 Funds	47
79.2 Accounts and Audit	48
79.3 Bank Account and Cheques	48
79.4 Annual Report	48
79.5 Financial Statements	48

Part 9 – General

80. COMMON SEAL	48
81. REGISTERED ADDRESS	49
82. NOTICE REQUIREMENTS	49
83. CUSTODY AND INSPECTION OF BOOKS AND RECORDS	49
84. INDEMNITY	50
85. AUDITOR	50
86. CODE OF ETHICS AND PROFESSIONAL CONDUCT	50
87. ALTERATION OF CONSTITUTION AND RULES	51
88. REGULATIONS & BY-LAWS	51
88.1 Formulation of Regulations and By-Laws	51
88.2 Deeming Provisions	52
88.3 Force and Effect	52
88.4 Notice Binding on Members	52
89. INTERNATIONAL REGULATIONS AND INCONSISTENCY	52
90. WINDING UP AND CANCELLATION	52

**VICTORIAN ASSOCIATIONS INCORPORATION REFORM
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IT SERVICE MANAGEMENT FORUM AUSTRALIA INC
Registration No A0036726P**

PART I - PRELIMINARY

Note:

The persons who from time to time are members of the Forum are an incorporated Forum by the name given in Rule 1 of these rules.

Under Section 46 of the Forums Incorporation Reform Act 2012, these rules are taken to constitute a contract between the Forum and its members

1. NAME

The name of the incorporated Forum is IT SERVICE MANAGEMENT FORUM AUSTRALIA INC. (herein referred to as the "Forum").

2. PURPOSES

The Forum is the principal body in Australia for IT Service Management best practice and standards and its administration, continuous improvement and promotion of the business benefits of its adoption.

The purpose and objectives for which the Forum is established and maintained are to:

- (a) influence and support the development and application of best practice standards and guidelines for IT Service Management.
- (b) facilitate the professional development of members by:
 - i. organising an annual IT Service Management conference;
 - ii. encouraging regional meetings of members;
 - iii. developing and fostering co-operative links with other itSMF national chapters, itSMF International and other affiliated organisations elsewhere in the world;

- iv. publishing journals and papers on IT service management best practice and making other available professional publications;
 - v. circulating a regular newsletter to inform members of current developments.
- (c) affiliate and otherwise liaise with the international body and other national chapters of the IT Service Management Forum (itSMF) and such other bodies as may be desirable to achieve these Objectives;
 - (d) conduct, encourage, promote, advance, control and administer IT Service Management activities in and throughout Australia;
 - (e) act in good faith and loyalty to ensure the maintenance and enhancement of the Forum and IT Service Management best practices, its standards, quality and reputation for the collective and mutual benefit of the Members and the itSMF;
 - (f) at all times operate with and promote mutual trust and confidence between THE FORUM and the Members in pursuit of these Objectives;
 - (g) at all times to act on behalf of, in the interests of, and in conjunction, with the Members;
 - (h) ensure compliance with the policies, procedures and guidelines of itSMF International, as may be amended from time to time;
 - (i) apply the property and capacity of the Forum towards the fulfilment and achievement of these Objectives;
 - (j) use and protect the Intellectual Property;
 - (k) collect, distribute and publish information in connection with IT Service Management best practices and standards;
 - (l) promote and control events conducted by State Branches to ensure they meet the quality and standard expected by the Members of the Forum to further these Objectives;
 - (m) strive for governmental, commercial, educational and public recognition of the Forum;
 - (n) promulgate and secure uniformity in such rules as may be necessary or appropriate for the management and control of IT Service Management and related activities in Australia;
 - (o) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, to further these Objectives;
 - (p) formulate, adopt and implement appropriate policies, including policies in relation to harassment, discrimination, equal opportunity, equity, health, safety and such other matters as arise from time to time as issues to be addressed in IT Service Management;
 - (q) represent the interests of its Members and of itSMF and IT Service Management generally in any appropriate forum;
 - (r) have regard to the public interest in its operation;
 - (s) do all that is reasonably necessary to enable these Objectives to be achieved and to enable the Members to receive the benefits which these Objectives are intended to achieve;
 - (t) encourage and promote professional conduct and ethical performance by IT

Service Management practitioners and organisations; and

- (u) undertake and or do all things or activities which are necessary, incidental or conducive to advance these Objectives.

3. FINANCIAL YEAR

The Financial Year of the Forum is each period of 12 months ending on 31st December.

4. DEFINITIONS

In these Rules, unless the contrary intention appears:

Term	Definition
“Absolute Majority”	Of the Committee or Board, means a majority of the committee or Board members currently holding office and entitled to a vote at the time (as distinct from a majority of committee or Board members present at a committee or Board meeting)
“Act”	The Forums Incorporation Reform Act 2012 of the State of Victoria
“Affiliate Member”	Means a member approved for membership pursuant to rule 8.5 hereunder.
“Associate Member”	A member referred to in Rule 8.5.
“Auditor”	The current auditor of the Forum appointed by the Board.
“By-Laws”	Any By-laws made and approved by the Board.
“Board”	See Board of Management.
“Board of Management”	The Board of Management of the Forum comprises all members of the Board appointed as Directors under these Rules, and includes all persons acting in that capacity from time to time, having management of the business of the Forum.
“Chair”	The Chair of an Executive Committee, who will always be a Director of the Board of Management.
“Chairman”	The Chairman of the Board of Management, which includes Acting Chairman, means the person chairing the meeting as required under Rule 46.
“Common Seal”	The common seal of the Forum and includes any official seal of the Forum.
“Corporate Governance Statement”	This statement sets out the main corporate governance practices in place for the current year and will be reviewed annually.
“Partner or Corporate Member”	A body corporate, partnership, or other business, whether incorporated or otherwise, which in accordance with these Rules, has been nominated for membership of the Forum as a Corporate Member, has been approved by the Board and has paid the entrance fee (if any) and the appropriate annual subscription fee applicable to this class of membership.

Term	Definition
“Deputy Chairman”	The Deputy Chairman of the Board of Management, which includes Acting Deputy Chairman.
“Director”	A member of the Board and includes any person acting in that capacity from time to time elected or appointed under Part 4 division 3 of the rules.
“Disciplinary Appeal Meeting”	Means a meeting of the members of the Forum covered under Rule 23(3).
“Disciplinary Committee”	A standing committee of the Forum constituted by delegation by the Board of Management appointed under Rule 19.2.
“Disciplinary Meeting”	Means a meeting of the committee convened for the purpose of Rule 19.2.
“Editor”	The editor of the Forum appointed by the Board.
“Executive Committee”	A Committee chaired by a Board member with a specific charter agreed and delegated by the Board i.e. the Publications Committee. Executive Committees have the right to set up specific working groups (see Working Group).
“Event”	Includes any: <ul style="list-style-type: none"> <li data-bbox="654 888 1317 982">(a) seminar, briefing or gathering organised or conducted by a State Branch for or on behalf of the Forum; <li data-bbox="654 993 1295 1087">(b) conference, briefing or seminar (national or otherwise), sponsored by, organised or conducted by or on behalf of the Forum; or <li data-bbox="654 1098 1377 1171">(c) exhibition, symposium, conference or any such forum at which the Forum is represented.
“Financial Year”	The year commencing 1 January and ending 31 December in any year as specified in Rule 3
“Full Financial Member”	A member of the Forum who, pursuant to these Rules, is eligible to vote at general meetings of the Forum and to hold any office under the Forum and whose membership fees have been paid in full.
“General Meeting”	Means a general meeting of the members of the Forum convened in accordance with Part 4 and includes an Annual General meeting, a special general meeting and a disciplinary appeal meeting.
“Governance Framework”	A framework granting decision rights and accountabilities to all entities within the Forum i.e. the Board, State Branches etc. and one which measures actual performance against target.
“Immediate Past Chairman”	The previous holder of the position of Chairman or the equivalent position.
“Individual Member”	A natural person who is nominated and approved for membership of the Forum pursuant to these Rules and whose membership fees have been paid in full.

Term	Definition
“Intellectual Property”	All rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registerable) relating to the Forum or any Event conducted, promoted or administered by the Forum.
“itSMF”	The Information Technology Service Management Forum.
“Life Member”	An individual upon whom Life Membership of the Forum has been conferred.
“Member”	Means a member of the Forum.
“Member Entitled to Vote”	Means a member who under Rule 13(2) is entitled to vote at a General Meeting.
“Non-Executive Director”	See State Branch Delegate.
“Regulations”	The Regulations made under the Act.
“Schools Member”	A State registered Educational Institution delivering an approved curriculum to students and having or aspiring to have an internal ICT Capability.
“Special Resolution”	Means a Resolution that requires not less than three quarters of the members rating at a General Meeting whether in person, by proxy or by electronic media, to vote in favour of the resolution.
“State”	A State of Australia and includes the Territories of Australia.
“State Branch”	A group of members and an administrative and representative body established by the Board of Management in a State of Australia for the purpose of promoting the objectives of the Forum within these Rules and the By-Laws of the Forum.
“State Branch Committee”	A group of members duly appointed by the Board to promote the objectives of the Forum in a State of Australia within these Rules and the By-Laws of the Forum.
“State Branch Delegate”	The Non-Executive Director elected or appointed from time to time by each State Branch to act for and on behalf of that State Branch, to chair meetings within that State Branch and to represent the State Branch at Board and Other Meetings in accordance with these Rules and the By-Laws of the Forum.
“State Branch Events Coordinator”	The person elected or appointed from time to time by each State Branch to coordinate and run all or any State Branch Events in accordance with these Rules and the By-Laws of the Forum.
“Student Member”	Means a member who is a bona-fide full time student of an approved secondary or tertiary educational institution.
“The Act”	Means the Association Incorporation Reform Act 2012 and includes any regulations made under the Act.
“The Registrar”	Means the Registrar of Incorporated Associations.
“Working Group”	A group set up and directed by the Chair of an Executive Committee with specific Terms of Reference.

4.1 Interpretation

In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include both genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.2 Enforceability and Severance of Rules

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the Rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of these Rules or affect the validity or enforceability of any provision in any other jurisdiction.

4.3 Expressions in Act

Except where the contrary intention appears, in these Rules, expressions or words contained in these Rules shall be interpreted in accordance with the Act and the Interpretation of Legislation Act 1984 of the State of Victoria.

PART 2 - POWERS OF THE FORUM

5 POWERS OF THE FORUM

- 5.1 Subject to the Act, the Forum has power to do all things incidental or conducive to achieve its purposes.
- 5.2 Solely for furthering the purposes set out in the Constitution and not otherwise, the Forum has power:
- (a) open and operate accounts with financial institutions;
 - (b) invest its money in any security in which trust monies may lawfully be invested;
 - (c) raise and borrow money on any terms and in any manner as it thinks fit;
 - (d) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (e) appoint agents to transact business on its behalf;
 - (f) enter into any other contract it considers necessary or desirable.
 - (g) To promote, assist in promoting, and secure the holding of meetings, conventions, conferences, seminars, workshops, forums and other appropriate events.
 - (h) To publish and disseminate information for the promotion of any of the objectives of the Forum by means of print, audio, audio visual, electronic or other media.
 - (i) To purchase, lease, hire or otherwise acquire any real or personal property which may be deemed necessary or convenient for any of the purposes of the Forum.
 - (j) To take or make any gifts or donations of property, or money, whether subject to any special trusts or not, for any one or more of the purposes of the Forum and to act as trustee in respect of any money or property.
 - (k) 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 Forum in the shape of donations, annual subscriptions or otherwise.
 - (l) To establish and support, and/or to aid in the establishment and support of any organisation which:
 - (i) is formed for purposes similar to all or some of the purposes of the Forum; and
 - (ii) has a constitution prohibiting the distribution of its income and property among its members to an extent similar to the prohibition contained herein.
 - (m) To obtain from any Government or Authority any rights, privileges and concessions which the Forum may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (n) To appoint, employ, remove or suspend such staff and other persons as may be necessary or convenient for the purposes of the Forum.
- 5.3** To do all such other lawful things as are incidental or conducive to the attainment of the purposes of and the exercise of the powers of the Forum provided that any such purposes and powers are not construed so that they are contrary to nor limit any provision of the Act. The Forum may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- 5.4** The income and property of Forum shall be applied solely towards the promotion of the Objectives.

6 NOT FOR PROFIT ORGANISATION

- 6.1** No remuneration or other benefit in money or money's worth shall be paid or given by the Forum to any Member who holds any office of the Forum.
- 6.2** No portion of the income or property of the Forum shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Members.
- 6.3** Nothing shall prevent payment in good faith to any Member:
 - (a) for any services actually rendered to the Forum whether as an employee or otherwise;
 - (b) for goods supplied to the Forum in the ordinary and usual course of business;
 - (c) of interest on money borrowed from any Member;
 - (d) of rent for premises demised or let by any Member to the Forum;
 - (e) for any out-of-pocket expenses incurred by the Member on behalf of the Forum; provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

DIVISION 1 - MEMBERS

Part 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

7 MEMBERS

7.1 Minimum Number of Members

- (a) The Forum must have at least 5 members.

7.2 Classes of Membership

The Forum shall consist of the following classes of members:

- a) Individual member;
- b) Partner or Corporate member;
- c) Schools member
- d) Student member;
- e) Affiliate Member;
- f) Associate Member;
- g) Life member;
- h) Honorary member; and
- i) such other classes or categories of Members that the Board in its sole discretion may determine from time to time.

8 ELIGIBILITY FOR MEMBERS

Subject to these Rules:

- (b) any organisation engaged in IT service management activities shall be eligible to be a Partner or Corporate Member, or Schools Member subject to the provisions of **Rule 8.2 and 8.3**;
- (c) any person of good character who is working in the field of IT service management shall be eligible to be an Individual Member;
- (d) any persons who do not fulfil the above requirements but who are interested in IT service management may, subject to these Rules, be admitted as Associate or Affiliate Members at the discretion of the Board.

8.1 Individual Members

An Individual Member has:

- (a) the right to vote at any general meeting of the Forum;
- (b) the right to become a Director subject to the requirements laid down in Rule 57 ;
and
- (c) All other rights and privileges conferred upon them by the Constitution, these Rules, and any Regulations and By-Laws.

8.2 Partner or Corporate Members

- (a) A Partner or Corporate Member shall:
 - i. nominate a natural person, who is employed by the Partner or Corporate Member, to represent the Member and act as its Principal Representative.
 - ii. the nominated person shall be entitled to the same rights and privileges of membership as an Individual Member, including the right to become a Director and the right to vote on behalf of the Partner or Corporate Member or Schools member at any general meeting of the Forum.

- (b) A Partner or Corporate member may nominate additional persons as specified in the By-Laws who shall enjoy the same privileges as an Member under Associate rule 8.6 herein
- (c) A Partner or Corporate Member shall:
 - i. Be any body corporate, partnership or other business which is a , consumer or user of , or in the business of selling any ITIL, ITIL-related or other IT Service Management product or service or to its clients/customers i.e. ITIL process design, and shall generally be incorporated under the Corporations Act,.

8.3 Schools Member

A Schools Member shall:

- (a) Be any State Registered Educational Institution delivering an approved curriculum to students and having or aspiring to have an Internal ICT Capability.

8.4 Student Membership

A Student Member shall:

- (a) be enrolled at a secondary or tertiary institute of studies;
- (b) produce written evidence to demonstrate full-time involvement in studies;
- (c) have all rights and privileges conferred upon Individual Members except that they shall not have voting rights or become a Director.

8.5 Affiliated Membership

An Affiliated Member shall include:

- (a) A complementary organisation with whom the Forum has reciprocal arrangements and objectives similar to the objectives of the Forum shall:
 - i. be granted recognition by the Forum as an affiliated organisation;
 - ii. Represent itself as being affiliated with the Forum.
- (a) An application for recognition as an affiliated organisation shall be considered and dealt with by the Board, which may, in its absolute discretion, grant or refuse to grant affiliation to the applicant organisation.
- (c) The Board may withdraw affiliation at any time following which the organisation shall no longer be entitled to represent itself as being affiliated with the Forum;
- (d) If the Board grants affiliation to the applicant organisation, the affiliated Member shall appoint a natural person who is directly associated with the incorporated organisation as its Principal Representative.
- (e) Any person so appointed under **Rule 8.5(d)**:
 - i. _____ shall represent the Affiliated Member and act as its representative;
 - ii. _____ need not be a member of the Forum; and
 - iii. _____ must at the time of appointment be and remain, for as long as he or she is a representative of the Board, a member of the management or executive committee, however styled, of that affiliated organisation;

~~iii.~~iv. does not have the right to move or second motions, to vote at General Meetings or be eligible to be a Director ;

- (f) The Board may from time to time establish polices for the enactment of by-laws for determining the affiliation of other organisations within the Forum.
- (g) To be eligible for Affiliate membership, a body must be incorporated or be in the process of incorporation; this process shall be complete within six months of applying for membership under these Rules.
- (h) For such time an applicant for Affiliate membership is not incorporated, the Secretary of any unincorporated body shall be deemed to be the Member, and shall be entitled to the same rights and shall follow such procedures as an incorporated Affiliate Member to the extent that this is possible.
- (i) Any dispute as to the application of these Rules to an unincorporated Constituent or Affiliate Member shall be resolved by the Board in its sole discretion.
- (j) An Affiliated Member of the Forum may nominate additional persons as specified in the by-laws who shall enjoy the same privileges as an Individual Member, except that they shall not have voting rights or become a Director.

8.6 Associate member

- (a) Associate members of the Forum include—
 - i. any members under the age of 15 years;
 - ii. any other category of member as determined by special resolution at general meeting.
 - iii. A person nominated under Rule 8.2 (b) hereunder
 - iv. An associate member does not have the right to move or second motions, nor to vote at General Meetings or be eligible to be a Director but may have other rights as determined by the Board or by resolution at a general meeting.

8.7 Life Members

- (a) A Member or the Board of the Forum may nominate a person for Life Membership who:
 - i. has rendered outstanding, meritorious and exceptional service and commitment as a Member of the Forum for at least ten years, where such service is deemed to have substantially assisted or contributed to the advancement of the Forum in achieving its purpose and objectives or for any other commendable reason; and
 - ii. has been held in high regard and appreciation by the Membership of the Forum during that time of service; and
 - iii. is currently a Full Financial Member of the Forum.
- (b) The nomination for Life Membership must be on the prescribed nomination form (if any) and must be submitted to the Secretary of the Forum at least 60 days before the date set down for the Annual General Meeting.
- (c) A resolution to confer Life Membership on a person must be supported and carried unanimously by the Board.

- (d) A recommendation of the Board to confer Life Membership under **Rule 8.7(c)** must be:
 - i. a Special Resolution at the Annual General Meeting; and
 - ii. passed by a majority of three quarters of the members present and entitled to vote;
- (e) The person must accept or reject in writing the resolution of the Forum to confer Life Membership.
- (f) Upon written acceptance, the individual's details shall be entered upon the Register forthwith, and from the time of entry on the Register the person shall be a Life Member until and unless such membership is resigned by the Life Member.
- (g) A Life Member shall:
 - i. be exempt from membership fees and subscriptions;
 - ii. have all rights and privileges conferred upon Individual Members by these Rules;
 - iii. be entitled to be excused from the right to be elected as a Director.

8.8 Honorary Members

- (a) The Board may confer on any person at its discretion and in accordance with Voting
 - i. honorary membership where the person is a prominent citizen from within Australia or from overseas visiting the Forum for some special occasion.
- (b) An Honorary Member shall:
 - i. be exempt from membership fees and levies;
 - ii. not be entitled to become a Director or have voting rights;
 - iii. be entitled to the social privileges of the Forum as determined by or on the invitation of the Board or Chairman and Secretary acting jointly, from time to time;
 - iv. not bring into the Forum or entertain therein any non member without the permission of the Chairman or a member of the Board.
- (c) The Secretary shall keep appropriate records of the names and addresses of all Honorary Members in the Register of Members. Such records shall specify the occasion or period in respect of which such Honorary Membership is granted and the date (if any) of expiry of the honorary membership.

8.9 Creation of New Classes of Membership

The Board has the power from time to time to create new classes of membership with such rights, privileges and obligations as determined applicable, including voting rights.

8.10 Existing Members

All members who or which were financial members of the Forum prior to the approval of these Rules shall be deemed, subject to the provisions of these Rules, to continue as Members from the time of approval of these Rules under the Act. They shall not be required to apply for membership in that class.

9. APPLICATION FOR MEMBERSHIP

- (a) To apply to become a member of the Association, a person must submit a written application to a Board member stating that the person-
 - i. Wishes to become a member of the Association; and
 - ii. Supports the purposes of the Association: and
 - iii. Agrees to comply with these Rules.
- (b) The application-
 - i. Must be signed by the applicant; and
 - ii. May be accompanied by the joining fee
 - iii. Must be lodged with the secretary of the forum or his appointed delegate

9.1 Provisional Membership

- (a) All applicants for membership of the Forum, excepting applicants for Affiliated Membership, will be granted provisional membership of the Forum in the class of membership for which the applicant has applied.
- (b) With the exception of voting rights, Provisional Members will have the same entitlements as a Fully Financial Member of the Forum in the same class of membership for which the applicant has applied.
- (c) Provisional membership will endure until such time as the application for membership has been accepted by the Board in accordance with these Rules.

10. CONSIDERATION OF APPLICATION FOR MEMBERSHIP

- (a) At each Board meeting, the Secretary or the appointed delegate shall advise the Board those membership applications received in the previous period.
- (b) If for any reason the Board believe an application should be rejected, the Secretary, as soon as practicable is to:
 - i. notify the applicant in writing that the application for membership is rejected and the applicant will not be admitted as a Member of the Forum;
 - ii. provide the applicant with a full refund of any subscription or fees, less any discounts that may have been received by the applicant prior to the decision by the Board to reject the application for membership
- (c) No reason need be given for any rejection of an application.

11. NEW MEMBERSHIP

- (a) If an application for membership is approved by the Board—
 - i. the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
 - ii. the Secretary 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.

- (b) A person becomes a member of the Forum and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - i. the Board approves the person's membership; or
 - ii. the person pays the joining fee.
- (c) Upon acceptance of a membership application, or on the conferment of any class of membership, the person or corporation affected shall become a member of the Forum in the relevant class of membership and will be bound by these Rules

12. ANNUAL SUBSCRIPTION AND FEES ON JOINING

- (a) At each Annual general meeting, the Forum must determine the annual membership subscriptions and fees for the following Financial Year:
 - i. that are payable to become a member or to renew membership of the Forum in any class of membership, or group within such class of membership;
 - ii. the time for payment and the manner of payment of any such subscriptions or fees; and
 - iii. any penalties for late payment.
- (b) Subscriptions shall be paid annually and shall fall due on the anniversary of the date of becoming a member or when the Board in its discretion determines from time to time.

12.1 Arrears of Subscriptions

- (a) If the subscription of any member is not paid within the period of thirty days from the date upon which it falls due for payment the Secretary or Treasurer may give to the member in default written notice requiring payment within thirty days.
- (b) If the subscription shall not have been paid within the time limited by such notice in **Rule 12.1(a)**, the Secretary or Treasurer or their appointed delegate shall:
 - i. suspend the defaulting member;
 - ii. the Secretary shall notify the defaulting member in writing that the membership has been suspended and that all rights, benefits and privileges of the membership are suspended from the date of effect of this notice and the membership will be revoked if payment is not received within 90 days from the date upon which the payment was originally due.
- (c) Subject to **Rule 12.1(b)(i)**, if the subscription shall not have been received at the expiration of 90 days from the date on which payment fell due, the membership of the defaulting member shall be automatically cancelled and the Secretary shall make an appropriate entry in the Register of Members to record:
 - i. that the status of the membership is cancelled;
 - ii. details of the outstanding amount that was payable; and
 - iii. the date on which the cancellation of the membership became effective.
- (d) Any Member whose membership is cancelled in accordance with **Rule 6.2(c)** may apply to have the membership re-instated in accordance with **Rule 4.5**.
- (e) 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.

12.2 Effect of Payment

If and when any member or intending member pays any fee or subscription to the Forum then such member or intending member shall be deemed to have agreed to be bound by these Rules and such payment shall be conclusive proof of that fact.

12.3 Effect of Arrears

No member whose subscription is in arrears shall be entitled to vote, become or remain a Director, nominate candidates or intending members, sign a requisition for a meeting or propose a motion.

13. EFFECT OF MEMBERSHIP

- (a) Members acknowledge and agree that:
- i. These Rules constitute a contract between each of them and the Forum and that they are bound by these Rules, the Regulations and By-Laws of the Forum;
 - ii. They shall comply with and observe these Rules, and any Regulations and By-Laws as amended from time to time and any policy, determination or resolution of the Forum which may be made or passed by the Board or any duly authorised Board or other entity with delegated authority;
 - iii. By submitting to **Rule 13(a)(i) and (ii)** they are subject to the jurisdiction of the Forum;
 - iv. These Rules, any Regulations and By-Laws are necessary and reasonable for promoting the objectives of the Forum and particularly the advancement and protection of the reputation of itSMF as the premier organisation for IT Service Management worldwide; and
 - v. They are entitled to all the benefits, advantages, privileges and services and are subject to the obligations of membership of the Forum.
 - vi. A member of the Forum who is entitled to vote has the right—
 - to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and to submit items of business for consideration at a general meeting; and
 - to attend and be heard at general meetings; and
 - to vote at a general meeting; and
 - to have access to the minutes of general meetings and other documents of the Forum as provided under rule 75; and
 - to inspect the register of members.
- (b) A member is entitled to vote if—
- i. the member is a member other than an associate member; and
 - ii. more than 10 business days have passed since he or she became a member of the Forum; and
 - iii. the member's membership rights are not suspended for any reason.

14. VACANT

15. MEMBERSHIP RIGHTS NOT TRANSFERABLE

A right, privilege or obligation of a member by reason of membership is personal to the member and:

- (a) cannot be transferred to another person or organisation; and
- (b) terminates upon cessation of membership from any cause.

16. CESSATION OF MEMBERSHIP

Membership shall cease upon the death, resignation, removal for non-payment of arrears or expulsion of a member.

16.1 Forfeiture of Rights

Every member ceasing to be a member of the Forum shall ipso facto forfeit all rights to the benefits or privileges which such member may have had by reason of membership.

16.2 Notice of Resignation

Subject to these Rules, any member who has paid all monies due and payable to the Forum and has no other liability (contingent or otherwise) may resign from the Forum at any time, by giving notice in writing to the Secretary of such intention to withdraw or resign from membership of the Forum, and upon the expiration of the period of notice, the Member shall cease to be a Member

A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears.

16.3 Failure to Renew Membership

Subject to **Rule 12.1(a)**, a member ceases to be a Member if the member party fails to renew its membership of the Forum within 90 days of being required to do so, unless otherwise determined by the Board at its discretion.

16.4 Power to Re-instate

The Board shall have the power and absolute discretion to re-instate the member so removed from the Register of Members if the member shall pay the arrears within a period of three months after such removal.

16.5 Recording in Register

Upon the lapse or expiration of a membership in accordance with **Rule 16.1** of these Rules, an entry recording the date on which the Member ceased to be a Member shall be recorded in the Register of Members.

17. VACANT

18. REGISTER OF MEMBERS

- 18.1** The Secretary shall keep and maintain a Register of Members in which shall be entered as soon as practicable after approval of membership by the Board or receipt of the relevant information by the Secretary (as the case may be) 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 associate member, a note to that effect;
 - v. any other information determined by the Board; and
 - (b) for each former member, the date of ceasing to be a member.
- 18.2** 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.
- 18.3** Having regards to confidentiality considerations and pursuant to the Privacy Act 2001, an extract of the Register of Members, excluding the address of all classes of member, shall be made available for inspection (but not copying) by a Full Financial Member of the Forum whose name appears in the Register of Members, provided that:
- (a) reasonable notice of the request is made in writing; and
 - (b) the request is duly authorised by the Secretary of the Forum.
 - (c) Such details may not be used for communicating with other members for any purpose without the express permission of the member.
- 18.4** Subject to confidentiality considerations or any law to the contrary, the Register of Members may be used by the Forum to further the objectives of the Forum, as the Board considers appropriate.
- 18.5** Members shall from time to time communicate their addresses to the Secretary of the Forum and provide advice of any change of address that may occur.

DIVISION 2 – DISCIPLINE

19. DISCIPLINE OF MEMBERS

19.1 Grounds for taking disciplinary action

The Forum 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 Forum; or
- (c) has engaged in conduct prejudicial to the Forum.

19.2 Disciplinary Committee

- (a) The Board shall delegate its functions, powers or duties in relation to discipline of Members in accordance with **Rule 19.3** to a Disciplinary Committee, comprised of 3 persons appointed by the Board from time to time. These persons will be selected from the Directors holding a portfolio i.e. not State Branch Delegates, but must not be biased against, or in favour of, the member concerned.
- (b) If any matter to be determined by the Disciplinary Committee under this Rule gives rise to a conflict of interest on the part of any member of the Disciplinary Committee, the Board may appoint another independent person in his stead for the determination of that matter only.

19.3 Breach of Discipline by Member

A Member shall not:

- (a) breach, fail, refuse or neglect to comply with the provision of these Rules, the Regulations, By-Laws or any policy of the Board or the Forum;
- (b) act in a manner that:
 - i. is unbecoming to the character of a Member;
 - ii. which is prejudicial or detrimental to the interest of the Forum;
 - iii. knowingly introduces an expelled or otherwise undesirable person into the Forum meetings; or
 - iv. wilfully infringes any of the Rules, Regulations or By-Laws of the Forum;
 - v. bring the Forum into disrepute.

19.4 Report of Disciplinary Matter

- (a) A Member, Director or any other interested person (in this Rule, "Complainant") as determined by the Board may give written notice of a complaint relating to the conduct or otherwise of a Member to the Chairman, or if the complaint relates to the Chairman, to the Secretary of the Forum.
- (b) The Chairman or Secretary shall as soon as practicable, but within 7 days of receipt of a notice of complaint, forward written details of the complaint to each member of the Disciplinary Committee.

19.5 Consideration of Matter

The Disciplinary Committee shall, as soon as practicable after receiving a notice under **Rule 19.4(b)**, investigate and consider the matter, and shall within 14 days of receiving such notice, determine whether:

- (a) the matter should be dismissed, because there has been no relevant breach of discipline in accordance with **Rule 19.3** or the complaint is otherwise vexatious or trifling in nature; or
- (b) there are reasonable grounds to believe there may have been a breach of **Rule 19.3**, and accordingly the matter warrants review and determination of the matter in accordance with the principles of natural justice.

19.6 Notification of Matter

- (a) If the Disciplinary Committee determines the complaint should be dismissed under **Rule 19.5(a)**, it shall, as soon as practicable, give written notice of such dismissal to the complainant; or
- (b) Before the disciplinary action is taken against a member, the Secretary must give written notice to the member;
 - i. stating that the Forum proposes to take disciplinary action against the member; and
 - ii. stating the grounds for the proposed disciplinary action; and
 - iii. specifying the date, place and time of the meeting at which the disciplinary committee intends to consider the disciplinary action (the **disciplinary meeting**); and
- (c) advising the member that he or she may do one or both of the following—
 - i. attend the disciplinary meeting and address the disciplinary committee at that meeting;
 - ii. give a written statement to the disciplinary committee at any time before the disciplinary meeting; and
 - iii. setting out the member's appeal rights and relevant information surrounding the complaint, and (if appropriate, seeking dismissal of the complaint under Rule 19.10.
- (d) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

19.7 Meeting of Disciplinary Committee

The Disciplinary Committee may conduct the hearing convened in accordance with **Rule 19.6 (b)** in such manner as it sees fit, but shall: give to the Member and the Complainant every opportunity to be heard;

- (a) give due consideration to any written statement submitted by the Member and the Complainant;
- (b) allow the Member and the complainant to have an adult representative, which representative shall not be legally trained or qualified; and
- (c) by resolution determine whether to dismiss or uphold the complaint; and in so doing, may:
- (d) request and/or require the complainant or any other witness to attend the hearing and/or provide (wherever possible, in writing) such evidence as is available.

19.8 Decision of Disciplinary Committee

- (a) The Disciplinary Committee may, having had regard to any submission or evidence of the Member and the Complainant, by resolution:

- i. Reprimand the member, or
 - ii. expel a Member from the Forum;
 - iii. suspend a Member from membership of the Forum for a specified period;
 - iv. give such warning or reprimand a Member as is appropriate;
 - v. suspend any penalty; or
 - vi. otherwise impose such penalty or arrive at such other resolution as considered appropriate;
- (b) The disciplinary committee may not fine the member.
- (c) The suspension of membership rights or the expulsion of a member by the disciplinary committee under this rule takes effect immediately after the vote is passed.
- (d) If the Disciplinary Committee determines that the Member has committed a breach of discipline contrary to **Rule 19.3** above, the Disciplinary Committee shall give the Member written notice at the address set out in the Register of Members of such resolution within 7 days of the passing the resolution by the Disciplinary Committee.

19.9 Effect of Resolution

If the Member exercises a right of appeal to the Board under **Rule 19.10** of these Rules, a resolution of the Disciplinary Committee under **Rule 19.8** takes effect until and unless the Board revokes the determination in accordance with this Rule.

19.10 Appeal Rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Forum under **Rule 19.8** may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given—
- i. to the disciplinary committee immediately after the vote to suspend or expel the person is taken; or
 - ii. to the Board Secretary not later than 48 hours after the vote.
- (c) If a person has given notice under subrule (b), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) Notice of the disciplinary appeal meeting must be given to each member of the Forum who is entitled to vote as soon as practicable and must—
- i. specify the date, time and place of the meeting; and
 - ii. state—
 - the name of the person against whom the disciplinary action has been taken; and
 - the grounds for taking that action; and

- 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.

19.11 Conduct of Disciplinary Appeal Meeting

- (a) At a disciplinary appeal meeting—
 - i. no business other than the question of the appeal may be conducted; and
 - ii. the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - iii. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) 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.
- (c) A member may not vote by proxy at the meeting.
- (d) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.
- (e) If the member fails to attend at the time and place mentioned without reasonable excuse the charge or complaint shall be heard and dealt with and the members of the Board shall decide on the evidence before it in the member's absence.

19.12 Decisions of the Disciplinary Committee to be ratified by the Board

At a next Board Meeting convened following the Disciplinary Committee meeting under **Rule 19.2**, the Board shall pass a resolution either:

- (a) Confirming, amending or varying the resolution of the Disciplinary Committee under **Rule 19.8 or 19.11**; or
- (b) in any other case, the resolution of the Disciplinary Committee shall be immediately revoked.

19.13 Binding Decisions

Any decision of the Board at such a meeting or any adjournment thereof shall be final and the Board members shall not be required to give any reason for their decision.

20. **VACANT**

21. **VACANT**

22. **VACANT**

23. VACANT**24. VACANT****DIVISION 3 - GRIEVANCE PROCEDURE****25. NOTICE OF DISPUTE**

- (a) Any Member or Director may give written notice to the Chairman of a dispute under these Rules (not being a disciplinary matter within the meaning of **Rule 19.3**) between:
- i. members; or
 - ii. a Member or Members and the Forum
 - iii. A member or members of the Board.
- (b) The Chairman shall as soon as practicable, but within 7 days, forward written details of the dispute to all parties to the dispute, requiring the parties to meet to discuss and attempt to resolve the dispute in good faith, within 14 days of the notice of dispute being forwarded to all parties or such other time as the parties agree.
- i. If the Chairman is a party to the dispute, the Deputy Chairman shall act in place of the Chairman.
 - ii. In the event that the Deputy Chairman is also a party to the dispute, the Board shall nominate a Director who is not a party to the dispute to act in place of the Chairman.
 - iii. In the event that the Board is a party to the dispute, a mediator shall be appointed to act in the place of the Chairman under Clause 25(b).
- (c) If requested by any one or more parties to the dispute, the Chairman, Deputy Chairman or Mediator as the case may be, shall act to facilitate the arrangement of the meeting referred to in **Rule 25(b)**

26. DISPUTE REFERRED TO MEDIATION

If the parties to a dispute are unable to resolve the dispute between themselves or if any party fails to attend that meeting, or the meeting does not occur within the time required by **Rule 25.5(b)**, the parties must within 10 days—

- (a) notify the Board 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.

27. APPOINTMENT OF MEDIATOR

If the matter proceeds to mediation in accordance with **Rule 26**, an independent mediator (who may be a Member or associated with a Member) shall be appointed to mediate the dispute within 14 days of the meeting (or the time for the meeting) referred to in **Rule 25(c)**, which mediator shall be:

- (a) a person having knowledge and expertise in relation to the subject matter of the dispute; and

- (b) a person agreed by the parties, or
- (c) in the absence of agreement:
 - i. in the case of a dispute between Members, a Director appointed by the Chairman; or
 - ii. in the case of a dispute between a Member and the Forum, a mediator appointed by such independent mediation service as is determined appropriate by the Chairman.

28. MEDIATOR PROCEDURE

The mediation shall be administered by the mediator. In particular, the mediator shall have control of the timetable for the undertaking of the mediation, but in any event the mediation shall be completed within 30 days of the appointment of the mediator. 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 Board; or
 - ii. if the dispute is between a member and the Board or the Forum—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Board may be a member or former member of the Forum but in any case must not be a person who—
 - i. has a personal interest in the dispute; or
 - ii. is biased in favour of or against any party.
- (d) The mediator shall conduct the mediation in accordance with current and established principles of mediation, but shall:
 - i. give to the parties every opportunity to be heard;
 - ii. allow due consideration by all parties of any written statement submitted by any party;
 - iii. allow each of the parties to appoint any person to act on their behalf in respect of the mediation; and
 - iv. otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (e) The costs of the mediation shall be equally borne by the parties.
- (f) The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation. No determination of the dispute shall be made by the mediator.

29 FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the dispute referred to mediation in accordance with **Rule 26** is not resolved, there shall be no further right of complaint or appeal under these Rules, but the parties may seek other means of resolving the dispute in accordance with the Act and otherwise at law.

PART 4 - GENERAL MEETINGS OF THE FORUM

30 ANNUAL GENERAL MEETINGS

30.1 Each Calendar Year

- (a) An Annual General Meeting of members shall be held in each calendar year within 5 months of the end of each Financial Year at such time and place as the Board may direct.
- (b) The Annual General Meeting shall be specified as such in the notice convening it.

30.2 Ordinary Business

- (a) The ordinary business of the Annual General Meeting shall be:
 - i. to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - ii. to receive and consider the annual report of the Board on the activities of the of the Forum during the last preceding financial year;
 - iii. to confirm the appointment of Directors;
 - iv. to receive and consider the financial statement submitted by the Forum in accordance with Part 7 of the Act.
 - v. to confirm or vary the amounts (if any) of the annual subscription and joining fee.

30.3 Other Business

The Annual General Meeting may transact other business of which notice is given in accordance with these Rules or the Act.

30.4 General Business

The Annual General Meeting may transact such other business as may be allowed by the Chairman in the Chairman's absolute and final discretion.

31 SPECIAL GENERAL MEETINGS

- (a) Any general meeting of the Forum, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (b) The Board may convene a special general meeting whenever it thinks fit.
- (c) 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 MEETINGS HELD AT REQUEST OF MEMBERS

- (a) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (b) by at least 10% of the total number of members.
- (b) A request for a special general meeting must—
 - i. be in writing; and
 - ii. state the business to be considered at the meeting and any resolutions to be proposed; and
 - iii. include the names and signatures of the members requesting the meeting; and
 - iv. be given to the Secretary.
- (c) If the Board 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.
- (d) A special general meeting convened by members under subrule (3)—
 - i. must be held within 3 months after the date on which the original request was made; and
 - ii. may only consider the business stated in that request.
- (e) The Forum must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 NOTICE OF GENERAL MEETINGS

- (a) The Secretary (or, in the case of a special general meeting convened under Rule 32(c), the members convening the meeting) must give to each member of the Forum—
 - i. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - ii. at least 14 days' notice of a general meeting in any other case.
- (b) The notice must—
 - i. specify the date, time and place of the meeting; and
 - ii. indicate the general nature of each item of business to be considered at the meeting; and
 - iii. if a special resolution is to be proposed—
 - state in full the proposed resolution; and
 - state the intention to propose the resolution as a special resolution; and
- (c) comply with **Rule 33(2)**.
- (d) This rule does not apply to a disciplinary appeal meeting.

Note: Rules 19.10, 19.11 sets out the requirements for notice of a disciplinary appeal meeting.

33.1 Accidental Omission

The accidental omission to give notice to a member of a general meeting or the non-receipt of the notice of the meeting by any member shall not invalidate the proceedings at such meeting.

33.2 Other Business

A member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting.

34 PROCEEDINGS AT MEETINGS

34.1 No Business without a Quorum

No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

34.2 Quorum at General Meetings

- (a) No business may be conducted at a general meeting unless a quorum of members is present.
- (b) The quorum for a general meeting is the presence (physically, by proxy or as allowed under **Rule 41**) of 15 members entitled to vote.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - i. 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 subrule, 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**.

- (d) 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.
- (e) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (d)(ii), the members present at the meeting (if not fewer than 10) may proceed with the business of the meeting as if a quorum were present.

34.3 Chair at General Meetings

The Chairman shall be entitled to take the chair at every general meeting. If the Chairman is not present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, then a Deputy Chairman automatically chairs the meeting. If the Deputy Chairman is absent or

unwilling to act, then a member of the Board or Individual Member of the Forum, as the meeting shall determine, shall act as Chair.

35 ADJOURNMENT OF GENERAL MEETINGS

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of majority of members present at the meeting and, in the case of a deadlock on any question or motion without the consent of the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting subrule (1), a meeting may be adjourned—
 - i. if there is insufficient time to deal with the business at hand; or
 - ii. 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 Board at an annual general meeting.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) 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**.

36 VOTING AT A GENERAL MEETING

- (a) On any question arising at a general meeting—
 - i. subject to subrule (3), each member who is entitled to vote has one vote; and members may vote personally or by proxy; and
 - ii. except in the case of a special resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) 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.
- (d) This rule does not apply to a vote at a disciplinary appeal meeting conducted under **Rule 19.11**.

37 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 Board committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Forum.

38 DETERMINING WHETHER RESOLUTION CARRIED

- (a) Subject to subsection (b), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lost—
- (b) and an entry to that effect in the minutes of the meeting is conclusive proof of that fact, unless three members present call for a recount in which case the members present shall divide and be recounted by two members from each side of the division appointed by the Chair to act as scrutineers
- (c) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
- (d) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (e) the Chairperson must declare the result of the resolution on the basis of the poll.
- (f) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (g) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

39 CASTING VOTE

- (a) In the case of an equality of votes, the Chair is entitled to exercise a casting vote as well as a deliberative vote. The Chair may decline to exercise the casting vote.
- (b) In the event that the Chair does not exercise a casting vote, the question or motion shall be opened for further discussion for 15 minutes after which time it shall be voted on by secret ballot or show of hands as directed by the Chair. In such ballot or show of hands the Chair may exercise a casting vote as well as a deliberative vote.
- (c) In the event that the Chairman does not exercise their casting role, the motion will be declared lost.

39.1 Entitlement to Vote

- (a) Associate, School, Student, Affiliate and Honorary members are not entitled to vote at any general meeting.
- (b) A member is not entitled to vote at any general meeting unless all moneys due and payable by such member to the Forum have been paid.

40 PROXIES

- (a) 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.

- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) 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.
- (d) If the Board 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.
- (e) Notice of a general meeting given to a member under rule 33 must—
 - i. state that the member may appoint another member as a proxy for the meeting; and
 - ii. include a copy of any form that the Board Committee has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (g) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Forum no later than 24 hours before the commencement of the meeting.

41 CONDUCT OF MEETINGS USING COMMUNICATIONS MEDIA

- (a) Meetings of the Board and any committees may be convened and held by way of telephone, video conferencing link-up or other medium for electronic communication available for such purpose from time to time as long as:
 - (b) the number of persons participating and physically present would represent a quorum for the purposes of these Rules;
 - (c) due notice of the meeting and of intention to use a medium of electronic communication has been given to all persons entitled to notice of the meeting;
 - (d) each of the participants acknowledge:
 - (e) such participant's presence to the chairman;
 - (f) that the meeting is being convened as a duly constituted meeting;
 - (g) that the participant can hear the other participants;
 - (h) the Chairman is satisfied with the identification of each of the participants at the commencement of the meeting and the presence of a quorum; and
 - (i) voting of the participants on all issues is able to be clearly ascertained by the chairman.
 - (j) no person participating in any meeting conducted pursuant to this Clause shall disconnect communication during the course of any meeting without the consent of the Chairman and in default of such consent or proven failure of the connection all participants at the commencement of the meeting shall be deemed to have been present and to have formed part of the quorum during the whole of that meeting. The Chairman shall sign minutes of the proceedings conducted as aforesaid and such minutes shall be prima facie evidence of the matters discussed and resolutions passed thereat.

- (k) 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.
- (l) 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

42 MINUTES OF GENERAL MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must include—
 - i. the names of the members attending the meeting; and
 - ii. proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - iii. the financial statements submitted to the members in accordance with rule 30(2)(a); and
 - iv. the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Forum; and
 - v. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) Any such Minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and, if purporting to be so signed, shall be receivable as prima facie evidence of the facts stated therein.

PART 5 –MEMBERS

43 POWERS OF MEMBERS

43.1 Powers and Responsibilities of Members

- (a) The Forum is dependent upon the goodwill and efforts of voluntary participation of Members to effectively conduct its business.
- (b) Subject to these Rules and the Act, the Members has power to elect Directors of the Board of Management, but not the positions which they are to fill, which shall be determined by the Board;

PART 6 - BOARD OF MANAGEMENT

DIVISION 1- POWERS OF THE BOARD

46 BOARD OF MANAGEMENT

46.1 Powers and Responsibilities

- (a) The business and affairs of the Forum shall be managed and governed by a Board of Management or “Board”.
- (b) Subject to these Rules and the Act, the Board:
 - i. shall manage and control the business and affairs of the Forum;
 - ii. may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Forum other than those powers and functions that are required by these Rules to be exercised by the Members in General Meetings;
 - iii. may appoint such Executive Committees as are deemed expedient and may delegate any of its duties to such Committee Boards;
 - iv. subject to these Rules, Regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Forum;
 - v. may as necessary enter into agreements with other organisations to assist in achieving the purposes of the Forum; and
 - vi. may appoint staff for the Forum for a period of time and on such other terms and conditions as may be determined by the Board and periodically review the appointment;
 - vii. shall determine necessary qualifications and job descriptions for eligibility as Directors from time to time.

47 GENERAL DUTIES

- (a) As soon as practicable after being elected or appointed to the Board, each board member must become familiar with these Rules and the Act.
- (b) The Board is collectively responsible for ensuring that the Forum complies with the Act and that individual members of the Board comply with these Rules.
- (c) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Board members must exercise their powers and discharge their duties—
 - i. in good faith in the best interests of the Forum; and
 - ii. for a proper purpose.
- (e) Board members and former board members must not make improper use of—
 - i. their position; or
 - ii. 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 Forum.

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

- (f) In addition to any duties imposed by these Rules, a board committee member must perform any other duties imposed from time to time by resolution at a general meeting.

48 DELEGATION

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

49 PORTFOLIOS

The Board determines that the interests of the Forum are best served by the allocation of specific portfolios to Directors. The Board shall be entitled to vary the titles and portfolios of each of the Directors in accordance with the needs of the Forum from time to time, as set out in the current Corporate Governance Statement.

DIVISION 2 – COMPOSITION OF THE BOARD OF MANAGEMENT

50 COMPOSITION OF MANAGEMENT BOARD

- (a) The Board shall comprise:
 - i. The Chairman who shall act as Chairman of the Board;
 - ii. The Deputy Chairman who shall act as Deputy Chairman of the Board;
 - iii. The Secretary (who may be a paid employee of the Forum) ;
 - iv. The Treasurer who shall act as Director of Finance of the Board; and
 - v. up to 6 other Directors who shall be allocated portfolios in accordance with the current Corporate Governance Statement;
 - vi. All Board members shall be elected by Members;
 - vii. Up to 2 co-opted Directors who shall be appointed by the elected Board Members at a meeting of the Board, subject to the prior written consent of the proposed appointee;
 - viii. Immediate Past-Chairman, who shall not have voting rights unless elected to another office;
 - ix. A State Branch Delegate as a Non-Executive Director and elected representative from each State in which a Branch has been properly established under these Rules.

51 CHAIR AND DEPUTY CHAIR

- (a) Subject to subrule (b), the Deputy Chair or, in the Chair's absence, the Deputy Chair is the Chairperson for any general meetings and for any Board meetings.

- (b) If the Chair and the Deputy Chair are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - i. in the case of a general meeting—a member elected by the other members present; or
 - ii. in the case of a Board meeting—a Board member elected by the other Board members present.

54 SECRETARY

- (a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Forum.
Example: Under the Act, the secretary of an incorporated Forum is responsible for lodging documents of the Forum with the Registrar.
- (b) The Secretary must—
 - i. maintain the register of members in accordance with rule 18; and
 - ii. keep custody of the common seal (if any) of the Forum and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Forum in accordance with rules 72 and 75; and
 - iii. 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
 - iv. perform any other duty or function imposed on the Secretary by these Rules.
- (c) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

55 TREASURER

- (a) The Treasurer must—
 - i. receive all moneys paid to or received by the Forum and issue receipts for those moneys in the name of the Forum; and
 - ii. ensure that all moneys received are paid into the account of the Forum within 5 working days after receipt; and
 - iii. make any payments authorised by the Board or by a general meeting of the Forum from the Forum's funds; and
 - iv. ensure cheques are signed by at least 2 signatories
- (b) The Treasurer must—
 - i. ensure that the financial records of the Forum are kept in accordance with the Act; and
 - ii. co-ordinate the preparation of the financial statements of the Forum and their certification by the Board prior to their submission to the annual general meeting of the Forum.
 - iii. The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Forum.

56 STATE BRANCH DELEGATES

- (a) A State Branch established under these Rules shall elect a Full Financial Member who is deemed in accordance with these Rules, and who is principally resident in that State or Territory, to be a member of that State or Territory as the State Branch Delegate within 30 days of the Annual General Meeting.
- (b) Subject to these Rules, the elected State Branch Delegate will be appointed to the Board as a Non-Executive Director and required to attend board meetings as determined by the Board from time to time..

DIVISION 3- ELECTION OF DIRECTORS AND TENURE OF OFFICE

57. Eligibility of Candidates

- (a) No person shall be eligible for election to the Board unless:
 - i such person is 18 years and over,
 - ii has been a Full Financial Member of the Forum for a period of at least eleven months and,
 - iii is entitled to vote at an General meeting.
- (b) No more than 3 directors may be serve on the Board at any one time from the membership of any one State Branch as determined under Rule 77.2(b).
- (c) No Member shall be entitled to hold more than one office on the Board at the same time, except the Immediate Past Chairman, who may again be elected as Chairman.
- (d) Retiring Directors are eligible for re-election.

57.1 Term of Office

- (a) Each Director shall hold office for two year term (subject to (b) below), but is eligible for re-appointment subject to having the required qualifications and complying with the job description.
- (b) Directors shall, retire by rotation as to half of the Board every 2 years to ensure continuity and to prevent all Directors leaving office at the same time.

57.2 Retiring Directors

- (a) A retiring Director must advise the Secretary by the closing date for nominations as to whether he or she wishes to stand for re-election to the same office. If such advice is given, the person in question shall be deemed to have been re-nominated.
- (b) Retiring Directors wishing to stand for an office other than that which they are vacating must be nominated for such office in accordance with these Rules.

57.3 Nomination of Candidates

- (a) Each year, the Board will specify a date ("Lodgement Date") in advance of the Annual General Meeting for the lodgement of nominations for the election of Directors.
- (b) All nominations of candidates shall be:
- (c) in writing on the prescribed nomination form;
- (d) proposed and seconded in writing by two members;
- (e) Accompanied by the written consent of the nominee, which shall be endorsed on the prescribed nomination form or other form of document as determined by the Secretary to be appropriate in the circumstances that preclude the nominee's endorsement on the prescribed nomination form.
- (f) The calling notice for Director Elections shall state the number of vacancies in total and by State on the Board. In the event that there are more nominations received than vacancies available in total and/or by each state, an election shall ensue and the candidates with the highest number of votes received in descending order in the election shall be declared elected to the available positions.

57.4 Notification of Candidates

A list of all nominations for Director and the candidate statements shall be compiled and published by the Secretary at least 45 days prior to the Annual General Meeting.

57.5 Election of Directors

The election of Directors shall be held prior to the Annual General Meeting.

- (a) If insufficient nominations are received to fill all the positions on the Board, then the candidates nominated shall be deemed to be elected and further nominations shall be requested by the Secretary of the Forum.
- (b) If the number of nominations received is equal to the number of positions on the Board to be filled, then the persons nominated shall be deemed to be elected.
- (c) If the number of nominations for positions on the Board exceeds the number of positions to be filled, then a ballot must be held. The ballot must be conducted in such manner as the Chairman deems fit.
- (d) Once the Directors have been duly elected, the Board shall select one of its elected Directors to be Chairman and one to be Deputy Chairman. The manner of this selection is to be determined by the Board.

58 ELECTION OF OFFICE BEARERS

As soon as practicable after the General meeting referred to in Rule 57.5 above, the Board shall meet and elect amongst themselves the Chairman, Deputy Chairman, Secretary, treasurer and any other office bearers deemed necessary at the time.

59 BALLOT

- (a) 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.

- (b) The returning officer must not be a member nominated for the position.
- (c) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (d) The election must be by secret ballot.
- (e) The returning officer must give a blank piece of paper to—
 - i. each member present in person; and
 - ii. 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.
- (f) 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.
- (g) If the ballot is for more than one position—
 - i. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - ii. the voter must not write the names of more candidates than the number to be elected.
- (h) Ballot papers that do not comply with subrule (7) (b) are not to be counted.
- (i) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (j) 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.
- (k) 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—
 - i. 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
 - ii. 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.

60 VACANCY ON THE BOARD

- (a) A Board member may resign from the Board by written notice addressed to the Board Chairman.
- (b) A person ceases to be a Board member if he or she—
- (c) ceases to be a member of the Forum; or
- (d) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 67; or otherwise ceases to be a Board member by operation of section 78 of the Act.

Note: A Board member may not hold the office of secretary if they do not reside in Australia.

60.1 Vacation of Office

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Victorian Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns office in writing to the Forum;
- (e) is absent without the consent of the Board from three consecutive meetings;
- (f) fails to attend the stated minimum number of meetings within a calendar year;
- (g) without the prior consent or later ratification of the Members of the Forum in General Meeting, holds any office of profit under the Forum;
- (h) is directly or indirectly interested in any contract or proposed contract with the Forum and fails to declare the nature of her interest;
- (i) has been expelled or suspended from membership of the Forum, without further recourse under these Rules OR:
 - i. in the opinion of the Board has acted in a manner unbecoming or prejudicial to the objects and interests of the Forum; or
 - ii. has brought the Forum, or any State Branch into disrepute; or
 - iii. would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001.

60.2 Removal of a Director

Directors are subject to **Rules 19 and 25** (Disciplinary and Grievance) and can be removed from office in accordance with these Rules.

60.3 Removal of Board or Members Thereof

Subject to the provisions of these Rules, the members in an extraordinary general meeting called for that purpose may by Special Resolution remove from office any member of the Management Board and may by ordinary resolution appoint another person or persons in place of the person or persons so removed. Any person so appointed shall hold office during such time only as the person he/she has replaced would have held the office if he/she had not been so removed.

61 CASUAL VACANCY

61.1 Filling casual vacancies

- (a) The Board may appoint an eligible member of the Forum to fill a position on the Board that—
 - i. has become vacant under rule 60; or

- ii. was not filled by election at the last annual general meeting
- (b) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (c) Rule 57.2. applies to any Board Member appointed by the Board under subrule (a) or (b).
- (d) The Board may continue to act despite any vacancy in its membership

DIVISION 4 – MEETINGS OF THE BOARD

62 MEETINGS OF THE BOARD

- (a) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (b) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Forum at which the members of the Board were elected.
- (c) Special Board meetings may be convened by the Chair or by any 4 members of the Board.

63 NOTICE OF MEETINGS

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

64 URGENT MEETINGS

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 63 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (b) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

65 PROCEDURE AND ORDER OF BUSINESS

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

66 USE OF TECHNOLOGY

- (a) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Part, a Board member participating in a Board 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.

67 QUORUM

- (a) No business may be conducted at a Board meeting unless a quorum is present.
- (b) The quorum for a Board meeting is the presence (in person or as allowed under **Rule 66** of a majority of the Board members holding office.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - i. in the case of a special meeting—the meeting lapses;
 - ii. in any other case—the meeting must be adjourned to a date no later than 14 days after the adjourned meeting must be given in accordance with **Rule 33**.

68 VOTING

- (a) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (b) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (c) Subrule (b) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (e) Voting by proxy is not permitted.

69 CONFLICT OF INTEREST

- (a) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) The member—
 - i. must not be present while the matter is being considered at the meeting; and
 - ii. must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient Board 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.

- (c) This rule does not apply to a material personal interest—
 - i. that exists only because the member belongs to a class of persons for whose benefit the Forum is established; or
 - ii. that the member has in common with all, or a substantial proportion of, the members of the Forum.

70 MINUTES OF MEETING

- (a) The Board must ensure that minutes are taken and kept of each Board meeting.
- (b) The minutes must record the following—
 - i. the names of the members in attendance at the meeting;
 - ii. the business considered at the meeting;
 - iii. any resolution on which a vote is taken and the result of the vote;
 - iv. any material personal interest disclosed under rule 65.

71 LEAVE OF ABSENCE

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

72 ATTENDANCE OF MEETINGS

The Board shall ensure that its members attend at least 75% of the listed meetings in each calendar year. Any Director who fails to attend three meetings in succession without approved Leave of Absence will be requested to show due cause why they should not relinquish their position on the Board of Management.

73 CONDUCT OF MEETINGS USING COMMUNICATIONS MEDIA

Meetings of the Board and any committees may be convened and held by way of telephone, video conferencing link-up or other medium for electronic communication available for such purpose from time to time as long as:

- (a) the number of persons participating and physically present would represent a quorum for the purposes of these Rules;
- (b) due notice of the meeting and of intention to use a medium of electronic communication has been given to all persons entitled to notice of the meeting;
- (c) each of the participants acknowledge:
 - i. such participant's presence to the chairman;
 - ii. that the meeting is being convened as a duly constituted meeting;
 - iii. that the participant can hear the other participants;
- (d) the Chairman is satisfied with the identification of each of the participants at the commencement of the meeting and the presence of a quorum; and

- (e) voting of the participants on all issues is able to be clearly ascertained by the chairman.
- (f) no person participating in any meeting conducted pursuant to this Clause shall disconnect communication during the course of any meeting without the consent of the Chairman and in default of such consent or proven failure of the connection all participants at the commencement of the meeting shall be deemed to have been present and to have formed part of the quorum during the whole of that meeting. The Chairman shall sign minutes of the proceedings conducted as aforesaid and such minutes shall be prima facie evidence of the matters discussed and resolutions passed thereat.

74 POWERS AND RESPONSIBILITIES OF DIRECTORS

- (a) In addition to the normal duties to be carried out by Directors in accordance with these Rules and the Act, the Directors will be responsible for decisions made in respect of their specific portfolios, which portfolios (and the relevant duties falling under each portfolio) will be determined by the Board from time to time (and may be varied accordingly).
- (b) Without limiting **Rule 47.1 and 48**, the duties and powers of the Board will include:
 - i. implementing the decisions of the Board on behalf of the Members;
 - ii. creating Executive Committees;
 - iii. co-coordinating the activities of any Executive Committees and any associated Working Groups;
 - iv. providing strategic direction and leadership;
 - v. approving strategic, financial and business plans;
 - vi. policy approval;
 - vii. monitoring the performance of the Forum, senior management and the effectiveness of internal controls to manage risks;
 - viii. ensuring compliance with policies, laws and regulations;
 - ix. approving and monitoring the events that are conducted to promote the objectives of the Forum and IT Service Management best practices and standards generally; and
 - x. doing all other things or activities which are necessary, incidental or conducive to the advancement of the Statement of Purposes.
- (c) Subject to the Act, the Constitution, these Rules and any Regulations, By-laws or policy of the Forum or directive of the Board, each Director may act as they see fit in respect of the matters delegated under their portfolio
- (d) Each Director must provide a report of matters specific to their portfolio at intervals as set out in the Governance Framework or at such other times as they are requested to by the Chairman by way tabled items on Board meeting agendas.
- (e) Each Director may seek the assistance of any other Directors in carrying out their responsibilities in respect of their portfolio.
- (f) The Board may hear or review submissions from Members in respect of a Director's specific portfolio.

- (g) The Board may amend or repeal any decision made by a Director, in respect of a Director's specific portfolio.

75 EXECUTIVE COMMITTEES

- (a) The Board may delegate any of its powers to Executive Committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such a committee.
- (b) The Board will determine in writing the duties and powers afforded to any Executive Committee and the Committee must, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (c) The proceedings for any Executive Committee will, with any necessary or incidental amendment (including that the Chair will preside at meetings and that the Committee must meet on at least one occasion in each year) be the same as that applicable to meetings of the Board in **Rule 62 to 73**.
- (d) An appointed member of the Board will act as Chair for all Executive Committees.
- (e) An Executive Committee will consist of a Board Member (as Committee Chair), as many other Directors as wish to be involved, Councillors and any persons associated with Affiliated Members.
- (f) Any Executive Committee has the right to set up Working Groups, providing the Working Group has specific Terms of Reference (TOR) and that the Board has agreed the TOR.
- (g) Any Executive Committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board.
- (h) If the Board so requires, any Executive Committee shall report its business in writing to the Board. Within 3 working days of any meeting of any Executive Committee, the Committee Chair must send a copy of the ratified minutes and any supporting documents to the Chairman of the Board.

76 DISCIPLINARY COMMITTEE

- (a) The Board may delegate its functions, powers or duties in relation to discipline of Members to a Disciplinary Committee, comprised of three persons appointed by the Board from time to time, which persons may be Directors.
- (b) If any matter to be determined by the Disciplinary Committee under **Rule 19** gives rise to a conflict of interest on the part of any member of the Disciplinary Committee, the Board may appoint another independent person in his or her stead for determination of that matter only.

PART 7– STATE BRANCHES

77 STATE BRANCHES

77.1 Powers and Responsibilities

- (a) Subject to **Rule 48.1(b)**, State Branches shall have the power and responsibility to promote and further the objects of the Forum by conducting events that shall include, but are not limited to:
 - i. Seminars;
 - ii. Special interest groups;
 - iii. Any other events that may be determined from time to time.
- (b) All events must be sanctioned by the Board and be conducted within these Rules, and any Regulations, By-Laws and policies of the Forum or any other provision of this Constitution.
- (c) State Branch Meetings will be formed and conducted subject to **Rule 77.2**.

77.2 Establishment of State Branches

- (a) Members of the Forum resident within a State or Territory of Australia shall, with the consent of the Board, establish a Branch of the Forum in that State or Territory provided that the application is supported by the minimum number of members prescribed by the Board at that time as being necessary to establish a Branch.
- (b) Where a Branch is established, each member of the Forum whose address in the Register of Members is within the area of a Branch shall be deemed to be a member of that Branch for so long as the member's address remains within the area of that Branch.
- (c) If a State Branch has not been established within a State or Territory of Australia where a member whose address in the Register of Members is in that State or Territory:
 - i. the Board may at its discretion determine that all such members shall become members of an established State Branch that, based on the demographics of such members, is geographically located closest to the majority of members;
 - ii. in the absence of any such determination by the Board and, subject to approval of the Secretary, a member of the Forum may elect to become a member of the State Branch that is geographically located closest to the member's address in the Register of Members;
- (d) The provisions of **Rule 77.2(c)** shall endure until a State Branch is established in the State or Territory of Australia, at which time all members whose address in the Register of Members is within that State or Territory, shall, in accordance with **Rule 77.2(b)** become a member of that State Branch,
- (e) No person shall be a member of more than one State Branch at any one time and shall only be eligible to be a member of the Branch in the State in which they principally reside.

78 ELECTION OF STATE BRANCH COMMITTEE MEMBERS

78.1 Term of Office

- (a) Each State Branch Committee Member shall hold office for one year but is eligible for re-appointment.

78.2 Eligibility of Candidates

- (a) No person shall be eligible for election to a State Branch Committee unless they are a financial member of the forum resident in that State.
- (b) A person shall only be eligible to be actively involved in the management and operation of the State Branch in which they are deemed to be a member under **Rule 77.2(b) or (c)**.

78.3 Election of State Branch Committee Members

State Branch Committee Members shall be elected by eligible Members under Rule 78.2(a) prior to the Annual General Meeting.

- (a) Each State Branch Committee shall comprise a minimum of six, and a maximum of ten members.
- (b) Each State Branch Committee shall elect one of its members as the Branch Chair and State Branch Delegate, to represent it at General Meetings in accordance with these Rules and shall elect one of its members as the State Events Coordinator to coordinate the events run by the Branch. The manner of this selection is to be determined by each State Branch Committee.
- (c) The election of these two members shall be conducted prior to the AGM at which the appointment of State Branch Committee Members shall be confirmed.

78.4 Compliance of State Branches

- (a) Each of the State Branches shall:
- (b) conduct at least 8 meetings per year of the Branch Committee;
- (c) ensure that its Committee Members attend at least the minimum number of Branch meetings as prescribed in the current Corporate Governance Statement;
- (d) monitor whether Board members are attending at least the minimum number of Branch meetings in their principal state of residence as prescribed in the current Corporate Governance Statement;
- (e) Report Branch meeting attendance by State Branch Committee members and Board members to the board when required to do so;
- (f) report Branch Performance on a quarterly basis or as otherwise directed by the Board in conformance with the Governance Framework.

78.5 Operation of Rules

- (a) Each of the State Branches shall operate in accordance within the Act, Rules, Regulations and By-laws of the Forum;

- (b) State Branches may make Rules for their area of administration, provided that those Rules:
 - i. do not conflict with the objects of the purpose and objects of the Forum, or any other provision of this Constitution;
 - ii. are approved by the Board; and
 - iii. comply with any by-laws relating to Branches.

78.6 Quorum

- (a) Any four members of the State Branch Committee (which must include at least the Branch Chair or an appointed Deputy for that meeting) constitute a quorum for the transaction of the business of a State Branch Committee meeting.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to an appropriate date, time and place agreed to by a majority of the committee members.

PART 8 - FINANCIAL MATTERS

79 FINANCIAL MATTERS

79.1 Funds

The funds of the Forum shall be derived from entrance fees, annual subscriptions, donations, sponsorship, advertising, conference fees, subsidies and such other sources as the Board determines.

79.2 Accounts and Audit

- (a) The Board in conjunction with the Treasurer shall ensure that proper accounts are maintained to reflect the true financial position of the Forum.
- (b) The books of account of the Forum shall be open to the inspection of members at the office of the Treasurer.
- (c) The accounts shall be audited annually by a Certified Practising Accountant or a member of the Institute of Chartered Accountants in Australia appointed by the Board from time to time.

79.3 Bank Account and Cheques

- (a) All moneys received by the Forum from whatever source must be paid forthwith into an account in the name of the Forum with such bank as the Board may from time to time direct.
- (b) All drafts, bills of exchange, promissory notes and other negotiable instruments, other than cheques, shall be signed by two members of the Board, of which one must be the Treasurer.
- (c) All cheques shall be signed by the Treasurer and by either one other member of the Board or a financial member of the Forum appointed for this purpose by the

Board.

79.4 Annual Report

The Board shall at each annual general meeting lay before the members a statement containing the particulars specified in Part 7 of the Act, together with the Auditor's Report on the accounts of the Forum for the previous financial year.

79.5 Financial statements

- (a) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Forum are met.
- (b) Without limiting subrule (1), those requirements include—
 - i. the preparation of the financial statements;
 - ii. if required, the review or auditing of the financial statements;
 - iii. the certification of the financial statements by the Board;
 - iv. the submission of the financial statements to the annual general meeting of the Forum;
 - v. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 9 - GENERAL

80 COMMON SEAL

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

81 REGISTERED ADDRESS

The registered address of the Forum is—

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

82 NOTICE REQUIREMENTS

- (a) Any notice required to be given to a member or a Board member under these Rules may be given—
 - i. by handing the notice to the member personally; or
 - ii. by sending it by post to the member at the address recorded for the member on the register of members; or

- iii. by email or facsimile transmission.
- (b) Subrule (1) does not apply to notice given under rule 60.
- (c) Any notice required to be given to the Forum or the Board may be given—
 - i. by handing the notice to a member of the Board; or
 - ii. by sending the notice by post to the registered address; or
 - iii. by leaving the notice at the registered address; or
 - iv. if the Board determines that it is appropriate in the circumstances—
 - by email to the email address of the Forum or the Secretary; or
 - by facsimile transmission to the facsimile number of the Forum

83 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (a) Members may on request inspect free of charge—
 - i. the register of members;
 - ii. the minutes of general meetings;
 - iii. subject to subrule (b), the financial records, books, securities and any other relevant document of the Forum, including minutes of Board meetings (which may be sanitised for Confidentiality OR Privacy Act compliance and as provided for in Rule 83(b) hereunder). .

Note: See note following rule 18 for details of access to the register of members.
- (b) The Board may refuse to permit a member to inspect records of the Forum that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Forum.
- (c) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (d) Subject to subrule (b), a member may make a copy of any of the other records of the Forum referred to in this rule and the Forum may charge a reasonable fee for provision of a copy of such a record.
- (e) 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 Forum and includes the following
 - i. its membership records;
 - ii. its financial statements;
 - iii. its financial records;
 - iv. records and documents relating to transactions, dealings, business or property of the Forum.

84 INDEMNITY

- (a) Every Director, employee or agent of the Forum shall be indemnified out of the property and assets of the Forum against any liability incurred by him in his capacity as Director, employee or agent of the Forum in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or

in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the Court.

- (b) The Forum shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except willful misconduct:
 - i. in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Forum; and
 - ii. in the case of an employee, performed or made in the course of, and within the scope of employment by the Forum.

85 AUDITOR

- (a) A properly qualified auditor shall be appointed at the Annual General Meeting and will remain in office until the conclusion of the next Annual General Meeting or in the event of failure to appoint, may be determined by the Board and later ratified by the General Meeting.
- (b) The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted principles, or any applicable code of conduct.
- (c) The remuneration of such an auditor shall be fixed by the Board.
- (d) The accounts of the Forum (i.e. profit and loss accounts and balance sheet) shall be examined by the auditor at least once in every year to ascertain their correctness.

86 CODE OF ETHICS AND PROFESSIONAL CONDUCT

- (a) All Board members must sign the Board Code of Ethics, currently entitled "Board Code of Ethics" as soon as is reasonably practical after their appointment.
- (b) The Board may from time to time adopt a Code of Ethics and Professional Conduct which upon ratification by the Forum in general meeting (or by referendum) shall be binding upon all Members.
- (c) Upon ratification of a Code of Ethics and Professional Conduct or the ratification of any amendment or variation of such Code, a copy of the Code, amendment or variation as the case may be shall be provided to each member.

87 ALTERATION OF CONSTITUTION AND RULES

- (a) Subject to the Act, the Constitution (including the Statement of Purposes) and these Rules may be altered only in the following manner:
- (b) Any member may submit, in writing, a proposed amendment to the Rules or the Constitution of the Board.
- (c) Every proposed amendment received by the Board not less than thirty (30) days before the next general meeting, must be referred to the next general meeting for consideration.
- (d) Every proposed amendment received by the Board less than thirty (30) days before the next general meeting may, if the Board decides, be referred to the next General Meeting but, if not so referred, must be referred to the General Meeting following.

- (e) Not less than thirty (30) days' notice must be given to Members, in accordance with the Rules, specifying the intention to propose the resolution altering the Rules or the Constitution as a special resolution.
- (f) The proposed amendment is ineffective unless it is passed by special resolution. A declaration by the Chairman that the special resolution has been carried is conclusive evidence of the fact unless a poll is demanded.
- (g) The Secretary shall, within one month after the passing of the special resolution altering the Constitution or the Rules lodge with the Registrar of Incorporated Forums notice in writing of the special resolution setting out particulars of the alteration together with a declaration signed by at least two (2) members of the Board to the effect that the special resolution was passed in accordance with the Act.
- (h) Subject to the Act, the alteration to the Constitution or Rules takes effect on the date when the Secretary lodges the notice under **Rule 34**.

88 REGULATIONS & BY-LAWS

88.1 Formulation of Regulations and By-Laws

- (a) The Board may (by itself or by delegation to a committee) from time to time formulate, issue, amend, interpret, adopt or repeal Regulations and/or by-laws and policies for the proper conduct and management of the Forum and in particular, but without limitation, for:
 - i. the advancement, management, administration and control of the business activities, events, premises and publications of the Forum;
 - ii. the conduct of and the privileges enjoyed by members; and
 - iii. any other matter not required to be dealt with pursuant to these Rules by the members in general meeting.
- (b) Any such By-Laws must be consistent with the Act, the Constitution and these Rules.
- (c) Any by-law may be set aside by a majority vote of the members in general meeting.

88.2 Deeming Provisions

All Rules, regulations and by-laws of the Forum in force at the date of the approval of these Rules under the Act shall be deemed to be By-Laws under this Rule.

88.3 Force and Effect

- (a) Such Regulations, by-laws and policies made under this Rule shall have the same force and effect as the Rules, but shall not be in any way opposed or in conflict with the Rules.
- (b) Any by-laws made under these Rules shall come into force and have full authority of a By-law of the Forum upon the expiration of fourteen clear days after being posted to members for notification.

88.4 Notices Binding On Members

Amendments, alterations, interpretations or other changes to By-Laws shall be published by means of notices approved by the Board. Notices are binding upon all Members.

89 INTERNATIONAL REGULATIONS AND INCONSISTENCY

For so long as the Forum remains affiliated or otherwise associated with itSMF International and provided that it is in accordance with the Act, it shall act in accordance with the policies, procedures and guidelines of itSMF International, to the extent that the same applies to the Forum. In the event of any conflict or inconsistency between such policies, procedures and guidelines the following order of precedence shall apply in order to resolve such conflict or inconsistency:

- (a) itSMF International;
- (b) The Forum.

90 WINDING UP AND CANCELLATION

- (a) The Forum may be wound up voluntarily by special resolution.
- (b) In the event of the winding up or the cancellation of the incorporation of the Forum, the surplus assets of the Forum must not be distributed to any members or former members of the Forum.
- (c) 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 Forum and which is not carried on for the profit or gain of its individual members.
- (d) The body to which the surplus assets are to be given must be decided by special resolution.
- (e) upon winding up or dissolution of the Forum there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Forum but shall be given or transferred to some body or bodies having charitable purposes similar to the purposes of the Forum and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Forum by the Statement of Purposes and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of the Forum at or before the time of dissolution and in default thereof by such Judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.