2019

RULES of the WORLD UNION of TISSUE BANKING ASSOCIATIONS
(Incorporation Rules - Associations Incorporation Reform Regulations, VIC - AU)

TABLE OF PROVISIONS

Part 1 – GENERAL

1. Name 4
2. Purposes 4
3. Financial Year 4
4. Definitions 4

Part 2 – POWERS OF ASSOCIATIONS

5. Powers of Association 5
6. Not for Profit Organization 6

Part 3 – MEMBERSHIP, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 – Membership

7. Who is eligible to be a Member 6
8. Member categories 6
9. Application for membership 7
10. Consideration of application 7
11. New membership 7
12. Annual subscription and fee on joining 8
13. Rights of Associate Members 8
14. Rights of Observer Members 8
15. Rights not transferable 9
16. Duties of Members and Representatives 9
17. Ceasing membership 9
18. Resigning as a Member 9
19. Register of Members 9
Division 2 – Disciplinary Measures

20. Grounds for taking disciplinary action
21. Disciplinary Committee
22. Notice to Member
23. Decision of Disciplinary Committee
24. Appeal rights
25. Conduct of Disciplinary Appeal Meeting

Division 3 – Grievance Procedure

26. Application
27. Parties must attempt to resolve the dispute
28. Appointment of mediator
29. Mediation process
30. Failure to resolve dispute by mediation

Part 4 – EXECUTIVE COUNCIL

31. Role and power
32. Delegation

Division 1 – Composition of the Executive Council and duties of members

33. Composition of Executive Council
34. General duties and rights of Executive Council members
35. General duties and rights of the General Secretary
36. General duties and rights of the Treasurer

Division 2 – Appointment of Executive Council Members and Office Bearers

37. Appointment of Member Representatives to the Executive Council
38. Appointment of the General Secretary
39. Appointment of the Treasurer

Division 3 – Meetings of the Association

40. Annual General Meeting
41. Executive Council meetings
42. Urgent Executive Council meetings
43. Notice of meetings
44. Actions without meetings
45. Procedure and order of business
46. Use of technology
47. Quorum - AGM, SGM, Urgent and Executive Council Meetings 21
48. Decision making 21
49. Conflict of interest 21
50. Minutes of meetings 22
51. Leave of absence 22

**Part 5 – COMMITTEES**

52. Constitution of a Committee 23
53. Committee membership 23
54. Procedure and order of business 24
55. Notice of Committee meetings 24
56. Use of technology 24
57. Quorum – Committee meetings 24
58. Decision making 25
59. Minutes of Committee meetings 25

**Part 6 – FINANCIAL MATTERS**

60. Source of funds 26
61. Management of funds 26
62. Financial records 26
63. Financial statements 27

**Part 7 – GENERAL MATTERS**

64. Liability of Officers 27
65. Registered address 27
66. Notice requirements 27
67. Custody and inspection of books 28
68. Winding up of the Association 28
69. Alteration of Rules 29
Part 1 - GENERAL

1. Name:

(1) The name of the incorporated association is the World Union of Tissue Banking Associations Incorporated (WUTBA), and for reference in these Rules, “the Association”.

2. Purposes:

(1) The Mission of WUTBA is -
   (a) To stimulate global development and harmonize best practices in tissue donation, processing, banking, transplantation and related biotherapeutic activities.

(2) The Aims of WUTBA are to -

   (a) Establish a free association of the world’s leading organizations of tissue bank professionals;
   (b) Support ethical practices in tissue donation and transplantation, and stand against tissue trafficking;
   (c) Work at harmonizing global practices in the donor screening, procurement / recovery, and processing of human tissues;
   (d) Exchange information on events, activities, standards, regulations, education and research;
   (e) Coordinate meeting schedules and promote scientific programmes (conferences, workshops, etc.) of the member associations;
   (f) Organize, on a regular basis, world scientific meetings and workshops;
   (g) Establish a global register of tissue establishments;
   (h) Collect and publish data on tissue donation;
   (i) Collaborate in the establishment of vigilance systems for tissues for transplantation;
   (j) Support universal coding efforts for tissue allografts;
   (k) Act as a global and scientific counterpart in tissue banking for the World Health Organization.

3. Financial year

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

4. Definitions

In these Rules –

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

**Associate Member** means a member referred to in Rule 8.

**Chair** of an Executive Council or Committee Meeting means the person chairing the meeting as required under Rule 41 (Executive Council) and Rule 53 (Committee).

**Disciplinary appeal meeting** means a meeting of the members of the Association convened under Rule 24.

**Disciplinary meeting** means a meeting of the Committee convened by the Executive Council for the purpose of Rule 21.
Disciplinary Committee means the subcommittee appointed under Rule 20.

Financial year means the 12 month period specified in Rule 3.

Member of the Executive Council means a member elected or appointed under Division 1 of Part 4.

Meeting of the Executive Council or Committee means a meeting of the Executive Council or any nominated committee held in accordance with these Rules.

Member entitled to vote means a member who under Rule 13 or Rule 14 is entitled to vote at a meeting.

Observer Member means a member referred to in Rule 8.

Processing of tissues and cells refers to the receipt, manufacture, quality controls, storage and distribution.

Special resolution means a resolution that requires not less than three quarters of the members that have the right to vote at a Meeting, whether in person, or by proxy, in favour of the resolution.

The Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act. This is legislation from Victoria, Australia, under which an association is incorporated through Consumer Affairs Victoria (CAV) - www.consumer.vic.gov.au

The Registrar means the Registrar of Incorporated Associations.

Part 2: POWERS OF ASSOCIATION

5. Powers of Association

(1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting sub-rule (1), the Association may -
   (a) Promote research and disseminate information in the field of tissue donation, banking, transplantation and derived biotherapeutics;
   (b) Promote, hold and conduct meetings, conventions and programs;
   (c) Promote best practice by exchange of scientific and technical knowledge in the field of tissue donation, banking and transplantation;
   (d) Promote ethical and equitable practices in all aspects of tissue donation and transplantation, and stand against tissue trafficking;
   (e) Publish a journal or reports (e.g. a newsletter) and maintain a website;
   (f) Promote voluntary and unpaid donation of tissues and the availability of safe, adequate and accessible tissues for the purposes of transplantation, education and/or research;
   (g) Open and operate accounts with financial institutions;
   (h) Appoint staff and engage agents to transact business on its behalf;

(i) Enter into any contract or partnership it considers necessary or desirable, as approved by the Executive Council;
(j) Accept donations, funding and sponsorship from other public or private organizations pending consideration and approval by the Executive Council.
(k) Offer donations, funding and sponsorship to other organizations, or individuals, pending consideration and approval by the Executive Council.

(3) The Association may only exercise its powers and use its income, including any surplus, for its purposes.

(4) The Association does not have the power to represent its Associate Members, individually or as a whole, unless such power is specifically delegated in writing or minuted at an Executive Council meeting.

6. Not for profit organization

(1) WUTBA is a not-for-profit, non-governmental association, organized exclusively for charitable, educational and scientific purposes.

(2) The Association must not distribute any surplus, income or assets directly or indirectly to its members.

(3) Sub rule 6.2 does not prevent the Association from paying a member -
   (a) a reimbursement for expenses properly incurred by the member;
   (b) for goods or services provided by the member,
   if this is done in good faith on terms no more favourable than if the member was not a member.

Part 3: MEMBERSHIP, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 – Membership

7. Who is eligible to be a Member

(1) Members are professional associations that engage in tissue banking related activities: donation, processing, quality assurance, storage, transplantation, and derived biotherapeutics.

8. Member categories

(1) There are two Member categories -
   (a) Associate Member that is a regional or continental association; or
   (b) Observer Member that is a national or sub continental association.

(2) The Association inaugural Associate Members are the following Tissue Banking Associations:
   (a) The American Association of Tissue Banks (AATB);
   (b) The Asia Pacific Association of Surgical Tissue Banks (APASTB);
   (c) The Biotherapeutics Association of Australasia (BAA, formerly the Australasian Tissue Banking Forum - ATBF);
   (d) The European Association of Tissue and Cells Banks (EATCB, formerly the European Association of Tissue Banks); and
(e) The Latin American Association of Tissue Banks (ALABAT).

9. Application for membership

(1) A newly formed regional or continental association working in matters related to tissue donation, banking and transplantation, and which concur with the aims of the Association, may apply to become an Associate Member of WUTBA.

(2) From time to time, the Association may consider the application from a national association or another formal body working in matters related to the field of tissue donation, banking and transplantation or biotherapeutics, to become an Observer Member.

(3) To apply to become a Member, an Association must submit a written application, to the Association Executive Council stating that the Association -
   (a) wishes to become a member (Associate or Observer) to the Association;
   (b) supports the purposes of the Association;
   (c) agrees to comply with these Rules; and
   (d) is ready to sign a Memorandum of Understanding with the Association.

(4) The application -
   (a) Must be signed by the chair of the applying Association; and
   (b) May be accompanied by a joining fee.

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

10. Consideration of application

(1) As soon as practicable after an application for membership is received, the Executive Council must decide by resolution whether to accept or reject the application;

(2) The Executive Council must notify the applicant in writing of its decision as soon as practicable after the decision is made;

(3) If the Executive Council rejects the application, it must return any money accompanying the application to the applicant;

(4) No reason need be given for the rejection of an application.

11. New membership

(1) If an application for membership is approved by the Executive Council -
   (a) the resolution to accept the membership must be recorded in the minutes of the Executive Council meeting; and
   (b) a Memorandum of Understanding (MOU) will be signed between the Association and the newly incorporated member.
   (c) As soon as practicable following the signature of the MOU by both entities, the General Secretary must enter the name and address of the new member, and the date of becoming a member, in the Register of Members.
(2) An association or formal body becomes a Member of the WUTBA and is entitled to exercise its rights of membership from the date, whichever is the later, on which -
   (a) the Executive Council approves the professional association membership;
   (b) the MOU referred to in 11(1) is signed;
   (c) the new member pays the joining fee.

12. Annual subscription and fee on joining

(1) At the closure of the financial year, the WUTBA Executive Council will set or review membership fees for its Members in accordance to the agreed business plan and budget for the coming year;

(2) At the start of the financial year, the Association will send statements to Members regarding the expected contribution;

(3) Associate Members or Observer Members admitted after the start of the financial year may be required to contribute a proportionate amount as determined by the Executive Council;

(4) The Executive Council may decide to waive contributions or reduce the amount – pending or future - from any of its Associate and Observer Members as deemed appropriate;

13. Rights of Associate Members

(1) To appoint three (3) representatives as members to the Association Executive Council; and

(2) To receive notice of Executive Council meetings and of proposed special resolutions in the manner and time prescribed in these Rules; and

(3) To appoint representatives to Committees or to other roles in the Association; and

(4) To submit items of business for consideration of the Association Executive Council; and

(5) To access all minutes of meetings, records of procedures, registries, and relevant documentation pertinent to the Association’s affairs, as provided under Rule 67; and

(6) To share with the public at large and its constituents the Associated Member status to the Association and use the Association’s logo to this purpose; and

(7) To discuss, decide and vote on matters pertaining the Association.

(8) An Associate Member, or any of its individual representatives, does not have the right to speak on behalf of or represent the Association, unless authorized to do so by the Executive Council or the General Secretary.

14. Rights of Observer Members

(1) To appoint one (1) representative of their association or formal body; and

(2) To receive notice of Executive Council meetings and of proposed special resolutions in the manner and time prescribed in these Rules; and

(3) To attend, at the discretion of the Executive Council, to Council and Committee meetings; and

(4) To access, at the discretion of the Executive Council, minutes of meetings, records of procedures, registries, and relevant documentation pertinent to affairs of the Association; and
(5) To share with the public its status as an Observer to the Association and use the Association’s logo to this purpose; and

(6) An Observer Member does have the right of voice in the discussion of the Association matters.

(7) An Observer Member does not have the right to vote on matters related to the conduct of business of the Association.

(8) An Observer Member, or any of its individual members, does not have the right to speak on behalf of or represent the Association, unless authorized to do so by the Executive Council or the General Secretary.

15. Rights not transferable

(1) The rights of a Member are not transferable and end when the membership ceases.

16. Duties of Members and Representatives

(1) To protect the good standing of the Association; and

(2) To promote and to provide insight as to how to best achieve the Association’s aims; and

(3) To this purpose, engage in the work of the Executive Council and Committees; and

(4) To pay set fees or contributions.

17. Ceasing membership

(1) The membership of a professional association or formal body ceases on resignation, on expulsion, or on the winding up of the association or formal body.

(2) The member is an Observer Member and specific circumstances under which the membership was accepted are re-considered by the Executive Council.

(3) If a professional organization or formal body ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the professional organization or body ceased to be a member in the Register of Members.

18. Resigning as a member

(1) A Member may resign by notice in writing, given to the General Secretary personally, by post or by e-mail.

(2) A Member is taken to have resigned if:
   (a) the Member’s annual subscription is more than 12 months in arrears; or
   (b) where no annual subscription is payable -
      (i) the Secretary has made a written request to the member to confirm that it wishes to remain a Member; and
      (ii) the Member has not, within 3 months after receiving that request, confirmed in writing that it wishes to remain a Member.

19. Register of Members

(1) The Secretary must keep and maintain a Register of Members that includes:
(a) for each current Member -
    (i) the Member’s name;
    (ii) the address for notice last given by the Member;
    (iii) the date of becoming a Member;
    (iv) if the Member is an Associate Member or Observer Member, a note to that effect;
    (v) any other information determined by the Executive Council; and
(b) for each former Member, the date of ceasing to be a Member.

(2) Any Member may, at a reasonable time and free of charge, inspect the Register of Members.

Division 2 - Disciplinary measures

20. Grounds for taking disciplinary action

(1) Breaches of compliance to the Association aims, rules, policies, standards, codes and requirements, financial debt or the conduct of business that is contrary to the interests of the Association will be discussed by the Executive Council.

(2) The Executive Council may take disciplinary action against a Member in accordance with this Division if it determined that the member -
    (a) has failed to comply with these Rules; or
    (b) refuses to support the purposes of the Association; or
    (c) has engaged in conduct prejudicial to the Association.

21. Disciplinary Committee

(1) The Executive Council may establish a Disciplinary Committee to further investigate relevant matters and inform Council.

(2) The members of the Disciplinary Committee -
    (a) may be Executive Council members, appointed representatives by Associated Members or anyone else; but
    (b) must not be biased against, or in favour of, the Member concerned.

22. Notice to Member

(1) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member -
    (a) stating that the Association proposes to take disciplinary action against the Member;
    (b) stating the grounds for the proposed disciplinary action; and
    (c) specifying the date, place and time of the meeting at which the Disciplinary Committee intends to consider the disciplinary action (the disciplinary meeting); and
    (d) advising the Member that it may do one or both of the following -
        (i) address the Disciplinary Committee at that meeting;
        (ii) give a written statement to the Disciplinary Committee at any time before the disciplinary meeting; and
    (e) setting out the member’s appeal rights under Rule 24.

23. Decision of Disciplinary Committee

(1) At the disciplinary meeting, the Disciplinary Committee must -
    (a) give the Member an opportunity to be heard; and
(b) consider any written statement submitted by the Member; and
(c) inform its deliberations and agreed disciplinary actions, by consensus, to the Executive Council.

(2) Disciplinary measures in accordance with sub-rule (1) will be applied by the Executive Council and may include -
   (a) take no further action against the Member; or
   (b) limitation to the right to vote; or
   (c) suspension of rights for a finite amount of time; or
   (d) the discontinuation of membership from the Association.

(3) The Disciplinary Committee may not fine the Member.

(4) The suspension of membership rights or the expulsion of a Member by the Disciplinary Committee under this rule takes effect immediately after the consensus is reached.

(5) The disciplinary measures will be notified in writing, providing the reasons and affording an opportunity to respond in writing and appeal as under Rule 24.

24. Appeal rights

(1) An association or formal body whose membership rights have been suspended or that has been expelled from the WUTBA under Rule 23 may give notice to the effect that it wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given -
   (a) to the Executive Council immediately after the communication with the vote to suspend or expel the organization is received; or
   (b) to the General Secretary not later than 48 hours after the vote.

(3) If the Member has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Executive Council as soon as practicable, but in any event not later than 21 days after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each Member of the Executive Council who is entitled to vote as soon as practicable and must:
   (a) specify the date, time and place for the meeting; and
   (b) state -
      (i) the name of the Member against whom the disciplinary action has been taken; and
      (ii) the grounds for taking that action; and
      (iii) that at the disciplinary appeal meeting the representatives present must vote on whether the disciplinary actions imposed by the Association must be upheld or revoked.

25. Conduct of disciplinary appeal meeting

(1) At a disciplinary appeal meeting -
   (a) No business other than the question of the appeal may be conducted; and
   (b) The Executive Council must state the grounds for suspending rights or expelling the Member and the reasons for taking that action; and
   (c) The Association which membership rights have been suspended or that has been expelled must be given an opportunity to be heard.
(2) After complying with sub-rule (1), the Executive Council members present and entitled to vote, others than that under disciplinary review, must vote by secret ballot on the question of whether the decision to suspend rights or expel the Member should be upheld or revoked.

(3) A member may not vote by proxy at a disciplinary appeal meeting.

(4) The decision is upheld if not less than three quarters of the members with voting rights present at the meeting vote in favour of the decision.

**Division 3 - Grievance Procedure**

**26. Application**

(1) The grievance procedure set out in this Division applies to disputes under these Rules between-
(a) a member and another member;
(b) a member and the Executive Council;
(c) a member and the Association.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

**27. Parties must attempt to resolve the dispute**

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

**28. Appointment of mediator**

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 27, the parties must, within 10 days -
(a) notify the Executive Council of the dispute; and
(b) agree to or request the appointment of a mediator; and
(c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be -
(a) a person chosen by agreement between the parties; or
(b) in the absence of agreement -
   (i) if the dispute is between a member and another member – a person appointed by the Executive Council; or
   (ii) if the dispute is between a member and the Executive Council or the Association - a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Executive Council may be a representative of a member or former member of the Association but in any case must not be a person who -
(a) has a personal interest in the dispute; or
(b) biased in favour of or against any party.

**29. Mediation process**

(1) The mediator to the dispute, in conducting the mediation, must –
(a) give each party every opportunity to be heard; and
(b) allow due consideration by all parties of any written statement submitted by any party; and
(c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

30. Failure to resolve dispute by mediation

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

Part 4: EXECUTIVE COUNCIL

31. Role and Power

(1) The Association business will be conducted under the leadership of an established Council of representatives – the Executive Council.

(2) There will be two Office Bearers: the General Secretary and the Treasurer.

(3) Committees may be formed by the Executive Council to discuss and progress specific actions.

(4) Council may appoint and remove staff.

32. Delegation

(1) The Executive Council may delegate to a member of the Executive Council, a Committee or staff, any of its powers and functions other than –
   (a) this power of delegation; or
   (b) a duty imposed on the Executive Council by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Executive Council considers appropriate.

(3) The Act requires the Secretary of an incorporated association to be an adult, resident in Australia
   (a) when the General Secretary is not a resident of Australia, the Executive Council may delegate to an Executive Council Member Representative other than the General Secretary, the role of Association Secretary to perform any duty or function required under the Act.

(4) The Executive Council may, in writing, revoke a delegation wholly or in part.

Division 1 – Composition of the Executive Council and duties of members

33. Composition of Executive Council

The WUTBA Executive Council will be constituted by -
(1) Three (3) representatives of each Associate Member -
   (a) the representatives will be nominated by their respective Associations;
   (b) these representatives will be referred to as Associate Member Representatives; and
   (c) each representative of an Associate Member has both the right of voice and vote.

(2) One (1) representative of each Observer Members -
   (a) the representatives will be nominated by their respective Associations;
   (b) they will be invited to attend to Council Meetings, at discretion of Council;
   (c) these representatives will be referred to as Observer Member Representatives;
   (d) each representative of an Observer Member has the right of voice, but not of vote.

(3) WUTBA Office bearers -
   (a) they are the General Secretary and the Treasurer;
   (b) when not elected from among the representatives to Council, they will have a standing invitation to attend Council meetings;
   (c) both the General Secretary and the Treasurer have the right of voice but not of vote.

(4) Individuals may be invited to attend, at discretion of the Executive Council and from time to time, to Council or Committee Meetings.
   (a) they do not hold the position of Representatives;
   (b) they have only the right of voice but not of vote.

34. General duties and rights of Executive Council members

(1) As soon as practicable after being elected or appointed to the Executive Council, each member representative must become familiar with these Rules and the Act.

(2) The Council is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Executive Council comply with these Rules.

(3) Council members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Council members will not receive financial compensation for services or contributions provided to the Association.

(5) Council members may be reimbursed, if pre-approved by Council at its discretion, for reasonable expenses incurred as a result of the provision of services or contributions to work sanctioned by the Association.

(6) Council Members must exercise their powers and discharge their duties –
   (a) in good faith in the best interests of the Association; and
   (b) to support the Association in the achievement of its aims; and
   (c) to ensure a fair representation of the views of individual members of the Associate Member or Observer Member they represent; and
   (d) to disclose before a Council meeting any perceived conflict of interest;
      (i) if a conflict of interest is declared, a representative may be dismissed from discussion and voting involving a specific matter.

(7) Council members and former Council members must not take improper use of –
   (a) their position; or
(b) represent or vote on behalf of the Association, unless authorized to do so by Council; or
(c) use information acquired by virtue of holding their position so as to gain an advantage for themselves of any other person, or to cause detriment to the Association.

35. General duties and rights of the General Secretary

(1) The roles and responsibilities are -
(a) to organize and summon Executive Council and other meetings of the Association;
(b) to prepare and circulate meeting agendas, including relevant information within the required time frames as per Rule 43;
(c) to collate information and receive reports from various Committees;
(d) to chair the Executive Council meetings and endeavour to progress business matters in a timely manner;
   (i) In the case of the General Secretary absence, a member elected by the other council members present will undertake this role.
(e) to collate information and bring relevant matters to attention of Council;
(f) to take note of, circulate and amend Minutes of meetings;
(g) to progress actions, as agreed in Council meetings;
(h) to make payments with resources withdrawn from the Association funds, as authorized by the Executive Council.
(i) the movement of any value over the limit of USD$ 5,0000.00 or any payment to the General Secretary will require the co-authorization of the Treasurer;
(j) To represent the Association, whenever authorized to do so by Council;
(k) To participate in discussions of matters that may benefit the Association and report the outcome of such discussion to the Council;
(l) To cast a vote on behalf of the Association, whenever authorized by Council; and
(m) In accordance to sub-rule 32(3), to perform any duty or function required under the Act to be performed by the secretary of an incorporated association, including -
   (i) to stand as the contact person between the Association and CAV;
   (ii) to lodge of annual statement within a month after the Annual General Meeting;
   (iii) to maintain the Register of Members;
   (iv) to keep custody of all books, documents and records, except financial as referred in sub-rule 36.1;
   (v) subject to the Act and these Rules, to provide Members with access to the Register of Members, the minutes of Executive Council meetings and other books and documents;
   (vi) to apply for change of the Association registered address;
   (vii) to notify CAV of: a change in the Association registered address, the appointment of a new secretary and changes to their details within 14 days after the appointment, of a special resolution to wind up of the Association and distribution of its assets.

Note: The Act requires the Secretary standing as the contact person between the Association and CAV to be an adult, resident in Australia; if the General Secretary is not an Australian resident, other Australian Member Representative may be nominated to this role as per Rule 32.3

(2) The General Secretary does not have the right to a vote at Council or Committee meetings unless he/she is also a Member Representative.

(3) The Association will not pay fees to the General Secretary for acting as the General Secretary.
(4) The Association may reimburse the General Secretary, for pre-approved, or at Council discretion, expenses properly incurred by the General Secretary in connection with the affairs of the Association.

36. General duties and rights of the Treasurer

(1) The role and responsibilities are -
   (a) to endeavour to support the Association in the achievement of its aims and transparency of its dealings or disclose any perceived conflict of interest that may preclude this endeavour;
   (b) to receive all moneys paid or received by the Association and issue receipts for those moneys in the name of the Association;
   (c) to ensure that all moneys received are paid into the bank account of the Association, within the shortest possible time after receipt;
   (d) to review any contracts with service providers on behalf of, and in the best interests of, the Association upon Council advise;
   (e) to make any payments with resources withdrawn from the Association funds, as authorized by the Executive Council.
      (i) The movement of any value over the limit of USD$ 5,000.00 or any payment to the Treasurer will require the co-authorization of the General Secretary;
      (ii) The Treasurer may delegate to the General Secretary the authority to withdraw moneys and effect payments on his behalf.
   (f) to ensure financial records are kept in accordance with the requirement of the Act;
   (g) to prepare the financial Statements of the Association at 12 month intervals or as required by Council and their certification by the Executive Council before their submission to CAV;
   (h) to attend Executive Council meetings and participate in discussions in matters that may benefit the Association; and

(2) The Treasurer does not have the right to a vote at Executive Council meetings unless he/she is also a Member Representative.

(3) The Association will not pay fees to the Treasurer for acting as the General Secretary.

(4) The Association may reimburse the Treasurer for pre-approved, or at Council discretion, expenses properly incurred by the Treasurer in connection with the affairs of the Association.

Division 2 – Appointment of Executive Council and Office Bearers

37. Appointment of Member Representatives to the Executive Council

(1) Each Associate Member will appoint three (3) representatives to the Executive Council.
   (a) The Associate Member representation will include its current Chairperson (or President) and two additional representatives, as designated by the Associate Member.

(2) Each Observer Member may appoint one (1) representative to the Executive Council.

(3) It is the responsibility of the Associated or Observer Member Association to sponsor and ensure the participation of their appointed representatives in the Association activities and provide updated contact details to the General Secretary.

(4) Member Representatives may be re-appointed to the role at discretion of the Associate or Observer Member Association.
(5) Member Representatives may be substituted in accordance to the wishes of the Associate or Observer Member Association
   (a) To that effect, information in writing and new contact details must be submitted to the General Secretary.

(6) Appointed members may be represented by proxy -
   (a) the notice must be delivered, in writing, to the Secretary prior to the start of the Meeting, signed by the Member Association’s chairperson.
   (b) proxy members retain the same rights of voice and vote of the Member Representative.

38. Appointment of the General Secretary

(1) The candidate must be a member in good standing with an Associate Member.

(2) The candidate may be a Member Representative.

(3) The candidate will be confirmed to the position by consensus vote of Council membership.

(4) In the event of multiple candidates to the position or if a decision cannot be reached by consensus, the decision will be taken by majority vote.

(5) The appointment is for the period of 3 consecutive years.

(6) There may be a single re-appointment for an additional period of three (3) years, if so approved by vote of the Council.

(7) The appointed General Secretary may -
   (a) continue to hold his position as the representative of a Member Association and retain the right of voice and vote; or
   (b) step down as the representative of a Member Association and retain the right of voice but not of vote.
   (c) under this circumstance, the Member Association to whom the General Secretary is a member, will appoint a new representative to Council.

39. Appointment of the Treasurer

(1) The candidate must be a member of good standing with an Associate Member;

(2) The candidate may be a Member Representative;

(3) The candidate will be confirmed to the position by consensus vote of Council membership;

(4) In the event of multiple candidates to the position, or a decision cannot be reached by consensus, the decision will be taken by majority vote;

(5) The appointment to the role is for the period of three (3) consecutive years;

(6) There may be a single re-appointment for an additional period of three (3) years, if so approved by vote of the Executive Council; and

(7) The appointed Treasurer may -
(a) continue to hold his position as representative of a Member Association and retain the right of voice and vote; or
(b) step down as the representative of a Member Association and retain the right of voice but not of vote.
(c) under this circumstance, the Member Association to whom the Treasurer is a member, will appoint a new representative to Council.

Division 3 – Meetings of the Association

40. Annual General Meeting

(1) An Annual General Meeting (AGM) will be scheduled within 5 months of the end of the Association financial calendar year where -
   (a) this meeting will be preferably organized in tandem to a scientific meeting of an Associate Member.

(2) Members of the Executive Council will preferably attend in person, where -
   (a) attendance of Council Member Representatives (or their proxies as per 2(d)) will be sponsored by their respective Associations;
   (b) attendance of WUTBA Office bearers may be sponsored by the Association;
   (c) members unable to attend in person will be able to access the meeting using technology means as described under Rule 46;
   (d) a Council Member unable to attend may nominate a proxy to attend on his/her behalf -
      (i) the nomination must be presented to the General Secretary or to the Meeting Chair, in writing and signed by the Associated or Observer member Chair, before the start of the meeting.

(3) Attendance will be extended to regular members of Associated and Observer Members present.
   (a) they will have the right of discussion but not the right of vote.

(4) Notice to this meeting will follow Rule 43.

(5) The ordinary business of the AGM will be -
   (a) to review the minutes, resulting and pending actions of preceding meetings within the previous fiscal calendar year;
   (b) to review the financial statements of the Association for the preceding financial year (in accordance to Part 7 of the Act);
   (c) to confirm changes to appointments to the Association Executive Council and Committees;
   (d) to establish the business plan for the Association for the next financial calendar year; and
   (e) to confirm or vary the amounts (if any) of the annual financial contributions and joining fees.
   (f) The notice of the AGM will include any other business or motions to be considered.

(6) The Chair of a General Meeting will be the General Secretary, or if the General Secretary is not in attendance, other Executive Council Members present may choose another Council Member to be Chair.

(7) A Special General Meeting may be convened by the General Secretary or by any of the Member Associations.
(a) a request from a Member for a Special General Meeting must be forwarded to the General Secretary in writing and -
   (i) state the business to be considered at the meeting and resolutions proposed; and
   (ii) include the names and signatures of members requesting the meeting.

(8) Such Special General Meeting must be held within the earliest possibility of quorum after the date the original request is made.

(9) Actions requiring decision making and informing papers for such special meetings will be circulated to member representatives and office bearers as under sub-rule 43(2).
   (a) the Special General Meeting may only consider the business stated in the request.

41. Executive Council meetings

(1) The Executive Council must hold regular meetings at least 4 times in each year at the dates, times and places determined by Executive Council based on best availability of members;
   (a) the AGM may be considered as an Executive Council Meeting.

(2) Executive Council meetings may be in person (face to face) or be carried out by the use of technology as under Rule 46.

(3) The Chair of an Executive Council Meeting will be the General Secretary, or if the General Secretary is not in attendance, other Executive Council Members present may choose another Council Member to be Chair.

(4) Executive Council meetings may be attended by –
   (a) Associated Member Representatives;
   (b) Office Bearers;
   (c) Observer Member Representatives, at discretion of Council;
   (d) Committee Chairs; and
   (e) other individuals, per invitation of the General Secretary or at discretion of Council.

(5) A Council Member may nominate a proxy to attend on his/her behalf.
   (a) the nomination must be presented, in writing and signed by the Associated or Observer member Chair, to the General Secretary or to the Meeting Chair before the start of the meeting.

(6) The Chair may adjourn a meeting with the consent of the majority of members present at the meeting -
   (a) if there is insufficient time to deal with the business at hand; or
   (b) to give the members more time to consider an item of business.
   (c) Notice of a rescheduled meeting must be given in accordance to Rule 42.
      (i) the business that remained unfinished when the meeting was adjourned must be resumed at the very next meeting of the Committee.

(7) Additional Special Executive Council meetings may be convened by the General Secretary or by any of the Member Associations.
   (a) a request from a Member for an Special Executive Council meeting must be forwarded to the General Secretary in writing and -
      (i) state the business to be considered at the meeting and resolutions proposed; and
      (ii) include the names and signatures of members requesting the meeting.
(8) Such Special Executive Council meeting must be held within the earliest possibility of Representative availability after the date the original request is made.

(9) Actions requiring decision making and informing papers for such Special Executive Council meetings will be circulated to member representatives and office bearers as under sub-rule 43(2).
   (a) the special meeting may only consider the business stated in the request.

42. Urgent Executive Council meetings

(1) In cases of urgency, a meeting can be held without notice being given in accordance to Rule 43, provided that as much notice as practicable is given to each Representative by the quickest means practicable.

(2) The only business that may be conducted at an urgent meeting is the business for which the meeting was convened.

43. Notice of meetings

(1) Written notice of the AGM meeting dates, time, place (where applicable) and electronic communication details will be agreed and circulated by the General Secretary via telephone, post or electronic mail, no later than 21 days before the date of the meeting.

(2) Written notice of the Executive Council meeting dates, time, place (where applicable) and electronic communication details will be agreed and circulated by the General Secretary via telephone, post or electronic mail, no later than 14 days before the date of the meeting.

(3) Notice may be given of more than one Committee meeting at the same time.

(4) The Agenda and information papers will be circulated to member representatives and office bearers by the Secretariat at least 7 days before the date of the meetings via post or electronic mail,

44. Actions without meetings

(1) The General Secretary may communicate with Associate Members and Observer Members for information sharing or when the business of the Association so requires, in writing via newsletter, Communiques or circular notes.

(2) Actions may be agreed via circular communication, following similar processes as described in Rule 48.

45. Procedure and order of business

(1) The procedure to be followed at a meeting of the Executive Council will be determined from time to time by Council Membership.

(2) The business will be set forth in the circulated agenda.

(3) The order of business may be determined by the members present at the meeting.

46. Use of technology
(1) A member representative who is not physically present at a meeting may participate in the meeting by the use of technology that allows that representative member and the Executive Council members present at the meeting to clearly and simultaneously communicate with each other.

47. Quorum – AGM, SGM, Urgent and Executive Council Meetings

(1) A quorum is the presence (in person or as allowed under Rule 46) of 40% of member representatives

(2) No business is to be conducted at an Annual General Meeting, Special General Meeting or Urgent Meeting without a quorum.

(3) If a quorum is not present at an Annual General Meeting, Special General Meeting or Urgent Meeting within 15 minutes after the notified commencement time of that meeting, the meeting must be adjourned and new notice sent out as per Rule 43.

(4) A quorum is not required to hold an Executive Council meeting.

48. Decision making

(1) Decisions will be reached by consensus whenever possible.
   (a) A quorum for a decision to be approved by consensus requires the presence of at least one representative of each Associated Member;
   (b) a Member may delegate this vote to a nominated proxy.

(2) If consensus cannot be reached, voting will be undertaken.
   (a) each Associate Member representative (or proxy) has the right to one vote.
   (b) a decision to be approved by voting requires the valid vote of the Chair (or President) of each Associate Member;
   (c) The Chair (or President) of each Associate Member can be represented by a nominated proxy delivered in writing to the General Secretary prior to the start of the meeting or voting session;
   (d) Casting of a vote will be permitted in person, via the use of accepted electronic media as per Rule 46, in writing.

(3) A representative of a Member participating in a meeting using technology as means of access as per Rule 46 is taken to be present at the meeting and if the representative casts a vote at the meeting, it is taken to have voted in person.

(4) If votes are divided equally on a question, Members may provide the General Secretary with the right to cast a decisive vote.

(5) A Special Resolution is passed if not less than three quarters of members voting at a meeting (either in person or by proxy) vote in favour of the resolution.
   (a) An entry to the effect of the resolution being carried forward (or not) will be noted in the Minutes of the Meeting.

Note:
In addition to certain matters specified in the Act, a special resolution is required:
   (a) to remove a Council or Committee member
(b) to remove an Office Bearer from office
(c) to alter these Rules, including changing the name or any of the purposes of the Association

49. Conflict of Interest

(1) A Council member who has a material or personal interest in a matter being discussed at a meeting that may represent a conflict of interest must so declare before the matter is raised.

(2) If the remaining representatives agree there is a personal conflict of interest, at discretion of Council –
   (a) the member may be allowed to participate in the discussions, but cannot vote; or
   (b) the individual must not be present while the matter is being considered.

(3) If the remaining representatives agree there is a financial or material conflict of interest,
   (a) the individual must not be present while the matter is being considered.

Note:
Under section 83(3) of the Act, if there are insufficient Council members to form a quorum because of a member who has a material interest is disqualified from voting on a matter, an additional meeting may be called to deal with the matter.

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

50. Minutes of meetings

(1) Minutes of each meeting must be taken and kept.

(2) The Minutes must record the following:
   (a) the names of members in attendance to the meeting;
   (b) proxy forms given to the Secretary prior to the meeting under sub-rule 47.2.
   (c) the business considered at the meeting;
   (d) any resolution on which a vote is taken and the result of the vote; and
   (e) any material personal interest disclosed under Rule 48.

(3) In addition, the Minutes must include, when applicable:
   (a) the financial annual statements submitted to the members in accordance to sub-rule 45(2); and
   (b) the certificate signed by two Executive Council Members, certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
   (c) any audited accounts and auditor’s report or report of a review accompanying the financial statements that are required under the Act.

(4) Draft Minutes of Council meetings will be circulated to attendees by post or electronic means for confirmation of content or amendments as soon as feasible.

(5) Once amended and circulated, the Final Minutes will be considered to represent the discussions and decisions undertaken during the Meeting.
51. Leave of absence

(1) The Executive Council may grant a Council or Committee Member leave of absence form meetings for a period not exceeding three (3) months.

(2) The Executive Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the member representative to seek the leave in advance.

(3) Absence beyond three (3) months will require the nomination of a substitute representative as under Rule 37.

Part 5: COMMITTEES

52. Constitution of a Committee

(1) Committees may be appointed at the discretion of the Executive Council to:
   (a) develop drafts of policies and statements;
   (b) consolidate educational materials;
   (c) organize or facilitate scientific events and training programs;
   (d) review and recommend amendments to the rules of the Association;
   (e) collate information and progress discussions on required specific actions;
   (f) develop communication activities and programs;
   (g) review financial practices;
   (h) review and provide a position on relevant scientific and technical questions;
   (i) provide insight to best technical and ethical practices.

(2) Committees are time limited and will be dissolved upon completion of the tasks assigned or as seen appropriate by Council.

(3) Committees may become Standing Committees of the Association as per decision of Council.

53. Committee membership

(1) There is no prescribed minimum or maximum number of members of a Committee.

(2) A Committee will have a Chair who is a Councillor or Office Bearer and designated by the Executive Council at the time of the appointment;

(3) Participants will be appointed to Committees by the Associate and Observer Members, with the assumption that equal opportunity to participate will be provided to members in good standing of each Associate or Observer Member.

(4) Individuals that are not members of an Associate or Observer Member may be recruited, upon approval of the Council and justified by their unique expertise, as Advisors.
   (a) they may be nominated for ad hoc participation or for the duration of the Committee;
   (b) advisors may partake in the discussion but will not be have the right to vote in decision making processes of the Committee.

(5) Nominations to Committees are for the maximum period of three (3) years.
(a) an additional, single, period of three (3) years may be granted to any committee member at the discretion of Council.

(6) In case a Committee position becomes vacant, this information shall be circulated to the Associate and Observer Members calling for nominations to fill that position.

(7) The Association will not pay fees to Committee Members and non-contracted Advisors for acting as a Committee Member.

(8) The Association may reimburse Committee Members for pre-approved, or at Council discretion, expenses properly incurred by Committee members, in connection with the affairs of the Association.

(9) Committee members and former committee members must not take improper use of –

(a) their position; or

(b) information acquired by virtue of holding their position so as to gain an advantage for themselves of any other person or to cause detriment to the Association.

54. Procedure and order of business

(1) The Chair will –

(a) convene Committee Meetings at agreed intervals and availability of members;
(b) establish with members the work plan and meeting agendas;
(c) ensure minutes of the discussions are taken
(d) report to the Executive Council as required.

(2) The General Secretary and secretariat will support of the work of the Committee.

55. Notice of Committee meetings

(1) Written notice of Committee meeting dates, time, place (where applicable) and electronic communication details will be agreed and circulated by the General Secretary or Committee Chair via telephone, post or electronic mail, no later than fourteen (14) days before the date of the meeting.

(2) Notice may be given of more than one Committee meeting at the same time.

(3) The Agenda and information papers will be circulated to members at least seven (7) days before the date of the meetings via post or electronic mail.

56. Use of Technology

(1) A Committee member who is not physically present at a meeting may participate in the meeting by the use of technology that allows that representative member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.

57. Quorum – Committee Meetings
(1) The quorum for a Committee Meeting is the presence (in person or as allowed under Rule 56) of a majority of the Committee members.

(2) If a quorum is not present within fifteen (15) minutes after the notified commencement time of a Committee meeting, the meeting must be adjourned to a new time, date and place, in accordance to Rule 55.

(3) The Chair may adjourn a meeting at which a quorum is present, with the consent of the majority of members present at the meeting -
   (a) if there is insufficient time to deal with the business at hand; or
   (b) to give the members more time to consider an item of business.
   (c) Notice of a rescheduled meeting must be given in accordance to Rule 55.
      (i) the business that remained unfinished when the meeting was adjourned must be resumed at the very next meeting of the Committee.

58. Decision making

(1) A Committee member who has a material or personal interest in a matter being discussed must so declare.

(2) At discretion of the Committee Chair, the individual may –
   (a) be present at the discussion, but must not vote; or
   (b) be asked to withdraw from the meeting.

(3) Deliberations and conclusions will be reached by consensus whenever possible.

(4) If consensus cannot be reached, the quorum for a Committee decision to be approved by vote of the majority requires the presence, or manifestation in writing, of the half plus one of all Committee members.

(5) A Committee Member participating in a meeting as using technology as means of access as per Rule 56 is taken to be present at the meeting and if the representative casts a vote at the meeting, it is taken to have voted in person.

(6) Unresolved matters may be forwarded for final decision by Council.

(7) Committees will report, as required, to the Executive Council.

(8) Committees decisions and proposed actions will be approved and progressed at the discretion of the Executive Council.

59. Minutes of Committee meetings

(1) Minutes of each meeting must be taken and kept.

(2) The Minutes must record the following:
   (a) the names of members in attendance to the meeting;
   (b) the business considered at the meeting;
   (c) any resolution on which a vote is taken and the result of the vote; and
(d) any material personal interest disclosed and outcomes.

(3) Draft Minutes of Committee meetings will be circulated to attendees by post or electronic means for confirmation of content or amendments as soon as feasible.

(4) Once amended, circulated and approved, the Minutes will be considered to represent the discussions and decisions undertaken during the Meeting.

Part 6: FINANCIAL MATTERS

60. Source of funds

(1) The funds of the Association may be derived from –
   (a) joining fees;
   (b) annual contributions from Members;
   (c) donations;
   (d) fund-raising activities;
   (e) grants;
   (f) interest; and
   (g) any other sources approved by the Executive Council.
   (h) contributions from public and private entities or individuals, as long as there is no identified conflict of interests.

61. Management of funds

(1) The Association must open an account with a financial institution form which all expenditure of the Association is made and into which all of the Association’s revenue is deposited.

(2) Subject to the restrictions imposed by the Association’s aims and purposes, the Executive Council may approve expenditure on behalf of the Association.

(3) The Executive Council may authorize the General Secretary or the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to the equivalent of USD$5,000.00, without requiring approval of the Executive Council.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the General Secretary or the Treasurer.

(5) Under exceptional circumstances, Council may bestow the authority to perform the above to another individual where:
   (a) the delegation must be approved by consensus in a Council Meeting and be documented in Minutes;
   (b) the delegation is time limited;
   (c) this delegation may be removed any time pending written notice to the individual or to the financial institution.

(6) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
(7) With the approval of the Executive Council, the General Secretary or the Treasurer may maintain a cash float provided that all money paid from or paid into the float us accurately recorded at the time of the transaction.

62. Financial records

(1) The Association must keep financial records that:
   (a) correctly record and explain its transactions, financial position and performance; and
   (b) enable financial statements to be prepared as required by the Act.

(2) The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.

(3) the Treasurer must keep in his or her custody, or under his or her control -
   (a) the financial records for the current financial year; and
   (b) any other financial records as authorized by the Executive Council.

63. Financial statements

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

(2) Without limiting to sub-rule (1), those requirements include:
   (a) the preparation of the financial statements;
   (b) if required, the review or auditing of the financial statements;
   (c) the certification of the financial statements by the Executive Council;
   (d) the submission of the financial statements to Council Representatives at the meeting following closure of the financial year;
   (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

Part 7: GENERAL MATTERS

64. Liability of Officers

(1) Subject to any contrary provision in the law, any matter or thing, or omitted to be done by any Executive Council, Committee Member, or employee off the Association for the purpose of any performance by him in his functions shall not subject him personally to any action, claim or demand.

(2) Sub-rule 63.1 does not preclude an officer or staff of the Association from being answerable for any damage or injury caused by his negligence or default.

65. Registered address

(1) The registered address of the Association is -
   (a) the address determined from time to time by resolution of the Executive Council; or
   (b) if the Executive Council has not determined an address to be the registered address – the postal address of the Association Secretary for the purpose of the Act.
66. Notice requirements

(1) Any notice required to be given to a Member Association or to a Member representative under these Rules may be given –
   (a) by handling the notice to the member personally; or
   (b) by sending it by post to the member to the address recorded for the Member on the Register of Members; or
   (c) by e-mail.

(2) Sub-rule 65(1) does not apply to notice given under Rule 60.

(3) Any notice required to be given to the General Secretary under these Rules may be given by –
   (a) handling the notice to the General Secretary; or
   (b) by sending the notice by post to the registered address; or
   (c) by leaving the notice at the registered address; or
   (d) by e-mail to the e-mail address of the Association or General Secretary.

67. Custody and inspection of books

(1) Members may on request inspect free of charge –
   (a) the Register of Members
   (b) the minutes of Executive Council Meetings
   (c) subject to sub rule (2), the financial records, books, securities and any other relevant document of the Association.

(2) The Executive Council may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interests of the Association.

(3) The Executive Council must on request make copies of these rules available to Members and applicants for membership free of charge.

(4) Subject to sub rule (2) a Member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such record.

(5) For purposes of this Rule –

   Relevant documents means the records and other documents, however compiled, recorded or stored that relate to the incorporation and management if the Association and includes the following –
   (a) its membership records;
   (b) its financial statements;
   (c) its financial records;
   (d) records and documents relating to transactions, dealings, business or property of the Association.

68. Winding up of the Association

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

(3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for profit or gain of its individual members.

(4) The body to which the surplus assets are to be given must be decided by special resolution.

69. Alteration of Rules

(1) The Rules of the Association may be amended from time to time, by special resolution, at a General Meeting

END OF DOCUMENT