

# Australian and New Zealand Society of Indexers Inc.

## Constitution

### Contents

Section A General .....	27
Section B Membership and subscriptions .....	4
Section C Discipline, disputes and mediation .....	6
Section D Officers .....	9
Section E Council.....	10
Section F Election of officers and Council and casual vacancies .....	13
Section G Meetings of the Society .....	14
Section H Local groups .....	17
Section I Finance.....	17
Section J Maintenance and custody of books and records and the common seal.....	18
Section K General matters.....	19
Section L Amendments to the Constitution.....	19
Index.....	21

### Constitution amendment schedule

2013	Amended 2 October 2013 to conform with provisions of the <i>Associations Incorporation Reform Act 2012 (Vic)</i>
2015	Amended 7 May 2015 in connection with the restructure of ANZSI
2019	Amended at the 26 August 2019 Annual General Meeting to incorporate provisions concerning the ANZSI Code of Conduct and election of officers, and to correct some minor anomalies
2020	Amended at the 10 August 2020 Annual General Meeting to include the obligations of members, to define the powers and responsibilities of the Executive, to set a quorum for Executive decision-making, and to set the quorum for a general meeting to 10 members. Some additional definitions were also included.

# **Australian and New Zealand Society of Indexers Inc.**

## **Constitution**

### **Section A General**

#### **Name**

A1. The name of the Society will be Australian and New Zealand Society of Indexers (hereinafter called 'the Society').

#### **Aims**

A2. The aims of the Society are to

- (a) promote standards and improve the quality of indexing in Australia and New Zealand;
- (b) promote the training, continuing professional development, status and interests of indexers in Australia and New Zealand;
- (c) provide opportunities for those interested in and connected with indexing to meet and exchange information, ideas and experiences relating to all aspects of indexing;
- (d) act as an advisory body on indexing to which authors, editors, publishers and others may apply for guidance;
- (e) establish and maintain relationships between the Society and other bodies with related interests;
- (f) raise awareness of the value of indexers, indexing and indexes;
- (g) publish information in accord with the foregoing aims.

#### **Powers of the Society**

A3. Subject to the Act, the Society has power to do all things incidental or conducive to achieving its aims.

A4. Without limiting C5 the Society may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner it sees fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) operate a scheme for accrediting members who meet the standards for admission to a register of accredited indexers.

A5. The Society may exercise its powers and use its income and assets (including any surplus) only for its purposes.

A6. The Society must not distribute any surplus income directly or indirectly to its members.

A7. Paragraph A6 notwithstanding, the Society may reimburse its members for expenses properly incurred, or for goods or services provided by the member.

## Definitions

A8. In this Constitution, unless the contrary intention appears:

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

*business day* means a weekday, i.e. Monday to Friday, not being a public holiday;

*committee* means a committee established by the Council under the provisions of this Constitution;

*Council* means the Council of the Australian and New Zealand Society of Indexers;

*executive* means the Executive of the Australian and New Zealand Society of Indexers as defined in clause D4 of this Constitution;

*financial year* means the year ending on 30 June;

*general meeting* means a meeting of members convened in accordance with Section G of this Constitution;

*honorary life member* means a person belonging to the Society under the provisions of clauses B10 to B15 of this Constitution;

*institutional member* means an organisation belonging to the Society under the provisions of clause B8 of this Constitution;

*member* means a member of the Society in any of the categories of 'personal member', 'honorary life member' or 'institutional member';

*Model Rules* means the Model Rules for an Incorporated Association which form part of the Regulations;

*Newsletter* means the newsletter published by the Society;

*office* means any position in the Society to which a member may be elected or appointed, or which may be held ex officio;

*open proxy* means one that does not direct the holder of the proxy how to vote but permits him or her to exercise his or her judgement;

*ordinary member of the Council* means a member of the Council who is neither an Officer of the Society under Section E of this Constitution nor an ex officio member;

*Regulations* means regulations under the Act;

*relevant documents* has the same meaning as in the Act;

*secretary* means the Secretary of the Society;

*Society* means the Australian and New Zealand Society of Indexers (which may be abbreviated as ANZSI);

*special general meeting* means a general meeting other than an annual general meeting;

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

*subscription* means the fee set by the Council from time to time;

*teleconferencing* means a meeting with participants in different locations linked by telecommunications technology, such as text, audio or video communications systems.

*treasurer* means the Treasurer of the Society.

## Section B Membership and subscriptions

### Application for membership

- B1. Membership of the Society will be open to persons and institutions engaged in indexing and to others interested in promoting the aims of the Society.
- B2. Application for admission to the Society will be made in writing on the approved form which shall be submitted to the Membership Secretary or may be made using the form available online.
- B3. Applications shall be accompanied by the subscription applicable at the time.
- B4. The Council may, on the recommendation of the Membership Secretary, reject an application to join the Society. In that event the Council shall not be required to give reasons for that decision but it must refund any subscription.
- B5. A person who is not a member of the Society at the time of the incorporation of the Society (or who was a member at the time but has ceased to be a member) shall not be admitted to membership unless he or she has applied for membership in accordance with this Constitution.
- B6. Once an application has been accepted and the applicable subscription paid, the Membership Secretary shall enter the name of the applicant in the list of members.

### Categories of membership

- B7. Personal members; institutional members.

#### Institutional members

- B8. Organisations will be admitted to the Society as institutional members on application and payment of the subscription applicable for institutional members.
- B9. Institutional members may nominate an individual to represent them at meetings of the Society. Such nominees will be eligible to exercise all rights of membership except that they shall not be eligible for election to the Council.

#### Honorary life members

- B10. Honorary life membership may be awarded to members by resolution of the Council in recognition of outstanding service to indexing and/or to the Society.
- B11. Candidates for honorary life membership must have at least ten years continuous membership of the Society.
- B12. Nominations for honorary life membership shall be submitted to the Secretary by a proposer and seconder who must be current members of the Society.
- B13. The nomination must be accompanied by a statement in support together with testimonials if considered appropriate.
- B14. The Secretary shall forward the nomination to the Council in confidence. A motion to approve the nomination shall be passed if three quarters of the Council members vote in favour of the resolution.
- B15. An honorary life member of the Society will have full membership rights and shall be deemed a financial member without being required to pay a subscription.

### Membership list

- B16. The Membership Secretary shall maintain a membership list containing:
  - (a) the postal address of each member. This address will be the listed address until it is altered by due notice given to the Membership Secretary;
  - (b) the date on which each member's name was entered on the list;

- (c) the class of membership;
  - (d) for each former member the date of ceasing to be a member.
- B17. Any notice sent to a member at their registered address will be deemed to have been served on the day when in the ordinary course of events the notice would have been delivered.
- B18. Members may also list an email address to which communications may be sent. If a member lists such an address any notice sent by email will be deemed to have been received within 24 hours of the despatch of the notice.
- B19. The list shall be available for inspection by any member free of charge upon request at a reasonable time and subject to section 59 of the Act.
- B20. The list may not be made available to third parties for purposes other than the furtherance of the objectives of the Society.

### **General rights of members**

- B21. A financial member of the Society is entitled to:
- (a) vote provided that not less than 24 hours have passed since he or she became a member of the Society and provided he or she is aged eighteen or over;
  - (b) receive notices of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution;
  - (c) submit items of business for consideration at a general meeting in the manner and time prescribed by this Constitution;
  - (d) attend and be heard at general meetings;
  - (e) receive the Society's Newsletter;
  - (f) have access to the Constitution, the minutes of general meetings, confirmed minutes of the Council, and other relevant documents of the Society as prescribed by this Constitution;
  - (g) inspect the membership list.
- B22. The rights of a member are not transferable and end when membership ceases.
- B23. Documents posted on the members' area of the website shall be deemed to be accessible to all members.

### **Obligations of members**

- B24. A financial member of the Society is obliged to:
- a) comply with the Constitution;
  - b) comply with the Code of Conduct;
  - c) support the aims and objectives of the Society as set forth in this Constitution;
  - d) follow the policies of the Society;
  - e) refrain from conduct prejudicial to the Society.

### **Ceasing membership**

- B25. The membership of a person ceases on resignation, expulsion or death.
- B26. A member of the Society who has paid all moneys due and payable by a member of the Society may resign from the Society by giving one month's notice in writing to the Membership Secretary of his/her intention to resign.
- B27. After expiry of the period referred to in clause B26 above
- (a) the member ceases to be a member; and

- (b) the Membership Secretary must record in the list of members the date on which the member ceased to be a member.

### **Liability**

B28. Each member's liability shall be limited to the annual subscription and such other annual fees as the Council may set from time to time for particular services or facilities.

### **Subscriptions**

B29. Each member will pay such annual subscription as may from time to time be determined by the Council.

B30. Subscriptions will be payable annually on 1 July and in advance.

B31. Upon election as an honorary life member, the member is not liable to pay any further subscriptions, and any subscription paid for the year in which election occurs shall be refunded.

B32. A member whose subscription is more than three months in arrears will be deemed to have resigned but may be reinstated to membership of the Society on application as prescribed in this Constitution and upon payment of the appropriate subscription.

### **Register of Accredited Indexers**

B33. The Society will establish a Register of Accredited Indexers recording those who have been assessed by peer review as meeting the Society's accreditation criteria.

B34. The inclusion of a member's name in the Register will entitle that member to be known as an Accredited Indexer of the Australian and New Zealand Society of Indexers so long as he or she remains a financial member of the Society.

B35. The Council may, at its discretion, charge an annual fee for entry in the Register.

## **Section C Discipline, disputes and mediation**

### **Disciplinary procedures**

- C1. If a complaint is received from another member of the Society, or from anyone else with whom a member has interacted, the complaint shall be considered by the Executive who shall determine whether, in its opinion, the complaint falls into any of the categories in clause C2. If the complaint is against a member of the Executive that person shall not be advised of, nor be entitled to attend, the meeting.
- C2. The Society may take disciplinary action against a member in accordance with this section if it is determined that the member
  - (a) has failed to comply with the Constitution;
  - (b) has failed to comply with the Code of Conduct;
  - (c) refuses to support the purposes of the Society; or
  - (d) has engaged in conduct prejudicial to the Society.
- C3. If the Executive is satisfied that a prima facie case exists it shall convene a special meeting of the Council to consider the matter. If the complaint is against a member of the Council, that person shall not be advised of, nor be entitled to attend, the meeting.

### **Disciplinary committee**

C4. If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council must appoint a disciplinary committee of not fewer than three persons to hear the matter and determine what action, if any, to take against the member.

C5. The members of the disciplinary committee may be Council members, members of the Society or anyone else; but must not be biased against, or in favour of, the member concerned.

#### Notice to member

- C6. Before disciplinary action is taken against a member, the Secretary must give written notice to the member
- (a) stating that the Society proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that he or she may do one or both of the following: attend the disciplinary meeting and address the disciplinary subcommittee at that meeting; or, give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under clauses C12 to C15 below.
- C7. The notice must be given no earlier than 28 days and no later than 14 days before the disciplinary meeting is to be held.

#### **Decision of disciplinary committee**

- C8. 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.
- C9. After complying with clause C8 above, the disciplinary committee may
- (a) take no further action against the member; or
  - (b) subject to clause C10 below, the committee may
    - (i) reprimand the member; or,
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Society.
- C10. The disciplinary committee may not fine the member.
- C11. 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.

#### Appeal rights

- C12. A person whose membership rights have been suspended or who has been expelled from the Society under paragraphs C8–C11 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- C13. The notice must be in writing and given to
- (a) the disciplinary committee immediately after the vote to suspend or expel the person is taken; or
  - (b) the Secretary not later than 48 hours after the vote.
- C14. If a person has given notice under clause C12 above, a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days after the notice is received.
- C15. Notice of the disciplinary appeal meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must
- (a) specify the date, time and place of the meeting; and

- (b) 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.

#### Conduct of disciplinary appeal meeting

C16. At a disciplinary appeal meeting

- (a) no business other than the question of the appeal may be conducted; and
- (b) the Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

C17. After complying with clause C16 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.

C18. Other provisions in this Constitution notwithstanding, a member may not vote by proxy at the meeting.

C19. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

#### **Disputes and mediation**

C20. The grievance procedure set out in this section applies to disputes between

- (a) a member and another member;
- (b) a member and the Council;
- (c) a member and the convenor of a group;
- (b) a member and the Society.

C21. 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.

C22. 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.

#### Appointment of mediator

C23. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause C22, the parties must within 10 days:

- (a) notify the 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.

C24. The mediator must be a person chosen by agreement between the parties; or, in the absence of agreement

- (a) if the dispute is between a member and another member, a person appointed by the Council; or
- (b) if the dispute is between a member and the Council or the Society, a person appointed or employed by the Dispute Settlement Centre of Victoria.

C25. A mediator appointed by the Council may be a member or former member of the Society but in any case must not be a person who

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.



## Mediation process

C26. 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.

C27. The mediator must not determine the dispute.

C28. 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.

## Section D Officers

### Officers of the Society

D1. The officers of the Society shall be a

- (a) president;
- (b) vice president;
- (c) secretary; and
- (d) treasurer.

D2. The officers and Council members shall be elected annually as provided in Section F of this Constitution, or for such other term to a maximum of three years as may be determined by the Council.

D3. Tenure

- (a) Officers shall hold office from the date of election until the date of the next annual general meeting.
- (b) Officers and ordinary members of the Council may seek re-election.

### Executive

D4. The officers of the Society shall constitute an Executive which has powers and responsibility to:

- (a) take action on matters arising between meetings of the Council which are of an urgency such that they cannot, or should not, await a decision of the Council;
- (b) report to the next meeting of Council on the action taken;
- (c) consider complaints against members as provided in Section C.

D5. A quorum of the Executive for decision-making under clause D4(a) is three members of the Executive.

### Officials

D6. The Council may also appoint officials to discharge particular functions.

- (a) A Membership Secretary shall be appointed annually by the Council to handle all aspects of membership including applications, renewals, resignations and membership records.
- (b) Other officials, such as a web manager or a newsletter editor, may be appointed annually by the Council.
- (c) Officials appointed under this clause shall not be members of the Council unless
  - (i) co-opted under clause E1(e)
  - (ii) elected as an officer of the Society or councillor under Section F of this Constitution.

## Section E Council

### Powers

- E1. The affairs of the Society shall be managed by a Council which shall have and may perform the following powers and duties:
- (a) control and manage the business and affairs of the Society;
  - (b) determine the annual subscription to be paid by members;
  - (c) charge annual fees for particular services or facilities such as entry in *Indexers Available*;
  - (d) establish committees and appoint their members;
  - (e) co-opt members for particular purposes, e.g. membership secretary, web manager, newsletter editor. Co-opted members shall not have the power to vote;
  - (f) confer awards;
  - (g) establish and dissolve subordinate groups according to the provisions of Section H;
  - (h) make rules governing the conduct of elections;
  - (i) generally, deal with the assets and monies of the Society;
  - (j) maintain a Register of Accredited Indexers recording those who have been assessed by peer review as meeting the Society's accreditation criteria;
  - (k) subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by this Constitution or the Act to be exercised by general meetings of the members of the Society.

### Delegation

- E2. The Council may, by resolution, delegate to a member of the Council, a group or a committee, any of its powers or functions other than
- (a) this power of delegation; or
  - (b) any duty imposed on the Council by the Act or any other law.
- E3. The Council may, by resolution, revoke a delegation wholly or in part.

### Members

- E4. The Council shall consist of
- (a) the officers of the Society;
  - (b) five ordinary members elected by the membership;
  - (c) such other members as the Council may from time to time co-opt in accordance with Section E1(e) of this Constitution.

### Eligibility for membership

- E5. Any personal member may be elected or appointed as a member of the Council provided that the member is
- (a) aged eighteen years or over;
  - (b) resident in Australia or New Zealand;
  - (c) entitled to vote at a general meeting.

### General duties of Council members

- E6. As soon as practicable after being elected or appointed to Council each member must become familiar with this Constitution and the Act;<sup>1</sup>
- E7. Members of Council are collectively responsible for ensuring that the Society complies with the Act and that individual members of the Council comply with this Constitution.
- E8. Members of Council must exercise their powers and discharge their duties
- (a) with reasonable care and diligence;
  - (b) in good faith and in the best interests of the Society as a whole; and
  - (c) for a proper purpose.
- E9. Members and former members of Council must not make improper use of
- (a) their position; or
  - (b) information acquired by virtue of holding their position.
- E10. In addition to any duties imposed by this Constitution a member of Council must perform any other duties lawfully imposed from time to time by resolution at a general meeting.

### Proxies

- E11. Proxies are not permitted at meetings of the Council.

### Conflicts of interest

- E12. Any Council member, or member of a committee, who has a personal interest in a matter being considered at a meeting must disclose the nature and extent of that interest to the Council or committee.
- E13. The member must not be present whilst the matter is being discussed and must not vote on the matter.
- E14. The two foregoing clauses do not apply to a personal interest that
- (a) exists only because the member belongs to a class of persons for whose benefit the Society is established; or
  - (b) the member has in common with all, or a substantial proportion of, the members of the Society.

### Meetings

- E15. The Council shall, subject to clause E18 below, determine the times and dates of its meetings.
- E16. The Council shall meet at least four times in each year.

### Special meetings

- E17. Special meetings of the Council may be convened by the President, or by the Secretary on request of any three members of the Council.

### Notice of meetings

- E18. Notice of meetings, stating the date, time and place of the meeting, and setting out the business to be conducted, shall be sent by the Secretary to all members at least five business days before the meeting.

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<sup>1</sup> The Act may be downloaded from  
[http://www.austlii.edu.au/cgi-bin/download.cgi/au/legis/vic/num\\_act/aira201220o2012422](http://www.austlii.edu.au/cgi-bin/download.cgi/au/legis/vic/num_act/aira201220o2012422)

### Urgent meetings

E19. In cases of urgency a meeting may be held without notice being given in accordance with clause E18 provided that as much notice as practicable is given to each Council member by the quickest means possible.

### Teleconferencing

E20. The Council, or any of its committees, may hold meetings, or permit members of the Council or committee to participate in meetings, by using any technology that allows members to communicate with each other clearly and simultaneously.

- (a) a meeting so conducted shall be deemed to have been held at the place agreed upon by the Council or committee.
- (b) at all times during the meeting there must be at least one member present at the place agreed upon for the meeting. Should a situation arise where no-one is present at that place the meeting must be adjourned.
- (c) for the purpose of this clause a member participating in a meeting as permitted by this clause is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (d) the minutes of such a meeting must record the fact that it was held by teleconference.

### Quorum

E21. At meetings of the Council a quorum will consist of four members entitled to vote, provided that those present include the President or the Vice-President and at least one ordinary member.

E22. No business may be conducted unless a quorum is present either in person or through the use of communication technology.

E23. If, within 15 minutes of the time appointed for the meeting to commence, a quorum is not present:

- (a) in the case of a special meeting, the meeting lapses;
- (b) in any other case the meeting shall stand adjourned to the same time, day and place in the week immediately following.

### Presiding at Council meetings

E24. At meetings of the Council the President, or in the absence of the President the Vice-President, shall preside.

### Voting

E25. Voting at meetings of the Council, or at a meeting of any committee appointed by the Council, shall be by show of hands or other indication of intent unless two or more members request a ballot.

E26. The President, or in the absence of the President the Vice-President, shall have a deliberative vote and, in the event of a tied vote, a casting vote.

### Leave of absence

E27. The Council may grant a leave of absence from Council meetings for a period not exceeding three months.

E28. The Council may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the member to seek leave in advance.

## Section F Election of officers and Council and casual vacancies

### Elections

F1. The officers of the Society and the ordinary members of Council shall be elected by the members of the Society prior to the annual general meeting each year. Those elected shall hold office until the conclusion of the annual general meeting in the next year.

### Eligibility to vote

F2. Only financial members of the Society aged eighteen or over, and eligible to vote at a general meeting, may stand for office or vote at these elections.

### Returning officer

F3. The Council shall appoint a returning officer to receive nominations. The returning officer must not be a candidate for any office in the forthcoming election. Council may appoint a scrutineer to assist the returning officer.

### Nominations

F4. At least 49 days before the date appointed for the annual general meeting, and at least 14 days before the date appointed for receipt of nominations, the Secretary shall cause to be printed in the Newsletter a call for nominations for the election of a President, Vice-President, Secretary, Treasurer and five ordinary members of the Council.

F5. Nominations for office must be signed by two financial members of the Society and counter-signed by the nominee.

F6. Nominations must reach the returning officer no later than 35 days prior to the date appointed for the annual general meeting.

### List of candidates

F7. In the event that more than one nomination is received for any office, or more than five nominations are received for ordinary members of the Council, the returning officer shall make available to all members a list of candidates for election not later than 21 days prior to the annual general meeting, together with a request to return the completed ballot paper by no later than one day before the date of the annual general meeting. The result will be declared by the returning officer at the annual general meeting.

### Voting

F8. In the event of insufficient nominations being submitted to fill the available places, the returning officer may call for nominations without notice at the annual general meeting. Voting shall be by show of hands or other indication of intent, and proxy votes will be allowed provided the proxy is an open proxy.

### Casual vacancies

F9. The office of an officer of the Society, or of a member of the Council, becomes vacant if:

- (a) a person resigns from office by notice in writing to the Secretary or President;
- (b) a person is absent from three or more consecutive meetings, other than special meetings, without leave of absence under clauses E27 and E28 of this Constitution;
- (c) a person ceases to be a member of the Society;
- (d) a person becomes insolvent under administration as defined by the *Interpretation of Legislation Act 1984* (Vic);

- (e) a statutory manager is appointed under section 116 of the Act to conduct the affairs of the Society; or
- (f) in the case of the Secretary of the Society, he or she ceases to reside in Australia.

#### **President or Vice-President**

F10. In the event of a vacancy occurring in the office of President the Vice-President shall assume the office of President for the balance of the President's term of office, and the office of Vice-President shall be filled by appointment by the Council.

#### **Secretary**

F11. If the position of Secretary becomes vacant the Council must appoint a member to the position within 14 days after the vacancy occurs.

#### **Other positions**

F12. In the event of any other office becoming vacant the position shall be filled by invitation of the Council.

#### **Tenure**

F13. Persons appointed to fill a casual vacancy shall hold office until the next annual general meeting.

#### **Removal of a Council member**

F14. The Society in general meeting may, by special resolution, remove any elected member of the Council before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

#### **Right of appeal**

F15. A member who is the subject of a proposed special resolution referred to in clause F14 above may make representations in writing (not exceeding a reasonable length) to the Secretary or President of the Society and may request that the representations be provided to the members of the Society.

F16. The Secretary or the President may give a copy of the representations to each member of the Society or, if they are not so given, the member making the appeal may require that they be read out at the meeting.

## **Section G Meetings of the Society**

### **Annual general meetings**

#### **Date**

- G1. The annual general meeting will be held not later than the last day of October.
- G2. Subject to the immediately foregoing clause the date, time and place of the annual general meeting shall be determined by the Council.

#### **Business**

- G3. The business of the annual general meeting will include:
  - (a) election of the officers of the Society and ordinary members of the Council as provided in Section F of this Constitution; and,
  - (b) consideration of the annual report; and,
  - (c) consideration of an audited financial statement for the past financial year.

### Notice of annual general meetings

- G4. The Secretary shall give at least 49 days' advance notice of the meeting, inviting members to give notice of any business they wish to raise at the meeting. Any motion signed by two or more members, and received not less than 35 days before the date appointed for the meeting, must be included in the agenda for the meeting
- G5. The Secretary must cause to be sent to each member a notice of meeting stating the time, date and place appointed for the meeting and the business to be transacted. This notice must be sent to be received by each member at least 21 days before the date appointed for the meeting.

### Special general meetings

- G6. In addition to the annual general meeting, any other special general meetings may be held in the same year.
- G7. All general meetings other than the annual general meeting shall be deemed to be special general meetings.
- G8. Special general meetings shall be called on 14 days' notice on the decision of the Executive or the written request of at least 10 per cent of personal members as provided for in clause G10 below, or as necessary for a disciplinary hearing in accordance with the Model Rules for an Incorporated Association.
- G9. On receipt of a request in writing signed by at least 10 per cent of personal members of the Society the Council must convene a special general meeting of the Society within one month of receipt of the request.
- G10. The request for a special general meeting must:
- (a) state the purpose for which the meeting is to be convened; and,
  - (b) be signed by each of the members requesting the meeting; and,
  - (c) be sent to the Secretary by email or at the Society's postal address.
- G11. The business at a special general meeting called at the request of members shall be confined to the business set out in the written request.
- G12. The Secretary shall send to each member a notice giving 21 days' notice of the meeting and setting out the business to be transacted.
- G13. If a special general meeting is not convened by the Council within one month from the date on which the request would normally have been received at the postal address of the Society, any of the members making the request may convene a special general meeting to be held not later than three months after that date.
- G14. If a special general meeting is convened by members under clause G9 above it must be convened in the same manner as a meeting convened by the Council, and all reasonable expenses incurred in calling the meeting must be refunded by the Society.

### Publication of notices of general meetings

- G15. Notices may
- (a) be sent to each member by prepaid post to the address registered by a member in accordance with clause B17 of this Constitution, or to the registered email address of a member in accordance with clause B18; or,
  - (b) appear in the Newsletter, in which case they shall be deemed to have been sent to each member.

### Teleconferencing

- G16. The Society may hold any meeting under Section G, and permit members to take part in those meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
- G17. A member of the Society who participates in a meeting under Section G in a manner permitted under clause G16 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Quorum**

- G18. No item of business may be conducted at a general meeting unless a quorum of members entitled under this Constitution to vote is present at the time when the meeting is considering that item.
- G19. A quorum for any meeting held under Section G will be formed by 10 members present, either in person or pursuant to clauses G16 and G17, and each entitled to vote.
- G20. If within 10 minutes after the appointed time for the commencement of a general meeting a quorum is not present
- (a) in the case of a meeting convened upon the request of members the meeting must be dissolved and the business which was to have been considered at the meeting shall be deemed to have been dealt with.
  - (b) in any other case the meeting shall stand adjourned to a time and place to be determined by the Executive.

## **Presiding at general meetings**

- G21. The President, or in the President's absence the Vice-President, shall preside at each general meeting of the Society.
- G22. If the President and the Vice-President are absent the members present must select one of their number to preside as Chairperson.

## **Adjournment of general meetings**

- G23. A general meeting may be adjourned
- (a) by the chair, with the consent of a majority of the members present; or
  - (b) by a motion to adjourn proposed and seconded, and carried by a simple majority of members present and voting.
- G24. No business may be conducted on the resumption of an adjourned meeting other than the unfinished business from the adjourned meeting.
- G25. If a meeting is adjourned for more than 14 days' notice of the adjourned meeting must be given in accordance with clause G4.

## **Voting at general meetings**

- G26. Voting shall be by show of hands or other indication of intent unless 10 or more members request a ballot.
- G27. All votes must be given personally or by proxy.
- G28. In the case of an equality of votes the Chairperson shall have a second or casting vote in addition to a deliberative vote.

## **Proxy voting**

- G29. Proxy voting at general meetings will be permitted for voting on any issue.
- G30. Proxies must be members of the Society.
- G31. Members may nominate any financial member of the Society or the chairperson of the meeting as proxy.
- G32. Notice of intention to vote by proxy and the choice of the nominated proxy must reach the chairperson of the meeting not later than the day preceding the meeting.
- G33. Notice of intention to vote by proxy must be submitted on the prescribed form.
- G34. A proxy may direct the holder of the proxy to vote in a particular way or may leave the decision to the discretion of the person holding the proxy (an open proxy).
- G35. The Council may, from time to time, make rules for the deadline and procedure for the lodgement of proxies.



## Section H Groups

- H1. The Council may, on the request of members in a local area, or with a common indexing-related interest, approve the formation of a group.
- H2. A group shall be an informal body formed for the purpose of enabling members in the area concerned to meet together for social and professional purposes.
- H3. Groups shall operate under regulations approved by the Council.
- H4. Each group must comply with the Act and with this Constitution.
- H5. A group may be dissolved by the Council if
  - (a) it fails to comply with the requirements of the Act or of this Constitution,
  - (b) its members act in a manner contrary to the aims or interests of the Society,
  - (c) it contravenes the regulations approved by the Council governing the operation of groups,
  - (d) in the opinion of Council it becomes inactive.

## Section I Finance

### Duties of the Treasurer

- I1. The Treasurer of the Society must
  - (a) collect and receive all monies due to the Society, and make all payments authorised by the Council;
  - (b) maintain correct accounts and records in accordance with the Act showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society;
  - (c) present to the annual general meeting an audited statement of the accounts of the incorporated Society, for the immediately preceding financial year;
  - (d) keep in his or her custody all accounts and financial records;
  - (e) ensure that at least one other member of the Council has access to the accounts and financial records of the Society;
  - (f) ensure that all monies received are paid into the account of the Society within five working days after receipt.

### Bank accounts

- I2. A bank account shall be maintained in the name of the Society.
- I3. Cheques may be signed, or electronic transfers authorised, by any two of the Executive.
- I4. Funds may from time to time be transferred to an investment account. If the account is a new account this shall require the authority of the Council.
- I5. The Treasurer may from time to time transfer funds between existing Society accounts in order to maintain an appropriate balance or to gain benefit from advantageous interest rates. Such transfers shall be reported to the next meeting of the Council.

### Financial year

- I6. The financial year will commence on 1 July in each year and end on 30 June in the year immediately following.

### **Financial statements**

- I7. An audited financial statement of the incorporated Society will be presented to the annual general meeting showing:
- (a) the income and expenditure of the incorporated Society during its immediately preceding financial year;
  - (b) the assets and liabilities of the incorporated Society at the end of the immediately preceding financial year;
  - (c) the mortgages, charges and securities of any description affecting any of the property of the Society at the end of the immediately preceding financial year.

### **Certification**

- I8. The audited financial statement shall be certified by two members of the Council before presentation to the annual general meeting.

### **Sources of funds**

- I9. The funds of the Society shall be derived from subscriptions, fees for attendance at training courses, sale of publications, fees for attendance at conferences, and such other sources as the Council may from time to time determine.

### **Assets**

- I10. The assets and income of the Society will be applied solely in the furtherance of its aims. No portion will be distributed directly or indirectly to its members except as bona fide compensation for services rendered, as expenses incurred on behalf of the Society or for a purpose approved by the Council.
- I11. In the event of the winding up or the cancellation of the incorporation of the Society, the assets of the Society must be disposed of in accordance with the Act and with the provisions of Section K of this Constitution.

## **Section J Maintenance and custody of books and records and the common seal**

### **Minutes**

- J1. The Secretary of the Society shall keep accurate minutes of the resolutions and proceedings of each general meeting and each meeting of the Council, together with the names of persons present and copies of all papers considered by the Council or at a general meeting.
- J2. Each Committee of the Council shall keep accurate minutes which will be reported to Council regularly.
- J3. Minutes of Council meetings, together with associated papers, shall be posted in the members' area of the Society's website.

### **Financial records**

- J4. All financial records must be kept for seven years.
- J5. All accounts, books, securities and other relevant documents must be available for inspection free of charge by any member upon request.

### **Access**

- J6. A member seeking access to any records shall give 14 days' notice of such request.
- J7. A member may, at his or her expense, make a copy of any accounts, books, securities or any other relevant documents of the Society.
- J8. Any document posted on the member's area of the Society's website shall be deemed to be available to all members.

### **Common seal**

- J9. The common seal of the Society, if any, shall be kept in the custody of the Secretary.
- J10. The common seal, if any, shall not be affixed to an instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures of any two members of the Executive.

## **Section K General matters**

### **Registered address**

- K1. The registered address of the Society is
  - (a) the address determined from time to time by the Council;
  - (b) if the Council has not determined an address to be the registered address, that address shall be the postal address of the Secretary.

### **Winding up**

#### Procedure

- K2. The Society may be wound up by special resolution at a special general meeting convened by the Council in accordance with the rules in Section G of this Constitution.

#### Disposal of assets

- K3. In the event of the winding up or the cancellation of the incorporation of the Society, any surplus assets of the Society may not be distributed to the members or former members of the Society.
- K4. 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 Society and which is not carried on for the profit or gain of its individual members.
- K5. If no such body can be identified the surplus assets may be given to a charitable organisation.
- K6. The body to which any surplus assets are to be given shall be determined by special resolution at a special general meeting convened by the Council in accordance with the rules in Section G of this constitution.

## **Section L Amendments to the Constitution**

- L1. This Constitution may be amended only by special resolution at a general meeting of the Society.
- L2. This Constitution and the statement of the aims of the Society must not be altered except in accordance with the Act.
- L3. Proposals to amend the Constitution must be submitted in writing to the Secretary not later than 35 days before the date of the meeting at which they are to be considered.

## **ANZSI Constitution, August 2020**

- L4. The Secretary shall cause to be sent to each member a notice of meeting, setting out the time, date and place appointed for the meeting, together with the details of the proposed amendment or amendments. This notice must be sent to be received by each member at least 21 days before the date appointed for the meeting.

End of Constitution

## INDEX

### A

access to records  
     financial records, I1(e), J5–J8  
     membership list, B19–B20, B21(g)  
     minutes, B21(f), J3  
     on website, B23, J3, J8

accounts *see* financial records; financial statements

accreditation, B33–B35, E1(j)

the Act *see* *Associations Incorporations Reform Act 2012* (Vic)

addresses *see* registered addresses

adjournment of meetings  
     Council, E20(b), E23(b)  
     general meetings, G23–G25, G20(b)

aims of the Society, A2  
     group members acting contrary to, H5(b)  
     member refusal to support, C2(c)

amendments to Constitution *see* Constitution

annual general meetings, G1–G5  
     action by the Secretary, G4–G5  
     adjournment, G23–G25, G20(b)  
     business, G3  
     chair, G21–G22  
     Council member ballot election required, F8  
     date, G1–G2  
     financial statements, G3(c), I7–I8, I1(c)  
     notice required, G4–G5  
     quorum, G18–G20  
         not present, G20(b)  
     teleconferencing, G16–G17  
     voting, G26–G35  
         proxies, F8, G29–G35

annual report, G3(b)

appeal rights  
     disciplinary proceedings, C12–C15, C6(e)  
     in removal of a Council member, F15–F16

applications for membership, B1–B6

appointments by Council  
     committees and their members, E1(d)  
     disciplinary committee *see* disciplinary procedures  
     Membership Secretary, D6(a)  
     officials for specific functions, D6  
     returning officer, F3

appointments to Council *see* Council; Council members

assets, I10–I11  
     disposal on winding up the Society, I11, K3–K6  
     financial statements, I7  
     powers of Council, E1(i)  
     powers of the Society, A4–A5  
     *see also* funds; income

*Associations Incorporations Reform Act 2012* (Vic)  
     compliance with, E7, H4, H5(a), I11, I1(b), L2  
     Council member familiarity with, E6  
     awards, E1(f)

### B

ballots  
     at Council meetings, E25–E26  
     at disciplinary meetings, C17–C18  
     for officers and Council members, D2, F1–F8  
     *see also* voting

bank accounts, I2–I5

### C

casting votes  
     Council meetings, E26  
     general meetings, G28

casual vacancies on Council, F9–F13

categories of membership, B7–B15 *see also* membership

chair  
     Council meetings, E24  
     casting vote, E26  
     general meetings, G21–G22  
     casting vote, G28

changes to Constitution *see* Constitution

cheque signatures, I3

Code of Conduct, B24(b), C2(b)

committees  
     defined, A8  
     delegation of Council powers/functions to, E2–E3  
     disciplinary committee, C4–C5, C8–C11  
     establishment (Council powers), E1(d)  
     meetings, E20, E25  
     minutes, J2

common seal of the Society, J9–J10

communications technology *see* teleconferencing

complaints, C1 *see also* disciplinary procedures

conduct prejudicial to Society, C2(d)

conduct prejudicial to the Society, B24(e), C2(d) *see also* Code of Conduct; disciplinary procedures

conflicts of interest, E12–E14

Constitution  
     amendments, L1–L4  
         notice of meeting, L4  
         proposals, L3  
     availability to members, B21(f)  
     Council member responsibilities, E6–E7  
     member failure to comply with, C2(a)

Council

- casual vacancies, F9–F13
- composition, E4
- defined, A8
- election procedures, F1–F8
- meetings *see* Council meetings
- members *see* Council members
- powers *see* Council powers

Council meetings, E15–E28

- chair, E24
- leave of absence, E27–E28
- minutes, J1
  - access to, B21(f), J3
- notice required, E18, E19
- number, E16
- proxies, E11
- quorum, E21–E23
- special meetings, C3, E17
- by teleconference, E20
- urgent, E19 *see also* Executive: powers and responsibilities
- voting at, E25–E26
  - casting vote, E26

Council members, E4–E10

- absence from meetings, E27–E28, F9(b)
- complaints against, C1–C3
- compliance with Constitution, E7
- conflicts of interest, E12–E14
- co-opted, D6(c)(i), E1(e)
- defined, A8
- delegation of Council powers/functions to, E2–E3
- duties, E6–E10
- election, D2–D3
- election procedures, F1–F8
- eligibility for office, B9, D6(c), E5, F2
- legal obligations, E6–E10
- removal from office, F14–F16
- tenure, D3, F1, F13
- see also* officers of the Society

Council powers, E1–E3

- AGM date and venue, G2
- appointment of officials, D6
- delegation, E2–E3
- disciplinary powers, C3–C5
- subscriptions, B29, E1(b)

**D**

- death of a member, B25
- definitions, A8
- delegation of Council powers/functions, E2–E3
- deliberative votes (President/Chairman), E26, G28
- disciplinary procedures, C1–C19, C21
  - appeal rights and process, C12–C19, C6(e)
  - disciplinary appeal meetings, C14–C19
    - decisions, C19
  - disciplinary committee, C4–C5
    - decisions, C8–C11
    - meetings, C6–C7

disciplinary procedures (*continued*)

- notice to member, C6–C7
- reasons for discipline, C1–C2

Dispute Settlement Centre of Victoria, C24(b)

- disputes and mediation, C20–C28
  - mediation process, C26–C28
  - mediators, C23–C25
  - procedures for settling disputes, C20–C22

dissolution of groups, H5

- dissolution of the Society, K2–K6
  - disposal of assets, I11, K3–K6

documents

- availability, B23, B21(f), J6–J8
- member right to inspect, J5
- member right to make copies, J7
- minutes and papers, E20(d), J1–J3
- relevant documents, defined, A8
- see also* website

duties

- Council members, E6–E10
- Membership Secretary, B2–B6, B16–B20, B26–B27, D6(a)
- President *see* President
- returning officer, F6–F8
- Secretary *see* Secretary
- Treasurer, I1
- Vice-President, E24, E26, F10, G21
- see also* powers of Council; powers of the Society
- duty of care, Council members, E8

**E**

- editor, appointment, D6(b)
- election of officers, D2–D3
- election procedures, F1–F8, G3(a)
  - insufficient candidates, F8
  - nomination of candidates, F4–F6
  - notice required, F4
  - returning officer appointment and duties, F3, F6–F8
  - rules for, Council power to make, E1(h)
  - voting at annual general meeting, F8
- email addresses
  - deemed date of receipt of emails, B18
  - in membership list, B18
  - notices of general meetings sent to, G15(a)

Executive

- complaints against member of Executive, C1–C3
- complaints handling by Executive, C1–C3, D4(c)
  - see also* disciplinary procedures
- defined, A8, D4
- powers and responsibilities, D4
- quorum for decision-making, D5
- see also* officers of the society
- expenses incurred by members on behalf of the Society, A7, I10
- expulsion of members, C11, C9(b)
  - appeal rights and process, C12–C19
  - cessation of membership, B25

## F

- fees
    - determination of, B29, E1(b), E1(c)
    - member liability, B28
    - for particular services, E1(c), I9
    - Register of Accredited Indexers, B35
    - subscription, defined, A8
    - see also* subscriptions
  - financial authorisations, I3
  - financial powers of the Society, A4–A7
  - financial records
    - access by Council, I1(e)
    - access by members, J5–J8
    - bank accounts, I2–I5
    - custody of, I1(d)
    - maintenance of, I1
    - retention period, J4
  - financial statements, I7–I8
    - business of AGM, G3(c), I7, I1(c)
    - Council certification, I8
    - see also* assets; funds; income
  - financial year, defined, A8, I6
  - fines (disciplinary action), C10
  - funds
    - cheque/electronic transfer authorisations, I3
    - sources, I9
    - transfers between ANZSI accounts, I4–I5
    - see also* assets; income
- ## G
- general meetings
    - adjournment, G23–G25, G20(b)
    - annual *see* annual general meetings
    - chair, G21–G22
    - convening, G1–G2, G8–G14
    - defined, A8
    - members’ rights, B21
    - minutes, J1
    - notices, G15
      - annual general meetings, G4–G5
      - special general meetings, G8, G12
    - powers and functions, E1(k)
    - proxies, F8, G29–G35
    - quorum, G18–G20
    - special *see* special general meetings
    - teleconferencing, G16–G17
    - voting, G26–G35
      - proxies, F8, G29–G35
  - grievance procedures *see* disputes and mediation
  - groups, H1–H5
    - delegation of Council powers/functions to, E2–E3
    - dissolution of, H5
    - establishment of, E1(g), H1
    - purpose and types, H1–H2
    - regulations, H3–H4, H5(c)

## H

- honorary life members, B10–B15
  - defined, A8
  - eligibility, B10–B11
  - nominations, B12–B14
  - not liable to pay subscriptions, B15, B31
  - rights, B15

## I

- inactive groups, H5(d)
- income, A5–A6, I10 *see also* assets; funds; subscriptions
- incorporation of the Society
  - cancellation, I11, K3
  - obligations under the Act *see Associations Incorporations Reform Act 2012* (Vic)
- Indexers Available*, E1(c)
- insolvency of Council member, F9(d)
- institutional members, A8, B8–B9

## L

- leave of absence from Council meetings, E27–E28
- liability of members, B28
- life members, B10–B15
  - eligibility, B10–B11
  - nominations, B12–B14
  - not liable to pay subscriptions, B15, B31
  - rights, B15
- list of members *see* membership list

## M

- mediation *see* disputes and mediation
- meetings of Council *see* Council meetings
- meetings of the Society *see* general meetings
- members
  - access to membership list, B19, B21(g)
  - access to records, B23, B21(f), J3–J8
  - categories of, B7–B15
  - death, B25
  - definitions, A8
  - disciplinary action *see* disciplinary procedures
  - disputes *see* disputes and mediation
  - expenses incurred or services rendered for the Society, A7, I10
  - expulsion, C11, C9(b)
    - appeal rights and process, C12–C19
  - institutional, A8, B8–B9
  - liabilities, B28
  - life members, A8, B10–B15
  - member, defined, A8
  - new members, B21(a)
  - obligations, B24
  - reprimand of, C9(b)
  - resignation, B25–B27
  - resignation, deemed, B32
  - rights, B15, B21–B23

members (*continued*)  
 suspension, C11, C9(b)  
 appeal rights and process, C12–C19  
 members of Council *see* Council members  
 membership, B1–B27  
     applications, B1–B6  
     applications rejected, B4  
     categories, B7–B15  
     ceasing, B25–B27  
 membership fees *see* subscriptions  
 membership records, B16–B20  
     inspection of, B19–B20, B21(g)  
     responsibility for, D6(a)  
 Membership Secretary  
     appointment, D6(a)  
     role, B2–B6, B16–B20, B26–B27, D6(a)  
 minutes  
     access by members, B21(f), J3  
     committee meetings, J2  
     Council meetings, J1, J3  
     general meetings, J1  
     of teleconferences, E20(d)

**N**

name of Society, A1  
 newsletter  
     defined, A8  
     editor appointment, D6(b)  
     member right to receive, B21(e)  
     publication of call for nominations for Council, F4  
     publication of meeting notices, G15(b)  
 nominations  
     Council elections, F4–F6  
     honorary life membership, B12–B14  
     institutional member representatives, B9  
 notice requirements  
     Constitutional amendments, L3–L4  
     disciplinary action, C6–C7  
     elections, F4  
     general meetings, G4–G5, G8, G12, G15

**O**

objectives of the Society, A2  
 obligations of members, B24  
 office, defined, A8  
 officers of the Society  
     defined, D1  
     election, D2 *see also* election procedures  
     as Executive, D4–D5  
     insolvency, F9(d)  
     re-election, D3(b)  
     tenure, D3, F1, F13  
     vacancy of office, F9–F13  
     *see also* Council members; duties; Executive; *and*  
     *specific officers*: President; Secretary;  
     Treasurer; Vice-President  
 officials for discharge of particular functions, D6

open proxies  
     defined, A8  
     in voting, F8, G34

**P**

personal members  
     eligibility to stand for Council, E5  
     membership category, B7  
     requests for special general meetings, G8  
 postal addresses *see* registered addresses  
 powers of Council, E1–E3  
     AGM date and venue, G2  
     appointment of officials, D6  
     delegation, E2–E3  
     disciplinary powers, C3–C5  
     subscriptions, B29, E1(b)  
     *see also* Executive; officers of the society  
 powers of the Society, A3–A7  
 President  
     appeals handling in removal of Council member,  
         F15–F16  
     casting votes  
         Council meetings, E26  
         general meetings, G28  
     casual vacancy, F9–F10, F13  
     Council meeting chair, E24  
     deliberative votes, E26, G28  
     election of, D2, D3(b) *see also* election procedures  
     officer of the Society, D1(a)  
     tenure of office, D3, F1  
 presiding at meetings  
     Council meetings, E24  
     casting vote, E26  
     general meetings, G21–G22  
     casting vote, G28  
 proxies  
     annual general meetings, F8, G29–G35  
     Council meetings, E11  
     disciplinary appeal meetings, C18  
     in elections, F8  
     general meetings, G29–G35  
     open proxies, A8, F8, G34  
 purposes of the Society *see* aims of the Society

**Q**

quorum  
     Council meetings, E21–E23  
     not present, E23  
     Executive decision-making, D5  
     general meetings, G18–G19  
     not present, G20

**R**

records, access to  
     financial records, I1(e), J5–J8  
     membership list, B19–B20, B21(g)  
     minutes, B21(f), J3  
     on website, B23, J3, J8



Register of Accredited Indexers, B33–B35, E1(j)  
 registered addresses  
     members, B16(a)  
         email addresses, B18  
     Society, K1  
 regulations  
     compliance with, E1(k)  
     contravention of, H5(c)  
     defined, A8  
     group operation under, H3  
     *see also Associations Incorporations Reform Act 2012 (Vic); Constitution*  
 reimbursement for services or expenses incurred, A7, I10  
 relevant documents *see* documents  
 removal of Council members from office, F14–F16  
 removal of members from Society *see* expulsion of members  
 reprimand of members, C9(b)  
 resignations  
     Council members, F9(a)  
     members, B25–B27  
 returning officer  
     appointment, F3  
     duties, F6–F8  
 rights of members, B15, B21–B23

**S**

scrutineers for Council member ballots, F3  
 Secretary  
     annual general meeting procedures, G1–G5  
     appeals handling in removal of Council member, F15–F16  
     casual vacancy, F9, F11, F13  
     Constitutional amendments procedures, L3–L4  
     Council election responsibilities, F4–F8  
     custody of the common seal, J9  
     election of, D2, D3(b)  
     life membership nominations receipt and processing, B12–B14  
     minute keeping, E20(d), J1  
     notice of meetings, G15  
         annual general meetings, G4–G5  
         Council meetings, E18  
         special general meetings, G8–G12  
     officer of the Society, D1(c)  
     postal address of, K1(b)  
     residence requirements, F9(f)  
     special general meeting procedures, G6–G14  
     tenure of office, D3, F1  
     *see also* Membership Secretary  
 services rendered by members, compensation for, A7, I10  
 signatures for cheques/electronic transfers, I3

Society  
     aims, A2  
     Constitution *see* Constitution  
     name, A1  
     obligations under the Act *see* *Associations Incorporations Reform Act 2012 (Vic)*  
     officers *see* officers of the society  
     powers, A3–A7  
 special general meetings, G6–G14  
     action by the Secretary, G8–G12  
     adjournment, G23–G25  
     business, G11  
     chair, G21–G22  
     for Constitutional amendments, L1  
     defined, A8, G7  
     notice required, G8, G12, G15  
     quorum, G18–G20  
         not present, G20(a)  
     requested by members  
         action if not convened in due time, G13–G14  
         number of signatures required, G8–G9  
         request specification, G10  
     teleconferencing, G16–G17  
     voting, G26–G35  
         proxies, G29–G35  
     winding up the Society, K2  
 special meetings of the Council, E17  
 special resolutions  
     for Constitutional amendments, L1  
     defined, A8  
     disposal of assets, K6  
     notice of, B21(b)  
     removal of Council members, F14–F15  
     winding up the Society, K2  
 statutory manager, F9(e)  
 subscriptions, B3, B29–B32  
     in arrears, B32  
     defined, A8  
     determination of, B29, E1(b)  
     due date, B30  
     honorary life members, B15, B31  
 substitutes *see* proxies  
 surplus income, A6  
 suspension of members, C11, C9(b)  
     appeal rights and process, C12–C19

**T**

teleconferencing  
     Council meetings, E20  
     defined, A8  
     general meetings, G16–G17  
 tenure  
     officers of the Society, D3, F1  
     persons filling casual vacancies, F13  
 transfers of funds  
     between ANZSI accounts, I4–I5  
     cheque/electronic transfer authorisations, I3

Treasurer

- casual vacancy, F9, F12, F13
- defined, A8
- duties, I1
- election of, D2, D3(b) *see also* election procedures
- officer of the Society, D1(d)
- tenure of office, D3, F1

**U**

- urgent Council meetings, E19 *see also* Executive:
  - powers and responsibilities

**V**

Vice-President

- acts for the President, E24, E26, G21
- casual vacancy, F9–F10
- election of, D2, D3(b) *see also* election procedures
- officer of the Society, D1(b)
- presidential vacancy, F10
- tenure of office, D3, F1
- videoconferencing *see* teleconferencing
- voting
  - coopted members of Council, E1(e)
  - Council meetings, E25–E26
  - eligibility to vote, B21(a), F2
  - general meetings, F2, G26–G35
  - proxies
    - Council meetings, E11
    - disciplinary appeal meetings, C18
    - general meetings, F8, G29–G35
    - open, A8, F8, G34
  - rights of members, B21(a)
  - in teleconferences, E20(c), G16–G17
  - see also* ballots

**W**

- web manager, appointment, D6(b)
- website, B23, J3, J8 *see also* records, access to
- winding up the Society, K2–K6
  - disposal of assets, I11, K3–K6

