

**RULES OF**  
**THE INTELLECTUAL PROPERTY SOCIETY OF**  
**AUSTRALIA AND NEW ZEALAND**  
**INCORPORATED**

|                                   |                         |                   |
|-----------------------------------|-------------------------|-------------------|
| <u>Incorporated</u>               | 15 June 1987            | A13590 S          |
| <u>Rules Amended</u>              | Annual General Meeting  | 8 March 1991      |
|                                   | Annual General Meeting  | 13 February 1992  |
|                                   | Annual General Meeting  | 27 September 1994 |
|                                   | Annual General Meeting  | 6 September 2003  |
|                                   | Annual General Meeting  | 15 September 2007 |
|                                   | Annual General Meeting  | 21 September 2013 |
| <u>Rules and<br/>Name Amended</u> | Special General Meeting | 10 December 1992  |
|                                   | Annual General Meeting  | 28 September 1995 |
|                                   | Annual General Meeting  | 26 September 1996 |

**RULES OF THE INTELLECTUAL PROPERTY SOCIETY OF  
AUSTRALIA AND NEW ZEALAND  
INCORPORATED**

**CLAUSE 1:        NAME**

The name of the incorporated association is THE INTELLECTUAL PROPERTY SOCIETY OF AUSTRALIA AND NEW ZEALAND INCORPORATED (in these rules called “the Society”).

**CLAUSE 2:        INTERPRETATION**

2.1     In these rules, unless the contrary intention appears –

“committee” means the committee of management of the Society;

“financial year” means the year ending on the 30<sup>th</sup> day of June;

“general meeting” means a general meeting of members convened in accordance with clause 13;

“local area” means New Zealand, a State or Territory of Australia, a part of New Zealand, or a State or Territory of Australia as defined by the committee from time to time;

“local organization” in respect of a local area means an organization comprising members carrying on business or residing in that local area set up by and under the control of the committee for the purpose of conducting seminars, conferences and educational activities for the benefit of that organisation’s constituent members;

“member” unless expressly provided to the contrary, does not include an honorary member elected in accordance with clause 5.9;

“ordinary member of the committee” means a member of the committee who is not an officer of the Society;

“organising group” means a group of members in a local area appointed to conduct the activities of a local organisation;

“secretariat” means a body appointed by the committee to assist the secretary in performing his or her duties;

“secretary” has the meaning in clause 2.2;

“the Act” means the Associations Incorporation Reforms Act 2012 (Vic);

“the Regulations” means regulations under the Act.

2.2     In these Rules, a reference to the secretary of the Society is a reference to the person who holds office under these Rules as secretary for the purposes of the Act.

2.3     Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 (Vic) and the Act as in force from time.

### **CLAUSE 3:            PURPOSES**

The purposes of the Society are:

- 3.1       to study the laws and practice relating to intellectual and industrial property in Australia and New Zealand and elsewhere and to encourage the efficient administration and development of such laws and practice;
- 3.2       to facilitate the dissemination to members of the Society and to the public of knowledge of the law and practice relating to industry and intellectual property and the protection of such property in Australia and New Zealand and elsewhere;
- 3.3       to provide opportunities for persons requiring or seeking to improve their knowledge of intellectual and industrial property laws and practice to gain useful knowledge at reasonable cost by meeting persons of experience or seniority in intellectual and industrial property or with knowledge relevant to or of interest to members of the Society in the intellectual and industrial property arena;
- 3.4       to encourage the rational development and efficient administration of the law and practice relating to industrial and intellectual property and its protection and its efficient administration in order to promote the cultural, economic and social well-being of Australia and New Zealand;
- 3.5       to encourage awareness in business, industry and the general public of the benefits likely to flow from the proper application and practice of intellectual and industrial property law; and
- 3.6       to promote goodwill, understanding, the interchange of ideas and the stimulation of discussion between those interested in intellectual and industrial property protection and related matters.

### **CLAUSE 4            POWERS**

Solely for the purpose of furthering the purposes set out above the Society shall have power, in addition to the powers given by the Act,

- 4.1       to take over the funds and other assets and the liabilities of the present unincorporated association known as The Intellectual and Industrial Property Society;
- 4.2       to indemnify and hold harmless any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise;
- 4.3       to organize activities of the Society in local areas, whether through the establishment of local organizations or otherwise;

- 4.4 to seek registration as a foreign company under relevant legislation of the States and Territories of Australia;
- 4.5 to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Society provided that the Society shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of these Rules;
- 4.6 to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Society or persons frequenting the Society's premises;
- 4.7 to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Society, provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 4.8 to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society; to obtain from any such government or authority any rights, privileges and concessions which the Society may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions;
- 4.9 to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the efficient administration of the Society;
- 4.10 to construct, improve, maintain, develop, work, manager, carry out, alter or control any houses, buildings, grounds works or conveniences which may seem calculated directly or indirectly to advance the Society's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of such items;
- 4.11 to invest and deal with the money of the Society not immediately required in such manner as may from time to time be thought fit;

- 4.12 to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- 4.13 to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 4.14 to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Society's property or assets present or future and to purchase, redeem or pay-off any such securities;
- 4.15 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 4.16 to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society;
- 4.17 to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Society's property sold by the Society, or any money due to the Society from purchasers and others;
- 4.18 to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society but subject always to the proviso in clause 4.5;
- 4.19 to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the form of donations, annual subscriptions or otherwise;
- 4.20 to print and publish any newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects;
- 4.21 to amalgamate with any one or more incorporated associates having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Society under or by virtue of these Rules;

- 4.22 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Society is authorised to amalgamate;
- 4.23 to transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the incorporated associations with which the Society is authorized to amalgamate;
- 4.24 to make donations for patriotic, charitable or community purposes;
- 4.25 to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- 4.26 to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society;

**CLAUSE 5:           APPLICATION FOR MEMBERSHIP**

- 5.1 Subject to clause 5.2, a natural person whose nomination for membership has been approved as provided in these Rules is eligible to be a member of the Society on payment of the annual subscription payable under these Rules.
- 5.2 Persons who are not members of the Society at the time of the incorporation of the Society (or who were such members at that time but have ceased to be members) shall not be admitted to membership unless they are nominated as provided in clause 5.3.
- 5.3 A nomination of a person for membership of the Society-
  - (a) shall be made in writing in the form determined by the committee from time to time: and
  - (b) shall be lodged with the secretary of the Society.
- 5.4 As soon as practicable after the receipt of a nomination, the secretary shall refer the nomination to the committee.
- 5.5 Upon a nomination being referred to the committee, the committee shall determine whether to approve or reject the nomination. Such determination shall be made in the absolute discretion of the committee which shall neither be answerable for nor bound to give reasons for its decision.
- 5.6 (a) Upon a nomination being approved by the committee, the secretary shall, with as little delay as possible, notify the nominee in writing that the nominee is approved for membership of the Society on payment within the period of 28 days after receipt of the notification of that year's annual subscription, or the amount specified pursuant to clause 5.6(b).

(b) Where a person's nomination to become a member of the Society is approved by the secretary within the last six months of a financial year, the committee may reduce the subscription to be paid by that person for that year by one half.

5.7 The secretary shall, upon payment of the amount referred to in clause 5.6 within the period referred to in that clause, enter the nominee's name in the register of members kept by the secretary. Upon the name being so entered, the nominee becomes a member of the Society.

5.8 The rights, privileges, or obligations of a person by reason of that person's membership of the Society-

- (a) are not capable of being transferred or transmitted to another person;
- (b) terminate upon the cessation of that person's membership whether by death or resignation or otherwise.

5.9 Any person may, having given approval, be elected by the Society in general meeting, on the recommendation of the committee, an honorary member of the Society. Honorary members shall not be entitled to hold any office in the Society nor to vote nor be required to pay any subscription nor shall they be reckoned in any quorum at any meeting

**CLAUSE 6: ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

6.1 There shall be no entrance fee.

6.2 The annual subscriptions for members will be determined by the committee each year. The committee may, in its discretion, determine that the annual subscription for academics and members who are not admitted as patent attorneys, solicitors or barristers may be less than the annual subscription for those members who are admitted as patent attorneys, solicitors or barristers.

6.3 The committee shall, if so authorized by a resolution of the members, have power to raise a levy of members of an amount not exceeding the sum of \$10 (or such other amount as the members may from time to time by resolution determine) in the aggregate from each member in any year if in the opinion of the committee the raising of a levy of members is necessary to pay or provide for any special activity of the Society.

**CLAUSE 7: REGISTER OF MEMBERS**

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member. This register shall be available for inspection by members at a reasonable time and free of charge at the address of the secretary, on giving the secretary reasonable notice.

Note

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

## **CLAUSES 8 – 9     RESIGNATION AND EXPULSION OF MEMBERS**

- 8.1 Members of the Society who have paid all moneys due and payable by them to the Society may resign from the Society by first giving one month's notice in writing to the secretary of their intention to resign and upon that expiration of that period of notice, the members shall cease to be such.
- 8.2 Upon the expiration of a notice given under clause 8.1, the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- 9.1 Subject to these rules, the committee may by resolution –
- (a) expel a member from the Society;
  - (b) suspend a member from the membership of the Society for a specified period; or
  - (c) fine a member in accordance with the Regulations, if the committee is of the opinion that the member -
    - (i) has refused or neglected to comply with these rules; or
    - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Society;
- 9.2 A resolution of the committee under sub-clause 9.1 –
- (a) does not take effect unless the committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of the notice under clause 9.3 confirms the resolution in accordance with this clause; and
  - (b) where the member exercises a right of appeal to the Society under this clause, does not take effect unless the Society confirms the resolution in accordance with this clause.
- 9.3 Where the committee passes a resolution under clause 9.1, the secretary shall, as soon as practicable, cause to be served on the member a notice in writing –
- (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he or she may do one or more of the following:
    - (i) attend that meeting;
    - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;



- (iii) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he or she wishes to appeal to the Society in general meeting against the resolution.

- 9.4 At a meeting of the committee held in accordance with clause 9.2, the committee -
- (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- 9.5 Where the secretary receives a notice under clause 9.3(d) (iii), the secretary shall notify the committee and the committee shall convene a general meeting of the Society to be held within 21 days after the date on which the secretary received the notice.
- 9.6 At a general meeting of the Society convened under clause 9.5 –
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the committee shall place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 9.7 If at the general meeting –
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

**CLAUSE 10:        REGISTER OF MEMBERS**

- 10.1 The Society shall within 5 months from the end of its previous financial year convene an annual general meeting of its members.
- 10.2 The annual general meeting shall be held on such day as the committee determines, provided that, if any annual conference of its members for the purpose of holding a seminar or other professional business is held during the 5 month period specified in sub-clause 10.1, the annual general meeting may be held in conjunction with that conference.
- 10.3 The annual general meeting shall be specified as such in the notice convening it.
- 10.4 The ordinary business of the annual general meeting shall be -
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

- (b) to received from the committee reports upon the transaction of the Society during the last preceding financial year;
- (c) to elect officers of the Society and the ordinary members of the committee;
- (d) to receive and consider the statement submitted by the Society in accordance with section 30(3) of the Act; and
- (e) to appoint one or more auditors.

10.5 The annual general meeting may transact special business of which notice is given in accordance with these Rules.

10.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

### **CLAUSES 11 - 12: SPECIAL GENERAL MEETING**

11. All general meetings other than the annual general meeting shall be called special general meetings.

12.1 The committee may, whenever it thinks fit, convene a special general meeting of the Society. Where, but for this sub-clause, more than 15 months would elapse between annual general meetings, the committee shall convene a special general meeting before the expiration of that period.

12.2 The committee shall, on the requisition in writing of members representing not less than ten (10) members, convene a special general meeting of the Society.

12.3 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

12.4 If the committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

12.5 A special general meeting convened by members in pursuant of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the persons incurring the expenses.

### **CLAUSE 13: NOTICE OF MEETING**

13.1 The secretary of the Society shall, at least 21 days before the date for holding a general meeting of the Society, cause to be sent to all members of the Society, at

their address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 13.2 No business other than that set out in the notice convening the members shall be transacted at the meeting.
- 13.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

#### **CLAUSES 14 - 21: PROCEEDINGS AT MEETINGS**

- 14.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 14.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 14.3 Ten members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 14.4 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting the quorum is not present within half an hour after the time appointment for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
- 14.5 The committee must ensure that minutes are taken and kept of each general meeting. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote. In addition, the minutes of each annual general meeting must include—
- (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under Clause 21; and
  - (c) the financial statements submitted to the members in accordance with the Act; and

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

- 15.1 The president, or in the president's absence, the secretary, shall preside as chairperson at each general meeting of the Society.
- 15.2 If the president and the secretary are absent from a general meeting, the members present shall elect one of their number to preside as chairperson at the meeting.
- 16.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but not business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 16.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 16.3 Except as provided in clauses 16.1 and 16.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 17 A question arising at a general meeting of the Society shall be determined on a show of hands. Unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Society are evidence of the result declared and recorded without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 18.1 Upon any question arising at a general meeting of the Society, a member has one vote only.
- 18.2 All votes shall be given personally or by proxy except in the case of the election of officers of the Society and ordinary members of the committee when votes may only be given personally or by postal ballot as provided by these Rules. Where the committee considers it necessary to conduct a postal ballot in order to promote the purposes of the Society and considers that it is not practicable to convene a special general meeting, the committee shall conduct a postal ballot.
- 18.3 In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.

- 19.1 If at a meeting, a poll on any question is demanded by any member, it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 19.2 A poll demanded on the election of a chairperson or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the course of the meeting as the chairperson may direct.
20. A member is not entitled to vote at any general meeting unless all monies due and payable by that member to the Society have been paid.
- 21.1 Each member shall be entitled to appoint another member as that member's proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 21.2 The notice appointing the proxy shall be in the form set out in Appendix 2.

#### **CLAUSES 22 - 24: COMMITTEE OF MANAGEMENT**

- 22.1 The affairs of the Society shall be managed by a committee of management constituted as provided in clause 23.
- 22.2 The committee
- (a) shall control and manage the business and affairs of the Society, including the setting-up, control and management and disbandment of local organizations;
  - (b) subject to these Rules, the Regulations and the Act, may exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Society; and
  - (c) subject to these Rules, the Regulations and the Act, may perform all such acts and things as appear to the committee to be necessary for the proper management of the business and affairs of the Society, including, if considered by the committee to be necessary or convenient, the appointment of a secretariat.
- 23.1 The officers of the Society shall be –
- (a) a president;
  - (b) two vice-presidents;
  - (c) a treasurer; and
  - (d) a secretary.

- 23.2 The provisions of clause 26 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in clause 23.1.
- 23.3 Officers of the Society shall each hold office until the annual general meeting next after the date of their election but are eligible for re-election, provided that an officer may not be elected to the same office for more than three consecutive years.
- 23.4 In the event of a casual vacancy in any office referred to in clause 23.1, other than that of the secretary, the committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual generally meeting next following the date of that member's appointment.
- 23.5 In the event of a vacancy in the office of the secretary of the Society, two members of the committee must convene a special meeting of the committee in accordance with Clause 28.2 of the Rules of the Society, to be held within 14 days after the vacancy arises and, at such meeting, the committee must appoint one of its members to the office of secretary and the member so appointed may continue in office up to and including the conclusion of the next annual general meeting.
- 24.1 Subject to section 23 of the Act; the committee shall consist of -  
(a) the officers of the Society;  
(b) not less than 8 and not more than 15 ordinary members; and  
(c) the chairmen or chairwomen of the various local organizations established from time to time by the committee pursuant to clause 25.
- 24.2 Each member of the committee shall, subject to these Rules, be elected in accordance with the provisions of clause 26. Every member of the committee is required to be actively engaged in the work of the committee in order to further the purposes of the Society. Mere attendance at meetings of the committee is not regarded as fulfilling the obligations of the member.
- 24.3 Each ordinary member of the committee shall, subject to these Rules, hold office until the annual general meeting after the date of that member's election but is eligible for re-election.
- 24.4 In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of appointment of that member.

**CLAUSE 25:            LOCAL ORGANISATIONS**

Without limiting the generality of clause 22.2(a), if the committee establishes a local organization, it may also prescribe rules to be observed by that organization. Such rules may include rules relating to the conduct of meetings, the appointment of organization groups for each local organization, the nomination of meetings convenors and the powers and liabilities of members involved in the activities of local organisations.

**CLAUSES 26 - 27: ELECTION OF OFFICERS AND VACANCY**

- 26.1 Nominations of candidates for election as officers of the Society or as ordinary members of the committee -
- (a) shall be called for no later than 2 months prior to the date fixed for the holding of the annual general meeting of the Society.
  - (b) shall be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed in the form of nomination); and
  - (c) shall be delivered to the secretary not less than 1 month before the date fixed for the holding of the annual general meeting.26.2. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 26.3 If the number of nominations is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 26.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 26.5 Any ballot under clause 26.4 for the election of officers and ordinary members of the committee shall be conducted as follows:
- (a) the secretary will prepare and send with the notice convening the annual general meeting to each member, ballot papers containing only the names of the candidates for the position or positions, listed in alphabetical order and with an indication as to which, if any, of such candidates are retiring members of the committee;
  - (b) each member wishing to record a valid vote in the ballot must utilise the ballot paper so sent to the member and may record a vote in respect of as many candidates as there are vacancies;
  - (c) each completed ballot paper, if it is to be counted, must be returned to the secretary not later than three days before the date fixed for the holding of the annual general meeting;
  - (d) a member may also cast his or her vote in any ballot conducted under this clause by voting personally at the annual general meeting;

- (e) a member who has recorded a vote under clause 26.5(b) in any ballot conducted under this clause may not then cast a vote at the subsequent annual general meeting ;
- (f) votes duly recorded in accordance with the foregoing provisions must be counted by scrutineers appointed by the committee; and
- (g) if, in respect of any vacancy, (other than for the office of president) an equal number of votes is recorded for two or more candidates, the president may exercise a casting vote (or, as the case may require, casting votes). If an equal number of votes is recorded for two or more candidates for the office of president, the current president, if not standing for re-election, may exercise a casting vote. In any other case, the election of the president will be effected by a ballot of committee members present at the annual general meeting, conducted in such manner as the committee may direct.

26.6 A member shall not simultaneously hold more than one of the offices referred to in clause 23.1.

27. For the purpose of these Rules, the office of an officer of the Society or of an ordinary member of the committee becomes vacant if the officer or member -
- (a) ceases to be a member of the Society;
  - (b) is unable to pay his or her debts from his or her own money as they fall due;
- or
- (c) resigns his or her office by notice of writing given to the secretary; or
  - (d) otherwise ceases to be a committee member by operation of the Act.

**CLAUSE 28:            PROCEEDINGS OF COMMITTEE**

- 28.1 The committee shall meet at least three times in each year at such place and at such times as the committee may determine.
- 28.2 Special meetings of the committee may be convened by the secretary or by any two of the members of the committee.
- 28.3 Notice shall be given to members of the committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 28.4 Any five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 28.5 No business shall be transacted unless a quorum is present. If, within half an our of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.



- 28.6 At meetings of the committee –
- (a) the president, or in the president’s absence, the secretary shall preside; or
  - (b) if the president and the secretary are absent, such one of the remaining members of the committee as may be chosen by the members present shall preside.
- 28.7 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 28.8 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 28.9 Written notice of each committee meeting shall be served on all members of the committee by delivering it to them at a reasonable time before the meeting or by sending it by pre-paid post addressed to them at their usual or last known place of abode at least two business days before the date of the meeting.
- 28.10 Subject to clause 28.4 the committee may act notwithstanding any vacancy on the committee.
- 28.11 The committee may establish sub-committees to examine and advise it on any specified aspect of intellectual and industrial property law and may invite any person (whether or not a member) to act in an advisory capacity to the committee on any matter the committee considers appropriate.
- 28.12 The committee must ensure that minutes are taken and kept of each committee meeting. The minutes must record the following—
- (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under the Act.

**CLAUSE 29:        SECRETARY**

- 29.1 The secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example**

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

- 29.2 The secretary shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purposes together with a record of the names of persons present at committee meetings.
- 29.3 The secretary must—
- (a) maintain the register of members in accordance with Clause 7; and
  - (b) keep custody of the common seal of the Society and, except for the financial records referred to in Clause 30, all books, documents and securities of the Society in accordance with Clause 37; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents in accordance with Clause 37; and
  - (d) perform any other duty or function imposed on the secretary by these Rules.
- 29.4 The secretary must give to the Registrar of Incorporated Associations notice of his or her appointment within 14 days after the appointment, in accordance with the Act.

**CLAUSE 30:        TREASURER**

- 30.1 The treasurer of the Society -
- (a) shall collect and receive all moneys due to the Society and make all payments authorized by the Society; and
  - (b) shall keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.
- 30.2 The accounts and books referred to in clause 30(1) shall be available for inspection by members on giving reasonable notice to the treasurer.

**CLAUSE 31:        REMOVAL OF MEMBER OF COMMITTEE**

- 31.1 The Society in general meeting may by resolution remove any member or officer of the committee before the expiration of that member's term of office and appoint another member instead to hold office until the expiration of the term of the first-mentioned member. Without limiting the grounds on which a member or officer of the committee may be removed, a member who fails or refuses to diligently and properly perform the duties of a committee member or whose conduct brings the committee or the Society into disrepute may be removed in accordance with this clause.
- 31.2 Where the member to whom a proposed resolution referred to in clause 31.1 makes representations in writing to the secretary or president of the Society (not exceeding a reasonable length) and requests that those representations be notified to the members of the Society, the secretary or the president may send a

copy of the representations to each member of the Society. If they are not so sent, the member may require that they be read out to the meeting.

**CLAUSE 32:        CHEQUES**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the committee.

**CLAUSE 33:        SEAL**

33.1     The common seal of the Society shall be kept in the custody of the secretary.

33.2     The common seal shall not be affixed to any instrument except by the authority of the committee. The affixing of the common seal shall be attested by the signatures either of two members of the committee or of one member of the committee and of the secretary of the Society.

**CLAUSE 34:        ALTERATION OF RULES**

These Rules and Statement of Purposes shall not be altered except in accordance with the Act.

**CLAUSE 35:        NOTICES**

35.1     A notice may be served by or on behalf of the Society upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

35.2     Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is provided, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

**CLAUSE 36:        WINDING UP OR CANCELLATION**

36.1     Subject to clauses 36.2 and 36.3 income and property of the Society shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out in these Rules. No proportion of such income and property shall be distributed paid or transferred directly or indirectly way of dividend, bonus or otherwise by way of profit to or amongst the members of the Society or relatives of any member of the Society.

36.2     Nothing contained in this clause shall prevent the payment in good faith of interest to any such members in respect of moneys advanced by that member to the Society or otherwise owing by the Society to that member or of remuneration

to any officers or servants of the Society or to any member of the Society or other person in return for any services actually rendered to the Society.

- 36.3 Nothing contained in this clause 36 shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses or money lent in respect of reasonable and proper charges for goods hired by the Society or reasonable and proper rent for premises demised or let to the Society or the provision of services to a member to which the member would be entitled in accordance with the purposes if the member were not a member. Nothing contained in this clause 36 shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses or money lent in respect of reasonable and proper charges for goods hired by the Society or reasonable and proper rent for premises demised or let to the Society or the provision of services to a member to which the member would be entitled in accordance with the purposes if the member were not a member.
- 36.4 If the Society shall be wound up in accordance with the provisions of the Act, and there remains any property after satisfaction of all its debts and liabilities, the same shall be given or transferred to some other institution or institutions having purposes similar to the purposes of the Society, and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as that imposed on the Society under or by virtue of these Rules, such institution or institutions to be determined in accordance with a special resolution of the members of the Society or, in the absence of a special resolution of the members, by the Registrar.

**CLAUSE 37:           CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

- 37.1 Except as otherwise provided in these Rules, the secretary shall keep in the secretary's custody or control, all books, documents and securities of the Society.
- 37.2 Members may on request inspect free of charge and at a reasonable time—
- (a) the register of members as provided in clause 7;
  - (b) the minutes of general meetings;
  - (c) subject to clause 37.3, the financial records, books, securities and any other relevant document of the Society, including minutes of committee meetings.
- 37.3 The committee may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- 37.4 The committee must on request make copies of these rules available to members and applicants for membership free of charge.

37.5 Subject to clause 37.3, a member may make a copy of any of the other records of the Society referred to in this rule and the Society may charge a reasonable fee for provision of a copy of such a record.

37.6 For purposes of this rule—  
**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society 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 Society.

**CLAUSE 38:         FUNDS**

The funds of the Society shall be derived from the entrance fees, annual subscriptions, donations and such other sources as the committee determines.

**CLAUSE 39:         GENERAL RIGHTS OF MEMBERS**

39.1 A member of the Association who is entitled to vote has the right—

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Association as provided under Clause 37; and
- (f) to inspect the register of members as provided under Clause 7.

39.2 A member is entitled to vote if—

- (a) more than 10 business days have passed since he or she became a member of the Society; and
- (b) the member's membership rights are not suspended for any reason.

**CLAUSE 40:         GRIEVANCE PROCEDURE**

40.1 The grievance procedure set out in this Clause applies to disputes under these Rules between—

- (a) a member and another member;
- (b) a member and the committee;
- (c) a member and the Society.

- 40.2 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.
- 40.3 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.
- 40.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 40.3, the parties must within 10 days—
- (a) notify the committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- 40.5 The mediator must be—
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the committee; or
    - (ii) if the dispute is between a member and the committee or the Society — a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 40.6 A mediator appointed by the committee 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.
- 40.7 The mediator to the dispute, in conducting the mediation, must—
- (a) give each party an 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.
- The mediator must not determine the dispute.
- 40.8 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.

**APPENDIX II**

**FORM OF APPOINTMENT OF PROXY**

(1) I, ..... of .....  
being a member of THE INTELLECTUAL PROPERTY SOCIETY OF AUSTRALIA AND  
NEW ZEALAND INCORPORATED

appoint ..... of .....  
being a member of the Society, as my proxy to vote for me on my behalf at the annual\* /  
special general\* meeting of the Society to be held on the ..... day of  
.....20 and at any adjournment of that meeting.

(2)\*\* My proxy is authorized to vote in favour of\* / against\* the resolution that  
.....  
.....  
.....

Signed .....  
The ..... day of ..... 200

\* Delete inappropriate reference.  
\*\* Paragraph (2) of this form of appointment should be deleted entirely if the appointment  
is a general one made for the purpose of empowering the proxy to exercise generally all  
voting rights of the appointor at the meeting.

**Notice of appointment of proxy must be given to the secretary no later than 24  
hours before the time of the meeting in respect of which the proxy is appointed.  
(Rule 21.1)**