

SPECIAL RESOLUTION
IPSANZ PROPOSED RULES CHANGES
EXPLANATORY NOTES

Format and Numbering changes

Global changes have been made throughout the Rules to update the format and numbering and to improve readability of the document. These changes include:

- Re-naming of “Clauses” to “Rules”;
- Defined terms are now capitalised throughout the document;
- Typos and spelling mistakes have been corrected;
- A consistent numbering system has been applied;
- Rules dealing with the same general subject matter have been grouped together; and
- Modernisation of some terms and expressions used in the Rules.

Rule 2 - Interpretation

Defined terms have been capitalised. New definitions have been inserted for defined terms that are used in the Rules.

Rule 3 – Purposes

Two new purposes of the Society have been inserted:

- To contribute to the making and development of intellectual property laws in Australia and New Zealand; and
- To promote diversity, equity and inclusion.

Rule 4 – Powers

Irrelevant powers have been removed, including:

- The power to take over the funds, assets and liabilities of the former unincorporated association;
- The power to construct and manage buildings and grounds work; and
- The power to transact business in aid of any war in which the Commonwealth is engaged.

Certain terms have been modernised, including:

- The ‘objects’ are now referred to as the ‘Purposes’;
- ‘managers, clerks, secretaries, servants and workmen’ are now referred to as ‘employees, contractors, agents and volunteers’ (Rule 4.2(h)); and
- the power to print and publish newspapers is updated to include newsletters and journals, including publication by electronic means (Rule 4.2(s)).

Rule 5 - Becoming a Member

The membership application process has been updated to reflect the Society’s actual practice of allowing membership applications through its website (Rule 5.4).

Rule 6 – Joining Fee and Annual Subscription

A new rule has been added to give the Committee the power to charge a joining fee for new Members (such a fee is not currently charged) (Rule 6.1).

A new rule has been added to provide that the rights of a Member may be suspended if the annual subscription is not paid.

The amount of the levy that the Committee may raise, if authorised by a resolution of the Members, has been increased from \$10 to a maximum of \$100 per Member.

Rule 7 – Members

The Rule regarding the register of Members has been updated to allow the register to be kept in electronic form and to include an e-mail address for each Member.

A new Rule has been inserted deeming a Member to have resigned if their annual subscription is more than 12 months in arrears.

The list of reasons for which a Member may be subject to disciplinary action now includes:

- where a Member has refused or neglected to comply with the code of conduct of other policy; and
- where a Member refuses to support the purposes of the Society.

Other changes to this Rule clarify the disciplinary process that applies to Member, which is in compliance with section 54 of the Act. The meetings held as part of this process may be held by electronic or audio-visual methods, and any votes may be conducted by e-mail, online or other means.

Rule 8 – Annual General Meetings

Rule 8.3 clarifies that the means of holding the AGM can include video-conference.

Rule 9 – Special General Meetings

The provisions relating to Special General Meetings have been amended to modernise the language and improve readability.

Rule 10 – Notice of General Meetings

This Rule has been updated to provide that notice may be sent by e-mail. The notice must include a copy of the proxy form, as required by Section 60 of the Act.

The prior Clauses 14-21, which dealt with proceedings at meetings, has now been split up into several Rules, which each deal with one part of the meeting process. Some of the Rules have been moved so that provisions dealing with the same subject matter are grouped together.

Rule 11 – Proxies

This Rule contains a more detailed description of the proxy appointment process compared to the previous rules. The Rule enables proxy forms to be delivered by e-mail.

Rule 12 – Use of Technology

This new Rule has been inserted to reflect Section 62 of the Act and enables meetings to be held electronically rather than in person.

Rule 13 – Quorum at General Meetings

Provisions relating to quorum have been moved to this Rule. A Member attending via the use of technology is included in the quorum. A note has been added to clarify that if a meeting convened at the request of Members is dissolved due to failure to achieve a quorum, the Members must make a new request to have the business reconsidered.

Rule 14 – Adjournment of General Meetings

Provisions relating to adjournment have been moved to this Rule.

Rule 16 – Voting at General Meetings

This Rule clarifies that a ballot can be conducted through e-mail. A note has been added to clarify when a special resolution is required.

Rule 17 – Determining whether a resolution is carried

This Rule now clarifies that in addition to a show of hands, verbal confirmation, electronic vote or other method can be used to vote on a resolution.

Rule 18 – Committee of Management

The Committee has been given new powers in Rule 18.2 to:

- adopt a code of conduct and other policies applying to the conduct of Members in their dealings with the Society;
- adopt other policies applying to the business of the Society;
- appoint and remove staff; and
- establish subcommittees.

New Rule 18.4 has been inserted providing that the Committee may delegate any of its powers, functions or duties.

Rule 18.8 has been inserted to require that the Society indemnify each of its office holders against any liability incurred in good faith in the course of performing duties as an office-holder. This is in compliance with Section 87 of the Act.

Rule 19 – Local Committees

Rule 19 is a new Rule, which provides further detail on the governance of local committees.

Rule 20 – Election of Committee Members

This Rule has been updated to allow for ballots to be sent electronically.

Rule 21 – Vacation of Office

Rule 21.2 has been amended to comply with Section 78 of the Act. Rules 21.3 and 21.4 are not new and have been relocated from elsewhere in the Rules.

Rule 22 – Filling Casual Vacancies

Provisions regarding the filling of casual vacancies on the Committee have been moved to this Rule. The ability of the Committee to fill a casual vacancy with one of its members until

an election can be held avoids the need for a Special General Meeting each time a Committee member vacates his or her office.

Rule 23 – Proceedings of Committee Meetings

New Rules providing further detail on how committee meetings should be convened and conducted, and how voting will occur, have been inserted.

Rule 23.6 confirms that Committee members may attend meetings of the Committee by the use of technology (including telephones).

Rule 23.13 reflects the requirements of Sections 80 and 81 of the Act in relation to material personal interests of a Committee member.

Rule 23.16 allows the Committee to grant a member a leave of absence from Committee meetings.

Rule 24 – Duties of Committee Members

New Rule 24.1 has been inserted to clarify the responsibilities of Committee members. This is consistent with Part 6 Division 3 of the Act, which deals with duties of office holders.

Amendments to Rule 24.6 further clarify the responsibilities of the Treasurer of the Society.

Rule 25 – Financial Matters

The Act requires that the Society include in its Rules the sources from which the funds of the Society are to be or may be derived, and the manner in which the funds of the Society must be managed and the mode of drawing and signing cheques. Rule 25 has been inserted in order to comply with this requirement, and to provide further details regarding the handling of funds and the keeping of proper financial records.

Rule 27 – Notices

This Rule has been updated to allow notices to be sent electronically.

Rule 28 – Not for Profit Organisation

This Rule has been re-drafted to improve readability.