

**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
	Special General Meeting	14 December 2021
<u>Rules and 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**

**Rule 1 NAME**

The name of the incorporated association is THE INTELLECTUAL PROPERTY SOCIETY OF AUSTRALIA AND NEW ZEALAND INCORPORATED (in these Rules, **Society**).

**Rule 2 INTERPRETATION**

2.1 In these Rules, unless the contrary intention appears –

**Act** means the *Associations Incorporation Reform Act 2012* (Vic);

**Annual General Meeting** means the General meeting of Members convened each year in accordance with Rule 8.

**Committee** means the Committee having management of the business of the Society;

**Day/s** means calendar days;

**Disciplinary Meeting** means a meeting of the Committee convened for the purposes of Rule 7.8.

**Financial Year** means each period of 12 months ending on the 30<sup>th</sup> day of June;

**General Meeting** means a general meeting of Members convened in accordance with Rule 10 and includes an Annual General Meeting and a Special General Meeting;

**Local Area** means New Zealand, a part of New Zealand, a State or Territory of Australia, or otherwise as defined by the Committee from time to time;

**Local Committee** means the committee having management of the business of a Local Organisation.

**Local Organisation** in respect of a Local Area means an organisation 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** means a member of the Society but unless expressly provided to the contrary, does not include an honorary Member elected in accordance with Rule 5.11;

**Ordinary Member** 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;

**Purposes** means the Purposes of the Society as set out in Rule 3.

**Registrar** means the Registrar of Incorporated Associations.

**Regulations** means regulations under the Act.

**Secretariat** means a body appointed by the Committee to assist the Secretary in performing his or her duties;

**Secretary** means the person who holds office under these Rules as secretary for the purposes of the Act.

**Special General Meeting** means a general meeting of Members (other than an Annual General Meeting) convened in accordance with Rule 9.

- 2.2 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 to time.

### **Rule 3 PURPOSES**

The purposes of the Society (**Purposes**) are:

- 3.1 to contribute to and comment on the making, amendment and evolution of laws protecting, affecting, and/or concerning intellectual property in Australia and New Zealand in any forum that the Committee sees fit to engage in, including any forum that considers the application and/or harmonisation of intellectual property laws globally;
- 3.2 to study the laws and practice relating to intellectual property in Australia and New Zealand and elsewhere and to encourage the efficient administration and development of such laws and practice;
- 3.3 to facilitate the dissemination to Members of the Society and to the public of knowledge of the law and practice relating to intellectual property and the protection of such property in Australia and New Zealand and elsewhere;
- 3.4 to provide opportunities for persons requiring or seeking to improve their knowledge of intellectual property laws and practice to gain useful knowledge at reasonable cost by meeting persons of experience or seniority in intellectual property or with knowledge relevant or of interest to Members of the Society in the intellectual property arena;
- 3.5 to encourage the rational development and efficient administration of the law and practice relating to 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;
- 3.6 to encourage awareness in business, government, industry and the general public of the existence of and benefits likely to flow from the proper application and practice of intellectual property law;
- 3.7 to promote goodwill, understanding, the interchange of ideas and the stimulation of discussion between those interested in intellectual property protection and related matters; and
- 3.8 to promote diversity, equity and inclusion (including for all genders, ethnicities, ages and abilities) for all people engaged in the practice of, or who benefit from, intellectual property laws in Australia and New Zealand.

### **Rule 4 POWERS**

- 4.1 Subject to the Act, the Society has power to do all things incidental or conducive to achieving the Purposes. The Society may only exercise its powers and use its income and assets (including any surplus) for the Purposes.
- 4.2 Without limiting Rule 4.1, the Society shall, in addition to the powers in the Act, have the following powers:

- (a) 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;
- (b) to organise activities of the Society in Local Areas, whether through the establishment of Local Organisations or otherwise;
- (c) to seek registration as a foreign company under relevant legislation of the States and Territories of Australia;
- (d) 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 organisation 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;
- (e) to buy, sell and deal in all kinds of articles, commodities and provisions, for the Members of the Society or persons frequenting the Society's premises;
- (f) to purchase, lease, hire or 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 Purposes of the Society. Provided however, that if the Society holds any property subject to trust, the Society shall only deal with such property as permitted by law having regard to the applicable trusts;
- (g) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the Purposes 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;
- (h) to appoint, employ, engage, remove, terminate or suspend such employees, contractors, agents, volunteers and other persons as may be necessary or convenient for the efficient administration of the Society;
- (i) to invest and deal with the money of the Society not immediately required in such manner as it thinks fit;
- (j) to acquire and hold shares, debentures or other securities of any company or body corporate;
- (k) 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;
- (l) to raise and borrow money on any terms and in any manner as it thinks fit;
- (m) to secure the repayment of money raised or borrowed by the Society or the payment of a debt or liability of the Society by giving mortgages, charges, or securities on or over all or any of the property of the Society;
- (n) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

- (o) 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;
- (p) 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;
- (q) to receive 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 Rule 4.2(g);
- (r) to take such steps by personal or written appeals, public meetings, advertising 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;
- (s) to print and publish (including publication by electronic means) any newsletters, journals, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects;
- (t) to amalgamate with any one or more incorporated associates having objects altogether or in part similar to those of the Society and which prohibit the distribution 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;
- (u) 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;
- (v) 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 authorised to amalgamate;
- (w) to make donations for patriotic, charitable or community purposes; and
- (x) to do all such other things as are incidental or conducive to the attainment of the Purposes and the exercise of the powers of the Society.

**Rule 5 BECOMING A MEMBER**

- 5.1 The Society must have at least 10 fully paid up Members.
- 5.2 Any person who supports the purposes of the Society is eligible to apply for membership.
- 5.3 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 apply as provided in Rule 5.4.
- 5.4 To apply to become a Member of the Society, a person must submit a written application to the Committee in the form determined by the Committee from time to time (which may be in the form of an electronic application), stating:
  - (a) the membership category the person wishes to apply for;
  - (b) that the person wishes to become a Member of the Society; and
  - (c) that the person agrees to comply with these Rules and the Society's code of conduct.

- 5.5 An application for membership must be accompanied by the annual subscription amount, which may be paid by credit card, bank transfer or cheque.
- 5.6 As soon as practicable after an application has been received by the Committee, the Committee shall determine whether to approve or reject the application. 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.
- 5.7 Upon an application being approved by the Committee, the Secretary shall, with as little delay as possible, notify the applicant in writing that the applicant is approved for membership of the Society. If the Committee rejects the application, it must return any payment of the annual subscription amount to the applicant.
- 5.8 Where a person's application to become a Member of the Society is approved by the Secretary within the last 6 months of a Financial Year, the Committee may reduce the subscription to be paid by that person for that year by one half.
- 5.9 If an application for membership is approved by the Committee, the Secretary must, as soon as practicable, enter the applicant's name, address, email address and date of becoming a Member in the register of Members kept by the Secretary. Upon the name being so entered, the applicant becomes a Member of the Society and may exercise his or her rights of membership.
- 5.10 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; and
  - (b) terminate upon the cessation of that person's membership whether by death, expulsion, resignation or otherwise.
- 5.11 Any person may, with their 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.

**Rule 6 JOINING FEE AND ANNUAL SUBSCRIPTION**

- 6.1 The Committee may determine that any new Member must pay a joining fee in an amount determined from time to time by the Committee.
- 6.2 Each year the Committee will determine the annual subscription for Members for the following Financial Year, as well as the date for payment of the annual subscription. The Committee may, in its discretion, determine that the annual subscription shall be in different amounts for different categories of Members.
- 6.3 The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- 6.4 The Committee shall, if so authorised by a resolution of the Members, have power to raise a levy of Members of an amount not exceeding the sum of \$100 (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.

## **Rule 7 MEMBERS**

- 7.1 The Secretary shall keep and maintain (in electronic or other form) a register of Members in which shall be entered for each Member:
- (a) the full name;
  - (b) address for notice;
  - (c) e-mail address;
  - (d) date of becoming a Member;
  - (e) (for each former Member) the date of ceasing to be a Member; and
  - (f) any other information determined by the Committee.

7.2 Any Member may, at a reasonable time and free of charge, inspect the register of Members.

7.3 If a person ceases to be a Member of the Society, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

### **Note**

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

Under section 56 of the Act, information about a person who is no longer a member of the Society, other than the name of the person and the date on which the person ceased to be a member of the Society, must be removed from the register of members within 14 days after the person ceases to be a member of the association.

- 7.4 A Member may resign by giving 1 month's notice in writing to the Secretary.
- 7.5 A Member is taken to have resigned if the Member's annual subscription is more than 12 months in arrears.
- 7.6 Subject to these Rules, the Committee may by resolution:
- (a) reprimand a Member;
  - (b) expel a Member from the Society; or
  - (c) suspend a Member from the membership of the Society for a specified period, if the Committee is of the opinion that the Member:
    - (i) has refused or neglected to comply with these Rules;
    - (ii) has refused or neglected to comply with the Society's code of conduct or other policy binding on Members of the Society;
    - (ii) refuses to support the purposes of the Society; or
    - (iii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Society.
- 7.7 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;

- (b) stating the grounds for the proposed disciplinary action;
- (c) specifying the date, place, and time of the meeting at which the Committee intends to consider the disciplinary action (the **Disciplinary Meeting**). For the avoidance of doubt the Disciplinary Meeting may be held by electronic or audio-visual methods;
- (d) advising the Member that he or she may do one or both of the following:
  - (i) attend the Disciplinary Meeting and address the Committee at that meeting;
  - (ii) give a written statement to the Committee at any time before the Disciplinary Meeting; and
- (e) setting out the Member's appeal rights under Rule 7.9, at least 14 Days before the Disciplinary Meeting is held.

7.8 At the Disciplinary Meeting, the Committee must give the Member an opportunity to be heard and must consider any written statement submitted by the Member. The Committee may then decide to take no further action against the Member, or to take disciplinary action against the Member. The Committee may not fine the Member. Any disciplinary action decided on by the Committee will take effect immediately after the vote is passed.

7.9 A person subject to suspension or expulsion under Rule 7.6 may give written notice to the Society that he or she wishes to appeal against the suspension or expulsion. The notice must be in writing and given to the Committee immediately after the vote to suspend or expel the person, or to the Secretary not later than 48 hours after the vote.

7.10 Where the Secretary or the Committee receives a notice under Rule 7.9, the Committee shall convene a General Meeting of the Society to be held within 21 Days after the date on which the notice was received.

7.11 Notice of the 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 (which may be held in person or by electronic or audio-visual methods); and
- (b) state the name of the person against whom the disciplinary action has been taken, the grounds for taking that action, and that the Members present at the appeal meeting must vote on whether the decision to suspend or expel the person should be upheld or revoked.

7.12 At a General Meeting of the Society convened under Rule 7.10:

- (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 (which may be conducted by e-mail, online or other means) on the question whether the resolution should be confirmed or revoked.



- 7.13 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.

**Rule 8 ANNUAL GENERAL MEETINGS**

- 8.1 The Society must hold at least 1 General Meeting per Financial Year.
- 8.2 The Society shall within 5 months from the end of its previous Financial Year convene an Annual General Meeting of its Members.
- 8.3 The Annual General Meeting shall be held on the date, time, place and by such means (including but not limited to video-conference) 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 Rule 8.2, the Annual General Meeting may be held in conjunction with that conference.
- 8.4 The Annual General Meeting shall be specified as such in the notice convening it.
- 8.5 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 Special General Meeting held since that meeting;
  - (b) to receive from the Committee and consider its annual report on the activities of the Society during the preceding Financial Year;
  - (c) to receive from the Committee and consider the financial statements of the Society for the preceding Financial Year submitted by the Committee in accordance with Part 7 of the Act;
  - (d) to elect officers of the Society and the Ordinary Members of the Committee; and
  - (e) any other business of which notice has been given in accordance with these Rules.
- 8.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

**Rule 9 SPECIAL GENERAL MEETINGS**

- 9.1 All General Meetings other than the Annual General Meeting or a disciplinary appeal meeting shall be called "Special General Meetings"
- 9.2 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Society. Where, but for this Rule, more than 15 months would elapse between Annual General Meetings, the Committee shall convene a Special General Meeting before the expiration of that period.
- 9.3 The Committee must convene a Special General Meeting of the Society if a request to do so is made in accordance with Rule 9.4 by at least 10 Members.
- 9.4 A request for a Special General Meeting must:
- (a) be in writing;
  - (b) state the business to be considered at the meeting and any resolutions to be proposed;

- (c) include the names and signatures (which may be electronic signatures) of the Members requesting the meeting; and
  - (d) be given to the Secretary.
- 9.5 If the Committee does not cause a Special General Meeting to be held within 1 month after the date on which the request is made, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 9.6 A Special General Meeting convened by Members under Rule 9.5 shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and may only consider the business stated in the request. All reasonable expenses incurred by the Members in convening the meeting shall be refunded by the Society to the persons incurring the expenses.
- 9.7 Where the Committee considers it necessary to conduct a ballot (whether by post, e-mail, online voting or other means) 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 ballot.

#### **Rule 10 NOTICE OF GENERAL MEETINGS**

- 10.1 The Secretary of the Society (or, in the case of a Special General Meeting convened under Rule 9.5, the Members convening the meeting) 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 e-mail address appearing in the register of Members, a notice by email stating:
- (a) the place, date and time of the meeting;
  - (b) the general nature of each item of business to be considered at the meeting;
  - (c) if a special resolution is to be proposed, the proposed resolution in full and the intention to propose the resolution as a special resolution; and
  - (d) that a Member may appoint another Member as a proxy for the meeting.

The notice must also include a copy of any form that the Committee has approved for the appointment of a proxy. This Rule shall not apply to a disciplinary appeal meeting.

- 10.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 10.3 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.

#### **Rule 11 PROXIES**

- 11.1 Each Member shall be entitled to appoint another Member as that Member's proxy to vote and speak on his or her behalf at a General Meeting other than at a disciplinary appeal meeting.
- 11.2 The appointment of a proxy must be in writing and signed by the Member making the appointment. The notice appointing the proxy shall be in the form set out in Appendix 1.
- 11.3 The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.

- 11.4 Unless the chairperson of the meeting agrees to accept a form appointing a proxy at any other time or by any other method, a form appointing a proxy must be delivered by hand, post or email to the chairperson of the meeting at least 24 hours before the commencement of the meeting, otherwise it is of no effect.

**Rule 12 USE OF TECHNOLOGY**

- 12.1 A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- 12.2 A Member participating in a General Meeting as permitted under this Rule is taken to be present at the meeting and if the Member votes at the meeting, is taken to have voted in person.

**Rule 13 QUORUM AT GENERAL MEETINGS**

- 13.1 No business may be conducted at a General Meeting unless a quorum of Members is present.
- 13.2 The quorum for a General Meeting is the presence (physically, by proxy or as allowed under Rule 12) of 10 Members entitled to vote.
- 13.3 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
- (a) in the case of a meeting convened by, or at the request of, Members under Rule 9.3, the meeting must be dissolved;

**Note**

If a meeting convened by, or at the request of, Members is dissolved under this Rule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another Special General Meeting, the Members must make a new request under Rule 9.3.

- (b) in any other case the meeting must be adjourned to a date not more than 21 Days after the adjournment. Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practical after the meeting.
- 13.4 If at the adjourned meeting a 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) may proceed with the business of the meeting as if a quorum were present.

**Rule 14 ADJOURNMENT OF GENERAL MEETING**

- 14.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 14.2 Without limiting Rule 14.1, a meeting may be adjourned if there is insufficient time to deal with the business at hand, or to give the Members more time to consider an item of business.

### **Example**

The Members may wish to have more time to examine the financial statements submitted by the Committee at an Annual General Meeting.

- 14.3 No business may be conducted on the resumption of an adjourned meeting other than the business left unfinished when the meeting was adjourned.
- 14.4 Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 Days or more, in which case notice of the meeting must be given in accordance with Rule 10.

### **Rule 15 CONDUCT OF GENERAL MEETINGS**

- 15.1 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;
  - (b) proxy forms given to the chairperson of the meeting under Rule 11.4;
  - (c) the financial statements submitted to the Members in accordance with the Act;
  - (d) the certificate signed by 2 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.
- 15.2 The president, or in the president's absence, one of the vice-presidents, shall preside as chairperson at each General Meeting of the Society.
- 15.3 If the president and both the vice-presidents are absent from a General Meeting, the Members present shall elect 1 of their number to preside as chairperson at the meeting.

### **Rule 16 VOTING AT GENERAL MEETINGS**

- 16.1 On any question arising at a General Meeting:
- (a) subject to Rule 16.2 each Member who is entitled to vote has 1 vote;
  - (b) Members may vote 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 or email ballot as provided by these Rules; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- 16.2 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 16.3 If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at the meeting may vote.
- 16.4 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.

- 16.5 This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rules 7.12 and 7.13.
- 16.6 A special resolution is passed if not less than 75% of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

**Note**

In addition to certain matters specified in the Act, a special resolution is required to remove a Committee member from office, or to alter these Rules, including changing the name or any of the purposes of the Society.

**Rule 17 DETERMINING WHETHER RESOLUTION CARRIED**

- 17.1 Subject to Rule 17.2, the chairperson of a General Meeting may, on the basis of a show of hands, verbal confirmation, electronic vote or other method, declare that a resolution has been:
- (a) carried;
  - (b) carried unanimously;
  - (c) carried by a particular majority; or
  - (d) lost,
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- 17.2 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.
- 17.3 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 close of the meeting as the chairperson may direct.

**Rule 18 COMMITTEE OF MANAGEMENT**

- 18.1 The affairs of the Society shall be managed by or under the direction of a Committee of management constituted as provided in Rule 18.5.
- 18.2 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 Organisations;
  - (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 or the Act to be exercised by General Meetings of the Members of the Society;
  - (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;
  - (d) subject to the Act and these Rules, may by resolution adopt a code of conduct and other policies applying to the conduct of Members in their dealings with the Society, when attending Society events and when acting as a Member of the Society and may take disciplinary action in accordance with Rule 7.6 to enforce such codes and polices;

- (e) subject to the Act and these Rules, may by resolution adopt policies applying to the business of the Society, the running of events, the expenditure of funds and any other matters thought fit by the Committee;
  - (f) may amend or withdraw any codes or policies adopted by the Committee;
  - (e) may appoint and remove staff; and
  - (f) may establish subcommittees consisting of Members with terms of reference it considers appropriate.
- 18.3 Without limiting the generality of Rule 18.2(a), if the Committee establishes a Local Organisation, it may also prescribe rules to be observed by that organisation. Such rules may include rules relating to the conduct of meetings, the appointment of organisation groups for each Local Organisation, the nomination of meetings convenors and the powers and liabilities of Members involved in the activities of Local Organisations. The rules of any Local Organisation must be consistent in purpose with the rules of the Society and must be kept by the Secretary together with the Rules of the Society.
- 18.4 The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than this power of delegation or a duty imposed on the Committee by the Act or any other law. The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate. The Committee may, in writing, revoke a delegation wholly or in part.
- 18.5 The Committee shall consist of:
- (a) a president;
  - (b) 2 vice-presidents;
  - (c) a treasurer;
  - (d) a Secretary;
  - (e) not less than 8 and not more than 15 Ordinary Members; and
  - (f) the chairpersons of the various Local Organisations established from time to time by the Committee pursuant to Rule 18.2(a).
- 18.6 The president or, in the president's absence, one of the vice-presidents, is the chairperson for any General Meetings and for any Committee meetings. If the president and both vice-presidents are absent or are unable to preside, the chairperson of the meeting must be in the case of a:
- (a) General Meeting, a Member elected by the other Members present; or
  - (b) Committee meeting, a Committee Member elected by the other Committee members present.
- 18.7 Subject to Rule 21, Committee members shall each hold office until the positions of the Committee are declared vacant at the next Annual General Meeting.
- 18.8 The Society will indemnify each of its office holders against any liability incurred in good faith by the office holder in the course of performing their duties as an office holder.

## **Rule 19 LOCAL COMMITTEES**

- 19.1 Each Local Committee will have a governing set of rules approved by the Committee.
- 19.2 Each member of a Local Committee shall have access to the Local Committee rules.
- 19.3 The rules of each of the Local Committee must, at a minimum:
- (a) expressly require members of the Local Committee to re-nominate annually for any role and invite all Members to nominate for a role on the Local Committee, provided that the chairperson of the Local Committee may not be elected to that office for more than 3 consecutive years;
  - (b) ensure equality of opportunity for all people, including for all genders, ethnicities, ages and abilities by:
    - (i) actively seeking diversity in the membership of the Local Committee;
    - (ii) taking all reasonable steps to ensure diversity in presenters and presentation topics;
    - (iii) engaging with regional law societies to increase awareness of intellectual property laws in Australia and New Zealand; and
    - (iv) reporting to the Committee on the efforts made and results of those efforts to comply with this requirement by the Local Committee.
- 19.4 The chairpersons of each Local Committee will meet at least on a quarterly basis to discuss common concerns and matters to be raised with the Committee.

## **Rule 20 ELECTION OF COMMITTEE MEMBERS**

- 20.1 A Member is eligible to be elected or appointed as a Committee member if the Member is 18 years or over and is entitled to vote at a General Meeting.
- 20.2 An eligible Member of the Society may nominate themselves, or with the Member's consent, may be nominated by another Member. 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 2 Members of the Society and (in the case of a Member being nominated by another Member) 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.
- 20.3 Each position on the Committee will be subject to re-election annually, including the president. If a sitting Committee member wishes to continue in their position (subject to Rule 20.3), they must be re-nominated for that position in accordance with Rule 20.2.
- 20.4 A Committee member may be re-elected, provided that an officer may not be elected to the same office for more than 3 consecutive years.
- 20.5 Any election of officers and Ordinary Members of the Committee shall be conducted as follows. Separate elections must be held for the positions of president (subject to Rule 20.4),

vice-president, Secretary and treasurer. A single election may be held to fill the positions of Ordinary Members of the Committee:

- (a) the Secretary will prepare and send with the notice convening the Annual General Meeting to each Member, an electronic or paper ballot 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. If the candidate so wishes, they may include a short statement of their experience, interest or purpose in nominating for the position;
- (b) each Member wishing to record a valid vote in the ballot must utilise the electronic or paper ballot so sent to the Member and may record a vote in respect of as many candidates as there are vacancies;
- (c) each completed electronic or paper ballot paper, if it is to be counted, must be returned to the Secretary not later than 3 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 election conducted under this Rule by voting personally at the Annual General Meeting;
- (e) a Member who has recorded a vote under Rule 20.5(b) in any ballot conducted under this Rule 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 2 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 2 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.

20.6 A Member may not simultaneously hold more than 1 position on the Committee.

20.7 At any Annual General Meeting of the Society, after the annual report and financial statements of the Society have been received, the chairperson must declare all positions on the Committee vacant and hold elections for those positions, or declare them to be elected, as follows:

- (a) if insufficient nominations have been 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;
- (b) if the number of nominations is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected;
- (c) if the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held in accordance with Rule 20.8;
- (d) on his or her election, the new president may take over as chairperson of the meeting.

20.8 A ballot may be held by a show of hands, or by a written or electronic ballot form. Ballot papers already returned to the Secretary in accordance with the process in Rule 20.5 must be included in the ballot. The chairperson must declare elected the candidate or candidates



who received the most votes. If the chairperson is unable to declare the result of an election because 2 or more candidates received the same number of votes, the election must be determined in accordance with Rule 20.5(g)

## **Rule 21 VACATION OF OFFICE**

- 21.1 A Committee member may resign from the Committee by written notice addressed to the Committee.
- 21.2 A person ceases to be a Committee member if that person:
- (a) ceases to be a Member of the Society;
  - (b) becomes bankrupt or is unable to pay his or her debts from his or her own money as they fall due;
  - (c) fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence;
  - (d) is removed from office by special resolution (as provided in Rule 21.3);
  - (e) dies;
  - (f) becomes a represented person under the *Guardianship and Administration Act 1986* (Vic); or
  - (g) otherwise ceases to be a Committee member by operation of section 78 of the Act.

### **Note**

A Committee member may not hold the office of Secretary if they do not reside in Australia.

- 21.3 A General Meeting of the Society may by special resolution remove a Committee member from office and elect an eligible Member of the Society to fill the vacant position in accordance with Rule 20.5. 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 Rule.
- 21.4 Where the Member to whom a proposed resolution referred to in Rule 21.3 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.

## **Rule 22 FILLING CASUAL VACANCIES**

- 22.1 In the event of a casual vacancy in any position on the Committee, 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 General Meeting next following the date of that member's appointment.
- 22.2 In the event of a vacancy in the office of the Secretary of the Society, the Committee must appoint a member to the position within 14 Days after the vacancy arises. The member so

appointed may continue in office up to and including the conclusion of the next Annual General Meeting.

- 22.3 If the president gives notice of retiring before the end of any annual term, one or both of the vice-presidents will assume the role of president only until an election can be undertaken in accordance with Rule 20.5.
- 22.4 The Committee may continue to act despite any vacancy in its membership.
- 22.5 Each member of the Committee shall, subject to these Rules, be elected in accordance with the provisions of Rule 20.5. 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.

### **Rule 23 PROCEEDINGS OF COMMITTEE MEETINGS**

- 23.1 The Committee shall meet at least 3 times in each year at such place and at such times as the Committee may determine.
- 23.2 The date, time and place for the first Committee meeting must be determined by the members of the Committee as soon as practicable after the Annual General Meeting of the Society at which the members of the Committee were elected.
- 23.3 Special meetings of the Committee may be convened by the Secretary or by any 2 of the members of the Committee.
- 23.4 Notice of each Committee meeting shall be given to each member of the Committee by email no later than 7 Days before the date of the meeting. The notice must state the date, time and place of the meeting. If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted. The only business that may be conducted at the meeting is the business for which the meeting is convened.
- 23.5 In cases of urgency, a meeting can be held with less than 7 Days' notice, provided that as much notice as practicable is given to each Committee member by the quickest means practicable. Any resolution made at an urgent meeting must be passed by an absolute majority of the Committee. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- 23.6 A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology (including telephones) that allows that Committee member, and the Committee members present at the meeting, to clearly and simultaneously communicate with each other. A Committee member participating in a Committee meeting as permitted under this Rule is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 23.7 The procedure to be followed at a meeting of the Committee must be determined from time to time by the Committee. The order of business may be determined by the members present at the meeting.
- 23.8 Any 5 members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- 23.9 No business shall be conducted unless a quorum is present (in person or as allowed under Rule 23.6). If within half an hour 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.

- 23.10 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, verbal confirmation, electronic vote or other method, or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 23.11 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 1 vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 23.12 A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion, however this shall not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote. Voting by proxy is not permitted.
- 23.13 A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee. The member must not be present while the matter is being considered at the meeting and must not vote on the matter. This shall not apply however, where:
- (a) the material personal interest exists only because the member belongs to a class of persons for whose benefit the Society is established; or
  - (b) the material personal interest is held in common with all, or a substantial proportion of the Members of the Society.
- 23.14 The Committee may establish sub-Committees to examine and advise it on any specified aspect of intellectual 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.
- 23.15 The Committee must ensure that minutes are taken and kept of each Committee meeting. Minutes must be taken by, or on behalf of, the Secretary or if the Secretary is not present by another Committee member nominated by the chairperson. 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; and
  - (d) any material personal interest disclosed under Rule 23.13.
- 23.16 The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding 3 months. The Committee may not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave in advance.

## **Rule 24 DUTIES OF COMMITTEE MEMBERS**

- 24.1 Without limiting the general duties of office holders under Part 6 Division 3 of the Act, Committee members must:
- (a) become familiar with these Rules and the Act;
  - (b) be collectively responsible for ensuring that the Society complies with the Act and that individual Members of the Committee comply with these Rules;
  - (c) exercise their powers and discharge their duties with reasonable care and diligence, in good faith in the best interests of the Society, and for a proper purpose;
  - (d) not make improper use of their position or information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Society; and
  - (e) perform any other duties imposed from time to time by resolution at a General Meeting.

- 24.2 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.

- 24.3 The Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings.

- 24.4 The Secretary must:

- (a) maintain the register of Members in accordance with Rule 7.1;
- (b) keep custody of the common seal of the Society and, except for the financial records referred to in Rule 25.9, all books, documents (including emails) and securities of the Society in accordance with Rule 30;
- (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 Rule 30; and
- (d) perform any other duty or function imposed on the Secretary by these Rules.

- 24.5 The Secretary must give to the Registrar of Incorporated Associations notice of their appointment within 14 Days after the appointment, in accordance with the Act.

- 24.6 The treasurer of the Society must:

- (a) collect and receive all moneys paid to or received by the Society and issue receipts for those moneys in the name of the Society;
- (b) ensure that all moneys received are paid into the account of the Society within 5 working Days after receipt;
- (c) make any payments authorised by the Committee or by a General Meeting of the Society from the Society's funds;

- (d) 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;
- (e) ensure that the financial records of the Society are kept in accordance with the Act;
- (f) ensure that all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by 2 members of the Committee;
- (g) coordinate the preparation of the financial statements of the Society and their certification by the Committee prior to their submission to the Annual General Meeting of the Society;
- (h) keep in his or her custody or under his or her control, the financial records for the current year and any other financial records as authorised by the Committee; and
- (i) ensure that at least 2 other Committee members, including the president, have access to the accounts and financial records of the Society.

24.7 The accounts and books referred to in Rule 24.6(d) shall be available for inspection by Members on giving reasonable notice to the treasurer.

**Rule 25 FINANCIAL MATTERS**

- 25.1 The funds of the Society shall be derived from the event registration fees, annual subscriptions, donations and such other sources as the Committee determines.
- 25.2 The Society must open an account with a financial institution from which all expenditure of the Society is made and into which all of the Society's revenue is deposited.
- 25.3 Subject to any restrictions imposed by a General Meeting of the Society, the Committee may approve expenditure on behalf of the Society.
- 25.4 The Committee may authorise the treasurer to expend funds on behalf of the Society (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 25.5 The Committee may implement guidelines or policies dealing with the investment or handling of the Society's funds.
- 25.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee members.
- 25.7 All funds of the Society must be deposited into the financial account of the Society by no later than 5 business Days after receipt.
- 25.8 With the approval of the Committee, the treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- 25.9 The Society must keep and retain for 7 years, financial records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- 25.10 For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Society are met, including without limitation:
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;

- (c) the certification of the financial statements by the Committee;
- (d) the submission of the financial statements to the Annual General Meeting of the Society;  
and
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

**Rule 26 COMMON SEAL**

- 26.1 The Society may have a common seal.
- 26.2 The name of the Society must appear in legible characters on the common seal.
- 26.3 The common seal of the Society shall be kept in the custody of the Secretary.
- 26.4 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 2 members of the Committee or of one member of the Committee and of the Secretary of the Society.

**Rule 27 NOTICES**

- 27.1 A notice may be served by or on behalf of the Society upon any Member by:
  - (a) handing the notice to the Member personally;
  - (b) sending it by post to the Member at the Member's address shown in the register of Members; or
  - (c) email or any other form of electronic communication that the Society may nominate from time to time,however, this shall not apply to notice given under Rule 23.5.
- 27.2 Any notice required to be given to the Society or the Committee may be given by:
  - (a) handing the notice to a member of the Committee;
  - (b) sending the notice by post to the Society's registered address;
  - (c) email to the email address of the Society or the Secretary; or
  - (d) any other form of electronic communication that the Society may nominate from time to time.

**Rule 28 NOT FOR PROFIT ORGANISATION**

- 28.1 Subject to Rule 28.2 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. The Society must not distribute any surplus, income or assets directly or indirectly to its Members.
- 28.2 Nothing contained in this Rule 28 shall prevent the Society from paying a Member:
  - (a) reimbursement for expenses properly incurred by the Member; or
  - (b) for goods or services provided by the Member,if this is done in good faith on terms no more favourable than if the Member was not a Member.

## **Rule 29 WINDING UP AND CANCELLATION**

- 29.1 If the Society is 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.

## **Rule 30 CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

- 30.1 Except as otherwise provided in these Rules, the Secretary shall keep in the Secretary's custody or control, all books, documents (including emails and electronic documents) and securities of the Society.
- 30.2 Members may on request inspect free of charge and at a reasonable time:
- (a) the register of Members as provided in Rule 7.1;
  - (b) the minutes of General Meetings;
  - (c) subject to Rule 30.3, the financial records, books, securities and any other relevant document of the Society, including minutes of Committee meetings.
- 30.3 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.
- 30.4 The Committee must on request make copies of these Rules available to Members and applicants for membership free of charge.
- 30.5 Subject to Rule 30.3, 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.
- 30.6 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.

## **Rule 31 GENERAL RIGHTS OF MEMBERS**

- 31.1 A Member of the Society who is entitled to vote has the right to:
- (a) receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules;

- (b) submit items of business for consideration at a General Meeting;
- (c) attend and be heard at General Meetings;
- (d) vote at a General Meeting;
- (e) have access to the minutes of General Meetings and other documents of the Association as provided under Rule 30; and
- (f) inspect the register of Members as provided under Rule 7.1.

31.2 A Member is entitled to vote if:

- (a) the Member has paid the annual subscription by the due date; and
- (b) the Member's membership rights are not suspended for any reason.

### **Rule 32 GRIEVANCE PROCEDURE**

32.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (a) a Member and another Member;
- (b) a Member and the Committee; or
- (c) a Member and the Society.

32.2 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.

32.3 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.

32.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 32.3, the parties must within 10 Days:

- (a) notify the Committee of the dispute;
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

32.5 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
- (c) if the dispute is between a Member and another Member—a person appointed by the Committee; or
- (d) 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.

32.6 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.



- 32.7 The mediator to the dispute, in conducting the mediation, must:
- (a) give each party an opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party;
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process;  
and
  - (d) not determine the dispute.
- 32.8 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.

**Rule 33 ALTERATION OF RULES**

- 33.1 These Rules may only be altered by special resolution of a General Meeting of the Society.

**APPENDIX I**

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 .....20

\* 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 11.4)**