

CONSTITUTION AND RULES

of the

PHARMACEUTICAL SOCIETY OF WESTERN AUSTRALIA (INCORPORATED).

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1 DEFINITIONS

In this Constitution the following words and phrases have the following meanings:

Accession Date means 1 January 2014;

Associations Incorporation Act means the *Associations Incorporation Act 2015* of Western Australia;

Board means the committee of management of the Society constituted under these Rules;

Commissioner has the same meaning as it has in the Associations Incorporation Act;

Co-opted Board Member means a member of the Board who has been co-opted under Rule 11;

Elected Board Member means a member of the Board elected under Rule 10.1(a);

Financial Year means 1 July to 30 June in each year;

Former Pharmacist means a person who has held registration as a pharmacist at some time pursuant to the National Law or the Pharmacy Act 1964 WA (repealed), but does not currently hold registration as a pharmacist pursuant to the National Law;

Intern Pharmacist means a person who is registered as a pharmacist pursuant to the National Law who holds Provisional Registration or Limited Registration;

National Law means the Health Practitioner Regulation National Law (Western Australia) applied by the *Health Practitioner National Law (WA) Act 2010*;

Pharmacist means a person who is registered as a pharmacist pursuant to the National Law who holds General Registration, Specialist Registration or Non-Practising Registration;

Postal Vote means a vote or voting process by which votes of Members entitled to vote on any matter are notified to the Society or a Returning Officer appointed by the Society by post or by electronic or facsimile communication as determined by the Board;

PSA means the Pharmaceutical Society of Australia ABN 49 008 532 072 a company limited by guarantee whose principal office is at Level 1, 17 Denison Street, Deakin, ACT;

PSA By-laws means the by-laws in force from time to time pursuant to the PSA Constitution;

PSA Constitution means the Constitution of the PSA as amended from time to time;

Register means the register of pharmacists in effect from time to time pursuant to the National Law;

Returning Officer means a person appointed under Rule 10.10(b);

Similar Entity means any incorporated or unincorporated entity (other than the Society) which has been constituted to represent, advocate for, regulate, carry out education or professional development programmes for, or promote the interests of the profession or practice of pharmacy or pharmacists, wherever the entity is incorporated or established;

Society means the Pharmaceutical Society of Western Australia (Incorporated) ABN 19 572 630 917;

Special Resolution means a resolution passed by a majority of not less than three-fourths of the members of the Society who are entitled under these Rules to vote and who vote in person or as otherwise permitted by this Constitution at a general meeting of which notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with these Rules.

2 INTERPRETATION

- (a) In this Constitution and subject to the context a reference to any statute or regulation includes a reference to that statute or regulation as amended, modified or replaced from time to time and reference to a statute includes orders, ordinances, regulations, rules and by-laws made under or pursuant to that statute.
- (b) Headings do not affect the interpretation or construction of this Constitution and references to rules, clauses, paragraphs or schedules are references to this Constitution.
- (c) Words of inclusion do not imply limitation to things of the same class or kind.
- (d) References to months are to calendar months.

3 NAME

The name of the Society is PHARMACEUTICAL SOCIETY OF WESTERN AUSTRALIA (INCORPORATED).

4 OBJECTS OF THE SOCIETY

4.1 Objects

The objects of the Society are:

- (a) to advance and encourage the study and practice of pharmacy and related branches of science and knowledge allied thereto in Western Australia by persons ordinarily resident in Western Australia;
- (b) to provide scholarships, financial assistance and other support for persons ordinarily resident in Western Australia in the study of pharmacy and pharmaceutical research;
- (c) to encourage and promote a culture of innovation and innovative thinking to enable the pharmacy profession for the future;
- (d) to establish awards and prizes and other forms of recognition for excellence in pharmacy research, innovation, practice and education;
- (e) to advocate for or otherwise represent pharmacists practising in Western Australia in relation to issues affecting the practice of pharmacy or the pharmaceutical profession in the State;
- (f) to give assistance and support to Similar Entities;

- (g) to support the preservation of the history and heritage of pharmacy in Western Australia;
- (h) to act as trustee of any fund established for the furtherance of the pharmaceutical profession, including by pharmaceutical research and the study and practice of pharmacy in Western Australia and for any other purpose authorised by these Objects.
- (i) to do all such other things as are incidental or conducive to the attainment of the above Objects.

4.2 Income and Property

The income and property of the Society shall be applied solely towards the promotion of the Objects of the Society, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the persons who at any time are, or have been, or may hereafter be members of the Society, or to any of them, or to any person claiming through any of them.

5 POWERS OF THE SOCIETY

The Society has the power to do all things necessary or convenient for carrying out its objects and purposes and, without limiting the generality of the following, the Society has power:

- (a) to purchase, take on lease or in exchange, hire or otherwise acquire, and to sell, surrender, exchange, lease or otherwise dispose of any real and personal property and any rights or privileges which the Society may think necessary or convenient for the purposes of the Society;
- (b) without limiting any other power, to provide premises for the use of the PSA or other Similar Entity and its members and to provide other assistance and support to the PSA or Similar Entity;
- (c) to erect, alter and maintain any buildings necessary or convenient for the purpose of the Society;
- (d) to invest any of the moneys of the Society upon such securities, or in such other manner as it thinks fit, and from time to time to vary or realise such investments, and pending such investments to place such moneys on deposit in any financial institution for such period as it thinks fit;
- (e) to publish such material as it thinks fit;
- (f) to appoint and dismiss or suspend employees, contractors and consultants and to pay salaries, emoluments and fees;
- (g) to borrow or raise money unsecured and to secure the payment or repayment of money including by mortgage, charge or lien upon all or any of the Society's property both present and future and to replace and discharge any such securities;
- (h) to raise money including without limitation by subscription, membership fees and levies, appeals, grants, donations and other fundraising;
- (i) to improve, manage, develop, or otherwise deal with all or any part of the property of the Society;

- (j) to make, accept, endorse and execute such promissory notes, bills of exchange and other negotiable instruments as it thinks fit in the interests of the Society;
- (k) to enter into contracts, arrangements and undertakings and do all such acts and things in the interests of the Society;
- (l) to provide funds for the purpose of research by members or others engaged by the Board to provide research in furtherance of the Objects of the Society;
- (m) to own, licence, transfer and otherwise deal with intellectual property arising from research conducted with the assistance of the Society or any trust of which the Society is trustee;
- (n) to establish and maintain colleges and other places of learning, libraries, laboratories and museums, and to establish prizes, grants and awards;
- (o) to establish trusts including charitable trusts and act as trustee or appoint other trustees of trusts established by the Society and to maintain trusts existing at the date these Rules come into effect;
- (p) to subscribe to, become a member of and co-operate with the PSA and any other association or other entity, whether incorporated or not, whose objects are not inconsistent with those of the Society, and to procure from and communicate to any such entity such information as may be likely to forward the objects of the Society;
- (q) to appoint agents to act on behalf of the Society and to determine the scope of agency and all other terms of appointment; and
- (r) to exercise all the powers of an association under the Associations Incorporation Act which shall be in expansion of, and not limitation of, the powers of the Society provided in this Rule 5.

6 PROPERTY AND INCOME OF THE SOCIETY

6.1 Payment of Remuneration

Nothing in these Rules shall prevent the payment in good faith of remuneration to any officers or servants of the Society, or to any member thereof, or other person in return for any services actually rendered to the Society, including sitting fees or annual fees to Board Members.

6.2 Provision of Scholarships, Assistance etc

Nothing in these Rules shall prevent the provision in good faith of scholarships, funding or other assistance to persons who are members of the Society for study and research purposes in accordance with the Objects of the Society.

7 MEMBERSHIP OF THE SOCIETY

7.1 Original Members

Persons who are members of the Society immediately before the Accession Date shall remain members of the Society and retain their category of membership until the closing of the Annual General Meeting of the Society next following the Accession Date, at which time those members of the Society who qualify for membership under Rule 7.2 or 7.4 shall be or continue to be members of the Society.

7.2 Membership after the Accession Date

Upon and after the Accession Date the members of the Society shall be:

- (a) A Pharmacist or Intern Pharmacist who on or at any time after the Accession Date:
 - (1) whose principal place of residence is in Western Australia and who is an Ordinary Financial member of the PSA falling under the jurisdiction of the PSA's Western Australian Branch pursuant to the PSA By-laws and PSA Constitution; or
 - (2) who has been a member under the qualification in rule 7.2(a)(1) but whose principal place of residence has subsequently ceased to be in Western Australia; or
 - (3) who has been a member under the qualification in rule 7.2(a)(1) but who subsequently has ceased to be an Ordinary Financial member of the PSA falling under the jurisdiction of the PSA's Western Australian Branch pursuant to the PSA By-laws and PSA Constitution.
- (4) unless and until the person opts out under Rule 7.3; and
- (b) any other Pharmacist, Former Pharmacist or Intern Pharmacist who:
 - (1) applies to be a member of the Society in accordance with application procedures determined by the Board from time to time; and
 - (2) whose principal place of residence is in Western Australia; or
 - (3) who is accepted as a member by the Board in its discretion if the applicant's principal place of residence is not in Western Australia; and
 - (4) who is accepted as a member by the Board in its discretion if a Former Pharmacist.
- (c) Life Members and Honorary Members under Rule 7.4.

7.3 Opt-out

A person who is or is entitled to be a member of the Society pursuant to Rule 7.2 may notify the Secretary or a member of the Board of the Society in writing that they do not wish to be a member and upon notification being received by the Society the person shall not be a member of the Society.

7.4 Categories of Membership

1 The categories of membership of the Society shall be as determined by the Board and until otherwise determined shall be as set out in this Rule.

- (a) ORDINARY MEMBER

All members who are Pharmacists or Former Pharmacists will be Ordinary Members of the Society unless falling under one of the following categories.

- (b) LIFE MEMBER

The Board may elect as a Life Member of the Society any member who, in the opinion of the Board, has rendered such distinguished service of the highest order to the Society as to warrant special recognition.

(c) HONORARY MEMBER

The Board may elect as an Honorary Member of the Society any person who has achieved distinction in any of the branches of knowledge embraced by the objects of the Society, or any person who, in the opinion of the Board, has aided and advanced any of the objects of the Society.

(d) FELLOW

The Board may grant a Fellowship to a member for distinguished academic or other services to the profession under such conditions as the Board may determine and a Fellow may use such designation as determined by the Board to indicate Fellowship as long as they remain a member of the Society.

(e) INTERN MEMBER

All members who are Intern Pharmacists will be Intern Members of the Society. The conditions and privileges of Intern membership shall be those of an Ordinary Member except as may be varied by the Board from time to time including without limitation variation of rights to vote at meetings of the Society and rights of election to membership of the Board.

7.5 Cessation of Membership

A member of the Society shall cease to be a member of the Society:

- (a) if they cease to be qualified under Rule 7.2; or
- (b) by delivering to the Secretary or a member of the Board of the Society written advice to the effect that they wish to relinquish membership of the Society, or if a member under Rule 7.2(a), gives notice under Rule 7.3;
- (c) if they die; or
- (d) if they fail to pay subscriptions or other monies due under these Rules for such period as the Board determines for the purposes of this Rule; or
- (e) upon expulsion in accordance with these Rules.

7.6 Expulsion of Member: Notice of Expulsion

If in the reasonable opinion of the Board the conduct of a member of the Society has:

- (a) brought the Society or its members or the profession of Pharmacy into disrepute;
- (b) exposed the Society to the possibility of civil or criminal liability; or
- (c) been fraudulent or materially dishonest in any dealings with the property of the Society;

then the Board may resolve that the member should be expelled as a member of the Society and may notify the member of the intention to expel the member by notice in writing (“Notice of Expulsion”) sent to the member at their address as such last appears in the register of members of the Society.

7.7 Dispute Resolution under Rule 21.1

- (a) If a Notice of Expulsion is given under 7.6 then the member may elect to dispute the Notice of Expulsion by giving notice to the Board in writing under Rule 21.1(d) in which case the procedure in Rule 21.1 shall apply.
- (b) Rule 21.1(h) and Rule 21.2 shall not apply to Notice of Expulsion or to a decision of the Board under Rule 21.1 and the decision shall be final and binding on the parties.

7.8 Effective Date of Expulsion

- (a) If the procedure under Rule 21.1 has been initiated by notice under Rule 21.1(d) and if the decision of the Board notified under Rule 21.1(g) is that the member shall be expelled, then the member shall cease to be a member on the date of receipt (or deemed receipt under these Rules) of notification of the decision to the member.
- (b) If the procedure under Rule 21.1 has not been initiated by notice given by the member under Rule 21.1(d) within 14 days of the Notice of Expulsion then the member shall cease to be a member on the expiration of the 14 day period.

7.9 State Administrative Tribunal Jurisdiction Not Affected

Nothing in these Rules prevent a party from making application to the State Administrative Tribunal under the Associations Incorporation Act.

8 SUBSCRIPTIONS

8.1 Subscriptions

- (a) The Board may from time to time provide for the raising of funds by annual, periodic or occasional subscriptions payable by members.

8.2 Waiver of Subscriptions

The Board may waive in whole or in part a membership subscription for such period and in such cases or for such members as it considers to be justified.

8.3 Reduction of Subscriptions

The Board may determine that a reduced amount be payable in respect of a subscription for annual renewal where payment is received by the Society in advance of the due date for payment of annual subscriptions.

9 GENERAL MEETINGS

9.1 Annual General Meeting

A general meeting shall be held once in every calendar year within six months after the end of the Society's Financial Year, or such longer period as may be allowed by the Commissioner, on such day and at such time and place as the Board may determine. If the Society requires the approval from the Commissioner to hold the Annual General Meeting more than six months after the end of the Society's Financial Year then the Society must apply to the Commissioner no later than four months after the end of the Society's Financial Year.

9.2 Special Meetings

The Board may convene a special meeting of members whenever it thinks fit.

9.3 Requisition for a Special Meeting

The Board shall convene a special meeting of members upon a requisition made in writing by not less than 2% of all members having voting rights and the requisition:

- (a) shall be left at the office of the Society addressed to the Secretary of the Board; and
- (b) shall state the purpose of the meeting.

9.4 Convening Requisitioned Meeting

Upon receipt of a requisition under the last preceding Rule the Board shall immediately convene a special meeting to be held within 28 days from the date of delivery of the requisition failing which any 2% of members having voting rights whether or not those who requisitioned the meeting, may themselves convene the meeting.

9.5 Costs of Requisitioned Meeting

The proper costs of the requisitionists if they convene a meeting under the last preceding Rule shall be paid to them out of the funds of the Society unless the contrary is resolved at the meeting so convened.

9.6 Notice of Meetings

At least 21 days' notice in writing of every general meeting, specifying the place, day and the hour of meeting and, in the case of special business, the nature of such business, shall be given to all members but the non-receipt by or non-transmission to any member of such advice shall not invalidate the proceedings at any meeting.

9.7 Special Business

All business shall be deemed special:

- (a) that is transacted at a special meeting; and
- (b) that is transacted at an annual general meeting, with the exception of consideration of accounts, balance sheets, the auditor's report and the ordinary report of the Board.

9.8 Business Confined to Purpose Stated

The business to be conducted at a special meeting shall be confined to matters concerning the purpose stated in the notice or requisition for the meeting.

9.9 Quorum and meeting process

- (a) At any general meeting 15 members shall form a quorum.
- (b) No business shall be transacted at a general meeting unless a quorum is present when the meeting proceeds to that business.

- (c) If at a general meeting less than 15 members are present in person then any member who has cast a Postal Vote on a resolution proposed at the meeting as permitted by the Board shall be regarded as personally present at the meeting for the purpose of calculating a quorum in respect of the business of that resolution provided the resolution has not been amended.
- (d) If within half-an-hour from the time appointed for a meeting a quorum of members is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to a date not less than seven days and not more than fourteen days thereafter at a time and place to be arranged by the Board, and if at such adjourned meeting a quorum of members is not present then at the discretion of the Chair the meeting shall be cancelled or adjourned to a date determined by the Chair, or to a date to be notified to the members by the Board.
- (e) The Board may determine that a general meeting of members may be held using one or more technologies that give all persons entitled to attend a reasonable opportunity to participate including to hear or receive in real time comments or questions by other persons participating in the meeting and to speak or make written comments or ask questions and vote without being physically present in the same place.
- (f) All persons so participating in the meeting are taken for all purposes, including a quorum, to be present at the meeting.
- (g) A vote taken at the meeting must be taken on a poll by ballot by using one or more technologies to give each person who is entitled to vote the opportunity to vote in real time and if the Board so determines Postal Votes may also be accepted at the discretion of the Board under rule 9.15(e).

9.10 Chair

The Chair, or in their absence, the Deputy Chair, or in their absence, any member of the Board shall preside at any general meeting of the Society.

9.11 Adjournment

The Chair may, with the consent of any general meeting, adjourn the same from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.12 Declaration of the Chair

At any meeting, unless a poll is demanded by at least seven members, a declaration by the Chair that a resolution has been carried, or carried by any particular majority, or lost and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

9.13 Poll

If a poll is duly demanded it shall be taken at such time and place, either immediately or after an interval or adjournment, and either by open voting or by ballot as the Chair directs or as determined by the meeting, and the result of the poll shall determine the fate of the motion.

9.14 Casting Vote

The Chair of a meeting shall in case of an equality of votes at the meeting, or at a poll, if a poll is demanded, be entitled to a casting vote in addition to the vote to which they are entitled as a member.

9.15 Voting

At a general meeting whether an annual general meeting or a special meeting, subject to any other provision of these Rules:

- (a) every member of the Society present, or voting by Postal Vote if applicable under paragraph (e), shall be entitled to one vote;
- (b) notwithstanding paragraph (a), a member shall not be entitled to vote at any meeting unless all subscriptions due by the member to the Society have been paid before the commencement of the meeting;
- (c) unless otherwise provided by the Associations Incorporation Act or by these Rules decisions shall be made by a simple majority vote of votes cast by members entitled to vote who are present at the general meeting and vote and, if Postal Votes are permitted under Rule 9.15(e), who vote by Postal Vote;
- (d) voting by proxy shall not be permitted; and
- (e) Subject to rule 10.11 which requires election of Board members to be by Postal Vote, the Board may determine that Postal Votes shall be accepted at any particular general meeting, or at all general meetings subject to particular exceptions as it may determine, or on any particular resolution to be proposed at a general meeting, and the Board shall determine the procedures for postal voting, including the required form of Postal Vote including by electronic means and the latest time before the general meeting by which Postal Votes must be received, and shall advise members of any such procedures in the notice convening the general meeting or meetings at which Postal Votes will be accepted, or in a document accompanying the notice.

10 BOARD OF MANAGEMENT

10.1 Board Established

There shall be a Board of management of the Society of not less than five and not more than eight persons which shall manage the Society being:

- (a) a maximum of five persons elected by the membership of the Society under Rules 10.10 and 10.11; and
- (b) a maximum of three persons co-opted by the Board under Rule 11.

10.2 Powers of the Board

The Board may exercise all the powers of the Society and may do all acts and things as may be exercised or done by the Society which are not by law or by these Rules required to be exercised or done by the Society in general meeting.

10.3 Eligibility for Election as a Board Member

A person is eligible for election as an Elected Board Member if they:

- (a) are a member of the Society, including an Honorary Member or Life Member subject to any variation of rights or conditions of a category of membership in accordance with these Rules; and
- (b) are nominated for membership of the Board as provided in Rule 10.10.

10.4 Elected Board Members

The Members may elect persons to membership of the Board by simple majority of votes cast under Rule **10.11** by Members entitled to vote under these Rules.

10.5 Limitation on Members of Boards of Similar Entities

- (a) This Rule 10.5 applies on and from the Annual General Meeting next following the Accession Date.
- (b) A person who is a member of a board or committee of management of a Similar Entity is eligible to be elected to the Board or to remain an Elected Board Member provided there will be no more than two such persons who are Elected Board Members at any one time.
- (c) If any question arises whether an entity is a Similar Entity or whether a person is eligible for election to the Board under this Rule the members of the Board may decide the question by ordinary resolution and the decision of the Board shall be final and binding for all purposes of this Constitution.
- (d) If persons referred to in paragraph (b) are nominated for election to the Board, or offer themselves for re-election following rotational retirement under Rule **10.9**, so that if elected there would be more than the maximum number of Elected Board Members who are referred to paragraph (b), then in order that the maximum number will not be exceeded:
 - (1) the person or persons receiving the most votes for election or re-election will be elected to the Board up to the maximum number of such persons referred to in paragraph (b); or
 - (2) if any persons receive equal votes then the persons nominated shall decide by ballot who will and who will not be elected to the Board. The ballot shall be carried out under procedures determined by the Board.
- (e) A person who is a member of the board or committee of management of a Similar Entity is eligible to be co-opted to the Board or appointed to the Board to fill a casual vacancy notwithstanding that the maximum number referred to in paragraph (b) is exceeded.
- (f) If a member of the Board becomes a member of the board or committee of management of a Similar Entity so that the maximum number of such persons who have been elected to the Board exceeds the number referred to in paragraph (b), then the person's position as a member of the Board shall be vacated as a casual vacancy.

10.6 Term of Appointment

- (a) Elected Board Members shall hold office for a term based on a period of three years subject to Rule 10.9 or other applicable Rule.
- (b) Co-opted Board Members shall hold office as provided in Rule 11.2.

10.7 Transitions: Composition of the Board

- (a) Notwithstanding any other provision of this Constitution the members of the Board who hold office immediately before the Accession Date shall comprise the managing committee of the Society until that Annual General meeting next following the Accession Date.
- (b) Notwithstanding any other provision of this Constitution, the provisions of Rules 10.9, 10.10, 10.11 and 11.2(b) shall not apply in respect of the Financial Year referred to in paragraph (a) of the definition of “Financial Year” in Rule 1 or where applicable the Annual General Meeting next following that Financial Year.

10.8 Composition of the Board after the Annual General Meeting next following the Accession Date

On and from the Annual General Meeting next following the Accession Date the members of the Board shall be:

- (a) Elected Board Members; and
- (b) Co-opted Board Members and;
- (c) any person who is appointed to fill a casual vacancy under this Constitution;

subject to the maximum number of Board members under Rule 10.1 and the maximum number of persons referred to in Rule 10.5.

10.9 Rotation of Board Members

- (a) Upon and from the conclusion of each annual general meeting of the Society after the first annual general meeting following the Accession Date the following members of the Board shall retire as members of the Board
 - (1) each member of the Board appointed since the last annual general meeting to fill a casual vacancy; and
 - (2) A maximum of two Elected Members who have been members of the Board for a term of three years or more since their last election shall retire, subject to Rules 10.(9)(a)(3) and (4);
 - (3) subject to Rule 10.9(a)(4) if more than two members of the Board have been members of the Board for a term of three years or more since their last election, then unless any such member voluntarily retires, a ballot shall be conducted among all such members to determine the two members who will retire.

- (4) Any member who was included in a ballot under Rule 10.9(a)(3) and who was not balloted to retire shall retire in the following year under Rule 10.9(a)(2) in priority to any other member and shall not be included in any ballot under clause 10.9(a)(3).
- (5) The Returning Officer shall arrange for a ballot required under Rule 10.9(a)(3) a reasonable time before nominations are called for appointment to the Board, and shall advise members of the Society which members of the Board shall be retiring under this Rule 10.9 at the time nominations are called for appointment to the Board under Rule 10.10(c).
- (b) An Elected Board Member retiring from the Board under Rule 10.9(a) is eligible for nomination and re-election and if the position vacated by that member is not filled by election under Rules 10.10 and 10.11 then that member (if offering themselves for re-election by nomination under Rule 10.10) is to be taken as having been re-elected to the Board.
- (c) The retirement of a member from the Board under Rule 10.9(a) takes effect at the conclusion of the Annual General Meeting referred to in Rule 10.12(b).

10.10 Election of Board Members; Nominations

- (a) Elections of Elected Board Members shall be carried out in accordance with Rules 10.10, 10.11 and 10.12.
- (b) Within one month immediately following the end of each Financial Year the Board shall appoint a Returning Officer to co-ordinate the next election of the Board.
- (c) Within two months immediately following the end of the Financial Year the Returning Officer shall call for nominations for election to the Board by written notice to all members which will include notification of the vacancies on the Board which may be filled by election of members entitled to vote.
- (d) Nominations must be received by the Returning Officer within 21 days of the date of the notice calling for nominations.
- (e) If the number of nominations is equal to the number of vacancies for election then the Returning Officer shall by notice to the members declare the persons who nominated elected unopposed.
- (f) A member may nominate another member but not themselves, however any member who has been nominated may cast a ballot for themselves for election to the Board.
- (g) If the number of nominations is more than the number of vacancies for election then the Returning Officer must conduct an election under the Rule 10.11.
- (h) The notice referred to in Rule 10.10(c) must invite a person nominated to provide to the Returning Officer a biographical statement or a statement of policies or both, each statement to be not more than 200 words.
- (i) If there are not sufficient nominations to fill all vacancies for Elected Members on the Board then the Board may:
 - (1) operate with a lesser number of Elected Members; and/or

- (2) appoint persons to the Board as a casual vacancy under Rule 10.13.

10.11 Election of Board Members: Ballots and Voting by Postal Vote

- (a) By the end of the third calendar month next following the end of the Financial Year the Returning Officer shall forward to each member eligible to vote:
 - (1) a ballot paper showing the names of each person nominated for election to the Board in order determined by the Returning Officer by ballot with a statement requiring the members to cast their ballots by the specified closing date being not less than 14 days of the date of distribution of the ballot paper stated on the ballot paper; and
 - (2) biographical statements and statements of policies provided by persons who have been nominated.
- (b) Members must cast their ballot by returning their ballot paper by the closing date specified and ballot papers received after that date shall be invalid and not counted.
- (c) The Board may permit or require each or any of the call for nominations under Rule 10.10(c), nominations made under Rule 10.10 (d), biographical statements or statements of policies under Rule 10.10(h), the ballot paper and statements under Rule 10.11(a), their return to the Returning Officer under Rule 10.11(b) and the declaration under Rule 10.12, to be in electronic or facsimile form provided each ballot paper must be returned in a form which displays the signature of the member casting the ballot in original or facsimile form.
- (d) The Board may in its discretion change any of the voting procedures and required dates or periods for each action under Rules 10.10 or 10.11 and may determine procedures for preserving anonymity of members in relation to votes cast.
- (e) Each member shall be entitled to cast one vote for each person nominated for election up to the number of vacancies on the Board.

10.12 Declaration of Elected Board Members

- (a) The Returning Officer shall declare the persons elected to the Board at the Annual General Meeting next following the election process.
- (b) Elected Board Members shall take office at the conclusion of the Annual General Meeting at which their election is declared.

10.13 Casual Vacancy

If a vacancy occurs on the Board among the Elected Board Members, or among Board members holding office under Rule 10.7 in the transition period, the vacancy is a casual vacancy and may be filled under Rule 10.16.

10.14 Board May Act Notwithstanding Vacancy

The Board may act notwithstanding any original or subsequent vacancy in its membership.

10.15 Casual Vacancies

The position as a member of the Board (either original or substituted and whether before or after the Accession Date) shall be vacated and a casual vacancy thereupon arises if during the term of appointment the Board member:

- (a) resigns their office by notice in writing delivered to the Secretary or Chair of the Society at their respective last known places of abode or business; or
- (b) dies;
- (c) if the member becomes ineligible for continued membership of the Board under Rule 10.5;
- (d) ceases to be a member of the Society;
- (e) becomes bankrupt or takes the benefit whether by assignment composition or otherwise of any law relating to bankrupt or insolvent debtors;
- (f) is convicted of an indictable offence or is party to disciplinary proceedings which result in cancellation of their registration as a Pharmacist or suspension of their right to practise as a Pharmacist;
- (g) is found or becomes of unsound mind or mentally or physically incapable of performing their office and the other members of the Board resolve that vacation of office on those grounds are applicable;
- (h) fails to attend more than three successive meetings of the Board, unless the Board otherwise resolves by a majority vote at which the member does not vote; or
- (i) is declared by Special Resolution of a meeting of the Society to be removed from office.

10.16 Casual Vacancies Filled

- (a) Any casual vacancy occurring in the Board, including a vacancy in the offices of Chair, Deputy Chair or other office, may be filled by the Board if the person vacating office was an Elected Board Member.
- (b) If any casual vacancy reduces the number of Board members below the minimum of five then the remaining Board member or members shall forthwith appoint another person or persons to restore the minimum number or shall forthwith convene or cause to be convened a special meeting of members of the Society to enable the members to appoint additional members of the Board.

10.17 Offices

At the first meeting after an annual general meeting the Board shall appoint or confirm the appointment from their number persons to hold the offices within the Board including the offices of Chair and Deputy Chair, and the Board may appoint persons from their number to hold such other offices as the Board determines from time to time.

11 CO-OPTION OF PERSONS TO THE BOARD

11.1 Co-option by the Board

The Board by a resolution passed by a 75% vote of the Board members attending and voting may co-opt any person to membership of the Board but the total number of Co-opted Members may not exceed three at any one time.

11.2 Co-opted Persons

A person who is co-opted under Rule 11.1:

- (a) need not be a Member of the Society;
- (b) holds office as a Co-opted Board Member for a term determined by the Board or if no term is determined, until the next Annual General Meeting of the Society following their co-option; and
- (c) may be re-appointed as a Co-opted Board Member by resolution of the Board under Rule 11.1.

11.3 Co-opted Board Member becomes an elected or nominee Board Member

If a Co-opted Board Member qualifies for membership of the Board under this Constitution and is elected to the Board under Rule 10.1(a) they are thereafter an Elected Board Member and are no longer to be regarded as a Co-opted Board Member for the purposes of this Constitution.

12 PROCEEDINGS OF THE BOARD

12.1 Procedures

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

12.2 Voting in Board

- (a) Matters arising at any Board meeting for decision shall be decided by a simple majority of votes of the Board members who are present and vote on the relevant matter and each Board member present shall be entitled to one vote.
- (b) In case of an equality of votes, the Chair or other person chairing the meeting shall have an additional or casting vote.

12.3 Quorum

- (a) A quorum shall be half the number of members of the Board (if a fraction then rounded down to the next whole number) plus one.
- (b) A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authority, powers and discretions under these Rules for the time being vested in or exercisable by the Board.

12.4 Meetings

The Chair may and, on the request of two members of the Board, the Secretary, shall convene a meeting of the Board members by notice to each member of the Board.

12.5 Notice of Meetings

- (a) At least seven days notice of every Board meeting shall be given to each member of the Board except a member who has been given special leave of absence by the Board or a member whose current address is not known.
- (b) The members of the Board may resolve unanimously that shorter notice than that provided in the last preceding Rule will be sufficient for a particular meeting.

12.6 Chair of Meetings

The Chair or in their absence the Deputy Chair shall preside at all meetings of the Board and in their absence Board members present may choose one of their number to preside at the meeting.

12.7 Minutes of Board Meetings

The Executive Officer, or if there is no person employed as such, the Secretary or a member of the Board appointed to do so shall keep proper minutes of all meetings of the Board which shall be signed with reasonable dispatch by the person who presides at each meeting or who presides at the next succeeding meeting and when signed shall be *prima facie* evidence of their contents.

12.8 Sub-Committees of the Board

- (a) The Board may delegate any of its powers for particular purposes to sub-committees consisting of such member or members of the Board as it thinks fit and may from time to time revoke such delegation.
- (b) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- (c) The Chair shall be an ex officio member of all sub-committees.
- (d) A sub-committee may determine the quorum necessary for the transaction of business and may meet and adjourn or otherwise regulate its meeting as it thinks proper.
- (e) Questions arising at any meeting of a sub-committee shall be determined by a majority of votes with each person present and voting having one vote and the Chair of the meeting shall in the case of an equality of votes have a second or casting vote except when two Board members only are present.

12.9 Advisory Committees

- (a) The Board may appoint persons who may or may not be members of the Board or of the Society to advisory committees for the purpose of assisting the Board or providing expert or other advice to the Board.
- (b) Advisory committees may not exercise any powers of the Board and are not authorised to bind or represent the Society in any manner.

12.10 Validity of Acts

All acts performed in good faith by any meeting of the Board or of a sub-committee of the Board or by any person acting as a Board member shall be as valid as if every such person had been duly appointed and was qualified to be a Board member, notwithstanding that it be

afterwards discovered that there was some defect in the appointment of any such Board member or person acting or that they or any of them were disqualified.

12.11 Exemption from Liability

No act, matter or thing done or omitted to be done in good faith by the Board or by any member of the Board, or by the Executive Officer or any other officer of the Board, in the management or intended management of the Society, or in the exercise or performance or intended exercise or performance of any of its, their powers, functions or duties under these Rules, shall subject the person to any personal liability.

12.12 Circular Resolutions

- (a) The Chair or Executive Officer may cause to be sent a written copy of a resolution to be proposed to all members of the Board notwithstanding that no meeting of the Board has been convened to consider the proposed resolution.
- (b) Subject to paragraph (c) a copy of the resolution in writing proposed under paragraph (a) which has been signed in one or more counterparts by each member of the Board who has voted within five days of receiving a copy of the proposed resolution shall be as valid and effectual as if it had been passed at a meeting of the Board members duly convened and constituted.
- (c) If within the five day period any member of the Board advises the Chair or the Executive Officer that they object to the resolution being passed as a circular resolution under this Rule, then the resolution shall not be passed as a circular resolution and the Chair or the Executive Officer shall cause a meeting of the Board to be convened to consider the proposed resolution.
- (d) Every circular resolution passed under this Rule shall be placed in the minute book of the Board.

12.13 Meetings by Telecommunication

- (a) The Board may meet by teleconference or other contemporaneous telecommunications link in which each member of the Board who is present is able to hear each other member present speak.
- (b) The Rules applicable to a meeting of the Board apply to such a meeting and a meeting held in the manner provided in this Rule shall constitute a meeting for all the purposes of these Rules.
- (c) A member who voluntarily disconnects from communication during a meeting referred to in this Rule will be deemed to have left the meeting.
- (d) A disconnection of any member during a meeting will not invalidate the proceedings of a meeting referred to in this Rule and the person presiding at the meeting may adjourn or suspend the meeting at their discretion until reconnection occurs.

12.14 Resignation and Removal from office

- (a) Board member may resign by written notice given to the Secretary or the Chair.
- (b) The resignation takes effect when the notice is received by the Secretary or Chair; or if a later time is stated in the notice, at the later time.

- (c) At a general meeting the Society may by resolution remove a Board member from office and may by resolution elect a member who is eligible under rule 10.3 to fill the vacant position provided the member proposed for election has consented in writing to the appointment.
- (d) The proposal to put a resolution or resolutions under rule 12.14(c) must be included in the notice of general meeting sent to members.
- (e) A Board member who is the subject of a resolution to be removed from office proposed under 12.14(c) is entitled to a meet with the Chair before the general meeting and may make written representations of a reasonable length to the Chair for consideration by the Board.
- (f) Unless the matter is resolved before the general meeting, the Board member who is the subject of the resolution to be removed from office proposed under 12.14(c) may ask that any written representations made to the Board be provided to the members. The Secretary or Chair may give a copy of the representations to each member at or before the meeting or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

12.15 Fees and Expenses of Board Members

Board members may be paid sitting fees, annual appointment fees and travelling and other expenses incurred by them in connection with the business of the Society.

13 EXECUTIVE OFFICER

- (a) The Board may appoint and may remunerate from the funds of the Society an Executive Officer on conditions of employment determined by the Board, and who shall have such duties and responsibilities as the Board determines from time to time.
- (b) The Executive Officer shall attend meetings of the Board but shall not be a member of the Board or entitled to vote at Board meetings.

14 ACCOUNTS AND FUNDS

14.1 Annual Accounts

- (a) The Board shall cause true accounts to be kept of the moneys received and expended by the Society, and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits, and liabilities of the Society.
- (b) The accounts shall be closed on the last day of June in each year, and a balance sheet containing a summary of the asset and liabilities of the Society on that day and the income and expenditure account for the Financial Year shall be prepared.
- (c) The Society shall submit to its members at the annual general meeting the accounts of the Society for the immediately preceding Financial Year, audited if auditors are appointed under Rule 15.1.
- (d) If auditors are appointed under Rule 15.1 the accounts of the Society in respect of the Financial Year shall be made available to the auditors no later than the last day of the calendar month next following the end of the Financial Year together with all vouchers and receipts.

- (e) If auditors are appointed under Rule 15.1 they shall be required to report on the accounts of the Society to the Annual General meeting.
- (f) A printed copy of the balance sheet and the income and expenditure account be sent to the members prior to each annual general meeting.

14.2 Bank Account

The Board shall open and cause to be maintained in the name of the Society bank accounts as it determines from time to time and any such account may be operated on by any two Board members or by any one Board member and another person authorised by the Board but any cheque or other instrument payable to the Society may be endorsed by the person authorised by the Board or any one Board member.

15 AUDITOR

15.1 Appointment

- (a) The Board may (and shall if so directed by a resolution of the members of the Society in general meeting) appoint an auditor for the Society. The duties of the auditor, if any is appointed, shall be:
 - (1) to audit and examine the Accounts of the Society for the year concerned;
 - (2) to report in writing thereon to the members of the Society stating whether in the auditor's opinion the Balance Sheet and Accounts of the Society are properly drawn up and exhibit a true and correct view of the state of the Society's affairs at the date thereof according to the best of the auditor's information and the explanations given to the auditor and as shown by the books of the Society;
 - (3) to certify the amount of the gross annual income of the Society;
 - (4) to state any other matter upon which the auditor feels it to be in the interest of the Society or its members to draw attention to in the report.

15.2 Auditor's attendance at Meetings

The auditor of the Society shall be entitled to attend any general meeting of members and to receive all notices which a member of the Society is entitled to receive by virtue of being a member and the auditor shall be entitled to be heard at every general meeting which concerns the auditor.

16 BOOKS AND RECORDS

16.1 Custody

- (a) Books of account and all minute books, documents and registers of the Society shall be the property of the Society and shall be kept in the custody of the Secretary of the Board/Executive Officer at the office of the Society or such other place or places as the Board from time to time thinks fit.
- (b) The books and records of the Society must be retained for at least 7 years.

16.2 Register of Members

- (a) The Secretary or a person authorised by the Board must maintain a Register of Members and ensure that the Register is up to date.
- (b) The Register must contain:
 - (1) the full name of each member;
 - (2) a contact postal, residential or email address of each member;
 - (3) the class of membership held by the member; and
 - (4) the date on which the person became a member.
- (c) Any change in membership of the Society must be recorded in the Register within 28 days after the change occurs.

16.3 Access to Registers and Records

- (a) Books of account, minute books, securities of the Society (if any) and registers including the Register of Members of the Society, the register of office holders and these Rules shall be available during reasonable business hours for inspection and copying of details by any member of the Society in accordance with the Associations Incorporation Act. Records of the Society may not be removed for the purpose of copying.
- (b) A member may make a request in writing for a copy of the Register. The Board may require a member who requests a copy of the register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Society. The Society may charge a reasonable fee for providing a copy of the Register, as determined by the Board from time to time.
- (c) A member must not use or disclose information in the Society's Registers, books and records except for a purpose that is directly connected with the affairs of the Society, or related to the provision of information to the Commissioner in accordance with a requirement of the Act.
- (d) A member must not use or disclose information on the Register of Members:
 - (1) to gain access to information that a member has deliberately denied them (that is, in the case of social, family or legal disputes); or
 - (2) to contact or send material to the Society or any member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board.

16.4 Privacy Act

- (a) Rule 16.3 is subject to any applicable State or Commonwealth law requiring disclosure of information or restricting the disclosure of information and the protection of privacy.

- (b) Nothing in these Rules requires the Society to disclose or deal with information otherwise than in accordance with the *Privacy Act 1988* (Commonwealth) and regulations and statutory instruments made under that Act.

17 BY-LAWS

The Board shall have the power from time to time to make, amend and repeal by-laws with regard to the management of the affairs of the Society but so that no such by-laws shall contravene any of the provisions of these Rules or be outside the objects of the Society.

18 COMMON SEAL

- (a) The Society shall adopt a common seal by resolution of the Board.
- (b) The Common Seal of the Society shall be held in the custody of the Secretary of the Board/Executive Officer and shall be affixed to any instrument with the authority of a resolution of the Board, which may be given before the affixation of the seal in any case or may be by ratification after affixation of the seal.
- (c) Every instrument to which the seal is required to be affixed shall be signed by at least one Board member and either the Executive Officer or any other Board member.
- (d) Every use of the Common Seal must be recorded in the Society's minute book.

19 ALTERATION TO THE RULES

- (a) This Rule 19 is subject to any requirements of the Associations Incorporation Act from time to time in respect of the alteration to the Rules, including the Objects and change of name, of the Society.
- (b) The Society may alter these Rules by Special Resolution made in accordance with these Rules but not otherwise.
- (c) The Secretary of the Board/Executive Officer shall lodge any notice of the Special Resolution and certificate required by the Associations Incorporation Act within one month after the Special Resolution is passed or such longer period as the Commissioner may allow.
- (d) Subject to Rule 19(e), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 19(c).
- (e) An amendment to the Rules that changes or has the effect of changing the name of the Society, or the objects or purposes of the Society, does not take effect until the required documents are lodged with the Commissioner under Rule 19(c) and the approval of the Commissioner is given in writing.

20 WINDING UP

- (a) In this Rule a reference to the surplus property of the Society is a reference to that property of the Society remaining after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of the winding up of the Society.
- (b) Upon cancellation of the incorporation or the winding up of the Society:

- (1) no part of the surplus property of the Society may be distributed among the members or former members of the Society upon its winding up or dissolution; and
 - (2) its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.
- (c) Prior to the winding up of the Society, the Board shall prepare a distribution plan specifying any directions given by resolution of the members of the Society which comply with Rule 20(b) or, if there is no such direction, as the Board considers just and equitable having regard to the objects or purposes of the Society.
 - (d) In preparing and implementing a distribution plan on winding up, the Board shall comply with any applicable requirements of the Associations Incorporation Act.
 - (e) If the Society holds any property under any trust then prior to the winding up of the Society the Board shall appoint a trustee to hold such property in its place subject to the same trusts, or take other reasonable steps to ensure that the property is identified and dealt with under any distribution plan in accordance with the trust.

21 RESOLVING DISPUTES

21.1 Disputes Arising under the Constitution and Rules

- (a) This rule applies to:
 - (1) Disputes between members; and
 - (2) Disputes between the Society and one or more members

that arise under the rules or relate to the rules of the Society.

- (b) In this rule “member” includes any former member whose membership ceased by reason of being relinquished or becoming unfinancial not more than six months before the dispute occurred.
- (c) 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.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Board of the parties to, and details of, the dispute.
- (e) The Board must notify all other parties to the dispute of the details of the dispute and convene a Board Meeting within 28 days after it receives notice of the dispute under rule 21.1(d) for the Board to determine the dispute.
- (f) At the Board Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.

- (g) The Board must inform the parties to the dispute of the Board's decision and the reasons for the decision within 7 days after the Board Meeting referred to in rule 21.1(e).
- (h) If any party to the dispute is dissatisfied with the decision of the Board they may elect to initiate further dispute resolution procedures as set out in these Rules.

21.2 Mediation

- (a) This rule applies:
 - (1) where a person is dissatisfied with a decision made by the Board under rule 21.1; or
 - (2) where a dispute arises between a member or more than one member and the Society and any party to the dispute elects not to have the matter determined by the Board.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 21.1(c), or a party to the dispute is dissatisfied with a decision made by the Board under rule 21.1(g) a party to a dispute may:
 - (1) Provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - (2) Agree to, or request the appointment of, a mediator.
- (c) The party, or parties requesting the mediation must pay the costs of the mediation.
- (d) The mediator must be:
 - (1) a person chosen by agreement between the parties; or
 - (2) in the absence of agreement:
 - (A) if the dispute is between a member and another member – a person appointed by the Board; or
 - (B) if the dispute is between a member or more than one member and the Society, the Board or a Board member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (e) A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (h) The mediator, in conducting the mediation, must:

- (1) give the parties to the mediation process every opportunity to be heard;
 - (2) allow all parties to consider any written statement submitted by any party; and
 - (3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

21.3 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in these Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

22 NOTICES

- (a) A notice or other communication given by the Board to a member must be in writing and given or signed by the Chair or Deputy Chair or by the Secretary and delivered to that member in one of the following ways:
- (1) delivered personally; or
 - (2) posted to the address shown in the members' register when it will be treated as having been received on the third business day after posting; or
 - (3) sent by the Board by email to the member's email address shown in the member's register (if any) when it will be treated as received when it enters the recipient's information system.
- (b) A notice or other communication to the Board must be in writing and addressed to the Chair or Deputy Chair or Secretary and delivered to the Board in one of the following ways:
- (1) delivered personally to the office of the Board at the address shown on the Board's website; or
 - (2) posted to that address when it will be treated as having been received on the third business day after posting; or
 - (3) sent by email to the email address shown on the Board's website when it will be treated as received when it enters the recipient's information system.
