

CONSUMER AFFAIRS VICTORIA (AUSTRALIA)

Associations Incorporation Reform Act 2012

Incorporated Association Rules

For

ASIA-OCEANIA ASSOCIATION FOR THE STUDY OF OBESITY INCORPORATED

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Incorporated Association Rules

Note

The individual or organisations who from time to time are members of the AOASO are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the AOASO and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is 'Asia-Oceania Association for the Study of Obesity Incorporated" (AOASO).

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the AOASO are—

- (1) to foster international fellowship among scientists of the region and promote collaboration particularly in the promotion of research, education and action programmes.
- (2) to provide a platform to exchange information and experiences in obesity research and action programmes among the member countries, through periodic meetings, national congresses and Asia-Oceania Congress on Obesity (AOCO) held once every two (2) years.
- (3) to act as a liaison between the member countries and the World Obesity Federation (WOF) as well as the relevant United Nations Agencies.
- (4) to develop activity regarded as helpful and appropriate in achieving the objectives of AOASO.

3 Financial year

The financial year of the AOASO is each period of 12 months ending on 30 June.

4 Definitions

In these Rules—

absolute majority, of the Council, means a majority of the council members currently holding office and entitled to vote at the time (as distinct from a majority of council members present at a council meeting);

Chairperson, of a general meeting or council meeting, means the individual chairing the meeting as required under rule 46;

Council means the Council having management of the business of the AOASO;

council meeting means a meeting of the Council held in accordance with these Rules;

council member means a member of the Council elected or appointed under Division 3 of Part 5;

disciplinary appeal meeting means a meeting of the members of the AOASO convened under rule 23(3);

disciplinary meeting means a meeting of the Council convened for the purposes of rule 22;

disciplinary sub council means the sub council appointed under rule 20;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the AOASO convened in accordance with Part 4 and includes an annual general meeting, a general assembly, a special general meeting and a disciplinary appeal meeting;

member means a member of the AOASO;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than two thirds of the members voting at a general meeting, whether in individual or organisation or by proxy, to vote in favour of the resolution;

the Act means the **AOASOs Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated AOASOs.

PART 2—POWERS OF ASSOCIATION

5 Powers of AOASO

- (1) Subject to the Act, the AOASO has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the AOASO may—
 - (a) acquire, hold and dispose of real or individual or organisational property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The AOASO may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The AOASO must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the AOASO 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.

Note

Section 33 of the Act provides that an incorporated AOASO must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated AOASO is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The AOASO must have at least 5 members.

8 Who is eligible to be a member

- (1) All countries geographically situated in the Asia-Oceania region with duly recognized national obesity associations/societies are eligible to be a member of AOASO. If there is more than one (1) duly recognized national obesity association/society in the same country, each association/society can be a member of AOASO.
- (2) Countries without a national obesity association/society but have NGO's whose objectives are common to AOASO can be accorded a member status.
- (3) Interested individuals who are known for their work on obesity may also become individual members upon approval by the AOASO Council and may attend the Council meeting as an observer.

9 Application for membership

- (1) To apply to become a member of the AOASO, an individual or organisation must submit a written application to a council member stating that the individual / organisation —
 - (a) wishes to become a member of the AOASO; and
 - (b) supports the purposes of the AOASO; and
 - (c) agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed by the organisations representative or the applicant or; and
 - (b) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Association under rule 12(3).

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Council must decide by resolution whether to accept or reject the application.
- (2) The Council must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Council rejects the application, it must return any money accompanying the application to the applicant.

(4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Council—
 - (a) the resolution to accept the membership must be recorded in the minutes of the council meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) An individual or Association becomes a member of the AOASO and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which the Council approves the individual or organisation's membership.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by associate members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (4) 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.

13 General rights of members

- (1) A member of the AOASO who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the AOASO as provided under rule 64; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a current individual or organisation member; and
 - (b) more than 10 business days have passed since he or she became a member of the AOASO; and
 - (c) the member's membership rights are not suspended for any reason.

14 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

15 Ceasing membership

- (1) The membership of an individual or organisation ceases on resignation, expulsion or death.
- (2) If an individual or organisation ceases to be a member of the AOASO, the Secretary must, as soon as practicable, enter the date the individual or organisation ceased to be a member in the register of members.

16 Resigning as a member

- (1) A member may resign by notice in writing given to the AOASO.

Note

Rule 63(2) sets out how notice may be given to the AOASO. It includes by handing the notice to a member of the council, post, email or facsimile.

- (2) A member is taken to have resigned if—
 - (a) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (b) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

17 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - (a) for each current member—
 - (i) the member's name;
 - (ii) the member's organisation (if applicable) ;
 - (iii) the official email address for notice last given by the member;
 - (iv) the date of becoming a member;
 - (v) any other information determined by the Council; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the information of an individual or organisation 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 an individual or organisation obtained from the Register of Members.

Division 2—Disciplinary action

18 Grounds for taking disciplinary action

The AOASO may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the AOASO; or
- (c) has engaged in conduct prejudicial to the AOASO.

19 Disciplinary sub council

- (1) If the Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Council must appoint a disciplinary sub council to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary sub council—
 - (a) may be Council members, members of the AOASO or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

20 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the AOASO proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary sub council intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary sub council at that meeting;
 - (ii) give a written statement to the disciplinary sub council at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21 Decision of sub council

- (1) At the disciplinary meeting, the disciplinary sub council must—
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary sub council may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the AOASO.
- (3) The disciplinary sub council may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary sub council under this rule takes effect immediately after the vote is passed.

22 Appeal rights

- (1) An individual or organisation whose membership rights have been suspended or who has been expelled from the AOASO under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
 - (2) The notice must be in writing and given—
-

- (a) to the disciplinary sub council immediately after the vote to suspend or expel the individual or organisation is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If an individual or organisation or Association has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the AOASO who is entitled to vote as soon as practicable and must—
- (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the individual or organisation against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the individual or organisation should be upheld or revoked.

23 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the individual or organisation whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the individual or organisation should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than two thirds of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

24 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
- (a) a member and another member;
 - (b) a member and the Council;
 - (c) a member and the AOASO.
- (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.

25 Parties must attempt to resolve the dispute

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.

26 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—
 - (a) notify the Council of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) an individual or organisation chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—an individual or organisation appointed by the Council; or
 - (ii) if the dispute is between a member and the Council or the AOASO—an individual or organisation appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Council may be a member or former member of the AOASO but, in any case, must not be an individual or organisation who—
 - (a) has an individual or organisational interest in the dispute; or
 - (b) is biased in favour of or against any party.

27 Mediation process

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

28 Failure to resolve dispute by mediation

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.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

29 Annual general meetings

- (1) The Council must convene an annual general meeting of the AOASO to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the AOASO may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Council may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Council on the activities of the AOASO during the preceding financial year; and
 - (ii) the financial statements of the AOASO for the preceding financial year submitted by the Council in accordance with Part 7 of the Act;
 - (c) to elect the members of the Council;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

30 General assembly

- (1) The General Assembly shall be held every four years, during Asia-Oceania Conference on Obesity (AOCO), European Congress on Obesity (ECO) or International Congress on Obesity (ICO), in conjunction with the annual general meeting for that year.
- (2) The agenda will be prepared by the Secretary in consultation with the President and Vice-President and shall be distributed at least two months before the meeting. The agenda may be amended or altered with two-third majority vote during the meeting.
- (3) An invitation to send an observer to the General Assembly may be extended to WOF, UN Agencies and other deem appropriate.

31 Special general meetings

- (1) Any general meeting of the AOASO, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Council may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 32 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

- (1) The Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 25% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—

- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The AOASO must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33 Notice of annual general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of the AOASO—
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 22(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (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.
- (4) If the Council has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the individual or organisation appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
- (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Council has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the AOASO no later than 24 hours before the commencement of the meeting.

35 Use of technology

- (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.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 25% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, 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 meeting, the members must make a new request under rule 31.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) 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 practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

- (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.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) 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 Council at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (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 33.

38 Voting at general meetings

- (1) On any question arising at a general meeting—
- (a) subject to subrule (3), (4) and (5), each member country who is entitled to vote has one (1) vote; and
 - (b) members may vote individual or organisationally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) An umbrella body representing more than one country will have additional voting rights based on number of countries represented by the umbrella body.
- (5) For countries with more than one (1) member, the sum of the vote for these member countries shall be equivalent to one (1) vote.
- (6) Proxy representing their respective member countries are eligible to cast a vote.
- (7) Observers are not eligible to vote.
- (8) A motion is carried if a majority of council members present at the meeting vote in favour of the motion.
- (9) Subrule (8) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Council.
- (10) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (11) Voting by proxy is not permitted without appointing a proxy to be present at the meeting.
- (12) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

39 Special resolutions

A special resolution is passed if not less than two thirds of the members voting at a general meeting (whether an individual or organisation or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required -

- (a) to remove a council member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the AOASO.

40 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands or electronic poll, declare that a resolution has been—
- (a) carried; or
 - (b) carried unanimously; or

- (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.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
 - (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
 - (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of general meeting

- (1) The Council must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
 - (d) the certificate signed by two council members certifying that the financial statements give a true and fair view of the financial position and performance of the AOASO; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—COUNCIL

Division 1—Powers of Council

42 Role and powers

- (1) The business of the AOASO must be managed by or under the direction of a Council.
- (2) The Council may exercise all the powers of the AOASO except those powers that these Rules or the Act require to be exercised by general meetings of the members of the AOASO.
- (3) The Council may—
 - (a) appoint and remove staff;
 - (b) establish sub councils consisting of members, for example an Executive, with terms of reference it considers appropriate.

43 Delegation

- (1) The Council may delegate to a member of the Council, a sub council or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.
- (3) The Council may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Council and duties of members

44 Composition of Council

The Council consists of—

- (a) a President; and
- (b) an Immediate Past President; and
- (c) a Vice-President; and
- (d) a Secretary; and
- (e) a Treasurer; and
- (f) Council members (one (1) representative from each member); and
- (g) Past-Presidents of AOASO will automatically be “Honorary” Council members of AOASO.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Council, each council member must become familiar with these Rules and the Act.
- (2) The Council is collectively responsible for ensuring that the AOASO complies with the Act and that individual members of the Council comply with these Rules.
- (3) Council members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Council members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the AOASO; and
 - (b) for a proper purpose.
- (5) Council members and former council members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other individual or organisation or to cause detriment to the AOASO.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated AOASO.

- (6) In addition to any duties imposed by these Rules, a council member must perform any other duties imposed from time to time by resolution at a general meeting.

- (7) The Council shall be the governing body of AOASO and shall manage and determine the affairs of the AOASO. The Council shall hold its first meeting immediately after its election. Consequently, Council meeting may be held during ICO, ECO or at some similar occasion which shall not incur cost on AOASO.
- (8) The affairs of AOASO shall be conducted by the duly elected Council members.
- (9) The work of AOASO shall be directed by the General Assembly/Council composed of representatives appointed in writing by member countries.

46 President and Vice-President

(1) Subject to subrule (2) and (3), the President shall be the Chief Executive Officer of AOASO and may represent the AOASO in every respect. They shall preside over the General Assembly and Council meetings and perform other functions as may be necessary in attaining the objectives of the AOASO. The President of AOASO will also hold the post of Executive member of World Obesity Federation.

(2) The Vice-President shall assume all duties, powers and responsibilities of the President in the absence of the latter.

(3) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be a member elected by the other members present.

47 Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association. If the Secretary is not located in the country of incorporation, the Secretary will appoint a Secretariat to act on behalf of the Secretary.
 - (2) The Secretary must—
 - (a) maintain the register of members in accordance with rule 17; and
 - (b) keep custody of the common seal (if any) of the AOASO and, except for the financial records referred to in rule 59(3), all books, documents and securities of the AOASO in accordance with rules 61 and 64; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
 - (e) be the official recorder of the Council and General Assembly meetings; and
 - (f) serve notices, prepare suggested agendas and perform other duties as maybe assigned to them by the President.
 - (3) If the Secretary deems a Secretariat is required to act on behalf of the Secretary, the Secretary will request approval from Council prior to engaging the services of a Secretariat. Any payment due to the Secretariat will also require pre-approval from Council.
 - (4) The Secretary / Secretariat must give to the Registrar notice of his or her appointment within 14 days after the appointment.
 - (5) All expenses incurred by the Secretariat, acting on behalf of the Secretary, will be reimbursable.
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48 Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the AOASO and issue receipts for those moneys in the name of the AOASO; and
 - (b) ensure that all moneys received are paid into the account of the AOASO within 5 working days after receipt; and
 - (c) make any payments authorised by the Council or by a general meeting of the AOASO from the AOASO's funds; and
 - (d) ensure cheques are signed by at least 2 council members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of the AOASO are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the AOASO and their certification by the Council prior to their submission to the annual general meeting of the AOASO as per rule 29 sub rule 4(b)
- (3) The Treasurer must ensure that at least one other council member has access to the accounts and financial records of the AOASO.
- (4) The Treasurer shall assist in planning annual budget for approval by the Council.

Division 3—Election of Council members and tenure of office

49 Who is eligible to be a Council member

A member is eligible to be elected or appointed as a council member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting; and
- (c) nominated by the member association whom they are representing

50 Positions to be declared vacant

- (1) This rule applies to—
 - (a) the first annual general meeting of the AOASO after its incorporation; or
 - (b) any subsequent annual general meeting of the AOASO, after the annual report and financial statements of the AOASO have been received.
- (2) The Chairperson of the meeting must declare all positions on the Council vacant and hold elections for those positions in accordance with rules 51 to 53.

51 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the AOASO may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 Election of President etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 53.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

53 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must receive a vote confidentially, either via paper or private electronic chat
 - (a) each member present in individual or organisation; and
 - (b) each proxy appointed by a member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

54 Term of office

- (1) Subject to subrule (3) and rule 54, a council member holds office for four (4) years.
- (2) The President, Vice-President and Secretary shall not be eligible for re-election. The Secretary is eligible to hold post for one (1) term only. The Treasurer is eligible to hold post for two (2) terms only.
- (3) A general meeting of the AOASO may—
 - (a) by special resolution remove a council member from office; and
 - (b) elect an eligible member of the AOASO to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the AOASO (not exceeding a reasonable length) and may request that the representations be provided to the members of the AOASO.
- (5) The Secretary or the President may give a copy of the representations to each member of the AOASO or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

55 Vacation of office

- (1) A council member may resign from the Council by written notice addressed to the Council.
- (2) An individual or organisation ceases to be a council member if he or she—
 - (a) ceases to be a member of the AOASO; or
 - (b) otherwise ceases to be a council member by operation of section 78 of the Act.

56 Filling casual vacancies

- (1) The Council may appoint an eligible member of the AOASO to fill a position on the Council that—
 - (a) has become vacant under rule 55; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Council must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any council member appointed by the Council under subrule (1) or (2).
- (4) The Council may continue to act despite any vacancy in its membership.

Division 4—Meetings of Council

57 Meetings of Council

- (1) The date, time and place of the first Council meeting must be determined by the members of the Council as soon as practicable after the annual general meeting of the Association at which the members of the Council were elected.

- (2) Special Council meetings may be convened by the President or by any 4 members of the Council.

58 Notice of meetings

- (1) Notice of each Council meeting must be given to each Council member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Council meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Council meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

59 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each Council member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Council.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Council must be determined from time to time by the Council.
- (2) The order of business may be determined by the members present at the meeting.

61 Use of technology

- (1) A Council member who is not physically present at a Council meeting may participate in the meeting by the use of technology that allows that Council member and the Council members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Council member participating in a Council meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62 Quorum

- (1) No business may be conducted at a Council meeting unless a quorum is present.
- (2) The quorum for a Council meeting is the presence (in person or as allowed under rule 60) of a minimum of four (4) Council members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Council meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

63 Voting

- (1) On any question arising at a Council meeting, each member country present at the meeting has one vote. An umbrella body representing more than one country will have additional voting rights based on number of countries represented by the umbrella body. For countries with more than one (1) member, the sum of the vote for these member countries shall be equivalent to one (1) vote. Proxy representing their respective member country are eligible to cast a vote. Observers are not eligible to vote.
- (2) A motion is carried if a majority of Council members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Council.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted at a Council Meeting.

64 Conflict of interest

- (1) A Council member who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Council members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

PART 6—FINANCIAL MATTERS

65 Source of funds

The funds of the AOASO may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Council.

66 Management of funds

- (1) The AOASO must open an account with a financial institution from which all expenditure of the AOASO is made and into which all of the AOASO's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the AOASO, the Council may approve expenditure on behalf of the AOASO.
- (3) The Council may authorise the Treasurer to expend funds on behalf of the AOASO (including by electronic funds transfer) up to a specified limit without requiring approval from the Council for each item on which the funds are expended.

- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 council members.
- (5) All funds of the AOASO must be deposited into the financial account of the AOASO no later than 5 working days after receipt.
- (6) With the approval of the Council, 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.

67 Financial records

- (1) The AOASO must keep 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.
- (2) The AOASO must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Council.

68 Financial statements

- (1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the AOASO are met.
- (2) Without limiting subrule (1), those requirements include—
 - (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 Council;
 - (d) the submission of the financial statements to the annual general meeting of the AOASO;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

69 Background

During the past decades, several new associations from the Asia-Oceania region have become members of the International Associations for the Study on Obesity (IASO). The idea of organising the scientists of the region into a federation was explored in 1997 with the support of IASO. AOASO was formerly organized during the 8th International Congress on Obesity held in Paris, France in 1998. Six countries were the original signatories to the formation of AOASO, namely Australia, Indonesia, Japan, Korea, Malaysia and Philippines.

70 Introductory Statement

We, the representatives of scientists of the Asia-Oceania region, are determined to participate vigorously in the efforts of our respective countries to enhance the qualifying life of our people.

We have resolved to collaborate and mobilize our resources for a concerted action to combat obesity in the region.

We have agreed through representatives present at the inaugural meeting at the ICO 1998 in Paris, France, to establish an organization of scientists of the region and the statutes, thereof.

71 Common seal

- (1) The AOASO may have a common seal.
- (2) If the AOASO has a common seal—
 - (a) the name of the AOASO must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Council and the sealing must be witnessed by the signatures of two council members;
 - (c) the common seal must be kept in the custody of the Secretary.

72 Registered address

The registered address of the AOASO is—

- (a) the address determined from time to time by resolution of the Council; or
- (b) if the Council has not determined an address to be the registered address—the postal address of the Secretariat acting on behalf of the Secretary.

73 Notice requirements

- (1) Any notice required to be given to a member or a council member under these Rules may be given—
 - (a) by handing the notice to the member individual or organisationally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Any notice required to be given to the AOASO or the Council may be given—
 - (a) by handing the notice to a member of the Council; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Council determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the AOASO or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the AOASO.

74 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;

- (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the AOASO, including minutes of Council meetings.

Note

See note following rule 17 for details of access to the register of members.

- (2) The Council may refuse to permit a member to inspect records of the AOASO that relate to confidential, individual or organisational, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the AOASO.
- (3) The Council must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the AOASO referred to in this rule and the AOASO may charge a reasonable fee for provision of a copy of such a record.

- (5) 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 AOASO 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 AOASO.

75 Winding up and cancellation

- (1) The AOASO may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the AOASO, the surplus assets of the AOASO must not be distributed to any members or former members of the AOASO.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the AOASO and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

76 Alteration of Rules

- (1) These Rules may only be altered by amended, altered or revoked by a two-third majority vote of members present at a General Meeting.
- (2) Proposals for amendments, alteration or revoke must be submitted in writing by members to the President and Secretary at least four (4) months before General Meeting at which it is to be considered.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.