

# CONSTITUTION OF THE INTERNET ADVERTISING SALES HOUSES OF AUSTRALIA ('IASH AUSTRALIA')

## 1. Preliminary

### 1.1 Definitions

1.1.1 In these rules:

**Commissioner** means the Commissioner of the Office of Fair Trading

**ordinary member** means a member of the committee who is not an office-bearer of the association, as referred to in rule 17.2

**secretary** means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office - the public officer of the association

**special general meeting** means a general meeting of the association other than an annual general meeting

**the Act** means the *Associations Incorporation Act 1984*

**the Regulation** means the Associations Incorporation Regulation 1999.

### 1.2 Interpretation

1.2.1 In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- 1.2.2 In these rules:
- (a) a reference to one gender includes the others;
  - (b) a reference to the singular includes the plural and the plural includes the singular; and
  - (c) a reference to a person includes a body corporate.
- 1.2.3 Except so far as the contrary intention appears in this constitution:
- (a) an expression has in this constitution the same meaning as in the Law; and
  - (b) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- 1.2.4 “Including” and similar expressions are not words of limitation.
- 1.2.5 Headings are for convenience only and do not form part of this constitution or affect its interpretation.
- 1.2.6 The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## 2. Purpose and Objects

### 2.1 Purpose of IASH AUSTRALIA

- 2.1.1 Internet Advertising Sales House (“IASH”) is a voluntary organisation for online media sales houses which wish to ensure that display ads placed via their networks do not appear on websites which could jeopardize Advertisers’ brands.
- 2.1.2 The purposes of IASH are:
- (a) to establish, maintain, administer, audit compliance with, and promote a Code of Conduct (the “Code”) for online media sales houses;
  - (b) to anticipate, lead (and be seen to lead and promote actively) developments in the professionalism of online media sales houses:
    - (i) by proactively formulating opinions and taking necessary action to meet the future requirements of the industry; and
    - (ii) by responding to market developments, originating policy on behalf of the industry and implementing action as appropriate; and
  - (c) to establish working parties as necessary to consider individual issues relating to online media sales, reporting to the IASH Steering Committee and IASH Council as necessary.

### 2.2 Objects

- 2.2.1 The objects for which IASH AUSTRALIA is established are to:
- (a) Develop, promote and advance the Internet Advertising Sales Houses Industry.
  - (b) Undertake co-operative research in connection to the Internet Advertising Sales Houses Industry.
  - (c) Develop and publish promotional and informational material in relation to the Internet Advertising Sales Houses Industry.
  - (d) Develop and maintain a regulatory Code of Conduct to manage inventory control assurance.

- (e) Educate members, advertisers and the wider Internet industry on the use of the Code of Conduct value and benefits of utilising Internet Advertising Sales Houses.
- (f) Develop and maintain relationships with industry bodies of common interests.
- (g) To perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

## **2.2 Purpose of IASH AUSTRALIA Code of Conduct**

- 2.3.1 IASH AUSTRALIA has established, and administers, a Code of Conduct (the “Code”) which specifies best practice for IASH AUSTRALIA Members to follow when dealing with Advertisers, networks and Publishers.
- 2.3.2 The Constitution of IASH AUSTRALIA provides the framework within which the Code operates, the means by which the Code is administered by IASH AUSTRALIA and the sanctions that apply for any breach of it.
- 2.3.3 The Code gives those buying, selling or brokering Inventory a clear understanding of the types of Inventory which can and cannot be used when fulfilling an ad insertion order.
- 2.3.4 The Code applies to all traded Inventory, whether paid or free.
- 2.3.5 Note: any business involved in the placement of online display ads, whether or not it is an IASH AUSTRALIA Member, is free to use the Inventory categories and Permissions specified by IASH AUSTRALIA for its insertion orders, but this does not imply any status with IASH AUSTRALIA and IASH AUSTRALIA does not take responsibility for any use by non-IASH AUSTRALIA Members.
- 2.3.6 IASH AUSTRALIA Members must ensure that they act in accordance with not only the letter but also the spirit and purpose of the Code, including by:
  - (a) conforming to generally accepted good business ethics; and
  - (b) taking no action that the IASH AUSTRALIA Board would consider damaging to the status of IASH AUSTRALIA.

- 2.3.7 An IASH AUSTRALIA Member will be responsible for infringement of the Code if it or a member of its Group actively misleads Advertisers that IASH AUSTRALIA Inventory or types of IASH AUSTRALIA Inventory are being used when this is not the case. "Group" means, in relation to any company, that company and every other company which is for the time being a subsidiary or holding company of that company or a subsidiary of any such holding company (and the terms "subsidiary" and "holding company" shall have the meanings given to them by applicable Australian law.
- 2.3.8 The Code may be amended from time to time by vote of the IASH AUSTRALIA Board in accordance with this the IASH AUSTRALIA constitution.
- 2.3.9 A key element of the success of IASH AUSTRALIA is industry endorsement and the regular, independent accreditation of IASH AUSTRALIA Members' adherence to the Code. The elements of the Code that will be audited have been and will continue to be ratified by the.
- 2.3.10 IASH AUSTRALIA Members agree to work to Audit Bureau of Circulations and relevant industry associations, representing Advertisers, Agencies and Media Owners/Distributors - approved criteria and subject themselves to twice-yearly random audits (with optional spot audits as required) of their compliance with the Code.
- 2.3.11 Words and phrases used in this Constitution or in the Code have the meaning attributed to them in either of those documents.

## 3. Audits

### 3.1 Timing and Frequency of Audits

- 3.1.1 All IASH AUSTRALIA Members agree to submit to regular auditing for compliance with the Code. Non-IASH AUSTRALIA Members must be successfully audited in order to become IASH AUSTRALIA Members.
- 3.1.2 As a condition of joining IASH AUSTRALIA, a non-IASH AUSTRALIA Member must be able to show, and IASH AUSTRALIA must be able to audit that, the non-IASH AUSTRALIA Member has exclusively used Insertion Orders that indicate Permissions – IASH AUSTRALIA Inventory (and all categories thereof) and/or Warrantied – as if it were an IASH AUSTRALIA Member for a period of at least three months.
- 3.1.3 The period covered by a non-IASH AUSTRALIA Member's first audit must be a minimum of 1 calendar month. All non-IASH AUSTRALIA Members will remain as such until they successfully complete an IASH AUSTRALIA audit.
- 3.1.4 A non-IASH AUSTRALIA Member must submit to an audit of a month randomly selected from either April to June or October to December.
- 3.1.5 IASH AUSTRALIA Members who have completed their first audit must thereafter be audited randomly within each following half-year period, and be open to additional spot audits, as required by IASH AUSTRALIA. If the IASH AUSTRALIA Member cannot support an audit of the selected random month, the audit is automatically deemed to have failed. The IASH AUSTRALIA Member then has the right of appeal to the IASH AUSTRALIA Audit Committee
- 3.1.6 An IASH AUSTRALIA Member that fails to submit for an audit will be suspended from IASH AUSTRALIA Membership. An IASH AUSTRALIA Member that fails to successfully complete an audit will, as a minimum, be referred for a re-audit and can only reapply for IASH AUSTRALIA Member status upon the successful completion of an IASH AUSTRALIA audit.
- 3.1.7 Any IASH AUSTRALIA Member who is expelled from IASH AUSTRALIA must, as a minimum, complete and pass an audit before being considered for re-admission to IASH AUSTRALIA.

- 3.1.8 All scheduled audit results for both IASH AUSTRALIA Members and non-IASH AUSTRALIA Members will be announced on a concurrent basis twice a year. These announcements will take place on dates determined by the Committee. The exception to this is announcements of results for IASH AUSTRALIA Members referred for re-audit by IASH AUSTRALIA.

## **3.2 Scope of Audit**

An audit will check that the auditee's business processes comply with specific elements of the practices demanded by the Code. As a minimum it will:

- 3.2.1 check that appropriate staff have a clear understanding of the Code and their responsibility to uphold it;
- 3.2.2 check that valid, current and Code-compliant Publisher Agreements are in place for all IASH AUSTRALIA Inventory used to fulfill Insertion Orders that specified the use of IASH AUSTRALIA Inventory;
- 3.2.3 check that valid, current and Code-compliant Site Vetting information is in place for all Inventory used to fulfill Insertion Orders that specified the use of IASH AUSTRALIA Inventory;
- 3.2.4 check that the auditee, when using Warranted Inventory, obtained in advance a documented Warranty that:
- (a) Inventory will not be resold/brokered in contravention of Rule 1.2 of the Code;
  - (b) the Inventory supplied does not contain Barred content (see Schedule C of the Code);
  - (c) the Inventory used for the fulfilment of Insertion Orders is from Sites detailed on the Site list supplied as part of the Warranty;
  - (d) the Inventory supplied meets any Permissions specified on the relevant Insertion Order.

and that all such Warranties are up to date;

- 3.2.5 examine a random sample of Insertion Orders, both completed and in progress, to determine whether Advertisers' requirements are being met;

- 3.2.6 contact Advertisers or their agents that are party to a sample of Insertion Orders to verify the completeness of the information supplied by the auditee;
- 3.2.7 review a sample of the Site Vetting information submitted by the auditee and check if the classifications are appropriate in the reasonable view of the auditor. If the auditor reasonably believes that any of the classifications are incorrect, the auditor will notify the IASH AUSTRALIA Audit Committee for review and final judgement; and
- 3.2.8 take a sample of the Site Vetting information submitted by the auditee for sites that have been classified into more than one IASH AUSTRALIA category and ensure that the auditee can match delivery on such Sites to Insertion Order Permissions (e.g. by using separate tags), particularly where these Insertion Order Permissions are a subset of the classifications assigned to the Site.

### **3.3 Ratification of Audit Results and Appeals Process**

- 3.3.1 Ratification of Results

Once the audit has been completed, the auditor will submit the anonymised results to the Chair of the IASH AUSTRALIA Audit Committee. The Chair of the IASH AUSTRALIA Audit Committee will review the findings and **either**:

  - (a) Recommend to the IASH AUSTRALIA Chair and the IAB Chief Executive that the auditee has PASSED its audit, or
  - (b) if the results are not a clear PASS, call a meeting of the IASH AUSTRALIA Audit Committee to review the audit findings in order to agree its recommendation to IASH AUSTRALIA.
- 3.3.2 The IASH AUSTRALIA Chair and the Chief Executive of IAB will then either:
  - (a) put the IASH AUSTRALIA Audit Committee's recommendation to the full IASH AUSTRALIA Council for ratification, or
  - (b) notify all IASH AUSTRALIA Members that, as the Audit was a PASS, the auditee has achieved (or retained) IASH AUSTRALIA Member status.

### 3.3.3 Appeals Process

- (a) Following ratification, the auditee will be notified and will have 5 working days from notification to present any appeal to the IASH AUSTRALIA Appeals Committee. Only one appeal per audit is permitted, and the IASH AUSTRALIA Appeals Committee's decision is final.
- (b) Where any previously ratified audit result is overturned on appeal, the revised result must be ratified by the IASH AUSTRALIA Audit Committee.
- (c) The Chair of IASH AUSTRALIA and the IASH AUSTRALIA Steering Committee shall have discretion, to be exercised reasonably, to promote the interests of IASH AUSTRALIA in ways that are not covered by the Code, subject to the oversight of the IASH AUSTRALIA Council.

## 3.4 Accreditation

- 3.4.1 Any IASH AUSTRALIA Member will be entitled to promote its accreditation as being compliant with the IASH AUSTRALIA Code, providing such publicity is in itself compliant with the Code. This includes use of a dated IASH AUSTRALIA Member kitemark which is effective until such time as an IASH AUSTRALIA Member is referred for a re-audit, suspended or expelled, as well as reference to such compliance (always including the date of issue of accreditation) in sales and other material.
- 3.4.2 Any IASH AUSTRALIA Member referred for a re-audit can elect to be audited for a month of their choice, or may opt to join the next round of regular audits in accordance with Article xxx above, according to their preference.
- 3.4.3 It is intended that any IASH AUSTRALIA Member doing business with another IASH AUSTRALIA Member should be implicitly confident in the other IASH AUSTRALIA Member's Code related business processes until such time as that other IASH AUSTRALIA Member has been referred for a re-audit, suspended or expelled.

## **4. Breach of the Constitution or Code**

An IASH AUSTRALIA Member found to be purchasing Inventory other than in accordance with this Constitution or the Code will receive a warning from IASH AUSTRALIA that their IASH AUSTRALIA Member status is in jeopardy and/or brought to a quorate meeting for review.

## **5. Sanctions for breach of the Code**

The following sanctions for breach of this Constitution or the Code are available to the IASH AUSTRALIA Council:

### **5.1 Censure**

The IASH AUSTRALIA Member is notified internally to IASH AUSTRALIA that they have been reprimanded; no other action is taken against them. Censure will normally apply for one audited infringement of the Code or multiple similar or related infringements that are found in one audit, provided the infringements are not considered serious by the IASH AUSTRALIA Council.

### **5.2 Referred for re-audit**

The IASH AUSTRALIA Member is notified it is required to submit for a re-audit, and this is announced publically.

### **5.3 Suspension**

The IASH AUSTRALIA Member is notified that its IASH AUSTRALIA Membership has been suspended, and this is announced publically. The IASH AUSTRALIA Member is suspended for a minimum of a 6-month period until a simple majority vote of the Member Representatives of the remaining IASH AUSTRALIA Members on the IASH AUSTRALIA Council that the reasons for suspension have been rectified and the suspension may be lifted. Successful completion of an IASH AUSTRALIA audit may be required as a condition of the suspension being lifted.

### **5.4 Expulsion**

The IASH AUSTRALIA Member is notified it has been removed from IASH AUSTRALIA Membership, and this is announced publically. Expelled IASH AUSTRALIA Members must, as a minimum, complete and pass an IASH AUSTRALIA audit before being considered for re-admission to IASH AUSTRALIA.

It is intended that the IASH AUSTRALIA Audit Committee should recommend one of these sanctions to the IASH AUSTRALIA Council where an IASH AUSTRALIA Member is found to be in breach of the Code as a result of an audit.

## 6. Publicity

- 6.1 Only IASH AUSTRALIA Members may make reference to their IASH AUSTRALIA Member status in any written or verbal communication e.g. marketing collateral (paper or digital).
- 6.2 For the avoidance of doubt, non-IASH AUSTRALIA Members may not make any reference to, or seek to associate their business with, IASH AUSTRALIA. They may not use any IASH AUSTRALIA
- 6.3 branding in any circumstances.
- 6.4 IASH AUSTRALIA Members, IASH AUSTRALIA Members referred for re-audit, suspended IASH AUSTRALIA Members and expelled IASH AUSTRALIA Members may be listed as such on the IASH AUSTRALIA website.
- 6.5 A dated IASH AUSTRALIA Member kitemark will be issued for each IASH AUSTRALIA Member to use, in particular to be incorporated into all Insertion Orders.
- 6.6 All IASH AUSTRALIA Members are encouraged to promote their IASH AUSTRALIA Member status by use of the IASH AUSTRALIA Member kitemark on all Insertion Orders.

## **7. Membership**

### **7.1 Membership qualifications**

- 7.1.1 A person is qualified to be a member of the association if, but only if:
- (a) the person is a person referred to in section 18.1 (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act, or
  - (b) the person is a natural person:
    - (i) who has been nominated for membership of the association as provided by rule 5.1, and
    - (ii) who has been approved for membership of the association by the committee of the association.
  - (c) The person is incorporated and conducts business in Australia.

### **7.2 Nomination for membership**

- 7.2.1 A nomination of a person for membership of the association:
- (a) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules, and
  - (b) must be lodged with the secretary of the association.
  - (c) An application form must be accompanied by the administration fee, if any, determined in accordance with rule 1.1.
- 7.2.2 As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee, which is to determine whether to approve or to reject the nomination.

- 7.2.3 As soon as practicable after the committee makes that determination, the secretary must:
- (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
  - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- 7.2.4 The secretary must, on payment by the nominee of the amounts referred to in clause 6.3 (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

### **7.3 Cessation of membership**

- 7.3.1 A person ceases to be a member of the association if the person:
- (a) dies, or
  - (b) resigns membership, or
  - (c) is expelled from the association.

### **7.4 Membership entitlements not transferable**

- 7.4.1 A right, privilege or obligation which a person has by reason of being a member of the association:
- (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's membership.

## **7.5 Resignation of membership**

- 7.5.1 A member of the association is not entitled to resign that membership except in accordance with this rule.
- 7.5.2 A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 7.5.3 If a member of the association ceases to be a member under clause 9.2, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7.6 Register of members**

- 7.6.1 The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- 7.6.2 The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 7.6.3 A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

## **7.7 Fees and subscriptions**

- 7.7.1 A member of the association must, on admission to membership, pay to the association a fee of \$1 or, some other amount is determined by the committee, that other amount.
- 7.7.2 In addition to any amount payable by the member under clause 11.1 a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
- (a) except as provided by 11.2 (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

## **7.8 Members' liabilities**

- 7.8.1 The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

## **7.9 Resolution of internal disputes**

- 7.9.1 Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- 7.9.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## 7.10 Disciplining of members

- 7.10.1 A complaint may be made to the committee by any person that a member of the association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- 7.10.2 On receiving such a complaint, the committee:
- (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 7.10.3 The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 7.10.4 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 15.
- 7.10.5 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 15.5, whichever is the latter.

## **7.11 Right of appeal of disciplined member**

- 7.11.1 A member may appeal to the association in general meeting against a resolution of the committee under rule 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 7.11.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 7.11.3 On receipt of a notice from a member under clause 15.1, the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- 7.11.4 At a general meeting of the association convened under clause 15.3:
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 7.11.5 If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **8. The committee**

### **8.1 Powers of the committee**

- 8.1.1 The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:
- (a) is to control and manage the affairs of the association, and
  - (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
  - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **8.2 Constitution and membership**

- 8.2.1 Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
- (a) the office-bearers of the association, and
  - (b) 3 ordinary members, each of whom is to be elected at the annual general meeting of the association under rule 15.
- 8.2.2 The office-bearers of the association are to be:
- (a) the president
  - (b) the vice-president
  - (c) the treasurer, and
  - (d) the secretary.
- 8.2.3 Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election and is not eligible for re-election to the current office-bearers position for a period of 12 months.

- 8.2.4 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

### **8.3 Election of members**

- 8.3.1 Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 8.3.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 8.3.3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 8.3.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 8.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 8.3.6 The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **8.4 Secretary**

- 8.4.1 The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- 8.4.2 It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the committee
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- 8.4.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **8.5 Treasurer**

- 8.5.1 It is the duty of the treasurer of the association to ensure:
- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
  - (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

## **8.6 Casual vacancies**

- 8.6.1 For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under rule 22, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## **8.7 Removal of member**

- 8.7.1 The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 8.7.2 If a member of the committee to whom a proposed resolution referred to in clause 22.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 8.8 Meetings and quorum

- 8.8.1 The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.
- 8.8.2 Additional meetings of the committee may be convened by the president or by any member of the committee.
- 8.8.3 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 8.8.4 Notice of a meeting given under clause 23.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 8.8.5 Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 8.8.6 No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 8.8.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 8.8.8 At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **8.9 Delegation by committee to sub-committee**

- 8.9.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- 8.9.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 8.9.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 8.9.4 Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- 8.9.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- 8.9.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 8.9.7 A sub-committee may meet and adjourn, as it thinks proper.

## **8.10 Voting and decisions**

- 8.10.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by at least three-quarters of the votes of members of the committee or sub-committee present at the meeting.
- 8.10.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 8.10.3 Subject to rule 23.5, the committee may act despite any vacancy on the committee.
- 8.10.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a subcommittee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **9. General meeting**

### **9.1 Annual general meetings – holding of**

- 9.1.1 With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- 9.1.2 The association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the association.
- 9.1.3 Clauses 26.1 and 26.2 have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

### **9.2 Annual general meetings – calling of and business at**

- 9.2.1 The annual general meeting of the association is, subject to the Act and to rule 26, to be convened on such date and at such place and time as the committee thinks fit.
- 9.2.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary members of the committee,
  - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- 9.2.3 An annual general meeting must be specified as such in the notice convening it.

### **9.3 Special general meetings – calling of**

- 9.3.1 The committee may, whenever it thinks fit, convene a special general meeting of the association.
- 9.3.2 The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the association.
- 9.3.3 A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 9.3.4 If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 9.3.5 A special general meeting convened by a member or members as referred to in clause 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

### **9.4 Notice**

- 9.4.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 9.4.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 29.1, the intention to propose the resolution as a special resolution.
- 9.4.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 27.2.
- 9.4.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **9.5 Procedure**

- 9.5.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 9.5.2 Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 9.5.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 9.5.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

## **9.6 Presiding member**

- 9.6.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- 9.6.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **9.7 Adjournment**

- 9.7.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 9.7.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 9.7.3 Except as provided in clauses 32.1 and 32.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **9.8 Making of decisions**

- 9.8.1 A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 9.8.2 At a general meeting of the association, a poll may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting.

- 9.8.3 If a poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **9.9 Special resolution**

- 9.9.1 A resolution of the association is a special resolution:
- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
  - (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

## **9.10 Voting**

- 9.10.1 On any question arising at a general meeting of the association a member has one vote only.
- 9.10.2 All votes must be given personally or by proxy but no member may hold more than five proxies.
- 9.10.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 9.10.4 A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **9.11 Appointment of proxies**

- 9.11.1 Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 9.11.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

## **10. Miscellaneous**

### **10.1 Insurance**

- 10.1.1 The association may effect and maintain insurance.

### **10.2 Funds – source**

- 10.2.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- 10.2.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- 10.2.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **10.3 Funds – management**

- 10.3.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- 10.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

### **10.4 Alteration of objects and rules**

- 10.4.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

## **10.5 Common seal**

- 10.5.1 The common seal of the association must be kept in the custody of the public officer.
- 10.5.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer or secretary.

## **10.6 Custody of books**

- 10.6.1 Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

## **10.7 Inspection of books**

- 10.7.1 The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

## **10.8 Service of notices**

- 10.8.1 For the purpose of these rules, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

- 10.8.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Sydney, Australia

Thursday, 28 May, 2009

# Appendix 1

(Rule 3 (1))

## APPLICATION FOR MEMBERSHIP OF IASH AUSTRALIA

.....Incorporated  
(incorporated under the *Associations Incorporation Act 1984*)

I, .....  
(full name of applicant)

of .....  
(address)

.....  
(occupation)

hereby apply to become a member of IASH AUSTRALIA. In the event of my admission as a member, I agree to be bound by the rules of IASH AUSTRALIA for the time being in force.

.....  
Signature of applicant Date

I, ..... a member of IASH AUSTRALIA,  
(full name)

nominate the applicant, who is personally known to me, for membership of IASH AUSTRALIA.

I, .....  
Signature of proposer Date

## Appendix 2

(Rule 33 (2))

### FORM OF APPOINTMENT OF PROXY

I, .....  
(full name)

of .....  
(address)

being a member of IASH AUSTRALIA hereby appoint

.....  
(full name of proxy)

of .....  
(address)

being a member of IASH AUSTRALIA, as my proxy to vote for me on my behalf at the general meeting of IASH AUSTRALIA (annual general meeting or special general meeting, as the case may be) to be held on the.....day of ..... and at any adjournment of that meeting.  
(month and year)

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

\* to be inserted if desired.

.....  
Signature of member appointing proxy Date

NOTE: A proxy vote may not be given to a person who is not a member of IASH AUSTRALIA.