

Constitution
of
Australasian Human Research Ethics Association Inc.

23 November 2005

Part 1

Definitions

1.1 In these rules:

Note A definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

association means the Australasian Human Research Ethics Association Inc.

financial year means the year ending on 30 June.

member means a member, however described, of the association.

ordinary committee member means a member of the committee who is not an office-bearer of the association as mentioned in clause 12 (1) (a).

secretary means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association.

the Act means the *Associations Incorporation Act 1991*.

the regulation means the *Associations Incorporation Regulation 1991*.

1.2 Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

Part 2

Name, Objects and Powers

- 2.1 The name of the association is Australasian Human Research Ethics Association.
- 2.2 The objects for which the association is formed are:
- (a) to promote understanding and acceptance of the principles and values of human research ethics,
 - (b) to improve the quality of the practice of human research ethics,
 - (c) to provide for and promote communication about ethics of human research among researchers, members of research ethics committees, research institutions and the community, and
 - (d) to provide a public forum for debate and discussion about ethics in human research.
- 2.3 The association shall and may pursue any of its objects by using any of the following powers:
- (a) facilitation of communication among members, by meetings, conferences or other exchanges, using means of electronic communication;
 - (b) designing and conducting of educational and training activities for its members or others;
 - (c) raising money and receiving donations;
 - (d) funding scholarships for activities that promote the objects of the association;
 - (e) commissioning and publishing books, articles, newsletters in print or any form of electronic media;
 - (f) conducting ethical review of human research;
 - (g) conducting quality assurance or accreditation activities of human research ethics systems; and
 - (h) any other powers conducive to the pursuit of achievement of any of the association's objects.

3.5 Resignation of membership

- (1) A member is not entitled to resign from membership of the association except in accordance with this clause.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (of not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- (3) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

3.6 Fee, subscriptions etc

- (1) The annual membership fee of the association is \$2 or, if any other amount has been determined by resolution of the committee, that other amount.
- (3) The annual membership fee is payable—
 - (a) except as provided by paragraph (b)—before 1 July in each calendar year; or
 - (b) if a person becomes a member on or after 1 July in any calendar year—before 1 July in each succeeding calendar year.

3.7 Members' liabilities

The liability of a member 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 relation to membership of the association as required by clause 7.

3.8 Disciplining of members

- (1) If the committee is of the opinion that a member—
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the association;the committee may, by resolution—
 - (c) expel the member from the association; or
 - (d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.
- (2) A resolution of the committee under subclause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subclause 9(3), confirms the resolution in accordance with this clause.
- (3) If the committee passes a resolution under subclause (1), the secretary must, as soon as practicable, serve a written notice on the member—
 - (a) setting out the resolution of the committee and the grounds on which

it is based; and

- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, clause 50, at a meeting of the committee mentioned in subclause (2), the committee must—
- (a) give to the member mentioned in subclause (1) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subclause (1).
- (5) If the committee confirms a resolution under subclause (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under clause 10.
- (6) A resolution confirmed by the committee under subclause (4) does not take effect—
- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if within that period the member exercises the right of appeal— unless and until the association confirms the resolution in accordance with clause 10 (4).

3.9 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under clause 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) On receipt of a notice under subclause (1), the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, clause 50, at a general meeting of the association called under subclause (2)—
 - (a) no business other than the question of the appeal may be transacted; and
 - (b) the committee and the member must be given the opportunity to

make representations in relation to the appeal orally or in writing, or both; and

- (c) the members present must vote by secret ballot on the question of whether the resolution made under clause 9 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under clause 9 (4), that resolution is confirmed.

Part 4

Committee

4.1 Powers of committee

The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting—

- (a) controls and manages the affairs of the association; and
- (b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

4.2 Constitution and membership

(1) The committee consists of the office bearers of the association and not less than 3 and not more than 7 ordinary committee members, each of whom has been elected under clause 4.3 or appointed in accordance with subclause (6).

(2) The office bearers of the association are:

- i. the chairperson
- ii. the deputy chairperson,
- iii. the secretary, and
- iv. the treasurer.

(3) The committee shall include:

- i. at least 1 is or has been secretary of a human research ethics committee or similar body;
- ii. at least 5 are or have been members of human research ethics committees or similar bodies;
- iii. at least 1 has experience in conducting human research; and
- iv. at least one person ordinarily resident in each Australian State and territory and in New Zealand.

(4) One third, or as near as is practicable to one third, of the members first appointed to the committee shall be appointed for a term of one year, one third, or as near as is practicable to one third shall be appointed for two years and one third, or as near as is practicable to one third, shall be appointed for three years.

(5) Each member of the committee shall, subject to subclause 3 and these rules, hold office until the conclusion of the third annual general meeting following the date of the member's election but is eligible for re-election.

- (6) If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

4.3 Election of committee members

- (1) Not less than three months before each annual general meeting, the committee shall cause a notice to be sent to members of the association inviting nominations for those committee members whose office will become vacant at that annual general meeting, together with a form for nomination.
- (2) Nominations of candidates for election as office-bearers of the association or as ordinary committee members—
 - (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 nomination form); and
 - (b) must be received by the secretary of the association within 30 days of the notice referred to in subclause 1.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, the committee shall cause to be prepared and sent to members of the association, not less than four weeks before the next annual general meeting, a ballot paper accompanied by clear instructions on the number of vacancies to be filled and how members may exercise their right to vote.
- (7) Votes may be cast only on the form of ballot paper provided to members and only in accord with the accompanying instructions and must be received by the secretary or a returning officer appointed by the committee not less than 14 days before the annual general meeting.
- (8) A ballot for the election of committee members may be conducted using such means as the committee determines, including postal or electronic means.
- (9) For each position, the successful candidate shall be the person who receives the largest number of votes.

4.4 Secretary

- (1) The secretary must keep minutes of—
 - (a) all elections and appointments of office-bearers and ordinary committee members; and

- (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.
- (2) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

4.5 Treasurer

The treasurer shall:

- (a) collect and receive all amounts owing to the association and make all payments authorised by the association; and
- (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

4.6 Vacancies

- (1) For these rules, a vacancy in the office of a member of the committee happens if the member—
- (a) dies; or
 - (b) ceases to be a member of the association; or
 - (c) resigns the office; or
 - (d) is removed from office under clause 4.8 (Removal of committee members); or
 - (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (f) suffers from mental or physical incapacity; or
 - (g) is disqualified from office under the Act, clause 63 (1); or
 - (h) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

4.7 Removal of committee members

The association in general meeting may by resolution, subject to the Act, clause 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

4.8 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each calendar year at the place and time or in other ways that the committee may decide.
- (2) Additional meetings of the committee may be called by any member of the committee.
- (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 any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other

than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the committee—
 - (a) the president or, in the absence of the president, the vice-president presides; or
 - (b) if the president and the vice-president are absent—1 of the remaining members of the committee may be chosen by the members present to preside.
- (9) A resolution in writing, signed by a majority if the committee members for the time being entitled to receive notice of a meeting of the committee, shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held. Any such resolution may consist of several print or electronic documents in like form, each signed or effectively authorised by one or more of the committee members.

4.9 Delegation by committee to subcommittee

- (1) The committee may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than—
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, in writing, revoke wholly or in part any delegation

under this clause.

- (7) A subcommittee may meet and adjourn as it considers appropriate.

4.10 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 4.9 (5), the committee may act despite any vacancy on the committee.
- (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 subcommittee.

- (4) If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in subclause (4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

5.4 Notice

- (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, send by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (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, send notice to each member in the way provided in subclause (1) specifying, in addition to the matter required under that subclause, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under clause 22 (2).
- (4) A member desiring to bring any business before a general meeting may give written notice 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.

5.5 General meetings—procedure and quorum

- (1) No item of business may 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.
- (2) General meetings may be conducted in such ways, including by electronic means, as the committee determines, provided that such ways enable each member to contribute to discussion on a motion and to cast an effective vote.
- (3) Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.

- (5) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

5.6 Presiding member

- (1) The chairperson, or in the absence of the chairperson, the deputy chairperson, presides at each general meeting of the association.
- (2) If the chairperson and the deputy chairperson are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

5.7 Adjournment

- (1) The person presiding at 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 may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (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.
- (3) Except as provided in subclauses (1) and (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.

5.8 Making of decisions

- (1) A question arising at a general meeting of the association is to be decided 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 person presiding 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.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken—
 - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

5.9 Voting

- (1) Subject to subclause (3), on any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (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 for the then current year.

5.10 Appointment of proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in appendix 2.

- (2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken for these rules, unless the contrary is proved, to have been served on the person at the time when the letter would have been delivered in the ordinary course of post.

6.8 Surplus property

- (1) At the first general meeting of the association, the association must pass a special resolution nominating—
 - (a) another association for the Act, clause 92 (1) (a); or
 - (b) a fund, authority or institution for the Act, clause 92 (1) (b);in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (2) An association nominated under subclause (1) (a) must fulfil the requirements specified in the Act, clause 92 (2).

Appendix 1

(see s 3 (1))

Application for membership of association

.Australasian Human Research Ethics Association Incorporated (incorporated under the *Associations Incorporation Act 1991*) I,

.....

(*full name of applicant*)

of

(*address*)

.....apply to become

(*occupation*)

a member of the incorporated association. If I am admitted as a member, I agree to be bound by the rules of the association for the time being in force.

.....

(*describe experience or interest in ethics of human research*)

.....
(*Signature of applicant*)

Date

I,

(*full name*)

a member of the association, nominate the applicant, who is personally known to me, for the membership of the association.

.....

(*Signature of proposer*)

Date

I,

(*full name*)

a member of the association, second the nomination of the applicant, who is personally known to me, for membership of the association.

.....

(*Signature of seconder*)

Date

Appendix 2

(see s 30 (2))

Form of appointment of proxy

I,

(full name)

of

(address)

a member of ..Australasian Human Research Ethics Association Incorporated,

appoint

(full name of proxy)

of

(address)

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on

..... and at any adjournment of that meeting.

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

.....

(Signature of member

appointing proxy)

(*To be inserted if desired.)

Date

Note A proxy vote may not be given to a person who is not a member of the association.