

Rules of the Association

Pharmacists' Support Service Incorporated

Incorporated under the *Associations Incorporation Reform Act 2012 (Vic)*

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Rules of the Association

Pharmacists' Support Service

1. Pharmacists' Support Service

The name of the incorporated association is Pharmacists' Support Service Incorporated (**Association**).

2. Statement of Purposes

2.1 The purposes of the Association are as follows:

“Recognising:

- *the fundamental need of the Australian community to have a sound, safe and professionally functioning network of pharmacists serving the Australian public; and*
- *the pressures and problems that pharmacists serving the Australian public face in connection with the performance of their professional duties,*

the object of the Association is to afford assistance and support in necessitous cases to persons who are practising pharmacists, pharmacy interns and pharmacy students in Australia.

This assistance and support shall take the form of direct counselling and support services provided through the Association's network of volunteers. There may be cases, however, where particular issues cannot be resolved by the Association's volunteers and in these circumstances volunteers may make arrangements for referral to other suitably qualified professionals.

The circumstances and difficulties affecting pharmacists in relation to which the Association provides assistance and support include (but are not limited to) substance abuse, crime related trauma, suicide, sickness and health (including mental health) problems and difficulties arising from professional and financial pressures. Incidentally, the Association also aims to raise awareness among pharmacists of the importance of maintaining health and wellbeing as an essential aspect of competency to practice as a pharmacist and to meet the needs and expectations of the Australian community in relation to pharmacy services.”

2.2 Subject to the Act, the Association has power to do all things to help it to achieve these Purposes.

2.3 The Association and its committee may only exercise their powers and use the income and assets of the Association for these Purposes

3. Financial year

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

4. Definitions

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012* (Vic) and includes any Regulations;

committee means the committee having management of the business of the Association;

financial year means the year ending on 30 June;

general meeting means a general meeting of members convened in accordance with rule 22 or rule 23.

member means a member of the Association;

ordinary member of the committee means a member of the committee who is not an officer of the Association;

Purposes means the purposes of the Association as specified in rule 2.1

Regulations means regulations under the Act;

relevant documents has the same meaning as in the Act.

Secretary means the individual appointed to the office of secretary of the Association under rule 35.4.

5. Alteration of the Rules

Subject to the Act, these Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.

Note: To pass a special resolution, 75% of votes cast by members present at a meeting and eligible to vote must be in favour of the resolution. There are extra notice requirements when a special resolution is passed.

6. Membership, joining fees and subscription

- 6.1 Following incorporation, membership of the Association is open to individuals and organisations that have provided, or continue to provide or are expected to provide, significant support to the Association in the furtherance of its Purposes, as determined by the committee in its absolute discretion.
- 6.2 Without limiting rule 6.1, the following are examples of those who may be expected to qualify for membership:
- (a) pharmacists who volunteer as unpaid counsellors;
 - (b) appropriate corporate sponsors who provide financial support to the Association; or
 - (c) pharmacy industry bodies and similar organisations who provide knowledge, guidance and assistance to raise awareness among pharmacists of the service offered by the Association and personal and health concerns facing pharmacists.
- 6.3 A person who applies and is eligible and approved for membership in accordance with these Rules shall be a member of the Association on payment of any joining fee and annual subscription payable under these Rules and entry of that person's name in the register of members.
- 6.4 The committee may waive any required fees and subscriptions at its discretion having regard to the contribution made by or expected from that member to the Association in respect of the period covered.
- 6.5 A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
- (a) he or she applies for membership in accordance with rule 6.6; and
 - (b) the admission as a member is approved by the committee in the manner contemplated by rule 6.1.
- 6.6 An application of a person for membership of the Association must:
- (a) be made in writing in the form set out in Appendix 1; and
 - (b) be lodged with the Secretary of the Association.
- 6.7 As soon as practicable after the receipt of an application, the Secretary must refer the application

to the committee.

- 6.8 The committee must determine whether to approve or reject the application.
- 6.9 If the committee approves an application for membership, the Secretary must ensure that, as soon as practicable:
- (a) the applicant is notified of the approval for membership;
 - (b) subject to rule 6.4, payment is requested within 28 days after receipt of the notification of the sum payable under these Rules as the joining fee and the first year's annual subscription; and
 - (c) in any case within 10 business days after receipt of the amounts referred to in paragraph (b), the applicant's name is entered in the register of members.
- 6.10 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 6.11 If the committee rejects an application, committee is not required to give reasons for that decision but the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 6.12 A right, privilege, or obligation of a person by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 6.13 Without limiting rule 6.4:
- (a) the joining fee is the relevant amount set out in Appendix 3; and
 - (b) the annual subscription is the relevant amount set out in Appendix 3 and is payable in advance on or before 1 July in each year.

7. General rights of members

- 7.1 Members have rights and liabilities as set out in the Act and in these Rules.
- 7.2 A member of the Association who is entitled to vote has the right:
- (a) to receive notice of general meetings and of proposed special resolutions in the
 - (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 meetings and general meetings and other documents of the Association as provided under rule 9; and
 - (f) to inspect the register of members.
- 7.3 A member is entitled to vote if:
- (a) more than 10 business days have passed since he or she became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.

8. Register of members

8.1 The Secretary must ensure that a register of members is kept and maintained containing:

- (a) the name and address of each member; and
- (b) the date on which each member's name was entered in the register.

8.2 The register must be made available for inspection free of charge by any member upon request.

8.3 A member may make a copy of entries in the register.

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

9. Custody and inspection of books and records

9.1 Members may on request inspect free of charge:

- (a) the register of members;
- (b) the minutes of meetings and general meetings;
- (c) subject to rule 9.2, the financial records, books, securities and any other relevant documents of the Association, including minutes of committee meetings.

Note: "relevant documents" as defined in the Act includes documents such as financial records, contracts and asset records of the Association

9.2 Despite rule 9.1, the committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

9.3 The committee must on request make copies of these Rules available to members and applicants for membership free of charge.

9.4 Subject to rule 9.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

10. Resigning as a member

10.1 A member may resign by notice in writing given to the Association. The Association will not refund any joining and subscription fees already paid.

10.2 A member is taken to have resigned if:

- (a) the member's annual subscription is more than 12 months in arrears; or
- (b) where no annual subscription is payable:
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

10.3 The Secretary must ensure that a record is made in the register of members the date on which the member ceased to be a member.

11. Grounds for taking disciplinary action

The Association 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 Association; or
- (c) has engaged in conduct prejudicial to the Association.

12. Disciplinary subcommittee

12.1 If the committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

12.2 The members of the disciplinary subcommittee:

- (a) may be committee members, members of the Association or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

13. Notice to member

13.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

- (a) stating that the Association 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 subcommittee 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 subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 15.

13.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

14. Decision of subcommittee

14.1 At the disciplinary meeting, the disciplinary subcommittee must:

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

14.2 After complying with rule 14.1, the disciplinary subcommittee may:

- (a) take no further action against the member; or
- (b) subject to rule 14.3:
 - (i) reprimand the member; or

- (ii) suspend the membership rights of the member for a specified period; or
- (iii) expel the member from the Association.

14.3 The disciplinary subcommittee may not fine the member.

14.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under rule 14.2 takes effect immediately after the vote is passed.

15. Appeal rights

15.1 A person whose membership rights have been suspended or who has been expelled from the Association under rule 14 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

15.2 The notice must be in writing and given:

- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
- (b) to the Secretary not later than 48 hours after the vote.

15.3 If a person has given notice under rule 15.2, a disciplinary appeal meeting must be convened by the committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

15.4 Notice of the disciplinary appeal meeting must be given to each member of the Association 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 person 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 person should be upheld or revoked.

16. Conduct of disciplinary appeal meeting

16.1 At a disciplinary appeal meeting:

- (a) no business other than the question of the appeal may be conducted; and
- (b) the committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

16.2 After complying with rule 16.1 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 person should be upheld or revoked.

16.3 A member may not vote by proxy at the meeting.

16.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

17. Grievance procedure application

17.1 The grievance procedure set out in rules 17 to 21 applies to disputes under these Rules between:

- (a) a member and another member;
- (b) a member and the committee;
- (c) a member and the Association.

17.2 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.

18. 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.

19. Appointment of mediator

19.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 18, the parties must within 10 days:

- (a) notify the committee 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.

19.2 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member—a person appointed by the committee; or
 - (ii) if the dispute is between a member and the committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

19.3 A mediator appointed by the committee may be a member or former member of the Association but in any case must not be a person who:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

20. Mediation process

20.1 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.

20.2 The mediator must not determine the dispute.

21. 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.

22. Annual general meetings

- 22.1 The committee may determine the date, time and place of the annual general meeting of the Association within 5 months after the end of each financial year.
- 22.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 22.3 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive and consider:
 - (i) the annual report of the committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the committee ;
 - (c) to elect officers of the Association and the ordinary members of the committee; and
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee;
- 22.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

23. Special general meetings

- 23.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 23.2 All general meetings other than the annual general meeting are special general meetings.
- 23.3 The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 23.4 If, but for this rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- 23.5 The committee must, on the request in writing of members representing not less than 10 per cent of the total number of members, convene a special general meeting of the Association.
- 23.6 The request for a special general meeting must:
- (a) be made in writing
 - (b) state the proposed matters to be dealt with at the meeting; and
- Note: Your group can choose whether you wish to allow other business to be addressed at meetings. If your group wishes to leave open an option to consider other business at a meeting, the notice should include "other business" as an item for consideration.*
- (c) include the names and signatures if the members requesting the meeting; and
 - (d) be delivered to the Secretary.
- 23.7 If the committee does not cause a special general meeting to be held within one month after the date on which the request is delivered to the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 23.8 If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all

reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

24. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under these Rules as ordinary business of the annual general meeting, is deemed to be special business.

25. Notice of general meetings

25.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting including full details of any proposed special resolution in a manner that makes clear that any such resolution is being proposed as a special resolution.

25.2 Notice may be sent:

- (a) by prepaid post to the address appearing in the register of members; or
- (b) if the member requests, by facsimile transmission or electronic transmission.

25.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

25.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

26. Use of technology

26.1 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.

26.2 For the purposes of this Part, a member participating in a general meeting as permitted under rule 26.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

27. Quorum at general meetings

27.1 No business may be conducted at a general meeting unless a quorum of members is present.

27.2 A quorum comprising 10% of members personally present, present by proxy or present via the use of technology (being members entitled under these Rules to vote at a general meeting) is required for the conduct of the business of a general meeting.

27.3 If, within 30 minutes after the appointed time for the commencement of a general meeting, a quorum is not present:

- (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
- (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

27.4 If at the adjourned general meeting the quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

28. Presiding at general meetings

28.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.

28.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

29. Adjournment of meetings

29.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

29.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

29.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.

29.4 Except as provided in rule 16.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

30. Voting at general meetings

30.1 Upon any question arising at a general meeting of the Association, a member has one vote only.

30.2 All votes must be given personally or by proxy

30.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

30.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

31. Poll at general meetings

31.1 If at a meeting a poll (where votes are cast in writing) on any question is demanded by any member, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

31.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

32. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands:

(a) a declaration by the Chairperson that a resolution has been:

(i) carried; or

(ii) carried unanimously; or

(iii) carried by a particular majority; or

- (iv) lost; and
 - (b) 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.

33. Proxies

- 33.1 Each member is entitled to appoint another member as a proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- 33.2 The notice appointing the proxy may be in the form set out in Appendix 2 or any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 33.3 A form appointing a proxy must be given to the Chairperson of the meeting in person before or at the commencement of the meeting in respect of which the proxy is appointed. If sent by post or electronically, proxy forms must be received no later than 24 hours before the commencement of the meeting.

34. Committee of Management

- 34.1 The affairs of the Association shall be managed by the committee that is made up of committee members.
- 34.2 The committee:
 - (a) may exercise all the powers of the Association other than those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association;
 - (b) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association; and
 - (c) may delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
- 34.3 The committee may appoint and remove staff.
- 34.4 Subject to requirements of the Act, the committee shall consist of:
 - (a) the officers of the Association (except for the Secretary); and
 - (b) such number of ordinary members (or in the case of a member that is an organisation, the appointed representative) as the committee from time to time determines each of whom shall be elected at the annual general meeting of the Association in each year, having regard to rule 36.1.

35. Office holders

- 35.1 The officers of the Association shall be:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Treasurer; and
 - (d) the Secretary.

- 35.2 At least one of the officers of the Association shall be an individual who is an individual member of the Association and not a representative of an organisation that is a member.
- 35.3 A representative of the National Australian Pharmacy Students' Association is not eligible to be elected as an office holder.
- 35.4 The position of Secretary shall be undertaken by appointment of an individual by the committee to provide administrative support to the Association. Although the Secretary will attend committee meetings as an officer, the Secretary will not be a member of the committee and may not vote on matters before the committee. The committee may replace the Secretary.
- 35.5 The provisions of rule 37, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in rule 35.1.
- 35.6 Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 35.7 In the event of a casual vacancy in any office referred to in rule 35.1, the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- 35.8 If the position of Secretary becomes vacant, the committee must appoint an individual to the position within 14 days after the vacancy arises. An interim secretary may be appointed to the position until a permanent appointment is made.

36. Ordinary members of the committee

- 36.1 The Secretary may invite nominations from the following to be candidates for election as ordinary members of the committee (provided the relevant organisation is a member):
- (a) four or more individual members of the Association who are not representatives of an organisation;
 - (b) an individual representative of the Australian Friendly Societies Pharmacies Association;
 - (c) an individual representative of Pharmaceutical Defence Ltd;
 - (d) an individual representative of the Pharmaceutical Society of Victoria Ltd;
 - (e) an individual representative of the Pharmaceutical Society of Australia;
 - (f) an individual representative of the Pharmacists' Division of APESMA known as Professional Pharmacists Australia;
 - (g) an individual representative of the Pharmacy Guild of Australia;
 - (h) an individual representative of the Society of Hospital Pharmacists of Australia;
 - (i) an individual representative of the National Australian Pharmacy Students' Association (observer status without committee voting rights); and
 - (j) an individual representative of the Australian Pharmacy Council.
- 36.2 Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible to be nominated for re-election.
- 36.3 In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association nominated by two members of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

37. Election of officers and ordinary committee members

- 37.1 Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be:
- (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- 37.2 A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- 37.3 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 37.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 37.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 37.6 The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.
- 37.7 Officers of the Association and ordinary members of the committee need to be members of the Association

38. General Duties

- 38.1 As soon as practicable after being elected or appointed to the committee, each committee member must become familiar with these Rules and the Act.
- 38.2 The committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the committee comply with these Rules.
- 38.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 38.4 Committee members must exercise their powers and discharge their duties:
- (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- 38.5 Committee members and former committee 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 person or to cause detriment to the Association.
- 38.6 In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

39. President and Vice-President

- 39.1 Subject to rule 39.2 the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- 39.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
- (a) in the case of a general meeting, a member elected by the other members present; or
 - (b) in the case of a committee meeting, a committee member elected by the other committee members present.

40. Secretary

- 40.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Note: The Secretary role used to be called Public Officer, and has special responsibilities under the Act.

- 40.2 The Secretary must:
- (a) maintain the register of members in accordance with rule 8; and
 - (b) keep custody of all books, documents and securities of the Association in accordance with rule 9; 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.
- 40.3 The Secretary (including any interim secretary) must give to the Registrar notice of his or her appointment within 14 days after the appointment.

41. Treasurer

- 41.1 The Treasurer must:
- (a) oversee the receipt of all moneys paid to or received by the Association and ensure that receipts for those moneys are issued in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- 41.2 The Treasurer must:
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the committee prior to their submission to the annual general meeting of the Association.
- 41.3 The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association

42. Vacancies

- 42.1 A committee member may resign from the committee by written notice addressed to the committee.
- 42.2 A person ceases to be a committee member if he or she:
- (a) ceases to be a member of the Association;
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

43. Meetings of the committee

- 43.1 The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- 43.2 Special meetings of the committee may be convened by the President or by any 4 members of the committee.

44. Notice of committee meetings

- 44.1 Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- 44.2 Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

45. Use of technology

- 45.1 A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- 45.2 For the purposes of this Part, a committee member participating in a committee meeting as permitted under rule 45.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

46. Quorum for committee meetings

- 46.1 The presence in person or via the use of technology of a majority of the committee members holding office constitutes a quorum for the conduct of the business of a meeting of the committee.
- 46.2 No business may be conducted unless a quorum is present.
- 46.3 If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting, the meeting lapses;
 - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 46.4 The committee may act notwithstanding any vacancy on the committee.

47. Presiding at committee meetings

At meetings of the committee:

- (a) the President or, in the President's absence, the Vice-President presides; or

- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

48. Voting at committee meetings

- 48.1 Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 48.2 Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

49. Removal of committee member

- 49.1 The Association in general meeting may, by special resolution, remove any member of the committee from office before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 49.2 A member who is the subject of a proposed resolution referred to in rule 49.1 may make representations in writing to the Secretary or President of the Association and may request that the representations be provided to the members of the Association.
- 49.3 The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

50. Conflict of interest

- 50.1 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- 50.2 The member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- 50.3 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.

51. Minutes of meetings

- 51.1 The Secretary of the Association must ensure minutes of the resolutions and proceedings of each committee meeting, together with a record of the names of persons present at committee meetings are kept and further that such minutes comply with any requirements imposed by the Act.

52. Minutes of general meeting

- 52.1 The committee must ensure that accurate minutes are made and kept of each general meeting.

- 52.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 52.3 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 33.1; and
 - (c) the financial statements submitted to the members in accordance with rule 22.3(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- 52.4 All minutes of meetings and minutes of general meetings will be made available to all members of the association in addition to officers and ordinary members of the committee in accordance with rule 9.

53. Funds

- 53.1 The Treasurer of the Association must:
- (a) ensure that all moneys due to the Association are collected and received and ensure that all payments authorised by the Association are made; and
 - (b) ensure that correct accounts and books are kept showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 53.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee or a designated delegate as approved by the committee.
- 53.3 The funds of the Association shall be derived from joining fees, annual subscriptions, donations, grants, fundraising and such other sources approved by the committee that are consistent with the furthering of the Purposes.
- 53.4 Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

54. Not for profit

The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

55. Seal

The Association does not have a common seal.

56. Notice to members

Except for the requirement in rule 25 any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or

- (c) by email or facsimile.

57. Dissolution

57.1 In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

57.2 If the Association is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, the following assets remaining after the payment of the Association's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the Association;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association, and
- (c) money received by the Association because of such gifts and contributions.

58. Incorporated members

Where a member is an incorporated entity or other organisation, that member may exercise its rights as a member of the Association through a duly appointed delegate who is a natural person.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF THE
PHARMACISTS' SUPPORT SERVICE**

I,....., ofdesire to become a
(name and occupation) (address)

member of Pharmacists' Support Service (the "Association").

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of Applicant
Date

I,....., a member of the Association,
(name)
nominate the applicant, who is personally known to me, for membership of the Association.

.....
Signature of Proposer
Date

I,....., a member of the Association, second
(name)
the nomination of the applicant, who is personally known to me, for membership of the Association.

.....
Signature of Seconder
Date

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of Pharmacists' Support Service

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

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

.....
Signed
Date
* Delete if not applicable

APPENDIX 3

SCHEDULE OF FEES

<i>Fee</i>	<i>Amount</i>
Joining fee	\$0
Annual subscription	\$0