

Rules for Melbourne Bioinnovation Student Initiative Inc

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Part 1: Preliminary

1. Name

The name of the incorporated Association is “Melbourne Bioinnovation Student Initiative Inc”.

2. Purposes

The main purpose of the Association is to provide students and other young people an opportunity to engage with biotechnology and medical technology.

3. Financial year

The financial year of the Association is each period of twelve months, ending on 31st December every year.

4. Definitions

In these Rules—

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

absolute three-quarters majority, of the Committee, means a number of the committee members no fewer than three-quarters of the number of committee members currently holding office and entitled to vote at the time (as distinct from committee members present at a committee meeting);

appointment panel means a collection of committee members convened under [rule 78\(1\)](#);

associate member means a member referred to in [rule 14\(1\)](#);

calendar month means a period of time from a particular start date to the same date in the subsequent month of the year;

Chairperson, of a general meeting or committee or Executive meeting, means the person chairing the meeting as required under [rule 46](#);

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

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee appointed under [Division 3 of Part 5](#);

disciplinary appeal meeting means a meeting of the members of the Association convened under [rule 23\(3\)](#);

disciplinary meeting means a meeting of the Committee convened for the purposes of [rule 22](#);

disciplinary subcommittee means the subcommittee appointed under [rule 20](#);

Executive means the collection of committee members specified in [rule 44\(1\)](#);

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

Executive member means a member of the Executive;

financial year means the 12 month period specified in [rule 3](#);

general meeting means a general meeting of the members of the Association convened in accordance with [Part 4](#) and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

in writing means a method of communication issued either by letter or email;

member means a member of the Association;

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

ordinary committee member means a committee member who is not an Executive member;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

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

the Association means the association with the name as specified in [rule 1](#);

the Registrar means the Registrar of Incorporated Associations;

the Rules means this document.

Part 2: Powers of Association

5. Powers of Association

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

6. Affiliation

The Association may affiliate itself with or disaffiliate itself from any other organisation by resolution of the Committee.

7. Not-for-profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member were not a member.

Part 3: Members, Disciplinary procedures and Grievances

Division 1 - Membership

8. Eligibility to be a member

- (1) Any person who supports the purposes of the Association is eligible for membership.
- (2) A member need not be a current student, nor based in Melbourne.
- (3) This rule does not imply that a person who is eligible for membership will automatically have their membership application approved, as the approval or rejection of a membership application is at the discretion of the Secretary as per rules 10(1) and 10(4).

9. Application for membership

- (1) To become a member of the Association, a person must provide the Secretary with any details required in the membership form.
- (2) The application must be accompanied by the joining fee (if any) as determined under [rule 11](#).

10. Consideration of application

- (1) As soon as practicable after an application for membership is received, the Secretary must decide whether to accept or reject the application.
- (2) The Secretary must notify the applicant in writing as soon as practicable after the decision is made.
- (3) If the Secretary rejects the application, any money accompanying the application must be returned to the applicant.
- (4) No reason need be given by the Secretary to the applicant for the rejection of an application.

11. New membership

- (1) If an application for membership is approved by the Secretary, the Secretary must, as soon as practicable, enter the name and contact details of the new member, and the date of becoming a member, in the register of members.

- (2) A person becomes a member of the Association and, subject to [rule 13\(2\)](#), is entitled to exercise their rights of memberships from the date on which the Secretary approves the person's membership.

12. Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine—
- (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by associate members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
- (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of members

- (1) A member of the Association who is entitled to vote has the right—
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under [rule 86](#); and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
- (a) more than 10 business days have passed since they became a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.

14. Associate members

- (1) Associate members of the Association include—
- (a) any members under the age of 15 years; and
 - (b) any other category of member as determined by Committee or special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

15. Rights not transferable

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

16. Ceasing membership

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

17. Resigning as a member

- (1) A member may resign by notice in writing given to the Secretary.
- (2) A member is taken to have resigned if the Secretary has made a written request to the member to confirm that they wish to remain a member, and the member has not, within three months after the issuance of the request, confirmed in writing that they wish to remain a member.

18. Register of members

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

Division 2 - Disciplinary action

19. 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.

20. Disciplinary subcommittee

- (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.
- (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.

21. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - (a) stating that the 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 they 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 23](#).
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of subcommittee

- (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.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
 - (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under [rule 22](#) may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (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.

- (3) If a person has given notice under subrule (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.
- (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.

24. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the 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.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three-quarters of the members voting at the meeting vote in favour of the decision.

Division 3 - Grievance procedure

25. Application

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

26. 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.

27. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by [rule 26](#), 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.
- (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.
- (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.

28. Mediation process

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

29. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Part 4: General meetings of the Association

30. Annual general meetings

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

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the 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 in accordance with Part 7 of the Act; and
 - (c) to confirm or vary the amounts of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under [rule 33](#) may be conducted at the meeting.

32. Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10 members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under [rule 32\(3\)](#), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—

- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with [rule 34\(5\)](#).
- (3) This rule does not apply to a disciplinary appeal meeting.

34. Proxies

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under [rule 30](#) must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. Use of technology

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

36. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (in-person, or by proxy or as allowed under rule 35) of 10 members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - (a) in the case of a meeting convened by, or at the request of, members under [rule 32](#)—the meeting must be dissolved;
 - (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with [rule 33](#).

38. Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under [rule 24](#).

39. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

40. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
 - (c) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (3) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under [rule 34\(6\)](#); and
 - (c) the financial statements submitted to the members in accordance with [rule 30\(4\)\(b\)\(ii\)](#); 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.

Part 5: Committee

Division 1 - Powers of Committee

42. Role and powers

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

43. Delegation

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

Division 2 - Composition of Committee and Executive and duties of members

44. Composition of Committee and Executive

- (1) The Executive consists of—
 - (a) a Chair; and
 - (b) a Vice-Chair Internal; and
 - (c) a Vice-Chair External; and
 - (d) a Secretary; and
 - (e) a Treasurer.
- (2) The Committee consists of—
 - (a) the members of the Executive as specified in subrule (1); and
 - (b) ordinary committee members, being—
 - (i) a Projects Coordinator; and

- (ii) any number of Project leads; and
- (iii) an Events Officer; and
- (iv) an Education Officer; and
- (v) a Sponsorship Officer; and
- (vi) an Information Technology Officer; and
- (vii) a Publications Officer; and
- (viii) any other ordinary committee members appointed in accordance with [rule 50](#).

45. General Duties

- (1) As soon as practicable after being appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (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.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (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.
- (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.
- (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.

46. Chair, Vice-Chair Internal and Vice-Chair External

- (1) Subject to subrule (2), the Chairperson for any general meetings and for any committee meetings is—
 - (a) the Chair; or
 - (b) in the Chair's absence, the Vice-Chair Internal; or
 - (c) in the absence of both the Chair and the Vice-Chair Internal, the Vice-Chair External.
- (2) If the Chair, Vice-Chair Internal and Vice-Chair External are all 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.

47. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - (a) maintain the register of members in accordance with [rule 18](#); and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in [rule 81\(3\)](#), all books, documents and securities of the Association in accordance with [rules 83](#) and [86](#); 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.
- (3) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

48. Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys 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 two Committee members.
- (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.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

Division 3 - Appointment of Committee members and tenure of office

49. Who is eligible to be a Committee member

A member is eligible to be appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

50. Appointment of Committee members

- (1) The appointment of a member to a Committee or Executive may occur—
 - (a) in order to fill a current vacancy of one of the positions described in [rules 44\(1\) or 44\(2\)\(b\)](#); or
 - (b) in order to fill a future vacancy in the case where a current committee or Executive member has given notice of resignation intent as per [rule 51\(2\)\(b\)](#); or
 - (c) if it is the desire of the Executive to appoint an additional ordinary committee member under [rule 44\(2\)\(b\)\(viii\)](#).
- (2) An eligible member is appointed to a Committee or Executive position by an appointment panel, the membership of which is specified in [rule 78\(1\)](#).
- (3) The appointment panel specified in subrule (2) shall be conducted as per [rule 78](#).
- (4) Once written acceptance specified by [rule 78\(5\)](#) is received by the Secretary, the term of a new committee appointee begins—
 - (a) immediately, in the case where the appointee is filling a new or vacant committee position; or
 - (b) as soon as the term of the previous holder concludes, in the case where the appointee is replacing a current committee position holder.

51. Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A resignation notice must indicate the specific date the resignation is to come into effect, which can be either—
 - (a) effective immediately, or
 - (b) effective at a specific date no later than one calendar month away from the issuance of the resignation notice.
- (3) A person ceases to be a committee member if they—
 - (a) cease to be a member of the Association; or
 - (b) fail to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under [rule 67](#); or
 - (c) otherwise cease to be a committee member by operation of section 78 of the Act.

52. Term of office

- (1) Subject to [rule 51](#), a committee member holds office until—
 - (a) the office is vacated according to [rule 51](#); or

- (b) the member is removed from office by an absolute three-quarters majority of a committee vote; or
 - (c) the member is removed from office by special resolution at a general meeting of the Association.
- (2) A committee member may be re-appointed.
- (3) In the event of a proposed committee vote under subrule (1)(b)—
 - (a) a member who is the subject of such a vote may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the committee members; and
 - (b) the Secretary or the Chair may give a copy of the representations to each member of the Committee or, if they are not so given, the member may require that they be read out at the committee meeting at which the member's removal is proposed.
- (4) In the event of a proposed special resolution under subrule (1)(c)—
 - (a) a member who is the subject of such a special resolution may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association; and
 - (b) the Secretary or the Chair 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 at which the special resolution is to be proposed.
- (5) A proposed committee vote to remove a member under subrule (1)(b)—
 - (a) may only occur during a normal committee meeting under [rule 58\(1\)](#) or special committee meeting under [rule 58\(2\)](#); and
 - (b) must have notice of which is distributed to all committee members, including the subject of the vote, at least 3 days prior to the scheduled vote.

53. Filling vacancies

- (1) Should a committee or Executive position become vacant for any reason, the position must be filled as soon as practicably possible by the process outlined in [rule 50](#).
- (2) Subrule (1) does not apply for Executive members in the event of a committee dissolution under [rule 54\(1\)](#).
- (3) If the position of Secretary becomes vacant, a member must be appointed to the position within 14 days after the vacancy arises in the manner specified by [rule 50](#).
- (4) [Rule 52](#) applies to any committee member appointed under subrule (1) or (2).
- (5) The Committee and Executive may continue to act despite any vacancy in their respective memberships.

Division 4 - Dissolution of Committee and election of new Executive

54. Dissolution of the Committee at a general meeting

- (1) A general meeting of the Association may, by special resolution, declare all positions on the Committee, including the Executive, to be vacant.
- (2) The Chairperson of the general meeting in which subrule (1) occurs remains the Chairperson of that general meeting, subject to [rule 56\(6\)](#).
- (3) Immediately after the passage of the special resolution specified by subrule (1), elections must be held to fill all positions on the Executive at the same general meeting in accordance with [rule 56](#).
- (4) All remaining vacant positions on the Committee, including any Executive positions that remain vacant, are filled by the new Executive in accordance with [rule 50](#) after the conclusion of the general meeting.

55. Nominations

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

56. Election of the Executive members

- (1) This rule applies to a general meeting in which a special resolution to dissolve the Committee according to [rule 54\(1\)](#) has been passed.
- (2) At a general meeting specified by subrule (1), separate elections for the following positions must be held—
 - (a) Chair; and
 - (b) Vice-Chair Internal; and
 - (c) Vice-Chair External; and
 - (d) Secretary; and
 - (e) Treasurer.
- (3) If only one member is nominated for that position, the Chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member is nominated, a ballot must be held in accordance with [rule 57](#).
- (5) If no member is nominated for that position, then the position is declared vacant, and will be filled according to [rule 54\(4\)](#).
- (6) On their election, the new Chair may take over as Chairperson of the general meeting.

57. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech of no more than two minutes in support of their election.
- (4) The election must be by secret ballot.
- (5) The voting method to be used in the election is optional preferential voting.
- (6) The returning officer must give—
 - (a) one empty ballot to each member present in person; and
 - (b) a number of empty ballots to each proxy equal to the number of members they represent.
- (7) If the general meeting is conducted online, an electronic platform for the submission of secret digital ballots may be used.
- (8) For each position to be elected—
 - (a) the voter must write on the ballot paper, or by the electronic means provided by subrule (7), the names of the candidates, ranked in order from most desired to least desired; and
 - (b) the voter need not include all candidates in their ranking; and
 - (c) the voter must not write the names of people who are not candidates; and
- (9) The winner of the election is the candidate who receives the most votes under the voting method specified by subrule (5).
- (10) The returning officer must declare as elected the winner as specified by subrule (9).
- (11) Ballot papers that do not comply with subrule (8)(c) are not to be counted.
- (12) If the returning officer is unable to declare the result of an election under subrule (10) because two or more candidates received the same number of votes, then—
 - (a) the returning officer must conduct a further election for the position in accordance with subrules (4) to (11) to decide which of those candidates is to be elected; or
 - (b) with the Chairperson's consent, the Chairperson casts the tie-breaking vote if a second election has already occurred according to subrule (a); or
 - (c) if the Chairperson declines to cast the tie-breaking vote as specified in subrule (b), the winner is decided by the drawing of lots.

Division 5 - Meetings of the Committee

58. Meetings of the Committee

- (1) The Committee must meet at least once each calendar month at the dates, times and places determined by the Committee.
- (2) Special committee meetings may be convened—
 - (a) by the Chair; or

- (b) by any 4 members of the Committee, who sign a joint written request to the Chair requesting a special committee meeting.
- (3) The Committee may vote to invite other people to observe, but not vote in, committee meetings.

59. Notice of meetings

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

60. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with [rule 59](#) provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61. Procedure and order of business

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

62. Use of technology

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

63. Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under [rule 62](#)) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with [rule 59](#).

64. Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority, or by any other margin, of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

65. Conflict of interest

- (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.
- (2) A committee member who is the subject of a proposed committee vote under [rule 52\(1\)\(b\)](#) is automatically deemed to have a material personal interest in the matter.
- (3) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) is ineligible to vote on the matter; and
 - (c) in the case where the member is the subject of a proposed committee vote under [rule 52\(1\)\(b\)](#), may be present in the meeting only for however long it takes for the member to be satisfied that their representations (if any) have been made available to the committee according to [rule 52\(3\)](#).
- (4) If there are insufficient committee members to form a quorum because members who have a material personal interest are disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (5) 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.

66. Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under [rule 65](#).

67. Leave of Absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

Division 6 - Meetings of the Executive

68. Meetings of the Executive

- (1) The Executive must meet at least once each calendar month at the dates, times and places determined by the Executive.
- (2) Special committee meetings may be convened—
 - (a) by the Chair; or
 - (b) by any 2 members of the Executive who sign a joint written request to the Chair requesting a special Executive meeting.
- (3) The Executive may vote to invite other people to observe, but not vote in, Executive meetings.

69. Notice of meetings

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

- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

70. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with [rule 69](#) provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Executive.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

71. Procedure and order of business

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

72. Use of technology

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

73. Quorum

- (1) No business may be conducted at an Executive meeting unless a quorum is present.
- (2) The quorum for an Executive meeting is the presence (in person or as allowed under [rule 72](#)) of a majority of the Executive members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of an Executive meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with [rule 69](#).

74. Voting

- (1) On any question arising at an Executive meeting, each Executive member present at the meeting has one vote.
- (2) A motion is carried if a majority of Executive members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Executive.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

75. Conflict of interest

- (1) An Executive member who has a material personal interest in a matter being considered at an Executive meeting must disclose the nature and extent of that interest to the Executive.
- (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.
- (3) If there are insufficient Executive members to form a quorum because members who have a material personal interest are disqualified from voting on a matter, the matter may be dealt with at a regular, special or urgent Committee meeting.
- (4) 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.

76. Minutes of meeting

- (1) The Executive must ensure that minutes are taken and kept of each Executive meeting.
- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under [rule 75](#).
- (3) At any point in time, any committee member may request to access Executive meeting minutes.

77. Leave of Absence

- (1) The Executive may grant an Executive member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Executive must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Executive member to seek the leave in advance.

Division 7 - Other meetings

78. Appointment panel membership and conduct

- (1) In order to fill a vacancy on the Committee or the Executive under [rule 50](#), an appointment panel may be convened, comprising of—
 - (a) all current Executive members; and
 - (b) any current committee members invited by the Executive to sit on the appointment panel.
- (2) The appointment panel may meet without notice to vote on a potential committee candidate.
- (3) A candidate is successful if an absolute majority of the appointment panel agrees on their appointment.
- (4) If a candidate is successful, the Secretary must immediately send a formal offer letter, in writing, to the candidate.
- (5) The successful candidate must then reply to the Secretary, in writing, within 3 days, indicating their acceptance or rejection of the offer; if the Secretary does not receive this reply within 3 days, then the candidate is deemed to have rejected the offer.
- (6) There is no requirement to minute the proceedings of a meeting of the appointment panel.
- (7) People who are not part of the appointment panel may not take part in the meeting in any way.
- (8) The appointment panel may not conduct any other business during its meeting.

Part 6: Financial Matters

79. Source of funds

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

80. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

81. Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

82. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

Part 7: General Matters

83. Common seal

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

84. Registered address

The registered address of the Association is—

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

85. Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission; or
 - (d) by any other electronic medium.
- (2) Subrule (1) does not apply to notice given under [rules 60](#) and [70](#).
- (3) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) by email to the email address of the Association or the Secretary; or
 - (e) by facsimile transmission to the facsimile number of the Association; or
 - (f) by any other secure electronic medium.

86. Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) 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.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

87. Winding up and cancellation

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

88. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.