

MODELLING AND SIMULATION SOCIETY OF AUSTRALIA AND NEW ZEALAND INC.

ASSOCIATION RULES

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

The Association

1. The name of the Association is the MODELLING AND SIMULATION SOCIETY OF AUSTRALIA AND NEW ZEALAND INC (MSSANZ) (**the Association**)
2. The purpose of the Association is to promote, develop and assist in the study of all areas of modelling and simulation, principally through the conduct of activities such as its biennial MODSIM congress (**the Purposes**)
3. The Association has power to do all things that help it to achieve these Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.
5. The MSSANZ Office is headquartered at the office of the Secretary or at a location determined by the MSSANZ Executive.

Association Awards

6. The Association confers four categories of awards: Fellows (**Fellows**), Biennial Medallists (**Medallists**), Early Career Research Excellence (**ECREs**) and Students (**Students**). These, and any other, awards are managed by a sub-committee (the **Awards Committee**) under guidelines set out in the Association's policies.

Financial year

7. The financial year of the Association starts on 1 July of each year.

Members

8. Anyone who supports the Purposes of the Association can apply to join the Association as a member.
9. The Executive can set or change joining fees and annual subscription fees for members. Changes to the amount must be approved by members at a general meeting.
10. A person automatically becomes or remains a member of the Association through payment of registration for the biennial MODSIM congress (the **Members**).
11. A person can apply to join the Association between congresses by being nominated by two members who have published in MODSIM proceedings.
12. The Secretary can approve or reject an application to join the Association. If the Secretary rejects an application, the Secretary is not required to give reasons for that decision, but it must return the joining fee (if any) and write to the person to tell them their application has been rejected.
13. A person becomes a member when:
 - a. the Secretary has approved their application to join the Association
 - b. the Secretary has received the person's joining fee (if any), and
 - c. the Secretary has entered the person's name, (email) address and date they became a member on the members register.

14. Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any joining and subscription fees already paid.
15. Members must pay the annual subscription fee (if any) within one month of being asked. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at a General Meeting).
16. Members have rights and liabilities as set out in the Act and in these rules.
17. Each member's liability is limited to the joining and annual subscription fees (if any).

Members' access to documents

18. A member may, subject to rules 17 to 19, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
19. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
20. The Secretary can refuse a request to inspect or get copies of relevant documents, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
21. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
22. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The secretary will decide if there are special circumstances, and will write to the member outlining their decision.

Governance structure

23. The business affairs of the Association are managed by the Association office (the **Office**) under the governance of a Management Committee (the **Committee**) that is made up of Committee Members (the **Committee Members**).
24. The Committee can exercise all powers and functions of the Association (consistently with the Act), except for powers and functions that the members are required to exercise at a general meeting (under these rules or the Act).
25. The Committee can delegate any of its powers and functions to the Office, 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.
26. The Committee is made up of the following positions, separately elected at the Annual General Meeting:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Secretary
 - e. Committee Secretary(these are the **Executive**)

- f. And up to ten (10) Ordinary Committee members.
- 27. The Office consists of:
 - a. the Secretary
 - b. and staff appointed by the Secretary.
- 28. The Executive defines the tasks of the Office and the Office must provide details of its operations to the Executive at regular intervals as established by the Executive.
- 29. The term of Committee Members, except for the Secretary, is two years, or the length of the period between General Meetings held in conjunction with the biennial congress (the **term of the Committee**).
- 30. The term of the President cannot exceed five (5) terms of the Committee, except if the position is vacant and only if there is not an endorsed nominant.
- 31. The term of the Secretary and the Office:
 - a. The term of the Secretary cannot exceed five (5) terms of the Committee, except if the position is vacant and only if there is not an endorsed nominant.
 - b. The term and location of the Office is as determined by the Executive.
- 32. Election of the Committee
 - a. The Committee is elected, by ballot, by members of the Association at General Meetings held in conjunction with the biennial congress.
 - b. If only one member is nominated for a position, the Chairperson of the meeting must declare the member elected to the position
 - c. On election, the new President may take over as Chairperson of the meeting
- 33. The Secretary must be over 18 years of age, and live in Australia.
- 34. If the Secretary stops living in Australia, they cannot remain the Secretary.
- 35. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
- 36. A member can nominate to be on the Committee by writing to the Secretary, with written support of nomination by two other members. The supported nomination must be received before the General Meeting at which elections occur.
- 36.1 A member is eligible to be elected or appointed as a committee member if the member—
 - a. Is 18 years or over; and
 - b. is entitled to vote at a general meeting.
- 37. If the number of members nominated to be Committee Members is equal to the number of Committee Members, the General Meeting Chair may declare the positions filled without holding a ballot.
- 38. If the number of applicants for the Committee is less than the number of positions, other members of the Association can nominate themselves at the General Meeting.
- 39. A Committee Member stops being on the Committee if they:
 - a. resign, by writing to the Committee or the Secretary
 - b. are removed by a special resolution of members of the Association
 - c. become insolvent (as the term is used in the *Corporations Act 2001*)
 - d. become a represented person (under the *Guardianship and Administration Act 1986*), or
 - e. die.

40. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 39, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next General Meeting.
41. Among its other responsibilities, the Committee is responsible for making sure that:
 - a. accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
 - b. all records, securities and relevant documents of the Association are kept properly.

Executive Meetings

42. Any member of the Executive can call an Executive meeting on 24 hours' notice unless the meeting is an urgent meeting.
43. The Chair of Executive Meetings is the President, or if the President cannot attend, the Vice President or the Secretary.
44. If a vote of the Executive is tied, the Chair of the meeting has the deciding vote.
45. The President or the Secretary and at least one other of the Executive must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

Committee Meetings

46. The Secretary must give 7 days' notice of a Committee Meeting to Committee Members unless the meeting is an urgent meeting, specifying the date, time and place of the meeting.
47. The Committee can decide how often it meets.
48. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
49. The Chair of Committee Meetings is the President, or if the President cannot attend, the Vice President, and if the President and Vice President cannot attend, the Committee Members can choose who will be Chair.
50. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
51. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

General Meetings

52. The Association must hold a General Meeting within five months of the end of the Association's financial year.
53. The ordinary business of the General Meeting is to confirm the minutes of the previous General Meeting, receive reports and statements on the previous financial year, and, on every second year, elect Committee Members and members of the Awards Committee. The notice of General Meeting must include any special business or motions to be considered.
54. The Committee or a group of at least 10% of members may call a Special General Meeting.
55. At least 10% of members (a quorum) must be present at a general meeting for the meeting to be held.
56. Members may not vote by proxy at general meetings.

57. Notice of general meetings, including special general meetings, must be provided to members at least 21 days before the meeting in writing to each member's contact address listed on the members register.
58. Notices of general meetings, including special general meetings, must include proposed matters to be dealt with at that meeting.
59. The Chair of a general meeting will be the President, or if the President is not in attendance, the Vice President, or if the President and Vice President are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
60. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
61. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
62. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 55) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

Grievance disputes

63. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, or a member and the Office, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
64. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
 - a. the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
 - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must let the people involved know the time and place where the hearing will happen
 - c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
 - d. the mediator will determine the outcome of the dispute.

Disciplining members

65. The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
66. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
67. The Committee must arrange a disciplinary procedure that meets these requirements:
 - a. the outcome must be determined by a unbiased decision-maker
 - b. the member must have opportunity to be heard, and
 - c. the disciplinary procedure must be completed as soon as reasonably practicable.

68. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

Funds

69. The Office is responsible for management of the Association's operating and sinking funds and must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the Association.
70. The Association may derive or generate funds from joining and annual subscription fees, congress registration, sponsorship, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
71. Cheques, EFT transfers or cash payments made from the Association's operating funds must be authorised (signed) by two people authorised to do so by the Executive.
72. The sinking fund is limited to capital guaranteed investments and can only be withdrawn in emergency financial situations. Withdrawal of the funds (except for interest earnings) requires approval of all of the following (a) President, (b) majority of the Committee, and (c) majority of Fellows who at the time are active engaged in the affairs of the Association.
73. A portion of interest earnings may be transferred to the funds of the Association, on approval of the Executive.
74. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.

Alteration of rules and policies

75. These rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting.
76. Policy documents are maintained by the Office and may be changed, added to, or replaced by majority decision of the Committee.

Winding Up

77. The members may vote by special resolution at a general meeting to wind up the Association.
78. If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, and (subject to the Act and any Court order) must be distributed to another organisation or organisations with similar Purpose, so long as that other organisation or organisations are not carried on for the profit or gain of its members.