
AUSTRALASIAN ASSOCIATION FOR DIGITAL HUMANITIES INCORPORATED

ADOPTED RULES

1. Name

The name of the incorporated association is the Australasian Association for Digital Humanities (in these Rules called “the Association”).

2. Purposes

2.1 The purposes of the Association are –

- 2.1.1 To encourage, promote and contribute to the development and advancement of research, education and training in digital humanities, generally;
- 2.1.2 To foster exemplary research and support communities of practice in digital research in the humanities, arts, and social sciences in Australasia;
- 2.1.3 To raise the profile of and representation of digital humanities in Australasia;
- 2.1.4 In accordance with the principles and objectives of the Alliance of Digital Humanities Organisations and allied organisations including (but not limited to) the Association for Literary and Linguistic Computing, the Association for Computers and the Humanities, the Society for Digital Humanities/Société Pour l'étude des Médias Interactifs, and Centernet, to raise funds for the above purposes;
- 2.1.5 To co-operate with and support the Alliance of Digital Humanities Organisations and allied organisations to further the development of digital research in the humanities, arts, and social sciences, regionally and internationally.
- 2.1.6 Generally to do any other act matter or thing which may further promote and contribute to the development and advancement of digital research methods in the humanities, arts and social sciences, regionally and internationally.

2.2 Solely for the purpose of furthering the purposes set out above, the Association shall have power –

- 2.2.1 To take over the funds and other assets and the liabilities of the present Unincorporated Association;

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- 2.2.2 To indemnify any person for any loss or damage incurred as a result of having on behalf of the Unincorporated Association become liable to pay any amount by way of damages or otherwise;
- 2.2.3 To subscribe, become a member and co-operate with any other club association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules;
- 2.2.4 To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for members of the Association or persons frequenting the premises of the Association;
- 2.2.5 To purchase, take on lease or in exchange hire and otherwise acquire any lands buildings easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 2.2.6 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association and to obtain from any Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions;
- 2.2.7 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- 2.2.8 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the interests of the Association, and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 2.2.9 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- 2.2.10 To take, or otherwise acquire, and hold shares debentures or other securities of any company or body corporate;
- 2.2.11 To lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 2.2.12 To borrow or raise money either alone or jointly with any person or legal entity in such manner as may be thought proper and whether on fluctuating advance, account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as set out above by notes secured or

unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security on the whole or any part of the property of the Association or assets present or future and to purchase, redeem or pay off any securities;

- 2.2.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 2.2.14 To sell, improve, manage, develop, exchange, lease, dispose turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 2.2.15 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase money or any part of the property of the Association of any kind sold by the Association, or any money due to the Association from purchasers and others;
- 2.2.16 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in clause 2.5;
- 2.2.17 To take such steps by personal or written appeals, public meeting or otherwise, as may from time to time be expedient for the purpose of procuring contributions to the funds of the Association or the School, in the form of donations, annual subscriptions or otherwise;
- 2.2.18 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- 2.2.19 To amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules;
- 2.2.20 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated Associations with which the Association is Authorised to amalgamate;
- 2.2.21 To transfer all or part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate;
- 2.2.22 To make donations for patriotic, charitable or community purposes;
- 2.2.23 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

3. Definitions

3.1 In these Rules, unless the contrary intention appears—

"Act" means the Associations Incorporation Reform Act 2012 and includes any regulations made under the Act.

"Committee" means the committee of management 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 12;

"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 under rule 23;

"Regulations" means regulations under the Act;

"Relevant documents" has the same meaning as in the Act;

"Journal" means the LLC journal published by Oxford University Press.

3.2 In these Rules, a reference to the Secretary of an Association is a reference—if a person holds office under these Rules as Secretary of the Association—to that person;

3.3 Words or expressions contained in these Rules shall be interpreted in accord with the provisions of the Acts Interpretation Act 1958 (Vic) and the Act as enforced from time to time.

4. Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accord with the Act.

5. Application for Membership

5.1 A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.

5.2 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—

5.2.1 he or she applies for membership in accordance with sub-rule 5.3; and

5.2.2 the admission as a member is approved by the committee.

5.3 An application of a person for membership of the Association must—

5.3.1 be made by subscription to the Oxford University Press Journal ("LLC: Journal of Digital Scholarship) and choosing to join the Association;

5.3.2 Oxford University Press maintaining a record of the person's choice to join the Association; and

5.3.3 Oxford University Press transmitting the election to the Secretary of the Association;

5.4 As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.

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- 5.5 The committee must determine whether to approve or reject the application.
- 5.6 If the committee approves an application for membership, the Secretary must, as soon as practicable—
- 5.6.1 notify the applicant in writing, or by electronic transmission, of the approval for membership; and
 - 5.6.2 request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- 5.7 The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.
- 5.8 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.
- 5.9 If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing, or by electronic transmission, that the application has been rejected.
- 5.10 A right, privilege, or obligation of a person by reason of membership of the Association—
- 5.10.1 is not capable of being transferred or transmitted to another person; and
 - 5.10.2 terminates on the cessation of membership whether by death resignation failure to pay an annual subscription or otherwise.

6. Entrance Fee and Annual Subscription

The Committee may from time to time determine –

- 6.1 The entrance fee payable (if any) by all applicants for membership; and
- 6.2 The annual subscription fee payable by all members;
- 6.3 The annual subscription fee shall be determined by the committee in advance on or before 1 January in each year.

7. Register of members

- 7.1 The Communications Manager must keep and maintain a register of members containing—
 - 7.1.1 the name and address of each member; and
 - 7.1.2 the date on which each member's name was entered in the register.
- 7.2 The Communications Manager must make the register available for inspection free of charge by any member upon request.
- 7.3 A member may make a copy of entries in the register.

8. Ceasing membership

- 8.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing, or by electronic transmission, to the Secretary of his or her intention to resign.
- 8.2 After the expiry of the period referred to in sub-rule 8.1—
- 8.2.1 the member ceases to be a member; and
- 8.2.2 the Secretary must within 14 days from the date a member ceases to be a member record in the register of members the date on which the member ceased to be a member.

9. Discipline, suspension and expulsion of members

- 9.1 Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—
- 9.1.1 suspend that member from membership of the Association for a specified period; or
- 9.1.2 expel that member from the Association; or
- 9.1.3 fine that member an amount not exceeding \$500.
- 9.2 A resolution of the committee under sub-rule 9.1 does not take effect unless—
- 9.2.1 at a meeting held in accordance with sub-rule 9.3, the committee confirms the resolution; and
- 9.2.2 if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 9.3 A meeting of the committee to confirm or revoke a resolution passed under sub-rule 9.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule 9.4.
- 9.4 For the purposes of giving notice in accordance with sub-rule 9.3, the Secretary must, as soon as practicable, cause to be given to the member a written, or electronically transmitted, notice—
- 9.4.1 setting out the resolution of the committee and the grounds on which it is based; and
- 9.4.2 stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
- 9.4.3 stating the date, place and time of that meeting; and
- 9.4.4 informing the member that he or she may do one or both of the following—
- 9.4.4.1 attend that meeting;

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- 9.4.4.2 give to the committee before the date of that meeting a written, or electronically transmitted, statement seeking the revocation of the resolution; and
- 9.4.5 informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 9.5 At a meeting of the committee to confirm or revoke a resolution passed under sub-rule 9.1, the committee must—
- 9.5.1 give the member, or his or her representative, an opportunity to be heard; and
- 9.5.2 give due consideration to any written, or electronically transmitted, statement submitted by the member; and
- 9.5.3 determine by resolution whether to confirm or to revoke the resolution.
- 9.6 If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 9.7 If the Secretary receives a notice under sub-rule 9.6, he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 9.8 At a general meeting of the Association convened under sub-rule 9.7—
- 9.8.1 no business other than the question of the appeal may be conducted; and
- 9.8.2 the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- 9.8.3 the member, or his or her representative, must be given an opportunity to be heard; and
- 9.8.4 the members present or participating electronically must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 9.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
- 10. Disputes and mediation**
- 10.1 The grievance procedure set out in this rule applies to disputes under these Rules between—
- 10.1.1 a member and another member; or
- 10.1.2 a member and the Association.
- 10.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

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- 10.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 10.4 The mediator must be—
- 10.4.1 a person chosen by agreement between the parties; or
 - 10.4.2 in the absence of agreement—
 - 10.4.2.1 in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - 10.4.2.2 in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
 - 10.4.3 A member of the Association can be a mediator.
 - 10.4.4 The mediator cannot be a member who is a party to the dispute.
 - 10.4.5 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - 10.4.6 The mediator, in conducting the mediation, must—
 - 10.4.6.1 give the parties to the mediation process every opportunity to be heard; and
 - 10.4.6.2 allow due consideration by all parties of any written, or electronically transmitted, statement submitted by any party; and
 - 10.4.6.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - 10.4.7 The mediator must not determine the dispute.
 - 10.4.8 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

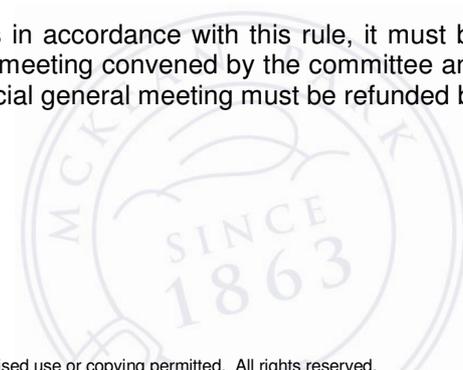
11. Annual general meetings

- 11.1 The Association must hold a general meeting of its members, to be called an annual general meeting, at least once in each calendar year.
- 11.2 The committee may determine the date, time and electronic forum of the annual general meeting of the Association.
- 11.3 The notice convening the annual general meeting may be communicated to the members by electronic transmission and must specify that the meeting is an annual general meeting.
- 11.4 The annual general meeting may be conducted in an electronic forum in which members are able to participate and vote by any electronic means approved by the committee from time to time.
- 11.5 The ordinary business of the annual general meeting shall be—

- 11.5.1 to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - 11.5.2 to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - 11.5.3 to ratify the election of officers of the Association and the ordinary members of the committee following the annual ballot; and
 - 11.5.4 to receive and consider the statement submitted by the Association in accordance with the Act.
- 11.6 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

12. Special general meetings

- 12.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 12.2 All general meetings other than the annual general meeting are special general meetings.
- 12.3 The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 12.4 If, but for this sub-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.
- 12.5 The committee must, on the request in writing, or by electronic transmission, of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- 12.6 The request for a special general meeting must—
 - 12.6.1 state the objects of the meeting; and
 - 12.6.2 be signed by the members requesting the meeting; and
 - 12.6.3 be sent to the address of the Secretary.
- 12.7 If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting in an electronic forum approved by the committee from time to time to be held no later than 3 months after that date.
- 12.8 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.



13. 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 the rules as ordinary business of the annual general meeting is deemed to be special business.

14. Notice of general meetings

14.1 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, by electronic transmission or electronic notice on the website of the association a notice stating the date time and electronic forum of the meeting and the nature of the business to be conducted at the meeting.

14.2 Notice may be sent—

14.2.1 by an electronic notice posted on the website of the association; or

14.2.2 by electronic transmission to the electronic transmission address appearing in the register of members.

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

14.4 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.

15. Quorum at general meetings

15.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

15.2 Five members participating in the electronic forum for conduct of a general meeting (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

15.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—

15.3.1 in the case of a meeting convened upon the request of members—the meeting must be dissolved; and

15.3.2 in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another electronic forum is specified by the Chairperson at the time of the adjournment or by electronic transmission, notice to members given before the day to which the meeting is adjourned) using the same electronic forum.

15.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for commencement of the meeting, the members participating in the electronic forum (being not less than 3) shall be a quorum.

16. Chairperson at General Meetings

- 16.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 16.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members participating must select one of their number to preside as Chairperson.

17. Adjournment of meetings

- 17.1 The person presiding may, with the consent of a majority of members participating in the meeting, adjourn the meeting from time to time and electronic forum to electronic forum.
- 17.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accord with these rules.
- 17.4 Except as provided in sub-rule 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18. Voting at general meetings

- 18.1 On any question arising at a general meeting of the Association, a member has one vote only.
- 18.2 All votes must be given personally, electronically or by proxy.
- 18.3 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.
- 18.4 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.

19. Poll at general meetings

- 19.1 If at a meeting a poll on any question is demanded by not less than 3 members, 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.
- 19.2 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.

20. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined by votes recorded electronically –

- 20.1 a declaration by the Chairperson that a resolution has been—
- 20.1.1 carried; or

- 20.1.2 carried unanimously; or
- 20.1.3 carried by a particular majority; or
- 20.1.4 lost; and

20.2 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.

21. Proxies

- 21.1 Each member is entitled to appoint another member as a proxy by electronic transmission given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 21.2 The notice appointing the proxy must be—
 - 21.2.1 for a meeting of the Association convened under rule 9.7, in the form or to the effect set out in Appendix 2; or
 - 21.2.2 in any other case, in the form or to the effect set out in Appendix 3.

22. Committee of management

- 22.1 The affairs of the Association shall be managed by the committee of management.
- 22.2 The committee—
 - 22.2.1 shall control and manage the business and affairs of the Association; and
 - 22.2.2 may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - 22.2.3 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.
- 22.3 Subject to section 23 of the Act, the committee shall consist of—
 - 22.3.1 five officers of the Association; and
 - 22.3.2 four ordinary members.
- 22.4 The committee shall have the power to appoint additional ordinary members or ex-officio members of the committee, with or without voting rights, from time to time, and on terms it deems appropriate.
- 22.5 The outgoing President will be an ex-officio member of the committee, without voting rights, for a term of 3 years.

23. Office holders

- 23.1 The officers of the Association shall be—
- 23.1.1 a President;
 - 23.1.2 a Vice-President;
 - 23.1.3 a Treasurer;
 - 23.1.4 a Secretary; and
 - 23.1.5 a Communications Manager.
- 23.2 The provisions of rule 24, 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 sub-rule 23.1.
- 23.3 Each officer of the Association shall hold office for a period of three years but is eligible for re-election.
- 23.4 In the event of a casual vacancy in any office referred to in sub-rule 23.1, 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 election next. If the balance of the term is more than one year, an officer of the Association must be elected at the annual election to serve out the balance of the term of the officer whose departure resulted in the casual vacancy.
- 23.5 Each officer of the Association may serve no more than two consecutive terms in any role as an officer of the Association but is eligible for re-election to the same office after a break of not less than one year.
- 23.6 The Communications Manager would-
- 23.6.1 act as a liaison between the Association and the Oxford University Press who shall be responsible for maintaining membership of the Association; and
 - 23.6.2 perform any other duty or function imposed upon him or her by the committee.

24. Ordinary members of the committee

- 24.1 Subject to these Rules, each ordinary member of the committee shall hold office for a period of three years but is eligible for re-election.
- 24.2 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 to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual election next. If the balance of the term is more than one year, an ordinary member of the committee must be elected at the annual election to serve out the balance of the term of the ordinary member whose departure resulted in the casual vacancy.

25. Election of officers and ordinary members of the committee

- 25.1 To be considered valid, nominations of candidates for election as officers of the Association or as ordinary members of the committee must be—

- 25.1.1 made to the Secretary by electronic transmission; and
- 25.1.2 transmitted to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual elections; and
- 25.1.3 endorsed by at least one current officer of the Association or ordinary member of the committee (or in the event that a nominations subcommittee has been established, at least one member of that subcommittee).

- 25.2 A candidate may nominate for one or more vacant positions on the committee.
- 25.3 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.
- 25.4 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.
- 25.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 25.6 The ballot for the election of officers and ordinary members of the committee shall be conducted in such manner and using such electronic forum as the committee may direct. The results of the ballot must be ratified at the annual general meeting.
- 25.7 Each officer and ordinary member of the committee shall hold office for a term of 3 years and the committee shall determine which positions shall become vacant at each general meeting so that (as far as possible) the committee shall maximise the period in office of each member of the committee to benefit from the experience of such members of the committee.

26. 26. Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member—

- 26.1 ceases to be a member of the Association; or
- 26.2 becomes an insolvent under administration within the meaning of the Corporations Act; or
- 26.3 resigns from office by notice in writing, or by electronic transmission, given to the Secretary.

27. Meetings of the committee

- 27.1 The committee shall meet at least 3 times in each year at such times as the committee may determine utilising such electronic forum as the committee may determine.
- 27.2 The committee may hold meetings, or permit a committee member to take part in its meetings by using any technology that reasonably allows the member to participate in the meeting.
- 27.3 Special meetings of the committee may be convened by the President or by any 6 members of the committee.

28. Notice of committee meetings

- 28.1 Electronic 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.
- 28.2 Electronic 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.

29. Quorum for committee meetings

- 29.1 Any 6 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- 29.2 No business may be conducted unless a quorum is present.
- 29.3 If within half an hour of the time appointed for the meeting a quorum is not present in the electronic forum adopted for the meeting -
- 29.3.1 in the case of a special meeting—the meeting lapses;
- 29.3.2 in any other case the meeting shall stand adjourned to the same time and day in the following week utilising the same electronic forum or such other electronic forum as shall be notified by the committee.
- 29.4 The committee may act notwithstanding any vacancy on the committee.

30. Presiding at committee meetings

- 30.1 At meetings of the committee—
- 30.1.1 the President or, in the President's absence, the Vice-President presides; or
- 30.1.2 if the President and the Vice-President are absent or are unable to preside, the members present in the electronic forum for the meeting must choose one of their number to preside.

31. Voting at committee meetings

- 31.1 Questions arising at a meeting of the committee or at a meeting of any subcommittee appointed by the committee shall be determined by electronic vote or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 31.2 Each member participating in a meeting of the committee or at a meeting of any subcommittee 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.

32. Removal of committee member

- 32.1 The Association in general meeting may, by resolution, remove any member of the committee 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.

32.2 A member who is the subject of a proposed resolution referred to in this rule may make representations by electronic transmission to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

32.3 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 posted on the website of the Association.

33. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting and each committee meeting together with a record of the names of persons participating at committee meetings.

34. Funds

34.1 The Treasurer of the Association must—

34.1.1 collect and receive all moneys due to the Association and make all payments authorised by the Association; and

34.1.2 keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

34.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

34.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

35. Seal

35.1 The common seal of the Association must be kept in the custody of the Secretary.

35.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

36. Notice to members

36.1 Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

36.1.1 delivering the notice to the member personally; or

36.1.2 sending it by prepaid post addressed to the member at that member's address shown in the register of members; or

36.1.3 facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or

- 36.1.4 electronically transmitting the notice to the member at that member's electronic transmission address shown in the register of members.

37. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

38. Custody and inspection of books and records

- 38.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association which may be recorded in electronic format.
- 38.2 All accounts, books, securities and other relevant records and documents of the Association may be recorded in electronic format and must be available for inspection free of charge by any member upon request.
- 38.3 A member may make a copy of any accounts, books, securities and any other relevant records and documents of the Association.



APPENDIX 1**APPLICATION FOR MEMBERSHIP OF THE AUSTRALASIAN ASSOCIATION FOR DIGITAL HUMANITIES**

Membership of the Association is by annual subscription to the Oxford University Press journal *LLC: The Journal of Digital Scholarship in the Humanities*. Personal subscribers to the Journal shall be members of the Association, if they so choose, without further subscription. The annual subscription shall be due on 1 January in each year.



APPENDIX 2

FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 9.7

I,
(name)

of
(address)

being a member of
(name of Incorporated Association)

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the appeal to the general meeting of the Association convened under rule 9.7, to be held on—

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution: [*insert details of resolution passed under rule 9.1*]

Signed

Date



APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of
(name of Incorporated Association)

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote 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 4**SCHEDULE OF FEES**

The annual subscription fee to the Association shall be equivalent, unless otherwise specified, to the current fee for annual subscription to the Oxford University Press journal *LLC: The Journal of Digital Scholarship in the Humanities*.

