

OFFICIAL

RULES OF ASSOCIATION
AUSTALASIAN CONSORTIUM FOR ENTREPRENEURSHIP RESEARCH EXCELLENCE
INCOPORATED
ACERE



OFFICIAL

Rules of Association

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1 Preliminary

These rules of Association (hereinafter **Rules**) apply to the incorporated Association which operates under the name of AUSTRALASIAN CONSORTIUM FOR ENTREPRENEURSHIP RESEARCH EXCELLENCE INCORPORATED (hereinafter **Association** or **ACERE**).

These Rules shall be binding on the members of the Association and shall be enforceable in the courts of South Australia.

2 Definitions

The following interpretations apply throughout these *Rules*.

- a) **Association** or **ACERE** means AUSTRALASIAN CONSORTIUM FOR ENTREPRENEURSHIP RESEARCH EXCELLENCE INCORPORATED.
- b) **Rules** means these rules of Association, being the published body of rules which give effect and expression to the objects and purposes of the Association including any amendments approved by special Resolution of the Members of the Association.
- c) **Committee** means the Committee of the Association; such Committee being created under these Rules.
- d) **Member** means a member of the Association, having attained membership in accordance with these Rules.
- e) **The Act** means the South Australian *Associations Incorporation Act 1985*.

- f) **The Regulations** means the *South Australian Associations Incorporation Regulations 2023*.
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3 Purpose

3(1) Overview

The Association's purpose is to establish itself as the preeminent authority in entrepreneurship and innovation research, teaching and practice within Australia, with influence extending to neighbouring New Zealand and Asia. ACERE is designed to foster the growth, resilience, and enrichment of the entrepreneurship and innovation research, teaching and practice community foremost across Australia, and the region.

Collaborating with this Association offers universities, government departments and agencies, other not-for-profit organisations, and companies the opportunity to leverage the ACERE conference for enhancing their reputation, expanding their networks, and actively contributing to the progress of entrepreneurship and innovation research, teaching and practice. This collective strength enables us to influence policy, pursue joint funding opportunities, and play a pivotal role in shaping the innovation and entrepreneurship landscape within our region.

In addition to solidifying our position as the foremost academic conference on entrepreneurship and innovation in the region, we envision establishing a comprehensive Association. This endeavour includes the possible creation of an academic journal, a knowledge-sharing platform, development activities tailored for early-career and mid-level researchers and professionals, among other initiatives.

3(2) Objectives

The objectives of the Association are to:

- (a) Foster a Sustainable and Impactful Conference that is developmental in character:
- (i) Ensure the continued success and positive impact of the ACERE Conference on the entrepreneurship and innovation community, providing developmental opportunities for early-career, mid-career and senior academics to advance their research and teaching.

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- (ii) Maintain the conference as a platform for knowledge exchange, research advancements, and networking opportunities in the entrepreneurship and innovation community.
- (b) Strengthen and Enrich the Australasian Entrepreneurship and Innovation Research Community:
 - (i) Expand the reach and engagement of the entrepreneurship and innovation research and practice community in Australia, New Zealand, and Asia.
 - (ii) Facilitate collaboration, knowledge exchange, and research advancements among researchers, practitioners, and industry stakeholders.
 - (iii) Develop and implement initiatives to enhance the quality of research and teaching and learning in entrepreneurship and innovation.
 - (iv) Provide professional development opportunities for researchers, educators and practitioners to continuously improve their knowledge and skills in the field.
 - (v) Support and recognize outstanding contributions to research, teaching and learning in entrepreneurship and innovation.

4 MEMBERSHIP CATEGORIES

4(1) Membership Categories

Membership of ACERE will be available in the following Membership categories by application to the Association:

- (a) Professional Membership;
- (b) Fellow Membership;
- (c) Associate Membership;
- (d) Retired Membership; and
- (e) Honorary Membership.

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4(2) Professional Membership

- (a) Professional Membership shall, subject to Rule 4(2)(b), be available to those persons who are teachers or researchers (or both) in entrepreneurship and innovation or related disciplines in universities and colleges, or individuals with a significant involvement in entrepreneurship and innovation education or research, and to such other persons, including entrepreneurship and innovation practitioners as may in the opinion of the Committee have a substantial interest in the advancement of scholarship in those disciplines.
- (b) Professional Membership shall be obtained in accordance with the provisions of Rule 5 of these Rules.
- (c) Once the application has been made and the required Membership Fee paid by the nominee, that person's name will show as financial on the Membership Register.
- (d) Membership may be denoted where appropriate by the personal use of the title ACERE Member or the letters ACERE-M on business cards or letterhead.
- (e) Professional Membership shall be retained by payment of the Membership Fee and shall be deemed to have lapsed if the Membership Fee is not paid within two months of it falling due (or by the expiry of any extension of me granted in wring).
- (f) A Professional Member shall be entitled to attend and vote at Meetings of Members and, on a show of hands or on a poll, every Professional Member shall have one vote.
- (g) A Professional Member shall be entitled to participate in an online Ballot, and every Professional Member shall have one vote.
- (h) A Professional Member shall be entitled to attend the ACERE annual conference, and may be provided a discounted registration fee as determined by The Committee.
- (i) Professional Members shall be entitled to be elected as officers of ACERE. Professional Members can vote for the election of officers of ACERE.
- (j) Professional Members shall be entitled to have access to Member resources provided by ACERE. There may be a fee for some resources as determined by The Committee.

4(3) Fellow Membership

- (a) The Association shall encourage Professional Members to aspire to recognition as Fellows of the Association through excellence in management research, scholarship, education and leadership.

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- (b) Fellow Membership shall, subject to Rule 4(3)(c), be available to those Professional Members with at least five (5) years of attendance of the ACERE conference (or its forerunner AGSE) or Membership of ACERE and who, in the opinion of the Committee, have demonstrated an advanced standing in any or all of the avenues of entrepreneurship and innovation research, scholarship, education and leadership.
- (c) A Fellow Membership nomination may be made by any Member (this includes self-nomination) and upon the recommendation of the Committee, Fellow Membership shall be conferred at a Meeting of the Committee. The names of new Fellows conferred during the year will be presented for nong at the next Annual General Meeting of ACERE.
- (d) Once approved, the applicant becomes a Fellow from that date, and the appropriate change is made on the Membership Register.
- (e) Membership may be denoted where appropriate by the personal use of the title, ACERE Fellow or ACERE-F on business cards or letterhead.
- (f) Fellow Membership shall be retained by payment of the Membership Fee and shall be deemed to have lapsed if the Membership Fee is not paid within two months of it falling due (or by the expiry of any extension of me granted in wring).
- (g) Fellows shall have the same rights and privileges as Professional Members.
- (h) Fellow membership fees shall be set at the same level as Professional membership.
- (i) Fellows who make outstanding contributions to ACERE may be recognised through the award of Life Fellow status, and being granted free lifetime membership in recognition of their exceptional and long-term contributions to ACERE and/or the profession. Such awards will be made by the Committee following procedures developed and approved by the Committee. Life Fellow membership may be denoted where appropriate by the personal use of the title ACERE Life Fellow or the letters ACERE-L on business cards or letterhead.

4(4) Associate Membership

- (a) Associate Membership shall, subject to Rule 4(4)(b), be available to students enrolled in a recognised tertiary institution, not in fulltime employment either at a tertiary institution or elsewhere.
- (b) Associate Membership shall be obtained in accordance with the provisions of Rule 5 of these Rules.

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- (c) Once the application has been made and the required Membership Fee paid by the nominee, that person's name will show as financial on the Membership Register.
- (d) Associate Members shall have the same rights and privileges as Professional Members with the exception that they shall not be entitled to be elected as Officers of ACERE, or to vote for the election of Officers of ACERE.
- (e) Associate Membership shall be retained by payment of the Membership Fee and shall be deemed to have lapsed if the Membership Fee is not paid within two months of it falling due (or by the expiry of any extension of me granted in wring).
- (f) Membership may be denoted where appropriate by the personal use of the title ACERE Associate or ACERE-A on business cards or letterhead.

4(5) Retired Membership

- (a) Retired Membership shall, subject to Rule 4.5(b), be available to:
 - i. academic teachers and researchers who have ceased fulltime or part- me employment,
 - ii. Retired staff who undertake sessional or short-term contract teaching.
- (b) Retired Membership shall be obtained in accordance with the provisions of Rule 5 of these Rules.
- (c) Once the application has been made and the required Membership Fee paid by the nominee, that person's name will show as financial on the Membership Register.
- (d) Retired Members who return to fulltime or part-me academic work will revert to Professional membership.
- (e) Retired membership fees shall be set at the same level as Associate membership.
- (f) Retired Membership shall be retained by payment of the Membership Fee and shall be deemed to have lapsed if the Membership Fee is not paid within two months of it falling due (or by the expiry of any extension of me granted in wring).
- (g) Membership may be denoted where appropriate by the personal use of the title ACERE Retired or ACERE-R on business cards or letterhead.

4(6) Honorary Membership

- (a) Honorary Membership shall, subject to Rule 4.6(b), be available to distinguished persons whose services to the advancement of scholarship in entrepreneurship and

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innovation and related disciplines in Australia, in the opinion of the Committee, merit the award of such Membership.

- (b) Honorary Membership shall be conferred by the Committee for periods not exceeding three years at a time.
- (c) Honorary Members shall have the same rights and privileges as Professional Members during their period of Membership but shall not be required to pay a Membership Fee for that Membership.

5 Membership Application Procedures

- (a) Application for membership of ACERE shall be obtained electronically via the ACERE home page.
- (b) A hard copy application form can be made available on request.
- (c) In order to be eligible to become a Member, an Applicant must, (among other things):
 - (I) satisfy the Committee that the Member supports the Purpose; and
 - (II) agree to be bound by these Rules.
- (d) After the Committee has made a determination regarding the Applicant's application, the Committee will contact the Applicant as soon as possible, to tell them whether the application has been approved or rejected.
- (e) In the event that an Applicant's application is rejected, the Association does not need to provide reasons to the Applicant.

6 Fees

- (a) The Association may charge such fees in relation to membership of the Association as the Committee determines from time to time ("Fees"). Fees may differ according to membership type, with Associate and Retired member fees lower than Professional member fees.

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- (b) Members must pay Fees within two months of being asked by the Committee for payment, or at such other times as specified by the Committee from me to me.
- (c) Fees cannot be charged by the Association unless they have been approved by a majority of the Committee.

7 Suspension and Cessation of Membership

7(1) Cessation of Membership

- (a) A person stops being a member altogether if that person:
 - i. dies; or ii. resigns as a member in accordance with Rule 7.2; or iii. Is expelled from ACERE; or
 - iv. fails to pay the Membership Fee or any other fee within two months or by the date prescribed by the Committee.

7(2) Resignation of Membership

- (a) A Member will cease to be a Member on the date expiring one month after giving written notice to the ACERE Office (or such other period specified by the Committee) of the Member's intention to resign.
- (b) Upon ceasing to be a Member, the Member must pay any amount due and payable in respect of that Member's Membership.
- (c) In the event that a person resigns as a Member, that person is not entitled to any reimbursement of any Fees (or any part of any Fees) that have been paid.

8 Register of Members

- (a) The Association will maintain a register of Members (the **Register**).
- (b) A person will become a Member when that person's name is entered in the Register.

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(c) The following details for each Member (**Details**) will be recorded in the Register:

- i. full name;
- ii. postal address;
- iii. date of birth;
- iv. place of birth;
- v. date of commencement of membership;
- vi. phone number;
- vii. email address;
- viii. occupation;
- ix. place or employment, if any, or student enrolment for Associate Members.

(d) If a person stops being a Member, the Association will enter in the Register the date that the person stopped being a Member, as soon as possible after the person stops being a Member.

(e) If a Member requests that access to some or all of the Member's details be restricted, the Committee may, in the Committee's discretion, determine whether or not to restrict access to such details.

9 Access to Documents

(a) Members may request access to or copies of the following documents ("the Documents"):

- (i) the Rules;

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- (ii) the Register, other than details restricted under sub-rule 8(e); or
 - (iii) minutes of general Meetings of the Association.
- (b) For the sake of clarity, the Association is not required to provide Members with access to or copies of Committee Meeting minutes, unless the Committee explicitly allows it.
- (c) The Association must provide the Member with access to or copies of the Documents, unless:
- (i) the request that the Member has made for the access to or copies of the Documents is unreasonable; or
 - (ii) the Documents contain information which is confidential, or which relates to another person's personal, legal, medical, health, employment, or financial matters; or
 - (iii) providing access to or copies of the Documents may cause a breach of a law; or
 - (iv) providing access to or copies of the Documents could cause harm or damage to the Association.
- (d) In the event that the Association refuses for a reason described under the preceding sub-clause hereof to provide a Member with access to or copies of any Documents, but the Association may be able to provide limited access or limited copies without causing one of the issues in the preceding sub-clause hereof, then the Association will provide such limited access or limited copies to the Member.
- (e) Any documents or copies that the Association is providing to a Member under this clause will be provided within a reasonable me.
- (f) The Association may charge reasonable fees for producing copies of any documents in accordance with this clause.

10 THE COMMITTEE

10(1) Powers and dues of the Committee

- (a) The Association will have a Committee (the **Committee**) which is made up of Committee members (**Committee Members**).
- (b) The affairs of the Association shall be managed by the Committee. The management and control of the business and affairs of ACERE are vested in the Committee, which (in addition to the powers and authorities conferred on it by these Rules) may exercise all powers and do all things as are within the power of ACERE and are not by these Rules or by law required to be exercised or done by the Association via a General Meeting.
- (c) The Committee has the management and control of the funds and other property of the Association.
- (d) The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- (e) The Committee shall appoint a public officer as required by the Act.
- (f) The Committee has the following role:
 - (i) governing the Association;
 - (ii) managing the day-to-day operation of the Association;
 - (iii) ensuring that the Association is managed responsibly;
 - (iv) ensuring that the Association operates in pursuit of its purpose.
- (g) The Committee will have all of the specific powers and functions that the Association has except for those powers or functions which are reserved to be exercised by the Members.
- (h) The Committee shall have the power to appoint, on a full or part-time basis, any person or body as a consultant, administrator or employee of the Association to undertake functions specifically delegated to him, her or it by the Committee.
- (i) The Committee shall have the power to appoint a person or persons to serve as an officer of ACERE for limited periods of time not exceeding the date of the next General Meeting at which time such person or persons shall retire from the Committee but shall be eligible for re-appointment by the newly elected Committee. Such appointees may fill casual vacancies, or be co-opted to the Committee for special expertise. These will be deemed 'appointed Committee Members' and will

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have all the rights and responsibilities to the Committee as other Committee Members.

- (j) The Committee may delegate its powers or functions to sub-Committees, staff members, Members of the Association, or to Committee Members, as permitted by law. For each annual ACERE conference, a conference scientific Committee will be established to oversee the organisation of the conference and associated activities.

10(2) Composition of the Committee

- (a) The Committee shall comprise:

Executive Office Bearers:

- (i) President;
- (ii) Deputy President;
- (iii) Secretary;
- (iv) Treasurer;
- (v) Immediate Past-President; and

Committee members not being Executive Office Bearers:

- (vi) being persons elected in accordance with Sub-Rule 10(3) and other officers appointed to the Committee in accordance with Sub-Rule 10(1)(f) or Sub-Rule 10(4) of the rules from me to me.

- (b) The Committee must have a minimum number of 5 Committee Members at any me.

10(3) Election / Appointment of Committee Members

- (a) During the interim period (**interim period**) of 2 years, or a period as otherwise determined necessary by the Committee:
- (i) Committee Members, including office bearers, will initially be elected at the inauguration Meeting of the Association; and
 - (ii) Committee Membership and office bearers may be changed through a majority vote of the Committee.
- (b) Following the interim period office bearers will be elected through a vote at the annual general Meeting or an online Ballot of all Members.

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- (c) Nominations of candidates for election as officers of ACERE shall:
- (i) be called by the ACERE Office no later than 60 days before the next General Meeting or ballot date;
 - (ii) close no later than 45 days before that General Meeting or ballot date;
 - (iii) be in writing, signed by a Member and by the candidate as giving consent to the nomination;
 - (iv) be sent to the ACERE Office to arrive within the stipulated timeframe.
- (d) Notwithstanding the provisions of sub-rule (c)(ii) above, the Committee may extend the time for the closure of nominations as it sees fit, if no nomination has been received from a nominee for a position of office bearer, within the prescribed time period.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot of Members shall be held in accordance with Sub-Rule 10(3)(j) below.
- (f) A Committee Member is appointed for a term of up to four years, the term finishing at the end of a nominated annual ACERE conference.
- (g) After a Committee Member's term ends, that person may be elected as a Committee Member for a subsequent term.
- (h) The Committee has the power to appoint and remove Committee Members from various positions, and may determine the roles and responsibilities of any Committee Member.
- (i) Committee Membership of non-office bearers may be changed through a majority vote of the Committee.
- (j) **Ballot.** In the event of a ballot being required:
- (i) the ACERE Office shall advise members by email of voting procedures not less than 21 days before the General Meeting or online ballot date;
 - (ii) the Committee shall appoint one of its officers, not being a candidate for election, to be returning officer for that ballot;
 - (iii) if all Committee members are a candidate for election, the Committee shall appoint a professional member to be returning officer for that ballot;

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- (iv) Members shall be directed to mark the names of those candidates they wish to elect, up to the number of offices to be filled;
 - (v) the returning officer shall notify the Secretary for reporting to the Committee the numbers of votes cast for each candidate and shall, for the number of offices to be filled by election, declare elected those candidates who have received the greatest number of votes;
 - (vi) in the case of an equality of votes a new ballot will be conducted.
- (k) In order to be eligible to be a Committee Member, a person must:
- (i) not be ineligible to be a responsible person under the Australian Charities and Not-for-profits Commission Act 2012 (Commonwealth); and
 - (ii) be a Member, both at the time of that person's nomination, at the time of their appointment as a Committee Member, and for the duration of that person's term as a Committee Member; and
 - (iii) be nominated in accordance with this rule; and
 - (iv) provide to the Association a signed nomination to act as a Committee Member.

10(4) Casual Vacancies of Committee Member

- (a) For the purpose of these Rules, a casual vacancy in the office of a Committee Member occurs if the Committee Member:
- (i) provides to the Committee written notice of resignation; or
 - (ii) is removed by a Resolution of the Members; or
 - (iii) stops being a Member; or
 - (iv) becomes ineligible to be a Committee Member under the Australian Charities and Not-for-profits Commission Act 2012 (Commonwealth); or
 - (v) is absent from Committee Meetings, without the consent of the Committee, for two consecutive Meetings; or
 - (vi) dies.
- (b) In the event of a casual vacancy occurring for any office of the Association, the Committee shall as soon as convenient appoint:

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- (i) a person to that vacated office, and such additional Member or Members as may be required to fill all vacancies in the offices of the Association.
- (ii) Members who are appointed to the Committee to fill casual vacancies will hold office for up to 12 months from the date of appointment to the date of the next Annual General Meeting or Ballot voting for Committee membership and may be re-appointed by Members at the General Meeting or Ballot voting for Committee membership.

10(5) Committee Dues

- (a) In addition to any other duties and responsibilities provided by law or elsewhere in these Rules, the Committee has the following dues:
 - (I) ensuring that accurate minutes are kept in relation to general Meetings and Committee Meetings; and
 - (II) ensuring that other records are kept in accordance with these Rules; and
 - (III) ensuring that the Association's documents are made available to Members as required by these Rules.

10(6) Committee Member Dues

Committee Members must:

- (a) comply with their dues under Australian law; and
- (b) ensure that the Association complies with its dues under Australian law, including by complying with any requirements in relation to registered Charities under the Australian Charities and Not-for-profits Commission Act 2012 (Commonwealth), and any associated regulations or governance standards that may be produced by the Australian Charities and Not-for-profits Commission from me to me. This includes the following obligations:
 - (i) to act with reasonable care and diligence;
 - (ii) to act honestly and fairly in the best interests of the Association and for its purpose;
 - (iii) not to misuse their position or information they gain as a Committee Member;

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- (iv) to disclose conflicts of interest;
- (v) to ensure that the financial affairs of the Association are managed responsibly, and
- (vi) not to allow the Association to operate while it is insolvent.

10(7) Functions of Executive Office Bearers

- (a) The Executive Officers are as listed in Rule 10(2)(h).
- (b) The Executive Officer Bearers of ACERE will actively promote the objectives and purposes of ACERE through leadership, conferences and chairing of Meetings as required throughout Australia.
- (c) The descriptions of these roles shown below is not meant to be all-encompassing or restrictive in nature.
- (d) The Executive Office Bearers, particularly the President, Deputy President, and Immediate Past President, shall, where appropriate, have the power to expedite decision-making on critical issues between Committee Meetings.
- (e) The **President**:
 - (i) Is responsible for the conduct of ACERE's activities in a manner that ensures accomplishment of ACERE's objectives, subject to the Rules, and concurrence of the Committee on policy matters.
 - (ii) Acts as co-chair for the annual ACERE conference.
 - (iii) Chairs ACERE Meetings, unless otherwise delegated.
 - (iv) Is responsible for strategic planning and oversight of all Sub-Committees.
 - (v) Coordinates external relations with affiliated and associated organisations and manages outreach activities.
 - (vi) Makes formal appointments necessary within his/her term of office.
 - (vii) Is responsible for the oversight of the staff employed by ACERE, including their annual performance review.
 - (viii) Serves as ACERE's representative to conferences of affiliated and associated organisations, unless otherwise delegated.

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(f) The **Deputy President:**

- (i) Acts for the President if the President is temporarily absent or unable to perform their responsibilities due to ill health or misadventure/accident and assumes dues as assigned.
- (ii) Attends all ACERE Committee Meetings.

(g) The **Immediate Past President:**

- (i) At the discretion of the President, the Immediate Past President fulfils responsibilities as requested by the President.
- (ii) Attends all ACERE Committee Meetings.
- (iii) Acts as an advisor to the President.

(h) The **Secretary:**

- (i) With the assistance of ACERE Office staff, ensures that Minutes are kept of:
 - a. The appointment of Office Bearers, Members, Committee Members, and Committees;
 - b. The names of the Committee Members present at Committee or General Meetings; and
 - c. All proceedings at Committee and General Meetings;
- (ii) Ensures that Minutes of the proceedings at Meetings are confirmed and signed by the President in the appropriate manner;
- (iii) With the assistance of ACERE Office staff, establishes and maintains the membership system and other secretarial resources;
- (iv) With the assistance of ACERE Office staff and the Returning Officer, is responsible for the conduct of the Association's elections;
- (v) Attends all ACERE Committee Meetings.

(i) The **Treasurer:**

- (i) With the assistance of ACERE Office staff:
 - i. Ensures that all money due to the ACERE is collected and received.

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- ii. Ensures that all payments required to be made by the ACERE are authorised in the manner agreed with the bank and stipulated by the Committee.
 - iii. Establishes payment authorities and approves such payments as organised by ACERE Office staff as required.
 - iv. Ensures that correct books and accounts are kept showing the financial affairs of ACERE, including full details of all receipts and expenditure connected with the activities of ACERE.
 - v. Prepares and presents the annual budget and financial statements for auditing where necessary, along with appropriate financial statements for Committee Meetings and Annual General Meetings.
 - vi. Ensures that appropriate accounting and other required systems are in place.
- (ii) Acts as the second authoriser of all payments made from the Business Everyday Account (Cheque Account).
- (iii) Attends all ACERE Committee Meetings.

10(8) Committee Meetings

Number of Meetings.

- (a) The Committee shall meet from me to me at such place and at such times as the Committee may determine but at least one Meeting shall be held in each six-month period of the calendar year.

Quorum

- (b) Subject to Rule 10(8)(c) three Members of the Committee from me to me shall constitute a quorum for the transaction of the business of a Meeting of the Committee.
- (c) A Meeting of the Committee shall be deemed to have been held where a quorum of Committee Members was present in person and/or by teleconference (provided that sufficient Committee Members to form a quorum were in communication either by person and/or teleconference for the duration of the Meeting).
- (d) Additional Meetings of the Committee may be convened by the President or by any 3 or more Committee Members.

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Notice

- (e) Oral or written notice of a Meeting of the Committee must be given by the Secretary to each Committee Member at least 14 days (or such other period as may be unanimously agreed on by the Committee Members) before the meeting appointed for the holding of the Meeting.
- (f) Notice of a Meeting given under sub-rule (f) must specify the general nature of the business to be transacted at the Meeting and no business other than that business is to be transacted at the Meeting, except business which the Committee Members present at the Meeting unanimously agree to treat as urgent business.
- (g) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the meeting appointed for the Meeting, a quorum is not present, the Meeting is to stand adjourned to another meeting.
- (h) If at the adjourned Meeting a quorum is not present within half an hour of the meeting appointed for the Meeting, the Meeting is to be dissolved.

Chairperson of Meetings

- (i) At a Meeting of the Committee:
 - (i) the President or, in the President's absence, the Deputy President is to preside as Chairperson; or
 - (ii) if the President and the Deputy President are absent or unwilling to act, such one of the remaining Members of the Committee as may be chosen by the Members present at the Meeting is to preside as Chairperson

Resolutions

- (j) In order for a Resolution to be passed, more than half of the Committee Members present at the particular Committee Meeting must vote in favour of the Resolution.
- (k) The Committee may, in the Committee's discretion, permit Resolutions by circulation.
- (l) The Committee may, in the Committee's discretion, determine the method by which Committee Members may vote on a Resolution by circulation, which may include but is not limited to the following methods:
 - (i) Australia Post; or

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- (ii) email; or
- (iii) other electronic means.

(m) In order to pass a Resolution by circulation, the Resolution must be proposed in writing and every Committee Member must agree in writing to the Resolution (by a means as determined by the Committee, in accordance with the preceding subclause hereof). The circular Resolution is passed at the meeting that the last Committee Member has agreed to it in writing.

10(9) Remuneration of Committee Members

- (a) No Committee Member may be appointed to any salaried office of ACERE or any office of ACERE paid by fees. Nothing in this clause prohibits the payment by ACERE to a Committee Member of:
 - (i) out-of-pocket expenses incurred by a Committee Member in the performance of any duty as a Committee Member where the amount payable does not exceed an amount approved by the Committee; or
 - (ii) any salary or wage due to the Committee Member as an employee of ACERE where the terms of employment have been approved by the Committee.

11 General Meetings of Members

11(1) Annual General Meeting

- (a) Following the Interim Period, ACERE will normally hold an Annual General Meeting each year during its annual conference.
- (b) ACERE must hold an annual general Meeting within 30 months of the Association first coming into existence.
- (c) The ordinary business of the Annual General Meeting shall be:
 - (i) to confirm the minutes of the last preceding Annual General Meeting;
 - (ii) to receive from the Committee reports on the activities of ACERE since the last Annual General Meeting;

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- (iii) to receive the annual financial statements from the Committee and the auditor's report thereon should an audit be required;
- (iv) to appoint the auditor if required;
- (v) to deal with such other general business, brought forward by the Committee or any Member, as may be required to further the objects and purpose of the Association.

(d) The Annual General Meeting may also transact special business in accordance with the provisions of Rule 11(2) of these Rules.

11(2) Special Business at Annual General Meetings

- (a) The Committee may propose items of special business for consideration at Annual General Meetings.
- (b) The Committee shall, on the requisition in writing of not less than 25% of Members with voting rights, give notice to Members of items of special business to be considered at the next Annual General Meeting.
- (c) Items of special business, as referred to in the preceding sub-rule, shall state the objects of the items, shall be signed by the requisitioners, deposited at the office of the Association, and may consist of several documents in like form, each signed by one or more of the requisitioners.
- (d) All items of special business must be specifically included in the formal notice of Meeting referred to in Sub-Rule 11(3) before they may be legitimately considered at an Annual General Meeting.

11(3) Notice of Annual General Meeting

- (a) The Secretary shall give not less than 21 days' notice to Members of the Association specifying the time, date and place of the Annual General Meeting and the nature of the business to be transacted thereat.
- (b) The notice may be given by:
 - (i) electronic transmission to the email address shown in the Member's record on the membership database; or
 - (ii) delivering the notice to the Member personally; or
 - (iii) sending it by post addressed to the Member at that Member's address shown in their record on the membership database; or

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- (iv) facsimile transmission to an address specified by the person for giving or serving the notice; or
 - (v) in such other manner agreed by the Association and the relevant Member.
- (c) If the nature of the business proposed to be dealt with at an Annual General Meeting requires a special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the Annual General Meeting, cause notice to be sent to each Member specifying the intention to propose the Resolution as a special Resolution.
- (d) Notices referred to in Sub-Rule 11(3)(c) may be given by:
- (i) electronic transmission to the email address shown in the Member's record on the membership database; or
 - (ii) delivering the notice to the Member personally; or
 - (iii) sending it by post addressed to the Member at that Member's address shown in their record on the membership database; or
 - (iv) facsimile transmission to an address specified by the person for giving or serving the notice; or
 - (v) in such other manner agreed by the Association and the relevant Member.

11(4) Quorum, Chairperson, Voting at Annual General Meeting

Quorum

- (a) Twenty-five Members, or 10% of the Members of the Association from me to me, whichever shall be the lesser number, being personally present and entitled to vote at such Meetings, shall constitute a quorum for the transaction of business of an Annual General Meeting.

Chairperson

- (b) The Chairperson of the Annual General Meeting shall be the President of the Association.
- (c) In the event that the President is not present to be the Chairperson at the Annual General Meeting, the Deputy President shall act as Chairperson of the Meeting.
- (d) In the event that the President or a Deputy President is not present to be the Chairperson at the Annual General Meeting any Member elected by those Members present at the Meeting may be its Chairperson.

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Voting

- (e) Upon any question arising at an Annual General Meeting of the Association:
- (i) a Member has one vote only which may be exercised in person or by proxy;
 - (ii) in the case of equality of voting on a question, the matter shall be deemed to lapse.

11(5) General Meeting Procedures

- (a) A question arising at any General Meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a Resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, is evidence of the fact, without proof, of the number or proportion of the votes recorded in favour of or against that Resolution.
- (b) The Chair must give members a reasonable opportunity to make comments and ask questions, including to any auditor that may have been appointed to the Association.
- (c) At a General Meeting of the Association, a poll may be demanded by the Chairperson or by at least 5 Members present in person or by proxy at the Meeting.
- (d) If a poll is demanded at a General Meeting, the poll must be taken:
 - (i) immediately in the case of a poll which relates to the election of the Chairperson of the Meeting or to the question of an adjournment; or
 - (ii) in any other case, in such manner and at such time before the close of the Meeting as the Chairperson directs.

and the Resolution of the poll on the matter is taken to be the Resolution of the Meeting on that matter.

(e) Adjournment

- (i) The Chairperson of a General Meeting at which a quorum is present may adjourn the Meeting from time to time and place to place, but no business is to be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- (ii) If a General Meeting is adjourned for 1 month or more, the Secretary must give written or oral notice of the adjourned Meeting to each Member stating

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the place, date and me of the Meeting and the nature of the business to be transacted at the Meeting.

- (iii) Except as provided in Sub-Rule 11(5)(e)(ii) above, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned Meeting is not required to be given.
- (f) No business other than that specified in the notice convening a General Meeting is to be transacted at the Meeting except, in the case of an Annual General Meeting, business which may be transacted under Sub-Rule 11(1)(c).
- (g) A Member desiring to bring any business before a General Meeting may give notice in wring of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

11(6) Convening Special General Meetings of Members

- (a) The Committee may, whenever it thinks fit, call a general Meeting of the Members ("General Meeting").
- (b) If a group of Members which makes up at least 10% of the total Members entitled to vote at General Meetings asks the Committee to call a General Meeting, then the Committee must call a General Meeting.
- (c) A requisition of Members for a Special General Meeting:
 - (i) must state the purpose or purposes of the Meeting; and
 - (ii) must be signed by the Members making the requisition; and
 - (iii) must be lodged with the Association Office or Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (d) If the Committee fails to convene a Special General Meeting to be held within one month after that date on which the requisition of Members for the Meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (e) A Special General Meeting convened by a Member or Members as referred in Sub-Rule 11(6)(d) above must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.

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- (f) No item of business is to be transacted at any General Meeting unless a quorum of Members entitled under these rules to vote is present during the meeting the Meeting is considering that item.
- (g) Twenty-five Members or 10% of the Members present in person (being Members entitled under these rules to vote at a General Meeting) shall constitute a quorum for the transaction of the business of a Special General Meeting.
- (h) If within half an hour after the appointed time for the commencement of a Special General Meeting a quorum is not present, the Meeting:
 - (i) if convened on the requisition of Members, is to be dissolved; and
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the Meeting or communicated by written notice to Members given before the day to which the Meeting is adjourned) at the same place.
 - (i) If at the adjourned Meeting a quorum is not present within half an hour after the time appointed for the commencement of the Meeting, the Members present shall constitute a quorum.

11(7) Voting at Special General Meetings

- (a) The General Meeting procedures in Rule 11(5) of these Rules are to be followed at any Special General Meeting of the Association.
- (b) On any question arising at a Special General Meeting of the Association a Member has one vote only.
- (c) All votes shall be exercised personally or by proxy (provided the proxy conforms with the provisions of Sub-Rule 11(15) of these Rules) but no Member may hold more than ten proxies.
- (d) In the case of an equality of voting on a question, the matter shall be deemed to lapse.
- (e) If the Special General Meeting is adjourned the provisions of Sub-Rule 11(5)(e) of these Rules shall apply.

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11(8) Non-Receipt of Notice of General Meeting

- (a) The non-receipt of a notice of any General Meeting by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any Resolution passed at that Meeting.

11(9) Voting

- (a) Each question submitted to a General Meeting is to be decided in the first instance by a show of hands of the Members present and entitled to vote, unless a poll is demanded. A vote only passes if a majority of the Members voting on it, vote in favour of it. In the case of an equality of votes, the Chairperson has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chairperson may be entitled as a Member or as a proxy or duly appointed representative of a Member. Unless a poll is demanded, a declaration by the Chairperson that a Resolution has been passed or lost is conclusive.

11(10) When a Poll may be Demanded

- (a) A poll may be demanded by at least 5 Members in accordance with the Law (and not otherwise) or by the Chairperson. Unless the Chairperson otherwise determines, no poll may be demanded on the adjournment of a Meeting. The demand for a poll may be withdrawn.

11(11) Taking a Poll

- (a) If a poll is demanded as provided in Rule 11(10), it is to be taken in the manner and at the time and place as the Chairperson directs, and the result of the poll is the Meeting's Resolution of the motion on which the poll was demanded. Any challenge to the admission or rejection of a vote may only be made at the Meeting and may be determined by the Chairperson, whose decision is final.
- (b) A demand for a poll does not prevent the continuation of a Meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the Meeting and without adjournment.

11(12) Voting Rights

- (a) Each Member, other than Associate Members, has the right to one vote on a show of hands or a poll. A Member may vote in person or by proxy.

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11(13) Ordinary Resolution

- (a) An ordinary Resolution of the Association ("Resolution") is passed if at least 50% of the Members present at a General Meeting, whether in person or have provided a valid proxy, vote in favour of the Resolution.

11(14) Special Resolution

- (a) A special Resolution is defined by the Act.
- (b) A special Resolution of the Association ("Special Resolution") is passed if:
- (i) at least 21 days' notice of the Meeting at which the Special Resolution will be proposed has been given to the Members; and
 - (ii) at least 75% of the Members who are entitled to vote at the Meeting, and are in attendance at the Meeting or have provided a valid proxy, vote in favour of the Special Resolution.

11(15) Proxies

- (a) An instrument appointing a proxy must be in writing and be in the following or similar form—

Australasian Consortium for Entrepreneurship Research Excellence (ACERE): I,
_____ of, being a
member of ACERE, appoint _____
_____ of _____
as my proxy to vote for me on my behalf at the (annual) general Meeting of
the Association, to be held on the _____ day of
_____ 20_____
and at any adjournment of the Meeting.
Signed this _____ day of _____ 20_____.
Signature

- (b) The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.

- (c) A proxy may be a member of the Association or another person.

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- (d) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (e) Each instrument appointing a proxy must be given to the secretary before the start of the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote.
- (f) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (g) If a member wants a proxy to vote for or against a Resolution, the instrument appointing the proxy must be in the following or similar form—

Australasian Consortium for Entrepreneurship Research Excellence (ACERE):

I, _____ of, being
a member of the Association, appoint _____

_____ of _____

as my proxy to vote for me on my behalf at the (annual) general Meeting of
the Association, to be held on the _____ day of
_____ 20_____

and at any adjournment of the Meeting.

Signed this _____ day of _____ 20_____.

Signature

This form is to be used *in favour of/*against [strike out whichever is not
wanted] the following Resolutions—

[List relevant Resolutions]

11(16) Validity of Vote

- (a) The validity of any Resolution is not affected by the failure of any proxy to vote in accordance with instructions (if any) of the appointing Member.
- (b) A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or mental incapacity of the appointing Member or revocation of the instrument of proxy, provided no notice in writing of the death, mental incapacity or revocation has been received at the Office before the Meeting.

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- (c) A proxy is not revoked by the appointing Member attending and taking part in the Meeting, unless the appointing Member actually votes at the Meeting on the Resolution for which the proxy is proposed to be used.

12 Conducting Online Ballots

12(1) Calling for an Online Ballot

- (a) The Committee may at any me call for by online (secret) Ballot to:
- (i) decide a Resolution,
 - (ii) decide a special Resolution, or
 - (iii) election of Committee Member(s).

12(2) Process for conducting online Ballots

- (a) The Secretary will notify all members of the online Ballot by email, including:
- (i) instructions for casting their online vote, and
 - (ii) the date and me by which their vote must be cast (the deadline).
- (b) All members will be provided at least 21 days' notice of the deadline for submitting their vote.
- (c) All votes shall be secret (anonymous).
- (d) All member, other than associate members, will have one vote.
- (e) Normal Resolutions are passed if they receive support for 50% or more of votes cast.
- (f) Special Resolutions are passed if they receive support for 75% or more of votes cast.
- (g) Committee Members will be elected in accordance with Sub-Rule 10(3)(j).

13 Use of Funds

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- (a) The Association may receive funding from any of the following sources:
- (i) application fees or joining fees;
 - (ii) annual membership fees;
 - (iii) sponsorship of the Association or ACERE conference;
 - (iv) grants;
 - (v) fundraising;
 - (vi) interest;
 - (vii) any other lawful source which is approved by the Committee and which is consistent with furthering the Association's Purpose.
- (b) The Committee must set up policies and procedures in relation to the management and holding of funds or assets on behalf of the Association.
- (c) The funds may be used in the manner as directed by the Committee from me to me.
- (d) The Committee must determine who is responsible for overseeing the use of funds or assets that are held on behalf of the Association.
- (e) In the event that the Association deals with one or more assets that are held in a trust, then the Association must satisfy any obligations that apply to those trust assets.

14 Keeping Accounts

The Treasurer with the assistance of the ACERE Office will:

- (a) Keep such accounting records as correctly record and explain the accounting transactions of the Association, including any transactions as trustee, and the financial position of the Association; and
- (b) Keep accounting records in such a manner as will enable:
 - (i) the preparation from me to me of true and fair financial statements of the Association, and;
 - (ii) the financial statements of the Association to be conveniently and properly audited when required.

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- (c) Keep the accounting records at such place or places as the Committee may determine.

15 Banking and Finance

- (a) The Treasurer of the Association shall with the assistance of the ACERE Office, receive and account for all moneys paid to the Association.
- (b) The Committee shall cause to be opened with such bank or banks as the Committee selects, one or more banking accounts in the name of ACERE, into which all moneys received by the Association shall be deposited.
- (c) The Committee may receive from the Association's bank or bankers for the me being the cheques drawn by the Association on any of its accounts with the bank or bankers, and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or their surrender thereof to the Association.
- (d) Except with the authority of the Committee, no payment shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, a direct bank transfer, or by credit card, but the Committee may establish a cash advance to meet minor or urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose.
- (e) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two officers of ACERE from me to me or by one officer and an employee of ACERE duly authorised for the purpose by the Committee.
- (f) All direct bank transfers will be approved by any two officers of ACERE from me to me or by one officer and an employee of ACERE duly authorised for the purpose by the Committee.
- (g) Credit card payments can be made by the ACERE Office Manager, with a monthly reconciliation report provided to the Treasurer.

16 Amendments to Rules

- (a) Subject to the other provisions of these Rules, and subject to any applicable laws, during the Interim period these Rules may be amended by a majority vote by The Committee.
- (b) Subject to the other provisions of these Rules, and subject to any applicable laws, these Rules may be amended after the interim period by the Members passing a Special Resolution at a General Meeting in support of the proposed amendment, or via a Ballot of all Members in support of the proposed amendment.
- (c) Notwithstanding the preceding sub-clause hereof, the Members may not pass a Special Resolution to amend these Rules if such amendment will cause the Association to lose its legal status as a non-profit entity.

17 Financial Year

The Association's financial year will run from 1 July until 30 June, unless the Committee passes a Resolution to change the financial year.

18 Appointment of Auditor

This rule will apply if ACERE becomes a prescribed Association. (refer to section 3 of the Act for the definition of a 'prescribed Association'. As a general description, a prescribed Association is one that had gross receipts, excluding member subscriptions, in excess of \$500,000 in the previous financial year.)

- (a) At each annual general Meeting, the members shall appoint a person to be auditor of the Association. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.
 - (b) The auditor shall hold office until the next annual general Meeting and is eligible for re-appointment.
 - (c) If an appointment is not made at an annual general Meeting, the Committee shall appoint an auditor for the current financial year.
-

19 Indemnity

- (a) To the maximum extent permitted by law, the Association hereby indemnifies Members for any expenses, debts or liabilities that the Member incurs on behalf of the Association, provided that the Member was authorised by the Association to incur those expenses, debts or liabilities, and the Member was acting in good faith and in the best interests of the Association when the Member incurred the expenses, debts or liabilities.
- (b) In the event that the indemnity described in this clause ("the Indemnity") applies to a Member, the Member shall be entitled to be reimbursed out of the assets or income of the Association.
- (c) The Indemnity only applies if the Member is not entitled to be indemnified by any other party, and is not actually indemnified by any other party.
- (d) The Indemnity is a continuing obligation and is enforceable by a person even if the person has stopped being a Member of the Association.
-

20 Insurance of Members

The Association may, if permitted by law, insure a Member (or a former Member) for any liability incurred by that person in connection with that person's role as a Member of the Association.

21 Dispute Resolution

- (a) In the event that there is a dispute between one or more Members and/or Committee Members ("the Pares"):
- (i) the Pares must first attempt, in good faith, to resolve the dispute between themselves; and
-

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- (ii) if, 14 days after the dispute first arose between the Pares, the Pares have been unable to resolve the dispute, then the Pares must notify the Committee about the dispute; and
 - (iii) the Committee will determine how the dispute may be resolved.
-
- (b) The Committee may, from me to me, implement an additional or different policy or policies regarding dispute Resolution.
 - (c) Any dispute Resolution policy must require the pares to the dispute to first seek to resolve the mater directly between themselves.
 - (d) Any dispute Resolution policy must allow each party to the dispute a reasonable opportunity to present their respective arguments.
 - (e) In the event that a dispute cannot be resolved the Committee may appoint a person who is independent to the dispute ("Independent Person"), to resolve the dispute. This Independent Person may be a Member (provided that Member is independent to the dispute), but need not be.

22 Discipline of Members

- (a) The Committee may take disciplinary action against a Member if it considers that the Member:
 - (i) has breached these Rules; or
 - (ii) has caused, is causing or will cause harm or loss to the Association (whether financial or otherwise).
- (b) The Committee may, from me to me, implement whatever disciplinary policy or policies it chooses to, provided that:
 - (i) before taking any further disciplinary action against a Member, the Committee must firstly write to the Member to tell the Member why the Committee proposes to take disciplinary action; and

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- (ii) the outcome of any disciplinary procedure must be determined by an unbiased and independent decision-maker, who is not a Committee Member; and
 - (iii) the Member that is the subject of the disciplinary action must be given a reasonable opportunity to provide an explanation or to defend himself or herself; and
 - (iv) any disciplinary action must be taken as soon as reasonably practicable after the occurrence of the incident(s) which gave rise to the disciplinary action; and
 - (v) the Committee must notify the Member of the outcome of any disciplinary action as soon as reasonably practicable.
- (b) The Committee and the Association will not be liable for any loss or harm that a Member may incur as a result of disciplinary action that the Committee or the Association takes in good faith against the Member in accordance with this clause.

23 Prohibition against securing profits for members

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

24 Winding Up

The Association may be wound up in the manner provided for in the Act.

- (a) The Association may be wound up upon the passing at a General Meeting of a Special Resolution to wind up the Association.
- (b) Upon the winding up of the Association, the assets of the Association may be used to pay any debts and other liabilities of the Association.
- (c) If any assets of the Association are affected by a trust, then the Association must satisfy any debts, liabilities or obligations that apply to those trust assets.

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- (d) Any surplus assets (after payment of the Association's debts and other liabilities under the preceding sub-clause):
- (i) may not be distributed to any Members, Committee Members, former Members or former Committee Members of the Association; and
 - (ii) subject to Australian law, including the Australian Charities and Not-for-profits Commission Act 2012 (Commonwealth) or any other laws that may govern the operation of non-profit entities in Australia from me to me, must be distributed to another organisation (or multiple other organisations) which is/are non-profit entities at law, which has/have similar purposes to the Association's Purpose, and which is not/are not carried on for the profit of its/their members.

