

# Australian Lipid Society Incorporated

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## Constitution

November 2025

### 1. Definitions

**Act:** Associations Incorporation Act 2015 (WA).

**Association:** Australian Lipid Society Incorporated.

**Committee:** The management committee of the Association.

**Member:** A person whose name appears on the register of members.

**General Meeting:** A meeting of members convened under this Constitution.

**AGM:** Annual General Meeting.

**Special Resolution:** A resolution passed by at least 75% of members present and voting at a general meeting, in accordance with the Act.

### 2. Introductory Statement

2.1 This Constitution was adopted by special resolution on 13<sup>th</sup> November 2025 and lodged with the Commissioner in accordance with the Act. The following rules have been designed with the object of qualifying the Association for incorporation under the Associations Incorporation Act 2015 of Western Australia. These rules contain all relevant information as described in Schedule 1 - Matters to be provided for in the rules of an incorporated association.

### 3. Name of the Incorporated Association

3.1 The name of the Association shall be called the Australian Lipid Society Incorporated, hereinafter referred to as 'the Association'.

### 4. Objects or Purposes of the Incorporated Association

4.1 The Association has for its object the advancement of the science of lipid biology and biochemistry, particularly within the general region of Australia.

4.2 The predominant activity of the Association will be to organise Australian Lipid Meetings (ALM) for the lipid science community of Australia.

4.3 The Association may also engage in activities incidental or conducive to the attainment of its objects, including education, advocacy, and collaboration with related organisations.

## **5. Not-for-Profit statement**

5.1 The property and income of the association must be applied solely towards the promotion of the objects or purposes of the association.

5.2 No part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the association, except in good faith in the promotion of those objects or purposes.

## **6. Membership Qualifications and Commencement/Cessation**

6.1 Membership is reserved for any person who supports the Objects or purposes of the Association and is:

- (a) Based in or connected to Australia.
- (b) Over the age of 16.

6.2 A person who wants to become a member must apply in writing to the Association. Online applications are accepted, including via email and/or online forms.

6.3 There is a single tier of membership, and all members will receive full voting rights at general meetings of the Association.

6.4 Membership commences upon approval of the application by the Committee and entry into the register.

6.5 Membership ceases upon resignation in writing, death, or removal under clause 18.

## **7. Register of Members**

7.1 The register of members required under section 53 of the Act must be maintained by the Association Secretary and updated at least annually.

7.2 The register must include:

- a) Each member's name and their residential, postal or email address.

- b) The class of membership (if applicable) to which the member belongs and the date on which each person became a member.
- c) Any additional information required to be recorded under the Act.

7.3 The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.

7.4 A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

- a) If a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- b) A member makes a written request under section 56(1) of the Act to be provided with a copy of the of the register of the members, the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## **8. Entrance Fees and Subscriptions**

8.1 There are to be no entrance or membership fees for the members of the Association.

## **9. Management Committee**

9.1 Election of Committee members:

- a) Committee members are elected by the members of the association at an Annual General Meeting (AGM).
- b) The AGM will ordinarily be held in conjunction with, or immediately following, an iteration of the Australian Lipid Meeting (ALM).
- c) Elections will ordinarily occur every two (2) years in alignment with the ALM cycle.
- d) If more than two (2) years elapse between ALM, the Committee must convene an AGM by electronic, or in-person means for the purpose of conducting elections and other required business.

9.2 A member becomes a Committee member if the member:

- a) Is elected at an AGM of the Association; or

- b) Is appointed by the Committee to fill a casual vacancy in accordance with clause 9.8.

#### 9.3 Call for nominations:

- a) Will occur at least thirty (30) days before the AGM with the Secretary giving written notice to all members calling for nominations for election to the Committee.
- b) The notice must state the closing date for nominations, which must be no less than seven (7) days before the AGM.

#### 9.4 Nomination requirements:

- a) A member who wishes to stand for election must submit written notice of nomination to the Secretary before the closing date.
- b) A nomination is valid only if supported by at least one other member present at the AGM, whether pre-submitted or made from the floor.
- c) A member may nominate only for only one office holder position or as an Auxiliary member.

#### 9.5 The Committee will consist of:

- (a) Office holder: President, Vice-president, Secretary, Treasurer.
- (b) Invited members: The previous President will be invited to join the Committee to ensure continuity.
- (c) Auxiliary members: Up to two general members will also be accepted onto the Committee.

#### 9.6 Election of Committee members

- a) A separate election must be held at the AGM for each office holder position listed in clause 9.5(a).
- b) If only one nomination is received for a position, that member is declared elected.
- c) If more than one nomination is received, members present at the AGM must vote to decide the successful candidate in accordance with procedures determined by the Committee.

#### 9.7 Election of Auxiliary member

- a) At each AGM, the Association must determine by resolution the number of auxiliary committee members to hold office at the next term (up to the maximum stated in clause 9.5(c)).
- b) If nominations exceed the available positions, members present at the AGM must vote to determine those elected.

- c) If nominations are fewer than the available positions, the Chairperson may call for nominations from the floor of the AGM, subject to clause 9.4(b).

9.8 A casual vacancy occurs if a Committee member resigns, becomes incapable of acting, is removed for misconduct, or dies.

- a) Casual vacancies can be filled by majority resolution from the standing Committee without going to vote to all members.
- b) Members will be notified of any such appointments within 28 days.

9.9 Terms of office will align with the cycle of the Australian Lipid Meeting (ALM). Each term will commence at the closure of an ALM and conclude at the closure of the subsequent ALM, up to a maximum of two years.

- a) If the interval between meetings exceeds two years, the Committee will be deemed vacant, and a new election must be held.
- b) The office of a member of the Committee will become vacant upon completion of an ALM for which term they have been elected.
- c) Additional grounds for vacancy include resignation, incapacity, removal for misconduct, or death.

9.10 The Committee members appointed at the time of incorporation of the Association will hold office until the conclusion of the first AGM and are eligible for re-election.

9.11 A committee member may be reimbursed from the funds of the Association for reasonable out-of-pocket expenses personally incurred in connection with the affairs of the Association, provided that:

- a) the expense is approved in advance by at least three (3) committee members; and
- b) Evidence of the expense (such as receipts or invoices) is provided.
- c) Where prior approval is not reasonably practicable, reimbursement may be approved by the committee members at a committee meeting.

9.12 A committee member must not receive any payment, honorarium, wage or other financial benefit for a service rendered to the Association unless the payment has first been approved by the members of the Association at a general meeting.

9.13 Powers of the Management Committee: The Committee shall have full authority to manage the affairs of the Association, including control of funds, appointment of subcommittees, and execution of decisions consistent with this Constitution and the Act.

9.14 Committee Meetings: The committee must meet at least 2 times in each year on the dates and at the times and places determined by the committee. Committee meetings may be held in person or by electronic means as determined by the Committee.

9.15 Quorum at Committee meetings is three of four members of the core executive Committee (President, Vice-president, Secretary and/or Treasurer).

9.16 The President or, in the President's absence the Vice President must preside as chairperson of each Committee meeting. If both are absent or unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.

9.17 Voting Rights: Each committee member present has one vote on any question arising at the meeting.

9.19 Majority Decisions: A motion is carried if a majority of committee members present vote in favour.

9.20 Casting Vote: If votes are equal, the Chairperson has a second or casting vote.

9.21 Method of Voting: Voting may occur by agreement, show of hands, electronic means, or secret ballot as determined by the Chairperson.

9.22 Minutes: The Secretary, or a person authorised by the Committee, must take and keep minutes of each Committee meeting. Minutes may be stored electronically and retained for a minimum of seven (7) years.

9.23 Conflict of Interest:

- a) A committee member who has a material personal interest in a matter being considered at a committee meeting must declare the nature and extent of the interest to the Committee as soon as they become aware of it.
- b) The committee member must note vote on the matter.
- c) The Committee may require the member to leave the meeting whilst the matter is being discussed.
- d) The declaration and any action taken in relation to the conflict of interest must be recorded in the minutes of the meeting in accordance with the Act.

## **10. General Meetings**

10.1 The committee may call a general meeting at any time.

10.2 The number of members who may at any time require that general meetings of the Association can be convened should be 10% of the total membership.

10.3 General meetings may be held in person or by electronic means.

10.4 The quorum at general meetings of the Association is three of four members of the core executive Committee plus two members of the Association as registered in the annual membership records of the Association Secretary.

10.5 Notice of general meetings and notices of motion shall be given to all members at least thirty (30) days prior to the proposed meeting by electronic communication to the address provided by the member.

10.6 Where a special resolution is to be considered, at least twenty-one (21) days' notice shall be given.

10.7 The Association Secretary is responsible for issuing meeting notices and taking reasonable steps to ensure delivery.

10.8 The President or, in the President's absence the Vice President must preside as chairperson of each General meeting. If both are absent or unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.

10.9 The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of the proceedings of each General meeting of the Association. If the Secretary is absent, another member of the Committee may be authorised by the Committee to take and keep the minutes for that meeting. Minutes will be stored electronically for a minimum of seven (7) years and available for request by any member of the Association.

10.10 All members are eligible to attend, vote, and nominate for committee positions.

10.11 Voting may occur by show of hands or electronic ballot as determined by the Committee.

## **11. Control of Funds**

11.1 Funds of the Association shall remain in the Association bank account which will at all times have a minimum of two responsible signatories from the management Committee, one of which will be the Association Treasurer.

11.2 Electronic banking must have dual authorisation.

## **12. Financial Year**

12.1 The financial year of the Association will align with that of the Australian Tax Office, beginning on the first (1st) of July of each year and ending on the thirtieth (30<sup>th</sup>) of June each year.

12.2 The Association Treasurer is responsible for:

- a) Maintaining accurate financial records and preparing accounts for the financial year in accordance with statutory and reporting requirements.
- b) Prepare and present the annual financial statements to the Committee and members as required.
- c) Lodge the annual information statement with the Western Australian Department of Consumer Protection within six (6) months after the end of the financial year.
- d) Manage the Association funds and financial transactions in accordance with this Constitution, applicable laws and any Committee resolutions.

## **13. Annual General Meeting**

13.1 The Association must hold an Annual General Meeting once every calendar year and within six (6) months after the end of each financial year.

13.2 The business of the AGM includes:

- a) Receiving the Committee's reports
- b) Receiving the Treasurer's report and presenting the annual financial statements
- c) Electing Committee members
- d) Appointing an auditor, if required
- e) Any other business specified in the notice of meeting

13.3 The notice requirements, quorum, chairperson and voting procedures for the AGM are as set out in Section 10 (General Meetings)

## **14. Alteration of Rules**

14.1 The Association may alter, rescind, or add to these rules only by special resolution at a general meeting.

14.2 A special resolution requires:

- (a) At least twenty-one (21) days' written notice to all members stating the proposed changes, with the notice to be provided by the Association Secretary.
- (b) Approval by at least seventy-five per cent (75%) of members present and voting.

14.3 The Association Secretary is also responsible for lodging any approved changes with the Commissioner within twenty-eight (28) days, as required by the Act.

## **15. Common Seal**

15.1 The Association may choose not to have a common seal.

15.2 If the Association does not have a common seal, documents may be executed in accordance with the *Associations Incorporation Act 2015* or as otherwise authorised by the Committee.

## **16. Custody of Records**

16.1 All records, books, and documents of the Association, including those relating to financial affairs, must be kept only in electronic form.

16.2 Electronic records must be stored securely, backed up regularly, and maintained in a way that ensures they are accessible and can be produced in legible form when required under the Act.

16.3 Records must be retained for at least seven (7) years.

16.4 The Secretary is responsible for the custody and control of these electronic records.

16.5 The Secretary must notify the Western Australia Department of Consumer Protection of any changes to the Association's contact details, including its postal address, email, or phone number, within 28 days of the change.

16.6 The Association does not hold any physical securities.

## **17. Inspection of Records**

17.1 A member may inspect the Association's records, books, and documents in accordance with the *Associations Incorporation Act 2015* (WA).

17.2 All records are kept only in electronic form and must be retained for at least seven (7) years.

17.3 Members entitled to inspect records will be provided access electronically, either by secure online viewing or by receiving copies upon request.

17.4 The Committee may refuse access to records that are confidential, relate to personal privacy, or are otherwise exempt under the Act.

17.5 Requests for inspection must be made in writing to the Secretary, and access will be provided within a reasonable time.

## **18. Dispute Resolution**

18.1 A member must not commence any legal action in respect of a dispute under or relating to these rules without first following this procedure:

(a) Initial Resolution: The parties to the dispute must attempt to resolve the matter between themselves within fourteen (14) days after the dispute arises.

(b) Referral to the Management Committee: If the dispute is not resolved, either party may refer the matter in writing to the Management Committee. The Management Committee must meet within twenty-eight (28) days to consider the dispute and may appoint an independent mediator and ensure the mediation process is fair and allows each party to be heard.

(c) Mediation: The mediator must be impartial and independent of the dispute, facilitate discussion but not impose a decision, and ensure confidentiality throughout the process.

(d) Final Determination: If mediation does not resolve the dispute, the Management Committee may make a determination consistent with this Constitution and the Associations Incorporation Act 2015 (WA). All parties must comply with confidentiality requirements during the process.

## **19. Distribution of Surplus Property**

19.1 If the Association is wound up or its incorporation is cancelled, any surplus property remaining after the satisfaction of all debts and liabilities must not be distributed to members or former members.

19.2 The surplus property must be given or transferred to one or more organisations that:

- (a) Are incorporated associations
- (b) Are companies limited by guarantee under the Corporations Act 2001 (Cth)
- (c) Hold a current licence under the Charitable Collections Act 1946 (WA)
- (d) Are non-distributing co-operatives registered under the Co-operatives Act 2009 (WA)
- (e) Are members or former members of the Association whose rules prevent distribution of property to members

19.3 The recipient organisation(s) must have similar objects to the Association and prohibit distribution of property to members.

19.4 The decision as to which organisation(s) will receive the surplus property will be determined by a special resolution of members at or before winding up.