

**ACCOUNTING AND FINANCE ASSOCIATION OF AUSTRALIA
AND NEW ZEALAND LIMITED ACN 091 255 908
(AFAANZ)**

BY-LAWS

1. Definitions

Board means the board of directors from time to time of AFAANZ.

Constitution means the Constitution of AFAANZ, as it may be amended from time to time.

2. MEMBERSHIP OF THE AFAANZ

1.1 Ordinary Membership

- (a) The following persons may apply for ordinary membership of the AFAANZ.
 - (i) persons who are full-time or part-time academic staff teaching accounting, finance or related disciplines, in universities and tertiary degree-granting colleges;
 - (ii) persons who are full-time or part-time post-graduate research students in accounting, finance or related disciplines, in universities and tertiary degree-granting colleges;
 - (iii) such other persons as may in the opinion of the Board from time to time have a substantial interest in the advancement of teaching, research and practice in those disciplines.
- (b) An applicant for ordinary membership shall complete the application form provided on the AFAANZ website and lodge it with the AFAANZ Manager for endorsement.
- (c) If the application is approved by the AFAANZ Manager or another person authorised by the Board, and the annual subscription and any other applicable fee or charge specified on the AFAANZ website has been paid by the applicant, that person shall become a member of the AFAANZ. The AFAANZ must notify the applicant of their admission as a member as soon as practicable after the conditions in By-Law 1.1(c) are satisfied.
- (d) Membership shall be retained by payment of the annual subscription and any other fee or charge and shall be deemed to have lapsed if the subscription or any other fee or charge is not paid pursuant to Clause 15.5 of the Constitution.

1.2 Institutional Membership

The following entities may apply for Institutional Membership of the AFAANZ.

- (a) such entities as may in the opinion of the Board from time to time have a substantial interest in the advancement of teaching research and practice in those disciplines referred to in By-Law 1.1(a) or in furthering the objects of the AFAANZ.
- (b) An applicant for institutional membership shall complete the application form provided by the AFAANZ and lodge it with the Board or a person authorised by the Board (usually the AFAANZ manager) for approval.
- (c) If the application is approved by the Board, and the annual subscription and any other fee or charge has been paid by the applicant that applicant shall become a member of the AFAANZ.
- (d) Membership shall be retained by payment of the annual subscription and any other fee or charge and shall be deemed to have lapsed if the subscription or any other fee or charge is not paid pursuant to Clause 15.5 of the Constitution.

1.3 Other Conditions of Membership

- (a) The Board may, at its discretion, set such other conditions for membership of the AFAANZ as it deems appropriate, including conditions relating to qualification and experience.
- (b) The Board will notify the applicant of these conditions in writing and the applicant may not become a Member of AFAANZ until such conditions are met, in the sole discretion of AFAANZ, or waived by AFAANZ.

2 PROXY VOTING REQUIREMENTS

- 2.1 Pursuant to Clause 33 of the Constitution, a person may appoint a proxy by a written appointment (33.1), and the instrument appointing a proxy must be in the form or to the effect of the form prescribed by the By-laws. The form to appoint a proxy (**Proxy Voting Form**) is provided at the Appendix to these By-laws.
- 2.2 No member shall be entitled to vote either personally or by proxy if their subscription is overdue for three months or if they are an Honorary Member (as that term is defined in the Constitution), or if their name, address and class of membership is not entered on the register.
- 2.3 The Proxy Voting Form appointing a proxy must be submitted to the Secretary of the AFAANZ, who shall endorse on the instrument a certificate that the appointer is a member qualified to vote at the meetings to which such instrument relates.
- 2.4 The Proxy Voting Form appointing a proxy, duly completed with the certificate of the Secretary must be deposited, pursuant to clause 2.5 below, at the AFAANZ office not less than 24 hours before the time of the holding of the meeting at which the persons named in such instrument proposed to vote.
- 2.5 The proxy may be lodged at the AFAANZ office by personal delivery, mail, or electronically at the address specified for at purpose in the notice of meeting.

3 SCRUTINEERS

- 3.1 Where the Board determines to appoint scrutineers in respect to a vote of members pursuant to Clause 37 of the Constitution, no Institutional Member (as that term is defined in the Constitution) or its authorized representative or Honorary Member or member whose subscription is overdue for three (3) months or more may act as a scrutineer;
- 3.2 Scrutineers are entitled to vote on any question to be determined by ballot under Clause 37 of the Constitution.

4 ELECTION CAMPAIGNING

- 4.1 Within three (3) business days of creating:
- (a) a social media application:
 - (i) group or group chat with more than 20 users;
 - (ii) page; or
 - (iii) account; or
 - (b) a website;
- for the purposes of an Election (as that term is defined in the Constitution) (other than a purely administrative platform for organising supporters), a candidate must provide the Electoral Officer with a link to the group, page, account, or website.
- 4.2 The Electoral Officer may prescribe Rules, not inconsistent with these By-laws, that give such directions as to campaigning as the Electoral Officer considers fair and reasonable.
- 4.3 Each candidate must (and, by being a candidate, agrees and is under an obligation to) inform their supporters:
- (a) of the requirements of these By-laws, rules and directions given by any election official; and
 - (b) the necessity to observe these requirements at all times.
- 4.4 During the course of the Election, candidates and their supporters must, in the reasonable opinion of the Electoral Officer, conduct themselves in a manner that does not compromise the fairness and integrity of the Election process, including the conduct of a secret ballot.

5 PROHIBITED ELECTION PRACTICES

- 5.1 A person must not contravene:
- (a) any rule made by the Electoral Officer pursuant to clause 4.2 of these By-laws; or
 - (b) a prohibited practice contained in these By-laws.

- 5.2 A person must not distribute, publish, or authorise to publish any written material (whether in digital form or otherwise) which comments on the election in a language other than English unless it is accompanied by an accurate translation in English.
- 5.3 A person who holds an AFAANZ Board or committee role must not use the title, powers, or resources of that role to create the appearance of endorsing or supporting a candidate.
- 5.4 A candidate must not use a social media group or group chat that is created by or for a corporation or government entity for the purposes of campaigning.
- 5.5 A candidate must not engage in any dishonest practice in relation to an Election. Any penalty imposed for a contravention of this is at the discretion of the Electoral Officer (see clause 38.4 of the Constitution) and/or the Electoral Arbiter (see clause 38.5 of the Constitution).
- 5.6 A person must not engage in bribery, whether direct or indirect and whether before or after an Election, by or on behalf of a candidate, or supporter of a candidate, of another candidate, voter(s), or election official. Bribery shall include the giving, procuring, promising, offering or endeavouring to give, procure, promise, or offer money, employment, position or resources in exchange for preferential treatment or to induce a voter to vote or to refrain from voting or to vote in a particular way and includes any threat or intimidation with a view to inducing preferential conduct and/or to induce a voter to vote or refrain from voting or to vote in a particular way.
- 5.7 A person must not engage or assist in engaging in conduct that compromises the fairness and integrity of the Election process, including the conduct of a secret ballot.
- 5.8 A person must not hinder or interfere with the free exercise, by any other person, of the person's right to vote in the Election.
- 5.9 A person must not harass, intimidate, or coerce another person to vote for or against a candidate.
- 5.10 A person must not:
 - (a) provide another person with their voting link or password; or
 - (b) allow another person to vote on their behalf.
- 5.11 A person must not:
 - (a) request another person for any confirmation or receipt of their vote, or a screenshot or evidence of any confirmation or receipt of their vote; or
 - (b) attempt to ascertain the way a person voted.
- 5.12 Any person who becomes aware of how another person voted must not disclose that information to any other person.
- 5.13 A person must not:
 - (a) request another person for their voting link or password;

- (b) log in with another person's voting link or password for any purpose whatsoever; or
- (c) use another person's voting link or password to vote on an electronic device or otherwise.

6 DELEGATIONS

6.1 Where the Board determines, pursuant to Clause 46.1 of the Constitution, to delegate any of its powers the content of such resolution shall include but not be limited to the following:

- (a) the duration of the period of delegation;
- (b) the method and timing of reporting to the Board relative to the exercise of the powers delegated and the continuing competency of the proposed delegate to act in the exercise of the power;
- (c) the limits upon the delegate's power to bind the Board;
- (d) the determination after proper inquiry that the proposed delegate is reliable and competent to exercise the power so delegated; and
- (e) any sub-delegation pursuant to Clause 46.5 of the Constitution.

7 COMMITTEES

7.1 The Board may, from time to time, appoint a committee pursuant to clause 46 if the Constitution.

7.2 The Board may, pursuant to Clause 46.3 of the Constitution, determine from time to time the following:

- (a) the composition and number of Committee members which may include persons who are not members of AFAANZ;
- (b) the duration of appointment of members;
- (c) the appointment of the Chairman of the Committee;
- (d) the appointment, from amongst its own members, of a member of the Committee;
- (e) the reporting duties of the Committee;
- (f) the representation duties of the Committee; and
- (g) the dissolution or combination of Committees.

7.2 Each Committee so appointed shall meet at least twice in each year, but may determine to meet on more occasions if necessary.

7.3 Meetings of a Committee may be called by the agreement of all members or by the agreement of the Chairman and two other members.

- 7.4 All meetings of a Committee must be upon at least 14 days' notice to members or such other period as may be agreed between the members of a Committee.
- 7.5 A quorum for a meeting of a Committee is three.
- 7.6 The Committee shall keep minutes of its meetings and must report at least annually to the Board.
- 7.7 Meetings may be held by way of the means referred to in Clause 41.4 of the Constitution.
- 7.8 Subject to the Constitution and these By-laws, a Committee may meet adjourn and otherwise regulate its meetings as it deems appropriate.
- 7.9 Decisions of a Committee do not bind the Board or AFAANZ.
- 7.10 A Chairman of a Committee shall have a casting vote in respect to any business of the committee.

8. ELECTION OF OFFICE BEARERS

- 8.1 Nominations of candidates for election as Presidents-Elect of the AFAANZ pursuant to Clause 38.15.1 of the Constitution must be signed by a member of the Board as nominator and countersigned by the candidate.
- 8.2 If only one candidate is nominated for election to an office referred to in By-Law 8.1, the Chairman of the meeting shall declare the candidate as nominated to be elected to the appropriate office.
- 8.3 If more than one candidate is nominated for election to any office then a ballot shall be conducted at the meeting amongst the members present at such meeting and such ballot shall be conducted in accordance with the following provisions and otherwise as the Board from time to time determines.
- 8.4 A member voting shall mark their ballot paper by placing the number 1 in the square opposite the name of the candidate for whom they vote as their first preference, and shall give contingent votes for all the remaining candidates by placing the numbers 2, 3, 4, (and so on, as the case requires) in the squares opposite their names so as to indicate the order of their preference for them.
- 8.5 The Electoral Officer shall conduct the ballot for the Election.
- 8.6 The ballot shall be conducted as a secret ballot and votes shall be counted as provided in this By-Law.
- 8.7 The Electoral Officer shall count the first preference votes given for each candidate and the candidate who has received the largest number of first preference votes shall, if that number constitutes an absolute majority of votes, be elected.
- 8.8 If no candidate has received an absolute majority of first preference votes then:

- (a) the candidate who has received the fewest first preference votes shall be excluded, and each ballot-paper counted for that candidate shall be counted to the candidate next in the order of the voter's preference;
- (b) if no candidate then has an absolute majority of votes, the process of excluding the candidate who has the fewest votes, and counting each of his ballot-papers to the unexcluded candidate next in the order of the voter's preference, shall be repeated until one candidate has received an absolute majority of votes.

8.9 If on any count two or more candidates have an equal number of votes, and one of them has to be excluded, If, on any count at which a candidate must be excluded, two or more candidates have an equal number of votes, a second round of voting will be instigated to determine which candidate is to be excluded. In By-Law 8.8 an absolute majority of votes means a greater number than one-half of the whole number of ballot-papers. The casting vote of the Electoral Officer given pursuant to this By-Law shall be included in reckoning an absolute majority of votes.

APPENDIX:

PROXY VOTING FORM

For the purposes of meeting Clause 33.2 of the Constitution
**ACCOUNTING AND FINANCE ASSOCIATION OF AUSTRALIA
AND NEW ZEALAND LIMITED**
ACN 091 255 968

I/We _____ of _____

hereby appoint _____

(or failing them, the Chairperson of the Meeting) as my proxy to vote for me and on my behalf at the General Meeting of the Accounting and Finance Association of Australia and New Zealand to be held on _____ at _____ am/pm at _____, _____ and at any adjournment thereof.

[Please check one box only for each resolution. Unless otherwise instructed, the proxy may vote as they think fit]

Ordinary resolutions to be put to the General Meeting				
1.	<u>FOR</u>	<input type="checkbox"/>	<u>AGAINST</u>	<input type="checkbox"/>
2.	<u>FOR</u>	<input type="checkbox"/>	<u>AGAINST</u>	<input type="checkbox"/>
Special resolution to be put to the General Meeting				
3.	<u>FOR</u>	<input type="checkbox"/>	<u>AGAINST</u>	<input type="checkbox"/>
Dated this _____ day of _____		Signed _____		
Membership Number _____		Status _____		

Certificate of Secretary

I hereby certify that the appointer named above is a member qualified to vote, in accordance with the Constitution of AFAANZ, at the meeting to be held on the date set out herein.

Company Secretary _____

Dated this _____ day of _____ 202X