

## Rules of the ISPOR-Australasian Chapter Incorporated

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### **Rule 1: Name**

1. The name of this organization is the International Society of Pharmacoeconomics and Outcomes Research Australasian Chapter Incorporated, herein referred to as ISPOR-AC.
2. Location:  
  
ISPOR Australasian Chapter Incorporated  
c/o Centre for Applied Health Economics  
School of Medicine  
Griffith University  
Logan Campus  
Meadowbrook, Queensland, 4131
3. Contact details:  
  
Phone: +61 07 338 21387  
Fax: +61 07 338 21338  
Email: [ISPOR@griffith.edu.au](mailto:ISPOR@griffith.edu.au)

### **Rule 2: Scope**

ISPOR-AC embraces health care researchers from all disciplines conducting health care research. These disciplines include all those with a focus on health economics, epidemiology, decision analysis, modelling, risk assessment, patient-reported outcomes (quality of life), use of 'real world' data such as health care database analyses, observational studies, patient registries. Health care includes use of pharmaceuticals, biologics, genetically-derived products, medical devices, delivery systems, priority-setting, resource allocation and health services.

### **Rule 3: Mission**

In accordance with the Scope in Rule 2, the mission of the ISPOR-AC is to:

1. Promote the science of pharmacoeconomics (health economics) and outcomes research, including by arranging and attending conferences and workshops relating to scientific matters, primarily within Australia.
2. Foster the development of excellence in scientific education and research in respect of health economics and outcomes research.
3. Encourage research in respect of health economics and outcomes research in Australasia through ISPOR.
4. Provide an environment where knowledge in respect of health economics and outcomes research can be shared at an Australasian level.
5. Serve as a bridge in bringing together Australasian members of industry, academia, government and other health-related organizations.

6. Act as a resource at an Australasian level for individuals interested in health economics and outcomes research.
7. Provide an opportunity for Australasian chapter members to become more familiar with the activities of ISPOR as well as participate in its activities.

#### ***Rule 4: Not-for-profit***

1. ISPOR-AC is a not-for-profit organisation, which is not carried on for the profit or gain of its members.
2. The assets and income of ISPOR-AC will be applied solely in furtherance of its above-mentioned mission and no portion shall be distributed directly or indirectly to the members of ISPOR-AC, whether by money, property or otherwise, other than in return for bona fide services or in reimbursement of expenditure incurred on the behalf of ISPOR-AC.
3. In the event of ISPOR-AC being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another tax exempt organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.

#### ***Rule 5: Affiliation***

1. ISPOR-AC maintains affiliation as a component chapter of the International Society of Pharmacoeconomics and Outcomes Research (ISPOR).

#### ***Rule 6: Association***

1. The ISPOR-AC Management Committee should have at least the following officers: President, Vice-President, Secretary and Treasurer. The duties and responsibilities should be as defined in Rule 8.
2. The active members of ISPOR-AC will elect the ISPOR-AC Management Committee members in accordance with these rules. Elections are to be held at the same time each year according to the rules and procedures outlined in Rule 9.
3. The ISPOR-AC Management Committee members hold their respective positions for a term of one year, or for the remainder of a term when filling a vacancy.
4. At least three of the ISPOR-AC Management Committee members should be members of ISPOR.

#### ***Rule 7: Procedures***

1. ISPOR-AC should be governed by these rules.
2. ISPOR-AC should be a recognized organization and comply with local governmental policies and Queensland state laws.
3. ISPOR-AC holds general meetings during the year. Special executive meetings are held at the discretion of the executive officers.

4. Any member or officer of ISPOR-AC may initiate an amendment to these rules. Procedures for amending these rules are outlined in Rule 10.
5. Each ISPOR-AC Management Committee member or member exercises one vote.

### **Rule 8: Duties of Officers**

Each officer should be elected for a term of one year.

#### **President**

1. The President of ISPOR-AC will conduct and preside over all meetings of ISPOR-AC, represent ISPOR-AC when called upon to do so and may appoint an individual to any office that becomes vacant subject to ISPOR-AC Management Committee approval.
2. The office of the President is open to any member of ISPOR-AC.
3. The President will provide a report of activities and financial transactions to the ISPOR Board of Directors annually.

#### **Vice President**

1. The Vice President of ISPOR-AC should:
  - (a) succeed to the office of President in the event the President is unable to carry out his/her role;
  - (b) conduct and preside over all meetings of ISPOR-AC in the absence of the President; and
  - (c) assist the President with the responsibilities of ISPOR-AC.
2. The office should be open to any member of ISPOR-AC.

#### **Secretary**

The Secretary of ISPOR-AC should:

- (a) record the minutes of ISPOR-AC meetings. An official copy of the minutes should be kept in the ISPOR-AC records and a copy mailed to the ISPOR Executive Director at: ISPOR, 3100 Princeton Pike Building 3E, Lawrenceville, NJ, USA 08648 or emailed to: [info@ispor.org](mailto:info@ispor.org);
- (b) handle ISPOR-AC correspondence as necessary; and
- (c) keep and maintain a database of the ISPOR-AC membership.

#### **Treasurer**

1. The Treasurer of ISPOR-AC:
  - (a) is responsible for any financial transactions of ISPOR-AC;
  - (b) will keep and maintain the ISPOR-AC financial records;

- (c) will keep and make available to the members of ISPOR-AC and the ISPOR Board of Directors a record of all monies received and spent by ISPOR-AC;
  - (d) will report the financial status of ISPOR-AC at meetings;
  - (e) will assist the President in the preparation of an annual budget;
  - (f) will oversee the financial activities of ISPOR-AC.
2. The office should be open to any member of ISPOR-AC.

**Rule 9: Election Procedures**

1. The active members of ISPOR-AC will elect the ISPOR-AC Management Committee members at the annual general meeting or any general meeting of ISPOR-AC in accordance with these rules.
2. The ISPOR-AC Management Committee (President, Vice President, Secretary and Treasurer) should appoint an Election Committee.
3. The Election Committee should solicit nominations.
4. Elections should be held.
5. The new ISPOR-AC President will inform the ISPOR Board of Directors of the newly elected officers. The names of the newly elected officers should be sent to the ISPOR Executive Director at: ISPOR, 3100 Princeton Pike Building 3E, Lawrenceville, NJ, USA 08648 or emailed to: [info@ispor.org](mailto:info@ispor.org)

**Rule 10: Amendments**

1. Any active member or Management Committee member of ISPOR-AC may propose amendments to these rules.
2. A proposed amendment to these rules should become binding after being:
  - (a) passed as a resolution at a general meeting of ISPOR-AC by the votes of 3/4 of the members who are present and entitled to vote on the resolution; and
  - (b) registered with the Office of Fair Trading, Brisbane, Queensland.
3. Any proposed amendments to these rules should be sent to the ISPOR Executive Director at: ISPOR, 3100 Princeton Pike Building 3E, Lawrenceville, NJ, USA 08648 or emailed to: [info@ispor.org](mailto:info@ispor.org)

**Rule 11: Indemnification**

1. ISPOR-AC will indemnify ISPOR from liability for injury or damage, cost or expense resulting from or which arises out of or in connection with the use by ISPOR-AC of the ISPOR name, logo, or arising from the relationship or affiliation between the parties.
2. ISPOR-AC is governed by the laws of Queensland, Australia. The liability of members, including the Management Committee members, shall be limited to the

amount of subscription due by them and they shall have no right to the property of ISPOR-AC.

3. (a) General indemnity

To the extent permitted by law and subject to Rule 11(4), ISPOR-AC indemnifies the members and Management Committee members against any and all liabilities (other than for legal costs of a kind referred to in Rule 11(3)(b)) incurred by the member or Management Committee member in their capacity as a member or Management Committee member of ISPOR-AC (as applicable).

(b) Costs indemnity

To the extent permitted by law and subject to Rule 11(4), ISPOR-AC indemnifies the members and Management Committee members against any and all reasonable legal costs incurred by the member or Management Committee member in defending an action for a liability incurred or allegedly incurred by the member or Management Committee member in their capacity as a member or Management Committee member of ISPOR-AC (as applicable).

4. The indemnities under Rule 11 will not apply where:

- (a) the liability is owed to ISPOR-AC or a related body corporate except in respect to liability for legal costs; or
- (b) the liability is owed to someone other than ISPOR-AC or a related body corporate and did not arise in conduct of good faith except in respect to liability for legal costs; or
- (c) legal costs are incurred in defending an action for a liability incurred if the costs are incurred:
  - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Rules 11(4)(a) or (b); or
  - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
  - (iii) in defending or resisting proceedings brought by the Queensland Office of Fair Trading, ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
- (d) the liability arises out of conduct involving a wilful breach of duty in relation to the ISPOR-AC.

**Rule 12: Class of Members**

- 1. The membership of ISPOR-AC consists of ordinary members.
- 2. The number of ordinary members is unlimited.

### **Rule 13: Automatic Membership**

A person who, on the day ISPOR-AC is incorporated, was a member of the unincorporated ISPOR-AC and who, on or before a day fixed by the Management Committee, agrees in writing to become a member of ISPOR-AC, must be admitted by the Management Committee:

- (a) to the equivalent class of membership of ISPOR-AC as the member held in the unincorporated ISPOR-AC; or
- (b) if there is no equivalent class of membership – as an ordinary member.

### **Rule 14: New Membership**

1. Subject to these rules, active membership is open to any individual interested in ISPOR who supports the mission of the ISPOR which is to promote the science of pharmacoeconomics (health economics) and outcomes research (the scientific discipline that evaluates the effect of health care interventions on patient well-being including clinical outcomes, economic outcomes, and patient-reported outcomes) and facilitates the translation of this research into useful information for healthcare decision-makers so that society may allocate scarce health care resources wisely, fairly and efficiently.
2. An applicant for membership of ISPOR-AC must be proposed by 1 member of ISPOR-AC (the **proposer**) and seconded by another member (the **seconder**).
3. An application for membership must be:
  - (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconder; and
  - (c) in the form decided by the Management Committee.
4. There will be an ongoing membership recruitment program to encourage membership into ISPOR-AC as well as ISPOR.

### **Rule 15: Membership Fees**

1. The membership fee for each ordinary membership and for each other class of membership (if any):
  - (a) is the amount decided by the members from time to time at a general meeting; and
  - (b) is payable when, and in the way, the Management Committee decides.
2. A member of ISPOR-AC who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated ISPOR-AC on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.

### ***Rule 16: Admission and Rejection of New Members***

1. The Management Committee must consider an application for membership at the next committee meeting held after it receives:
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
2. The Management Committee must ensure that, as soon as possible after the person applies to become a member of ISPOR-AC, and before the Management Committee considers the person's application, the person is advised:
  - (a) whether or not ISPOR-AC has public liability insurance; and
  - (b) if ISPOR-AC has public liability insurance – the amount of the insurance.
3. The Management Committee must decide at the meeting whether to accept or reject the application.
4. If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
5. The secretary of ISPOR-AC must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

### ***Rule 17: When Membership Ends***

1. A member may resign from ISPOR-AC by giving a written notice of resignation to the secretary.
2. The resignation takes effect at:
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice – the later time.
3. The Management Committee may terminate a member's membership if the member:
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of ISPOR-AC.
4. Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

5. If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

***Rule 18: Appeal Against Rejection or Termination of Membership***

1. A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
2. A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
3. If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

***Rule 19: General Meeting to Decide Appeal***

1. The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
2. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
3. Also, the Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
4. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
5. If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

***Rule 20: Register of Members***

1. The Management Committee must keep a register of members of ISPOR-AC.
2. The register must include the following particulars for each member:
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of admission as a member;
  - (d) the date of death or time of resignation of the member;
  - (e) details about the termination or reinstatement of membership;
  - (f) any other particulars the Management Committee or the members at a general meeting decide.

3. The register must be open for inspection by members of ISPOR-AC at all reasonable times.
4. A member must contact the secretary to arrange an inspection of the register.
5. However, the Management Committee may, on the application of a member of ISPOR-AC, withhold information about the member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

***Rule 21: Resignation, Removal or Vacation of Office of Management Committee Member***

1. A member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.
2. The resignation takes effect at:
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice – the later time.
3. A member may be removed from office at a general meeting of ISPOR-AC if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
4. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
5. A member has no right of appeal against the member's removal from office under this rule.
6. A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

***Rule 22: Vacancies on Management Committee***

1. If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of ISPOR-AC to fill the vacancy until the next annual general meeting.
2. The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
3. However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the Management Committee, the continuing members may act only to:
  - (a) increase the number of Management Committee members to the number required for a quorum; or
  - (b) call a general meeting of ISPOR-AC.

**Rule 23: Meetings of Management Committee**

1. Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
2. The Management Committee must meet at least once every 4 months to exercise its functions.
3. The Management Committee must decide how a meeting is to be called.
4. Notice of a meeting is to be given in the way decided by the Management Committee.
5. The Management Committee shall control and manage the business and affairs of ISPOR-AC and may, subject to these rules, the Act and any other law, exercise all such powers and functions as may be exercised by ISPOR-AC, other than those powers and functions that are required by these rules to be exercised in general meeting by the members of ISPOR-AC.
6. The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
7. A committee member who participates in the meeting as mentioned in subrule 23(6) is taken to be present at the meeting.
8. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
9. A member of the Management Committee must not vote on a question about a contract or proposed contract with ISPOR-AC if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
10. The president is to preside as chairperson at a Management Committee meeting.
11. If there is no president or if the president is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as a chairperson at the meeting.

**Rule 24: Quorum for, and Adjournment of, Management Committee Meeting**

1. At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
2. If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
3. If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee:
  - (a) the meeting is to be adjourned for at least 1 day; and

- (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- 4. If, at an adjourned meeting mentioned in subrule 24(3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

***Rule 25: Special Meeting of Management Committee***

- 1. If the secretary receives a written request signed by at least 33% of the members of the Management Committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 3. A request for a special meeting must state:
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- 4. A notice of a special meeting must state:
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- 5. A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

***Rule 26: Minutes of Management Committee Meetings***

- 1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- 2. To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

***Rule 27: Annual General Meetings***

- 1. The first annual general meeting must be held within 6 months after the end date of ISPOR-AC's first reportable financial year.
- 2. Each subsequent annual general meeting must be held:
  - (a) at least once each year; and
  - (b) within 6 months after the end date of ISPOR-AC's reportable financial year.

**Rule 28: Notice of General Meeting**

1. The secretary may call a general meeting of ISPOR-AC.
2. The secretary must give at least 14 days notice of the meeting to each member of ISPOR-AC.
3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
4. The Management Committee may decide the way in which the notice must be given.
5. However, notice of the following meetings must be given in writing:
  - (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision:
    - (i) to reject the person's application for membership of ISPOR-AC; or
    - (ii) to terminate the person's membership of ISPOR-AC;
  - (b) a meeting called to hear and decide a proposed special resolution of ISPOR-AC.
6. A notice of a general meeting must state the business to be conducted at the meeting.

**Rule 29: Quorum for, and Adjournment of, General Meeting**

1. The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of ISPOR-AC's last general meeting plus 1.
2. However, if all members of ISPOR-AC are members of the Management Committee, the quorum, is the total number of members less 1.
3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
4. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or ISPOR-AC, the meeting lapses.
5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or ISPOR-AC:
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

7. If a meeting is adjourned under subrule 29(6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
8. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
9. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

***Rule 30: Procedure at General Meeting***

1. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
2. A member who participates in a meeting as mentioned in subrule 30(1) is taken to be present at the meeting.
3. At each general meeting:
  - (a) the president is to preside as chairperson; and
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

***Rule 31: Voting at General Meeting***

1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
2. Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
3. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
4. The method of voting is to be decided by the Management Committee.
5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
6. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
7. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **Rule 32: Special General Meeting**

1. The secretary must call a special general meeting by giving each member of ISPOR-AC notice of the meeting within 14 days after:
  - (a) being directed to call the meeting by the Management Committee; or
  - (b) being given a written request signed by:
    - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
    - (ii) at least the number of ordinary members of ISPOR-AC equal to double the number of members of ISPOR-AC on the Management Committee when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the Management Committee:
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
2. A request mentioned in subrule 32(1)(b) must state:
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
3. A special general meeting must be held within 3 months after the secretary:
  - (a) is directed to call the meeting by the Management Committee; or
  - (b) is given the written request mentioned in subrule 32(1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule 32(1)(c).
4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

### **Rule 33: Proxies**

1. An instrument appointing a proxy must be in writing and be in the following or similar form:

International Society of Pharmacoeconomics and Outcomes Research Australasian Chapter Incorporated (ISPOR-AC):

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of ISPOR-AC, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of ISPOR-AC, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature \_\_\_\_\_

2. The instrument appointing a proxy must:
  - (a) if the appointor is an individual – be signed by the appointor or the appointor's attorney properly authorised in writing; or
  - (b) if the appointor is a corporation:
    - (i) be under seal; or
    - (ii) be signed by a properly authorised office or attorney of the corporation.
3. A proxy may be a member of ISPOR-AC or another person.
4. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
5. 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.
6. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
7. 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:

International Society of Pharmacoeconomics and Outcomes Research Australasian Chapter Incorporated (ISPOR-AC):

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of ISPOR-AC, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of ISPOR-AC, 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*].

### **Rule 34: Minutes of General Meetings**

1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
2. To ensure the accuracy of the minutes:

- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of ISPOR-AC that is a general meeting or annual general meeting, verifying their accuracy.
3. If asked by a member of ISPOR-AC, the secretary must, within 28 days after the request is made:
    - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
    - (b) give the member copies of the minutes of the meeting.
  4. ISPOR-AC may require the member to pay the reasonable costs of providing copies of the minutes.

***Rule 35: Common Seal***

1. The Management Committee must ensure ISPOR-AC has a common seal.
2. The common seal must be:
  - (a) kept securely by the Management Committee; and
  - (b) used only under the authority of the Management Committee.
3. Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:
  - (a) the secretary; or
  - (b) another member of the Management Committee; or
  - (c) someone authorised by the Management Committee.

***Rule 36: Funds and Accounts***

1. The funds of ISPOR-AC must be kept in an account in the name of ISPOR-AC in a financial institution decided by the Management Committee.
2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of ISPOR-AC.
3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
4. A payment by ISPOR-AC of \$100 or more must be made by cheque or electronic funds transfer.
5. If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following:
  - (a) the president;

- (b) the secretary;
  - (c) the treasurer;
  - (d) any 1 of 3 other members of ISPOR-AC who have been authorised by the Management Committee to sign cheques issued by ISPOR-AC.
6. However, one of the persons who signs the cheque must be the president, the secretary or the treasurer.

**Rule 37: General Financial Matters**

1. On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
2. The income and property of ISPOR-AC must be used solely in promoting ISPOR-AC's objects and exercising ISPOR-AC's powers.

**Rule 38: Documents**

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of ISPOR-AC.

**Rule 39: Financial Year**

The end date of ISPOR-AC's financial year is 31 December in each year.

**Rule 40: Distribution of Surplus Assets to Another Entity**

1. This rule applies if ISPOR-AC:
  - (a) is wound-up under part 10 of the Act; and
  - (b) has Surplus Assets.
2. The Surplus Assets must not be distributed among the members of ISPOR-AC.
3. The Surplus Assets must be given to another entity:
  - (a) having objects similar to ISPOR-AC's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

**Rule 41: Definitions**

In these rules:

**Act** means the *Associations Incorporation Act 1981* (Qld).

**Election Committee** means ISPOR AC's election committee formed under these rules.

**ISPOR** means the International Society of Pharmacoeconomics and Outcomes Research based in the United States of America.

**Management Committee** means ISPOR AC's management committee formed under these rules.

**Surplus Assets** has the meaning given to that term under section 92(3) of the Act.

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