



**SOCIETY FOR INDUSTRIAL AND ORGANISATIONAL  
PSYCHOLOGY AUSTRALIA**

**INCORPORATED**

**BY-LAWS**

|                    |                     |                       |            |
|--------------------|---------------------|-----------------------|------------|
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## 1.0 ROLES & RESPONSIBILITIES

### 1.1 BOARD

The role of the Board is to provide strategic advice, guidance and expertise to the President and Vice President to assist SIOPA to achieve its vision, objectives, and goals.

In the inaugural year of foundation, members will be appointed to the Board through invitation from the President and Vice- President.

Ideally, members of the Board will be endorsed organisational psychologists with a minimum of 15 years' experience.

### 1.2 INDUSTRY ADVISORY GROUP

The role of the Industry Advisory Group is to provide share information and knowledge about current industry trends and needs to assist the Board to achieve its vision, objectives, and goals.

Members will be appointed to the Industry Advisory Group through invitation from the Board.

Ideally, members of the Industry Advisory Group will be experienced practitioners and academics who have developed relationships and networks with peak bodies, industries and tertiary institutions.

### 1.3 PRESIDENT

The President has the following duties—

- a) Provide leadership to the organisation;
- b) Ensure [in partnership with the Board] that the organisation's objectives, goals and mission are being followed;
- c) Ensure [in partnership with the Board] that the organisation develops in the appropriate direction;
- d) Ensure [in partnership with the Board] that the organisation operates in an ethically, environmentally, and socially responsible fashion;
- e) Produce [in partnership with the Board] a Strategic Plan for the organisation;
- f) Ensure [in partnership with the Board] the regular review and development of the Strategic Plan;
- g) Ensure that appropriate standing orders are in place;
- h) With the Secretary, prepare the agenda in advance of the meeting;
- i) Chair Board meetings according to Standing Orders;
- j) Rule on issues of meetings procedure not covered in the Standing Orders;
- k) Report to the Annual General Meeting on the situation of the organisation;
- l) Chair General Meetings according to Standing Orders;
- m) Liaise [in partnership with the Vice- President] with the Strategic Advisory Group;
- n) Liaise [in partnership with the Vice- President] with the Industry Advisory Group;
- o) Assign [in partnership with the Board] administrative duties to Board members and volunteers;

- p) Personally carry out administrative duties as assigned;
- q) Manage the business of the Board;
- r) Manage the recruitment, induction, and training of Board members [in partnership with the Board];
- s) Manage [in partnership with the Board] the assessment, review and renewal of the Board;
- t) Manage the organisation's grievance procedures;
- u) Ensure the harmony of Board deliberations;
- v) Manage [in partnership with the Board] the succession of the position of Chair;
- w) In partnership with the Vice-President, serve as spokesperson for the organisation as appropriate;
- x) Promote the organisation in the community as opportunities arise;
- y) Serve [as nominated by the Board] in negotiation with other organisations;
- z) Ensure that
  - the modes of performance of all legal requirements are featured in the procedures manual;
  - the performance of all legal requirements is reported to the Board;
  - the performance of all legal requirements is fully documented.;
- aa) Ensure that all legal requirements are met;
- bb) With the Treasurer, ensure the organisation's financial control procedures are adequate and that risk management strategies are in place; and
- cc) As for Board members (below).

## 1.4 VICE-PRESIDENT

The Vice- President has the following duties —

- a) In the absence of the President, perform the President duties;
- b) Provide leadership to the organisation;
- c) Support and assist the President with their duties;
- d) Manage the business of the Board;
- e) Liaise [in partnership with the President] with the Strategic Advisory Group;
- f) Liaise [in partnership with the President] with the Industry Advisory Group;
- g) In partnership with the President, serve as spokesperson for the organisation as appropriate;
- h) Ensure [in partnership with the Board] that the organisation operates in an ethically, environmentally, and socially responsible fashion;
- i) Serve [as nominated by the Board] in negotiation with other organisations;
- j) Promote the organisation in the community as opportunities arise;
- k) Assign [in partnership with the Board] administrative duties to Board members and volunteers;
- l) Personally carry out administrative duties as assigned; and
- m) As for Board members (below).

## 1.5 SECRETARY

The Secretary has the following duties —

- (a) Dealing with the Association's correspondence;
- (b) Consulting with the president regarding the business to be conducted at each committee meeting and general meeting;
- (c) Preparing the notices required for meetings and for the business to be conducted at meetings;

- (d) Unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) Maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) Unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) Ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) Maintaining full and accurate minutes of committee meetings and general meetings; and
- (i) Carrying out any other duty given to the secretary under these rules or by the committee.

## **1.6 TREASURER**

The Treasurer has the following duties —

- (a) Ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) Ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) Ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) Ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) Ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) If the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) If the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) Providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- (i) Carrying out any other duty given to the treasurer under these rules or by the committee.

## **1.7 BOARD MEMBERS**

Board members have the following duties—

- a) In the inaugural year of foundation, members will be appointed to the Board through invitation from the President and Vice- President;
- b) On being elected to the Board, undertake induction and training procedures as provided by the Board;
- c) Consider, debate, and vote on issues before the Board on the basis of the best interests of the organisation only;
- d) Comply with the rules, policies, and standing orders of the organisation;
- e) Review and approve the organisation's Strategic Plan, and other consequential arrangements (Business Plan, Marketing Plan, etc.);
- f) Attend all meetings, or, if absolutely unavoidable, apologise in advance for absence;

- g) Where Board papers are circulated in advance of the meeting, read papers and consider issues before the meeting;
- h) Contribute to the discussion and resolution of issues at meetings and otherwise as appropriate;
- i) Serve on Board committees as required;
- j) Review and approve the organisation's systems for financial control and risk management;
- k) Undertake administrative duties as required;
- l) Understand the organisation's finances (including solvency);
- m) Promote the organisation in the community as opportunities arise;
- n) Participate enthusiastically in any fundraising approved by the Board;
- o) Avoid making any improper use of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation;
- p) Avoid making any improper use of any information acquired by virtue of their position in the organisation so as to gain any material advantage for themselves, or for any other person, or to the detriment of the organisation;
- q) If they have any direct or indirect material personal interest in any contract with the organisation, inform the Board immediately;
- r) If they have any direct or indirect material personal interest in any contract with the organisation, not vote in the Board on that issue;
- s) If they have any non-material personal conflict of interest in any matter before the Board, or believe that the perception of such a conflict might arise, inform the Board immediately and follow the Board's rulings as to proper procedure; and
- t) At all times conduct Board business politely and with consideration for others, without ill feeling, improper bias, or personal animus.

## 2.0 MEMBERSHIP

### 2.1 CLASSES OF MEMBERSHIP

The following shall be the classes of membership allowable within SIOPA:

- a) Fellow
- b) Professional
- c) Student
- d) Affiliate

### 2.2 FELLOW

- a) Any person who has an area of endorsement in Organisational Psychology is eligible to be admitted as Fellow Member of SIOPA and has five years' experience working in the field of organisational psychology.
- b) All Fellow Members shall be of equal status within SIOPA.
- c) The number of Fellow Members shall be unlimited.
- d) A Fellow Member is entitled to full voting rights.

### 2.3 PROFESSIONAL

The following persons are eligible to be admitted as Professional Members of SIOPA:

- a) Any person who has completed a Masters of Industrial and Organisational Psychology or equivalent and is currently practicing (including academic practice) in the field of organisational psychology.
- b) The number of Professional Members shall be unlimited.
- c) A Professional Member is entitled to full voting rights.

### 2.4 AFFILIATE

- a) Any person who is currently practicing in fields related to organisational psychology (such as but not limited to Coaches, Human Resources Professionals and Executive Management) and does not have a Masters of Industrial and Organisational Psychology or equivalent is eligible to be admitted as an Affiliate Member of SIOPA.
- b) The number of Affiliate Members shall be unlimited.
- c) An Affiliate Member has no voting rights.

### 2.5 STUDENT

- a) Any person who is currently enrolled in an APAC accredited degree is eligible to be admitted as Student Members of SIOPA.
- b) The number of Student Members shall be unlimited.
- c) A Student Member has no voting rights.

## 2.6 MEMBERSHIP FEES

- a) All members of SIOPA shall pay an Annual Membership Fee as may be determined by SIOPA from time to time.

## 2.7 APPLICATION FOR MEMBERSHIP

Every person who wishes to become a member must:

- a) Apply for membership to the SIOPA Board in writing:
  - i. signed by that person and by both of the members referred to in paragraph (b); and
  - ii. in such form as the SIOPA Board from time to time direct; and
- b) Be proposed by one member and seconded by another member.
- c) In the inaugural year of membership, signatures from members supporting the application will not be required.

## 2.8 ADMISSION AND REJECTION OF MEMBERS

- a) The Board must consider each application made under Rule 9 and must accept or reject that application.
- b) Upon the acceptance or rejection of an application for any class of membership and notice being provided by the Board to the Secretary, the Secretary forthwith give the applicant notice in writing of such acceptance or rejection.
- c) An applicant whose application for membership of the Association is rejected under Sub-Rule 9(5)(a) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection under Sub-Rule 9(6).
- d) When notice is given under Sub-Rule 21(d), the Association in a general meeting no later than the next Board meeting, must either confirm or set aside the decision of the Membership Portfolio holder to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.
- e) The Board will appoint a Board Member to complete the admission and rejection of membership applications. This decision will be made and minuted at a Board Meeting.

## 2.9 REGISTER OF MEMBERS

- (a) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (b) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- (c) The Secretary must cause the name of a person who dies or who ceases to be a member under Rule 12 to be deleted from the register of members referred to in Rule 16.
- (d) The onus is on members to ensure that their details are entered correctly on the website for promotional and other purposes.



## 2.10 TERMINATION OF MEMBERSHIP

- (a) Membership of the Association may be terminated upon:
  - i. Receipt of notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any fees due and payable by that person to the Association but unpaid at the date of termination; or
  - ii. non-payment by a member of his or her fees for a period of one year of the date fixed by the Board for subscriptions to be paid; or
  - iii. expulsion of a member in accordance with rule 18.
- (b) No person by reason of his having ceased to be a member shall be released from any liability from any subscription due or other sums of money due to the Association.
- (c) Any person who ceased to be a member shall cease to be entitled to or have an interest in any of the property or assets of the Association whatsoever.

## 2.11 SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION

- (a) If a member:
  - i. is convicted of an indictable offence; or
  - ii. fails to comply with any of the provisions of these Rules; or
  - iii. conducts himself/herself in a manner considered inconsistent to the aims and objectives of the Association;

the Board may resolve to expel that member from membership for such period it thinks fit subject in either case to the provisos hereinafter contained in this clause. The Board shall consider whether the member concerned should be suspended or expelled from membership of the Association.
- (b) If the Board considers that a member should be expelled from membership because his or her conduct is detrimental to the interests of the Association, the Board must communicate, either orally or in writing, to the member:
  - i. notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
  - ii. particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph (c).
- (c) At the Board meeting referred to in a notice communicated under paragraph (b), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (d) Subject to paragraph (e), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under paragraph (c).
- (e) A member who is suspended or expelled under paragraph (a) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in paragraph (d).
- (f) When notice is given under paragraph (e)-
  - i. the Board in a general meeting, must either confirm or set aside the decision of the State Council to suspend or expel the member, after having afforded the member who

- gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Board in the general meeting; and
- ii. the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel him or her is confirmed under this paragraph.

## **2.12 BOARD COMPOSITION**

The Board shall consist of the following:

- (a) A President
- (b) A Vice President
- (c) A Secretary
- (d) A Treasurer
- (e) An Immediate Past President, where applicable.
- (f) Additional members may be elected, appointed or co-opted to the Board at any time for one year or any other specified lesser period, with the approval of an absolute majority of the Board.
- (g) All these positions are elected by members pursuant to rule 36 in the constitution with the exception of the Immediate Past National President, who shall be the retiring National President and shall hold office only for the ensuing twelve (12) months.

## 3.0 CODE OF ETHICS

- 3.1 The Code of Ethics adopted by the Association will be that of the Psychology Board of Australia's Code of Ethics for the profession.
- 3.2 All members joining the must sign a statement that they have read the Code of Ethics adopted by the Association and agree to abide by its Rules.
- 3.3 Complaints about breaches of the Code of Ethics must be first brought to the attention of the member concerned. Then a complaint or charge about unethical conduct of a member may be presented to the Board in writing with full details, and this will be considered by an Ethics Committee consisting of the President and two other members nominated by the Board.
- 3.4 In considering such a complaint the Board will be guided by the Code of Ethics, and will only proceed if these procedures have been complied with.
- 3.5 On the basis of the information available the Ethics Committee will recommend to the Board whether the member be exonerated, reprimanded, suspended from membership or expelled.

## 4.0 ANNUAL GENERAL MEETING

- 4.1 An Annual General meeting of the Association shall meet at least annually with agendas pre-distributed with sufficient notice to members.
- 4.2 The Annual General Meeting of the Association shall be convened on such date, at such place and time as the Association thinks fit.
- 4.3 In addition to any other business which may be transacted at an Annual General Meeting the business of an Annual General meeting shall be:
  - i. To confirm the minutes of the last preceding Annual General Meeting.
  - ii. To receive reports upon the activities of the Association during the last preceding financial year.
  - iii. To elect the Officer Bearer positions of the Board pursuant to rule 36 of the Constitution.
  - iv. To receive and consider the statements that are required to be submitted to members pursuant to the relevant sections of the Constitution.
  - v. An Annual General Meeting shall be specified as such in the notice convening it.
- 5 No business shall be transacted at any Annual General meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 6 Subject to the Constitution, four members present in person and entitled to vote shall constitute a quorum.
- 7 If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members shall be dissolved. In any other case, it shall stand adjourned until such day and at such time and place the President shall determine (but not before at least an hour has transpired since the adjournment).
- 8 If at the adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting, the ordinary members present shall constitute a quorum. Provided the number of such members is not less than three.
- 9 The President shall preside as chairman at every Annual General meeting or in the event of his absence, the Vice President;
- 10 The chairperson of a meeting may, during the course of that meeting, request that another member of the Board present at the Annual General meeting act as chairman for a specified session of the Annual General meeting.
- 11 The chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no unfinished business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 12 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an ordinary meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
- 13 At any Annual General meeting a resolution put to the vote of the meeting shall be decided on the show of hands.
- 14 In the case of an equality of votes, the vote shall be lost.
- 15 At any Annual General meeting each member entitled to vote shall have one vote and may vote in person or by proxy and on a show of hands every person present who is a member or a representative of a member shall have one vote. A "member" means a member appointed pursuant to rule 11 of the constitution.

- 16 No member shall be entitled to vote or appoint a proxy to vote on his or her behalf at any Annual General meeting unless his or her Annual Membership Fee and all other sums payable by him or her have been paid to the Association.
- 17 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meetings shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting session whose decision shall be final and conclusive.
- 18 The Instrument appointing a proxy shall be in writing or in the common or usual form under the hand of the appointer. A proxy must be a member of the Association.
- 19 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form following or in a form as near thereto as circumstances permit.

**The Society for Industrial and Organisational Psychology Australia Incorporated**

**APPOINTMENT OF PROXY**

I, [INSERT MEMBER’S NAME], of [INSERT MEMBER’S ADDRESS], being a member of The Society for Industrial and Organisational Psychology Australia Incorporated, appoint [INSERT PROXY’S NAME], who also is a member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: *(Tick only ONE of the following)*

at the general meeting/s (and any adjournments of the meeting/s) on

.....

*(Insert relevant date/s)*

**OR**

in relation to the following resolutions and/or nominations

|                   |                 |
|-------------------|-----------------|
| <b>In favour:</b> | <b>Against:</b> |
|                   |                 |

*(Insert resolution Nos, brief description or nominees’ name/s)*

**Signature:**..... **Date:**.....

(of Member appointing Proxy)

- 20 The instrument appointing a proxy shall be deposited with the Secretary as soon as conveniently possible after the proxy has arrived at the place of the Annual General meeting and before the start of business.
- 21 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument if no intimation in writing of such death unsoundness of mind or revocation has been received by the Secretary before the commencement of the Annual General Meeting or adjourned Annual General Meeting at which the instrument is used.