

RULES OF THE JAPANESE STUDIES ASSOCIATION OF AUSTRALIA **INCORPORATED**

PRELIMINARY

1 NAME

The name of the association shall be the Japanese Studies Association of Australia Incorporated (hereafter the JSAA Inc.).

2 OBJECTS AND POWERS

The JSAA Inc. is established to encourage the study, research and teaching of Japanese Studies including the anthropology, economics, geography, history, language, law, linguistics, politics, sociology, literature or other aspects of Japanese society or culture. To achieve these objects, the JSAA Inc. may convene conferences and seminars, sponsor a research journal, extend invitations to distinguished scholars of the region to visit and lecture in Australia and undertake any other activities deemed appropriate by the Executive Committee or the members of the JSAA Inc. at a General Meeting.

3 INTERPRETATION

- (1) In these rules, unless a contrary intension appears – “financial year” means the year ending 30 June;
“member” means a member, however described, of the JSAA Inc.;;
“Secretary-Treasurer” means the person holding office under these rules as Secretary-Treasurer of the JSAA Inc. or, where no such person holds that office, the public officer of the JSAA Inc.;;
“the Act” means the Associations Incorporation Act 1991 (ACT);
“the Regulations” means the Associations Incorporation Regulations (ACT).
- (2) In these rules -
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the Interpretation Act 1901 (Cth) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

MEMBERSHIP

4 MEMBERSHIP QUALIFICATIONS

- (1) The membership of the JSAA Inc. shall be open to all who study, research, teach or possess a professional interest in Japanese Studies.
- (2) All applications for membership shall be in the form prescribed by the Executive Committee and be accompanied by the prescribed membership fee.

5 CATEGORIES OF MEMBERS

There shall be three categories of members:

- (1) ordinary members, who shall comprise such persons as wish to join the JSAA Inc. and have paid the annual subscription fee fixed by the JSAA Inc.
- (2) student members, who shall comprise such full or part time secondary and tertiary students not in receipt of a full time income, as wish to join the JSAA Inc. and have paid the annual student subscription fee fixed by the JSAA Inc. for student members. Student members shall enjoy all the rights and privileges of membership but shall not hold office in the JSAA Inc. except that one member of the Executive Committee shall be a student member of the JSAA Inc.
- (3) corporate members, who shall comprise such learned institutions, academic bodies and other interested organisations who wish to join the JSAA Inc. and have paid the annual corporate subscription fee fixed by the JSAA Inc. for corporate members. Corporate members may appoint one person to attend meetings, including General Meetings and Annual General Meetings as the delegate of the organisation. Such a delegate shall be entitled to exercise the voting rights of the member organisation. Corporate members shall enjoy all the rights and privileges of membership but shall not be elected to a position of the executive of the JSAA Inc.

6 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right or privilege which a person or organisation has by virtue of being a member of the JSAA Inc. –

- (a) is not capable of being transferred or transmitted to another person or organisation; and
- (b) terminates upon cessation of that person's or organisation's membership.

7 CESSATION OF MEMBERSHIP

- (1) A person or organisation shall cease to be a member of the JSAA Inc. if:
 - (a) that person or organisation has membership fees in arrears for a period of three months or more; or
 - (b) that person or organisation resigns membership by giving notice in writing to the Secretary-Treasurer, in which case resignation shall take effect from the time such notice is received by the Secretary-Treasurer, unless a later date is specified in the notice, in which case resignation shall take effect from the specified date; or
 - (c) if the member is expelled from the JSAA Inc. in accordance with Rule 10;
or
 - (d) that person dies or, in the case of an organisation, is wound up.
- (2) Where a person ceases to be a member of the JSAA Inc., the Secretary-Treasurer shall record this appropriately in the File of membership forms.

8 MEMBERSHIP FEES

- (1) Every member shall pay an annual membership fee for their respective category of membership.
- (2) The membership fees shall be such sums determined at the inaugural meeting of the JSAA Inc. and shall be reviewable at any General Meeting of the JSAA Inc. Differentiated individual, student and corporate membership fees may be imposed.

9 MEMBERS' LIABILITY

The liability of a member to contribute towards the payment of the debts and liabilities of the JSAA Inc. or the costs, charges and expenses of the winding up of the JSAA Inc. is limited to the amount, if any, unpaid by the member in respect of membership of the JSAA Inc., as required by Rule 8.

10 DISCIPLINING OF MEMBERS

- (1) Where the Executive Committee determines that a member's conduct is injurious or prejudicial to the character or interests of the JSAA Inc., it may resolve to terminate that person's or organisation's membership.
- (2) In such a case, the member concerned shall be given a full and fair opportunity to present a case in writing, orally or both against the termination of membership at the meeting of the Executive Committee considering the termination of such member's membership.
- (3) If the Executive Committee resolves to terminate the membership, the Secretary-Treasurer shall advise of such termination in writing.

11 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the other members of the JSAA Inc. against a resolution of the Executive Committee made under Rule 10, within 7 days after receiving notice of such resolution, by lodging with the Secretary-Treasurer notice to this effect.
- (2) Upon receipt of such notice, the Secretary-Treasurer shall convene a General Meeting of the JSAA Inc. to be held within two months after the date on which the Secretary-Treasurer received the notice or as soon as possible after that date.
- (3) Subject to Section 50 of the Act, at a General Meeting of the JSAA Inc. convened for this purpose –
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Executive Committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution of the Executive Committee to terminate the person's or organisations' membership shall be revoked.

THE EXECUTIVE COMMITTEE

12 POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee, subject to the Act, the Regulations, these Rules and to any other resolution passed by the JSAA Inc. in General Meeting –

- (a) shall control and manage the affairs of the JSAA Inc.;
- (b) may exercise all such functions as may be exercised by the JSAA Inc. other than those functions that are required by these Rules to be exercised by the JSAA Inc. in General Meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the JSAA Inc.

13 THE EXECUTIVE COMMITTEE

- (1) The Executive Committee shall comprise eight members, of whom seven shall be ordinary members and one shall be a student member of the JSAA Inc.
- (2) The Executive Committee shall consist of the following positions:
 - (a) one President of the JSAA Inc., elected by the ordinary members of the JSAA Inc.;
 - (b) one Secretary-Treasurer of the JSAA Inc., elected by the ordinary members of the JSAA Inc.;
 - (c) one student Executive Committee member, elected by the student members of the JSAA Inc.;
 - (d) four ordinary Executive Committee members, elected by the ordinary members of the JSAA Inc, of which one shall be, if available, the immediate Past-President of the JSAA Inc. and
 - (e) the Editor of the Journal, referred to in Rule 29.
- (3) The Executive Committee shall have the power to appoint corresponding members to assist in its work. Corresponding members shall be non-voting members of the Executive Committee.
- (4) In the event of a vacancy in the membership of the Executive Committee, the Executive Committee shall have the power to co-opt a member of the JSAA Inc. to fill the vacancy. The co-opted member's term on the Executive Committee shall end when the term of office of the current Executive Committee ends.

14 ELECTION OF EXECUTIVE COMMITTEE

- (1) An election for the Executive Committee shall be held every two years.
- (2) The Secretary-Treasurer shall call for nominations for election to the positions on the Executive Committee at least one month prior to the ballot.
- (3) Nominations of candidates shall be made in writing, signed by one member of the JSAA Inc. and accompanied by the written consent of the candidate. Nominations shall be delivered to the Secretary-Treasurer at least 7 days prior to the ballot.
- (4) The election shall be by secret ballot in such form determined by the Executive Committee.
- (5) If insufficient nominations are received to fill all positions on the Executive Committee, the candidates nominated shall be deemed to be elected and nominations shall be re-opened by the Secretary-Treasurer, to fill the remaining positions.
- (6) If insufficient further nominations are received, any vacant positions remaining on the Executive Committee shall be deemed to be vacancies.
- (7) Where the Secretary-Treasurer is a candidate in the ballot, the Executive Committee may appoint another person to act as returning officer for the election.

15 THE SECRETARY-TREASURER

- (1) The Secretary-Treasurer shall:
 - (a) be the public officer of the JSAA Inc. Where the Secretary-Treasurer is not a resident of the Australian Capital Territory, the Executive Committee shall appoint an ordinary member of the JSAA Inc. who is a resident of the Australian Capital Territory to be its Public Officer.
 - (b) nominate his or her address as the registered office of the JSAA Inc. Where the Secretary-Treasurer is not a resident of the Australian Capital Territory, the Executive Committee shall nominate the address of the public officer (appointed under Subrule 15(1)(a)) as the registered office of the JSAA Inc.;

- (c) keep minutes of all elections and appointments of members of the Executive Committee;
 - (d) keep minutes of all proceedings at Executive Committee meetings, General Meetings and Annual General Meetings of the JSAA Inc. The minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the following meeting;
 - (e) collect and receive all monies due to the JSAA Inc. and make all payments authorized by the JSAA Inc. and
 - (f) keep correct accounts and books showing the financial affairs of the JSAA Inc. with full details of all receipts and expenditures connected with the activities of the JSAA Inc.
- (2) The Executive Committee may allocate funds for administrative assistance for the Secretary-Treasurer to carry out their duties for the JSAA Inc.

16 VACANCIES

For the purpose of these rules, a vacancy in the office of a member of the Executive Committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the JSAA Inc.;
- (c) resigns from office;
- (d) suffers from mental or physical incapacity;
- (e) is disqualified from office under Section 63(1) of the Act; or
- (f) is absent without the consent of the Executive Committee from all meetings of the Executive Committee for a period of twelve months.

17 RESIGNATION OF MEMBERS OF EXECUTIVE COMMITTEE

A member of the Executive Committee may resign from membership of the Executive Committee at any time by giving notice in writing to the Secretary-Treasurer. Resignation shall take effect from the time such notice is received by the Secretary-Treasurer, unless a later date is specified in the notice, in which case resignation shall take effect from that later date.

18 FUNCTIONS OF THE EXECUTIVE COMMITTEE

Except as otherwise provided by these Rules and subject of resolutions of the members of the JSAA Inc. carried at any General Meeting, the Executive Committee:

- (a) shall have the general control and management of the administration of the affairs, property and funds of the JSAA Inc.;
- (b) may exercise all functions as may be exercised by the JSAA Inc., other than those functions which are required by these Rules to be exercised by the JSAA Inc. in a General Meeting; and
- (c) has the power to perform all such acts and do all such things as appear to the Executive Committee to be necessary for the proper management of the affairs of the JSAA Inc.

19 MEETINGS OF EXECUTIVE COMMITTEE

- (1) The Executive Committee shall meet at least once every twelve months to exercise its functions.

- (2) A special meeting of the Executive Committee shall be convened by the Secretary-Treasurer on a requisition in writing by not less than three members of the Executive Committee. Such requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Executive Committee, a simple majority of the number of members elected to (or, in the case of filled vacancies, appointed to) the Executive Committee shall constitute a quorum.
- (4) Subject to Sub-Rule 19(3), the Executive Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Executive Committee shall be decided by:
 - (a) a consensus;
 - (b) if, in the view of the Chair, a consensus has not been achieved after a reasonable discussion, a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative;
 - (c) if requested by any member of the Executive Committee, the vote shall be by way of secret ballot and the meeting shall appoint two persons to conduct the secret ballot.
- (5) A member of the Executive Committee shall not vote in respect of any contract or any proposed contract with the JSAA Inc. in which such member has an interest, or any matter arising out of an interest, and if such member does vote, the vote shall not be counted.
- (6) Not less than 14 days notice shall be given by the secretary to members of the Executive Committee of any special meeting of the Executive Committee. Such notice shall clearly state the nature of the business to be transacted at the special meeting.
- (7) Any meeting of the Executive Committee shall appoint a Chairperson.
- (8) If within half an hour from the time appointed for the commencement of a meeting of the Executive Committee, a quorum is not present, the meeting, if convened upon the requisition of members of the Executive Committee, shall lapse. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the commencement of the meeting, the meeting shall lapse.

20 CORRECTION OF IRREGULARITIES

All acts done by any meeting of the Executive Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Executive Committee or the member acting as aforesaid, or that any of the members of the Executive Committee were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.

GENERAL AND ANNUAL GENERAL MEETINGS

21 ANNUAL GENERAL MEETINGS – HOLDING OF

- (1) With the exception of the first Annual General Meeting of the JSAA Inc., the JSAA Inc. shall, at least once within each calendar year and within the period of 5 months after the expiration of each financial year, convene an Annual General Meeting of the members of the JSAA Inc. In those years when the JSAA Inc. convenes its Biennial Conference, the Annual General Meeting shall be held at the conference.
- (2) The JSAA Inc. shall hold its first Annual General Meeting:
 - (a) within a period of 18 months after its incorporation under the Act; and

- (b) within the period of 5 months after the expiration of the first financial year of the JSAA Inc.
- (3) Sub-Rules 22(1) and 22(2) have effect subject to the powers of the Registrar of Incorporated Associations under Section 120 of the Act in relation to extensions of time.

22 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- (1) The Annual General Meeting of the JSAA Inc. shall, subject to the Act, be convened on such date and at such place as the Executive Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting; and
 - (b) to receive from the Executive Committee reports on the activities of the JSAA Inc. during the last preceding financial year; and
 - (c) to receive and consider the statement of accounts and reports that are required to be submitted to members pursuant to Subsection 73(1) of the Act.
- (3) The Secretary shall give notice of an Annual General Meeting to every member of the JSAA Inc.

23 REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

The JSAA Inc. in General Meeting may by resolution, subject to Section 50 of the Act, remove any member of the Executive Committee from the office of member of the Executive Committee before the expiration of the member's term of office.

24 GENERAL MEETINGS – CALLING OF

- (1) The Executive Committee may, whenever it thinks fit, convene a General Meeting of the JSAA Inc.
- (2) The Executive Committee shall, on the requisition in writing signed by of not less than ten members of the JSAA Inc. and lodged with the Secretary-Treasurer, convene a General Meeting. Such requisition shall clearly state the reasons why such a meeting is being convened and the nature of the business to be transacted thereat.
- (3) If the Executive Committee fails to convene a General Meeting within two months of the lodgment of a requisition for a General Meeting, any one or more members who made the requisition may convene a General Meeting to be held not later than 3 months after that date.
- (4) A General Meeting referred to in Rule 24(3) shall be convened as nearly as practicable in the same manner as General Meetings are convened by the Executive Committee and any member who thereby incurs a reasonable expense is entitled to be re-imbursed by the JSAA Inc.
- (5) The Executive Committee shall convene a General Meeting in accordance with Rules 10 and 11, on being given notice in writing of an intension to appeal against the decision of the Executive Committee to terminate the membership of any person.
- (6) The Executive Committee shall convene at least one General Meeting each financial year.

25 NOTICE

- (1) The Secretary-Treasurer shall convene all General Meetings of the JSAA Inc. by giving not less than 14 days notice of any such meeting to the members of the JSAA Inc.

- (2) The manner by which such notice shall be given shall be determined by the Executive Committee, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the termination of such member's membership by the Executive Committee, shall be given in writing.
- (3) Notice of any General Meeting shall clearly state the nature of the business to be transacted thereat.

26 GENERAL MEETINGS – PROCEDURE AND QUORUM

- (1) No item of business shall be transacted at a General or Annual General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present is person constitute a quorum for the transaction of the business of a General Meeting and Annual General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and at the same place, unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to the members given before the day to which the meeting is adjourned. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall constitute a quorum.
- (4) The business of a General Meeting of the JSAA Inc. shall be:
 - (a) to confirm the minutes of the previous General Meeting of the JSAA Inc.;
 - (b) to deal with any question, matter or resolution raised by a member of the JSAA Inc. including such matters of which the Secretary has received notice in advance of the meeting and matters raised at the meeting.

27 PRESIDING MEMBER

- (1) The President of the JSAA Inc., or in the absence of the President, the Secretary-Treasurer shall preside at each General Meeting of the JSAA Inc.
- (2) If the President and Secretary-Treasurer are absent from a General Meeting, the members present shall elect one of their members to preside at the meeting.

28 PROCEDURE AT GENERAL MEETINGS

- (1) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- (2) Every question, matter or resolution shall be decided by:
 - (a) a consensus;
 - (b) if a consensus cannot be achieved after reasonable discussion a majority of votes and in the case of equality of votes, the question shall be deemed to be decided in the negative; and
 - (c) voting shall be by show of hands unless a secret ballot is requested by any member in which event there shall be a secret ballot. The meeting shall appoint two persons to conduct the secret ballot.
- (3) Where the meeting is called to vote on a question, matter or resolution, votes shall be given personally or by proxy, but no members may hold more than 5 proxy votes.

29 APPOINTMENT OF PROXY VOTES

Each member shall be entitled to appoint another member as proxy in writing, and given to the Chairperson of the meeting at the commencement of the meeting in respect of which the proxy is appointed. Such proxies shall be limited to matters raised in the notice provided to members and shall be in the form prescribed in the Appendix.

30 JOURNAL

- (1) The Executive Committee of the JSAA Inc. may determine to publish a journal.
- (2) Ordinary members seeking appointment as Editor shall present to the Executive Committee a business plan for the period of editorship.
- (3) The Editor of such journal shall be appointed by the Executive Committee for a period of two years. The Editor may be reappointed for additional terms as Editor. On the appointment of a new Editor, the incoming and outgoing Editors shall serve for an additional overlapping period to be determined by the Executive. The Editor shall assemble a team of area editors, then the Executive Committee shall appoint them.
- (4) The Editor of such journal shall have ex officio rights on the Executive Committee.
- (5) The Executive Committee shall establish a Board of Management for such Journal, which shall oversee the publication policy, sources of finance and expenditure necessary for such journal and any other publications produced by the JSAA Inc. The JSAA Inc. may allocate funding for the production, publication and distribution of such journal.
- (6) Annual subscription fees to the JSAA Inc. shall include a subscription to such journal.
- (7) The accounts for such journal shall be maintained separately from the accounts of the JSAA Inc. The Editor of such journal shall be responsible for maintaining the accounts of such journal, which shall be submitted annually for approval by the Executive Committee.
- (8) Provision may be made for separate subscription to the journal, provided that such subscription fee is always greater than the subscription fee for ordinary membership of the JSAA Inc.

MISCELLANEOUS

31 FUNDS - SOURCE

- (1) The funds of the JSAA Inc. shall be derived from annual subscriptions of members, donations, and, subject to any resolution passed by the JSAA Inc. in General Meeting and subject to Section 114 of the Act, such other sources as the Executive Committee determines.
- (2) All money received by the JSAA Inc. shall be deposited as soon as practicable and without deduction to the credit of the JSAA Inc.'s bank account.
- (3) The JSAA Inc. shall, as soon as practicable after receiving the money, issue an appropriate receipt.

32 FUNDS - MANAGEMENT

- (1) Subject to any resolution passed by the JSAA Inc. in General Meeting, the funds of the JSAA Inc. shall be used in pursuance of the objects of the JSAA Inc. in such manner as the Executive Committee determines.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Executive Committee, being members of the Executive Committee authorized to do so.

33 RESTRICTION ON PROFITS

The income and assets of the JSAA Inc. shall be applied exclusively to the objects of the JSAA Inc., and no portion thereof shall be paid or applied directly or indirectly to the members (except by way of bona fide compensation for services actually rendered to the JSAA Inc. or by way of re-imbusement for authorized expenses incurred on its behalf).

34 ALTERATION OF OBJECTS AND RULES

Neither the objects of the JSAA Inc. nor these Rules shall be altered except in accordance with the Act.

35 COMMON SEAL

- (1) The Common Seal of the JSAA Inc. shall be kept in the custody of the Secretary-Treasurer.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal shall be the signature either of two members of the Executive Committee or of one member of the Executive Committee and the Secretary-Treasurer.

36 CUSTODY OF BOOKS

Subject to the Act, the Regulations and these Rules, the Secretary shall keep in his or her custody or under his or her control, all records, books and other documents relating to the JSAA Inc.

37 INSPECTION OF BOOKS

The records, books or other documents of the association shall be open to inspection free of charge to a member of the JSAA Inc. at any reasonable hour.

38 SERVICE OF NOTICES

- (1) For the purpose of these Rules, a notice may be served by or on behalf of the JSAA Inc. upon any member either personally or by sending it by post to the member at the member's address on the application for membership.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

39 SURPLUS PROPERTY

At the first General Meeting of the JSAA Inc., the JSAA Inc. shall pass a special resolution nominating –

- (a) another association for the purpose of Paragraph 92(1)(a) of the Act; or
(b) a fund, authority or institution for the purpose of Paragraph 92(1)(a) of the Act.

40 OTHER ORGANISATIONS

The JSAA Inc. shall maintain an affiliation with the Asian Studies Association of Australia and other relevant organisations and associations.