



INTERNATIONAL COUNCIL OF MULTIPLE BIRTH ORGANISATIONS Rules of the Association

PART A – PRELIMINARY

1. Name

- 1.1 The name of the association is International Council of Multiple Birth Organisations (ICOMBO) (hereinafter called the Association).
- 1.2 The Association was formed at the Congress of the International Society for Twin Studies (ISTS) held in Jerusalem, Israel in 1980 as Council of Multiple Birth Organisations (COMBO), with the name changed to International Council of Multiple Birth Organisations (ICOMBO) at the Congress of the International Society for Twin Studies held in Seoul, South Korea, in 2010.
- 1.3 The registered office of the Association shall be situated in Australia at such place as the Board may from time to time determine.

2. Objectives

The objectives of the Association are to:

- 2.1 Promote the principles detailed in the Declaration of Rights and Statement of Needs of Twins and Higher Order Multiples.
- 2.2 Provide information, guidance and advocacy to our member organisations and families with multiples.
- 2.3 Build connections with multiples groups worldwide as well as other organisations and professionals of relevance to the multiple community.
- 2.4 Maintain a strong link with our umbrella organisation, the International Society for Twin Studies (ISTS).
- 2.5 Conduct and participate in ethical research projects for the benefit of multiples and their families and disseminate the findings.

3. Financial year

The financial year of the Association shall be each period of 12 months ending on 31 December.

4. Definitions

In these rules, unless a different intention appears—

- **Board** means the committee of management of the Association.
- **General meeting** means a general meeting of the members of the Association convened in accordance with Part C and includes annual general meetings, special general meetings and disciplinary appeal meetings.
- **Member** means an organisation or individual that has been admitted as a full member of the Association.
- **Multiple birth** means when conception results in more than one baby in the same pregnancy, regardless of the outcome of the pregnancy.
- **Special resolution** means any resolution that requires not fewer than three quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.
- **The Act** means the Associations Incorporation Reform Act 2012 (Victoria, Australia) and includes any regulations made under that Act.

PART B – MEMBERSHIP, DISCIPLINARY PROCEDURES, GRIEVANCES

5. Membership

- 5.1 Membership of the Association is open to any organisation or individual worldwide that has an interest in the health and wellbeing of multiple birth individuals and their families. An organisation or individual that applies for membership as explained in these rules is eligible to be a member of the Association on payment of annual dues and acceptance of the Association rules. Voting entitlements shall be in accordance with rule 14.
- 5.2 The rights and privileges of membership of the Association shall be determined by the Board from time to time.
- 5.3 The Board must keep a register of membership of the Association.

- 5.4 Subject to rule 8, the Board shall have the power to terminate a member guilty of conduct that is detrimental to the best interests of the Association. The Chair shall send written notification of this action to the member.
- 5.5 Honorary life membership of the Association may be granted to an individual who has given exemplary service to the Association over a period in excess of ten years. Honorary life membership shall not include membership to ISTS. Honorary life membership would be conferred after a private and confidential vote of financial members has been conducted and 75% of the votes are in favour.

6. Membership fees

- 6.1 All members shall pay annual membership dues to the Association. The fees will be determined by the Board and accepted by the membership at each annual general meeting.
- 6.2 There shall be no entrance fee for membership of any class of the Association.
- 6.3 Membership fees shall be due and payable on 1st January.
- 6.4 If a member fails to pay annual dues on or before the 31st of March, it shall on that date cease to be a financial member for that year.
- 6.5 Only financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to vote on a motion at any general meeting of the Association.
- 6.6 The first year of membership fees may be waived for new member organisations by agreement by the Board.
- 6.6.1 Member organisations from economically developing countries may have their fees waived or reduced in subsequent years, after consultation by the ICOMBO Board. Waiver or reduction of fees will be reviewed annually by the COMBO Board.
- 6.6.2 Member organisations who are subject to fee waiver have the right to vote on a motion at any general meeting of the Association.

7. Cessation of membership

- 7.1 The membership of a person or organisation ceases on resignation, expulsion (in accordance with rule 8) or death.

- 7.2 A member may resign from the Association at any time by giving notice in writing to the Chair.
- 7.3 A member is taken to have resigned if the annual fee is more than 3 months in arrears.

8. Disciplinary action

- 8.1 The Association may take disciplinary action against a member in accordance with this rule if it is determined that the member:
 - 8.1.1 has failed to comply with these rules; or
 - 8.1.2 refuses to support the purposes of the Association; or
 - 8.1.3 has engaged in conduct prejudicial to the Association.

- 8.2 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member. The members of the disciplinary subcommittee:
 - 8.2.1 may be board members, members of the Association or anyone else; but
 - 8.2.2 must not be biased against, or in favour of, the member concerned or have any other conflict of interest.

- 8.3 Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - 8.3.1 stating that the Association proposes to take disciplinary action against the member;
 - 8.3.2 stating the grounds to the proposed disciplinary action;
 - 8.3.3 specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting);
 - 8.3.4 advising the member that they may do one or both of the following:
 - 8.3.4.1 attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - 8.3.4.2 give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - 8.3.5 setting out the members' appeal rights under rule 9.8.
 - 8.3.6 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

- 8.4 At the disciplinary meeting, the disciplinary subcommittee must:
 - 8.4.1 give the member an opportunity to be heard; and
 - 8.4.2 consider any written statement submitted by the member.

- 8.5 After complying with subrule 8.4, the disciplinary subcommittee may:
- 8.5.1 take no further action against the member; or
 - 8.5.2 subject to rule 8.6 –
 - 8.5.2.1 reprimand the member; or
 - 8.5.2.2 suspend the membership rights of the member for a specified period; or
 - 8.5.2.3 expel the member from the Association.
- 8.6 The disciplinary subcommittee may not fine the member.
- 8.7 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.
- 8.8 A person whose membership rights have been suspended or who has been expelled from the Association under rule 8.5 may give notice to the effect that they wish to appeal against the suspension or expulsion.

9. Appeal rights

- 9.1 A member whose membership rights have been suspended, or who has been expelled from the Association under rule 8, may give notice to the effect that they wish to appeal against the suspension or expulsion.
- 9.2 The notice must be in writing and given –
- 9.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the member is taken; or
 - 9.2.2 to the Secretary no later than 48 hours after the vote.
- 9.3 If a member has given notice under subrule 9.2, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days after the notice is received.
- 9.4 Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must –
- 9.4.1 specify the date, time and place of the meeting; and
 - 9.4.2 state –
 - 9.4.2.1 the name of the member against whom the disciplinary action has been taken;
 - 9.4.2.2 the grounds for taking that action; and

- 9.4.2.3 that at the disciplinary appeal meeting, those members present must vote on whether the decision to suspend or expel the person shall be upheld or revoked.
- 9.5 Conduct of a disciplinary appeal meeting
 - 9.5.1 At a disciplinary appeal meeting:
 - 9.5.1.1 no business other than the question of the appeal may be conducted;
 - 9.5.1.2 the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - 9.5.1.3 the person whose membership has been suspended or who has been expelled must be given the opportunity to be heard.
 - 9.5.2 After complying with subrule 9.5.3, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
 - 9.5.3 A member may not vote by proxy at the meeting.
 - 9.5.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

10. Grievance procedure

- 10.1 The grievance procedure set out in this rule applies to disputes under these rules between:
 - 10.1.1 a member and another member; or
 - 10.1.2 a member and the Board; or
 - 10.1.3 a member and the Association.
- 10.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 10.3 The parties in the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 10.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 10.5 The mediator must be:
 - 10.5.1 a person chosen by agreement between the parties; or
 - 10.5.2 in the absence of an agreement:

- 10.5.2.1 in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - 10.5.2.2 in the case of a dispute between a member and the Association, a person who is a mediator appointed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 10.6 A member of the Association can be a mediator.
- 10.7 The mediator cannot be a member who is a party to the dispute.
- 10.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 10.9 The mediator, in conducting the mediation, must:
- 10.9.1 give the parties to the mediation process every opportunity to be heard;
 - 10.9.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 10.9.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 10.10 The mediator must not determine the dispute.
- 10.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART THREE – GENERAL MEETINGS OF THE ASSOCIATION

11. Use of technology

- 11.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 11.2 A member participating in a general meeting as permitted under subrule 11.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

12. Annual general meetings

- 12.1 The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

- 12.2 The Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- 12.3 The Board shall determine the date, time and place of the annual general meeting.
- 12.4 The ordinary business of the annual general meeting is as follows:
 - 12.4.1 to confirm the minutes of the previous annual general meeting and of any special general meetings held since then;
 - 12.4.2 to receive and consider:
 - 12.4.2.1 the annual report of the Board on the activities of the Association during the preceding financial year; and
 - 12.4.2.2 the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - 12.4.3 to elect the members of the Board, in accordance with rule 18; and
 - 12.4.4 to confirm or vary the amounts of the annual subscription fee.
- 12.5 The annual general meeting may also conduct any other business of which notice has been given, in accordance with these rules.

13. Special general meetings

- 13.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 13.2 A special general meeting or an annual general meeting of the Association will be held in concurrence with each congress of the International Society for Twin Studies. All other meetings shall be held using electronic means.
- 13.3 The Board may, whenever it thinks fit, convene a special general meeting of the Association. There shall be a minimum of one special general meeting in each calendar year. This meeting is in addition to the annual general meeting.
- 13.4 Members will be notified of the special general meeting at least 14 days prior to the meeting date, 21 days if a special resolution has been proposed. The notice must state the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 13.5 The ordinary business of the special general meeting shall be:
 - 13.5.1 to confirm the minutes of the previous special general meeting;
 - 13.5.2 to review the work of the Association; and
 - 13.5.2 to conduct business of the Association.

- 13.6 A decision of a special general meeting other than on a special resolution shall be by a simple majority of those members present and voting. A special resolution shall require a majority of 75% of members present and voting.
- 13.7 In addition to certain matters specified in the Act, a special resolution is required:
- 13.7.1 to remove a Board member from office; or
 - 13.7.2 to alter these rules, including changing the name or any of the objectives of the Association.

14. Special general meetings held at the request of members

- 14.1 The board must convene a special general meeting if a request to do so is made in accordance with subrule 14.2 by at least 10% of the total number of members.
- 14.2 A request for a special general meeting must –
- 14.2.1 be in writing; and
 - 14.2.2 state the business to be considered at the meeting and any resolutions to be proposed; and
 - 14.2.3 include the names and signatures of the members requesting the meeting; and
 - 14.2.4 given to the Secretary.
- 14.3 If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 14.4 A special general meeting convened by members under subrule 14.3 –
- 14.4.1 must be held within 3 months after the date on which the original request was made; and
 - 14.4.2 may only consider the business stated in that request.
- 14.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule 14.3.

15. Proceedings at special general meetings

- 15.1 No business shall be transacted at any special general meeting unless a quorum is present at the time when the meeting proceeds to business. Delegates from 10% of the members constitute a quorum.
- 15.2 If a quorum is not present within thirty minutes from the time appointed for the meeting, the meeting shall be adjourned to such other time and place as the delegates

present determine. If at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting; the member delegates present (not fewer than five persons in number) shall be a quorum.

- 15.3 The ICOMBO Chair must preside at every special general meeting of the Association, or if the Chair is not present, a member of the Board shall preside.

16. Voting at meetings including annual general meeting

- 16.1 Upon any resolution arising at a meeting of the Association:

16.1.1 each individual and professional member has one vote only; and

16.1.2 the designated voting member of a multiple birth organisation has three votes.

- 16.2 Proxy votes are allowed.

- 16.3 In the event of a written ballot, the Vice-Chair:

16.3.1 is responsible for the count and may appoint assistants; and

16.3.1 announces the voting results and arranges for disposal of the papers.

- 16.3 If a resolution arising at a meeting of the Association is determined on a show of hands, a declaration by the Chair that a resolution has been carried or lost is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

- 16.4 A member is not entitled to vote at a meeting unless membership dues to the Association are paid in respect of the current financial year, or their membership dues have been waived for the current financial year.

PART FOUR – THE BOARD

17. The Board

- 17.1 The affairs of the Association shall be managed by a Board consisting of a minimum of four elected officers and one appointed officer. Officers shall be elected by the members during each annual general meeting.

- 17.2 Elected officers shall be a: Chair, Vice-Chair, Treasurer, Secretary and a number of other officers, as determined by the Board prior to the annual general meeting.

- 17.3 The Chair will appoint a Past Chair to serve as a member of the board.
- 17.4 The term of office for each member of the Board shall be two years.
- 17.5 A board member may resign from the Board by written notice addressed to the Board.
- 17.6 A person ceases to be a Board member if they –
- 17.6.1 cease to be a member of the Association; or
 - 17.6.2 fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence.; or
 - 17.6.3 is removed from office by a special resolution; or
 - 17.6.3 becomes insolvent; or
 - 17.6.4 becomes of unsound mind; or
 - 17.6.5 otherwise ceases to be a Board member by operation of section 78 of the Act.
- 17.7 A Board member may not hold the position of Secretary if they do not reside in Australia.
- 17.8 In the event of a casual vacancy in any office, the Board may appoint a member to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting following the date of the appointment. The Association may from time to time, by ordinary resolution passed at a special general meeting, increase or reduce the number of officers on the Board.

18. Election of officers

- 18.1 Nominations of candidates for election as officers of the Association will be solicited from the membership at least 2 months prior to each annual general meeting.
- 18.2 A candidate may be nominated for one or more offices.
- 18.3 If insufficient nominations are received to fill all vacancies on the Board, further nominations may be received at the annual general meeting.
- 18.4 The ballot for the election of officers must be conducted at the annual general meeting.

19. Minutes of meetings

- 19.1 The Vice-Chair of the Association must keep minutes of the resolutions and proceedings of each general meeting and board meeting, together with a record

of the names of persons present and organisations represented. In the absence of Vice-Chair, a member can be appointed from those in attendance at the meeting.

- 19.2 The minutes of all general meetings, apart from Board meetings, shall be available to members for inspection. The minutes of all meetings, apart from Board meetings, shall be circulated to members of the Association within two months of the date of the meeting.

PART FIVE – FINANCIAL MATTERS

20. Funds

- 20.1 The Treasurer of the Association must:
- 20.1.1 collect and receive all moneys due to the Association;
 - 20.1.2 make all payments authorised by the Association; and
 - 20.1.3 keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 20.2 The funds of the Association shall be derived from annual dues, donations and such other sources as the Board determines.
- 20.3 No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons except that the Association shall be authorised and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set for in rule 2.
- 20.4 All moneys received for or on behalf of the Association shall be deposited in a bank within one month of receiving that money. All withdrawals from the bank account shall be approved by two members of the Board, appointed by the Board for that purpose.
- 20.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board.
- 20.4 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

PART SIX – GENERAL MATTERS

21. Amendments

- 21.1 These rules may be amended at any special general meeting where 75% vote of those voting (either present or by proxy) vote in favour of the resolution, providing notice in writing has been sent to all members at least one month prior to the date when the special general meeting will be held and the amendment is to be voted upon.

22. Dissolution

- 22.1 The Association may be wound up voluntarily by special resolution.
- 22.2 In the event of the winding up or cancellation of the incorporation of the Association, the surplus assets must not be distributed to any members or former members of the Association.
- 22.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for profit or gain of its individual members.
- 22.4 The body to which the surplus assets are to be given must be decided by special resolution.
- 22.5 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- 22.5.1 gifts of money or property for the principal purpose of the organisation;
 - 22.5.2 contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and/or
 - 22.5.3 money received by the organisation because of such gifts and contributions.