



International Association of Applied Neuroscience

POLICIES AND PROCEDURES

2021/2022

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Section 1:

IAAN Constitution

Constitution of International Association of Applied Neuroscience Ltd

A company limited by guarantee

ACN: 651 196 413

ABN: 85 651 196 413

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1. Name

The name of the corporation is International Association of Applied Neuroscience Ltd (**Company**).

2. Interpretation

5.2 Replaceable rules

The replaceable rules referred to in the Act do not apply to the Company and are replaced by the rules set out in this document. This document comprises the Constitution of the Company.

5.3 Definitions

The following definitions apply in this document.

Act means the Corporations Act 2001 (Cth)

Associate Member means a Member who has who has completed Level 1 training (being a 3 day certified Fundamentals of Applied Neuroscience Training or any equivalent training approved by the Board)

Board means the Directors acting collectively under this document.

Certified Member means a Member who has who has completed both Level 1 training (being a 3 day certified Fundamentals of Applied Neuroscience Training or any equivalent training approved by the Board) and Level 2 training (being a 1 hour supervised session with a supervisor approved by the Board). Certified Members must undertake annual professional development as approved by the Board from time to time to retain Certified Member status.

Company means the company named at the beginning of this document whatever its name is for the time being.

Director means a person who is, for the time being, a director of the Company.

Executive Director means a Director who is an employee of the Company or a subsidiary or acts in an executive capacity for the Company or a subsidiary under a contract for services.

Foundation Period means 4 years from the date of incorporation of the Company.

General Member means a health professional holding a recognised professional qualification approved by the Board from time to time.

Interest Rate means, in respect of each rule in which that term is used:

- (a) the rate for the time being prescribed by the Board in respect of that rule; or
- (b) if no rate is prescribed, 15% each year.

Member means a person whose name is entered in the Register.

Officer means a Director or Secretary.

Ordinary Resolution means a resolution of Members other than a Special Resolution.

Register means the register of Members kept as required by the Act.

Secretary means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this document.

Special Resolution has the meaning given by the Act.

Student Member means a student currently enrolled and studying in an approved course approved by the Board from time to time.

Unincorporated Association means the International Association of Applied Neuroscience Inc.

Voting Member in relation to a general meeting, or meeting of a class of Members, means a Member who has the right to be present and to vote on at least 1 item of business to be considered at the meeting.

5.4 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to
 - i. legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - ii. a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - iii. a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - iv. anything (including a right, obligation or concept) includes each part of it.
 - v. A singular word includes the plural, and vice versa.
- (b) A word which suggests 1 gender includes the other gender.
- (c) If a word is defined, other words derived from that word have a corresponding meaning.
- (d) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (e) The word "**agreement**" includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (f) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (g) A reference to a power is also a reference to authority or discretion.
- (h) A reference to something being "**written**" or "**in writing**" includes that thing being represented or reproduced in any mode in a visible form.
- (i) Words (other than "**remuneration**" and those defined in rule 2.2) which are defined by the Act have the same meaning in this document.

3. Objective of the Company

The objects for which the Company is established are:

- (a) To encourage and promote and facilitate the development of professional practice of Applied Neuroscience in a range of professional fields such as psychology, education, pastoral care and organisations;
- (b) To encourage, foster, support and promote the advancement of Applied Neuroscience internationally;
- (c) To do all such other things as are incidental or conducive to the attainment of these objects.
- (d) To promote, encourage and support the dissemination by all means including lectures, printing records and transmission by radio and television or any other media of knowledge and information concerning Applied Neuroscience.
- (e) To co-operate with other bodies or organisations both within Australia and overseas having objects in whole or part similar to the objects of the Company.
- (f) To purchase, take on lease, or in exchange hire and otherwise acquire any lands, buildings, easements or property real and personal and any rights or privileges which may be requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Company. Provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall deal with the same only in such manner as is allowed by law having regard to such trusts.
- (g) To make known and further the objects and activities of the Company by the publication and distribution of papers, journals, leaflets and other publications and by advertising in any medium or by any means thought desirable.
- (h) To assist financially and otherwise in and to provide for the establishment of scholarships for the benefit of students and others and to make, institute and establish grants, awards and other benefactions.
- (i) To purchase, take on lease or acquire by gift or otherwise real and personal property of any nature or description, to sell property or exchange it for other property, to demise property for terms at such rent and upon such conditions as may be deemed desirable and to raise money on property on such terms and conditions as may be deemed desirable.
- (j) To promote, establish, superintend, conduct, control and assist within Australia and elsewhere branches, committees and other forms of organisation and

administration for the purpose of widening the influence and operations of the Company.

- (k) As far as the law will permit and subject to the provisions of any relevant statute rule regulation or by-law and/or any licence issued in pursuance thereof to collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, gifts, donations and bequests whether in cash or in any other form of property from individuals, trusts, companies, associations, societies, institutions and other organisations or authorities and from Government and public bodies and to conduct fund raising campaigns.
- (l) To lend or invest such of the moneys and funds of the Company as may not be immediately needed in such securities or investments and upon such terms and conditions as may seem desirable.
- (m) To enter into any arrangements with any Government or authority, municipal, local or otherwise and/or individuals, trusts, companies, associations, societies, institutions and other organisations or authorities that may seem conducive to the Company's property or rights or any of them and to obtain from any such Government authority, individual or body any rights privileges or concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (n) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or its predecessors in business or the dependant or connections of any such persons and to grant pensions and allowances and to make payments towards insurance.
- (o) To sell or dispose of the undertaking of the Company or any part thereof for such consideration and in such manner as the Company may think fit.
- (p) To apply for, promote and obtain any State order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (q) To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor or trustee or otherwise and by or through trustees or agents or otherwise and either alone or in conjunction with others.
- (r) Generally, to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the objects of the Company.

- (s) The Company may do any of the things listed in this rule 3 and, to the extent possible, this rule 3 shall be construed in as wide a sense as if each of the paragraphs of this rule 3 defined the objects of a separate and independent Company.

4. Members

7.2 Liability of members

The liability of the Members is limited.

7.3 Contribution of Members

Every Member of the Company undertakes to contribute to the property of the Company in the event of it being wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Company (contracted before he or she ceases to be a member) and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding thirty dollars (\$30.00).

7.4 Record of Members

The names, addresses and occupations of the members registering the Company are set out in the Schedule to these Rules.

7.5 Membership

The persons who register the Company and such other persons as the Board shall admit to membership in accordance with these Rules shall be members of the Company.

7.6 Assets of Unincorporated Association

If the whole of the funds and other assets of an Unincorporated Association become the absolute property of the Company after its registration then every person who at the date of registration of the Company is a member of the Unincorporated Association and who within 60 days of the date of registration agrees in writing to become a member of the Company shall be admitted by the Board to membership of the Company.

7.7 Subscription to Unincorporated Association

Every member of the Company who prior to agreeing to become a member of the Company has paid a subscription due as a member of the Unincorporated Association shall not be liable to pay any further sum by way of annual subscription to the Company for the period prior to the date that that subscription would have expired.

7.8 Application for Membership

- (i) Generally, an applicant for membership of the Company (other than the persons who obtained registration of the Company and members of the Unincorporated

Association which became the Company) shall be proposed by one and seconded by another member of the Company to both of whom the applicant must be personally known.

- (ii) An applicant for General or Student membership may apply to Company on-line via the Company's web page without the need for proposer or seconder.

7.9 Application in Writing

The application for membership shall be made in writing signed by the applicant and, if required, the proposer and seconder and must be in such form as the Board from time to time prescribes.

7.10 Board Approval of Membership

At the next meeting of the Board after the receipt of any application for membership such application shall be considered by the Board which must thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.

7.11 Confirmation of Membership

When an applicant has been accepted for membership the Secretary must forthwith send to the applicant written advice of acceptance and a request for payment of the entrance fee and first annual subscription. Upon payment of the entrance fee and first annual subscription the applicant shall become a member of the Company provided nevertheless that if such payment is not made within two calendar months after the date of the advice the Board may in its discretion cancel the acceptance.

7.12 Change in Membership Status

- (i) A General Member or Student Member who satisfactorily completes Level 1 training shall automatically become an Associate Member and will not need to separately apply for Associate membership status.
- (ii) An Associate Member who completes Level 2 training shall automatically become a Certified Member and will not need to separately apply for Certified membership status.

7.13 Fees and subscription

The entrance fee and annual subscription payable by members of the Company shall be such as the Company in general meeting shall from time to time prescribe provided that until the Company shall otherwise resolve the entrance fee shall be:

- (i) Certified Member \$125.00 and the annual subscription shall be \$125.00.
- (ii) Associate Member \$100.00 and the annual subscription shall be \$100.00.

(iii) General Member \$75.00 and the annual subscription shall be \$75.00.

(iv) Student Member \$50.00 and the annual subscription shall be \$50.00.

7.14 Due Date for Annual Subscriptions

All annual subscriptions shall become due and payable in advance on the 1st day of July in every year.

7.15 Cessation of Membership

If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default shall be sent to the member by the Secretary be deemed to have resigned at the expiration of 14 days from the date of service of the notice.

7.16 Reinstatement After Payment of Arrears

A member who pays all arrears of subscription and such further fee as may be determined by the Board shall upon payment have his or her membership reinstated.

7.17 Resignation of Member

A member may at any time by giving notice in writing to the Secretary resign his or her membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all other monies due by him or her to the Company and in addition for any sum not exceeding thirty dollars (\$30.00) for which he is liable as a member of the Company.

7.18 Misconduct of Member

If any member shall wilfully refuse or neglect to comply with the provisions of these rules or shall be guilty of any conduct which in the opinion of the Board is prejudicial to the interests of the Company the Board shall have power by resolution to censure, fine, suspend or expel the member from the Company PROVIDED that at least two weeks before the meeting of the Board at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him or her and of the intended resolution and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation he or she may think fit AND PROVIDED FURTHER that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board elect to have the question dealt with by the Company in General Meeting. In that event a General Meeting of the Company shall be called for that purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for expulsion the member shall be expelled.

5. Directors

5.1 Number of Directors

The Board may decide the number of Directors but that number must be at least 7.

5.2 Qualification

A Director must be a Member. Neither the auditor of the Company for the time being nor any partner or employee of the auditor is eligible to act as a Director.

5.3 Appointment by the Board

Subject to this document and the Act, the Board may appoint a person to be a Director, either as an addition to the existing Directors or to fill a casual vacancy, at any time except during a general meeting. Any Director so appointed must retire from office at the next annual general meeting following the Director's appointment.

5.4 Election by general meeting

Subject to this document and the Act:

- (a) the Company may elect Directors by Ordinary Resolution; and
- (b) an election of Directors must take place at each annual general meeting in accordance with rule 5.6.

5.5 Eligible candidates

- (a) Subject to rules 5.5(b), 5.5(c) and 5.5(d), the Company in general meeting cannot validly elect a person as a Director unless:
 - (i) the person is retiring under rule 5.3 or 5.6 and is standing for re-election at that meeting; or
 - (ii) the Board has nominated that person for election as a Director at that meeting; or
 - (iii) at least 30 days before the meeting at which the relevant resolution will be considered, the Company receives both:
 - A. a nomination of the person by at least two Members (other than the person); and
 - B. a consent to act as a Director signed by the person.

The Company must notify Members of every candidate for election as a Director at least 7 days before the relevant general meeting.

- (b) A person may not stand for election as a Director at a general meeting where that person, if they were to stand for election as a Director and be elected at that meeting, would at the conclusion of the meeting have been in office for 2 consecutive terms of 2 years or for 4 or more consecutive annual general meetings.

- (c) A person who would otherwise be disqualified from standing for election as a Director at a general meeting under rule 5.5(b) may, with the approval of the Board, stand for election as a Director for one additional term of 2 years.
- (d) A person who has stood for election as a Director for an additional term of 2 years under clause 5.5(c) and has been elected may, at the expiry of that additional term and with the approval of at least 75% of the members of the Board, stand for election as a Director for one or more additional terms of 2 years as determined by the Board.

5.6 Annual retirement and election of Directors

At each annual general meeting, excluding any Director who is required to retire at that meeting under rule 5.3 and any Artistic Director or other Executive Director:

- (a) one third of the remaining Directors (rounded down, if necessary, to the nearest whole number); and
- (b) any other Director who, if he or she does not retire, will at the conclusion of the meeting have been in office for 4 or more years or for 4 or more annual general meetings since he or she was last elected to office, must retire from office as Directors.

5.7 Selection of Directors to retire

The Director, or Directors, who must retire at a meeting in accordance with rule 5.6(a) is the Director who has, or the Directors who have, been longest in office since their last election but, as between persons who were last elected as Directors on the same day, the Director or Directors to retire must be determined by agreement among themselves or, in the absence of agreement, by lot.

5.8 Time of retirement

A Director's retirement under rules 5.3 or 5.6 takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

5.9 Cessation of Director's appointment

A person automatically ceases to be a Director if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a director;
- (b) becomes disqualified from managing corporations under the Act and is not given permission or leave to manage the Company under the Act;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend Board meetings for a continuous period of 6 months without leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) is removed from office under rule 5.10; or
- (g) is an Executive Director and is removed from office under rule 8.2(a).
- (h)

5.10 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period:

- (a) the Company by Special Resolution; or
- (b) 75% of Members, by notice in writing delivered to the Company, may remove a Director from office.

The powers to remove a Director under this rule are in addition to the Act.

5.11 Too few Directors

If the number of Directors is reduced below the minimum required by rule 5.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of Members; and
- (c) in emergencies.

5.12 Foundation Period

Notwithstanding any other provision in this document the initial term of the Directors appointed upon the incorporation of the Company shall, subject only to the earlier voluntary retirement of a Director or the cessation of a Director's appointment pursuant to rule 5.9, be for the Foundation Period.

6. Power of Board

6.1 Powers generally

Except as otherwise required by the Act, any other applicable law or this document, the Board:

- (a) has power to manage the business of the Company; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the Members.

6.2 Exercise of powers

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 13; or
- (b) in accordance with a delegation of the power under rule 8 or 9.

7. Executing Negotiable Instruments

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the

Company. The Company may execute, accept, or endorse negotiable instruments only in the manner for the time being decided by the Board.

8. Delegation of Board Powers

8.1 Power to delegate

The Board may delegate any of its powers to the extent that it is not prohibited under the Act from doing so. For example, a power may be delegated to a committee of the Directors, a Director, an employee of the Company or any other person.

8.2 Power to revoke delegation

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

8.3 Terms of delegation

A delegation of powers under rule 8.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

8.4 Proceedings of committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

9. Director's Duties and Interest

9.1 Compliance with duties under the Act

Each Director must comply with their duties under the Act.

9.2 Director not disqualified from holding other offices etc

A Director is not disqualified by reason only of being a Director from:

- (a) holding any office or place of profit or employment other than that of the Company's auditor;
- (b) being a member or creditor of any corporation (including the Company) or partnership other than the auditor; or

- (c) entering into any agreement with the Company.
- (d)

9.3 Disclosure of interests

Each Director must comply with the Act and any relevant general law principles in relation to disclosure of the Director's interests.

9.4 Director interested in a matter

Each Director must comply with the Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to the Act:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Director has an interest;
- (b) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and
- (d) the Company cannot avoid the transaction merely because of the existence of the interest.

If the interest is required to be disclosed under rule 9.3, paragraph (c) applies only if it is disclosed before the transaction is entered into.

9.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure required by rule 9.3; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement in breach of the Act.

9.6 Obligation of secrecy

Every Director and Secretary must keep the transactions and affairs of the Company and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as an Officer of the Company;
- (b) by the Board;
- (c) by the Company in general meeting; or
- (d) by law.

The Company may require a Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director or Secretary must do so if required by the Company.

9.7 Director to give information to Company

Each Director must give the Company any information the Company needs to comply with the law.

10. Directors' Remuneration

10.1 Remuneration of Executive Directors

Subject to any contract with the Company, the Board may fix the remuneration of each Executive Director.

10.2 Expenses of Directors

The Company may pay a Director all reasonable expenses (including travelling and accommodation expenses) incurred by the Director:

- (a) in attending meetings of the Company, the Board, or a committee of the Board;
- (b) on the business of the Company; or
- (c) in carrying out duties as a Director.

11. Officers' Indemnity and Insurance

11.1 Persons to whom rules 11.2 (Indemnity) and 11.4 (Insurance) apply

Rules 11.2 (**Indemnity**) and 11.4 (**Insurance**) apply:

- (a) to each person who is or has been an Officer of the Company;
- (b) to such other officers or former Officers of the Company or of its related bodies corporate as the Directors in each case determine; and
- (c) if the Directors so determine, to any auditor or former auditor of the Company or of its related bodies corporate.

11.2 Indemnity

The Company must indemnify, to the extent permitted by law, each person to whom this rule 11.2 applies for all losses or liabilities incurred by the person as an Officer or, if the Directors so determine, an auditor of the Company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable legal costs on a full indemnity basis.

11.3 Extent of Indemnity

The indemnity in rule 11.2 (**Indemnity**):

- (a) is a continuing obligation and is enforceable by a person to whom rule 11.2 (Indemnity) applies even though that person may have ceased to be an Officer or auditor of the Company or of a related body corporate;
- (b) applies to losses and liabilities incurred both before and after the date of adoption of that rule;

- (c) operates only to the extent that the loss or liability is not covered by insurance; and
- (d) is enforceable without the person to whom this rule 11 applies first having to incur any expense or make any payment.

11.4 Insurance

The Company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom this rule 11.4 applies against any liability incurred by the person as an Officer or auditor of the Company or of a related body corporate including, but not limited to, a liability for negligence or for legal costs.

11.5 Savings

Nothing in rule 11.2 (**Indemnity**) or 11.4 (**Insurance**):

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- (b) limits the capacity of the Company to indemnify or provide insurance for any person to whom those rules do not apply

12. Board Meeting

12.1 Convening Board meetings

Any two or more Directors may at any time, and a Secretary must on request from two or more Directors, convene a Board meeting.

12.2 Notice of Board meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director who is in Australia; and
- (b) may give that notice orally (including by telephone) or in writing,

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

12.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by the Act. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or,

if an equal number of Directors is located in each of 2 or more places, at the place where the chairman of the meeting is located.

12.4 Chairing Board meetings

The Board may elect a Director to chair its meetings and decide the period for which that Director holds that office. If there is no chairman of Directors or the chairman is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

12.5 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is 4 Directors and a quorum must be present for the whole meeting. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by the Act, the Board must resolve the basis on which Directors are treated as present.

12.6 Majority decisions

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. The chairman of a Board meeting has a casting vote unless the chairman is not entitled to vote.

12.7 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

12.8 Written resolution

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

12.9 Additional provisions concerning written resolutions

For the purpose of rule 12.8:

- (a) or more separate documents in identical terms, each of which is signed by 1 or more Directors, are treated as 1 document; and
- (b) a telex, telegram, facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

12.10 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

13. Meetings of Members

13.1 Annual general meeting

The Company must hold an annual general meeting as required by the Act.

13.2 Calling meetings of Members

A meeting of Members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by the Act or by order made under the Act.

13.3 Notice of meeting

Subject to rules 14.4 and 14.7, at least 21 days' written notice of a meeting of Members must be given individually to:

- (a) each Member (whether or not the Member is entitled to vote at the meeting);
- (b) each Director; and
- (c) the auditor.

The notice of meeting must comply with the Act and may be given in any manner permitted by the Act.

13.4 Short notice

Subject to the Act:

- (a) if the Company has elected to convene a meeting of Members as the annual general meeting, if all the Members entitled to attend and vote agree; or
- (b) otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

13.5 Postponement or cancellation

Subject to the Act, the Board may:

- (a) postpone;
- (b) cancel; or
- (c) change the place for,

a meeting of Members by written notice given individually to each person entitled to be given notice of the meeting.

13.6 Fresh notice

If a meeting of Members is postponed or adjourned for 1 month or more, the Company must give new notice of the resumed meeting.

13.7 Technology

The Company may hold a meeting of Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

13.8 Accidental omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

14. Proceedings at Meetings of Members

14.1 Member present at meeting

If a Member has appointed a proxy or attorney or (in the case of a Member which is a body corporate) a representative to act at a meeting of Members, that Member is taken to be present at a meeting at which the proxy, attorney or representative is present.

14.2 Quorum

The quorum for a meeting of Members is 5 Voting Members. Each individual present may only be counted once toward a quorum. If a Member has appointed more than 1 proxy or representative only 1 of them may be counted toward a quorum.

14.3 Quorum not present

- (a) If a quorum is not present within 15 minutes after the time for which a meeting of Members is called:
- (b) if called as a result of a request of Members under the Act, the meeting is dissolved; and
- (c) in any other case:

- (d) the meeting is adjourned to the day, time and place that the Board decides and notifies to Members, or if no decision is notified, to the same time on the same day in the next week at the same place; and
- (e) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

14.4 Chairing meetings of Members

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of Members. If:

- (a) there is no Director who the Board has appointed to chair Board meetings for the time being; or
- (b) the Director appointed to chair Board meetings is not present at the time for which a meeting of Members is called or is not willing to chair the meeting,

the Voting Members present must elect a Member or Director present to chair the meeting.

14.5 Attendance at general meetings

- (a) Every Member has the right to attend all meetings of Members whether or not entitled to vote.
- (b) Every Director has the right to attend and speak at all meetings of Members whether or not a Member.
- (c) The auditor has the right to attend any meeting of Members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

14.6 Adjournment

Subject to rule 13.6, the chairman of a meeting of Members at which a quorum is present:

- (a) may; and
- (b) must, if directed by Ordinary Resolution of the meeting,
- (c) adjourn it to another time and place.

14.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

15. Proxies, Attorneys and Representatives

18.2 Appointment of proxies

A Member may appoint not more than 2 proxies to attend and act for the Member at a meeting of Members. Subject to the Act, an appointment of proxy must be made by written notice to the Company in a form that is satisfactory to the Board.

If a Member appoints 2 proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half of those votes.

18.3 Member's attorney

A Member may appoint an attorney to act at a meeting of Members. If the appointor is an individual, the power of attorney must be signed in the presence of at least 1 witness.

18.4 Deposit of proxy forms and powers of attorney

An appointment of a proxy or an attorney is not effective for a particular meeting of Members unless:

- (a) in the case of a proxy, the proxy form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; or
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

is received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

18.5 Corporate representatives

A Member that is a body corporate may appoint an individual to act as its representative at meetings of Members as permitted by the Act.

18.6 Standing appointments

A Member may appoint a proxy, attorney or representative to act at a particular meeting of Members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a Member.

18.7 Suspension of proxy or attorney's powers if Member present

A proxy or attorney has no power to act for a Member at a meeting at which the Member is present:

- (a) in the case of an individual, in person; or
- (b) in the case of a body corporate, by representative.

A proxy has no power to act for a Member at a meeting at which the Member is present by attorney.

18.8 Priority of conflicting appointments of attorney or representative

If more than 1 attorney or representative appointed by a Member is present at a meeting of Members and the Company has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- (b) subject to rule 15.7(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

18.9 More than 2 current proxy appointments

An appointment of proxy by a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that Member which would result in there being more than 2 proxies of that Member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

18.10 Continuing authority

An act done at a meeting of Members by a proxy, attorney or representative is valid even if, before the act is done, the appointing Member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) revokes the appointment or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

16. Entitlement to Vote

16.1 Number of votes

Subject to the Act, rules 15, and 16.2 to 16.5, a Member:

- (a) on a show of hands has 1 vote; and
- (b) on a poll has 1 vote.

16.2 Casting vote of chairman

If an equal number of votes is cast for and against a resolution at a meeting of Members:

- (a) if the chairman of the meeting is not (or if the chairman were a Member would not be) entitled to vote, the matter is decided in the negative; and
- (b) otherwise, the chairman has a casting vote whether or not the chairman is a Member.

16.3 Votes of guardians

Subject to the Act, if the Board is satisfied at least 48 hours before the time fixed for a meeting of Members, that a person has power to manage a Member's property under a law relating to the management of property of the mentally incapable, that person may vote as if a Member and the Company must not count the vote (if any) of the actual Member.

16.4 Voting restrictions

(a) If:

- (i) the Act requires that some Members are not to vote on a resolution, or that votes cast by some Members be disregarded, in order for the resolution to have an intended effect; and
- (ii) the notice of the meeting at which the resolution is proposed states that fact,

those Members have no right to vote on that resolution and the Company must not count any votes purported to be cast by those Members.

(b) If a proxy purports to vote in a way or in circumstances that contravene the Act:

- (i) on a show of hands the vote is invalid and the Company must not count it; and
- (ii) on a poll rule 17.3(c) applies.
- (iii)

16.5 Decision on right to vote

A Voting Member or Director may challenge a person's right to vote at a meeting of Members. A challenge may only be made at the meeting. A challenge, or any other

17. How Voting is Carried Out

20.2 Method of voting

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under rule 17.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

20.3 Demand for a poll

A poll may be demanded on any resolution (except a resolution concerning the election of the chairman of a meeting) by:

- (a) at least 5 Members entitled to vote on the resolution; or
- (b) Members entitled to cast at least 5% of the votes that may be cast on the resolution on a poll (worked out as at the midnight before the poll is demanded); or
- (c) the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

20.4 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;
- (c) votes which the Act requires to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

18. Secretary

21.2 Appointment of Secretary

The Board:

- (a) must appoint at least 1 individual; and
- (b) may appoint more than 1 individual,

to be a Secretary either for a specified term or without specifying a term.

21.3 Terms and conditions of office

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

21.4 Cessation of Secretary's appointment

A person automatically ceases to be a Secretary if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a secretary of a company;
- (b) becomes disqualified from managing corporations under the Act and is not given permission or leave to manage the Company under the Act;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 18.4.

21.5 Removal from office

Subject to any contract between the Company and the Secretary, the Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

21.6 Secretary to give information to Company

The Secretary must comply with the Act.

19. Minutes

22.2 Minutes must be kept

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Company's Members;
- (b) the name of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 8);
- (d) resolutions passed by Directors without a meeting; and
- (e) disclosures made and notices given under rule 9,
- (f) to be kept in accordance with the Act.

22.3 Minutes as evidence

A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

22.4 Inspection of minute books

The Company must allow Members to inspect, and must provide Members with copies of, the minute books for the meetings of Members in accordance with the Act.

20. Company Seals

23.2 Common seal

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under the Act.

23.3 Use of seals

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with the Act.

23.4 Fixing seals to documents

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by 2 Directors;
- (b) by 1 Director and 1 Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

21. Financial Reports and Audit

24.2 Company must keep financial records

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited,

and must allow a Director and the auditor to inspect those records at all reasonable times.

24.3 Financial reporting

The Board must cause the Company to prepare a financial report and a directors' report that comply with the Act and must report to Members in accordance with the Act no later than the deadline set by the Act.

24.4 Audit

The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by the Act.

24.5 Conclusive reports

Audited financial reports laid before the Company in general meetings are conclusive except as regards errors notified to the Company within 3 months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

24.6 Inspection of financial records and books

Subject to rule 20.3 and the Act, a Member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by Ordinary Resolution.

22. Public Fund

25.2 Public fund of the Company

- (a) The Company shall maintain a public fund for the purpose of soliciting and receiving gifts towards the carrying out of the objectives of the Company and conducting its activities.
- (b) The public fund shall be named the International Association of Applied Neuroscience Fund.
- (c) The general public will be invited to make gifts to the public fund for the purpose of carrying out the objectives of the Company and conducting its activities.
- (d) The Company must establish an appropriate, separate bank account to hold all gifts received by the public fund. This account must contain only money or property which is a gift to the public fund or which is received because of such gifts including, without limitation, interest received on any monies in the account.
- (e) Any receipt given by the Company for a gift received by the public fund must be issued in the name of the public fund.

25.3 Public fund management committee

- (a) The Board shall establish a Public Fund Management Committee to administer the public fund of the Company.
- (b) The Public Fund Management Committee must comprise at least three members, a majority of whom have a degree of responsibility to the general community by reason of their occupation or standing in the community.
- (c) The members of the Public Fund Management Committee will be appointed by the Board upon terms determined by the Board.

25.4 Not for profit

- (a) The assets and income of the public fund shall be applied solely in furtherance of the Company's objects and in the fulfilment of the Company's activities and no portion shall be distributed directly or indirectly to any member of the Public Fund Management Committee or of the Board or any Member of the Company except as bona fide compensation for services rendered or expenses incurred by or on behalf of the Company.
- (b) In the event of the public fund being wound up, any surplus assets remaining after the payment of any liabilities that the public fund may have, shall be transferred to such other organisations or funds with similar purposes which are, at that time, endorsed as deductible gift recipients by the Australian Taxation Office under Division 30 of the Income Tax Assessment Act (1997).

25.5 Corporation may accumulate

Despite rule 23.1, in any Accounting Period the Corporation may accumulate and retain so much of the income of the International Association of Applied Neuroscience Fund to the extent and for such period as is not prohibited by any applicable law restricting accumulation.

23. Uncommercial Transactions

- (a) Apart from a payment or application under rule 25, or a payment or application approved by the Commissioner, no part of the International Association of Applied Neuroscience Fund or its income may be paid or applied, directly or indirectly, to or for:
- (i) the Directors;
 - (ii) the Public Fund Management Committee;
 - (iii) a Donor; or
 - (iv) an Associate of the Directors, the Public Fund Management Committee or a Donor,
 - (v) by way of an uncommercial transaction
- (b) In rule 24(a), an Uncommercial Transaction means the provision of a financial or other benefit on terms which:
- (i) would not be reasonable in the circumstances if the benefit were provided on an arm's length basis; or
 - (ii) are more favourable to the recipient than the terms referred to in rule 23(b)(i),

and which a reasonable person in the position of the Public Fund Management Committee would not have entered into having regard to all relevant circumstances.

24. Amendments to the Constitution

27.2 Members may amend constitution

The members may amend or repeal this Constitution, or a provision of this Constitution, by special resolution passed at either an Annual General Meeting or at an Extraordinary General Meeting.

27.3 Notice

A notice of the proposed alterations must be provided by properly addressing, prepaying and posting a letter to every member at least 30 days prior to the date of the meeting.

27.4 Special resolution

A special resolution amending, adopting or repealing this Constitution takes effect:

- (a) if no later date is specified in the resolution, then on the date on which the resolution is passed; or
- (b) on a later date specified in, or determined in accordance with, the resolution.

27.5 Copies of the constitution

The Company must send of a copy of this Constitution (as amended from time to time) to a member within 7 days if the member:

- (a) asks the Company, in writing for the copy; and

- (b) pays any fee (up to the prescribed amount) required by the Company.

27.6 Australian Taxation Office to be notified of changes to this constitution

The Board must notify the Australian Taxation Office of any alteration made to the Constitution of the Company.

27.7 Compliance with legislation

The Company must comply with:

- (a) the requirements of its registration under the *Charitable Fundraising Act 1991* (NSW), including any requirements to notify the minister administering that act of amendments to its Constitution; and
- (b) the corresponding requirements under the corresponding legislation in other states and territories of Australia where the Company is registered for fundraising purposes.

25. Not for Profit

- (a) The income of the Company, of whatever nature, shall be applied solely towards the promotion of the objects of the Company and, no portion thereof shall be paid or transferred, while the Company is a going concern, directly or indirectly by way of Dividend, bonus, return of capital or otherwise to the Members of the Company.
- (b) Notwithstanding rule 25(a), nothing shall prevent the payment in good faith of remuneration to any Officers or employees of the Company or to any Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding that charged by the Commonwealth Trading Bank of Australia on funds deposited with it on fixed terms on money borrowed from any Member of the Company or reasonable and proper rent for premises demised or let by any Member to the Company, but so that except as hereinafter provided no member of the Board or governing body of the Company shall be appointed to any salaried office of the Company paid by fees and no remuneration or other benefit in money or moneys-worth shall be paid or given by the Company to any member of such Board or governing body except in repayment of expenses and rent payable as aforesaid, provided however that this shall not prevent the payment to a member of such Board or governing body of remuneration for work done for the Company by way of production, design, acting, training, management or administration where in respect to such engagement of any member the Board certifies that it considers such level or rate of remuneration proper; nor shall this prevent the payment to a member of such Board or governing body for professional services rendered where such body has authorised the use of such services.

26. Winding up

If upon the winding up or dissolution of the Company, and/or the public fund of the Company, there remains after satisfaction of all its debts and liabilities (but not including the extent of the collective liability of Members) any property whatsoever, the same shall not be paid or distributed among the Members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and whose constitution shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under this Constitution such institution or institutions to be eligible for tax deductibility of donations under Division 30 of the Income Tax Assessment Act (1997) and listed on the Register of Cultural organisations maintained pursuant to such Act provided the institution or institutions is or are a registered or exempt charity within the meaning of the Charity Collections Act (NSW) 1934.

27. Notices

30.2 Notices by Company

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
- (d) delivered personally;
- (e) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
- (f) sent by fax to the fax number (if any) nominated by that person; or
- (g) sent by electronic message to the electronic address (if any) nominated by that person.

30.3 Overseas Members

A Member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

30.4 When notice is given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
- (b) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
- (c) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day; and
 - (i) if it is sent by mail:
 - (ii) within Australia - 3 business days after posting; or
 - (iii) to a place outside Australia - 7 business days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

30.5 Business days

For the purposes of rule 28.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

30.6 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

30.7 Notices to "lost" Members

If:

- (a) on 2 or more consecutive occasions a notice served on a Member in accordance with this rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a Member is not at the address shown in the Register or notified to the Company under rule 28.2, the Company may give effective notice to that Member by exhibiting the notice at the Company's registered office for at least 48 hours.

This rule ceases to apply if the Member gives the Company notice of a new address.

Section 2:

Legal Duties of Directors

The law requires directors and ‘officers’ of a CLG to meet certain standards of conduct while managing the affairs of the organisation. If you are (or are considering becoming) a director of a not-for-profit organisation, you need to understand what your legal duties are.

It is important to understand legal duties apply not only to directors of CLGs, but also to ‘officers’. An officer is a person with a relationship to a CLG similar to that of a director, who has influence over the governance and decisions of the CLG. Senior executives, particularly the CEO, and the Chief Financial Officer or similar position, would ordinarily be regarded as “officers”. Directors and officers of a CLG owe duties to the company and may face legal proceedings conducted by the company or by ASIC if they breach these duties.

The Corporations Act includes requirements relating to the holding of an Annual General Meeting, providing ASIC with financial information, and providing ASIC with updated details of the names and addresses of directors and the registered address of the company, among other things. Your company secretary may have responsibility for organising many of these matters, but a director should also be aware of these requirements. Most of these provisions do not apply to CLGs that are registered charities with the ACNC. Instead, different requirements (set out in the ACNC legislation) will apply (see below).

Duties of directors and officers

Corporations Act: for non-charitable CLGs

The Corporations Act imposes a number of duties on directors and officers of companies, including:

- the duty to exercise your powers and duties with the care and diligence that a reasonable person would, which includes taking steps to ensure you are properly informed about the financial position of the company
- the duty to exercise your powers and duties in good faith in the best interests of the company and for a proper purpose Running a Company Limited by Guarantee © 2018 Justice Connect. This information was last updated on June 2018 and does not constitute legal advice, full disclaimer and copyright notice at www.nfplaw.org.au/disclaimer. 27
- the duty not to improperly use your position to gain an advantage for yourself or someone else, or to cause detriment to the company
- the duty to disclose conflicts of interest, and
- the duty not to improperly use information obtained through your position to gain an advantage for yourself or someone else, or to cause detriment to the company.

These are both criminal offences.

Overarching obligations-Criminal offences: for CLG

Two director’s duties of the Corporations Act that apply to ALL CLG’s (registered noncharitable) are the requirements to:

- not allow a corporation to operate while it is insolvent; and

- not be reckless or intentionally dishonest in failing to exercise your powers and discharge your duties as a director in good faith in the best interests of the corporation. These are both criminal offences. Duties under other legislation: for CLGs Directors may have duties under other legislation. For instance, under the Occupational Health and Safety Act 2004 (Vic), 'officers' of an incorporated body can be personally liable for breaches of the Act. These provisions apply to both directors and officers of a CLG, **although volunteer directors and officers are exempted from these provisions**. For further information about occupational health and safety laws, see www.nfplaw.org.au/OHS. For more information about the legal role, power and duties of directors and officers of CLGs see Part 3: Director's legal role, power, and duties in the Australia Not-For-Profit Law Guide – The Guide to Running a CLG.

Section 3:

IAAN Direction

3.1 Vision

The IAAN is a not-for-profit international volunteer organisation run by members for the greater good of the networking membership, who are passionate about how Neuroscience can be applied in a variety of chosen professional fields across the world.=

3.2 Mission

The mission of the IAAN is to focus on neuroscience-based research in psychology, education, industry and counselling, and the application of the theories in the workplace, classroom, training, therapy, and counselling environment.

3.3 Disciplines Covered

Professional qualifications in Health, Allied Health Services, Counselling, Psychotherapy, Education and Medicine.

3.4 Target Group

The overall target group of professionals could include people working in counselling, sectors of psychology, doctors, nurses allied health, medicine, research, or education who would have other target groups around them in their speciality areas i.e., disabilities, workplace safety, consumers etc.

3.5 Methods of delivering

The Association will determine diversity and quality of content through the website, conference presentations, webinars, and publication contributions (journal articles, papers, and newsletters) and standards, and social media (Facebook, Instagram) presence and interactions.

Section 4:

IAAN Structure

The board consists of the following positions.

Executive Positions (three)

President

The role of the President, working with the other Executives and Board members to guide the Association regarding future activities, structure, function, and strategic direction, in accordance with the Associations Act and the Association Rules. This might e.g., include developing ties with other professional associations and industry groups who would bring mutual benefits to the Association by assisting to promote and grow Applied Neuroscience, including Neuropsychotherapy, in a myriad of settings. The president has the casting vote.

Treasurer

The role of the Treasurer is to maintain financial records in accordance with Associations Act and the Association Rules and to advise the Executive and Board regarding the financial flows through the Association, e.g., monitoring the rate of membership renewals, projections and estimates which consider major regular expenses.

Secretary

The Secretary ensures the work of the Association is performed and, working with the Registrar, is integral to maintaining the smooth day to day running e.g., ensuring members' queries are answered in a timely manner and maintaining minutes of meetings and raising members' queries etc. with the Executive and Board members. The Secretary will also be required to take on an Association development role working with the President and other Board members to grow the Association and build professional networks.

Non-Executive Positions (five)

Board Members (five positions in addition to the Executive)

The Board is required to meet regularly, usually once a month (in person or by teleconference) to discuss the business of the Association and to review e.g., changes to the Rules or strategic direction as proposed by the President or other Executives.

The Registrar

The Registrar position is appointed by the Board and is also a member of it. The position of the Registrar is a paid casual role. This role's activity is managed by the Board as to the level of expense permitted, hourly rate of payments and activity as the associations demands fluctuate throughout each year.

Current Incumbents

President: Paul Potgieter

Treasurer: Daren Wilson

Secretary: Warwick Brown

Assistance Secretary: Dirk Geldenhuys

Sub- Committees:

- **Academic:**
 - Focus on journal, processes, and accreditation – Jenny Venter
 - Peer review – Jenny Venter & Dirk Geldenhuys
 - Publication – OASIS in 2022 TBC – Jenny Venter
- **Marketing:**
 - Branding – Board
 - Sponsorship – Paul Potgieter
 - Facebook/ Instagram/ LinkedIn – Warwick Brown
 - Newsletter - Portfolio Directors
 - Website – Board
- **Conference:** Warwick Brown, Marg Safron, Yvonne Wilson
 - Marketing/ Advertising – Warwick Brown & Yvonne Wilson
 - Venue – Yvonne Wilson
 - Presenters/ expression of interest/ contact – Daren Wilson & Roger Mysliwec
- **Networking Liaison/ Relationship Development:** Marg Safron
- **Training, PD and Supervision:** Roger Mysliwec (NZ), Daren Wilson (AUS), Jenny Venter & Dirk Geldenhuys (SA).
- **Interest Groups:** Expression of interest from members – Board approved
 - Motivation for interest group
 - Minimum of 5 IAAN members.

Contact Details:

Paul Potgieter – paul@nutricalapsych.com.au – 61 424 621 556

Warwick Brown – warwick@atworkohs.com.au – 61 409 363 542

Daren Wilson – darenwilson66@gmail.com – 61 417 213 470

Mary Bowles - marybowles@mindwiseinstitute.com – 1 970 230 0225

Dirk Geldenhuys – geldedi@unisa.ac.za & dirk@brainfitpartners.com – 27 82 334 5905

Roger Mysliwec – rogerm@nzedc.co.nz – 64 21 111 9723

Marg Safron – margsafron@bigpond.com - 61 419 128 375

Jenny Venter – jen.venter@gmail.com – 27 715 413 648

Yvonne Wilson – admin@clearviewpsych.com – 61 416 152 765

Section 5:

Supervision

5.1 Current Supervisors

Motion: Accept the current supervisors as set out below

- Mary Bowles - Doctor of Psychology Candidate (PsyD-C) – Colorado United States
- Mr Nigel Denning – Counselling Psychologist – Melbourne Aust
- Mr Peter Janetzki – Psychotherapist – Brisbane Aust
- Dr Roger Mysliwiec – Psychosomatic Medicine & Psychotherapy – Auckland NZ
- Mr Daren Wilson – Psychologist – Sydney Aust

5.2 Appointment of Supervisors

- All supervisors are appointed by the board.

5.3 Guidelines for applying for supervisor approval

The following criteria should be considered for supervisors of the IAAN.

- 1) An international spread of supervisors across several countries Aust, NZ, Sth Africa, USA, UK, Europe & Asia.
- 2) The supervisors are accredited/approved by their professional body/field within their country.
- 3) The supervisors have conducted/demonstrated training/educational capacity in applying neuroscience within their chosen field.
- 4) It would be desirable the supervisors have published relevant articles in applied neuroscience in their chosen field of accredited expertise.
- 5) The supervisors are willing to pay an annual IAAN fee for approval to supervise associate/certified IAAN Members and conduct administrative paperwork for IAAN record keeping.
- 6) It would be desirable that supervisors have contributed to conference presentations, webinars & ongoing certification training endeavours for further development of the IAAN
- 7) Attend one Zoom meeting with the board annually.

5.4 Admin requirements for supervision reporting

All supervisors are obliged to fill out a record of supervision after completion of a supervision session. A copy of the completed record needs to be sent to the IAAN and the supervisee should also be provided with a copy. Sessions are at least 60-minutes, and any legal issues or complaints will be addressed by the board.

5.5 Cost of supervision sessions 2021/ 2022 financial year

A standard members fee of \$250-00 (maximum) can be charged by supervisors for a supervision session

5.6 Annual supervisor contribution fee

An annual supervisor registration to be registered as a board approved supervisor will be payable at the beginning of the financial year. The current annual fee by the board is set at \$250 for 2021/2022.

5.7 Resources for Professional Development

Motion: Approve resources for professional development Collaboration with:-

- Matthew Dahlitz's Science of Psychotherapy,
- Sarah McKay,
- Jared Cooney Horvath and,
- Elkhonon Goldberg (Luria Institute),
- USA relationship site building better relationship classroom based,
- Psycho Hub based in Melbourne,
- Pesi.com.au.

Section 6:

Journal of Applied Neuroscience

Applied neurosciences have drawn people from many different industries, and we saw the need to expand the scope of the journal. To this end we are launching the Journal of Applied Neurosciences (JAN) in January 2022. The International Journal of Neuropsychotherapy will remain available for historic purposes.

We cherish the excellent articles that have been published in the IJNPT and would like these to remain available to the public. We also intend to pursue accreditation of the Journal of Applied Neurosciences with international indices. JAN will be an open-access journal. While we value the research of academics and will certainly publish such articles, we also believe that our members who are in practice have a wealth of knowledge. We therefore want to equip our members in the art and technical requirements of writing journal articles, especially case studies and methodology used in practice.

a. Memorandum of Agreement OASIS

b. Journal Guidelines: JOURNAL OF APPLIED NEUROSCIENCES (JAN)

1 Criteria for applying for accreditation of the Journal of Applied Neurosciences with DOAJ (Directory for Open Access Journal):

AOSIS Publishing will ensure that the journal complies with the criteria regarding the website, best practices and policies and procedures. The Editorial Board of the Journal needs to ensure that the articles comply with quality criteria, which is stipulated in section 2 under Author Guidelines for Submission.

1.1 General criteria

- The journal must be publishing scholarly articles (see section 2 for a description of what is regarded as a scholarly article by DOAJ)
- Should publish at least 5 articles in the category “Original Research Article” per year
- The target audience should be researchers or practitioners
- A new journal must demonstrate a publishing history of more than 1 year or have published at least 10 articles, with a minimum of 5 articles per year.
- The journal must display the following open access statement:
- “The copyright holder of a scholarly work grants usage rights to others using an open license (Creative Commons or equivalent) allowing for immediate free access to the work and permitting any user to read, download, copy, distribute, print, search, or link to the full texts of articles, crawl them for indexing, pass them as data to software, or use them for any other lawful purpose.”
- The full text of articles must be available without an embargo period and no registration should be required to read the articles. The journal may charge for printed copies.

1.2 Journal website (best practice guidelines - this criteria is required regardless of whether the journal is accredited or not)

- The journal must have its own dedicated URL and homepage that is accessible from any location
- The website must be clear and easy to navigate
- The journal should adhere to the guidelines described in the Principles of Transparency and Best Practice in Scholarly Publishing
- Each article must be available as an individual, full-text article
 - one unique URL per article
 - HTML or PDF, as a minimum
- The following information must be available online, and easily accessible from the journal homepage:
 - Open access policy
 - Aims and scope
 - Editorial board (including institutional affiliations of all members)
 - Instructions for authors
 - Editorial process (peer review)
 - Licensing terms
 - Copyright terms
 - Author charges: If a journal doesn't have any charges, then this must be stated. Must include all fees that may be charged to the author, from submission to publication, including:
 - submission fees
 - editorial processing charges
 - article processing charges (APCs)
 - page charges
 - colour charges
- Contact details
 - The contact details must include a real name and the journal's dedicated email address
 - The country in the application and on the journal website must be the country where the **publisher** is registered and carries out its business activities

1.2.1 ISSN

- A journal must have at least one ISSN (International Standard Serial Number) which is registered and confirmed at issn.org.
- The ISSN(s) must be displayed on the website.
- The name of the journal in the application and on the website must match what is shown at issn.org.

1.2.2 Quality Control Proces

- A journal must have an editor and an editorial board.
- The editorial board must be listed on the website.
- The name and affiliation of all editors and board members must be included.

- If the journal is run by a student body, it must have an advisory board of which at least two members have a PhD or equivalent.
- All articles must pass through a quality control system (peer review) before publication.
- The type and details of the peer review process must be stated clearly on the website. *(Publishing best practices will be used here: blind peer review process)*
- Use of a plagiarism checking service is recommended, but not required for inclusion in DOAJ *(This will be done by AOSIS Publishing)*

1.3 Licensing

- The licensing terms for use and re-use of the published content must be clearly stated on the website.
- DOAJ recommends the use of Creative Commons licenses for this purpose.
- If Creative Commons licensing is not used, similar terms and conditions should be applied.
- Extra care must be taken to state these terms clearly.
- It is recommended that licensing information is displayed or embedded in full text articles, but this is not required for inclusion in DOAJ.

1.3.1 Copyright

- The copyright terms applied to the published content must be clearly stated and separate from the copyright terms applied to the website.
- Copyright terms must not contradict the licensing terms or the terms of the open access policy.
- “All rights reserved” is never appropriate for open access content.

2. Submission Guidelines for Authors

These author guidelines comply with international best practices and AOSIS Publishing House Rules.

2.2 Overview

The author guidelines include information about the types of articles received for publication and preparing a manuscript for submission. The following forms must accompany the submission of the manuscript. All forms need to be completed in English and will serve as a cover letter:

- Authorship, disclosure statements, copyright and licence agreement form: Anyone that has made a significant contribution to the research and the paper must be listed as an author in your cover letter. Contributions that fall short of meeting the criteria as stipulated in our policy *(AOSIS Publishing will provide this policy)* should rather be mentioned in the ‘Acknowledgements’ section of the manuscript.
- Copyright release from third-party owner and indemnification agreement form

(AOSIS publishing will provide all forms)

The following types of articles can be submitted:

- Original research articles which include:
 - Qualitative articles: Qualitative articles may include case reports if the case report includes the retrospective analysis of more than three clinical cases and a literature review. If a case report does not comply with these criteria, it will fall into the category “Case report”, which follow a different structure.
 - Quantitative articles: These articles refer to empirical quantitative research articles.
 - Theoretical articles: These articles provide a critical analysis of existing published literature, often identifying gaps or problems and making recommendations for future research. Theoretical articles involve systematic reviews, or meta-analysis. A literature review that simply summarises literature is not regarded as a theoretical article.

(Comment to the Board: if we partner with AOSIS we will need to ensure that we publish 5 articles per year in the category “Original Research Article” to avoid loss of income. If we only publish for example 4, we will need to cover half of the cost for the 5th article).

- Case reports: The case report should highlight a critical issue that is relevant to the aim and scope of the journal.
- Opinion papers: Topical issues that need special reflection and debate.

2.3 Original Research Article

An original article provides an overview of innovative research in a particular field within or related to the focus and scope of the journal, presented according to a clear and well-structured format. Three structures of original research are provided below (Qualitative; Quantitative; Theoretical):

2.3.1 General Criteria relevant to all three structures of original research articles.

- Word limit: 4500-7000 words (excluding the structured abstract and references).
- Structured Abstract: 250 words to include an Orientation, Research purpose, Motivation for the study, Research approach/design and method, Main findings, Practical/managerial implications and Contribution/value-add.
- References: 60 or less
- Tables/Figures: No more than 7 Tables/Figures
- Ethical statement: Should be included in the manuscript
- Referencing Style: APA 7th Edition

2.3.2 Structure for Original Research Article: Qualitative article

Title: The article’s full title should contain a maximum of 95 characters (including spaces).

Abstract: The abstract, written in English, should be no longer than 250 words and must be written in the past tense. The abstract should give a succinct account of the objectives, methods, results and

significance of the matter. The structured abstract for an Original Research article should consist of six paragraphs labelled Orientation, Purpose, Setting, Methods, Findings and Conclusion.

- Orientation: Summarise the social value (importance, relevance) and scientific value (knowledge gap) that your study addresses.
- Research purpose: State the overall purpose of the study.
- Setting: State the setting for the study.
- Methods: Clearly express the basic design of the study, and name or briefly describe the methods used without going into excessive detail.
- Findings: State the main findings.
- Conclusion: State your conclusion and any key implications or recommendations.
- Key words: State 8 key words regarding the study.
-

Do not cite references and do not use abbreviations excessively in the abstract.

Introduction: Provide the following, each under their own heading.

- Orientation

The first part of the introduction should make a clear and logical argument for the importance or relevance of the study. Your argument should be supported by use of evidence from the literature.

The second part of the introduction should make a clear and logical argument for the originality of the study. This should include a summary of what is already known about the research question or specific topic, and should clarify the knowledge gap that this study will address. Your argument should be supported by use of evidence from the literature.

In some research articles it will also be important to describe the underlying theoretical basis for the research and how these theories are linked together in a conceptual framework. The theoretical evidence used to construct the conceptual framework should be referenced from the literature.

- Research purpose and objectives: The introduction should conclude with a clear summary of the purpose and objectives of this study.

Research methods and design: (Comment: We can host workshops for our members to teach them how to use the primary qualitative research methods and approaches relevant in practice. Qualitative research approaches would also be most relevant to case study analysis, for example. This would allow them to engage in their own practice at a higher level by giving them tools to evaluate the efficacy of what they do in practice).

Provide the following, each under their own heading and subheading.

(Comment: I suggest that we make a video that we can load onto our platform that walks our members through each of these sub-headings to explain what is expected under each).

- Research approach: An outline of the type of study design.
- Research method:
 - Research setting: A description of the setting or context for the study
 - Entrée and establishing researcher roles: A description of how the researcher gained entry/access to participants and the role(s) of the researcher.
 - Research participants and sampling methods: Describe the study population and any inclusion or exclusion criteria. Describe the intended sample size and your sample size calculation or justification. Describe the sampling strategy used. Describe in practical terms how this was implemented.
 - Intervention (if appropriate): If there were intervention and comparison groups, describe the intervention in detail.
 - Data collection methods: Define the data collection tools that were used and motivate their relevance to the specific study. Describe in practical terms how data were collected, and any key issues involved, e.g. language barriers.
 - Data analysis: Describe the data analysis method and process.
 - Data recording: Describe how data was recorded for example, audio-visual recordings, researcher notes, photographs, or artifacts.
 - Strategies employed to ensure data quality and integrity: Describe the strategies used to ensure the quality and integrity of the data as well as ethical considerations. Ethical considerations include but are not limited to all ethical requirements as stipulated by the researcher/practitioner's professional body.
 - Reporting style: Briefly describe the structure for reporting of findings.

Findings: The reporting of the findings must be clearly linked to the research objectives. Tables may be used or models (diagrams/figures) may be drafted to indicate key components of the results of the study.

Discussion: Provide the following, each under their own heading.

- Outline of the results
- Practical implications
- Limitations and recommendations

Conclusion: Provide a brief conclusion that summarises the results and their meaning or significance in relation to each objective of the study.

Acknowledgements: Those who contributed to the work but do not meet our authorship criteria should be listed in the Acknowledgments with a description of the contribution. Authors are responsible for ensuring that anyone named in the Acknowledgments agrees to be named.

Also provide the following, each under their own heading:

- **Competing interests:** This section should list specific competing interests associated with any of the authors. If authors declare that no competing interests exist, the article will include a statement to this effect: *The authors declare that they have no financial or personal relationship(s) that may have inappropriately influenced them in writing this article. (AOSIS Publishing will provide a policy on competing interest)*
- **Author contributions:** All authors must meet the criteria for authorship. *(AOSIS Publishing will provide this policy)*
- **Funding:** Provide information on funding if relevant
- **Data availability:** All research articles are encouraged to have a data availability statement.
- **Disclaimer:** A statement that the views expressed in the submitted article are his or her own and not an official position of the institution or funder.

References: Authors should provide direct references to original research sources whenever possible. References should not be used by authors, editors, or peer reviewers to promote self-interests. The APA Edition 7 referencing style is used.

2.3.3 Structure for Original Research Article: Quantitative article

(Comment: While I don't think many of our members would submit these types of articles, I am including it as we want to start encouraging academic institutions to also submit relevant articles to the journal).

Title: The article's full title should contain a maximum of 95 characters (including spaces).

Abstract: The abstract, written in English, should be no longer than 250 words and must be written in the past tense. The abstract should give a succinct account of the objectives, methods, results, and significance of the matter. The structured abstract for an Original Research article should consist of six paragraphs labelled Orientation, Purpose, Methods, Results and Conclusion.

- **Orientation:** Summarise the social value (importance, relevance) and scientific value (knowledge gap) that your study addresses.
- **Research purpose:** State the overall aim of the study.
- **Methods:** Clearly express the basic design of the study, and name or briefly describe the methods used without going into excessive detail.
- **Results:** State the main findings.
- **Conclusion:** State your conclusion and any key implications or recommendations.
- **Key words:** State 8 key words regarding the study.

Do not cite references and do not use abbreviations excessively in the abstract.

Introduction: Provide the following, each under their own heading.

- Orientation

The first part of the introduction should make a clear and logical argument for the importance or relevance of the study. Your argument should be supported by use of evidence from the literature.

The second part of the introduction should make a clear and logical argument for the originality of the study. This should include a summary of what is already known about the research question or specific topic and should clarify the knowledge gap that this study will address. Your argument should be supported by use of evidence from the literature.

In some research articles it will also be important to describe the underlying theoretical basis for the research and how these theories are linked together in a conceptual framework. The theoretical evidence used to construct the conceptual framework should be referenced from the literature.

- Research purpose and objectives: The introduction should conclude with a clear summary of the purpose and objectives of this study.

Research methods and design: Provide the following, each under their own heading and subheading.

- Research approach: An outline of the type of study design.
- Research method
 - Research participants and sampling methods: Describe the study population and any inclusion or exclusion criteria. Describe the intended sample size and your sample size calculation or justification. Describe the sampling strategy used. Describe in practical terms how this was implemented.
 - Intervention (if appropriate): If there were intervention and comparison groups, describe the intervention in detail.
 - Data collection: Define the data collection tools (measuring instruments) that were used and their validity. Describe in practical terms how data were collected, and any key issues involved, e.g., language barriers.
 - Data analysis: Describe how data were captured, checked and cleaned. Describe the analysis process, for example, the statistical tests.
 - Ethical considerations: Ethical considerations include but are not limited to all ethical requirements as stipulated by the researcher/practitioner's professional body.

Results: The reporting of the results must be clearly linked to the research objectives and research hypotheses. Tables may be used, or models (diagrams/figures) may be drafted to indicate key components of the results of the study.

Discussion: Provide the following, each under their own heading.

- Outline of the results
- Practical implications
- Limitations and recommendations

Conclusion: Provide a brief conclusion that summarises the results and their meaning or significance in relation to each objective of the study.

Acknowledgements: Those who contributed to the work but do not meet our authorship criteria should be listed in the Acknowledgments with a description of the contribution. Authors are responsible for ensuring that anyone named in the Acknowledgments agrees to be named.

Also provide the following, each under their own heading:

- **Competing interests:** This section should list specific competing interests associated with any of the authors. If authors declare that no competing interests exist, the article will include a statement to this effect: *The authors declare that they have no financial or personal relationship(s) that may have inappropriately influenced them in writing this article. (AOSIS Publishing will provide a policy on competing interest)*
- **Author contributions:** All authors must meet the criteria for authorship. *(AOSIS Publishing will provide this policy)*
- **Funding:** Provide information on funding if relevant
- **Data availability:** All research articles are encouraged to have a data availability statement.
- **Disclaimer:** A statement that the views expressed in the submitted article are his or her own and not an official position of the institution or funder.

References: Authors should provide direct references to original research sources whenever possible. References should not be used by authors, editors, or peer reviewers to promote self-interests. The APA Edition 7 referencing style is used.

2.3.4 Structure for Original Research Article: Theoretical article

(Comment: I believe that our members would be able to contribute to this type of article. To qualify as an original article this is not simply a literature review. Again, here I suggest that we present training to our members to teach them the most common methods used in literature analysis.)

Title: The article's full title should contain a maximum of 95 characters (including spaces).

Abstract: The abstract, written in English, should be no longer than 250 words and must be written in the past tense. The abstract should give a succinct account of the objectives, methods, results and significance of the matter. The structured abstract for an Original Research article should consist of six paragraphs labelled Background, Aim, Setting, Methods, Results and Conclusion.

- **Orientation:** Summarise the social value (importance, relevance) and scientific value (knowledge gap) that your study addresses.

- Research purpose: State the overall aim of the study.
- Motivation for the study:
- Methods: Clearly express the basic design of the study, and name or briefly describe the methods used without going into excessive detail.
- Findings: State the main findings.
- Conclusion: State your conclusion and any key implications or recommendations.
- Key words: State 8 key words regarding the study.

Do not cite references and do not use abbreviations excessively in the abstract.

Introduction: Provide the following, each under their own heading.

- Purpose of the theoretical study
- Current theoretical perspective
- Problem statement and research objectives (including preliminary literature review)

Research design: Provide the following, each under their own heading and subheading.

- Research approach
- Research method
 - Targeted body of literature
 - Data gathering method
 - Data analysis and interpretation: Process followed

Findings: The reporting of the results must be clearly linked to the research objectives and research hypotheses. Tables may be used, or models (diagrams/figures) may be drafted to indicate key components of the results of the study.

Discussion: Provide the following, each under their own heading.

- Outline of the findings
- Practical implications
- Limitations and recommendations

Conclusion: Provide a brief conclusion that summarises the results and their meaning or significance in relation to each objective of the study.

Acknowledgements: Those who contributed to the work but do not meet our authorship criteria should be listed in the Acknowledgments with a description of the contribution. Authors are responsible for ensuring that anyone named in the Acknowledgments agrees to be named.

Also provide the following, each under their own heading:

- **Competing interests:** This section should list specific competing interests associated with any of the authors. If authors declare that no competing interests exist, the article will include a statement to this effect: *The authors declare that they have no financial or personal relationship(s) that may have inappropriately influenced them in writing this article. (AOSIS Publishing will provide a policy on competing interest)*
- **Author contributions:** All authors must meet the criteria for authorship. *(AOSIS Publishing will provide this policy)*
- **Funding:** Provide information on funding if relevant
- **Data availability:** All research articles are encouraged to have a data availability statement.
- **Disclaimer:** A statement that the views expressed in the submitted article are his or her own and not an official position of the institution or funder.

References: Authors should provide direct references to original research sources whenever possible. References should not be used by authors, editors, or peer reviewers to promote self-interests. The APA Edition 7 referencing style is used.

2.4 Case reports

The case report should highlight a critical issue that is relevant to the field of applied neurosciences.

2.4.1 General Criteria relevant to case reports

Word limit: 4000 to 5000 words (excluding the abstract and references)

Abstract: 250 words

References: 15 or less

Tables/Figures: no more than 6 Tables/Figure

Ethical statement: should be included in the manuscript

2.4.2 Structure for a case report

Title: The article's full title should contain a maximum of 95 characters (including spaces).

Abstract: The abstract should be no longer than 250 words and must be written in the past tense. The abstract should give a concise orientation and purpose, client presentation, intervention/management and outcome and significance of the case. The abstract can be structured and should consist of four paragraphs labelled Orientation and purpose, Client presentation, Intervention/Management and outcome, and Conclusion.

- Orientation and purpose: Describe briefly the context and the reason for publishing this client study.
- Client presentation: Describe briefly the assessment of the client' challenge.
- Intervention/Management and outcome: Describe briefly the intervention or management plan, progress and final outcome.
- Conclusion: Summarise the lessons learnt and key implications or recommendations.

Introduction: Convey clearly what is particularly interesting about the client that you want to describe to the reader. It is useful to begin by placing the study in a historical or social context. If similar cases have been reported previously, please describe them briefly. Clarify your aim or objectives in publishing this client study.

Ethical considerations: Papers based on a case study that involves the treatment of humans must adhere to the Declaration of Helsinki on Ethical Principles for Medical Research Involving Human Subjects. Case studies must have the consent of the patient(s) or waiver of consent approved by an ethics committee. Clearly articulate compliance with ethical considerations.

Client presentation: Describe your client in detail with consideration of the following aspects:

- Describe the information that was gathered on the client's challenge(s) from the consultation and/or assessment and results of any investigations.
- Describe the information that was gathered on the client's perspective of their challenges.
- Describe the information that was gathered on the client's context.

Intervention/Management and outcome: In this section, you should clearly describe the intervention / plan for care, as well as what was actually provided, how the client progressed over time and the final outcome.

Discussion: Summarise the key points, lessons learnt and discuss these in relation to the literature. Clarify the implications or recommendations that arise from this client study.

Acknowledgements: Those who contributed to the work but do not meet our authorship criteria should be listed in the Acknowledgments with a description of the contribution. Authors are responsible for ensuring that anyone named in the Acknowledgments agrees to be named.

Also provide the following, each under their own heading:

- **Competing interests:** This section should list specific competing interests associated with any of the authors. If authors declare that no competing interests exist, the article will include a statement to this effect: *The authors declare that they have no financial or personal relationship(s) that may have inappropriately influenced them in writing this article. (AOSIS Publishing will provide a policy on competing interest)*
- **Author contributions:** All authors must meet the criteria for authorship. *(AOSIS Publishing will provide this policy)*
- **Funding:** Provide information on funding if relevant
- **Data availability:** All research articles are encouraged to have a data availability statement.
- **Disclaimer:** A statement that the views expressed in the submitted article are his or her own and not an official position of the institution or funder.

References: Authors should provide direct references to original research sources whenever possible. References should not be used by authors, editors, or peer reviewers to promote self-interests. The APA Edition 7 referencing style is used.

2.5 Opinion Paper

Topical issues that need special reflection and debate. The relevance or urgency of an issue may trigger the need for such a paper. The purpose of such papers, therefore, is to stimulate debates on such topics and to inform in order to guide the establishment of best practices and the development of a 'final' stance on such a topic. The latter may then require, (if necessary), a further position paper on this topic. An opinion paper needs to set out clear arguments for a particular view held, supported by literature.

2.5.1 General Criteria relevant to opinion papers

- **Word limit:** 3000-4000 words (excluding the structured abstract and references)
- **Abstract:** Not applicable
- **References:** 15 or less
- **Tables/Figures:** No more than 2 tables/figures
- **Ethical statement:** Should be included in the manuscript

2.5.2 Structure for an opinion paper

Introduction: The introduction should make a clear and logical argument for the importance or relevance of the study. Your argument should be supported by use of evidence from the literature.

After the introduction, the author's arguments regarding their position or opinion on the topic should be structured in a logical fashion, using headings where appropriate.

Conclusion: Provide a brief conclusion that summarises the main points of the opinion paper.

Acknowledgements: Those who contributed to the work but do not meet our authorship criteria should be listed in the Acknowledgments with a description of the contribution. Authors are responsible for ensuring that anyone named in the Acknowledgments agrees to be named.

Also provide the following, each under their own heading:

- **Competing interests:** This section should list specific competing interests associated with any of the authors. If authors declare that no competing interests exist, the article will include a statement to this effect: *The authors declare that they have no financial or personal relationship(s) that may have inappropriately influenced them in writing this article. (AOSIS Publishing will provide a policy on competing interest)*
- **Author contributions:** All authors must meet the criteria for authorship. *(AOSIS Publishing will provide this policy)*
- **Funding:** Provide information on funding if relevant
- **Data availability:** All research articles are encouraged to have a data availability statement.
- **Disclaimer:** A statement that the views expressed in the submitted article are his or her own and not an official position of the institution or funder.

References: Authors should provide direct references to original research sources whenever possible. References should not be used by authors, editors, or peer reviewers to promote self-interests. The APA Edition 7 referencing style is used.

2.6 Formatting requirements

File format

- Manuscript files can be in the following formats: DOC, DOCX, or RTF. Microsoft Word documents should not be locked or protected.
- LaTeX documents (.tex) should be converted into Microsoft Word (.doc) before submission online.
- Rich Text Format (RTF): Users of other word processing packages should save or convert their files to RTF before uploading. Many free tools are available that will make this process easier.

Length: Manuscripts should adhere to the author guidelines of the journal. There are restrictions on word count, number of figures, or amount of supporting information.

Font: Use a standard font size and any standard font family.

Special characters: Do not use the font named 'Symbol'. To add symbols to the manuscript, use the Insert → Symbol function in your word processor or paste in the appropriate Unicode character. Refer to our AOSIS house style guide on mathematical and Unicode font guidelines.

Headings: Ensure that formatting for headings is consistent in the manuscript. Limit manuscript sections and sub-sections to four heading levels. To avoid confusion during the review and production process, ensure that the different heading levels used in your work are **visually** distinct from one another. The simplest way to achieve this is to use different font sizes and/or a combination of bold/italics for different heading levels.

Keywords: Identify eight keywords that represent the content of your manuscript and are specific to your field or sub-field. Test your keywords: when you enter your keywords into the various journal and academic databases like Google Scholar, do the results include papers similar to your topic? If not, revise the terms until they do.

Layout and spacing: Manuscript text should have a 1.5 line spacing.

Page and line numbers: Include page numbers and line numbers in the manuscript file. Use continuous line numbers (do not restart the numbering on each page).

(AOSIS Publishing provides templates that already have line and page numbering)

Footnotes: Footnotes are not ideal. If your manuscript contains footnotes, move the information into the main text or the reference list, depending on the content.

Language: Manuscripts must be written in British English, according to the Oxford English Dictionary (avoid Americanisms [e.g. use 's' and not 'z' spellings], and set your version of Microsoft Word default language to UK English). Refer to the AOSIS house style guide for more information. *(AOSIS will supply the guide)*

Abbreviations: Define abbreviations upon first appearance in the text. Do not use non-standard abbreviations unless they appear at least three times in the text. Keep abbreviations to a minimum.

Illustrations: Illustrations fall into two categories:

- Figures: Photographs, drawings, diagrams, graphs, flowcharts, maps, etc.
- Tables and/or Boxes: Text and/or numbers arranged in orderly columns and rows.

Every time a Figure, Table and/or Box is presented in your manuscript, it should be referred to three times:

- In a legend, which includes a number, a title, and its source. The legend is placed below a Figure and above a Table and/or Box. The source section should consist of the in-text citation, creator or owner and its year of creation, and any other attribution required as stipulated by the permission received (person and place) to reproduce.
- In the body of your written manuscript. You should include an in-text citation and a sentence or two about the image explaining what it illustrates and why it is there.
- As a reference entry within your reference list.

2.7 7.2 Debut date

Debut date is January 2022

2.8 7.3 Newsletter / Facebook / Instagram / LinkedIn

Appointment of Portfolio Manager – Warwick Brown

Newsletter

Portfolio Managers to submit brief updates.

Facebook, Instagram & LinkedIn

Facebook - already set up with 548 people following the page.

Instagram & LinkedIn – To be setup once content is available.

Section 7:

Training

1. Certification Process

Certified Membership

- Completed IAAN Board accredited Fundamentals of Applied Neuroscience Training and provide
- supporting certificate evidence of completion.
- Complete a 1-hour supervision session with one of the IAAN listed supervisors.
- To reinstate lapsed certified membership - Board approved Grandfather clause
- Supporting evidence of completion of Fundamentals of Applied Neuroscience Training.
- Complete a 1-hour supervision session with one of the IAAN listed supervisors.

Ongoing Certified Member Renewal Requirements

- Annually complete a 1-hour supervision session with one of the IAAN listed supervisors.
- hours of further training in Neuroscience this could include workshops,
 - conferences, journals, and e-learning. Maintain record of 3 hours of PD.

Associate Membership

- Completed IAAN Board accredited Fundamentals of Applied Neuroscience Training and provide supporting certificate evidence of completion.

2. Trainers and Third-party trainers

2.1 Criteria to qualify as a trainer / third party trainer

IAAN Internal Trainers Criteria:-

1. Completed the Fundamentals of Applied Neuroscience Training.
2. Desirable minimum 3-years certified membership and maintain membership level.
3. Previously co-facilitated IAAN training or presented at IAAN Conference or webinars.
4. Conducted/demonstrated training/educational capacity in applying neuroscience within their chosen field.
5. It would be desirable for trainers to have published relevant articles in applied neuroscience in their chosen field of accredited expertise.
6. A Pool of internationally spread trainers across several countries Aust, NZ, Sth Africa, USA,UK,Europe & Asia.

External Third-Party Trainers:-

To be Board approved.

2.2 Current Trainers

Motion: Approve Trainers

Current Trainers involved in 2019 training:-

Roger Mysliwicz

Daren Wilson

David Collins

Sarah McKay

Lou Cozolino

Advisors for Development of the Fundamentals Training:-

Roger Mysliwicz

Daren Wilson

John Arden

Louis Cozolino

Dionne Shnider

Peter Janetzki

David Collins

Sarah McKay

2.3 Training Content

- Current Fundamentals of Applied Neuroscience Training (Power Point Slides posted on Slack under Training on 26 February 2021).
- Module content changes to be presented to the Board by portfolio committee.

2.4 Online training modules

To be developed using existing fundamentals slides and content once Thinkific is established.

2.5 Structure of online training

Discussed Jenny's recommendation of Thinkific everyone agreed it covered all areas IAAN needs to maintain membership database, community networking portal, payments, on-line training platforms, webinars.

Thinkific is:-

- Affordable
- Easy to set up
- Links online payments
- Manages Memberships
- Community portal
- Post announcements
- Data tracking for Facebook.
- Free account set up available
- structure it with specific courses and linked landing page.

**Board agreed on Thinkific PRO Annual package to replace Wild Apricot similar pricing per annum:-
\$79 USD/MO.**

For course creators ready to build a successful online course business, a complete suite of tools to create an amazing student experience.

Basic features plus:

- Unlimited courses & students
- Live chat support
- Site admin accounts
- Course admins/authors
- Private & hidden courses
- Advanced course pricing options
- Memberships and bundles
- Certificates
- Advanced Customization
- Priority Support
- Assignments
- Communities
- Live Lessons with Zoom

Note: \$79 Package is for annual subscription for 100 active members. Cost above that is charged at 10 cents USD per month each member, which still works out cheaper than the premium package at \$399 USD per month. If membership increases package can be upgraded at any time. This allows for 2 admins.

2.6 Webinars

Approve presenters for webinars

Approve advertising through IAAN network of members.

Section 8:

Annual General Meeting

8.1 Date

Set by the Board in accordance with Constitution

8.2 Logistics

Section 9:

Conference & Webinars

9. Conference 2022

The Board set conference dates, duration, and location.

9.1 Conference Format

The Board approve Conference format

- Keynote – 1.5
- Presentations/ workshops – 35-minute (+10 for movement)
- Panel
- Posters
- Webinars
- Board to propose keynote and presentation speakers
- Conference dinner.

9.1 Cost

Conference Registration costs:-

The Board set the cost for Conference