

**The Constitution of the
Australian Mammal Society, Incorporated**

September 2013

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**Incorporated in the Australian Capital Territory under the
*Association Incorporation Act 1991***

Name

When incorporated, the name of the Society shall be the 'Australian Mammal Society Incorporated'.

Objects and powers of Society

The objects of the Society shall be:

- (a) to promote the scientific study of the mammals of the Australasian region;
- (b) to provide opportunities for discussion and the dissemination of information among its Members by any appropriate means, including meetings and publications;
- (c) to provide a body of informed opinion concerning the mammals of the Australasian region which may be consulted by other societies, institutions, bodies and persons;
- (d) to promote the conservation of mammals; and
- (e) to cooperate with other societies, institutions, bodies and persons to further any of these objects.

For the purpose of carrying out the objects of the Society it shall have the following powers:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects of the Society;
- (b) the buying selling, and supplying of, and dealing in, goods to meet the objects of the Society;
- (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects of the Society;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects of the Society;
- (e) the taking of such steps from time to time as the Council or the members in general meeting may deem expedient for the purpose of procuring

contributions to the funds of the Society, whether by way of donations, subscriptions, or otherwise;

(f) the printing and publishing of such news sheets, periodicals, books, leaflets, or other documents as the Council or the members in general meeting may deem desirable for the promotion of the objects of the Society;

(g) the borrowing and raising of money in such manner and on such terms as the Council deems fit or as may be approved by the Society, or directed by the Society, and securing the repayment of money so raised or borrowed or the payment of a debt of liability of the Society by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Society;

(h) the investment of any moneys of the Society not immediately required for any of its objects or purposes under a Trustee Act of the Commonwealth or of a State or Territory of the Commonwealth and in such manner as the Council may from time to time determine;

(i) the making of gifts, subscriptions, or donations to any fund, authority or institute established for, or conducive to, an object of the Society;

(j) the acceptance of grants made for research or other purposes, their administration and scientific management;

(k) the awarding of prizes, bursaries, and scholarships to members of the Society and other persons;

(l) the establishment of branches of the Society;

(m) the establishment and support or aiding in the establishment or support, of any other association formed for any of the objects of the Society; and

(n) the doing of all such lawful things as are incidental or conducive to the attainment of all or any of the objects of the Society as herein defined.

Rules of the Society

Part 1.1 Preliminary

1 Definitions for these rules

In these rules:

Note A definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

Society means the Australian Mammal Society.

financial year means the year ending on 30 April.

member means a member, however described, of the Society.

Council means the Council of the Australian Mammal Society.

Ordinary Council Member means a member of the Council who is not an office-bearer of the Society as mentioned in rule 13 (1) (a).

Secretary means the person holding office under these rules as Secretary of the Society or, if no such person holds that office, the Public Officer of the Society.

the Act means the *Associations Incorporation Act 1991*.

the regulation means the *Associations Incorporation Regulation 1991*.

1A Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

Part 1.2 Membership

2 Membership qualifications

A person is qualified to be a member if—

- (a) the person is a person mentioned in the Act, section 21 (2) (a) or (b) and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act; or
- (b) the person has applied for membership in accordance with rule 3 (1) and submitted the correct subscription payment to the Society.

3 Application for membership

- (1) An application for membership of the Society—
 - (a) must be made in writing on the Society's membership application form and contain a statement of the interests of the person nominated in the study of mammals or generally in the objects of the Society; and
 - (b) must be lodged with the Society.
 - (c) must be accompanied by the first year's annual subscription.
- (2) The Society must, on receipt of the application form and subscription payment from the applicant ensure the applicant's name is entered in the register of members and, on the name being so entered, the applicant becomes a member of the Society.

4 Membership entitlements not transferable

A right, privilege or obligation that a person has because of being a member of the Society—

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

5 Cessation of membership

A person ceases to be a member of the Society if the person—

- (a) dies; or
- (b) resigns from membership of the Society; or
- (c) is expelled from the Society; or
- (d) fails to renew membership of the Society.

6 Resignation of membership

- (1) A member is not entitled to resign from membership of the Society except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to the Society may resign from membership of the Society by first giving notice (of not less than 1 month or, if the Council has determined a shorter period, that shorter period) in writing to the Membership Secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- (3) If a person ceases to be a member, the Membership Secretary must ensure an appropriate entry is made in the register of members recording the date the member ceased to be a member.

7 Fee, subscriptions etc

- (1) The entrance fee to the Society is \$1 or, if any other amount has been determined by resolution of the Council, the other amount. The entrance fee can be incorporated into the first year's membership fee.
- (2) The annual membership fee of the Society is \$2 or, if any other amount has been determined by resolution of the members at an Annual General Meeting, that other amount.
- (3) The annual membership fee is payable—
 - (a) except as provided by paragraph (b)—before 31 March in each calendar year; or
 - (b) if a person becomes a member on or after 31 March in any calendar year—before 31 March in each succeeding calendar year.
- (4) The annual membership fee shall not include any subscription to a publication that is not published by the Society or on its behalf.
- (5) If the annual membership fee of a member is twelve or more months in arrears, the Council may, after serving a notice to that effect on the member, direct the Membership Secretary to remove their name from the register of

members whereupon they shall cease to be a member, but after payment of all arrears the Council may reinstate the name of a member removed under this clause.

8 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount (if any) unpaid by the member in relation to membership of the Society as required by rule 7.

9 Disciplining of members

- (1) If the Council is of the opinion that a member—
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society;the Council may, by resolution—
 - (c) expel the member from the Society; or
 - (d) suspend the member from the rights and privileges of membership of the Society that the Council may decide for a specified period.
- (2) A resolution of the Council under sub-rule (1) is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub-rule (3), confirms the resolution in accordance with this rule.
- (3) If the Council passes a resolution under sub-rule (1), the Secretary must, as soon as practicable, serve a written notice on the member—
 - (a) setting out the resolution of the Council and the grounds on which it is based; and
 - (b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Council at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the Council mentioned in sub-rule (2), the Council must—

- (a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Council by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the Council made under sub-rule (1).
- (5) If the Council confirms a resolution under sub-rule (4), the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under rule 10.
- (6) A resolution confirmed by the Council under sub-rule (4) does not take effect—
- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if within that period the member exercises the right of appeal—unless and until the Society confirms the resolution in accordance with rule 10 (4).

10 Right of appeal of disciplined member

- (1) A member may appeal to the Society in a general meeting against a resolution of the Council that is confirmed under rule 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) On receipt of a notice under sub-rule (1), the Secretary must notify the Council which must call a general meeting of the Society to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a general meeting of the Society called under sub-rule (2)—
- (a) no business other than the question of the appeal may be transacted; and
 - (b) the Council and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present must vote by secret ballot on the question of whether the resolution made under rule 9 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 9 (4), that resolution is confirmed.

11 Honorary Life Member

A person who has rendered or is rendering distinguished service to the Society or to Australian mammalogy may be appointed an Honorary Life Member of the Society by the Council. A person so appointed shall be

- (a) deemed to be a member of the Society until their death or resignation; and
- (b) exempt from payment of any membership fees to the Society.

Part 1.3 Council

12 Powers of Council

- (1) The Council, subject to the Act, the regulation, these rules, and to any resolution passed by the Society in a general meeting—
 - (a) controls and manages the affairs of the Society; and
 - (b) may exercise all functions that may be exercised by the Society other than those functions that are required by these rules to be exercised by the Society in general meeting; and
 - (c) has power to perform all acts and do all things that appear to the Council to be necessary or desirable for the proper management of the affairs of the Society.
- (2) Additional functions of the Council may include—
 - (a) recommending to the Society at the annual general meeting the number of Honorary Life Members to be included in the membership at any time;
 - (b) considering nominations by members of the Society of persons to be appointed Honorary Life Members pursuant to rule 11 and to elect Honorary Life Members, but the number of such members shall be limited by the number determined by the Society; and
 - (c) in respect of prizes, bursaries and scholarships established from time to time by the Society, determine the nature and conditions of award, and make the awards.

13 Constitution and membership

- (1) The Council consists of—
 - (a) the office-bearers of the Society; and
 - (b) 3 or 4 Ordinary Council Members; and
 - (c) 2 appointed Council members.

The office-bearers and the Ordinary Council Members must be elected under rule 14 or appointed in accordance with sub-rule (8). The two appointed Council members will be appointed by the Council.

- (2) The office-bearers of the Society are—
 - (a) the President; and
 - (b) the Vice-President; and
 - (c) the Treasurer; and
 - (d) the Secretary; and
 - (e) the Assistant Secretary/Newsletter Editor.
- (3) The Ordinary Council Members may fill the following roles—
 - (a) Conservation Officer;
 - (b) Membership Secretary;
 - (c) Ordinary Member; and
 - (d) Student Representative.
- (4) The appointed Council members are—
 - (a) Editor; and
 - (b) Webmaster.
- (5) Public Officer

A Public Officer shall be appointed from among the members of the Society that reside in the Australian Capital Territory for the purpose of the *Associations Incorporation Act 1991*. The Public Officer is not a member of the Council.

- (6) The elected officer-bearers and Ordinary Council Members shall take office at the conclusion of the annual general meeting at which they are elected.
- (7) Each elected member of the Council holds office, subject to these rules, for a three year period.
- (8) If there is a vacancy in the membership of the Council, the Council may appoint a member of the Society to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment. The person so appointed or any other member may be nominated for election at that annual general meeting.

14 Election of Council members

- (1) Nominations of candidates for election as office-bearers of the Society or as Ordinary Council Members—

- (a) must be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) must be given to the Secretary of the Society not less than 28 days before printing of the Newsletter announcing the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
 - (3) If insufficient further nominations are received, any vacant positions remaining on the Council are taken to be vacancies.
 - (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
 - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
 - (6) The ballot for the election of office-bearers and Ordinary Council Members must be conducted at the annual general meeting in the way the Council may direct.
 - (7) A person is not eligible to simultaneously hold more than 1 position on the Council.

15 Secretary

- (1) The Secretary of the Society must, as soon as practicable after being appointed as Secretary, notify the Society of his or her address.
- (2) The Secretary must keep minutes of—
 - (a) all elections and appointments of office-bearers and Ordinary Council Members; and
 - (b) the names of members of the Council present at a Council meeting or a general meeting; and
 - (c) all proceedings at Council meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

16 Treasurer

- (1) The Treasurer of the Society, or a Council-appointed delegate, must—
 - (a) collect and receive all amounts owing to the Society and make all payments authorised by the Society; and
 - (b) keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

17 Vacancies

- (1) For these rules, a vacancy in the office of a member of the Council happens if the member—
 - (a) dies; or
 - (b) ceases to be a member of the Society; or
 - (c) resigns the office; or
 - (d) is removed from office under rule 18 (Removal of Council members); or
 - (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (f) suffers from mental or physical incapacity; or
 - (g) is disqualified from office under the Act, section 63 (1); or
 - (h) is absent without the consent of the Council from all meetings of the Council held during a period of 6 months.

18 Removal of Council members

The Society in general meeting may by resolution, subject to the Act, section 50, remove any member of the Council from the office of member of the Council before the end of the member's term of office.

19 Council meetings and quorum

- (1) The Council must meet at least 4 times in each calendar year at the place and time that the Council may decide.
- (2) Additional meetings of the Council may be called by any member of the Council.
- (3) Oral or written notice of a meeting of the Council must be given by the Secretary to each member of the Council at least 48 hours (or any other period that may be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-rule (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Council members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- (6) No business may be transacted by the Council unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the Council—
 - (a) the President or, in the absence of the president, the Vice-President presides; or
 - (b) if the President and the Vice-President are absent—1 of the remaining members of the Council may be chosen by the members present to preside.

20 Delegation by Council to subcommittee

- (1) The Council may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the Society that the Council considers appropriate) the exercise of the functions of the Council that are specified in the instrument, other than—
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the Council by the Act, by any other Territory law, or by resolution of the Society in general meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, in writing, revoke wholly or in part any delegation under this rule.
- (7) A subcommittee may meet and adjourn as it considers appropriate.

21 Voting and decisions

- (1) Questions arising at a meeting of the Council or of any subcommittee appointed by the Council are decided by a majority of the votes of members of the Council or subcommittee present at the meeting.
- (2) Each member present at a meeting of the Council or of any subcommittee appointed by the Council (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

- (3) Subject to rule 19 (5), the Council may act despite any vacancy on the Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a subcommittee appointed by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or subcommittee.

Part 1.4 General meetings

22 Annual general meetings—holding of

- (1) With the exception of the first annual general meeting of the Society, the Society must, at least once in each calendar year and within 5 months after the end of each financial year of the Society, call an annual general meeting of its members.
- (2) The Society must hold its first annual general meeting—
 - (a) within 18 months after its incorporation under the Act; and
 - (b) within 5 months after the end of the first financial year of the Society.
- (3) Sub-rules (1) and (2) have effect subject to the powers of the Registrar-General under the Act, section 120 in relation to extensions of time.

23 Annual general meetings—calling of and business at

- (1) The annual general meeting of the Society must, subject to the Act, be called on the date and at the place and time that the Council considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
 - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Council reports on the activities of the Society during the last financial year; and
 - (c) to elect members of the Council; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1); and
 - (e) to appoint an Auditor and to determine his/her remuneration; and
 - (f) to accept or reject any recommendation made by the Council with respect to the number of Honorary Life Members for the time being of the Society.
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with rule 26 (Notice).

- (4) An annual general meeting must be conducted in accordance with the provisions of this part.

24 Scientific meeting

- (1) The Council may, whenever it considers appropriate, convene a scientific meeting of the Society.
- (2) The ordinary business of a scientific meeting shall consist of the presentation of scientific papers, their discussion, demonstrations of scientific matter, exchange of scientific information, or any of these matters.
- (3) A scientific meeting may be held at the same place and on the same day, either before or after, a general meeting of the Society.

25 General meetings—calling of

- (1) The Council may, whenever it considers appropriate, call a general meeting of the Society.
- (2) The Council must, on the requisition in writing of not less than 5% of the total number of financial members, call a general meeting of the Society.
- (3) A requisition of members for a general meeting—
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the Council fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in sub-rule (4) must be called as nearly as is practicable in the same way as general meetings are called by the Council and any member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable expense so incurred.

26 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least 30 days before the date fixed for the holding of the general meeting, send electronically or by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in sub-rule (1) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under rule 23 (2).
- (4) A member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27 General meetings—procedure and quorum

- (1) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Twenty-five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

28 Presiding member

- (1) The President, or in the absence of the President, the Vice-President, presides at each general meeting of the Society.
- (2) If the President and the Vice-President are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

29 Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give electronic, written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-rule (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30 Making of decisions

- (1) A question arising at a general meeting of the Society is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Society, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken—
 - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31 Voting

- (1) Subject to sub-rule (3), on any question arising at a general meeting of the Society a member has 1 vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 20 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the member or proxy to the Society has been paid, other than the amount of the annual subscription payable for the then current year.

32 Appointment of proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.

- (2) The notice appointing the proxy must be in the form set out in Appendix 1.

Part 1.5 Miscellaneous

33 Funds—source

- (1) The funds of the Society must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting and subject to the Act, section 114, any other sources that the Council decides.
- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- (3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

34 Funds—management

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society must be used for the objects of the Society in the way that the Council decides. No portion shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise to any member of the Society, except as outlined in sub-rule (3).
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Council or employees of the Society, being members of the Council or employees authorised to do so by the Council.
- (3) Nothing contained in the foregoing provisions of this rule shall prevent the payment in good faith by the Society to a servant or member of the Society of—
 - (a) reasonable remuneration in return for services for which a receipt is available, and actually rendered to the Society by the servant or member or for goods supplied to the Society by the servant or member in the ordinary course of business;
 - (b) repayment of reasonable out-of-pocket expenses, for which a receipt is available; or
 - (c) a prize awarded pursuant to rule 12 (2) (c).

35 Auditor

- (1) At each annual general meeting of the Society, the members present shall appoint an auditor who shall hold office until the annual general meeting next after that at which he or she was appointed, and is eligible for re-appointment.

- (2) If an appointment is not made at an annual general meeting the Council shall appoint an auditor of the Society for the then current financial year of the Society.
- (3) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Society, the Council may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.
- (4) A person who is a member of the Society shall not be eligible for appointment as the auditor of the Society.

36 Audit of accounts

- (1) At least once in each financial year of the Society, the accounts of the Society shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the Society and shall report thereon to the Council.
- (3) In his or her report, and in certifying to the accounts, the auditor shall state—
 - (a) whether they have obtained the information required;
 - (b) whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Society according to the information at their disposal and the explanations given to them and as shown by the books of the Society; and
 - (c) whether the clauses relating to the administration of the funds of the Society have been observed.
- (4) The Treasurer of the Society shall cause to be delivered to the auditor a list of all the accounts, books and records of the Society.
- (5) The auditor—
 - (a) has a right of access to the accounts, books, records, vouchers, and documents of the Society;
 - (b) may require from the officers and servants of the Society such information and explanations as may be necessary for the performance of their duties as auditor;
 - (c) may employ persons to assist them in investigating the accounts of the Society; and
 - (d) may, in relation to the accounts of the Society, examine any member of the Council or any servant of the Society.

37 Alteration of objects and rules

Neither the objects of the Society nor these Rules may be altered except in accordance with this rule.

- (1) These Rules may be amended —

(a) by resolution passed by two thirds majority (including proxies and absentee votes made in writing to the Secretary before the commencement of the meeting) of members voting at a general meeting other than a scientific meeting; or

(b) by resolution passed by a simple majority of the votes cast in an electronic or postal ballot.

- (2) Notice of an amendment proposed for consideration at a general meeting shall be included in the notice calling the general meeting.
- (3) An amendment to the Constitution is of no effect until a copy of the amendment is filed with, and accepted by, the Registrar-General's Office in the Australian Capital Territory.
- (4) An amendment to the objects of the Society is of no effect unless approved by the Registrar-General's Office.

38 Common seal

- (1) The common seal of the Society must be kept in the custody of the Secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the Council and the attaching of the common seal must be attested by the signatures either of 2 members of the Council or of 1 member of the Council and of the Secretary.

39 Custody of books

- (1) Subject to the Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Society.
- (2) Within 6 months of the end of their term of Office, the Council must present all records, books, and other documents relating to the Society to The Australian Academy of Science for holding in the Archives of the Society.

40 Inspection of books

- (1) The records, books and other documents of the Society must be open to inspection at a place in the ACT, free of charge, by a member of the Society at any reasonable hour, or can be viewed by contacting the Secretary.

41 Service of notice

- (1) For these rules, a notice may be served by or on behalf of the Society on any member either personally or by sending it electronically or by post to the member at the member's address shown in the register of members.
- (2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken for these rules, unless the contrary is proved, to have been served on the

person at the time when the letter would have been delivered in the ordinary course of post.

42 Surplus property

- (1) At the first general meeting of the Society, the Society must pass a special resolution nominating—
 - (a) another Society for the Act, section 92 (1) (a); or
 - (b) a fund, authority or institution for the Act, section 92 (1) (b);in which it is to vest its surplus property in the event of the dissolution or winding up of the Society.
- (2) A Society nominated under sub-rule (1) (a) must fulfil the requirements specified in the Act, section 92 (2).

43 Statements on behalf of Society

No member except the President or Secretary or any member authorised in writing by the President or Secretary shall make a statement on behalf of the Society.

44 Continuity

- (1) These Rules adopted by vote at the annual general meeting of the Society held on 5 July 2005 replaces the Constitution of the Society adopted at the 3rd General Meeting of the Society held in Brisbane on 26 May 1961 as amended in August 1973, August 1974, November 1977 and in 1978.
- (2) All members of the Society holding office immediately prior to the coming into effect of these Rules shall continue to hold office as if they had been elected or appointed under these Rules.

Appendix 1

(see rule 32 (2))

Form of appointment of proxy

I,
(full name)

of
(address)

a member of
(name of incorporated Society)

appoint
(full name of proxy)

of
(address)

a member of that incorporated Society, as my proxy to vote for me on my behalf at the general meeting of the Society (annual general meeting or other general meeting, as the case may be) to be held on and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....
(Signature of member appointing proxy)

Date

(* To be inserted if desired.)

Note A proxy vote may not be given to a person who is not a member of the Society.