

CONSTITUTION

**THE AUSTRALIAN MARINE SCIENCES
ASSOCIATION INC**

2000

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THE AUSTRALIAN MARINE SCIENCES ASSOCIATION INCORPORATED

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CONSTITUTION

THE AUSTRALIAN MARINE SCIENCES ASSOCIATION INCORPORATED

1 Name

The name of the association shall be The Australian Marine Sciences Association Incorporated (in these rules called "the Association").

2 Interpretation

1 In these rules, unless the contrary intention appears, "General meeting" means a general meeting of members convened in accordance with rule 14 or 15.

"Council" means the Council of the Australian Marine Sciences Association Incorporated constituted under Rule 23.

"Ordinary councillor" means a member of the Council to whom paragraph (b) of sub-rule (1) of rule 25 relates.

"Australia" includes its Territories, and "State" means any State or Territory of Australia.

"The Bulletin" means the "Australian Marine Sciences Bulletin".

2 In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other means of representing or reproducing words in a visible form.

3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Ordinance 1937-1959 and that Ordinance as in force on the date on which these rules are adopted by the Association.

3 Association's Office

The office of the Association shall be at Canberra or such other place as the Council may, from time-to-time, determine.

4 Public Officer

1 The Council shall appoint a person, whether or not a member of the Association, to be Public Officer of the Association.

2 The Public Officer appointed under the last preceding sub-rule shall hold office at the discretion of the Council.

3 In addition to the duties prescribed by law, the Public Officer shall carry out such other duties as may, from time-to-time, be designated by the Council.

5 Objects and Purposes of the Association

The basic objects of the Association are to promote, develop and assist in the study of all branches of marine science in Australia and, by means of publications, meetings, symposia and such other methods as may be considered appropriate, to provide for the exchange of information and ideas between those concerned with marine science.

6 1 In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include:

- (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 or purposes of the Association;
- (b) the buying, selling and supplying of, and dealing in, goods of all kinds;
- (c) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- (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 or the Association, whether by way of donations, subscriptions or otherwise;
- (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Council or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in such manner and on such terms as the Council may think fit or as may be approved or directed by resolution passed at a general meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- (h) subject to the provisions of the Trustee Ordinance 1967, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Council may from time-to-time determine;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax Assessment Act 1936-1965 of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of these purposes;
- (k) the establishment and support, or aiding in the establishment and support, of any other association formed for any of the basic objects of the Association; and
- (l) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provision of this sub-rule.

7 Membership of the Association

Members of the Association shall be classed as Ordinary Members, Student Members, Associate Members, Corresponding Members, Corporate Members, Honorary Life Members and Sustaining Members.

- (i) Ordinary Members. Ordinary Members shall be persons who are or have been engaged in or directed research in a branch of marine science and who either possess

appropriate academic qualifications or because of knowledge and experience occupy positions that ordinarily would, in the opinion of the Council, require academic qualifications.

- (ii) Student Members. Student Members shall be persons who are studying relevant subjects and have not yet taken their first degree, provided that the Council may admit to student membership persons who, although having taken their first degree, are still in full-time student status.
 - (iii) Associate Members. Associate Members shall be persons who are interested in the objects of the Association, but do not qualify for ordinary membership.
 - (iv) Corresponding Members. Corresponding Members shall be persons who are resident outside Australia.
 - (v) Honorary Life Members. Honorary Life Members shall be persons distinguished for their research in marine science or who shall have rendered meritorious service to the Association.
 - (vi) Sustaining Members. Sustaining Members shall be persons, organisations or institutions who wish to support the objects of the Association.
- 8 1 A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription prescribed in, or fixed under, these rules.
- 2 Subject to sub-rule (6) of this rule, a person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to the membership unless:
- (a) he is nominated as provided in sub-rule (3) of this rule; and
 - (b) his admission as a member is approved by the Council.
- 3 A nomination of a person for membership of the Association:
- (a) shall be made in the prescribed form and shall be signed by two members of the Association having personal knowledge of the nominee;
 - (b) shall be accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (c) shall be lodged with the Membership Registrar supported by the appropriate subscription.
- 4 As soon as is practicable after the receipt of a nomination, the Membership Registrar shall refer the nomination to the Council.
- 5 Upon a nomination being approved by the Council, the Membership Registrar shall, with as little delay as possible, enter the nominee's name in a register of members to be kept by the Membership Registrar, whereupon the nominee becomes a member of the Association.
- 6 Honorary Life Membership shall be conferred on a person nominated by Council and elected by a simple majority at a general meeting.
- 7 A member of the Association may, at any time, resign from the Association by delivering or sending by post to the Secretary a written notice of resignation, and by paying all subscriptions due.

- 8 Upon receipt of a notice under sub-rule (7) of this rule, the Membership Registrar shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
- 9 If any member whose subscription is in arrears for twelve months, shall fail to pay such arrears after notification in writing from the Treasurer, the Council may cancel his membership, and he shall cease thereupon to be a member.
- 10 The Council, at its discretion and upon such terms as it thinks fit, may waive the subscription of a member or re-enrol any person who has ceased to be a member.
- 11 If elected within three months of the end of the financial year, a member may defer taking up his membership until the following year.
- 12 A right, privilege, or obligation of a person by virtue of his membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of his membership, whether by death, resignation or otherwise.
- 13 Members of the Association shall not be liable to contribute towards the debts and liabilities of the Association, or to the costs, charges and expenses of winding-up the Association.

9 Income and Property of the Association

- 1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.
- 2 The Association shall not:
 - (a) appoint a person who is a member of the Council to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
 - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of pocket expenses).
- 3 Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:
 - (a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
 - (b) interest at a rate not exceeding seven and one-quarter per cent per annum on moneys lent to the Association by the servant or member; or
 - (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

10 Accounts

- 1 True accounts shall be kept:

- (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
- (b) of the property, credits and liabilities of the Association,

and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts and any other records, books and documents of the Association shall be open to the inspection of the members of the Association.

- 2 The Treasurer of the Association shall faithfully keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Council may direct.
- 3 The accounts, books and records and any other documents of the Association referred to in sub-rules (1) and (2) of this rule shall be kept at the Association's office or at such other place as the Council may decide.

11 Banking

- 1 The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof record such receipts in the books of account.
- 2 The Council shall cause to be opened with such bank as the Council selects a banking account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- 3 The Council may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- 4 Except with the authority of the Council, no payment of sum exceeding ten dollars shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account.
- 5 Notwithstanding anything in rule 9, the Council may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Council may impose.
- 6 No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Council, whereupon a list of such payments shall be submitted to the next succeeding meeting of the Council.
- 7 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer or, in his absence, by such other member or members of the Council as the Council may nominate for that purpose, and shall be countersigned by such member or members of Council as the Council shall decide.

12 Auditor

- 1 At each annual general meeting of the Association the members present shall appoint a person who is not a member or the public officer of the Association as the auditor of the Association.
- 2 A person so appointed shall hold office until the annual general meeting next after that at which he is appointed, and is eligible for re-appointment.

- 3 The first auditor of the Association may be appointed by the Council before the first annual general meeting and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- 4 If an appointment is not made at an annual general meeting, the Council shall appoint an auditor of the Association for the then current financial year of the Association.
- 5 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Council may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

13 Audit

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

14 Annual General Meeting

- 1 The Association shall, in each calendar year, hold an annual general meeting.
- 2 The annual general meeting shall be held in each year within a period of five months from the end of the Association's financial year.

- 3 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- 4 The annual general meeting shall be specified as such in the notice convening it, and such notice shall be sent by post to all members not less than twenty-one days before the date set down for the meeting.
- 5 The ordinary business of the annual general meeting shall be:
 - (a) to confirm the Minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Council, auditor and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
 - (c) to receive from the Council a report containing a survey of the activities of the Association during the period since the last annual general meeting;
 - (d) to elect the officers of the Association and the ordinary Councillors; and
 - (e) to appoint the auditor and determine his remuneration.
- 6 The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 7 All general meetings other than the annual general meeting shall be called special general meetings.

15 Special General Meeting

- 1 The Council may, whenever it thinks fit, convene a special general meeting of the Association, by sending to all members, not less than twenty-one days before the date set down for such meeting, a notice specifying the business to be transacted at the meeting.
- 2 The Council shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association.
- 3 A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- 4 If the Council does not cause a special general meeting to be held within twenty-eight days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting, but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- 5 A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

16 Business and Quorum at General Meetings

- 1 All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred

to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.

- 2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 3 Fifteen members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- 4 If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

17 President to Preside at General Meetings

- 1 The President, or in his absence, the Vice-President, shall preside as chairman at every general meeting of the Association.
- 2 If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as chairman thereat.

18 Adjournment of General Meetings

- 1 The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time-to-time and place-to-place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2 Where a meeting is adjourned for twenty-eight days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 3 Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjourned meeting.

19 Determination of Questions Arising at General Meetings

A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority or lost, and an entry to that effect in the Minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20 Votes

- 1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 2 All votes shall be given personally.
- 3 In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.

21 Taking of Poll

If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

22 When Poll to be Taken

A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

23 Affairs of Association to be Managed by Council

1 The affairs of the Association shall be managed by a committee of management constituted as provided in rule 25 and to be known as the Council of the Australian Marine Sciences Association Incorporated.

2 The Council:

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meeting of members of the Association; and
- (c) subject to the Ordinance and these rules, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.

24 Officers of the Association

(1) The officers, who shall all be members of the Association, in good financial standing, shall be:

- (a) a President;
- (b) a Vice-President;
- (c) the immediate Past-President;
- (d) a Treasurer;
- (e) a Secretary;
- (f) an Assistant Secretary; and
- (g) an Editor.

2 The provisions of sub-rules (2), (3) and (4) of rule 27, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-rule (1) of this rule.

3 Each officer of the Association shall hold office until the conclusion of the annual general meeting next after the date of his election but is eligible for re-election.

4 In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the Council may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

5 The Council shall designate one of the officers to be the Membership Registrar.

25 Constitution of the Council

1 The Council shall consist of:

- (a) the officers of the Association;
 - (b) ten ordinary councillors all of whom shall be elected by a postal ballot of the members of the Association at the time of each Annual General Meeting; and
 - (c) one representative Councillor for each constituent body of the Association who shall be appointed by that body.
- 2 Each ordinary Councillor shall, subject to these rules, hold office until the conclusion of the annual general meeting next after the date of his election, but is eligible for re-election.
 - 3 In the event of a casual vacancy occurring in the office of ordinary Councillor, the Council may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of his appointment.
 - 4 Each representative Councillor, who must be a member of the Association in good financial standing, shall be appointed or elected by the constituent body he represents, in whatever manner, and for whatever period, the rules or procedures of that body may provide. The name of each representative Councillor shall be notified to the Secretary of the Association prior to the first Council meeting he attends. Each constituent body shall fill any casual vacancy for its representative as its rules or procedures may provide.

26 Returning Officer

Where these rules require an election to fill any vacancy on the Council, that body may appoint a returning Officer with such duties as may be deemed expedient.

27 Election of Councillors

- 1 Nominations of candidates for election as officers of the Association or as ordinary Councillors:
 - (a) shall be made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (b) shall be accompanied by a brief biography of the candidate; and
 - (c) shall be delivered to the Secretary of the Association at least thirty-five days before the date fixed for the holding of the annual general meeting.
- 2 If insufficient nominations are received to fill all vacancies for officers or ordinary councillors, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 4 If the number of nominations exceeds the number of vacancies to be filled, a postal ballot shall be held.
- 5 If a postal ballot is to be held:
 - (a) the Secretary shall send to each financial member by post at his/her last known address, not less than twenty-one days before the date of the annual general meeting, a voting paper showing the names of the candidates for the position

for which an election is to be held, accompanied by the brief biographies of the candidates;

- (b) voting papers shall be deemed to be valid if returned to the Secretary prior to the opening of the annual general meeting; and
- (c) votes shall be counted and the results of the election declared at the annual general meeting.

6 In the event that insufficient nominations are received in time for the postal ballot to fill all vacancies for officers and ordinary Councillors and further nominations are received at the annual general meeting, a ballot shall be conducted at that meeting in such usual and proper manner as the Council may direct.

7 No person shall be eligible to hold the office of President after serving two consecutive terms in that office until the expiration of a further two-year period.

28 Vacation of Office

For the purpose of these rules, the office of an officer of the Association or of an ordinary Councillor becomes vacant if the officer or Councillor:

- (a) dies;
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors;
- (c) becomes of unsound mind;
- (d) resigns his office by writing under his hand addressed to the Council;
- (e) fails, without leave granted by the Council, to attend three consecutive meetings of the Council; and
- (f) ceases to be a member of the Association.

29 Meetings of the Council and of Sub-committees

- 1 The Council shall meet at least twice between annual general meetings at such place and at such time as the Council may determine.
- 2 Special meetings of the Council may be convened by the President, or any three of its members.
- 3 Notice shall be given to members of the Council of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- 4 Any four members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- 5 No business shall be transacted unless a quorum is present and if within half an-hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- 6 At meetings of the Council:
 - (a) the President or, in his absence, the Vice-President; or

(b) if the President and the Vice-President are absent, such one of the remaining members of the Council as may be chosen by the members present, shall preside.

- 7 Questions arising at meetings of the Council or of any sub-committee appointed by the Council shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 8 Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 9 Any members of the Council may vote by proxy provided that such proxy is a member of the Council and has been appointed in writing under the hand of the appointer.
- 10 Written notice of each Council meeting shall be served on each member of the Council by delivering it to him at a reasonable time before the meeting or by sending it by post in a pre-paid letter addressed to him at his usual or last known place of abode in time to reach him in due course of post before the date of the meeting.
- 11 A memorandum signed by all members of the Council shall have the same effect as a resolution passed at a meeting of the Council.

30 Disclosure of Interest in Contracts, etc

- 1 A member of the Council who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the Council after the acquisition of his interest.
- 2 If a member of the Council becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the Council after he becomes so interested.
- 3 No member of the Council shall vote as a member of the Council in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

31 Public Statements

The President, or the Secretary in consultation with the President, may make public statements on behalf of the Association.

32 Sub-Committee and Executive Committee

- 1 The Council may at any time appoint a sub-committee from the Council as it may think fit and shall prescribe the powers and functions thereof.
- 2 The Council may co-opt as members of a sub-committee such persons as it thinks fit and shall prescribe the powers and functions thereof
- 3 Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- 4 Any sub-committee may, with the consent of the Council, receive and administer such funds as are necessary for the purposes for which it was established. Such

funds shall remain the property of the Association and shall be administered in accordance with any instructions issued by the Council.

- 5 The President, the Secretary and one other member of Council appointed for the purpose by Council constitute an executive committee, which may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the Council, and where any such instructions are issued shall report thereon to the next meeting of the Council.
- 6 The executive committee shall exercise such other powers as may, from time-to-time, be delegated to it by the Council.

33 Bulletin

The Association shall publish a periodical to be known as Australian Marine Science Bulletin at least four times annually and shall send a copy of each such publication to the members of and contributors to the Association.

34 Annual Subscriptions

- 1 There shall be an annual subscription payable by each member, the amount of which shall be fixed by the general meeting, and may be so fixed at a differential rate, according to class of membership.
- 2 In determining Society expenditure, Council shall give primary priority to providing funds for the publication and distribution of the Bulletin.
- 3 The Council shall fix, subject to review by the next general meeting, a minimum subscription rate for Sustaining Members.
- 4 The annual subscription of a member is due and payable on the first day of the financial year of the Association.

35 Financial Year

The financial year beginning on the first day of July 1992 shall be considered as ending on the last day of May 1993. Subsequent financial years of the Association shall begin on the first day of June in each year and end of the last day of May in the year next following.

36 Service of Notices

A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a pre-paid letter addressed to the member at his usual or last known place of abode.

37 Constituent Bodies

- 1 The Council may, on its own initiative or on receipt of a petition, authorise the formation of constituent bodies of the Association. Such constituent bodies shall consist of such members of the Association resident or working within a State or other defined area, or having an interest in a defined field of marine science or its application, who wish to join that body.
- 2 Such constituent bodies may, subject to approval of Council, determine their own name and shall, within the bounds of the Association's constitution and subject to policy decisions of the Association, be free to make arrangements to conduct their own affairs.
- 3 Any constituent body may, with the consent of the Council, receive and administer

such funds as are necessary for the purposes for which it was established. Such funds shall remain the property of the Association and shall be administered in accordance with any instructions issued by the Council.

- 4 If any such constituent body shall cease to exist, whether by its own decision or for any other reason, any assets remaining after satisfaction of debts and liabilities shall become the property of the Association. Any rules adopted by a constituent body for the conduct of its affairs shall contain a clause to this effect.
- 5 Members of constituent bodies must be members of the Association.
- 6 Public statements, in the name of the Association, made by constituent bodies be cleared with the President or, in his/her absence, the Secretary.

38 Expulsion of Members

- 1 Subject to this rule, the Council may expel a member from the Association if, in the opinion of the Council, the member has been guilty of conduct detrimental to the interest of the Association.
- 2 The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect:
 - (a) until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; or
 - (b) if the member exercises his right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- 3 Where the Council expels a member from the Association, the Secretary of the Association shall, without undue delay, cause to be served on the member a notice in writing:
 - (a) stating that the Council has expelled the member;
 - (b) specifying the ground for the expulsion; and
 - (c) informing the member that if he so desires he may, within fourteen days after the service of the notice on him, appeal against the expulsion as provided in this rule.
- 4 A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Secretary of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his appeal.
- 5 Upon receipt of a requisition under sub-rule (4) of this rule, the Secretary shall forthwith notify the Council of its receipt and the Council shall thereupon cause a special general meeting of members to be held within twenty-eight days after the date on which the requisition is received by the Secretary.
- 6 at a special general meeting convened for the purpose of this rule:
 - (a) no business other than the question of the expulsion shall be transacted;
 - (b) the Council may place before the meeting details of the grounds of the expulsion and the Council's reasons for the expulsions;
 - (c) the expelled member shall be given an opportunity to be heard; and

(d) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

7 If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Association.

8 If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

39 Alteration of the Rules

1 The rules may be amended by a special resolution passed by a three-quarters majority of financial members present and voting at an annual or special general meeting.

2 Notice of the intention to propose the resolution as a special resolution shall be given at least twenty-one days before the date of the meeting in the papers calling the meeting.

3 An amendment to the objects and purposes of the Association shall not be effective until approved by the Registrar of Incorporated Societies.

40 Dissolution of the Association

1 The Association may be dissolved by resolution of a special general meeting called for that purpose, at which meeting three out of every four members present shall vote in favour of the dissolution.

2 Upon such a dissolution, any assets remaining after satisfaction of debts and liabilities of the Association, shall be transferred to such institution or institutions having objects similar to the objects of the Association, or best able to carry out the objects of the Association, to be determined by the members of the Association, at or before the dissolution.

41 Seal of the Association

1 The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".

2 The seal of the Association shall not be affixed to any instrument except by the authority of the Council and affixing thereof shall be attested by the signatures either of two members of the Council or of one member of the Council and of the public officer of the Association or such other person as the Council may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Council.

3 The seal shall remain in the custody of the Secretary.