

AUSTRALIAN MARINE SCIENCES ASSOCIATION INC

NOTICE: PROPOSED ALTERATIONS TO THE 'RULES'

Notes

1. In the descriptions of proposed alterations, underlining signifies text to be inserted and cross-outs signify text to be deleted.
2. Further information about the proposed alterations can be found on AMSA's Web-site at <http://www.amsa.asn.au/ConstitutionChanges-2004.htm>. AMSA's present constitution is at www.amsa.asn.au/constitution.html.
3. Please direct any comments on matters in this document to the secretary: secretary@amsa.asn.au.

I - PROCESS.

At its meeting on 20 February 2004, Council decided to put to the annual general meeting in July for special resolution, a number of proposed alterations to AMSA's constitution, with each major proposal being presented as a single item requiring a separate resolution and with minor proposals grouped as convenient. The proposed alterations have been on display at AMSA's Web site, for members to consider and comment. No changes have been sought and none have been made.

Notice of the special resolutions must be issued at least 21 days before the date of the meeting in the papers calling for the meeting. A special resolution must be passed by a three-quarters majority of members present and voting. Notice of the particulars of an alteration, along with a declaration by at least 2 members of Council to the effect that a special resolution was duly passed, has to be lodged with Registrar-General of the A.C.T. within one month of the meeting. The alteration then takes effect.

II - THE MODEL RULES AND OTHER A.C.T. LEGISLATION.

AMSA is incorporated in the Australian Capital Territory and is subject to the law of that Territory. The A.C.T.'s *Associations Incorporation Act 1991* contains provisions that apply to AMSA and governs the way in which AMSA operates under its own rules (the 'constitution').

The regulations under that Act contain 'Model Rules', which an incorporated organisation may adopt wholly as its rules, but that is rarely a satisfactory practice. Invariably an organisation will operate under its own rules, which may draw upon the Model Rules where appropriate. The Model Rules of the day reflect the latest in legal thinking regarding incorporated organisations and their operations.

The Model Rules apply to an incorporated organisation where that organisation's own rules are silent. It is preferable to restate such a rule in one's own rules as more often than not, members of the organisation will come to rely on the organisation's rules as being the single governing document and will overlook the A.C.T. legislation.

The A.C.T.'s *Legislation Act 2001*, which is law that applies generally within the Territory, is another statute with provisions that govern the operations of AMSA.

A.C.T. legislation may be accessed on the Web: www.legislation.act.gov.au

III - THE PROPOSED SPECIAL RESOLUTIONS

SPECIAL RESOLUTION	SUBJECT	RULE NUMBER
1	<ul style="list-style-type: none"> • CONSTITUTION OF THE COUNCIL • ELECTION OF COUNCILLORS 	24, 25 AND 27
2	<ul style="list-style-type: none"> • BULLETIN 	33 AND 34
3	<ul style="list-style-type: none"> • MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATION 	29
4	<ul style="list-style-type: none"> • MEMBERSHIP OF THE ASSOCIATION • MEMBERS' RIGHTS AND RESPONSIBILITIES • ANNUAL SUBSCRIPTIONS 	7, 8, 17, 20, 27 AND 34
5	<ul style="list-style-type: none"> • VOTING BY PROXY 	20, NEW RULE 20A AND NEW APPENDIX
6	<ul style="list-style-type: none"> • NOTICES OF MEETINGS • SERVICE OF NOTICES 	14, 15, 29 AND 36 AND NEW RULE 15A
7	<ul style="list-style-type: none"> • DELEGATION BY COUNCIL TO SUBCOMMITTEE OR EXECUTIVE COMMITTEE 	NEW RULE 32A
8	<ul style="list-style-type: none"> • LOW PRIORITY MINOR ALTERATIONS - GROUP 'A' 	2 AND 8 AND NEW APPENDIX
9	<ul style="list-style-type: none"> • LOW PRIORITY MINOR ALTERATIONS - GROUP 'B' 	9, 14, 15, 21, 28, 29, 30, 32 AND 38 AND NEW RULE 24A
10	<ul style="list-style-type: none"> • VERY LOW PRIORITY MINOR ALTERATIONS 	8, 11, 12, 13, 14, 16, 17, 18, 19, 37 AND 39

SPECIAL RESOLUTION 1: CONSTITUTION OF THE COUNCIL; ELECTION OF COUNCILLORS

For reasons of efficiency, two separate subjects will be addressed together: rules 24, 25 and 27 as a group deal with the size of Council and the election of councillors. The proposed alterations seek to:

- I. remove the need to hold a postal ballot prior to the annual general meeting for the election of councillors - see sub-rules 25(1), 27(4 & 5);
- II. clarify the circumstances that would trigger the following actions at an annual general meeting: the seeking of further nominations and the carrying out of a ballot - see the 'to-be-deleted' sub-rules 24(2) and 27(2, 3, 4 & 6) and 'proposed-new' sub-rules 27(2 & 3);
- III. reduce the potential size of Council - see sub-rules 25(1, 4);
- IV. state that one must be a financial member to serve as councillor - see sub-rules 24(1) and 25(1);
- V. clarify the circumstances of the Immediate Past President - see new sub-rule 24(3) and sub-rule 24(4);
- VI. clarify when a councillor may hold more than one Council position - see sub-rules 24(4) and 25(1);
- VII. relocate sub-rule 27(7) to 24(2);
- VIII. combine sub-rules 24(3) and 25(2), through modification of 25(2) and deletion of 24(3);
- IX. improve the structure of sub-rule 25(1); and
- X. make sub-rules 24(4) and 25(3) gender-neutral.

THAT THIS MEETING RESOLVE TO ALTER RULES 24, 25 AND 27 AS FOLLOWS:

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.~~

2. 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.

~~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.~~

3. Immediately on ceasing a term as President, that person becomes ipso facto Immediate Past-President, unless that person so declines in which case the previous Immediate Past President may continue in the office, and holds office until the new President ceases office.

4. In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule other than that in the office of immediate Past-President, 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 the appointment, and may continue to hold simultaneously both elected and appointed positions.

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; and
- (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, each of whom:~~

(a) except in regard to sub-rule 24(4), shall hold not more than one Council position;

(b) except for the office of Immediate Past President, shall be elected at each annual general meeting under rule 27 or appointed in accordance with sub-rule 24(4) or sub-rule 25(3); and

(c) shall be a financial member.

2. Each ~~ordinary~~ Councillor shall, subject to these rules including sub-rule 24(2), hold office until the conclusion of the annual general meeting next after the date of ~~his~~ the election or appointment, 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~~ the 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.~~

4. Any councillor who was serving as a representative councillor immediately before the time this sub-rule takes effect may continue as representative councillor for as long as the constituent body so represented requires and the person is a financial member.

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 twenty-one days before the date fixed for the holding of the annual general meeting.

2. For each officer position and the ordinary councillor positions, should the number of nominations not exceed the number of vacancies, those candidates nominated shall be deemed to be elected and further nominations for any remaining vacancy or vacancies shall be sought at the annual general meeting.

3. For each officer position and the ordinary councillor positions, should the number of nominations received pursuant to either sub-rule (1) or sub-rule (2) of this rule exceed the number of vacancies at that time, a ballot shall be held at the annual general meeting in such usual and proper manner as the Council may direct.

~~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.~~

REASONS FOR ALTERATIONS:

- I. In 2002, there were two nominations for Vice-President and a postal ballot was held. The running of a postal ballot is an onerous process that has to take place within impossibly tight timelines. These ballots occur at the start of AMSA's financial year and when AMSA's resources are being directed towards the annual conference and the associated formal meetings of Council and members. It is believed no such ballot was held prior to 2002. Deletion of the requirement for a postal ballot would reinstate accepted past practice.
- II. The elections of six officers and of the ordinary councillors involve two different types of process, because of the different arithmetic involved. There are subtle differences in process, which are not recognised in the current rules. To apply the rules as they stand, one must read between the lines. In preparing amendments to cover all situations, it was found that the relevant sub-rules could be simplified considerably.
- III. Under sub-rule 29(1), Council must hold a minimum of three meetings annually: one (which is implied) at the annual conference and two between conferences. A number of years ago, Council concluded that to be a representative national body, AMSA must assist councillors in participating in Council meetings. Councillors are entitled to receive limited assistance with travel costs to attend meetings of Council. With its budget in mind, Council believes the 10 ordinary councillors and 7 officers are sufficient to represent the wide-ranging interests of members, provide for robust discussion and make effective decisions. Therefore, it seeks to limit Council to a maximum of 17 members. Currently, AMSA's constituent bodies may appoint additional representative councillors (and so the potential size of Council is well over 20). Council does not see a need for representative councillors nor have constituent bodies made regular use of this option. Constituent bodies may still arrange nomination of individuals from their area for election to Council. Also, the practice has always been to try to achieve a good geographical spread in the Council membership. Currently, there is only one councillor appointed under the rule to be abolished. A 'grandfather' provision is proposed to enable that person to remain on Council in that capacity. In February 2003, Council recognised that the current arrangement - of two meetings in the interval between Annual General Meetings - could not readily be reduced. Although much business is conducted by email, the meeting agendas are still full.
- IV. The current rules are unclear as to whether a person need be a 'financial member' (or in certain cases a 'member') to become and serve as a councillor. The proposed alteration states in effect that each councillor must be a financial member. Elsewhere is a proposed alteration to define 'financial member'.
- V. The circumstances of the Immediate Past President are special and these need to be enunciated in the constitution.
- VI. Model Rule 13(7) in the ACT's Associations Incorporation Act (1991) states: 'A person is not eligible to simultaneously hold more than one position on the committee.' This rule applies to AMSA if AMSA does not have an alternative rule on the matter. Sub-rule 24(4) implies that a councillor should be able to hold simultaneously their elected position and any casually-vacant Council office to which they may have been appointed. The proposed change to the sub-rule would make this clear. Likewise, a proposed change to sub-rule 25(1) makes explicit the application of the 'one person - one position' rule in all other situations.
- VII. to X. Minor improvements.

SPECIAL RESOLUTION 2: BULLETIN

This proposed alteration seeks to reduce the minimum number of Bulletins required to be produced annually. The opportunity is taken also to propose a minor change, that of transferring a sub-rule about the Bulletin to Rule 33.

THAT THIS MEETING RESOLVE TO ALTER RULES 33 AND 34 AS FOLLOWS:

33. Bulletin

1. The Association shall publish a periodical to be known as Australian Marine Science Bulletin, with at least four times annually two issues per financial year, either in print or electronically, and shall send a copy of each such publication to the members of and contributors to the Association.

2. In determining Society expenditure, Council shall give primary priority to providing funds for the publication and distribution of the Bulletin.

34. Annual Subscriptions

~~2. In determining Society expenditure, Council shall give primary priority to providing funds for the publication and distribution of the Bulletin.~~

REASON FOR ALTERATION: The Bulletin is the key means of communication between AMSA members. Council has noted that costs of production for the Bulletin have remained fairly static, at about \$3,700 for production and distribution of each issue. There is some potential for a significant reduction in that component of AMSA costs, and the workload for those producing the Bulletin, if fewer were produced each year. (from minutes February 2003)
(Elsewhere is a proposed alteration to rule 34 that assumes the relocation of sub-rule 34(2).)

SPECIAL RESOLUTION 3: MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATION

For the present, attention is being given to meetings of Council and its sub-committees only.

THAT THIS MEETING RESOLVE TO ALTER RULE 29 AS FOLLOWS:

Two new sub-rules in rule 29 (Meetings of the Council and of Sub-Committees)

(14) Council may:

(a) permit members of Council to participate in a meeting, or all meetings, of Council, or
(b) for a sub-committee or executive committee appointed under rule 32, permit members of that sub-committee or executive committee to participate in a meeting, or all meetings, of that sub-committee or executive committee as the case may be:

(a) by telephone, or

(b) by closed-circuit television, or

(c) by any other means of communication.

(15) Any member who participates in a meeting under a permission under sub-rule (14) of this rule is taken to be present at a meeting and therefore shall be entitled to vote and be counted when determining the presence of a quorum.

REASON FOR ALTERATION: Occasions arise where attendance at a meeting is not practicable, yet participation by that person is desirable or necessary. Certain committee meetings may necessarily have to be held between participants, all of whom are distant from each other.

Participation by phone has been resorted to in recent years.
Elsewhere are proposals for additional sub-rules 29(12) and 29(13).

SPECIAL RESOLUTION 4: MEMBERSHIP OF THE ASSOCIATION; MEMBERS' RIGHTS AND RESPONSIBILITIES; ANNUAL SUBSCRIPTIONS

A general overhaul of rule 7 and associated rules is needed. The proposed alterations seek to:

- I. rename 'ordinary members' as 'professional members' – see rule 7;
- II. describe 'corporate members' – see rule 7;
- III. remove membership categories that no longer serve a purpose – see rule 7 and the 'to-be-deleted' sub-rule 34(3);
- IV. ensure that no existing member is disenfranchised by reason of changes to rule 7 – see new sub-rule 8(16);
- V. define 'financial member' – see new sub-rules 34(2) and (3);
- VI. clarify matters relating to the rights and responsibilities of members – see sub-rules 8(3)(a), 17(2), 20(1) and 27(1)(a) and new sub-rules 8(14) and (15); and
- VII. make minor improvements in the descriptions of the 'professional', 'student', and 'honorary life' membership categories.

THAT THIS MEETING RESOLVE TO ALTER RULES 7, 8, 17, 20, 27 AND 34 AS FOLLOWS:

7. Membership of the Association.

Members of the Association shall be classed as

~~Ordinary Professional Members,~~
~~Student Members,~~
~~Associate Members,~~
~~Corresponding Members,~~
Corporate Members, and
Honorary Life Members ~~and~~
Sustaining Members.

- (i) **Ordinary Professional Members.** ~~Ordinary Professional Members shall be persons individuals 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 individuals who are studying relevant subjects at tertiary level education and have not yet taken their first degree, provided that the Council may admit to student membership persons individuals who, although having taken their first degree, are still in part-time or full-time student status.~~
- (iii) **Corporate Members.** ~~Corporate Members shall be organisations, agencies or institutions that have objects, powers or functions relevant to marine science and that are interested in, and wish to support, the objects of the Association in a demonstrable way.~~
- (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.~~
- (iv) **Honorary Life Members.** ~~Honorary Life Members shall be persons individuals, who are 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. Membership of the Association

New sub-rule 8(16):

16. Following any alteration to rule 7 so as to alter any qualification that is prerequisite for admission to a class of membership of the association, no existing member shall be disenfranchised from holding continuing membership in that class merely by reason of that alteration.

Rules: 8(3)(a), 17(2), 20(1) and new sub-rules 8(14) and (15)

8. Membership of the Association

3. A nomination of a person for membership of the Association:

- (a) shall be made in the prescribed form and shall be signed by one ~~current~~ financial member of the Association having personal knowledge of the nominee;

17. President to Preside at General Meetings

2. If the President and the Vice-President are absent from a general meeting, the financial members present shall elect one of their number to preside as chairman thereat.

20. Votes

1. Upon any question arising at a general meeting of the Association, ~~a member~~ only financial members may vote and each has one vote only.

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 financial members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);

New 8(14) and (15)

14. A corporate member may appoint (by designating an individual or an office in its organisation) one representative only at any one time who may in person exercise the rights of that corporate member including the right to attend and vote at general meetings and to election as ordinary councillor.

15. A corporate member would be required to inform the secretary of any appointment made under sub-rule (14) of this rule, on or before the time the representative exercises the right.

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.~~

2. Notwithstanding sub-rule (1) of this rule, each honorary life member is a financial members and is not required to pay an annual subscription.

3. A member of any other class who has paid all money due and payable by the member to the Association other than the amount of the annual subscription payable in respect of the then current year is a financial member.

4. The annual subscription of a member is due and payable on the first day of the financial year of the Association.
REASONS FOR ALTERATIONS: Members of the association are fundamental to the existence of the association and AMSA's rules have to be clear and correct in regard to the membership.

I. The term 'ordinary member' has its origin in the terminology that is standard in model rules. It does not communicate the nature of that class of membership, which is described in the rules so as to cover, by and large, the marine science professionals.

II. This is an existing class of membership that has never been described in the rules and should be. A description will assist in determining the eligibility of prospective member organisations and in distinguishing between what AMSA sees as corporate members and corporate sponsors.

III. The classes of 'associate member', 'corresponding member' and 'sustaining member' are not in current use and are redundant. Those individuals and organisations seeking the Bulletin can enter a subscription arrangement.

IV. The membership status of existing members may come into question merely as a result of alterations in the membership class structure and descriptions. The proposed sub-rule would ensure that does not occur.

V.&VI. A full review of the provisions in the rules relating to members has been carried out. The present rules use the term 'financial member' in regard to postal ballots (sub-rule 27(5)) and voting to alter constitution (sub-rule 39(1)) but use the phrase 'good financial standing' in regard to officers of Council (sub-rule 24(1)) and representative councillors (sub-rule 25(4)). Neither are defined. Also, there are instances where prescribed members' rights should probably be restricted to 'financial members' and the 'financial' status of honorary life members (and exemption from paying any subscription) has been left unsaid.

The proposed alterations introduce a definition for 'financial member' (which gives members a year's grace) and limit certain rights to financial members. They also prescribe the process by which corporate members may avail themselves of certain rights.

The definition draws on the formula in Model Rule 29(4) applying to voting rights at general meetings, where a member has to have paid all money due and payable to the Association, other than the amount of the subscription payable in respect of the then current year. This approach fits in well with sub-rule 8(9), which requires that a member in arrears to be in arrears for 12 months before action can be taken towards cancelling that person's membership. Also there is a very practical reason for this concession - the start of the financial year and the subscription year precedes the annual conference and AGM by little over a month and the conference event is usually the first opportunity for many to pay their fees.

Elsewhere are other proposed alterations that pick up the need to make systematic the provisions regarding members' rights.

VII. Ordinary members, student members, and honorary life members are natural persons (i.e. 'individuals', a term defined in the *Legislation Act (ACT)*), whereas corporate members will often be legal 'persons'. Changes to rule 7 reflect this distinction. Another minor change limits the class of 'student member' to 'tertiary level students'.
(Elsewhere is a proposed alteration that relocates sub-rule 34(2) to within rule 33.)

The following table illustrates how the four now-proposed classes of membership of the Association are intended to share in the members' rights and obligations prescribed in AMSA's rules and the legislation. Generally, the rights or obligations prescribed by law have been taken to apply to all classes of membership, without qualification.

Right or Obligation	Reference	Professional Member	Student Member	Corporate Member	Honorary Life Member
association taken to be constituted by persons who are its members from time to time.	AI Act s21(1)	X	X	X	X
membership of 5 members required or incorporation may be cancelled	AI Act s93	X	X	X	X
sign a membership form in support of new member	AMSA sub-rule 8(3)(a)	X*	X*	X*	X
resign as member	AMSA sub-rule 8(7)	X	X	X	X
defer taking up membership if elected to membership within 3 months of end of financial year	AMSA sub-rule 8(11)	X (ipso facto *)	X (ipso facto *)	X (ipso facto *)	
not to transfer or transmit right, privilege, obligation	AMSA sub-rule 8(12)	X	X	X	X
apply to Supreme Court for winding-up by the court of the association	AI Act s89	X	X	X	X
not liable to contribute to AMSA's debts/liabilities etc on winding up	AMSA sub-rule 8(13) (see also AI Act s51)	X	X	X	X

not to be paid income or property of the association (exceptions – see AI Act s4)	AMSA sub-rules 9(1 & 3) (see also AI Act s52)	X	X	X	X
may inspect accounts, records, books and documents	AMSA sub-rule 10(1) (see also AI Act s67)	X	X	XR	X
request and be recipient of certain documents of the association	AI Act s	X	X	X	X
receive notice of general meeting or any adjournment (including any notice of special resolution – see AI Act s70)	AMSA sub-rules 14(4), 15(1) & 16(4)	X	X	X	X
nominate business for general meetings	model rule 24(4)	X	X	X	X
have access to for perusal, at or immediately before AGM, copies of audited statement of accounts and auditor's report	AI Act s73	X	X	XR	X
(with other members) requisition a special general meeting	AMSA sub-rule 15(2)	X	X	X	X
(alone or with other members) convene a special general meeting if Council does not act on requisition; receive refund of expenses of convening	AMSA sub-rules 15(4 & 5)	X	X	X	X
attend general meetings #	AMSA sub-rules 2(2); 38(6)	X	X	XR	X
elect one of their number to preside as chairman at a general meeting if the President and Vice-President are absent	AMSA sub-rule 17(2)	X*	X*	X*R	X
vote (including elect or consent to adjournment) in connection with general meetings: one vote per member and voting in person #P	AMSA rule 20	X*	X*	X*R	X
eligible to be elected or appointed to Council	AMSA rules 24, 25 and 27	X*	X*	X*R (but not as Council officers)	(but not as Council officers)
support a nomination for election of Councillor	AMSA sub-rules 27 (1 & 2)	X*	X*	X*	X
eligible to be coopted to sub-committee of Council @	AMSA sub-rule 32(2)	X	X	XR	X
receive copies of Bulletin	AMSA rule 33	X	X	X	X
pay annual subscription by 1 June each year	AMSA sub-rules 34(1 & 4)	X	X	X	X
eligible to be a member of a constituent body of AMSA	AMSA sub-rule 37(1)	X^	X^	X^	X^
liable to expulsion from AMSA and thus receive notice about expulsion; eligible to appeal to special general meeting convened for this purpose	AMSA sub-rules 38(1,3,4)	X	X	X	X
speak to special general meeting convened to hear case for that member's expulsion	AMSA sub-rule 38(6)	X	X	XR	X

* Restricted to 'financial members' as defined in the proposed alterations.

R Corporate member may appoint (by designating an individual or an office in its organisation) one representative only at any one time who may in person exercise the right. The member would be required to inform the secretary of that appointment on or before the time the representative exercises the right.

covers also 'matters that members at general meeting' may consider, e.g. per rules 6(e & f) and AI Act s73.

P If the proposed alteration (elsewhere) to allow voting by proxy is taken up, it may be appropriate to require a proxy holder to be a financial member.

^ As the rules require, the member must be resident or working within a State or other defined area, or have an interest in a defined field of marine science or its application, relevant to the constituent body.

@ may also include persons who are not members.

SPECIAL RESOLUTION 5: VOTING BY PROXY

THAT THIS MEETING RESOLVE TO ALTER RULE 20 AND MAKE NEW RULE 20A AND NEW APPENDIX AS FOLLOWS:

20. Votes

2. All votes shall be given personally or by proxy.

New Rule 20A. Appointment of proxies

1. Each financial member shall be entitled to appoint another financial member as proxy by notice, which is to be given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
2. The notice appointing the proxy shall be in the form set out at the appendix to these Rules.
3. No member may hold more than 3 undirected proxies.

New Appendix to the Rules Appendix
Australian Marine Sciences Association Incorporated
Form of Appointment of Proxy
(see rule 20 (2))

I,
(full name)
of
(address)
being a member of
(name of incorporated association)
hereby appoint
.....
(full name of proxy)
of
(address)
being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (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)
(*To be inserted if desired.)

Date
REASON FOR ALTERATION: AMSA is a national organisation with members dispersed throughout Australia and some overseas. General meetings are therefore held at locations that a large number of members cannot visit, for various reasons, at the time of the meetings. The numbers attending at general meetings, whilst sound, are but a small fraction of the membership. Whilst AMSA's rules do not provide for members to vote by proxy at general meetings, the provision for postal ballot to determine Council positions has been a measure that has given the general body of members an opportunity to participate in general meeting business. Postal voting has its disadvantages and the opportunity to vote by proxy is currently the customary means for enabling the wider membership to vote on matters that membership is to decide upon. If there is neither the opportunity to vote by postal ballot or by proxy, the rights of most members of the association are severely curtailed.
(Elsewhere is a proposed alteration removing the opportunity to participate in a postal ballot to elect Council members.)

SPECIAL RESOLUTION 6: NOTICES OF MEETINGS; SERVICE OF NOTICES

THAT THIS MEETING RESOLVE TO ALTER RULES 14, 15, 29 AND 36 AND MAKE NEW RULE 15A AS FOLLOWS:

14. Annual General Meeting

~~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.~~

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.~~

Insert new Rule 15A:

15A. Notice for General Meetings

1. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent 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. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub-rule (1) of this rule 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 convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted under sub-rules 14(5 or 6).
4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.
5. A notice of meeting published in the Bulletin shall satisfy the requirement for a notice to each member in sub-rules (1) or (2) of this rule, provided that the Bulletin is sent by post to each member on or before the last date by which the notice must be issued.

29. Meetings of the Council and of Sub-committees

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.~~
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.~~
3. Oral or written notice of a meeting of Council shall be given by the secretary to each member of Council at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

10. Notice of a meeting given under sub-rule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent or necessary business, except that for special (may change to 'additional') meetings only business specified in the notice may be transacted.

36. Service of Notices

1. 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 at the member's address shown in the register of members.

Insert new sub-rule 36(2):

2. Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

REASON FOR ALTERATION: For meetings of Council, sub-rules 29(3) and 29(10) are linked and differ in certain particulars from model rule 18. In connection with the matter of notice for a meeting is the need to specify restrictions on what business may be considered at the meeting. There are other matters such as specifying who is responsible for issuing notices and in what form they may be issued.

For general meetings of members, to which rules 14 and 15 apply, there are similar issues and these rules differ in some respects from Model Rule 24.

In both cases, the model rules offer a clear set of provisions. Also, should there be generic change to ACT law in the future to allow electronic notice-giving, there would be immediate and certain application in regard to any rules on notices that are based on the Model Rules.

Under the Model Rules, there is one set of provisions for notice-giving for both annual general and special general meetings, which is efficient and the proposed alteration does the same. A distinction is made however between meetings where a special resolution is to be put and meetings at which there would be no special resolutions. Greater period of notice to members is required for special resolutions.

Specific provisions in the current AMSA rules on matters that may be included as meeting business have been retained in the proposed alterations.

The use of the Bulletin (whilst it remains a paper publication) to convey notices is made explicit.

Model rule 24(4) empowers members to nominate business for general meetings and sets out the process. This is good as it means that members who want to have a matter raised formally can do so without having to requisition a meeting, a confrontational process at the best of times. Of course they have to wait until the next general meeting is called.

The proposed alterations make it clear that it is the secretary who issues the notices.

SPECIAL RESOLUTION 7: DELEGATION BY COUNCIL TO SUBCOMMITTEE OR EXECUTIVE COMMITTEE

THAT THIS MEETING RESOLVE TO MAKE NEW RULE 32A AS FOLLOWS:

Insert new rule 32A

32A Delegation by Council to subcommittee or executive committee

1. Council may, by instrument in writing, delegate to 1 or more subcommittee or executive committee the exercise of such of the functions of the committee as are specified in the instrument, other than—

(a) this power of delegation; and

(b) a function which is a function imposed on Council by the Act, by any other Territory law, or by resolution of the association in general meeting.

2. A function, the exercise of which has been delegated under this rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee or executive committee in accordance with the terms of the delegation.

3. A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

4. Notwithstanding any delegation under this rule, Council may continue to exercise any function delegated.

5. Any act or thing done or suffered by a subcommittee or executive committee 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 Council.

6. Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.

REASON FOR ALTERATION: AMSA's rules provide for the assigning by Council of powers/functions to any sub-committee or executive committee that Council forms. The making of delegations is an important and formal process and how an organisation goes about it is integral to its responsibility to operate in an accountable way.

The model rules set out the essentials of the process, and in the absence of any provision in AMSA's rules, the model rules would apply. Of course, everything would be overridden by any conflicting provision in the Legislation Act.

It makes good sense for AMSA to incorporate the provisions of the model rules in its own rules in terms that suit the circumstances of AMSA.

SPECIAL RESOLUTION 8: LOW PRIORITY MINOR ALTERATIONS – GROUP 'A'

THAT THIS MEETING RESOLVE TO ALTER RULES 2 AND 8 AND MAKE NEW APPENDIX AS FOLLOWS:

DEFINITION OF 'SECRETARY' AND OTHER DEFINITIONS

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.

"Secretary" means the person holding office under these rules as secretary of the association or, where no such person holds that office, the public officer of the association.

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

(Note: Legislation of the Australian Capital Territory, including the *Legislation Act 2001*, the *Associations Incorporation Act 1991* and the Model Rules contained within the regulations to that Act contain definitions that may apply to other terms used in these rules.)

(In the amended rules, this listing will be arranged alphabetically)

REASON FOR ALTERATION: See II - The Model Rules and other ACT legislation. The note inserted will alert users of these rules to relevant definitions elsewhere.

APPLICATION OF LEGISLATION ACT 2001

WHETHER 'IN WRITING' EMBRACES EMAIL

2. Interpretation

~~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.~~

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

(Note: The Legislation Act defines 'writing' as including 'any way of representing or reproducing words in visible form' and 'word' as including 'any drawing, figure, number and symbol'.)

REASON FOR ALTERATION: See II - The Model Rules and other ACT legislation.

Sub-rule 2(2) as it stands would not embrace the use of email as email does not fall into the class of writings represented by 'printing, lithography, photography'. AMSA's rules that use the term 'writing' or 'written' (Rules 8(3, 7 & 9), 15(2), 16(4), 27(1), 28, 29(9 & 10) and 38(3 & 4)) do so in terms of notifications by or submissions to the association. The proposed alteration would mean that AMSA's rules would now draw upon the definitions (as they occur from time to time) of the terms 'writing' and 'word' common to ACT legislation.

FORM FOR APPLICATION OF MEMBERSHIP

Insert at sub-rule 8(3)(a), a reference to the form that is to appear at appendix 1 to these Rules.

Elsewhere is a proposed alteration that inserts a proxy form as an appendix. References to that appendix should be altered to 'Appendix 2'.

Insert as appendix 1 to the Rules, the following form:

Appendix 1

Application for Membership of the Australian Marine Sciences Association Incorporated (incorporated under the Associations Incorporation Act 1991)

(see rule 8(3))

I,

(full name of applicant)

of

(address)

..... hereby apply to become

(occupation)

a member of the above-named incorporated association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

.....
(Signature of applicant)

Date

I,

(full name)

a member of the association, nominate the applicant, who is personally known to me, for the membership of the association.

.....
(Signature of proposer)

Date

REASON FOR ALTERATION: The proposed form is based on that in the Model Rules, but is modified to account for the fact that AMSA's rules require only a nominator and not a seconder.

ACTION TO FOLLOW ADMISSION TO MEMBERSHIP

8. Membership of the Association

5. Upon a nomination being approved by the Council, the Membership Registrar shall, with as little delay as possible;

(a) 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; and

(b) notify the nominee of Council's approval of membership.

MEMBERSHIP REGISTRAR TO RECEIVE NOTICE OF RESIGNATION

8. Membership of the Association

7. A member of the Association may, at any time, resign from the Association by delivering or sending by post to the Secretary Membership Registrar a written notice of resignation, and by paying all subscriptions due.

REASON FOR ALTERATION: This is a function that, in AMSA's case, is best assigned to the Membership Registrar.

CESSATION OF MEMBERSHIP

Insert new sub-rule 8(7A):

8. Membership of the Association

7A. A person ceases to be a member of the association if the person—

(a) dies or, in the case of a body corporate, is wound up; or

(b) resigns from membership of the association (refer sub-rule 8(7)); or

(c) is expelled from the association (refer rule 38); or

(d) fails to renew membership of the association and his membership is cancelled by Council (refer sub-rule 8(9)).'

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.

8. Where a person ceases to be a member, the Membership Registrar shall make an appropriate entry in the register of members recording the date on which the person ceased to be a member.

REASON FOR ALTERATION: Proposed sub-rule 8(7A) would bring together all circumstances that could cause a membership to cease and leads naturally into proposed sub-rule 8(8).

LIMIT OF MEMBERS' LIABILITY

8. Membership of the Association

~~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.~~

13. The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in respect of membership of the association as required by rule 34.'

REASON FOR ALTERATION: The requirement under the Model Rules is reasonable. Should AMSA ever have to wind up, members with subscription fee payments outstanding should be liable to make those payments.

SPECIAL RESOLUTION 9: LOW PRIORITY MINOR ALTERATIONS – GROUP 'B'

THAT THIS MEETING RESOLVE TO ALTER RULES 9, 14, 15, 21, 28, 29, 30, 32 AND 38 AND MAKE NEW RULE 24A AS FOLLOWS:

INCOME AND PROPERTY OF THE ASSOCIATION

9. Income and Property of the Association

1. Subject to any resolution passed by the association in general meeting, ~~The~~ income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association in such manner as Council determines and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.

REASON FOR ALTERATION: The Model Rule separates the roles of Council and general meeting in this regard and is a worthwhile model to adopt. It acknowledges that members in general meeting may set the parameters within which Council may act in regard to the income and property of AMSA.

ORDINARY BUSINESS AT AN ANNUAL GENERAL MEETING

14. Annual General 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;~~

(b) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Associations Incorporation Act 1991 (ACT), s73(1);

(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~~ the Auditor's remuneration.

REASON FOR ALTERATIONS: The alteration at paragraph (b) reflects the requirement now in the Model Rules. The alteration at paragraph (e) is to make the statement gender neutral.

DATE OF DEPOSIT OF REQUISITION

15. Special General Meeting

Insert new sub-rule 15(4A):

4A. Where more than one requisition document is deposited for the purposes of sub-rule 15(3), the date of the deposit for the purposes of sub-rule 15(4) shall be the first date at which the progressive tally of requisitionists numbers ten.

REASON FOR ALTERATION: Special general meetings may be called by requisition from not less than ten members. It is necessary for the subsequent process to have a means to determine the date of requisition in any instance that more than one requisition document is lodged.

WHO MAY DEMAND A POLL

21. Taking of Poll

1. 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.

2. At a general meeting of the association, 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.'

REASON FOR ALTERATION: The alteration takes the same form as the Model Rule.

ROLE OF SECRETARY AND PERSON WHO PRESIDES

Insert new rule 24A:

24A. Secretary and Minutes

(1) The secretary of the association shall, as soon as practicable after being appointed as secretary, notify the association of his or her address.

(2) The secretary shall keep minutes of—

(a) all elections and appointments of office-bearers and ordinary committee members; and

(b) the names of members of the committee present at a committee meeting or a general meeting; and

(c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

REASON FOR ALTERATION: Alteration based on Model Rule 14, which would apply in any case.

VACATION OF OFFICE BY COUNCILLOR

28. Vacation of Office

1. 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;~~

- (b) becomes an insolvent under administration within the meaning of the Corporations Act;
- (e) becomes of unsound mind;
- (c) suffers from physical or mental incapacity;
- (d) resigns his the office by writing under his or her 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.
- (g) is removed from office under sub-rule 28(2); or
- (h) is disqualified from office under the Associations Incorporation Act 1991 (ACT), section 63 (1) (i.e. a person convicted of certain offences).

2. The association in general meeting may by resolution, subject to the Associations Incorporation Act 1991 (ACT), section 50, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

REASON FOR ALTERATIONS:

Paragraph (b) reflects Model Rule 16(e).

Paragraph (c) reflects Model Rule 16(f).

Paragraph (e) does not alter to reflect Model Rule 16(h).

Paragraph (g&h) reflect Model Rules 16(d&g).

Sub-rule 28(2) reflects Model Rule 17

In two places in paragraph (e), alterations have been made to make the statement gender neutral.

MEETINGS OF COUNCIL

29. Meetings of the Council and of Sub-committees

1. The Council shall meet once in connection with each annual general meeting and at least twice between consecutive annual general meetings at such place and at such time as the Council may determine, or as the President may decide otherwise for reasons of practicality.

2. Special Additional meetings of the Council may be convened by the President, or any three of its members.

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 an additional meeting, in which case it lapses.

5A. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

6. At meetings of the Council:

(a) the President or, in his the President's 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~~ shall preside.

~~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.~~

11. The members of Council may pass a resolution without a meeting of Council being held if all the councillors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

12 Separate copies of a document may be used for signing by councillors if the wording of the resolution and statement is identical in each copy.

13 The resolution is passed when the last councillor signs.

16. Subject to rule 29(4), Council may act notwithstanding any vacancy on Council.

17. Any act or thing done or suffered, or purporting to have been done or suffered, by Council or by a subcommittee appointed by Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of Council or subcommittee.

REASON FOR ALTERATIONS:

Proposed alterations to sub-rule 29(1) make it more workable.

Proposed alterations to sub-rules 29(2) and 29(5) are in line with Model Rule 18(2).

Proposed sub-rule 29(5A) is in line with Model Rule 18(7).

Proposed alterations to sub-rule 29(6) are for minor structural reasons or to restore gender neutrality.

Proposed replacement sub-rule 29(11) and new sub-rules 29(12) and 29(13) reflect legislated process for achieving resolutions by correspondence.

Proposed sub-rules 29(16) and 29(17) are in line with Model Rules 20(3) and 20(4).

DISCLOSURE OF INTEREST IN CONTRACTS ETC

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.~~

The Associations Incorporation Act 1991 (ACT), section 65, applies in regard to the disclosure of Council member's interest.

REASON FOR ALTERATION: The Associations Incorporation Act 1991 (ACT), section 65, is a much more comprehensive statement in regard to this important matter and applies to AMSA Councillors fully regardless of the requirements in AMSA's rules. The present requirements under AMSA's rule 30 are redundant. Inclusion of a reference to the legislation in the rules will ensure that the legislated requirements are not overlooked.

OPERATIONS OF SUB-COMMITTEES AND EXECUTIVE COMMITTEE

32. Sub-Committee and Executive Committee

~~6. The executive committee shall exercise such other powers as may, from time to time, be delegated to it by the Council.~~

~~6. A subcommittee or executive committee may meet and adjourn as it thinks proper.~~

REASON FOR ALTERATION: Existing sub-rule 32(6) will be redundant if the proposed amendment elsewhere that would provide for delegations to both sub-committees and the executive committee, is adopted. The proposed new sub-rule reflects Model Rule 19(7).

DISCIPLINING AND EXPULSION OF MEMBERS

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.~~

38 Disciplining of members

Model Rules 9 and 10 under the ACT's Associations Incorporation Regulations 1991 apply in regard to the disciplining of members.

REASON FOR ALTERATION: Model Rules 9 and 10 provide a much more comprehensive statement in regard to this important, but not frequently-occurring matter. Inclusion of a reference to the Model Rules will ensure that the need for due process will not be overlooked.

SPECIAL RESOLUTION 10: VERY LOW PRIORITY MINOR ALTERATIONS

THAT THIS MEETING RESOLVE TO ALTER RULES 8, 11, 12, 13, 14, 16, 17, 18, 19, 37 AND 39 AS FOLLOWS:

SUB-RULE 8(3)(C) TO CROSS-REFERENCE TO SUB-RULE 24(5) REGARDING APPOINTING 'MEMBERSHIP REGISTRAR'

8. Membership of the Association

3. A nomination of a person for membership of the Association:

- (c) shall be lodged with the Membership Registrar (refer sub-rule 24(5)) supported by the appropriate subscription.

REASON FOR ALTERATION: This cross-reference is intended to help the reader interpret the rules.

COUNCIL TO CONVENE ANNUAL GENERAL MEETINGS

14. Annual General Meeting

1. The Association shall, in each calendar calendar year, hold an annual general meeting convened by Council.

REASON FOR ALTERATION: The first alteration is a correction. The second makes clear something that is implied.

ANNUAL GENERAL MEETING TO BE IN ADDITION TO OTHER MEETINGS

14. Annual General Meeting

~~3. The annual general meeting shall be in addition to any other general meetings that may be held in the same year.~~

REASON FOR ALTERATION: This sub-rule is redundant and no such provision appears in the Model Rules.

ADJOURNED MEETING MAY PROCEED IF NO QUORUM

16. Business and Quorum at General Meetings

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 members present (being not less than 3) shall constitute a quorum, otherwise the meeting shall be dissolved.

REASON FOR ALTERATION: The adoption of the approach taken in the Model Rules seems sensible. The words proposed to be deleted have no apparent purpose in this rule.

ADJOURNMENT OF GENERAL MEETING

18. Adjournment of General Meetings

1. The chairman of 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 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 general 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.

REASON FOR ALTERATIONS: In sub-rule (1), the alteration makes the sub-rule consistent with the Model Rules. In sub-rule (2), the word 'general' should be inserted even though the meaning is implied by the context.

DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS

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~~ or an entry to that effect in the Minute book of the Association is evidence of the fact, without proof of the number of proportion of the votes recorded in favour of, or against, that resolution.

REASON FOR ALTERATION: The wording in the Model Rule is the correct wording.

SUB-RULE 37(6), ADD 'SHALL'

37. Constituent Bodies

6. Public statements, in the name of the Association, made by constituent bodies shall be cleared with the President or, in his/her absence, the Secretary.

REASON FOR ALTERATION: A correction.

ALTERATION OF RULES

39. Alteration of the Rules

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

REASON FOR ALTERATION: Model Rule 33 defers to the provisions in the Associations Incorporation Act 1991.

MISCELLANEOUS ALTERATIONS TO MAKE RULES GENDER NEUTRAL

8. Membership of the Association

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~~ the person is nominated as provided in sub-rule (3) of this rule; and

(b) ~~his~~ the person's admission as a member is approved by the Council.

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~~ the membership, and ~~he~~ that person shall cease thereupon 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~~ that person's membership, whether by death, resignation or otherwise.

11. Banking

7. All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer or, in ~~his~~ the Treasurer's 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

2. A person so appointed shall hold office until the annual general meeting next after that at which ~~he is appointed~~ the appointment is made, and is eligible for re-appointment.

13. Audit

3. In ~~his~~ the auditor's report, and in certifying to the accounts the auditor shall state:

(a) whether ~~he~~ the auditor has obtained the information the auditor required by ~~him~~;

(b) whether, in ~~his~~ the auditor's 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~~ the auditor's disposal and the explanations given to ~~him~~ the auditor 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.

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~~ the duties as auditor;

(c) may employ persons to assist ~~him~~ the auditor 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.

17. President to Preside at General Meetings

1. The President, or in ~~his~~ President's absence, the Vice-President, shall preside as chairman at every general meeting of the Association.