

**Constitution of
THE AUSTRALIAN MARINE SCIENCES ASSOCIATION INCORPORATED
Revised July 2004**

- | | |
|--|--|
| 1. Name | 24A. Secretary and Minutes |
| 2. Interpretation | 25. Constitution of the Council |
| 3. Association's Office | 26. Returning Officer |
| 4. Public Officer | 27. Election of Councillors |
| 5-6. Objects and Purposes of the Association | 28. Vacation of Office |
| 7-8. Membership of the Association | 29. Meetings of the Council and of Sub-Committees |
| 9. Income and Property of the Association | 30. Disclosure of Interest in Contracts, etc |
| 10. Accounts | 31. Public Statements |
| 11. Banking | 32. Sub-Committee and Executive Committee |
| 12. Auditor | 32A. Delegation by Council to Sub-Committee or Executive Committee |
| 13. Audit | 33. Bulletin |
| 14. Annual General Meeting | 34. Annual Subscription |
| 15. Special General Meeting | 35. Financial Year |
| 15A. Notice for General Meetings | 36. Service of Notices |
| 16. Business and Quorum at General Meetings | 37. Constituent Bodies |
| 17. President to Preside at General Meetings | 38. Disciplining of Members |
| 18. Adjournment of General Meetings | 39. Alteration of the Rules |
| 19. Determination of Questions Arising at General Meetings | 40. Dissolution of the Association |
| 20. Votes | 41. Seal of the Association |
| 20A. Appointment of Proxies | |
| 21. Taking of Poll | |
| 22. When Poll to be Taken | Appendices |
| 23. Affairs of Association to be Managed by Council | 1. Application for Membership |
| 24. Officers of the Association | 2. Form for Appointment of Proxy |

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,

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

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

"**General meeting**" means a general meeting of members convened in accordance with rule 14 or 15.

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

"**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 Science 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.)

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'.)

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.

Objects and Purposes of the Association.

5. 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. 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 of 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

Professional Members,
Student Members,
Corporate Members, and
Honorary Life Members.

(i) **Professional Members.** Professional Members shall be 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 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 individuals who, although having taken their first degree, are 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.

(iv) **Honorary Life Members.** Honorary Life Members shall be individuals who are distinguished for their research in marine science or have rendered meritorious service to the Association.

8. Membership of the Association

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) the person is nominated as provided in sub-rule (3) of this rule; and
- (b) the person's 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 form set out at appendix 1 to these Rules and shall be signed by one financial member 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 (refer sub-rule 24(5)) 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:

- (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.

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 Membership Registrar a written notice of resignation, and by paying all subscriptions due.
- 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. 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.
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 the membership, and that person 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 membership until the following year.
12. A right, privilege, or obligation of a person by virtue of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of that person's membership, whether by death, resignation or otherwise.
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.
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 is 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.
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.

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.

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 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

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 the appointment is made, 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 the auditor's report, and in certifying to the accounts the auditor shall state:

(a) whether the auditor has obtained the information the auditor required;

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

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 the duties as auditor;
- (c) may employ persons to assist 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.

14. Annual General Meeting

1. The Association shall, in each calendar year, hold an annual general meeting convened by Council.
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.
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 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 the Auditor's 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.
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.
- 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.

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.

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.

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 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.

17. President to Preside at General Meetings

1. The President, or in the President's 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 financial 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 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.
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, or 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, only financial members may vote and each has one vote only.
2. All votes shall be given personally or by proxy.
3. In the case of an inequality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.

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 appendix 2 to these Rules.
3. No member may hold more than 3 undirected proxies.

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.

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 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. 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. 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 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.

24A. Secretary and Minutes

1. The Secretary 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 Council members; and
 - (b) the names of members of the Council present at a Council meeting or a general meeting; and
 - (c) all proceedings at Council meetings and general meetings.
3. Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

25. Constitution of the Council

1. The Council shall consist of:
 - (a) the officers of the Association; and
 - (b) ten ordinary councillors;each of whom:
 - (aa) except in regard to sub-rule 24(4), shall hold not more than one Council position;
 - (bb) 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
 - (cc) shall be a financial member.
2. Each councillor shall, subject to these rules including rule 24(2), hold office until the conclusion of the annual general meeting next after the date of 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 the appointment.
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.

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 financial 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 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.

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 an insolvent under administration within the meaning of the *Corporations Act*;
- (c) suffers from physical or mental incapacity;
- (d) resigns 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;
- (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 Council from the office of member of the Council before the expiration of the member's term of office.

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

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 Council) before the time appointed for the holding of the 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 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 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.

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. 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 Council members present at the meeting unanimously agree to treat as urgent or necessary business, except that for additional meetings only business specified in the notice may be transacted.

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.

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

(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.

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.

30. Disclosure of Interest in Contracts, etc.

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

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

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.

33. Bulletin

1. The Association shall publish a periodical to be known as Australian Marine Science Bulletin, with at least 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

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. Notwithstanding sub-rule (1) of this rule, each honorary life member is a financial member 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.

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

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

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.

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 shall be cleared with the President or, in his/her absence, the Secretary.

38 Disciplining of members

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

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 notice has been lodged with 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.

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

Appendix 2

Australian Marine Sciences Association Incorporated
Form of Appointment of Proxy
(see rule 20 (2))

I,
(full name)

of
(address)

being a member of the above-named 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)

Date

(*To be inserted if desired.)