



# Constitution

# Constitution

## The Australian Marine Sciences Association Incorporated

To be Accepted at Annual General Meeting, 11 August 2022

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# Part 1 Preliminary

## 1. Definitions

In these Rules:

“**Accounting Records**” includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, vouchers and other documents of prime entry, books and records which record documents of prime entry, and any working papers and documents that are necessary to explain the methods and calculations by which accounts are made up;

“**Act**” means the *Associations Incorporation Act (ACT) 1991* as amended from time to time;

“**Annual General Meeting**” means a General Meeting held under section 69 of the Act;

“**Association**” means The Australian Marine Sciences Association Incorporated;

“**Australia**” (and “Australian”) includes its Territories and States;

“**Books**” includes any register or other record of information and any accounts or accounting records, however compiled, recorded or stored and any other document;

“**Constituent Body**” means a subordinate body of the Association that is not a Subcommittee but is established by the Association, which consists of Members resident or working within a State or other defined geographic area, or having an interest in a defined field of marine science or its application, who join in order to participate in particular activities of the group of Members;

“**Constitution**” means the Rules of the Association;

“**Council**” means the committee of management of the Association established under section 11;

“**Councillor**” means an individual elected or appointed to Council as provided for by section 13;

“**Financial Member**” means a Member who has paid all money due and payable by the Member to the Association;

“**Financial Year**” of the Association means the year ending on 31 March;

“**Funds**” includes income and property;

“**General Meeting**” means a general meeting of the Association including annual general meetings;

“**Member**” means a member of the Association and Membership has a corresponding meaning;

“**Office-bearer**” means a member of Council elected in accordance with section 13(1);

“**Ordinary Councillor**” means a member of Council elected in accordance with section 13(1) to hold a position pursuant to section 12(2);

“**Public Officer**” means the person who is appointed from time to time to hold the position of public officer as referred to in section 57 of the Act;

“**Regulation**” means the Associations Incorporation Regulation (ACT) 1991 as amended from time to time;

“**Requisitionist**” means a Financial Member who joins with other Members in making a requisition for a Special General Meeting under section 21;

“**Rules**” means the rules of the Association as altered from time to time in accordance with section 28;

“**Secretary**” means the person holding office under these Rules as secretary of the Association; or if no such person holds that office, the Public Officer of the Association;

“**Special General Meeting**” means a General Meeting of the Association other than an Annual General Meeting;

“**Special Resolution**” means a resolution passed in accordance with section 70 of the Act (see note to this section);

“**State**” means any State or Territory of Australia, including any external or internal Territory;

“**Subcommittee**” means a subcommittee appointed by the Council pursuant to section 18;

“**Subcommittee Member**” means a member of a Subcommittee;

“**Subscription**” is the annual fee payable by Members pursuant to section 8(9);

“**Surplus**” means any property or interest in property of a former Association that remains after the satisfaction of any debts or liabilities of the former Association and any costs, charges or expenses incurred in the winding-up of the former Association;

## **2. Application of Legislation Act 2001**

Regulation 1A states in regard to the Model Rules, and by inference to these Rules, “the *Legislation Act 2001* applies to these Rules in the same way as it would if they were an instrument made under the Act”.

## **3. Application of Model Rules**

If the Model Rules make provision in relation to any matter not provided for in these Rules, these Rules are taken to include the provision of the Model Rules in relation to that matter.

# **Part 2 Corporate**

## **4. Objects**

The objects of the Association are to:

- a) promote, develop and assist in the study of all branches of marine science in Australia;
- b) provide for the exchange of information and ideas between those concerned with marine science by means of publications, meetings, symposia and such other methods as may be considered appropriate.

## **5. Association’s office**

The Association shall have a registered office, as is provided for by the Act, section 121(1), at Canberra or such other place as the Council may, from time-to-time, determine.

## **6. Public Officer**

(1) For the purposes of the Act, section 57(1), Council must appoint a person, whether or not a Member of the Association, to be Public Officer of the Association, who, under the Act, section 57(2), must be a resident in the Australian Capital Territory and be at least 18 years of age.

(2) The Public Officer appointed under subsection (1) shall hold office at the discretion of 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 Council.

## Part 3 Membership

### 7. Classes of Membership

Members of the Association are classed as

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

(i) Professional Members. Professional Members are individuals who are or have been engaged, or directed research, in a branch of marine science or in marine science education and who either possess appropriate academic qualifications or because of knowledge and experience occupy positions that ordinarily would, in the opinion of Council, require academic qualifications.

(ii) Student Members. Student Members are individuals who are studying marine science related subjects at a tertiary level education and are enrolled at an educational institution in part-time (i.e., with at least a 50% load) or full-time student status.

(iii) Corporate Members. Corporate Members are 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 are individuals who are distinguished for their research in marine science or have rendered meritorious service to the Association.

(v) Associate Members. Associate Members are individuals who are not professional marine scientists but have an interest in marine science and the ocean realm. Associate status allows access to AMSA events, national and regional, AMSA communications and networks including social media channels.

### 8. Membership of the Association

- (1) A person is qualified to be a Member if the person:
  - (a) is a person mentioned in the Act, section 21(2)(a) or (b) and has not ceased to be a Member at any time after incorporation of the Association under the Act; or
  - (b) satisfies the requirements of one of the classes of Membership (i), (ii) (iii) and (iv) under section 7 and has been:
    - (i) nominated for Membership in accordance with sub-section (2) and
    - (ii) approved for Membership of the Association by Council.
- 2) A nomination of a person for Membership of the Association as a Professional, Student, Corporate or Associate Member must be:
  - (a) made in writing in the form as determined by Council and based on that at appendix 1 by a Financial Member, who is an individual having personal knowledge of the nominee; and
  - (b) accompanied by the written consent of the nominee (which may be endorsed on the nomination form); and
  - (c) in the case of a nomination for student Membership, accompanied by evidence from the student's educational institution (e.g. attestation by the student's supervisor) as to the student's status;

- (d) in the case of a nomination for Corporate Membership, accompanied by appropriate corporate credentials (such as ACN, ABN, certificate of incorporation) as well as a statement as to why Corporate Membership is being sought) and details of an appropriate corporate contact point; and
  - (e) lodged with the Secretary supported by the appropriate subscription.
- (3) As soon as is practicable after receiving a nomination, the Secretary shall refer the nomination to Council, which must decide whether to approve or to reject the nomination, but in the process may seek further information.
- (4) If Council approves a nomination for Membership, the Secretary shall as soon as practicable after that decision notify the nominee of that approval;
- (5) The Secretary shall, on approval by Council subsection (4), enter the nominee's name in the register of Members and, on the name being so entered, the nominee becomes a Member.
- (6) A right, privilege or obligation that a person has because of being a Member:
  - (a) cannot be transferred or transmitted to another person; and
  - (b) terminates on cessation of the person's Membership.
- (7) Honorary Life Membership shall be conferred on an individual nominated by Council and elected by a simple majority at a General Meeting.
- (8) The Association does not require payment of an entrance fee nor does it set a Membership year.
- (9) The annual subscription of the Association payable by each Member, or each person who has been approved for Membership under subsection (3), is the amount fixed by the General Meeting, and may be so fixed at a differential rate, according to class of Membership.
- (10) Before the end of a year's paid Membership, each Member shall, when renewing their Membership in the manner that Council may require, pay their annual subscription for the following year.
- (11) Notwithstanding subsections (9) and (10), each Honorary Life Member is not required to pay an annual subscription (or submit a renewal of Membership).
- (12) A Financial Member may, at any time, resign from Membership of the Association by delivering or sending to the Secretary a written notice of resignation.
- (13) A person ceases to be a Member if the person:
  - (a) dies or, if a corporation, is wound up; or
  - (b) resigns from Membership of the Association or is deemed to have resigned (refer subsection (12)); or
  - (c) is expelled from the Association (refer section 10); or
  - (d) fails to renew Membership of the Association within six months following the end of the previous year's paid Membership; or
  - (e) otherwise continues to not have paid all money due and payable by the Member to the Association for a period of six months after the debt has been called in by the Association; or
  - (f) is no longer eligible to be a Member pursuant to the eligibility requirements.
- (14) No part of any annual subscription shall be refunded to a Member who ceases to be a Member in accordance with section 8(13).
- (15) When a person ceases to be a Member, the Secretary shall make an appropriate entry in the register of Members recording the date the person ceased to be a Member and shall ensure that the person is informed in writing as appropriate of that cessation of Membership.

- (16) Notwithstanding subsection (13)(d), 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 by virtue of that subsection.
- (17) 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. Member benefits do not extend to employees of a Corporate Member.
- (18) A Corporate Member is required to inform the Secretary of any appointment of a representative made under subsection (17), on or before the time the representative exercises a right of the Corporate Member.
- (19) Following any alteration to section 7 so as to alter any qualification that is prerequisite for admission to a class of Membership of the Association, no existing Member will be disenfranchised from holding continuing Membership in that class merely by reason of that alteration.
- (20) Transition from Student to Professional Membership can occur without renomination, as long as the Member renews as Professional Member next time their Membership is due after being no longer enrolled in full or part time study.

## **9. Members' liabilities**

The liability of a Member of the Association 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 and owing to the Association as required in accordance with these Rules.

## **10. Disciplining of Members and right of appeal**

- (1) A complaint may be made to the Council by any person that a Member of the Association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Council may refuse to deal with such a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) On receiving such a complaint, the Council:
  - (a) must cause notice of the complaint to be served on the Member concerned; and
  - (b) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Council in connection with the complaint; and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Council may, by resolution, at a meeting held not earlier than 14 days and not later than 28 days after service of notice, expel the Member from the Association or suspend the Member from Membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (5) If the Council expels or suspends a Member, the Secretary must cause written notice to be given to the Member of the action taken, of the reasons given by the Council for having taken that action and of the Member's right of appeal under subsection 7.
- (6) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the Member exercises the right of appeal, unless and until the panel referred to in subsection (9) confirms the resolution under subsection (4); whichever is the later.
- (7) A Member may appeal to the panel referred to in subsection (9) against a resolution of the Council under subsection (4), within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (8) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (9) On receipt of a notice from a Member under subsection (7), the Secretary must notify the Council, which is to refer the notice to an independent panel of three (3) persons, appointed by the Council, within twenty one (21) days after the date on which the Secretary received the notice. When the independent panel considers the appeal:
- (a) no business other than the question of the appeal is to be transacted; and
  - (b) the Council and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the independent panel must make a majority decision about the appeal and must notify the Secretary of its decision.
- (10) Resolution of Internal Disputes
- (a) Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to an approved agency for mediation in accordance with the *Mediation Act (ACT) 1997*.
  - (b) At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **Part 4 Council**

### **11. Establishment and powers of Council**

The Association has a committee of management known as the Council, which subject to the Act, the Regulation, these Rules, and any resolution passed by the Association in General Meeting:

- (a) controls and manages the affairs of the Association; and
- (b) may 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 the Association in General Meeting; and
- (c) has the power to perform all acts and do all things that appear to Council to be necessary or desirable for the proper management of the affairs of the Association.

### **12. Membership of Council**

- (1) Council consists of:
- (a) the Office-bearers of the Association; and
  - (b) up to ten Ordinary Councillors;
- each of whom:
- (a) except in regard to section 15(4) must not hold more than one Council position; and

- (b) except for the office of Immediate Past President, must be elected at each Annual General Meeting under section 13 or appointed in accordance with section 15(4); and
  - (c) must be an individual who is a Financial Professional Member or a Financial Student Member but not an individual who is an Associate Member or a representative of a Corporate Member.
- (2) The Office-bearers of the Association are:
- (a) President; and
  - (b) Vice-President; and
  - (c) Immediate Past President; and
  - (d) Treasurer; and
  - (e) Secretary; and
  - (f) Communication Officer
- (3) Subject to these Rules, including subsection (5), each Councillor holds office until the conclusion of the Annual General Meeting following the date of the Member's election or appointment, but is eligible for re-election.
- (4) No person is eligible to hold the office of President after serving two consecutive terms in that office until the expiration of a further two-year period.
- (5) 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.

### **13. Election of Councillors**

- (1) A nomination of an individual for election as an Office-bearer or Ordinary Councillor must be:
- (a) made in writing in the form as determined by Council and based on that set out in appendix 2 by two Financial Members; and
  - (b) accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (c) accompanied by a brief biography of the candidate; and
  - (d) given to the Secretary at least twenty-one days before the date fixed for the Annual General Meeting at which the election is to take place.
- (2) For each Office-bearer position and the Ordinary Councillor positions, should the number of nominations not exceed the number of vacancies, those candidates nominated are deemed to be elected and further nominations for any remaining vacancy or vacancies shall be sought at the Annual General Meeting.
- (3) For each Office-bearer position and the Ordinary Councillor positions, should the number of nominations received pursuant to either subsection (1) or (2) exceed the number of vacancies at that time, a ballot must be held at the Annual General Meeting in such usual and proper manner as Council may direct.
- (4) Elections of Office-bearers for Council shall take place in sequence as set out in section 13(3) of these Rules and prior to election of Ordinary Councillors, with this principle being applied at each of the two stages of election, namely:
- (a) any deemed elections following the close of nominations as provided for by subsection (2), and
  - (b) any elections required at the Annual General Meeting as provided for by subsection (3).
- (5) A person is not eligible to simultaneously hold more than 1 position as an elected Councillor.

- (6) Where these Rules require an election to fill any vacancy on the Council, Council may appoint a returning officer with such duties as may be deemed expedient.

#### **14. 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 Councillors; and
  - (b) the names of Councillors present at a Council meeting or a General Meeting; and
  - (c) all proceedings at Council meetings and General Meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

#### **15. Vacancies on Council**

- (1) For these Rules, a vacancy on Council happens if the Councillor:
- (a) dies; or
  - (b) ceases to be a Financial Member; or
  - (c) resigns from Council under subsection (2); or
  - (d) is removed from office under subsection (3); or
  - (e) becomes bankrupt or personally insolvent within the meaning of the Act; or
  - (f) suffers from mental or physical incapacity; or
  - (g) is disqualified from office by being a person convicted of certain offences whether inside or outside the Australian Capital Territory within the meaning of the Act; or
  - (h) is subject to a disqualification order under the Act; or
  - (i) is absent without the consent of Council from three consecutive meetings of Council.
- (2) A Councillor may, at any time during their term, resign from Council by tendering to Council their written notice of resignation.
- (3) The Association in General Meeting may by resolution, subject to section 50 of the Act remove any Councillor from Council before the expiration of the Councillor's term of office.
- (4) If a Councillor to whom a proposed resolution referred to in section 15(3) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association. If the representations are not so sent, the Councillor is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (5) If there is a casual vacancy in any Councillor position, other than that in the office of Immediate Past President, Council may appoint an eligible Member to fill the vacancy, and any person so appointed is to hold office, subject to these Rules, until the conclusion of the next Annual General Meeting after the date of the appointment.
- (6) Any person appointed in accordance with section 15(4) will be appointed to the same position of office as that of the Member who vacated the position.

## 16. Council meetings and quorum

- (1) Council shall meet once in connection with each Annual General Meeting and at least twice between consecutive Annual General Meetings and at the place and time that Council may determine, or as the President may decide otherwise for reasons of practicality.
- (2) Additional meetings of Council may be called by the President or any three Councillors.
- (3) Oral or written notice of a meeting of Council must be given by the Secretary to each member of Council at least 48 hours (or any other period that may be unanimously agreed on by the Councillors) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that Councillors present at the meeting unanimously agree to treat as urgent or desirable business except that for meetings convened in accordance with subsection (2), only business specified in the notice may be transacted.
- (5) Any four Councillors constitute a quorum for the transaction of the business of a meeting of Council.
- (6) No business must be transacted by Council unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week, or as otherwise agreed by the Councillors present.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of Council:
  - (a) the President or, in the absence of the President, the Vice-President presides; or
  - (b) if the President and the Vice-President are absent, one of the remaining Councillors may be chosen by the Councillors present to preside.
- (9) Questions arising at meetings of Council are determined by a majority of the votes on a show of hands or, if demanded by a Councillor, on a poll taken in such manner as the person presiding at the meeting may determine.
- (10) Each Councillor present at a meeting of 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.
- (11) Councillors may pass a resolution without a meeting of Council being held if at least three-quarters of 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) A resolution is passed on Council when at least three-quarters of the Councillors sign.
- (14) Council may permit any Councillor to participate in any or all meetings of Council:
  - (a) by telephone, or
  - (b) by closed-circuit television, or
  - (c) by any other means of communication.
- (15) Any Councillor who participates in a meeting under a permission under subsection (14) 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) The Council may act despite any vacancy in their body but if the number falls below the minimum fixed in accordance with section (5), the Council may act:

- (a) for the purpose of:
    - (i) increasing the number of Councillors to the minimum; or
    - (ii) convening a General Meeting; or
  - (b) in emergencies;
- but not for any other purpose.
- (17) Any act or thing done or suffered, or purporting to have been done or suffered, by Council is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Councillor.

## **17. Subcommittees, their meetings and quorum**

- (1) Council may at any time establish a Subcommittee and shall prescribe the powers and functions thereof.
- (2) Council must appoint at least two Councillors as Members of any Subcommittee established under subsection (1) and may co-opt as Members such other persons as it thinks fit.
- (3) One appointed Member (a Councillor) and one other Member of a Subcommittee (appointed or co-opted) constitute a quorum at a meeting of the Subcommittee.
- (4) Any Subcommittee may, with the consent of Council, receive and administer such Funds as are necessary for the purposes for which it was established.
- (5) The Funds referred to in subsection (4) must remain the property of the Association and shall be administered in accordance with any instructions issued by Council.
- (6) The President, the Secretary and one other Councillor appointed for the purpose by Council constitute an Executive Subcommittee, 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 the Executive Subcommittee must report thereon to the next meeting of Council.
- (7) Two Members of the Executive Subcommittee constitute a quorum at a meeting of the committee.
- (8) An AMSA Subcommittee may meet and adjourn as it considers appropriate.
- (9) The following provisions that apply to Council for the conduct of its meetings apply also in regard to the conduct of meetings of any Subcommittee, and in such cases 'Councillor' reads as 'the Subcommittee Member':
  - (a) determination of questions arising at a meeting (section 16(9)), and
  - (b) voting entitlements at meetings (section 16(10)), and
  - (c) circulating resolutions (sections 16(12), (13) and (14)), and
  - (d) participation in meetings by telephone, closed-circuit television or any other means of communication (sections 16(15) and (16)).
- (10) Questions arising at a meeting of the Council or of any Subcommittee are to be determined by a majority of the votes of Councillors or Subcommittee Members (as the case may be) present at the meeting.
- (11) Each:
  - (a) Councillor present at a meeting of the Council; and
  - (b) Subcommittee Member present at a meeting of a Subcommittee;

(including the person presiding at that meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (12) Subject to section 23(2), the Council may act despite any vacancy on the Council.
- (13) Any act or thing done or suffered, or purporting to have been done or suffered, by any Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Member of that Subcommittee.

## **18. Delegation by Council to Subcommittees**

- (1) Council may, by instrument in writing, delegate to one or more Subcommittees the exercise of the functions of Council as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function that 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 section may, while the delegation remains unrevoked, be exercised from time to time by the Subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by any Subcommittee acting in the exercise of a delegation under this section 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 section.
- (7) A Subcommittee may meet and adjourn as it considers appropriate.

## **19. Disclosure of interest in contracts, etc.**

1. The Act, section 65, applies in regard to the disclosure of Councillor's interest in contracts.
2. Such requirements also apply to:
  - (a) any person co-opted to a Subcommittee of Council under section 17(2) of these Rules, and
  - (b) any Member having officer responsibilities within a Constituent Body in accordance with section 24 of these Rules.

# **Part 5 General Meetings**

## **20. Annual General Meetings**

- (1) The Association must, at least once in each calendar year and within 5 months after the expiration of each Financial Year of the Association, convene an Annual General Meeting of Members for a date and a place and time that Council considers appropriate.
- (2) Subsection (1) has effect subject to the powers of the registrar-general under the Act, section 120, in relation to extensions of time.
- (3) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following ordinary business:

- (a) to confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that meeting;
  - (b) to receive from Council reports on the activities of the Association during the previous Financial Year;
  - (c) to receive and consider the statement of accounts and the reports that are required to be submitted to Members under the Act, section 73 (1); and
  - (d) to elect Councillors, including Office-bearers.
- (4) The Act, sections 72 to 76 inclusive, apply in regard to what the Association is required to do in relation to the audited statement of accounts for presentation to an Annual General Meeting under subsection (3).
- (5) An Annual General Meeting may transact a listed item of 'Other Business' as special business at which may be considered matters raised from the floor by any Member present, subject to an invitation by the person presiding and the general agreement of those Members present, provided that no resolution is to be proposed.
- (6) An Annual General Meeting must be specified as such in the notice calling it in accordance with section 22 of these Rules.

## **21. Special General Meetings**

- (1) All General Meetings of the Association other than an Annual General Meeting are called Special General Meetings.
- (2) All business that is transacted at a Special General Meeting, shall be deemed to be special business.
- (3) Council may, whenever it considers appropriate, call a Special General Meeting of the Association.
- (4) Council must, on the requisition in writing of not less than ten Financial Members, call a Special General Meeting of the Association.
- (5) A requisition by Members for a Special General Meeting:
- (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the Requisitionists; and
  - (c) must be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Requisitionists.
- (6) If Council fails to call a Special General Meeting within one month after that date on which a requisition by Members for the meeting is lodged with the Secretary, any one or more of the Requisitionists may call a Special General Meeting to be held no later than three months after that date.
- (7) Where more than one requisition document is deposited for the purposes of subsection (4), the date of deposit for the purposes of subsection (6) is the first date at which the progressive tally of Requisitionists numbers ten.
- (8) A Special General Meeting called by Requisitionists in pursuance of this section must be called as nearly as is practicable in the same manner as Special General Meetings are called by Council and any Member who thereby incurs any expense in convening the meeting is entitled to be reasonably reimbursed by the Association for the expense.
- (9) A Special General Meeting of the Association may be convened by:
- (a) by telephone, or
  - (b) by closed-circuit television, or

- (c) by any other means of communication.

## **22. Notice for all General Meetings**

- (1) No business other than that specified in the notice calling a General Meeting may be transacted at the meeting, except, in the case of an Annual General Meeting, business which may be transacted under section 20(3).
- (2) The consideration of a Special Resolution, which is a matter of special business, must occur at a General Meeting.
- (3) 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, give written notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (4) Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, a resolution of the Association is a Special Resolution:
  - (a) if it is passed by a majority which comprises at least three-quarters of such Members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which at least twenty one (21) days written notice specifying the place, date and time of the meeting, the nature of the business proposed to be transacted at the meeting and the intention to propose the resolution as a Special Resolution was given in accordance with these Rules; or
  - (b) where it is made to appear to the Registrar-General that it is not practicable for the resolution to be passed in the manner specified in section 22(4)(a), if the resolution is passed in a manner specified by the Registrar-General.
- (5) A Financial Member desiring to bring any business before a General Meeting may give written notice of that business to the Secretary who shall include that business, which is a matter of special business' in the next notice calling a General Meeting given after receipt of the notice from the Member.

## **23. All General Meetings, their procedure and quorum**

- (1) No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) Twenty Financial Members present in person (who are entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting. A quorum must be present throughout the entire meeting.
- (3) If within 30 minutes after the appointed time for the start of a General Meeting a quorum is not present, the meeting:
  - (a) if called on the requisition of Members is to be dissolved; and
  - (b) in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Financial Members present (being not less than 3) constitute a quorum, otherwise the meeting shall be dissolved.
- (5) The President, or in the absence of the President, the Vice-President, is to preside as chair at each General Meeting of the Association.

- (6) 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 at the Meeting.
- (7) The chair of a General Meeting at which a quorum is present may, with the consent of the majority of Financial Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (8) If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (9) Except as provided in sections 22(7) and (8), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.
- (10) A question arising at a General Meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chair 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.
- (11) At a General Meeting of the Association, a poll may be demanded by the person presiding or by not less than three Financial Members present in person or by proxy at the meeting.
- (12) If a poll is demanded at a General Meeting, the poll must be taken—
  - (a) immediately if the poll relates to the election of the chair of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chair directs;
  - (c) and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
- (13) Only a Financial Professional Member or a Financial Student Member may vote on any question arising at a General Meeting of the Association and, subject to subsection (15), the Member has one vote only.
- (14) All votes shall be given personally or by proxy but no Financial Member may hold more than three undirected proxies.
- (15) In the case of an equality of votes on a question in the General Meeting, the chair of the meeting is entitled to exercise a second or casting vote.
- (16) Each Financial Professional Member and Financial Student Member is entitled to appoint another Financial Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (17) A proxy must be appointed in writing under the hand of the appointer in an appropriate form, which may be that set out in Appendix 3.

## **Part 6      Constituent Bodies, Public Statements and Bulletin**

### **24. Constituent Bodies**

- (1) Council may, on its own initiative or on receipt of a petition in writing from not less than ten Financial Members, establish a Constituent Body of the Association, which is a part of the Association and which those making the petition would be expected to join.

- (2) Such Constituent Bodies shall consist of such Financial Members of the Association resident or working within a State or other defined geographic area, or having an interest in a defined field of marine science or its application, who nominate to join that body.
- (3) Members who have nominated to join a Constituent Body shall:
  - (a) become a Member of that body after payment of any annual fee required by Council under subsection (5) and after entry of the nomination in the register of members; and
  - (b) cease to be a Member of that body if their Membership of the Association ceases.
- (4) Such Constituent Bodies may, subject to approval of Council, determine their own name and shall, within the bounds of these Rules and subject to policy decisions of the Association, be free to make arrangements to conduct their own affairs.
- (5) At the commencement of each Financial Year, Council may allocate to a Constituent Body, Funds derived from the previous Financial Year according to a formula, determined by General Meeting, which is based on the number of Financial Members who were registered as being Members of the Body during the previous Financial Year.
- (6) Subject to approval of Council, any Constituent Body:
  - (a) may receive and administer such Funds as are necessary for the purposes for which it was established; and
  - (b) shall receive any Funds derived by any fee fixed by Council under subsection (5).
- (7) Any Funds received and administered, and any other assets held, by a Constituent Body remain the property of the Association and therefore must be administered in accordance with any instructions issued by Council and any rules adopted by a Constituent Body for the conduct of its affairs shall contain a clause to this effect.
- (8) Members of Constituent Bodies must be Financial Members of the Association.

## **25. Public statements, including submissions**

- (1) The President of the Association, or the Secretary in consultation with the President, may make public statements on behalf of the Association.
- (2) Any public statement in the name of the Association, made by a Constituent Body, must be first cleared by Council, or the President or, in his or her absence, the Secretary.
- (3) Any submission tendered in the name of the Association must be first approved by Council.
- (4) To remove any doubt, Constituent Bodies are not empowered to make a public statement or tender a submission in their own name, unless approved by Council, or the President or, in his or her absence, the Secretary.
- (5) Notwithstanding subsection (3), a person or persons who comprise one or more Members are not prevented by these Rules from making a public statement or tendering a submission in their own right.

## **26. 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 Members and to 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.

## **Part 7      Miscellaneous**

### **27. Funds of the Association**

- (1) The Funds of the Association are to be derived from annual subscriptions of Members, donations and, such other sources as the Council determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of a bank account of the Association.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Subject to any resolution passed by the Association in General Meeting, the Funds of the Association must be applied solely towards the promotion of the Objects of the Association in the way that Council decides and no portion thereof must be paid or transferred, directly or indirectly, by dividend, bonus or otherwise to any Member.
- (5) Nothing in these Rules will prevent payment in good faith to a Member in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association
- (6) No payment shall be made to any Councillor other than the payment of out of pocket expenses incurred by the Councillor in the performance of any duty as a Councillor where the amount payable does not exceed an amount previously approved by the Council.
- (7) Unless the Membership at General Meeting otherwise decide, a Councillor cannot be appointed to a management role within AMSA.
- (8) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer or, in the Treasurer's absence, by such other Councillor or Councillors as Council may nominate for that purpose and must be countersigned by such Councillor or Councillors as Council shall decide.
- (9) The Association must effect and maintain the following insurance policies at all times:
  - (a) public liability (risk); and
  - (b) any other liability or risk insurance for which Council considers would be prudent and practicable from time to time.

### **28. Alteration of Objects and Rules**

- (1) The statement of objects and these rules may be altered, rescinded or added to only by a Special Resolution.
- (2) An application to the Registrar-General for registration of a change in the Association's objects or rules in accordance with sections 30 and 33 of the Act.

### **29. Common seal**

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal of the Association must not be affixed to any instrument except by the authority of Council and the affixing of the common seal must be attested by the signatures either of two Councillors, one of whom may be the Secretary, or of one Councillor and the Public Officer or such other individual as Council may appoint for that purpose.

### **30. Record keeping, custody and inspection of Books**

- (1) The Treasurer of the Association must:
  - (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and records, books or documents showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) Subject to the Act, the Regulation and these Rules, the Secretary must keep in his or her custody or under his or her control all records, books or documents relating to the Association.
- (3) Records, books or formal documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour.
- (4) The Council will determine from time to time, any additional information that will be open for inspection to a Member of the Association.

### **31. Service of notice**

- (1) For the purpose of these Rules, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally; or
  - (b) by sending it by pre-paid post to the address of the person; or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **32. Winding up**

- (1) If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another association, fund, authority or institution which has:
  - (a) objects which are similar to the objects of the Association;
  - (b) a constitution which requires its income and property to be applied in promoting its objects; and
  - (c) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Association by section 27(4).
- (2) The identity of the association, fund, authority or institution is to be determined:
  - (a) by the Council by special resolution; or

- (b) if the Council does not decide or does not wish to decide, then by the Members, by special resolution; in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.
- (3) An association nominated under section (1) (a) must fulfil the requirements specified in the Act, section 92 (2).

# Appendix 1

(see s 8(2)(a))

## 33. Nomination for Membership

### The Australian Marine Sciences Association Incorporated (AMSA)

(incorporated under the Associations Incorporation Act 1991)

IF PRINTING, PLEASE DO SO LEGIBLY

#### Statement by Nominating Member

I, .....

(full name of nominating Member)

hereby nominate

.....

(full name of nominee)

of .....

(postal address for AMSA correspondence)

.....

(telephone number(s))

(email address)

.....

(occupation)

for admission as a Professional/Student/Corporate\* Member of AMSA.

(\* circle the relevant category)

I certify that I am a Financial Member of AMSA and that the nominee is personally known to me.

.....

(Signature of Nominating Member)

.....

(Membership Number)

...../...../.....

(Date)

#### Statement by Nominee

I consent to being nominated for admission as a Member of AMSA as stated above.

Also, I certify that if I am admitted as a member, I agree to be bound by the Rules of the Association for the time being in force.

.....

(Signature of nominee)

...../...../.....

(Date)

## Appendix 2

(see s 13(1)(a))

### 34. Nomination for Election as Councillor

#### The Australian Marine Sciences Association Incorporated (AMSA)

(incorporated under the Associations Incorporation Act 1991)

IF PRINTING, PLEASE DO SO LEGIBLY

##### Statement by Nominating Members

We,

.....;  
AND

.....  
(full names of nominating Members)

hereby nominate

.....  
(full name of nominee)

as a candidate for election to Council as an:

Ordinary Councillor, President, Vice President, Secretary, Treasurer, Communication Officer\*.

(\* circle the relevant category)

I certify that I am a Financial Member of AMSA.

...../...../.....  
(Signature of First Nominating Member) (Membership Number) (Date)

I certify that I am a Financial Member of AMSA.

...../...../.....  
(Signature of Second Nominating Member) (Membership Number) (Date)

##### Statement by Nominee

I consent to being nominated as a candidate for election to Council as stated above.

...../...../.....  
(Signature of Nominee) (Membership Number) (Date)

# Appendix 3

(see section 23(17))

## 35. Appointment of Proxy

### The Australian Marine Sciences Association Incorporated (AMSA)

(incorporated under the Associations Incorporation Act 1991)

IF PRINTING, PLEASE DO SO LEGIBLY

I, .....  
*(full name of Member Appointing Proxy)*

appoint  
.....  
*(full name of proxy)*  
of .....  
*(address)*

a Financial Member of AMSA, as my proxy to vote for me on my behalf at the Meeting of Council/Annual General Meeting of AMSA/Special General Meeting of AMSA\* to be held on ...../...../..... and at any adjournment of that meeting.:  
(\* circle the relevant type of meeting)

\*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).  
(\* To be inserted if desired.)

I certify that I am a Financial Member of AMSA.

..... / ..... / .....  
*(Signature of Member Appointing Proxy) (Membership Number) (Date)*

I certify that I am a Financial Member of AMSA.

Note A proxy vote may not be given to a person who is not a Financial Member of the Association.

..... / ..... / .....  
*(Signature of nominee) (Date)*

# Appendix 4

## 36. Notes

Notes explaining relevant provisions in the law are included here for several sections of the constitution.

### Part 1 Preliminary

#### 1 Definitions

Notes:

1. A definition applies except so far as the contrary intention appears (see Legislation Act, s 155(1)).
2. For terms that are defined in these Rules, wherever they appear in the Rules having the meaning as defined, each word in the term commences with a capital letter.
3. The Legislation Act 2001 (ACT) contains provisions relating to:
  - appointments (S 205 to S 225),
  - delegations (S 230 to S 242),
  - service of documents (S 245 to S 252),
  - forms\* (S255), and
  - production of records kept on computers (S256).

\*In regard to prescribed forms, the Act, section 126, and Regulations 3 and 5 relate specifically to forms approved by the Registrar-General. Regulations 4 and 6 to 9 relate to general requirements for documents, including affidavits.
4. The Legislation Act 2001 (ACT) defines the following additional terms, which appear elsewhere in these Rules: 'bankrupt or personally insolvent', 'document', 'established', 'exercise', 'fail', 'functions', 'individual', 'interest', in the sense of interest in contracts, 'liability', 'occupy', 'person', 'position', 'powers', 'property'.
5. The Acts Interpretation Acts defines "**Word**" to include any drawing, figure, number and symbol; and "**Writing**" to include any way of representing or reproducing Words in visible form.
6. In regard to the definition in these Rules of "**Association**", the Act, section 41(b), states where and how the name of an incorporated association must appear.
7. In regard to the definition in these Rules of "**Member**", the Act, section 52, states that "Membership of an incorporated association is not, except as otherwise provided by this Act, taken to give the members of the association any right, title or interest, whether legal or equitable, in the property of the association".
8. In regard to the definition in these Rules of "**Rules**", the Act, section 48, states that "the rules of an incorporated association are taken to bind the association and its members from time to time as if the rules had been signed and sealed by each member and contained covenants on the part of each member to observe all the rules".
9. In regard to the definition in these Rules of "**Special Resolution**", the Act, section 70, states that "a resolution of an incorporated association is taken to be a special resolution if—
  - (a) it is passed at a general meeting of the association, being a meeting of which at least 21 days' notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of the association; and
  - (b) it is passed by at least  $\frac{3}{4}$  of the votes of those members of the association who, being entitled to vote, vote in person or, if the rules of the association permit voting by proxy, vote by proxy at the meeting".

#### 3 Application of Model Rules

Notes:

1. For the purposes of section 33 of the Act (Alteration of rules), these Rules are taken to comply with section 32 of the Act (Rules other than Model Rules) if they provide for:
  - (a) the matters stated in schedule 1 of the Act, column 2 as required by schedule 1, column 3; and
  - (b) any prescribed matters; and
  - (c) are arranged numerically by subject matter.
2. The Act, section 34, states that "an object or rule of an incorporated association that is inconsistent with this Act or with another law in force in the ACT is of no effect".

## **Part 2 Corporate**

### **4 Objects**

Notes:

1. The Act, section 22, states that “an incorporated association”:
  - (a) is a body corporate with perpetual succession; and
  - (b) must have a common seal; and
  - (c) has power to acquire, hold and dispose of real and personal property; and
  - (d) is capable of suing and being sued in its corporate name; and
  - (e) is capable of performing all the functions of a body corporate”.
2. The Act, section 24, states that “an incorporated association has, both within and outside the ACT, the legal capacity of a natural person and, without limiting the generality of the foregoing, has, both within and outside the ACT, power—
  - (a) to grant a floating charge on property of the association; and
  - (b) to arrange for the association to be registered or otherwise recognised as a corporate body in a place outside the ACT; and
  - (c) to do any act that it is authorised to do by any other law”.
3. The Act, section 25(1), states that “the objects or rules of an incorporated association may contain an express restriction on, or an express prohibition of, the exercise by the association of any power given by this Act to the association”.
4. The Act, section 4 in conjunction with sections 14 and 15, give an interpretation of ‘trade or pecuniary gain’ in relation to an association’s objects.
5. The Act, section 114, addresses investment by a Member or another person in the Association.

### **6 Public Officer**

Notes:

1. The Act, section 13(4), requires the Public Officer to have at least one address available for inspection by any person who applies to the registrar-general for inspection of documents.
2. The Act, section 57(3), The public officer of an incorporated association may, unless the rules of the association otherwise provide, hold any office of the association in addition to the office of public officer.
3. The Act, section 59, identifies the information the Public Officer must lodge with the registrar-general and the time limits.
4. The Act, sections 63 and 63A provide for the disqualification from office of a Public Officer for reasons of convictions, bankruptcy or non-compliance with the Act, subject to the further application of those sections.
5. The Act, section 64, identifies how the office of Public Officer may become vacant and the action Council must take should a vacancy arise.
6. The Act, section 66, provides for the registrar-general to seek information from a Public Officer.

## **Part 3 Membership**

### **8 Membership of the Association**

Notes:

1. The Act, section 67(1), states that “an incorporated association must keep and maintain a register of its members, and must enter any prescribed particulars in the register”
2. Regulation 10 prescribes the following particulars for inclusion in the register of members:
  - (a) the name of the incorporated association;
  - (b) the name and address of each member of the association;
  - (c) the date each member became a member of the association;
  - (d) the date (if any) each member ceased to be a member of the association.
3. The Act, sections 49 and 50, sets out the rights of a Member affected by any decision of the Association.

### **9 Members’ liabilities**

Note:

The Act, section 51, enables these Rules to prescribe the extent of a Member’s or ‘officer’s’ liability. The Act defines ‘officer’ to include any person who is concerned in or takes part in the management of the Association’s affairs who is not a Councillor or the Public Officer.

### **10 Disciplining of Members and right of appeal of disciplined Member**

Note:

Model Rules 9 and 10 under the Associations Incorporation Regulations 1991 (ACT) apply in regard to the disciplining of Members, provided that the term ‘the committee’ be read as ‘Council’.

## **Part 4 Council**

### **11 Establishment and powers of Council**

Note:

The Act, section 60(2), states that “the committee of an incorporated association has the management of the association”.

### **12 Membership of Council**

Note:

The Act, section 60(1), states that “An incorporated association must have a committee of at least 3 members of the association”.

### **13 Election of Councillors**

Notes:

1. The Act, section 62, covers the requirements to notify the registrar-general of changes in Council Membership and of changes in a Councillor’s address and likewise the requirement of a Councillor to inform the Association of any change in address.

2. The Act, section 66, provides for the registrar-general to seek information from a Councillor.

### **15 Vacancies on Council**

Note:

The Act, sections 63 and 63A provide for the disqualification from office of a Public Officer for reasons of convictions, bankruptcy or non-compliance with the Act, subject to the further application of those sections.

## **Part 5 General Meetings**

### **20 Annual General Meetings**

Note for 20(1):

1. The Act, section 69, states that “an incorporated association must, in addition to any other meeting it holds, hold an annual general meeting, once in each calendar year, within the period of 5 months beginning at the end of the association’s most recently ended financial year”.

Notes for 20(4):

1. For an incorporated association:

(a) having gross receipts, at the end of a financial year of the association, exceeding the prescribed amount (in 2013 being \$150 000 per annum); or

(b) having gross assets, at the end of a financial year of the association, exceeding the prescribed amount (in 2013 being \$150 000); or

(c) that is an association:

(i) having more than 1 000 members; or

(ii) holding a licence issued under the *Liquor Act 2010*;

the committee must ensure that the association’s accounts are audited by a person who fulfils certain requirements under the Act, section 73.

2. Connected to the process of presentation to an Annual General Meeting of the audited statement of accounts is the lodgement with the registrar-general, the association’s annual return within the period of 6 months beginning at the end of each financial year of the association. The Act, sections 79 and 80, apply in regard to annual returns.

### **21 Special General Meetings**

Note:

Sections 24(8) and .24(9) of these Rules address notice requirements for an adjourned meeting.

### **22 Notice for all General Meetings**

Note:

Sections 24(8) and .24(9) of these Rules address notice requirements for an adjourned meeting.

## **Part 7 Miscellaneous**

### **27 Funds of the Association**

Notes:

The Act, section 71 (Accounting records) states:

1. An incorporated association must—
  - (a) keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the association; and
  - (b) keep its accounting records in such a way that—
    - (i) true and fair accounts of the association can be prepared from time to time; and
    - (ii) a statement of the accounts of the association can conveniently and properly be audited in accordance with this part; and
  - (c) retain its accounting records for at least 7 years after the transactions to which they relate were completed.
2. Other audit requirements are set out in the Act, sections 72 to 76. See *Notes* to section 21(3) of these Rules.

### **29 Common seal**

Notes:

1. The Act, section 41(a) states that 'the name of an incorporated association must appear in legible characters on the common seal of the association.
2. The Act, section 55 relates to the authentication and execution of documents which may or may not require use of the common seal.
3. The Act, section 56, states that 'a contract or other instrument executed, or purporting to have been executed, under the common seal of an incorporated association is not taken to be invalid only because a person attesting the fixing of the common seal was in any way, directly or indirectly, interested in the contract or other instrument or in the matter to which the contract or other instrument relates.'

### **30 Record keeping, custody and inspection of Books**

Note 30(1):

The Act, section 71 concerns 'Accounting records'. Note 1 at section 28 of these Rules presents the full text *Notes to 30(4)*:

1. The Act, section 25, states that
  - (1) On the request of a member of an incorporated association, the association must give the member -
    - (a) a copy of a current statement of the objects of the association; or
    - (b) a copy of the rules of the association currently in force; or
    - (c) a copy of the deeds of any trust relevant to the association.
  - (2) an incorporated association may charge a fee not exceeding the fee determined under section 125 (Determination of fees) for this section for each copy of a document given to a member under subsection (1)."
2. The Act, section 67(2) requires the register of members to be available for inspection and sets out how this may be done.

### **32 Service of notice**

Notes:

1. For how documents may be served by an association, see the Legislation Act, Part 19.5.
2. The Act, section 122, covers the service of documents on an association.

### **33 Winding up**

Notes:

The Act, section 88 provides for voluntary winding-up

The Act, section 89, provides for application for winding-up by the court

The Act, section 91, provides for winding-up by the court

The Act, section 91 provides for application of Corporations Act, Part 5.7 to the winding up of an incorporated association

The Act, section 92 relates to the property of defunct association

The Act, section 94 relates to property of former incorporated association.