

# ASSOCIATIONS INCORPORATION REFORM ACT (2012)

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## Rules of the Association

# Australian Society for Fish Biology, Incorporated.

## Constitution

(October 2015)

### NAME

1.

A Society is hereby established under the name of Australian Society for Fish Biology, Incorporated.

### OBJECTIVES

2.

- (1) The objectives of the Society are to promote the study of fish and fisheries in Australia, particularly research and educational activities, and to provide a medium for the interchange of information between those studying fishes.
- (2) Students of fishes are defined in the broadest sense as people working in any field of research on fishes.
- (3) The Society is a non-profit, non-commercial organisation.

### INTERPRETATION

3.

- (1) In these rules, unless stated to the contrary:--
  - “Society” means the Australian Society for Fish Biology, Incorporated.
  - “Council” means the Executive Council of the Society.
  - “Financial year” means the year ending on 30 June.
  - “General Meeting” means a general meeting of the members convened in accordance with Rule 16.
  - “Annual General Meeting” means a general meeting of the members convened in accordance with Rule 14.
  - “Member” means a member of the Society.
  - “Ordinary Member of the Council” means a member of the Executive Council who is not an officer of the Society under Rule 23.
  - “The Act” means the Associations Incorporation Reform Act (2012).
  - “The Regulations” means regulations under the Act.
  - “Fish” refers to aquatic organisms in the broad sense, especially those of economic and environmental importance.
- (2) Words or expressions contained in these rules shall be interpreted in accordance with the provision of the Interpretation of Legislation Act 1984 and the Associations Incorporation Reform Act (2012) as in force from time to time.

## **MEMBERSHIP**

### **4.**

- (1) The membership of the Society shall consist of ordinary, student, retiree and life members:--
  - “Ordinary” members refer to individuals who do not qualify for student membership, retiree membership or life membership.
  - “Student” members include registered students of recognised tertiary or secondary education institutions who are not in full-time employment.
  - “Retiree” members are individuals that are no longer in full-time paid employment, nor likely to re-engage in full-time paid employment.
  - “Life” membership is conferred on individuals considered to merit such recognition by the Society in the manner described below.
- (2) Any individual interested in the objectives of the Society is eligible for membership.
- (3) A person who applies for membership and is approved as provided in these rules is eligible to be a member of the Society on payment of the annual subscription and approval of the Council.
- (4) A person who is not a member of the Society at the time of the incorporation of the Society (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:-
  - (a) unless he/she is nominated as provided in sub-clause (5); and
  - (b) his/her admission as a member is approved by the Council.
- (5) A nomination of a person for membership of the Society:-
  - (a) shall be made in writing to the Secretary or Treasurer; and
  - (b) shall be accompanied by a payment of the annual subscription for that year.
- (6) As soon as practicable, the nomination will be referred to Council members.
- (7) Upon receipt of the nomination by the Council, the Council shall determine at the next formal meeting of the Council to approve or reject the nomination.
- (8) Upon a nomination being approved by the Council, the Treasurer shall enter the Nominee’s name in the register of members kept by him/her and, upon the name being so entered, the nominee becomes a member of the Society.
- (9) In the event that a nomination is rejected, the Secretary shall inform the unsuccessful nominee in writing and refund any fees sent with the nomination.

### **5.**

- (1) The President, in the final year of office, may place before the Council a nomination of an individual who has demonstrated an outstanding contribution to the Society for an honorary Life Membership of the Society.
- (2) Upon receipt of the nomination by the Council, the Council shall determine at the next formal meeting of the Council to approve or reject the nomination.
- (3) If the nomination is approved by the Council, the presentation of the Life Membership will be made by the Chairman at the next annual general meeting.
- (4) The recipient of a Life Membership receives the full benefits of an ordinary membership without having to pay annual subscriptions

### **6.**

All members will receive the newsletter of the Society.

### **7.**

Institutions cannot become members of the Society, but may subscribe to the newsletter or any other publication of the Society.

## **RECOGNITION OF INDIGENOUS PEOPLE**

### **8.**

- (1) The Council, on behalf of the membership of the Society, recognises that Indigenous people as the traditional custodians and occupants of our land and waters:
  - (a) have a spiritual, environmental, social, cultural and economic relationship with their traditional fish and fisheries, and
  - (b) have made, and continue to make, a unique and lasting contribution to the understanding and management of our fish and fisheries.

## **SUBSCRIPTIONS**

### **9.**

- (1) The Society will derive its normal operational funds through annual subscriptions.
- (2) The annual subscription is payable any time during the year and is valid for 12 months.
- (3) Subscription rates shall be established or altered by a majority vote of the members present at an annual general meeting.

## **REGISTER OF MEMBERS**

### **10.**

The treasurer shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary.

## **RESIGNATION AND EXPULSION OF MEMBER**

### **11.**

- (1) A member whose subscription is not paid within the 12 months following that date will no longer be considered member of the Society.
- (2) A member of the Society who has paid all moneys due and payable by him/her to the Society may resign from the Society by informing the secretary of his/her intention in writing.

### **12.**

- (1) If, in the opinion of the Council, a member is acting in a manner detrimental to the management or objectives of the Society, the Council may by resolution-
  - (a) suspend that member from membership of the Society for a specified period; or
  - (b) expel that member from the Society
- (2) A resolution of the Council under sub-clause (1) does not take effect unless-
  - (a) at a meeting held in accordance with sub-clause (3), the Council confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Society under this rule, the Society confirms the resolution in accordance with this rule.
- (3) A meeting of the Council to confirm or revoke a resolution passed under sub-clause (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-clause (4)
- (4) For the purposes of giving notice in accordance with sub-clause (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice-
  - (a) setting out the resolution of the Council and the grounds on which it is based; and
  - (b) stating that the member, or his or her representative, may address Council at the meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following-
    - (i) attend that meeting;
    - (ii) give to the Council before the date of that meeting a written statement seeking revocation of the resolution; and
  - (e) informing the member that, if at that meeting, the Council confirms the resolution, he or she may, not later than 48 hours after the meeting, give the Secretary a notice to the effect that he or she wishes to appeal the Society in general meeting against the resolution.
- (5) At a meeting of the Council to confirm or revoke a resolution passed under sub-clause (1), the Council must-
  - (a) give the member, or his or her representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Council, the Council confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Society in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub-clause (6), he or she must notify the Council and the Council must reconvene a general meeting of the Society to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Society convened under sub-clause (7)-
  - (a) no business other than the question of the appeal may be conducted; and

- (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member, or his or her representative, must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case the resolution is revoked.

**13.**

In the event that a member should cease to be a member of the Society according to Rules 11 & 12, the treasurer shall make in the register of members an entry recording the date on which the member ceased to be a member.

**ANNUAL GENERAL MEETING**

**14.**

- (1) The Society shall in each calendar year, between 1 July and 30 October, convene an annual general meeting of its members.
- (2) The timing of the annual general meeting will coincide with the annual conference unless decided otherwise by a simple majority of the vote at the previous annual general meeting.
- (3) The venue and timing of the annual conference will be determined by a majority vote of members at the preceding annual general conference, or, in the event that a planned annual general conference cannot proceed, by a meeting of the Council.
- (4) The ordinary business of the annual general meeting shall be:--
  - (a) to confirm the minutes of the last preceding annual general meeting;
  - (b) to receive from the Council and Sub-Committees of the Society reports upon the transactions of the Society during the preceding year; and
  - (c) to elect officers of the Society and the ordinary members of the Council.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The agenda of the annual general meeting shall be circulated prior to the Annual General Conference.
- (7) A member desiring to bring any business before an annual general meeting may give notice of that business in writing to the secretary, who shall include that business in the agenda of the annual general meeting after receipt of the notice.

**SPECIAL GENERAL MEETING**

**15.**

All general meetings other than the annual general meeting shall be called special general meetings.

**16.**

- (1) The Council may, whenever it thinks fit, convene a special general meeting of the Society and where, but for this sub-clause, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) Notices of special general meetings and motions to be presented at special general meetings will be published in newsletters at least 30 days preceding the relevant meetings.

**PROCEEDINGS AT MEETINGS**

**17.**

- (1) 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 an annual 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) 50 members (being members entitled under these rules to vote at a general meeting), two of whom are Officers of the Society, constitute a quorum for the transaction of the business of a general meeting.
- (4) Only ordinary, student and life members have voting or office bearing rights.

**18.**

- (1) The President will preside at all Executive Council and general meetings of the Society at which he/she is present, or will nominate a member to preside on his/her behalf.

- (2) If the President or member nominated by the President to act in his/her behalf is absent from the general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

**19.**

A question arising at a general meeting of the Society shall be determined 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 Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minutes of the general meeting is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**20.**

- (1) Upon any question arising at a general meeting of the Society, a voting member has one vote only.
- (2) All votes shall be given personally; members will not be able to vote by proxy.
- (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

**21.**

- (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairman or on a question of an 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.

**COMMITTEE OF MANAGEMENT**

**22.**

- (1) The affairs of the Society shall be managed by an Executive Council constituted as provided in Rule 23.
- (2) The Council:--
  - (a) shall control and manage the business and affairs of the Society;
  - (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Society; and
  - (c) subject to these rules, the regulations and the Act, 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 Society.

**23.**

- (3) The officers of the Society shall be:--
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Secretary; and
  - (d) a Treasurer.
- (4) The provisions of Rule 25 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (5) The President shall hold office until the second annual general meeting after the date of his/her election and is not eligible for re-election.
- (6) Except for the President, each officer of the Society shall hold office until the second annual general meeting after the date of his/her election but is eligible for re-election.
- (7) In the event of a casual vacancy in any office referred to in sub-clause (1) except President, the President may appoint an interim replacement if he/she feels that the replacement is required for the proper operation of the Council and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his/her appointment.
- (8) In the event of a casual vacancy in the office of President, the Vice-President will assume the duties of President and continue in office up to and including the conclusion of the following annual general meeting at which a new President is elected.

**24.**

- (1) Subject to Section 82 of the Act, the Council shall consist of:--
  - (a) the officers of the Society;
  - (b) the immediate past President;
  - (c) the Newsletter Editor;
  - (d) the Communications Manager;
  - (e) the Conference and Workshop Coordinator; and
  - (f) additional Councillors, numbering not less than nine, nor more than eighteen members, including up to two from each state and territory and up to two student members each of whom shall be elected at an annual general meeting of the Society in accordance with Rule 25, sub-clauses (3-6); or if no general meeting is held during the year, an election by postal vote.
  - (g) additional Councillors, up to two members as representatives of New Zealand
- (2) Each ordinary member of the Council shall, subject to these rules, hold office until the second annual general meeting next after the date of his/her election but is eligible for re-election.
- (3) The Newsletter Editor, Communications Manager, and Conference and Workshop Coordinator, shall be appointed or replaced by the Executive Council.
- (4) In the event of a casual vacancy in an ordinary member of the Council, the Council may appoint a member of the Society to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his/her appointment.

**ELECTION OF OFFICERS AND VACANCY**

**25.**

- (1) Nomination of candidates for election as officers of the Society shall be conveyed to the secretary of the Society not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies for officers of the Society, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) Nomination of candidates for ordinary members of Council shall be received from the floor at the annual general meeting
- (4) If the number of nominations for officers and ordinary members received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations for officers and ordinary members exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of officers and ordinary members of the Council shall be conducted at the annual general meeting in such usual and proper manner as the Council may direct.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

**26.**

For the purposes of these rules, the office of an officer of the Society or of an ordinary member of the Council becomes vacant if the officer or member:--

- (1) ceases to be a member of the Society; or
- (2) resigns his/her office by notice in writing given to the secretary.

**PROCEEDINGS OF THE COUNCIL**

**27.**

- (1) The Council shall meet at least 3 times in each year at such place and such time as the Council may determine.
- (2) Special meetings may be convened by the President or by any 5 of the members of the Council.
- (3) Notice shall be given to members of the Council of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any 5 members of the Council, two of whom must be officers of the Society, 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.
- (6) At meetings of the Council:--
  - (a) the President or in his/her absence a member nominated by the President shall preside; or
  - (b) if both 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 a meeting of the Council or of any sub-committee appointed by the Council shall be determined by a simple majority 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, with the exception of Councillors in paid positions who shall forgo any voting rights.
- (9) Notice of each Council meeting shall be served on each member of the Council by the secretary of the Society at a reasonable time before the meeting.
- (10) Subject to sub-clause (4) the Council may act notwithstanding on any vacancy on the Council.

#### **SECRETARY**

##### **28.**

The Secretary of the Society shall keep minutes of the resolutions and proceedings of formal Society meetings and be responsible for all correspondence to members and Society documentation other than records pertaining to finances.

#### **TREASURER**

##### **29.**

The Treasurer shall be responsible for the receipt of moneys due to the Society, keeping of the accounts, the maintenance of bank accounts in the name of the Society, the annual financial statement, and the register of members.

#### **NEWSLETTER EDITOR**

##### **30.**

The Newsletter Editor shall be responsible for the Society newsletter.

#### **CONFERENCE AND WORKSHOP COORDINATOR**

##### **31.**

The Conference and Workshop Coordinator shall facilitate, on behalf of the Society, the organisation of the annual conference and related events and the delivery of outputs that arise.

#### **COMMUNICATIONS MANAGER**

##### **32.**

The Communications Manager shall facilitate and manage, on behalf of the Society, policies, procedures and infrastructure for communicating with Members via various electronic and non-electronic media as deemed appropriate by the Council.

#### **REMOVAL OF MEMBER OF COUNCIL**

##### **33.**

- (1) The Society in general meeting may by resolution remove any member of the Council before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term, as long as the incumbent Council member is informed prior to the meeting.
- (2) In such a case, the incumbent councillor may require representations of reasonable length to be read out at the meeting, if they are presented to the presiding officer by the start of the meeting.

#### **CHEQUES, EXPENDITURES AND FINANCIAL STATEMENT**

##### **34.**

- (1) Cheques must be signed by any two officers of the Society.
- (2) Electronic banking payments must be endorsed in writing by any two officers of the Society.

##### **35.**

Any expenditure of funds arising from the newsletter and correspondence to members must be approved by the Council.

##### **36.**

The financial statement of the Society will be audited by a professional accountant chosen by the Council at the end of the financial year.

## **SEAL**

### **37.**

The Common Seal of the Society shall be kept in the custody of the President.

## **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

### **38.**

Constitutional amendments and changes to objectives require three quarters majority vote at a General Meeting.

### **39.**

Notices of motion to amend the Constitution are required to be lodged with the Secretary of the Society 6 months prior to the general meeting at which the motion is to be presented.

## **ACCESS TO RECORDS**

### **40.**

Access to books and documents of the Society will be granted to members of the Society at the discretion of the Council.

## **TERMINATION**

### **41.**

- (1) The Society will not be wound up except by three quarters vote of the members or if membership falls below five persons.
- (2) In the event that the Society is wound up, the assets of the Society will be disposed of:--
  - (a) in accordance with the objectives of the Society; and
  - (b) as decided by vote of the membership without individual members receiving financial benefit.

## **DISPUTES AND MEDIATION**

### **42.**

- (1) The grievance procedure set out in the rule applies to disputes under these Rules between-
  - (a) a member and another member; or
  - (b) a member and the Society.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
  - (a) a person chosen by agreement between parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Council of the Society; or
    - (ii) in the case of a dispute between a member and the Council or the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria.
- (5) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (6) The mediator, in conducting the mediation, must
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (7) The mediator must not determine the dispute.
- (8) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.