

# Constitution of the Australian Freshwater Sciences Society Incorporated.



*Final version 1st October 2017*

## 1. NAME

The name of the Society shall be the Australian Freshwater Sciences Society Incorporated<sup>1</sup> - hereafter 'the Society' or 'AFSS.'

## 2. STATEMENT OF PURPOSE

The objective of AFSS is to advance freshwater<sup>2</sup> science and its understanding through fostering the interdisciplinary exchange of scientific information among its membership, as well as more broadly to other professional societies, agencies, government and the general public. In formal communications this may be represented by the byline "Research for management and understanding of Australia's inland waters"

## 3. MEANS OF ATTAINING OBJECTIVES

The Society may attain its objective by:

- a) Holding an Annual Congress timed to coincide with the Annual General Meeting;
- b) The production of an annual report which is provided to all financial members of the Society;
- c) Maintaining an up-to-date website and social media platforms (or equivalent) which provide access to the annual report, announcements and notices
- d) By the granting of awards and prizes;
- e) Any other lawful means approved by the Executive Committee;

## 4. MEMBERSHIP

(a) The members of the Society shall be:

- (i) Ordinary Members who shall be persons admitted to membership by the Executive Committee, who shall pay a subscription (annual or multi-year) that is fixed from time to time
- (ii) Student Members who shall be students enrolled in a course relevant to the objectives of the Society at any educational institution and who shall pay such annual subscription as shall be fixed from time to time.
- (iii) Lungfish Chapter Members who shall be former Ordinary Members who have been members for 25 years or more, and have retired from substantive employment (complete not more than 500 hours of paid work per year). These members shall pay an annual subscription at the rate for a Student Member, as shall be fixed from time to time.

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<sup>1</sup> The Society is incorporated in the state of Victoria (Incorporation no. A0020309k) and is subject to the Associations Incorporation Reform Act 2012.

<sup>2</sup> 'Freshwater' in this instance refers to all inland waters irrespective of their salt content.

- (iv) Life Members who, prior to the Annual General Meeting in 2012, had been admitted to Life Membership by the Executive Committee by paying a set fee.
- (v) Institutional Members who shall be libraries and scientific institutes, who shall pay such annual subscriptions as shall be fixed from time to time. (Institutional Members will receive a copy of the annual report but are not entitled to vote at an Annual- or Special General Meeting)
- (vi) Honorary Life Members who may be appointed at an Annual General Meeting on the recommendation of the Executive Committee.

(b) The Executive Committee may, in its absolute discretion, refuse admittance to any classification of membership and shall be under no obligation to give any reason for its decision not to accept any candidate for membership.

(c) Disciplinary action may be taken by the Executive Committee against members who infringe the Constitution. Any member so charged may be expelled from the Society by the Executive Committee. A member can appeal against such action within thirty days. Appeals will be heard by a special committee of four members of the Executive.

(d) A register of members shall be maintained by the Treasurer /Membership officer, or, with approval of the Executive Committee, their delegate.

## 5. VOTING

With the exception of Institutional Members, all Members of the Society whose subscription is current shall be entitled to one vote at an Annual- or Special- General Meeting. All votes shall be cast personally and not by proxy. Institutional Members cannot vote at an Annual- or Special- General Meeting.

## 6. ANNUAL SUBSCRIPTION

The funds for the Society will be derived from annual subscriptions, donations and such other sources as the Executive Committee determines. The annual subscription shall be due on 1 July in each year and the amount shall be fixed at the preceding Annual General Meeting. Members whose subscriptions are not paid by the succeeding 31 December shall be unfinancial and shall forfeit all rights and privileges of membership forthwith.

## 7. RIGHTS OF MEMBERS

All financial members of the society are entitled to receive the annual report and have access to news and announcements via the Society web site. All financial members of the Society, except Institutional members, are entitled to attend, and vote at, all general meetings of the Society.

## 8. MANAGEMENT

(a) The Society shall be managed by an Executive Committee consisting of the President, the immediate Past President (ex officio), the Vice President, the Secretary, and the

Treasurer/Membership Officer, together with not less than five committee members, all of whom shall be elected at the Annual General Meeting and all of whom shall be financial members of the Society at the time of election. The election process shall comprise a nomination and seconding by any two members (self proposal is permitted). Voting will be by a show of hands, with an affirmation by majority of people in attendance. These positions should include one representative from each state and territory, one representative from the Lungfish Chapter, and an Indigenous representative. An Indigenous representative is any individual who associates with having come from an Australian Aboriginal or Torres Strait Island background. A state or territory representative may concurrently hold the position of Indigenous or Lungfish Chapter representative. The position of Secretary and Treasurer/Membership Officer may be held by the one person. At the conclusion of voting elected nominees will be notified as required under the Associations Incorporation Reform Act 2012.

(b) The President, Vice President and Immediate Past President serve 2 year terms commencing at the end of the Annual General Meeting in one year to the end of the Annual General Meeting two years later. Holders of these posts may not serve consecutive terms.

(c) All other members of the Executive Committee are elected for a 1 year period commencing at the end of the Annual General Meeting in one year to the end of the Annual General Meeting in the following year. Members may serve consecutive terms.

(d) The Executive Committee shall implement the Society's general business, and a simple majority shall decide all questions at Executive Committee Meetings. If voting is equal, a motion is lost. A quorum at Executive Committee Meetings shall be four.

(e) A committee member may resign from the Executive Committee by written notice addressed to the President or Secretary. A person ceases to be a committee member if he or she ceases to be a member of the AFSS; fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence; is removed by special resolution, dies or becomes insolvent under administration. The Executive Committee may appoint any suitable financial member of the Society to fill casual vacancies on the Executive Committee.

(f) The executive Committee, at its discretion, can invite members or interested third parties to attend and participate in discussions at Executive Committee Meetings, but such persons do not have any rights to vote at the Executive Committee Meeting.

## 9. FINANCE

The financial year of the Society shall cover the period 1 July in any year to 30 June of the following year.

(a) All funds received by the Society shall be banked in the name of the Society. Separate accounts may be established for specific purposes at the discretion of the Executive Committee.

(b) No bill or account shall be paid without the prior approval of two of the following: the President, the Vice-President the Treasurer/Membership Officer, the Secretary. If a bill is paid by a cheque drawn from an account belonging to the Society, the cheque shall be signed by any two of the President, Vice President, Secretary, and Treasurer/Membership Officer.

(c) Financial reporting will be subject to the requirements of the Associations Incorporation Reform Act 2012 (State of Victoria).

## 10. MEETINGS

### (a) Annual and Special General Meetings of the Society

The Annual General Meeting shall determine the date and place for the next Annual General Meeting. A Special General Meeting may be called at the discretion of the Executive Committee and shall be summoned as soon as practicable following receipt of a request to do so signed by not less than one hundred (100) members, or one half of members entitled to vote, whichever is less. Special General Meetings shall be called by notice in writing, specifying the business to be considered, and notices must be communicated in writing to all members entitled to vote not less than fourteen (14) days prior to the proposed date. No business shall be conducted at any Special General Meeting other than that specified in the notice convening the Meeting.

### (b) Other Meetings

If members wish to hold any other meeting or gathering that advance the objectives of the Society and they want that meeting or gathering to be associated with the Society, they will need to seek prior approval from the Executive Committee.

## 11. QUORUM FOR GENERAL MEETING

At all General Meetings, twenty (20) or one half of members entitled to vote, whichever is less, shall constitute a quorum, and a simple majority shall carry a motion.

## 12. ANNUAL REPORTS

An annual report and financial statement shall be submitted to the Annual General Meeting. The financial statement will have been reviewed by an appropriately qualified and independent accountant. In the event that the Annual General Meeting is held prior to the end of the financial year, a separate Financial Statement covering the period of the financial year shall be prepared by the Treasurer/Membership and similarly reviewed. In either case

the Financial Statement of the Society will be published on the Society's website (or an equivalent outlet accessible to all members) within 30 days of tabling.

### 13. AMENDMENTS TO THE CONSTITUTION AND STATEMENT OF PURPOSE

Amendments may be made to the Constitution and statement of objectives of the Society at an Annual General Meeting, or at a Special General Meeting, of the Society. Any proposed amendments shall be submitted in writing over the signature of any two members of the Executive Committee which shall either:

- (a) refer them for consideration at the next ensuing Annual General Meeting, or
- (b) call a Special General Meeting, for the purpose of considering the proposed amendments.

A proposed amendment shall be carried by a 3/4 majority of votes polled. At least 21 days notice shall be given to all members by the Executive Committee of any proposed change to the Constitution.

Any amendments or alterations to the Constitution and the objectives of the Society shall be made in accordance with the relevant legislation under which the Society is incorporated.

### 14. SEAL

- (a) The common seal of the Society shall be kept in the custody of the Secretary
- (b) The common seal of the Society shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signature of two members of the Executive Committee.

### 15. CUSTODY OF RECORDS

Except as otherwise provided in this Constitution all resources, books, documents, securities and documentations of the Society shall be kept in a manner approved by the Executive Committee and shall be available for inspection by any members.

### 16. WINDING-UP OF SOCIETY

The Society shall not be wound up except:

- (a) on a three-quarters vote in favour of doing so at an Annual General Meeting or at a Special General Meeting called for this purpose, and in either case at least 21 days' notice of the proposal shall have been given to all Financial Members, or
- (b) in the event of membership being less than five persons.

The last General Meeting shall decide how the assets of the Society shall be disposed of but this must be done in accordance with the Objective of the Society and Individual Members shall not receive any benefit.