

**ASBS**

*Australasian  
Systematic  
Botany  
Society*



**Name,  
Object  
&  
Rules**

**VERSION 7.0, March 2011**

Title: <b>Name, Object and Rules of the Australasian Systematic Botany Society Incorporated</b>	
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### Record of Revision

Issue	Detail	Date*
0.1	Initial Creation of Society and discussion of "Constitution and associated Rules"	1973
1.0	Original version of <i>Constitution and Rules</i> , approved and promulgated by the First General Meeting of the Society in Perth.	17 Aug 1973
2.0	Revised <i>Constitution and Rules</i> ; amendments approved in ballot of members	c. Sep 1983
3.0	Revised <i>Constitution and Rules</i> ; following requirements for incorporation in the Australian Capital Territory; approved in ballot of members (see <i>Austral. Syst. Bot. Soc. Nsltr</i> 49: 13)	Dec 1986
4.0	Revised <i>Rules</i> ; amendments approved in ballot of members	May 1998
5.0	Revised; amendments approved in ballot of members	Jan 2003
6.0	Revised; amendments approved in ballot of members	22 May 2006
7.0	Revised; amendments approved in ballot of members	13 April 2011



**Name, Object and Rules  
of the  
Australasian Systematic Botany Society  
Incorporated**

**As amended by ballot of members  
determined at the Special General Meeting  
in Sydney on 15<sup>th</sup> March 2011  
and taking effect  
with lodgement with the Registrar-General  
on March 2011**

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## Name

### **NAME**

The association shall be known as the *Australasian Systematic Botany Society Incorporated*.

## Object

### **OBJECT**

The object of the *Australasian Systematic Botany Society Incorporated* is to promote the study of plant systematics.

## Logo

### **LOGO**

The logo of the *Australasian Systematic Botany Society Incorporated* features *Xanthorrhoea* (a Grass Tree) according to a design set by resolution of a general meeting.

# Rules

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## **Part I – PRELIMINARY**

# 1. Interpretation

## 1. Interpretation

(1) In these rules, unless a contrary intention appears –

- “the Society” means the Australasian Systematic Botany Society Incorporated;
- “the Act” means the Associations Incorporation Act 1991 (Australian Capital Territory);
- “the Regulations” means the Associations Incorporation Regulations (Australian Capital Territory)
- “Council” means the committee of the Society referred to in section 60 of the Act;
- “financial member” is a member who has paid all monies due and payable to the Society;
- “financial year” means the twelve months ending on 30 June;
- “member” means a member, however described, of the Society. Members have legal responsibilities as defined in rules 8-21 and the Act;
- “ordinary members” are members who are not “concessional members” or “life members”;
- an “officer” of the Society means a member of the committee of an incorporated association as defined in the Act. It is used here therefore for a member of Council as referred to in rule 12 or any appointee of the Council as referred to under rule 11;
- a “full term” of office on Council is the time between the end of one annual general meeting and the end of the succeeding annual general meeting;
- “Secretary” means the person holding office under these rules as secretary or, where no person holds such office, the public officer of the Society;
- a “vote” shall be taken to mean a vote, as defined in subrule 30(4) of these rules, of an individual who is a financial member of the Society or who is a member accorded this right under subrule 2(4);
- a “special resolution” means a resolution addressing the objects, changes to these rules, the winding up of the Society, and any other things required by the Act, passed in accordance with subrules 25(2), 29(4) and 30(5) pursuant to section 70 of the Act;
- “surplus property” means any property or interest in property of the Society, if wound up, that remains after the satisfaction of any debts, liabilities and costs associated with winding-up, according to section 92 of the Act.

- (2) In these rules –
  - (a) a reference to a function includes a reference to a power, authority and duty;  
and
  - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the Interpretation Act 1967 (Australian Capital Territory) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **Part II – MEMBERSHIP**

## 2. Membership qualifications

### 2. Membership qualifications

- (1) The Society shall consist of persons who are ordinary, concessional and life members and also provides for membership or affiliation of institutions and organisations;
- (2) A financial member is a member who has paid all monies due to the Society;
- (3) All members shall have the same rights and privileges except where indicated under these Rules;
- (4) The right to cast votes on any Society matter and stand for election and be elected to Council is accorded only to individuals who are financial members and any other class of personal membership given this right under these rules, as accorded under subrules 2(7)(c) and 7(3)(a);
- (5) Ordinary Members:  
A person is qualified to be an ordinary member if –
  - (a) The person is a person referred to in subsection 21 (2)(a) or 21(2)(b) of the Act (which relates to the membership at the time of the initial incorporation process of the Society) and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act; or
  - (b) the person –
    - (i) has been nominated for membership in accordance with subrule 3(1); and
    - (ii) has been approved for membership of the Society by the Council of the Society.
- (6) Concessional Members:  
A person is qualified to be a concessional member if –
  - (a) the person satisfies the requirements of subrule 2(5)(a) or 2(5)(b); and
  - (b) the person is a bona fide full-time student of a secondary or tertiary educational institution, or belongs to another class of membership deemed at an annual general meeting to be deserving of concessional privileges.
- (7) Life Members:
  - (a) Life membership may be conferred by Council on any member who has, in the opinion of the Council, made a significant contribution to the Society; provided that –
    - (i) the number of living life members shall not at any time exceed ten (10); and
    - (ii) such membership will not be conferred on more than two (2) persons in any one year.
  - (b) Life members shall be exempt from the payment of annual fees.
  - (c) Life members will have the rights and privileges of a financial member.

- (8) Other categories of membership or affiliation include –
- (a) Institutional Members:  
Council may accord an institution membership status provided that –
    - (i) An institutional member shall indicate in writing its support of the objects of the society.
    - (ii) Institutional members will have no voting rights and will be subjected to other limitations on benefits that may be imposed in these rules or by resolution at a general meeting.
    - (iii) Concessional fees for categories of institutional member may be introduced in the determination of fees under subrule 7(2).
  - (b) Affiliated Societies:  
Council may resolve for mutual benefit to accord formal affiliated society status on any organisation
    - (i) where the two societies share the objects of the Australasian Systematic Botany Society Incorporated; and
    - (ii) there will be no fees imposed.

## 3. Nomination for membership

### 3. Nomination for membership

- (1) Nomination of a person for membership of the Society –
  - (a) shall be made by two (2) members of the Society who have voting rights under subrule 2(4) in writing on the membership application form set out in Appendix 1 to these rules; the form shall be complete in all particulars and include a signed agreement of the nominee to comply with the requirements of members as set out in these rules;
  - (b) shall be lodged with the Treasurer of the Society; and
  - (c) shall be accompanied by monies due for the current year as determined by subrules 7(3) and 7(4) and any further monies due prior to cessation of a previous term of membership under subrule 5(2).
- (2) As soon as is practicable after receiving a nomination for membership in accordance with subrule 7(1), the Treasurer shall refer the nomination to Council which shall determine whether to approve or to reject the nomination.
- (3) Where Council determines to approve a nomination for membership, the Secretary shall as soon as is practicable after that determination, notify the nominee –
  - (a) of that approval; and
  - (b) if monies are due to the Society, that membership is dependent on those monies being paid to the Treasurer.

- (4) The Treasurer shall, on payment by the nominee of the monies referred to in subrule 3(1)(c) and on Council approval according to subrule 3(3), enter the nominee's name in the register of members.
- (5) Upon the nominee's name being so entered into the register of members, the nominee shall become a member of the Society

## 4. Membership entitlements not transferable

### 4. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Society –

- (1) is not capable of being transferred or transmitted to another person, institution or organisation; and
- (2) terminates upon cessation of the person's membership.

## 5. Cessation and restoration of membership

### 5. Cessation and restoration of membership

- (1) A person ceases to be a member of the Society if the person –
  - (a) dies;
  - (b) resigns from membership of the Society;
  - (c) is expelled from the Society; or
  - (d) fails to be a financial member for two consecutive years.
- (2) An institution ceases to be a member or an affiliated society ceases to be affiliated if it –
  - (a) by vote of Council is considered to no more share the objects of the society;
  - (b) has been wound up;
  - (c) resigns from membership or withdraws from affiliation; or
  - (d) fails to pay any monies due to the Society for two consecutive years.

- (3) Restoration of membership for a former member of the Society may be by –
- (a) payment of the fees for the current year, calculated under subrules 7(3) and (4), and all monies due and payable to the Society when the person was previously a member of the Society; or
  - (b) re-application for membership by way of rule 3. A condition of Council approval of membership renewal by this means may be payment of a fee determined by Council to be commensurate with Society benefits received by the applicant prior to cessation of membership under subrule 5(1).

## 6. Resignation

### 6. Resignation

- (1) An individual or institutional member is not entitled to resign from membership of the Society except in accordance with this rule.
- (2) A member wishing to resign from membership of the Society –
  - (a) must first pay all monies owed by that member to the Society;
  - (b) must then give notice (being not less than one (1) month or, if Council has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign; and
  - (c) upon the expiration of the period of notice, the member ceases to be a member.
- (4) Where a person ceases to be a member by resignation, the Secretary shall ensure that an appropriate entry is made by the Treasurer in the register of members, recording the date on which the member ceased to be a member.

## 7. Fees, subscription etc.

### 7. Fees, subscription etc.

- (1) No entrance fee is payable to the Society.
- (2) The annual membership fee of ordinary and concessional members and of institutional members is determined by resolution of an annual general meeting of the Society.
- (3) The annual membership fee is payable, except as provided by subrule 7(4), before 1 January in any calendar year. Council may specify a period within which payments may be made after this date without foregoing the rights and privileges of financial membership.

- (4) Where a person applies to become a member beyond the period set by Council under subrule 7(3), Council will determine and charge –
- (a) the fee for becoming a financial member for persons joining the Society within a calendar year commensurate with anticipated Society benefits for the remainder of the year;
  - (b) a lesser fee which will enable Council to accept the person as a member of the Society. This will not accord the member rights and privileges of a financial member in this first part-year of membership, but the member must abide by all obligations under the Act and these rules.

## 8. Members' liabilities

### 8. Members' liabilities

The liability of a member to contribute towards the payment of debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by rule 7.

## 9. Disciplining members

### 9. Disciplining members

- (1) Council may resolve to discipline a member if it is of the opinion that the member –
- (a) has persistently refused or neglected to comply with a provision of these rules;  
or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society.
- (2) Discipline will be taken by resolution of Council in the form of –
- (a) expulsion of the member from the Society; or
  - (b) suspension of the member for a specified period from such rights and privileges of membership of the Society as Council may determine.
- (3) Resolution of Council to discipline under subrule 9(1) by one of the methods set out under subrule 9(2) requires a majority affirmative vote of at least four (4) Council members.

- (4) A resolution of Council under subrule 9(3) is of no effect unless Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule 9(5), confirms the resolution in full by a further majority affirmative vote of at least four (4) Council members.
- (5) Where Council passes a resolution under subrules 9(1), 9(2) and 9(3) the Secretary shall, as soon as is practicable, cause a notice in writing to be served on the member –
- (a) setting out the resolution of Council and the grounds on which it is based;
  - (b) stating that the member may address Council at the meeting convened under subrule 9(4) to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following –
    - (i) attend and speak at that meeting;
    - (ii) submit to Council at or prior to the date of that meeting, written representations relating to the resolution.
  - (e) informing the member that it is his or her responsibility under subrule 38(3) to provide to the meeting the address for notification of the decision of Council in accordance with subrule 9(7) where it differs from that in the register of members.
- (6) Subject to section 50 of the Act, at a meeting of Council according to subrule 9(4), Council shall –
- (a) give to the member mentioned in subrule 9(1) an opportunity to make oral representations;
  - (b) give due consideration to any representations, according to subrule 9(5)(d), submitted to Council by that member at or prior to the meeting, and
  - (c) by resolution determine whether to confirm or to revoke the resolution of Council made under subrules 9(1), 9(2) and 9(3).
- (7) Where Council confirms a resolution under subrule 9(6), the Secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 10.
- (8) A resolution confirmed by Council under subrule 9(6) does not take effect –
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution in accordance with subrule 10(3).

## 10. Right of appeal of disciplined member

### 10. Right of appeal of disciplined member

- (1) A member may appeal to the Society in a general meeting, against a resolution of Council which is confirmed under subrule 9(6), within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to the effect the member wishes to appeal.
- (2) Upon receipt of a notice under subrule 10(1), the Secretary shall notify Council which shall convene a general meeting of the Society to be held as soon as is possible after the date the Secretary received the notice.
- (3) Subject to section 50 of the Act, at a general meeting of the Society convened under subrule 10(2) –
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) Council and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present, excluding the appealing member, shall vote by secret ballot on the question of whether or not the resolution made under subrule 9(6) is confirmed.

## **Part III – THE COUNCIL**

## 11. Powers of Council

### 11. Powers of Council

The Council, subject to the Act, the Regulations, these rules, and any resolution passed by the Society in general meeting or by postal vote –

- (1) shall control and manage the affairs of the Society;
- (2) may exercise all such functions as may be exercised by the Society other than those functions that are required by these rules to be exercised by the Society in general meeting;
- (3) is empowered to appoint sub-committees; such sub-committees are responsible to Council and will operate as set out under rule 20;
- (4) shall appoint Editor(s) for any Society publication; such Editor(s) shall not be a member of Council unless independently elected to one of the designated positions on Council by members;
- (5) shall appoint Auditor(s) to audit the Society accounts as prescribed under Part V of the Act; such Auditor(s) cannot be members of the Society;
- (6) is empowered to rescind, by resolution, any appointments to Society positions made by the current or previous Councils;
- (7) shall perform all requirements relating to the responsibilities of a committee of an incorporated association under the Act, including –
  - (a) appointment of a member as Public Officer for the purposes of section 57 of the Act who shall be subject to rule 40 of these rules; and
  - (b) lodgment of annual returns with the Registrar-General as prescribed under Part V of the Act;
- (8) has the power to perform all such other acts and do all such other things as appear to Council to be necessary or desirable for the proper management of the affairs of the Society.

## 12. Composition and membership of Council

### 12. Composition and membership of Council

- (1) Council shall consist of the following positions –
  - (a) President;
  - (b) Vice-President;
  - (c) Treasurer;
  - (d) Secretary; and
  - (e) two (2) Councillors.

- (2) Each member of Council shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election, provided that no member may serve more than:
  - (a) three (3) consecutive full terms as President;
  - (b) three (3) consecutive full terms as Vice-President; or
  - (c) six (6) consecutive full terms as a Council member irrespective of what positions of office have been held.
- (3) In the event of a vacancy in the membership of Council, Council may appoint a member of the Society to fill the vacancy and any member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting following the date of that appointment.
- (4) No member of Council can simultaneously hold more than one (1) of the six (6) positions elected by members to Council.
- (5) Non-elected positions in the Society, where allowed under these rules, may be held by a member of Council.
- (6) Only financial members or members accorded equivalent standing under subrule 2(4) are eligible for election as a member of Council.

## 13. Election of Council members

### 13. Election of Council members

- (1) Nomination and election of members of Council will comply with the following requirements –
  - (a) Each nomination of a candidate for election to a particular position as set out in subrule 12(1) shall be made in writing, signed by two (2) financial members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the nomination form);
  - (b) A member may be nominated simultaneously for any number of positions on Council but is ineligible to hold more than one (1) position at any one time, in accordance with subrule 12(4).
 

In the event of –

    - (i) one member being elected to two or more positions on Council the member shall choose which position to accept;
    - (ii) more than one member being in this situation, the member with the most total votes from the membership chooses first, then the member with the second highest total chooses from the remaining positions, and so on; and
    - (iii) if one nominee remains for a single remaining position that member will fill the position.

- (2) Nominations for all positions on Council shall first be called from all members eligible to vote under subrule 2(4).
  - (a) The Secretary shall make the call at least four (4) months before each annual general meeting;
  - (b) The Secretary must specify a date, at least eight (8) weeks before the date of the annual general meeting, by which each nomination must be in the hands of the Secretary
  - (c) Where there are more nominations than the number required to fill a position, the Secretary shall distribute ballot papers to all members at least six (6) weeks before each annual general meeting, together with an address to which they are to be returned and a closing date for the ballot which shall be before the meeting but not less than four (4) weeks after distribution of the ballot papers.
  - (d) To be elected to a relevant position on Council –
    - (i) where there are two vacancies, as with the two (2) Councillors, the successful nominees will be those receiving the greatest number and second greatest number of votes for filling the position amongst the candidates for the positions; and
    - (ii) where there is one vacancy, as with the positions other than Councillor, the successful nominee will be the one receiving the majority of votes for the position.
- (3) If insufficient nominations are received to fill any position on Council, Council shall make every effort to fill the vacancies remaining prior to the annual general meeting following the requirement in subrule 13(1)(a).
- (4) The result of the election by the procedures in subrules 13(2) and 13(3) shall be declared at the annual general meeting.
- (5) If a vacancy for any position remains, nominations shall be called for at the annual general meeting following the requirement in subrule 13(1)(a) and, where there are more nominations than the number required to fill a position, decided by ballot at the meeting following subrule 30(3) –
- (6) If insufficient further nominations are received at the annual general meeting, any vacant positions remaining on Council shall be deemed to be vacancies and filled pursuant to subrule 12(3) by –
  - (a) the new Council if it has enough new members to provide a quorum under subrule 19(5); or
  - (b) the outgoing Council, which must remain in office until a new Council that meets the requirements of subrule 19(5) can be assembled.

## 14. Secretary

### 14. Secretary

- (1) The Secretary of the Society shall, as soon as is practicable after being appointed as Secretary, notify officers of the Society, individually in writing, and its membership, by the Newsletter or any other available collective means, of his or her office address.
- (2) The Secretary shall keep minutes of –
  - (a) all elections and appointments of officers of the Society;
  - (b) the names of members of Council present at any Council meeting or general meeting; and
  - (c) all proceedings at Council meetings and general meetings.
- (3) The Secretary shall ensure that minutes of proceedings at a meeting are signed by the person presiding at that meeting or by a person presiding at the next succeeding meeting.
- (4) The Secretary shall ensure that all necessary documents required to be served by Council to the Registrar-General of the Australian Capital Territory under section 79 of the Act within the period of six (6) months beginning at the end of each financial year of the Society, are so served.
- (5) The Secretary shall notify the Registrar-General of the Australian Capital Territory, pursuant to section 120 of the Act and rule 22, of –
  - (a) any intention to hold the annual general meeting beyond the period of five (5) months after the end of the financial year of the Society;
  - (b) new members of Council;
  - (c) a vacancy on Council; or
  - (d) a change of address of any member of Council.
- (6) The Secretary shall communicate with nominees for membership of the Society in the process of attaining membership, under subrule 3(3).

## 15. Treasurer

### 15. Treasurer

- (1) The Treasurer of the Society shall –
  - (a) collect and receive all moneys due to the Society and make payments authorised by the Society;
  - (b) keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society;

- (c) ensure that the accounts and books relating to finances of the Society are audited and presented to the annual general meeting within the time and in the manner prescribed by part 5 of the Act;
- (d) provide the Secretary with the annual return as prescribed under section 79 of the Act for forwarding to the Registrar-General within six (6) months beginning at the end of each financial year of the Society;
- (e) keep the register of members pursuant to section 67 of the Act and enter into it any particulars prescribed by resolution of Council of –
  - (i) new members;
  - (ii) cessation of membership; and
  - (iii) restoration of membership.
- (f) ensure that the Public Officer has an up-to-date copy of the register of members annually or at more frequent times resolved by the Council, pursuant to section 67 of the Act and subrule 40(d) of these rules.

## 16. Members of Council

### **16. Members of Council**

- (1) Members of Council shall notify the Secretary of a change in address within one (1) month of the occurrence of the change, pursuant to section 63 of the Act.
- (2) Notwithstanding allocation of certain requirements of the Act and these rules to the Secretary and Treasurer, it is the responsibility of each member of Council to ensure that these requirements are met.

## 17. Vacancies

### **17. Vacancies**

- (1) For the purposes of these rules, a vacancy in the office of a member of Council occurs if the member –
  - (a) dies;
  - (b) ceases to be a member of the Society;
  - (c) resigns from office;
  - (d) is removed from office pursuant to rule 18;
  - (e) becomes an insolvent under administration within the meaning of the Corporations Law and under subsection 63(2) of the Act;

- (f) suffers from mental or physical incapacity;
- (g) is disqualified from office under subsection 63(1) of the Act, where not meeting its requirements relating to specified convictions; or
- (h) is absent without the consent of Council members from all meetings of Council held during a period of twelve (12) months.

## 18. Removal of Council members

### 18. Removal of Council members

The Society in general meeting may by resolution, subject to the rules of natural justice referred to in section 50 of the Act, remove any member of Council from the office of member of Council before the expiration of the member's term of office.

## 19. Council meetings and quorum

### 19. Council meetings and quorum

- (1) Council shall meet at least once in each calendar year at such place and time as Council may determine.
- (2) Additional meetings of Council may be convened by the President. Any three (3) members of Council together can require the President to convene a Council meeting.
- (3) Oral or written notice of a meeting of Council shall be given by the Secretary to each member of Council at least 48 hours (or such other period as may be unanimously agreed upon by the members of Council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subrule 19(3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which Council members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four (4) members of Council present at the Council meeting constitute a quorum for the transaction of the business of a meeting of Council.
- (6) No business shall 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 a mutually convenient date and time to be determined by Council.

- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of Council –
  - (a) the President or in the absence of the President, the Vice-President shall preside; or
  - (b) if the President and the Vice-President are absent, one (1) of the remaining members of Council may be chosen by the members present to preside.

## 20. Delegation by Council to sub-committee

### 20. Delegation by Council to sub-committee

- (1) Council may, by instruction in writing, delegate to one (1) or more sub-committees (consisting of such member or members of the Society as Council thinks fit) the exercise of such of the functions of Council as are specified in the instrument, other than –
  - (a) this power of delegation; and
  - (b) a function which is a function imposed on Council by the Act, by any other law of the Territory, or by resolution of the Society in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by Council.
- (6) Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## 21. Voting and decisions

### 21. Voting and decisions

- (1) Questions arising at a meeting of Council or of any sub-committee appointed by Council shall be determined by a majority of affirmative votes of members of the Council or of the sub-committee present at the meeting concerned, except for the provisions for discipline of a member under subrules 9(1), 9(2) and 9(3).
- (2) Each member present at a meeting of Council or of any sub-committee appointed by Council (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to subrule 19(5), Council may act notwithstanding any vacancy on Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by Council or by a sub-committee appointed by Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of Council or sub-committee.

## **Part IV – GENERAL MEETINGS**

## 22. Annual general meetings – holding

### 22. Annual general meetings – holding

- (1) With the exception of the first annual general meeting of the Society (refer to subrule 22(2)), the Society shall, at least once in the calendar year and within the period of five (5) months after the expiration of each financial year of the Society, convene an annual general meeting of its members;
- (2) The Society was incorporated on 26 November 1986 and held its first subsequent annual general meeting in Melbourne in May 1988–
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of five (5) months after the expiration of the first financial year of the Society.
- (3) Subrules 22(1) and 22(2) have effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time, which shall be requested in writing by the Secretary under subrule 14(5)(a).

## 23. Annual general meetings – calling and business

### 23. Annual general meetings – calling and business

- (1) The annual general meeting of the Society shall, subject to rule 22, be convened on such date and at such place and time as the Society thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from Council, reports on the activities of the Society during the last preceding financial year;
  - (c) to declare the results of the vote for membership of Council; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it in accordance with rule 25.
- (4) An annual general meeting shall, other than where accorded specific requirements in these rules, be conducted as a general meeting in accordance with the provisions of this Part.

## 24. General meetings – calling

### 24. General meetings – calling

- (1) Council may, whenever it thinks fit, convene a general meeting of the Society.
- (2) Council shall, on the requisition in writing of not less than five (5) per cent of the total number of members, convene a general meeting of the Society.
- (3) A requisition of members for a general meeting –
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.
- (4) If Council fails to indicate within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary, that it will convene a general meeting, any one (1) or more of the members who made the requisition may convene a general meeting.
- (5) A general meeting convened by a member or members referred to in subrule 24(4) shall be convened as nearly as is practicable in the same manner general meetings are convened by Council.

## 25. Notice

### 25. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society (refer to subrule 25(2)), the Secretary shall, at least four (4) months before the date fixed for the holding of the general meeting, cause to be sent to each member at the member's address appearing in the register of members, or by other means specified under rule 38, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) A special resolution can only be dealt with at a general meeting of the Society if the Secretary by means specified under rule 38 provides to members of the Society –
  - (a) at least four (4) months notice,
  - (b) a notice of intention to propose the resolution as a special resolution and
  - (c) a procedure for proxy voting (as set out under subrule 30(5)).

- (3) A member desiring to bring any business before a general meeting must, at least two (2) weeks before the date set for the general meeting, give notice in writing of that business to the Secretary who shall then include that notice from the member in the agenda for the general meeting.
- (4) A copy of the agenda for a general meeting shall be available for membership perusal at a time and place to be indicated by the Secretary at least one (1) day prior to that meeting.

## 26. General meetings – procedure and quorum

### 26. General meetings – procedure and quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Thirteen (13) members including a minimum of four (4) incumbent Council members or Council members elect present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting –
  - (a) if convened upon the requisition of the members under subrule 24(2), shall be dissolved; and
  - (b) in any other case, shall stand adjourned to a suitable time and place as specified at the time of the 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.

## 27. Presiding member

### 27. Presiding member

- (1) The President, or in the absence of the President, the Vice-President, shall preside at each general meeting of the Society.
- (2) If the President and the Vice-President are absent from the general meeting, the members present shall elect one (1) of their number to preside at the meeting.

## 28. Adjournment

### 28. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of business to be transacted at the meeting.
- (3) Except as provided in subrules 28(1) and 28(2), 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.

## 29. Making decisions

### 29. Making decisions

- (1) A question arising at a general meeting of the Society shall be determined on a show of hands unless before or on the declaration of the show of hands a ballot is demanded.
- (2) Where a show of hands is used to determine a question, a declaration by the person presiding or by an entry in the minute book of the Society that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, notwithstanding absence of proof of the number or proportion of the votes recorded in favour of or against that resolution, is evidence of the fact.
- (3) At a general meeting of the Society, a ballot may be demanded by the person presiding or by not less than three (3) members present in person at the meeting.
- (4) A special resolution must be decided upon by a ballot which is resolved at a general meeting.

- (5) Where the ballot is demanded at a general meeting or required under subrule 28(3), the ballot shall, subject to rules on voting in rule 30, be taken –
- (a) immediately in the case of a ballot which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time as the person presiding directs, and the resolution of the ballot on the matter shall be deemed to be the resolution of the meeting on that matter; and
  - (c) in all cases of a ballot, the result shall be declared giving numbers of votes in favour and numbers of votes against, total votes and numbers of any that failed to vote for and against and reasons why.

## 30. Voting

### 30. Voting

- (1) Subject to subrule 30(3), upon any question arising at a general meeting of the Society, a member has one (1) vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) Only members of the Society who are financial under subrule 2(3) and those accorded the status of a financial member under subrules 2(6)(b) and 7(4)(a) are entitled to vote at any general meeting of the Society.
- (5) A special resolution can only be carried in the affirmative at a general meeting of the Society provided –
  - (a) it meets the requirements for notice under subrule 25(2) and for calling the meeting under 24(1) and 24(2); and
  - (b) it is approved by the vote of at least 75% of those members of the Society who, being entitled to vote, vote in person or by proxy at the meeting
  - (c) the ballot to decide on the special resolution gives equal weight to votes cast by –
    - (i) members present
    - (ii) absent members who have voted by proxy on forms made available to all members
  - (d) voting papers shall be distributed at least 6 weeks before the general meeting to allow the period two(2) weeks prior to the meeting for the return of votes to the Secretary by a specified date;

- (e) proxy voting details shall –
    - (i) be recorded clearly on forms approved by Council with the witnessed signature of the voting member;
    - (ii) clearly indicate whether the voting member approves or disapproves of the proposal;
    - (iii) be assembled at the meeting under the guidance of the presiding member for inclusion with the votes of members present; and
  - (f) the assembled votes are counted in a process that conforms with subrules 29(4) and 29(5).
- (6) A special resolution only takes effect when notice of the resolution has been lodged with the Registrar-General on the prescribed form by the Society no later than one (1) month of the resolution being passed, pursuant to sections 30 and 33 of the Act.

## **Part V – MISCELLANEOUS**

## 31. Funds – source

### 31. Funds – source

The funds of the Society shall be derived from annual fees of members, donations and, subject to any resolution passed by the Society in general meeting and subject to section 114 of the Act, such other sources as Council determines.

- (1) All money received by the Society shall be deposited as soon as is practicable and without deduction, to the Society's investment account(s).
- (2) The Society shall, as soon as is practicable after receiving any money, issue an appropriate receipt.

## 32. Funds – management

### 32. Funds – management

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the object of the Society in such a manner as Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes or other negotiable instruments shall be signed by the Treasurer and countersigned by any other member of Council.

## 33. Research fund

### 33. Research fund

- (1) There shall be constituted a fund to be known as *The Hansjörg Eichler Research Fund* into which all gifts on which tax exemption is claimed must be paid.
- (2) The Council shall appoint a Research Committee consisting of not less than five (5) persons, a majority of whom shall be persons who are qualified to advise on matters of systematic botany and whose appointments are approved by the CSIRO or such other person who replaces or is substituted for the CSIRO in the definition of an "approved research institute" in section 73A of the *Income Tax Assessment Act*.

- (3) The Research Committee shall administer such funds as Council approves to be released from time to time to support –
  - (a) The *Hansjörg Eichler Research Fund*'s focus on scientific research in systematic botany;
  - (b) the Object of the Society; and
  - (c) any requirements or constraints determined by a ballot at a meeting of Council, and meeting the Object of the Society.
- (4) Council will have no power over decisions on allocation of funds that Council makes available to the Research Committee, though the Research Committee in making such decisions may solicit the Council's advice.
- (5) The Society will make freely available and wherever possible publish the results of scientific research financed from the research fund referred to in subrule 33(1).
- (6) The Society will make available for general use, on the same terms to all interested bodies, licenses for Australian patents issued as a result of research financed from the research

## 34. Alteration of object and rules

### **34. Alteration of object and rules**

- (1) Neither the object of the Society nor these rules shall be altered except in accordance with sections 30 to 35 of the Act which requires determination by special resolution.
- (2) Proposed alterations to the object and rules may only be determined by special resolution by a process set out in subrules 25(2), 30(5) and 30(6) and the rules of conduct of general meetings, except that –
  - (a) these proposals must be submitted in writing to the Secretary at least four (4) months prior to a general meeting and signed by at least four (4) financial members
  - (b) the proposals may be dealt with at an already established general meeting so long as notice is given of the special resolution at least four (4) months prior to the general meeting.
  - (c) Council will determine and as part of notification of the proposals notify all members of –
    - (i) a venue and time for a first general meeting, for which the Secretary will place the proposals on the agenda;
    - (ii) a venue and time of a second general meeting at which the special resolution will be determined to take place after the return of the proxy voting slips under subrule 34(e).

- (d) The proposals, unless withdrawn, with any modification from the first general meeting together with appropriate voting papers shall be sent to all members not more than four (4) weeks after the general meeting.
- (e) Proxy voting papers shall be returned for inclusion in the ballot at the second general meeting either –
  - (i) to the Secretary by a specified date between four (4) and six (6) weeks after their distribution; or
  - (ii) to another member who shall ensure that these are presented with unchanged particulars to the Secretary at the meeting.

## 35. Common seal

### 35. Common seal

- (1) The common seal of the Society shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Council.
- (3) The affixing of the common seal shall be attested by the signatures of the President or Vice-President, and the Secretary.

## 36. Custody of books

### 36. Custody of books

- (1) Subject to the Act, the Regulations and these rules, the Secretary shall keep in his or her control all records, financial books and other documents relating to the Society.
- (2) Storage of such documents, when not in use by Council, must be in an appropriate archive that is accessible to members.

## 37. Inspection of books

### 37. Inspection of books

The records, financial books and other documents of the Society shall be open to inspection at a place determined as practical and convenient to the Secretary, free of charge, by a member of the Society at any reasonable hour.

## 38. Service of notices

### 38. Service of notices

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Society upon any member –
  - (a) at that member's residential address shown in the register of members;
  - (b) at the postal address of a residential or working location to which the member is known to have moved; or
  - (c) by electronic mail if the member has previously approved this method of communication or it has been used by the member for communication with the Society.
- (2) Where a document is sent to a person by properly addressing, prepaying when necessary, and sending the document to the person, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the document would have been delivered in the ordinary course of post or electronic mail.
- (3) While the Society may endeavour to keep member addresses current, it is each member's responsibility to notify the Secretary in writing of a change in address or means of communication for serving documents.

## 39. Winding up of the Society and surplus property

### 39. Winding up of the Society and surplus property

- (1) The Society may be dissolved or wound up voluntarily by the membership by special resolution, according to the procedures of general meetings under subrule 25(2) and section 88 of the Act.
- (2) In the event of the dissolution or winding-up of the Society, the *Linnean Society of New South Wales*, being an association that fulfills the requirements of subsection 92(1)(a) and 92(2) of the Act, shall be vested with the Society's surplus property.

## 40. Public Officer

### 40. Public Officer

- (1) The Society Public Officer shall –
  - (a) be a financial member of the Society;
  - (b) not be part of the membership of Council unless independently elected to one of the designated positions on Council by members;
  - (c) be at least 18 years of age and permanently resident in the Australian Capital Territory; and
  - (d) be responsible to Council for meeting relevant requirements of the Society Public Officer under the Act including, amongst other things, holding a copy of the register of members maintained by the Treasurer under subrule 15(c). Pursuant to section 67 of the Act the Public Officer will ensure that –
    - (i) the register of members be made available at his address for inspection at reasonable times to members;
    - (ii) in each annual return to the Registrar-General, he or she nominates the place in the Australian Capital Territory agreed by Council for inspection of the register.
- (2) An act of the Public Officer of the Society shall not be taken to be invalid only because –
  - (a) there is a defect in the Public Officer's appointment;
  - (b) the Public Officer was not eligible to be Public Officer by virtue of subrule 40(1)(c); or
  - (c) the office of the Public Officer was, at the time of the act, to be taken to be vacant pursuant to subrule 40(3).
- (3) Should the office of Public Officer become vacant, Council shall appoint a replacement within fourteen (14) days of it becoming vacant. The office becomes vacant if the person holding that office –
  - (a) dies;
  - (b) resigns his office in writing under his hand addressed to Council;
  - (c) is removed from office pursuant to subrule 11(6);
  - (d) becomes an insolvent under administration within the meaning of the Corporations Law;
  - (e) suffers from mental or physical incapacity;
  - (f) was convicted or released from imprisonment in respect of an offence referred to in subsection 63(1) of the Act within the period of five (5) years immediately preceding his or her appointment as Public Officer, or is convicted of such an offence after taking office; or
  - (g) ceases to be a resident of the Australian Capital Territory.

# **Appendix 1 – APPLICATION FOR MEMBERSHIP OF THE SOCIETY**

Subrule 3(1)

**AUSTRALASIAN SYSTEMATIC BOTANY SOCIETY INCORPORATED**

(incorporated under the Associations Incorporation Act 1991)

**APPLICATION FOR MEMBERSHIP**

I, .....

of (address) .....

(occupation) .....

hereby apply to become a member of the above named incorporated association.

In the event of my admission as a member, I agree to be bound by the rules of the Society for the time being in force.

.....  
(signature of applicant) (date)

I, .....  
(full name)

a member of the Society, nominate the applicant for membership of the Society.

.....  
(signature of proposer) (date)

I, .....  
(full name)

a member of the Society, second the nomination of the applicant, for membership of the Society.

.....  
(signature of seconder) (date)

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Return to the  
Secretary, Australasian Systematic Botany Society [address]

Updated [date]

[Society logo]



**END OF DOCUMENT**