



Grassland Society of Southern Australia Inc

Rules

(amended 2007)

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Preliminary

Prior to Incorporation in 1987 the "Statement of Purposes" and "Rules" jointly formed the Constitution. Incorporation legal requirements separated them into the present formats. Rules are to be read in conjunction with the Model Rules for an incorporated association.

1. NAME

The name of the incorporated association is the "Grassland Society of Southern Australia Incorporated".
(in these rules called the Society)

2. DEFINITIONS

2.1 In these Rules, unless the contrary intention appears:-

"Act" - means the Associations Incorporation Act 1981 and the Act as in force from time to time.

"Branch" - means any affiliation, approved by the Central Committee of members located in a region of the Society.

"Central Committee" - means the Committee of Management of the Society

"Executive Committee" - means the Officers of the Society plus the Executive Officer

"Executive Officer" - means the person appointed to manage the business of the Society

"Financial Year" - means the twelve month period from January 1st to December 31st inclusive.

"General Meeting" - means a General Meeting of members convened in accordance with Rule 13.2

"Member" - means a member of the Society whether Student Member, Company Member, Joint Member, Emeritus Member, Life Member or Ordinary Member.

"Regulations" - means Associations Incorporations Regulations (1998) under the Act and as in force from time to time.

2.2 In these Rules, a reference to the Secretary of the Society is a reference:-

if a person holds office under these Rules as Secretary of the Society - to that person; and
in any other case, to the Public Officer of the Society

2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1967 and the Act as in force from time to time.

3. ALTERATION OF RULES AND STATEMENT OF PURPOSES

3.1 These Rules and the Statement of Purposes of the Society must not be altered except by a Special Resolution in accordance with Sections 22 and 29 of the Act.

3.2 A Special Resolution passed by a majority of not less than three-fourths of such members of the Society as being entitled to vote in person, or when proxies are allowed, by proxy, at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution as a Special Resolution was given.

4. MEMBERSHIP

The Society shall consist of the following classes of members:-

4.1 Ordinary Member:- Any person that contributes to the Society such sum per annum as the Central Committee may from time to time determine, and is elected to membership, shall be a member of the Society with the right to vote at all meetings of the Society

4.2 Joint Member: Where two persons use the same postal address and contribute to the Society such sum per annum as the Society may from time determine, and are elected to membership, each shall be a member of the Society with the right to vote as all meetings of the society.

4.3 Company Member:

(a) Any Firm, Company or Corporate body that contributes to the Society such sum per annum as the Society may from time to time determine, and is elected to membership, shall be a member of the Society.

Such Company, Firm, Corporate Body so elected must provide to the Society by July 1st of each year, the name of its nominee who shall exercise its voting right at meetings of the Society during the 12 month period ending June 30th.

- 4.4 Student Member: - Any person who is undertaking a full time course of study at any institution approved by the Central Committee and contributes such sum per annum as the Society may from time to time determine, and is elected to membership, shall be a member of the Society with the right to vote at all Society meetings.
- 4.5 Emeritus Member:- Any person who has been a financial member for not less than ten (10) years and who has attained the age of 65 years and contributes such sum per annum as the Society may from time to time determine upon submitting an application for such membership classification, may be elected to Emeritus membership of the Society with a right to vote at all Society meetings.
- 4.5 Life Member:- A member may be elected to Life Membership with full membership rights:
- (a) The following shall be considered criteria for the nomination of candidates for Life Membership:-
 - (i) Such a person should have at least fifteen (15) years membership of the Society.
 - (ii) Evidence of Service (1) committee membership (2) service as an office bearer
 - (iii) Contribution to the organisation of conferences, field days or the operation of branches will be taken into account.
 - (b) Nominations, accompanied by an outline of the case supporting Life membership shall be submitted to the Central Committee of the Society by the nominator and seconder. This case may be supported by testimonials if considered appropriate.
 - (c) Any member so nominated, that in a two thirds majority decision of the Central Committee has contributed outstanding benefit on the Society, such nomination shall be forwarded to the next Annual General Meeting for voting by members where a two thirds majority shall apply.
 - (d) There shall be no more than fifteen (15) Life Members at any one time, and no more than two (2) nominations in any one year.
 - (e) No membership fees shall be payable by a Life Member and on election that person shall have full voting rights at all meetings of the Society.

5. APPLICATION FOR MEMBERSHIP

5.1 An Applications for membership other than Life Member must

- (a) be made in writing on the form drawn up by Central Committee together with the appropriate fee and
- (b) be lodged with the Secretary of the society

5.2 Every application for membership shall be submitted by the Secretary for consideration by the Central Committee at its next meeting following receipt of such application. A candidate for any class of membership other than Life member shall be elected by a majority of the Central Committee present and voting at the meeting.

6. MEMBERS PRIVILEGES

6.1 Members shall have the following privileges:-

To receive a copy of any publication of the Society as the Central Committee may from time to time determine

- (a) To have the use on loan under regulations of any photographs, videos, audio tapes, books, maps and pamphlets in the possession of the Society
- (b) To have access to the Society web site restricted to members only. Information provided in this area will include conference proceedings, newsletters, discussion forums and any special project reports.
- (c) A right, privilege or obligation of a person by reason of his/her membership of the Society is not capable of being transferred or transmitted to another person
- (d) Terminates upon the cessation of his/her membership whether by death or resignation or

otherwise.

7. SUBSCRIPTIONS

7.1 An Ordinary, Joint, Company, Student or Emeritus Member shall pay such subscriptions as the Central Committee shall from time to time determine. A Life Member shall not pay any s subscriptions.

7.2 Ordinary, Joint, Company, Student and Emeritus membership shall be for a period of twelve (12) months commencing on the first day of July each year.

7.2 In the event of the subscription being one year in arrears,

(a) Membership shall be terminated

(b) The name of the member shall be removed from the current register of members together with the date of removal

8. REGISTER OF MEMBERS

8.1 The Secretary shall, upon receipt of the amounts referred to in Rules 4.1, 4.2, 4.3, 4.4 and 4.5 and upon election to membership by the Central Committee in accordance with Rule 5.2,

(a) Enter the applicants name, address and class of membership in the Register of Members and, upon the name being so entered, the applicant becomes a member of the Society.

(b) The date on which each members name was entered into the register

8.2. Upon election, in accordance with Rule 4.6, the name and class of Life Member shall be recorded in the Register of Members together with the date of entry.

8.3. It shall be a requirement of membership that a member must advise the Secretary of any change to their registered address.

8.4. The Register is available for inspection free of charge by any member upon request at any reasonable business hour

8.5. A member may make a copy of entries in the Register

9. NOTICE TO MEMBERS

9.1 Except for the requirements under Rule 13 any notice that is required to be given to a member, by or on behalf of the Society under these Rules may be given by

9.2 (a) delivering the notice to the member personally or

(b) sending it by pre-paid post addressed to the member at that address shown in the Register of members, or

(c) facsimile transmission, if the member has requested that the notice be given in this manner, or

(d) electronic transmission if the member has requested that the notice be given in this manner

9.3 Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

10. RESIGNATION

10.1 A member of the Society who has paid all moneys due and payable to the Society may resign from the Society by giving one months notice in writing to the Secretary

10.2 After the expiry of the period specified

(a) the member ceases to be a member

(b) the Secretary must record the date on which the member ceased to be a member in the Register of Members

11. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

The procedure as set out in the Associations Incorporation Regulations 1998, Model Rules, Schedule 5, Rule 7 shall be applied when, in the opinion of the Central Committee a member has been guilty of conduct unbecoming a member or prejudicial to the interests of the Society.

- (a) Upon notification of expulsion of a member, the Secretary shall record in the Register of members the date on which the member ceased to be a member.

12. DISPUTES AND MEDIATION

The grievous procedure as set out in the Associations Incorporations Regulations 1998 Model Rules, Schedule 5, Rule 8 shall be applied to disputes under these rules between

- (a) a member and another member, or
- (b) a member and the Society

13. MEETINGS OF MEMBERS

13.1. ANNUAL GENERAL MEETINGS

- (a) The Annual General Meeting of Members shall be held prior to June 30th in each year at a date time and place that the Central Committee shall determine.
- (b) The notice convening the Annual General Meeting must give 21 days notice and details of any Special Resolutions to be proposed as required by Rule 3.
- (c) The ordinary business of the AGM shall be
 - (i) To confirm the minutes of the previous Annual General Meeting and, if any, of Special Meetings, no discussion being permitted except as to their accuracy
 - (ii) To receive the report of the President
 - (iii) To receive the audited financial statements of accounts for the year ended 31st December preceding
 - (iv) To elect Officers of the Society and ordinary members of the Central Committee
 - (v) To conduct any other business of which notice has been given in accordance with these Rules. Provided that such notice may be waived if two-thirds of the Members present and voting so decide.

13.2 GENERAL AND SPECIAL MEETINGS OF MEMBERS.

- (a) If required by the Executive Committee or upon the requisition in writing of six members of the Central Committee or of twenty members the Secretary shall, convene a Special General Meeting of Members, the occasion for calling such meeting being stated in such requisition, and no business shall be transacted at such Special Meeting excepting that for which it shall have been summoned and the confirmation of the minutes of any previous Special Meeting.
- (b) All Members of the Society entitled to vote shall be notified of the date, time and place of any Special or General Meeting at least fourteen days prior to the date of such Meeting, such notification to be in accordance with the provisions of Rule 9

13.3. QUORUM AT MEETINGS

- (a) Twenty members entitled to vote shall form a quorum at any General Meeting. If a quorum does not assemble and proceed to business within half an hour of the appointed time for the commencement of the meeting, no business shall be transacted at that meeting. In such event, the meeting shall stand adjourned and there shall be another meeting within thirty days at a time and place specified by the Chairman at the time of the adjournment; and if at the adjourned meeting the quorum is not present within half an hour of the appointed time for the commencement of the meeting, the Members present (being not less than ten) shall be a quorum.

13.4 PRESIDING AT MEETINGS

At every General Meeting, the President or in his/her absence the Vice-President, shall preside as Chairman, but if neither of these Office Bearers is in attendance, the Members present shall choose one of their number to be Chairman at that meeting.

13.5. VOTING AT MEETINGS OF MEMBERS

- (a) At all meetings of Members, all question shall be determined by a show of hands and (unless before or on the declaration of the result 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 entry to that effect in the Minute Book is evidence of the fact.
- (b) Notwithstanding the provisions of Rule 13.5 (a), if before or on the declaration of a show of hands:-
 - (i) a division is demanded by not less than two Members, the question shall be determined by division; or
 - (ii) a secret ballot is demanded by a majority of the Members present, the question shall be determined by secret ballot.
 - (iii) voting by proxy shall be permitted and such proxy must be lodged with the Secretary at least 24 hours before the time of the meeting in respect of which the proxy is appointed.
 - (iv) at all meetings of Members, the Chairman shall have a deliberative vote only. In the event of there being an equality of votes on any question, such question shall be resolved so as to preserve the status quo.
 - (v) company nominee shall be entitled to one vote only.

13.6. MINUTES OF MEETINGS

- (a) At each meeting of the Society the minutes of the previous meeting will be reviewed and with unanimous approval, the Chair of that meeting shall sign the minutes as a true record of the meeting.
- (b) A Minute Book shall be kept in which shall be recorded minutes of all meetings.

14. CENTRAL COMMITTEE AND OFFICE BEARERS

14.1. Subject to these Rules, the affairs of the Society shall be managed by a Central Committee as provided in Rule 14.3.

The Committee:-

- (a) shall control and manage the business and affairs of the Association
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and function 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 Committee to be essential for the proper management of the business and affairs of the Society.

14.2. (a) The Officers - Executive Committee - of the Society shall be:-

- (i) a President
 - (ii) a Vice President
 - (iii) a Treasurer
 - (iv) a Secretary/Executive Officer
 - (v) the Immediate Past President
 - (vi) an Editor
- (b) The provisions of Rule 14.4, 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 Rule 14.2(a) and 14.3.

- (c) Each Officer of the Society shall hold office until the conclusion of the next annual general meeting next after the date of their election but is eligible for re-election except for the Immediate Past President who shall
 - (i) retire or
 - (ii) if being an ordinary member before election as an officer of the society had not completed the normal 3 year term may complete the remaining portion of their term
 - (d) In the event of a casual vacancy in any office referred to in Rule 14.2(a), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.
- 14.3. (a) Subject to Section 23 of the Act, the Central Committee shall consist of:
- (i) the Officers of the Society
 - (ii) no more than ten Ordinary Members excluding ex officio Members
 - (iii) the President or Secretary of all Branches shall be ex officio members of the Committee
 - (iv) the Committee shall have power to co-opt additional ordinary members for special projects
- (b) (i) Each Ordinary Member of the Committee shall, subject to these Rules hold office until the conclusion of the Annual General Meeting three years following their election
- (ii) Any Ordinary Member of the Committee will be eligible for re-election to the Committee after a lapse of a minimum of one twelve (12) month period following the completion of their three year term.
- (iii) An Ordinary Member of the Committee who fails to attend more than three (3) consecutive Committee meetings in any one calendar year without acceptable explanation, may be expelled at the discretion of the Committee.
- (c) In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the remaining portion of the term of the retiring member of the Committee.
- 14.4. For the purposes of these rules the office of an Officer of the Society or an Ordinary Member of the Committee becomes vacant if the Officer or Member :-
- (a) Ceases to be a Member of the Society
 - (b) Becomes an insolvent under administration within the meaning of the Companies (Victorian) code; or
 - (c) Resigns his office by notice in writing given to the Secretary
 - (d) If the Company, Firm or Corporate Body which nominated the Ordinary Member ceases to be a Member of the Society

15. ELECTION OF OFFICERS AND COMMITTEE

- 15.1. (a) Nominations of candidates, who must be members of the Society, for election as Officers of the Society or as Ordinary members of the Committee shall be as follows:-
- (i) President/Vice President: The Central Committee shall nominate candidates for these officers. In addition any two members of the Society may nominate a candidate in writing along with the consent of the nominee for the offices referred to in this sub clause.
 - (ii) Treasurer, Secretary, Editor: The Central Committee shall nominate candidates for election at the Annual General Meeting.
 - (iii) Ordinary Members: The Central Committee may nominate candidates for the vacant positions. In addition any two members of the Society may nominate a candidate in writing along with the consent of the nominee for the position referred to in this sub clause.

- (iv) Any Company, firm or Corporate body which is a member of the Society may nominate in writing its nominee as a candidate for election as an Ordinary Member of the Central Committee.

15.2. Nominations shall be delivered to the Secretary not less than seven (7) days before the date fixed for the Annual General Meeting.

- 15.3. (a) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (b) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (c) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held
- (d) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (e) A candidate may only be nominated for one office, or as an ordinary member of the committee prior to the annual general meeting

16. PROCEEDINGS OF CENTRAL COMMITTEE

- 16.1. (a) The Central Committee shall meet at least six times in each year at such place and such times as the Committee may determine.
- (b) Special meetings of the Committee may be convened by the President or by any four members of the Central Committee.
- (c) Notice of each Committee meeting must be given to each Committee member at a reasonable time before the meeting by
 - (i) prepaid post to the address appearing in the register of members or
 - (ii) if the member requests, by facsimile or electronic transmission
- (d) Notice must be given to members of the Committee, of any Special Meeting specifying the general nature of the business to be conducted,
 - (i) prepaid post
 - (ii) facsimile or electronic transmission
- (e) no other business may be conducted at such a meeting

16.2 QUORUM FOR COMMITTEE MEETINGS

- (a) Any five members of the Central Committee constitute a quorum for the transaction of the business of a meeting of the Central Committee
- (b) No business may be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting, a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Special Meeting in which case it lapses.
- (f) Subject to Rule 16.2(a), the Central Committee may act notwithstanding any vacancy on the Central Committee.

16.3 PRESIDING AT COMMITTEE MEETINGS

At meetings of the Central Committee:-

- (a) The President or in his/her absence the Vice President shall preside; or
- (b) If the President and the Vice President are absent, such one of the remaining members of the Executive as may be chosen by the members shall preside

16.4 VOTING AT COMMITTEE MEETINGS

- (a) Questions arising at a meeting of the Central Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (b) Each member present at a meeting of the Central Committee or any sub-committee appointed by the committee (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.

16.5 MINUTES OF COMMITTEE MEETINGS

- (a) The Secretary/Executive Officer of the Society must keep minutes of the proceedings and resolutions at each Committee Meeting, together with the names of persons present and apologies received
- (b) At each meeting of the Committee the Minutes of the previous meeting will be reviewed, any amendments accepted and with unanimous approval, the president/chair of the meeting will sign the minutes as a true record of the meeting
- (c) A Minute Book shall be kept in which shall be recorded minutes of all committee Meetings on a permanent basis.

17. BRANCH FORMATION AND COMMITTEES

- 17.1. (a) Subject to the approval of the Central Committee and pursuant to these Rules, members in geographic regions of Victoria, Tasmania, South Australia and New South Wales may form branches.
- (b) Each Branch shall be managed by a President and committee elected by and from the financial members of the Society resident in the geographic region.
- (c) Each Branch Committee shall have:-
 - (i) power to frame Rules, which shall not be inconsistent with these Rules, for the conduct of its affairs
 - (ii) power to strike levies to finance its own affairs
- (d) In the event of any Branch ceasing to function all property and funds will be vested in the Society.
- (e) Actions inconsistent with the Rules of the Society will result in dissolution of the Branch

18. FINANCE

- 18.1. The funds of the Society shall be derived from membership fees, conference fees, sponsorships, bequests, donations, interest and such other sources as the Central Committee may determine.
- 18.2. The Treasurer of the Society
 - (a) Shall collect and receive all monies due to the Society and make all payments authorized by the Society
 - (b) Shall 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) Shall present to the Annual General Meeting of Members the audited Statements of Accounts of the Society for the financial year prior to the meeting
- 18.3. All monies received shall be deposited to the credit of the Society in such Bank, Building Society or other financial institution as the Central Committee may from time to time determine.
- 18.4. All accounts shall be paid by cheque, credit card or direct electronic transfer.
- 18.5. All cheques and other negotiable instruments shall be signed by any two of three members of the Executive one of whom shall be the Treasurer.
- 18.6. Any monies not immediately required may be invested in such a manner as Central Committee shall determine from time to time.

- 18.7. The accounts and books referred to in Rule 18.2(b) shall be available for inspection by members at any reasonable business hour.
- 18.8. The Society shall make available funds on an annual basis to further the purpose of developing grassland management through travel and/or study grants to members in accordance with the Travel Grant and Student bursary Guidelines

19. COMMON SEAL

- 19.1. The Common Seal of the Society shall be kept in the custody of the Secretary/Public Officer
- 19.2. The Common Seal shall not be affixed to any instrument except by the authority of the Central Committee and the affixing of the Common Seal shall be attested by the signatures by either two members of the Executive or one member of the Executive and of the Public Officer of the Society

20. SECRETARY/EXECUTIVE OFFICER/PUBLIC OFFICER

- 20.1. The Secretary of the Society shall
- (a) keep Minutes of the resolutions and proceedings of each Annual General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings
 - (b) maintain the Register of Members in accordance with Rules 7.3, 8, 10 and 11.
- 20.2. Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and archives of the Society.

21. AUDITOR

- 21.1. An Auditor or Auditors shall be appointed/confirmed by the Central Committee each year and remuneration payable for auditing services shall then be fixed
- 21.2. An Auditor shall be a member of one of the recognised Australian Associations or Institutes of Accountants, preference in appointment being given to a person registered as an Auditor by the Companies Auditors Board.

22. WINDING UP OR CANCELLATION

In the event of the winding up or cancellation of the incorporation of the Society, the assets of the Society shall be disposed of in accordance with the provisions of the Act.