SUGGESTED CHANGES TO THE CONSTITUTION ARE PROVIDED BELOW. THESE WILL BE VOTED ON IN THE AGM IN SEPTEMBER 2022.

# THE AUSTRALIAN SOCIETY OF PLANT SCIENTISTS INCORPORATED

## CONSTITUTION

### 1. NAME

The name of the Society shall be The Australian Society of Plant Scientists Incorporated (abbreviated ASPS).

### 2. OBJECT

The object of the Australian Society of Plant Scientists Incorporated is to advance plant science.

### 3. MEMBERSHIP

**a.** Membership of the Australian Society of Plant Scientists Incorporated (hereafter called "the Society") is open to any person interested in plant science.

**b.** Members shall be entitled to attend all Annual and other General Meetings of the Society, and shall be entitled to vote at these meetings.

**c.** Subject to the rules for election, all members shall be eligible for election to any office or to the Committee.

**d.** A member of the Society may at any time resign from the Society by written notice or resignation addressed to the Committee.

Add: ".....or stop paying membership fees."

**e.** Each member shall pay an annual subscription of an amount to be determined by the Committee and approved by the Annual General Meeting.

**f.** Any member whose subscription is two years in arrears, has been given written notice of the fact, and does not pay the subscription and arrears within one month of the written notice, shall cease to be a Member of the Society, but shall be eligible to rejoin.

Suggest delete this

**g.** Upon termination of membership under this rule, the Secretary shall remove the name of the member from the register of members, whereupon that member ceases to be a member of the Society.

**h.** Any member whose subscription shall be more than twelve months in arrears shall be deemed to be an unfinancial member. Unfinancial members and their delegates shall not hold any office, be members of the Committee or any of its sub- committees or be entitled to vote at Annual or Special General Meetings.

### 4. LIMITED LIABILITY OF MEMBERS

A member of the Society is liable to contribute towards the payments of debts of the Society or to the costs, charges and expenses of a winding up of the Society only to the extent of the membership subscription.

### 5. DISCIPLINING OF MEMBERS

**a.** Where the committee is of the opinion that a member-

**(i)** has persistently refused or neglected to comply with a provision of these rules; or

**(ii)** has persistently and wilfully acted in a manner prejudicial to the interests of the Society, the committee may, by resolution-

**(iii)** expel the member from the Society; or

**(iv)** suspend the member from such rights and privileges of membership of the Society as the committee may determine for a specified period.

**b**. The secretary shall, as soon as practicable, write to the member setting out the resolution of the committee, the grounds on which it is based and informing the member that they may submit a written representation relating to the resolution and have the right to appeal at a general meeting by lodging a notice to that effect with the secretary within 7 days.

**6. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

**a.** Upon receipt of a notice to appeal, the secretary shall notify the committee which shall convene a general meeting of the Society to be held as soon as possible.

**b.** Subject to section 50 of the Act, at a general meeting of the Society convened to deal with the disciplinary matter-

**(i)** no business other than the question of the appeal shall be transacted;

**(ii)** the committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and ,

**(iii)** the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

**7. INCOME AND PROPERTY**

The income and property of the Society, however derived, shall be applied solely towards the promotion of the object of the Society and no portion thereof shall be paid or transferred, directly or indirectly, by divided, bonus, or any other means whatsoever, to any member of the Society, expect as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

**8. ACCOUNTS AND FINANCE**

**a.** The funds of the Society shall be derived from annual subscriptions, registration fees, 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 the committee determines.

**b.** True accounts shall be kept:-

**(i)** of all sums of money received and expended by the Society and the manner in respect of which the receipts or expenditure takes place;

**(ii)** of the property, credits and liabilities of the Society.

**c.** The financial year of the Society shall be the period from the first day of May to the thirtieth day of April the next following.

Waiting a response from Public Officer John Evans.

**d.** The Committee shall cause to be opened with such bank as the Committee selects a banking account or accounts in the name of the Society, into which all monies received shall be paid as soon as possible after receipt thereof.

**e.** The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt.

**f.** No cheques shall be drawn on the bank accounts of the Society except for the payment of expenditure that has been authorized by the Committee.

**g**. All cheques, drafts, bills of exchange, promissory notes, and any other negotiable instruments shall be signed by the Treasurer and one other member of the Committee.

Currently this does not happen so we could delete this requirement.

**9. AUDITOR**

**a.** The Committee shall appoint a suitably qualified person (not being a member or the Public Officer) as Auditor. Once at least in each financial year of the Society the Auditor shall examine the accounts of the Society, and report as to the correctness of those accounts to the members.

**b.** The Auditor

**(i)** has a right of access to the accounts, books, records, vouchers, and documents of the Society;

**(ii)** may require from the Committee of the Society such information and explanations as may be necessary for the performance of the duties of Auditor;

**(iii)** may employ persons to assist the Auditor in investigating the accounts of the Society and

**(iv)** may, in relation to the accounts of the Society examine any member of the Committee of the Society.

**10. GENERAL MEETINGS**

**a.** The Society shall hold General Meetings for the purpose of the presentation of scientific papers and posters. The date and place of the General Meetings shall be determined by the Committee. The Committee may appoint a Local Secretary for the General Meetings. The order and procedure thereat may be decided by the President and the Local Secretary.

**b.** The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a general meeting of the Society.

**c.** A requisition of members for a general meeting

**(i)** shall state the purpose or purposes of the meeting;

**(ii)** shall be signed by the members making the requisition

**(iii)** shall be lodged with the secretary; and

**(iv)** may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

**d.** If the committee fails to convene a general meeting within 1 month after the date on which the requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.

**e.** A general meeting convened by a member or members referred to in subrule (d) shall be convened as nearly as practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable expense so incurred.

**11. GENERAL MEETINGS – NOTICE**

**a.** Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of , members, a notice specifying the place, date and time of the meeting and the business proposed to be transacted at the meeting.

Suggest delete this

**b.** Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in (a) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.

**c.** No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted in subrule 18(c).

**d.** A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

**12. GENERAL MEETINGS – PROCEDURE AND QUORUM**

**a.** 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.

**b**. 5 members 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.

Suggest change to ".....in person or virtually ....."

**c.** If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

**d.** If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being not less than three) shall constitute a quorum.

**13. PRESIDING MEMBER**

**a.** The president shall preside at each general meeting of the Society.

**b.** If the president is absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

**14. ADJOURNMENT**

**a.** 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.

**b.** 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 the business to be transacted at the meeting.

**c.** Except as provided in sub rules (a) and (b), notice of an adjournment of a general meeting or of business to be transacted at an adjourned meeting is not required to be given.

**15. MAKING OF DECISIONS**

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

**b.** At a general meeting of the Society, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.

**c.** Where the poll is demanded at a general meeting, the poll shall be taken-

**(i)** immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or

**(ii)** in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

**16. VOTING**

**a.** Subject to subrule (c), upon any question arising at a general meeting of the Society a member has 1 vote only.

**b.** All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

**c.** 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.

**d.** A member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the member or proxy to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

**17. APPOINTMENT OF PROXIES**

**a.** Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

**b.** The notice appointing the proxy is set out in the appendix to these rules.

**18. ANNUAL GENERAL MEETING**

**a.** There shall be an Annual General Meeting of the Society held each year.

**b.** The Annual General Meeting shall be held in conjunction with a General Meeting.

**c.** The ordinary business of the Annual General Meeting shall be:

**(i)** to confirm the minutes of the last preceding Annual General Meeting;

**(ii)** to receive from the Committee reports upon activities during the last financial year, and audited statements of receipts and payments from the Treasurer;

**(iii)** to elect office bearers of the Society and other Committee members;

**(iv)** to accept recommendations from members of the Society as to the venue for the next General Meeting;

**(v)** to set the annual subscription rate for the following year.

**d.** The Annual General Meeting may transact special business of which at least twenty one days written notice is given to all members of the Society.

**e.** Notice of the Annual General Meeting shall be given when notice of a General Meeting at which scientific papers and posters are to be presented is given. It is sufficient notice of the Annual General Meeting that it is stated that it will be held at some time during the period of the said General Meeting.

**19. QUORUM AND BUSINESS AT AN ANNUAL GENERAL MEETING**

**a.** No item of business shall be transacted at an Annual General Meeting unless a quorum of members entitled to vote under these rules is present.

**b.** The quorum for an Annual General Meeting shall be twenty members.

**c.** The President or one of the Committee shall preside at the Annual General Meetings of the Society. If none of these persons are present, or if it has been agreed by the Committee, then the members present shall elect one of their number to preside thereat.

**d.** All motions shall be decided by a simple majority.

**20. OFFICERS OF THE SOCIETY**

The officers of the Society shall be a President, a President-Elect, a Secretary, a Treasurer and a Public Officer (Rule 23). All offices of the Society shall be honorary.

**21. THE COMMITTEE**

**a**. the office bearers of the Society who shall be the office bearers of the Committee;

**b.** where possible other members, each representing a subject discipline or a specific group (e.g.postgraduate students). The subject disciplines shall encompass the broad spectrum of the society's scientific and educational interests together with due regard for each State and Territory being represented.

**22. ELECTION OF MEMBERS OF THE COMMITTEE**

**a. Eligibility**

All elected members shall retire each year.

**(i)** The President shall be eligible for re-election for a second consecutive term, but then shall be ineligible for re-election as President;

**(ii)** the Secretary and Treasurer shall be eligible for re-election until they have had three continuous terms in office, after which they will be ineligible for election to the same office for the next term only;

**(iii)** the ordinary members of the Committee shall be eligible for re-election for a second continuous term in office, after which they shall be ineligible for election to the same office for the next term only;

Change to: "....shall normally be ineligible...however the term of these ordinary committee members can be altered at the discretion of the President"

**(iv)** the President-Elect shall be eligible for re-election for a second consecutive term, but then shall be ineligible for re-election as President-Elect;

**(v)** the President-Elect does not automatically assume the position of President, but is eligible to stand for election to that position.

**b.** Nominations of candidates for election as officers of the Society or as ordinary Committee members;

**(i)** shall be made in writing;

**(ii)** shall be signed by a nominator and a seconder, each of whom shall be a member of the Society;

Change to: "...shall have a nominator and a seconder.....Society (members can nominate themselves);"

**(iii)** shall be accompanied by the written consent of the candidate;

**(iv)** shall clearly state the office or offices for which the candidate has been nominated; and

**(v)** shall be delivered to the Secretary of the Society at least twenty four hours before the commencement of the Annual General Meeting.

".....of the Society, and preferably more than twenty four hours before ....."

**c.** If insufficient nominations are received to fill all the vacancies on the Committee, the candidates nominated are deemed to be elected, and further nominations shall be received at the Annual General Meeting.

**d.** 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. e. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held. For both the officers of the Society and for members of the Committee, all financial members shall be entitled to vote.

"....a ballot or show of hands shall be held."

**f.** The ballot for the election of the officers and ordinary Committee members shall be held in such usual and proper manner as the Committee thinks fit.

"The vote for the....."

**g.** The new Committee shall take office within two months of the Annual General Meeting at a date to be confirmed by the Annual General Meeting.

**h.** A vacancy occurs if the person holding that office or position dies, ceases to be a member of the Society, resigns in writing addressed to the Committee, becomes of unsound mind, or becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent creditors or compounds with his or her creditors. If the vacancy occurs after the election of the officers and the members of the Committee then the Committee may appoint a member of the Society to fill the vacancy until the next election. However, if the office of President becomes vacant, the President- Elect shall become President until the next Annual General Meeting.

**23. PUBLIC OFFICER**

**a.** The Committee of the Society shall, within fourteen days of incorporation of the Society, appoint a member of the Society who is a resident of the Australian Capital Territory to be the Public Officer of the Society and, if the office becomes vacant, shall within fourteen days after it becomes vacant, appoint another resident to fill the vacancy.

**b.** The office of the Public Officer becomes vacant if the person holding that office dies, ceases to be a resident of the Territory, ceases to be a member of the Society, resigns by writing addressed to the Committee, becomes of unsound mind, or becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent creditors or compounds with his or her creditors

**24. MANAGEMENT**

**a.** The affairs and business of the Society shall be managed by the Committee. Any three members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee. No business shall be transacted by the Committee unless a quorum is present and if within 30 minutes of the

time appointed for the start of the meeting a quorum is not present, the meeting stands adjourned until another mutually agreed time and venue.

**b.** The Committee –

**(i)** shall control and manage the affairs of the Society; .

**(ii)** may, subject to this Constitution, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by the Constitution to be exercised by the Annual General Meeting of member of the Society;

**(iii)** subject to the Associations Incorporation Act 1953, as amended, and this Constitution, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the affairs of the Society;

**(iv)** shall ensure that the Society is covered by appropriate Public Liability insurance;

**(v)** shall have power to appoint sub-committees for the purposes of carrying such functions of the Society as the Committee directs. Such sub-committees may include non-members of the Society but must include one or more members of the Society who are responsible for the activities of that sub-committee and

**(vi)** may conduct postal votes. "...or other types of votes using online resources."

**25. NOTICES**

A Notice may be served by or on behalf of the Society upon any member by email, personally, or if requested by the member, by prepaid post to the address provided by the member.

**26. ALTERATIONS TO THE CONSTITUTION**

This Constitution may be altered or amended a. by resolution at an Annual General Meeting, provided that all members have the opportunity to vote by post or by proxy and b. the resolution is passed by at least a two thirds majority of financial members voting. "....by post, by proxy or with online resources and . ...."

**27. COMMON SEAL**

**a.** The Society shall have a Common Seal, kept in the custody of the secretary. What is Common Seal?

**b.** The Seal shall not be affixed to any instrument except by authority of a resolution of the Committee and attested by two members of the Committee or by one member of the Committee and by the Public Officer of the Society or such other person as the Committee may appoint for that purpose, and that attestation shall be sufficient for all purposes that the Seal was fixed by the authority of the Committee.

**28. CUSTODY OF BOOKS** Subject to the Act, the Regulations and these rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Society. "...the Sectretary or some other agreed Society member shall....."

**29. INSPECTION OF REGISTER** The register of members of the Society shall be open to inspection at the address of the public officer of the Society, free of charge, by a member of the Society at any reasonable hour.

**30. WINDING UP** If, upon winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among the members of the Society, but shall be given or transferred to a fund, organization or authority which has, as one of its objects, the advancement of science, is a non profit organization and is exempt from taxation under section 23 (g) (ii) of the Income Tax Assessment Act 1936 (as amended). Such organization or organizations to be determined by members of the Society at or before the time of dissolution [or in default thereof by the Supreme Court of the Australian Capital Territory]. 7