

Federation of Australian Scientific and Technological Societies (FASTS)

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Part 1.1 Preliminary

1 Definitions for the rules

In these rules:

Note A definition applies except so far as the contrary intention appears (see *Legislation Act*, s 155).

"financial year" means the year ending on 30 June.

"member" means a member, however described, of the Association and includes ordinary and affiliate members, as defined in Rule 2B.

"representative" or "person" for the purposes of these rules, means a person who has membership of a body that is, in turn, a member of the Association.

"Secretary" means the person holding office under these rules as Secretary of the Association or, if no such person holds that office, the public officer of the Association.

"the Act" means the *Associations Incorporation Act 1991*.

"the Board" means the Board as described in these rules and a reference in the *Association Incorporation Act or Regulation 1991* to "committee" shall, for the purposes of these rules, be taken to be a reference to the Board.

"the regulation" means the *Associations Incorporation Regulation 1991*.

"the Association" means the Federation of Australian Scientific and Technological Societies Incorporated or its abbreviated name, FASTS.

"a body" means an association, society, or similar body that has an interest in advancing science and technology in Australia and any reference in these rules to "a body" shall include wherever appropriate, the term "a person" referred to in the Act or regulations.

1A Application of *Legislation Act 2001*

The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.

1B Objectives of the Association

The objectives of the Association are to foster close relations between the scientific and technological societies in Australia and to take concerted action for promoting science and technology in Australia. These objectives include:

- (a) To facilitate discussions within the scientific and technological community concerning matters of common interest;
- (b) To enhance communication between the scientific and technological community and governments, industry and commerce; and
- (c) To promote understanding among the Australian public of the work done within the scientific and technological community of the nation.

Part 1.2 Membership

2A Membership qualifications

A body is qualified to be a member if –

- (1) the body falls within section 21(2)(a) or (b) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
- (2) the body -
 - (a) has been nominated for membership in accordance with Rule 3(1);
and
 - (b) has been approved for membership of the Association by the Board of the Association; or
- (3) the body has been approved by the Board and invited to join the Association as an affiliate member.

2B Types of membership

- (1) Ordinary members

Ordinary members are those members which are:

- (a) autonomous Australian bodies which –
 - (i) represent nationally an area of science or technology or a formally established Australian branch or division of a larger scientific or technological society; or
 - (ii) which have a focus on science and technology; and
- (b) which otherwise subscribe to the objectives and responsibilities of the Association.

Ordinary members have full voting rights and have representation on the Board.

(2) Affiliate members

- (a) Affiliate members are government, industrial or peak student bodies which have some interest in science and technology in Australia and subscribe to the objectives of the Association.
- (b) Affiliate members are entitled to attend Annual General Meetings and Special General meetings of the Association and to vote.
- (c) Affiliate members are not eligible to have representatives on the Board or the Executive but may be invited to attend meetings of the Board, but not to vote.

3 Nomination for membership

(1) A nomination of a body for membership of the Association –

- (a) must be made by a member of the Association in writing in the appropriate form set out in appendix 1; and
- (b) must be lodged with the Secretary of the Association.

(2) As soon as is practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which must decide whether to approve or to reject the nomination.

(3) If the Board decides to approve a nomination for membership, the Secretary must as soon as practicable after that decision notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification the sum payable under these rules by way of the entrance fee and the first year's annual subscription.

- (4) The Secretary must, on payment by the nominee of the amounts mentioned in subsection (3) within the period mentioned in that subsection, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

4 Membership entitlements not transferable

A right, privilege or obligation that a body has because of being a member of the Association –

- (a) cannot be transferred or transmitted to another person or body; and
- (b) terminates on cessation of the body's membership.

5 Cessation of membership

A body ceases to be a member of the Association if the body –

- (a) is wound up; or
- (b) resigns from membership of the Association; or
- (c) is expelled from the Association; or
- (d) fails to renew membership of the Association.

6 Resignation of membership

- (1) A member is not entitled to resign from membership of the Association except in accordance with this section.
- (2) A member who has paid all amounts payable by the member to the Association may resign from membership of the Association by first giving notice (of not less than 12 months or, if the Board has determined a shorter period, that shorter period) in writing to the Secretary of the member's

intention to resign and, at the end of the period of notice, the member ceases to be a member.

- (3) If a body ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date the body ceased to be a member.

7 Fee, subscriptions etc

- (1) The entrance fee to the Association is an amount that has been determined by resolution of the Board.
- (2) The annual membership fee for members of the Association is an amount that have been determined by resolution of the Board.
- (3) The annual membership fee is payable by such date as is determined by the Board.

8 Members' liabilities

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

9 Disciplining of members

- (1) If the Board is of the opinion that a 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 Association;

the Board may, by resolution –

(c) expel the member from the Association; or

(d) suspend the member from the rights and privileges of membership of the Association that the Board may decide for a specified period.

(2) A resolution of the Board under subsection (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.

(3) If the Board passes a resolution under subsection (1), the Secretary must, as soon as practicable, serve a written notice on the member –

(a) setting out the resolution of the Board and the grounds on which it is based; and

(b) stating that the representatives of the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and

(c) stating the date, place and time of that meeting; and

(d) informing the member that representatives of the member may do either or both of the following:

(i) attend and speak at that meeting;

(ii) submit to the Board at or before the date of that meeting written representations relating to the resolution.

(4) Subject to the requirements of natural justice referred to in section 50 of the Act, at a meeting of the Board mentioned in subsection (2), the Board must –

- (a) give to the member mentioned in subsection (1) an opportunity for its representative to make oral representations on its behalf; and
 - (b) give due consideration to any written representations submitted to the Board by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the Board made under subsection (1).
- (5) If the Board confirms a resolution under subsection (4), the Secretary must, within 7 days after the confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 10.
- (6) A resolution confirmed by the Board under subsection (4) does not take effect –
- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if within that period the member exercises the right of appeal – unless and until the Association confirms the resolution in accordance with section 10 (4).

10 Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the Board that is confirmed under section 9(4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) On receipt of a notice under subsection (1), the Secretary must notify the Board which must call a general meeting of the Association to be held

within 21 days after the date when the Secretary received the notice or as soon as possible after that date.

- (3) Subject to the requirements of natural justice as referred to in section 50 of the Act, at a general meeting of the Association called under subsection (2) –
 - (a) no business other than the question of the appeal may be transacted;
and
 - (b) the Board and representatives of the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the representatives of members present must vote by secret ballot on the question of whether the resolution made under section 9(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9(4), that resolution is confirmed.

Part 1.3 The Board and the Executive

11 Powers of the Board

The Board, subject to the Act, the regulation, these rules, and to any resolution passed by the Association in general meeting:

- (a) controls and manages the affairs of the Association; and
- (b) implements the policies of the Association; and
- (c) reviews the acts and decisions of the Executive; and
- (d) manages and controls the affairs and finances of the Association including fixing the time and place for meetings, supervising voting procedures and the filling of vacancies on the Board and Executive; and
- (e) appoints auditors and such officers and other employees as it deems necessary; and
- (f) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

12 Constitution and membership

- (1) The Board consists of –
 - (a) at least seven (7) persons on the Executive of the Association; and
 - (b) not more than twelve (12) other persons consisting of –
 - (i) a representative from ten (10) different ordinary members of the Association, each of whom is drawn from a different and particular area of scientific discipline, such disciplines being as follows –

- Biological sciences
 - Geological and geographical sciences
 - Agricultural and food sciences
 - Mathematical sciences
 - Chemical sciences
 - Aquatic sciences
 - Medical and cognitive sciences
 - Physical sciences
 - Plant and ecological sciences
 - Technological sciences; and
- (ii) a representative from two different non disciplinary based ordinary members each of whom must be elected under section 18 or 19, as applicable, or appointed in accordance with subsection (4);.
- (iii) The number and nature of the composition of the Board may be changed from time to time by special resolution of members of the Association in accordance with the Act.
- (2) Representatives of affiliate members of the Association may be invited to attend and have the right to speak at Board meetings but have no entitlement to vote or have no entitlement to sit on the Board.
- (3) Each person on the Board shall, subject to these rules, hold office as provided for in Rule 17.
- (4) In the event of a vacancy in the membership of the Board, the Board may appoint a representative of an ordinary member of the Association to fill the vacancy and the representative so appointed shall hold office, subject to

these rules, until the elected term provided for in Rule 17 has expired.

13 Constitution and membership of the Executive

The Executive consists of:

- (a) The office-bearers of the Association who are as follows:
 - The President
 - The President-Elect – in every even year, and in every odd year the person referred to in Rule 13(c) below
 - The Vice President
 - The Secretary
 - The Treasurer
 - Chairperson of the Association's Policy Committee; and
- (b) At least one, but no more than two, representative(s) of one or more ordinary members of the Association who is an early career scientist;
- (c) A representative of an ordinary member of the Association; and
- (d) An Chief Executive Officer who has no voting rights.

14 Appointment and functions of the Chief Executive Officer

- (1) The Chief Executive Officer of the Association is appointed by the Board.
- (2) The Chief Executive Officer is subject to the supervision and control of the Board and the Executive;
- (3) The Chief Executive Officer is responsible for the day to day management of the affairs of the Association.
- (4) The functions that the Chief Executive Officer must perform are those functions assigned to that position by the Board and the Executive.

15 Powers and functions of the Executive

- (1) The Executive Committee shall have the following powers:
 - (a) to control and manage the day-to-day affairs of the Association and carry out the objects of the Association and generally to do all such things as the Board is empowered to do unless specifically prohibited from doing so by the Board and/or the Act, the Regulations, these rules, and to any resolution passed by the Association in general meeting; and
 - (b) to carry out such specific duties and responsibilities as are delegated to it by the Board.
- (2) The decisions of the Executive shall be subject to review by the Board.

16 Meetings of the Executive and the Board

- (1) The Executive must hold at least 6 meetings per calendar year and can hold additional meetings as required to enable it to adequately perform its functions.
- (2) The Board must hold at least three meetings per calendar year and can hold additional meetings as required to enable it to adequately perform its functions.

17 Terms of office-holders and other elected positions on the Board or the Executive

- (1) The President, Vice-President, Secretary, Treasurer and Chairperson of the Policy Committee hold office, subject to these rules, until the second Annual General Meeting following the date of his or her election, but is eligible for re-election.

- (2) The President-Elect and the other representative on the Executive who is not an office-holder of the Association each hold office, subject to these rules, until the conclusion of the Annual General Meeting following the date of such person's election, but they are eligible for re-election. The election for the President-Elect and the representative referred to in Rule 13(c) will alternate according to whether the year in question has an odd or even number.
- (3) The representative on the Executive who is an early career scientist holds office, subject to these rules, until the second Annual General Meeting following the date of his or her election, but is eligible for re-election. Where there is more than one early career scientist, the election for each will alternate according to whether the year in question has an odd or even number.
- (4) Persons elected to the Board who are not on the Executive hold office, subject to these rules, until the conclusion of the second Annual General Meeting following the date of their election, but they are eligible for re-election.
- (5) No person is eligible to be re-elected to the same position if their total terms of office would exceed four consecutive years in the same position.

18 Election of persons to the Executive

- (1) Nominations will only be accepted from those persons who hold current financial membership of an ordinary member of the Association.
- (2) Nominations of candidates for election as office-bearers of the Executive or to other Executive positions –
 - (a) must be made in writing, signed by 2 persons who have financial

membership in either the same ordinary member or of two different ordinary members of the Association and must be accompanied by the written consent of the candidate (which may be endorsed on the nomination form) together with supporting material provided by the candidate; and

- (b) must be given to the Secretary of the Association not less than 14 days before the date fixed for the Annual General Meeting at which the election is to take place.
- (3) The Secretary will ensure that all members who are eligible to vote under these rules receive electronic or postal notification of all nominees and a copy of each candidates' supporting material as soon as practical after the closing date for the acceptance of nominations has passed.
- (4) Voting will be conducted on an optional preferential basis except when 3 or more people nominate for the one position, in which case full preferential voting will be required.
- (5) The returning officer will be appointed by the majority vote of those members who are entitled to vote pursuant to these rules at the Annual General Meeting of the Association.
- (6) The person who is appointed returning officer must not nominate as a candidate at the election in respect of which he or she has been appointed returning officer.
- (7) If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting.
- (8) If insufficient further nominations are received, any vacant positions

remaining on the Executive are taken to be vacancies.

- (9) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (10) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (11) The ballot for the election of office-bearers and ordinary committee members must be conducted at the Annual General Meeting in the way the Board may direct.
- (12) A person is not eligible to simultaneously hold more than 1 position on the Executive.
- (13) The election of position on the Executive will take place in the following order:
 - President-Elect (when applicable)
 - Vice President
 - Secretary
 - Treasurer
 - Chair of the Policy Committee
 - A person who is an early career scientist
 - A person who has membership in an ordinary member of the Association (when applicable).
- (14) Any candidate who fails to be elected to the position for which he or she nominated may nominate at the Annual General Meeting of the Association to stand for election to any positions yet to be elected.

19 Election of persons to the Board who are not on the Executive

- (1) The ordinary members of the Association shall group together in clusters,

each cluster will represent:

- (a) a discipline of science referred to in Rule 12(1)(b)(i) or as changed from time to time by a special resolution of members of the Association in accordance with the Act; and
 - (b) the two non-disciplinary ordinary members of the Association referred to in Rule 12(1)(b)(ii) or as changed from time to time by a special resolution of members of the Association in accordance with the Act.
- (2) Each cluster of ordinary members referred to in Rule 19(1)(a) is responsible for organising the nomination and the election of a representative to serve on the Board.
- (3) The non-disciplinary based ordinary members referred to in Rule 19(1)(b) are responsible for organising the nomination and election of the representatives to serve on the Board in accordance with the terms of Rule 12(1)(b)(ii).

20 Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (2) The Secretary must keep minutes of –
 - (a) all elections and appointments of office-bearers and other representatives on the Executive and the Board; and
 - (b) the names of representatives on the Executive or Board present at an Executive or Board meeting or a general meeting; and
 - (c) all proceedings of Executive, Board and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding

at the meeting or by the person presiding at the next succeeding meeting.

21 Treasurer

The Treasurer of the Association must –

- (1) Collect and receive all amounts owing to the Association and make all payments authorised by the Association; and
- (2) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

22 Vacancies

- (1) For these rules, a vacancy in the office of a person on the Executive or the Board happens if the person –
 - (a) dies; or
 - (b) the ordinary member in respect of which the person has membership ceases to be a member of the Association; or
 - (c) ceases to have financial membership in an ordinary member of the Association; or
 - (d) resigns the office; or
 - (e) is removed from office under Rule 23 (Removal of persons from Executive or Board positions); or
 - (f) becomes an insolvent under administration within the meaning of the *Corporations Act*; or
 - (g) suffers from mental or physical incapacity; or
 - (h) is disqualified from office under the Act, section 63(1); or
 - (i) is absent without the consent of the Executive or the Board from all meetings of the Executive or the Board, respectively held during a

period of 6 months.

23 Removal of persons from Executive or Board positions

The Association in general meeting may by resolution, subject to the Act, section 50, remove any person on the Executive or the Board from the position that the person holds before the end of the relevant term of office.

24 Board meetings and quorum

- (1) The Board must meet at least 3 times in each calendar year at a place and time that the Board may decide.
- (2) Additional meetings of the Board may be called by the Executive or by any three persons on the Board.
- (3) Oral, written or e-mail notice of a meeting of the Board must be given by the Secretary to each person on the Board at least 7 days (or any other period that may be unanimously agreed on by persons on the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that persons on the Board present at the meeting unanimously agree to treat as urgent business.
- (5) A majority of persons on the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business may be transacted by the Board 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 the same place and at the same hour of the same day in the following week.

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

25 Executive meetings and quorum

- (1) The Executive must meet at least six times in each calendar year, at a place and time that the Executive may decide.
- (2) Additional meetings may be called by the President or any other person on the Executive.
- (3) Oral, written or e-mail notice of a meeting of the Executive must be given by the Secretary to each person on the Executive at least 7 days (or any other period that may be unanimously agreed on by persons on the Executive) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting.
- (5) A majority of persons on the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (6) No business may be transacted by the Executive 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 the same place and at the

same hour of the same day in the following week.

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

26 Delegation by Board to subcommittee

- (1) The Board may, in writing, delegate to 1 or more subcommittees (which may include people who are not representatives of the Association) the exercise of such functions of the Board as are specified in the instrument, other than
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the Executive or the Board by the Act, by any other Territory law, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, the Board may continue to

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exercise any function delegated.

- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Board.

(6) The Board may, in writing, revoke wholly or in part any delegation under this section.

(7) A subcommittee may meet and adjourn as it considers appropriate.

27 Voting and decisions of the Executive and the Board

(1) Questions arising at a meeting of the Executive or the Board are decided by a majority of the votes of persons on the Executive or the Board, as the case may be, who are present at the meeting subject to Rule 2B(2) to these rules.

(2) Subject to Rule 2B of these rules, each person present at a meeting of the Executive or Board, as the case may be (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

(3) Subject to Rules 24(5) and 25(5), the Board or the Executive, as the case may be, may act despite any vacancy on the Board or the Executive respectively.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any person on the Executive or the Board.

28. Voting and decisions of sub-committees of the Board

(1) Questions arising at a meeting of a subcommittee appointed by the Board are decided by a majority of the votes of appointees to the subcommittee present at the meeting, provided a majority of the appointees to the subcommittee are present at the meeting.

- (2) Each appointee to the subcommittee present at the meeting is entitled to one vote (including the appointee presiding) but if the votes on any question are equal, the appointee presiding may exercise a second or casting vote.
- (3) Subject to Rule 28(1) the subcommittee may act despite any vacancy on the subcommittee.
- (4) Any act or thing done or suffered or purporting to have been done or suffered by a subcommittee appointed by the Board is valid and effectual despite any defect that may afterwards be discovered in the appointment of the appointee to the subcommittee.

Part 1.4 General Meetings

29 Annual general meetings – holding of

- (1) With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an Annual General Meeting of its members.
- (2) The Association must hold its first Annual General Meeting –
 - (a) within 18 months after its incorporation under the Act; and
 - (b) within 5 months after the end of the first financial year of the Association.
- (3) Subsections (1) and (2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

30 Annual general meetings – calling of and business at

- (1) The Annual General Meeting of the Association must, subject to the Act, be called on the date and at the place and time that the Board considers appropriate.
- (2) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is –
 - (a) to confirm the minutes of the last Annual General Meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Board reports on the activities of the Association during the last financial year; and
 - (c) to elect persons to the Executive; and

- (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73(1).
- (3) An Annual General Meeting must be specified as such in the notice calling it in accordance with Clause 32 (Notice).
- (4) An Annual General Meeting must be conducted in accordance with the provisions of this part.

31 General meetings – calling of

- (1) The Board may, whenever it considers appropriate, call a general meeting of the Association.
- (2) The Board must, on the requisition in writing of not less than 10 members of the Association, call a general meeting of the Association.
- (3) A requisition of members for a general meeting –
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed on behalf of each member making the requisition by at least one person; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed in accordance with sub-paragraph (b) above.
- (4) If the Board fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the Secretary, the representative or representatives of any 1 or more of the members who signed the requisition may call a general meeting to be held not later than 3 months after that date.

- (5) A general meeting called by a representative or representatives of any member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

32 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send by prepaid post or by electronic mail to each member at the member's postal address or e-mail address appearing in the register of members, whichever is appropriate, 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) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an Annual General Meeting, business that may be transacted under clause 30(2).

- (4) A member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

33 Urgent general meetings

- (1) Notwithstanding any other provisions in these rules, an urgent general meeting of the Association may be called by the Board provided such meeting will not require a vote of members on any of the following matters;
 - (a) amendment of these rules; or
 - (b) business that is specified in these rules to be business of an Annual General Meeting; or
 - (c) a matter requiring a special resolution; or
 - (d) a matter involving the disciplining of a member pursuant to these rules.
- (2) An urgent general meeting shall be called by giving notice transmitted properly by e-mail to the e-mail address of each member and specifying in the notice a time of at least two business days for each member to record their vote by transmitting an e-mail to an e-mail address nominated in the notice.
- (3) At the conclusion of the time appointed in the notice referred to in (2) above, the votes received by the Board at the nominated e-mail address shall be counted by the Chief Executive Officer of the Association and the outcome of the vote shall be determined by a simple majority of votes received, provided at least one third of the membership of the Association has recorded a vote.

34 General meetings – procedure and quorum

- (1) No item of business may be transacted at a general meeting unless a quorum of representatives of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) The representatives of one third of the members (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting other than matters requiring a vote by special resolution which is subject to Section 70 of the Act.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands 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.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 10 members) constitute a quorum.

35 Presiding member

- (1) The President, or in the absence of the President, the Vice-President, presides at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, the representatives of the ordinary members present must elect 1 of their number to preside at the meeting.

36 Adjournment

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

37 Making of decisions

- (1) A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the 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 minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 representatives of members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken –
 - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) if any other case – in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

38 Voting

- (1) Subject to subsection (3), on any question arising at a general meeting of the Association a member has 1 vote only.
- (2) All votes must be given by a member's representative personally or by proxy but no representative may hold more than 5 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (4) A member's representative or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or its proxy has been paid to the Association, other than the amount of the annual subscription payable for the then current year.

39 Appointment of proxies

- (1) Each member is entitled to appoint a person who is an office-holder of another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in appendix 2.

Part 1.5 Miscellaneous

40 Funds – source

- (1) The funds of the Association must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting and subject to the Act, section 114, any other sources that the Board decides.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41 Funds – management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the association must be used for the objects of the Association in the way that the Board decides.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 persons on the Board or by a person on the Board and an employee of the Association, being persons on the Board or employees authorised to do so by the Board.

42 Alteration of objects and rules

Neither the objects of the Association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

43 Common seal

- (1) The common seal of the association must be kept in the custody of the Executive.
- (2) The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either of 2 persons on the Board or of 1 person on the Board and of the Secretary.

44 Public Officer

- (1) The Executive shall appoint one of its members to be the Public Officer required by the Associations Incorporation Act 1991, as amended from time to time.
- (2) In the event of a vacancy occurring in the office of the Public Officer the Executive shall appoint another of its number to fill the vacancy within fourteen days.

45 Custody of books

Subject to the Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

46 Inspection of books

The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a representative nominated by any member of the Association at any reasonable hour.

47 Service of notice

(1) For these rules, a notice may be served by or on behalf of the Association on any member either:-

- (a) by delivering it by hand to the member's physical address shown in the register of members; or

- (b) sending it by post to the member's postal address shown in the register of members; or
 - (c) by transmitting it by e-mail to the member's e-mail address shown in the register of members.
- (2)
- (a) If a document is sent to a member by properly addressing, prepaying and posting to the member a letter containing the document, the document is taken for these rules, unless the contrary is proved, to have been served on the member at the time when the letter would have been delivered in the ordinary course of post; or
 - (b) If a document is sent to a member electronically by properly addressing and transmitting an e-mail, the document is taken for these rules, unless the contrary is proved, to have been served on the member two business days after the transmission of the document by e-mail.

48 Surplus property

- (1) At the first general meeting of the Association after this constitution has been adopted, the association shall pass a special resolution nominating:-
- (a) another association for the Act, section 92(1)(a); or
 - (b) a fund, authority or institution for the Act, section 92(1)(b);
- in which it is to vest its surplus property in the event of dissolution or winding up of the Association.
- (2) An association nominated under sub-rule 1(a) must fulfil the requirements nominated in the Act, section 92(2).

49 **Autonomy of members**

- (1) Nothing in these rules shall be construed so as to imply that the Association possesses any authority over the corporate affairs of any member;
- (2) All members will continue to function as autonomous bodies governed by their own respective Constitutions, Charters, Articles of Incorporation or related document, whichever is appropriate.

Appendix 1

(see s 3 (1))

Application for membership of Federation of Australian Scientific and Technological Societies Incorporated (incorporated under the Associations Incorporation Act 1991) ("FASTS")

I,

(full name of the President, CEO or equivalent of the Applicant body)

.....

(title of office held)

of

(full name of the Applicant body)

at apply for the

(address of Applicant body)

.....

(name of Applicant body)

to become a member of FASTS. If

(name of Applicant body)

is admitted as a member, it agrees to be bound by the rules of FASTS for the time being in force.

.....

(Signature of President, CEO or equivalent of the Applicant body)

Dated

I,

(full name)

a representative of a member of FASTS, nominate the applicant body, which is known to me to support the aims and objects of FASTS, for the membership of FASTS.

.....

(Signature of President, CEO or equivalent of proposing member)

Date

Appendix 2

(see s 30 (2))

Form of appointment of proxy

I, holding the position
(full name)

of
(office held in member)

of
(name of member)

at
(address of member)

a member of the Federation of Australian Scientific and Technological Societies
Incorporated ("the Association")

appoint being office held by proxy in member
(full name of proxy)

of
(name of member)

at
(address of member)

a member of that incorporated Association, as my proxy to vote for me on behalf of
.....
(name of member)

at the general meeting of the Association (Annual General Meeting or other general
meeting, as the case may be) to be held on and
at any adjournment of that meeting.

*My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (insert details).

.....

(Signature of office-holder appointing proxy)

(*To be inserted if desired)

Date

Note 1. A proxy vote may only be given to a representative who is an office-holder in a member of the association.

2. A proxy can only be given by an office-bearer of a member on behalf of that member.